

14 December 2020

Intuitive Investment Company plc ("IIG" or the "Company")

The Chairman's Corporate Governance Statement

The information in this statement was last reviewed on 7 December 2020.

Introduction

This Statement is issued in compliance with Rule 26 of the AIM Rules for Companies. IIG is incorporated in England and Wales and its shares are admitted to trading on AIM, the market of that name operated by the London Stock Exchange.

The QCA's Principles of Corporate Governance

As Chairman of IIG, I am responsible for leading the Board and upholding high standards of corporate governance throughout the Company, and particularly at Board level. My fellow directors and I share the view that sound governance is fundamental to the successful growth of the Company. We will apply the principles of the corporate governance code for small and mid-size quoted companies published by the Quoted Companies Alliance (the "QCA Code"). This Corporate Governance Report sets out how we will apply the QCA Code principles, and summarises both how our Board and Committees operate.

The Board will apply the ten principles of the QCA Code and recognises the need to continue to review and develop our governance practices and disclosures. Our governance structure provides a framework of established and clearly articulated roles, authority limits and controls, which allows the Investment Team to focus on delivering the investment strategy of the Company. These systems are designed to support our compliance with the QCA Code as well as the AIM Rules, the AIFM regulations MAR and other legal, regulatory and compliance requirements, which apply to us.

1. Establish a strategy and business model which promote long-term value for shareholders

The Board has collective responsibility for setting the strategic aims and objectives of the Company. Our strategy is articulated in our Admission Document. The portfolio investments that we will make will demonstrate how we will execute against our strategy and, which we believe will drive long-term, sustainable returns for our shareholders. The Board will review the Company's strategy each year, which will take into account the expectations of the Company's shareholder base and its wider stakeholders and social responsibilities.

2. Seek to understand and meet shareholder needs and expectations

The Board recognises the importance of understanding the needs and expectations of our shareholders. We will seek to engage with shareholders and receive regular feedback.

- Institutional shareholders; regular communication will be maintained through individual meetings with the Investment Team, particularly following the publication of interim and full year results.
- Retail shareholders; regular communication will be maintained through group presentations as well as through the Company's website to ensure that there is the similar level of access to the Investment Team as there is with institutional shareholders.

The Company's corporate broker, Turner Pope Investments (TPI) Ltd, writes research which is available to all investors.

The Board encourages shareholders to attend and vote at the Company's General Meetings, at which members of the Board will be in attendance and available for shareholder questions.

Investor relations will be a standing item on the Board's agenda, and the Investment Team will routinely update the Board as to outcomes of their meetings with shareholders and potential investors. These initiatives help us to understand shareholders' views and to address their concerns.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

Due to the Company's relatively small and currently has one employee, the Directors will be able to engage directly with employees.

The Company's other key stakeholders are our investee companies, with which we will have regular contact, in particular where we have a seat as a director or Board observer of that company.

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board has responsibility for the Company's internal control and risk management systems. The Board will regularly review the risks faced and ensures the mitigation strategies in place are effective and appropriate to the Company's operations. More information on the principal risks faced by the Company are set out in our Admission Document. In addition, key business risks will be identified and mitigation practices discussed in IIG's Annual Reports.

The Company has established an Audit and Risk Committee, which will be made up exclusively of all the independent non-executive directors and will meet at least twice a year. Further detail of this committee can be seen in the Corporate Governance section of the Company's website.

5. Maintain the board as a well-functioning, balanced team led by the chair

The Board consists of two executive directors, upon appointment of the CEO on 19 February 2021, and three non-executive directors. The biographies of the directors are included in the Company's Admission Document and on the website.

Each Board member commits sufficient time to fulfil their duties and obligations to the Board and the Company. They attend monthly Board meetings and join ad hoc Board calls and offer availability for consultation when needed.

Detailed Board packs include information on business, technical and financial performance and are circulated ahead of Board meetings. Key issues are highlighted and explained, providing Board members with sufficient information to enable a relevant discussion in the Board meeting.

The Board is supported by its Audit and Risk, Remuneration and Nomination Committees. The roles of the Audit and Risk Committee and the Remuneration and Nomination Committee are set out in the Corporate Governance section of the Company's website.

The Company will report the number of Board and Committee meetings during the financial year, including the attendance by each director, in its Annual Report.

6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

The as a whole, the Board has a suitable mix of skills and competencies covering all essential disciplines bringing a balanced perspective that is beneficial both strategically and operationally and will enable the Company to deliver its strategy.

The nature of the Company's business requires the directors to keep their skillset up to date. The directors attend training courses and conferences as appropriate in order to do this.

Support is provided to the Board by the Company's Advisory Panel and retained professional advisers (Nomad, broker, investor relations, solicitor, auditor).

The Board is chaired by David Evans, who has over 27 years of experience in the Life Science sector, both in private companies and as a senior director of a number of public companies. David has facilitated 12 companies' transition to being publicly traded (directly or indirectly), has overseen four successful exits and has extensive experience chairing numerous UK public company boards. He has been actively engaged in a number of M&A transactions and has a record of high returns from personal investments in the Life Science sector.

Robert Naylor, proposed Chief Executive Officer (appointment effective from 19 February 2021), has 24 years' experience in capital markets; most recently at Cenkos Securities plc as head of corporate finance and corporate broking in the investment funds team. Robert has advised a number of public Healthcare and Life Science companies.

The Company's Non-Executive Directors are Malcolm Gillies, Cormac Kilty and Colin Willis. Malcolm Gillies is a lawyer by background, having worked as a senior corporate partner for over 10 years. He has since taken numerous director roles with Life Science focussed public companies. Cormac Kilty has founded a number of Life Science and Diagnostics companies and has acted as a director of many Life Science companies. Colin Willis specialises in venture capital, with over 24 years of experience in the field. He has set up three venture capital companies providing substantial returns to investors.

The Board notes that until 19 February 2021, the Chairman will be the only executive officer on the Board, which is in breach of the guidance in the QCA Code. This will be a temporary situation, as the Board has contractually agreed the appointment of the Chief Executive Officer, which will take effect on 19 February 2021, and accordingly from such time the Chairman will no longer be the sole executive officer and the Board will comprise two executive directors and three independent non-executive directors, with one of the non-executive directors serving as the Senior Independent Director.

7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

As Chairman, I will consider the operation of the Board as a whole, and the individual performance of the Directors. The Board will conduct regular, detailed Board member performance evaluation.

The results of the evaluation will be disclosed in the Company's Annual Report highlighting whether the Board and its Committees are operating effectively, and highlighting areas for improvement, to ensure there is strong and effective governance.

8. Promote a corporate culture that is based on ethical values and behaviours

The Company operates an open and inclusive culture, and this is reflected in the way that the Board conducts itself.

Our open and inclusive approach is important not just in the way we operate as an internal team, but also in the hands-on way in which our Investment Team will support the growth of our investee

companies. The Board recognises the importance of retaining a proactive focus on culture as the Company grows, and in line with the outcomes of the Board evaluation, we will focus on this area during the coming year.

The Company has adopted a code for Directors' and employees' dealings in securities that is appropriate for a company whose securities are traded on AIM and is in accordance with the requirements of MAR.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board

The Executive Directors have overall responsibility for managing the day to day operations of the Company and the Board as a whole is responsible for monitoring performance against the Company's goals and objectives. I, as Chairman, will chair the board meetings. The Non-Executive Directors are invited to attend the Company's weekly Investment Team meetings.

The roles of the Audit and Risk Committee and the Remuneration and Nomination Committee are set out in the Corporate Governance section of the Company's website.

10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders and stakeholders as outlined in 1. above, and as is permitted within the guidelines of the AIM Rules, MAR and other applicable regulations.

All shareholders are encouraged to attend the Company's Annual General Meeting and any general meetings held by the Company, subject to any Covid-19 arrangements that may be in place.

Shareholders have access to the information displayed on the Company's website. Historical annual reports and other governance related material, including notices of general meetings of the Company will be available in the Reports and Presentation section of this website. The Company's announcements are available under the Regulatory News tab in the Investor Relations Section of this website.

The Annual Report will include a Corporate Governance report, including how the Company applies each of the 10 principles of the QCA Code.

Overall, the Board will continue to monitor its application of the QCA Code principles and ensure that our corporate governance framework continues to evolve in line with the strategic development of the Company.

David Evans

Chairman