UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Date of report: November 22, 2022

Commission File Number: 001-39387

Renalytix plc

(Translation of registrant's name into English)

Finsgate
5-7 Cranwood Street
London EC1V 9EE
United Kingdom
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

☒ Form 20-F ☐ Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

Annual Report and Notice of Annual General Meeting

On November 10, 2022, Renalytix plc (the "***Company***") published its UK Annual Report and Financial Statements for the year ended June 30, 2022 (the "***UK Annual Report***") and distributed a letter to shareholders, notice of its annual general meeting (the "***AGM***"), a form of proxy and the UK Annual Report to its ordinary shareholders.

The UK Annual Report, letter to shareholders, AGM notice and form of proxy are furnished herewith as Exhibits 99.1, 99.2, 99.3 and 99.4, respectively, to this Report on Form 6-K.

The information contained in the UK Annual Report, letter to shareholders, AGM notice and form of proxy shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly set forth by specific reference in such filing.

EXHIBIT INDEX

Exhibit	Description
99.1	Annual Report and Financial Statements for the year ended June 30, 2022
99.2	Letter to Shareholders
99.3	Notice of Annual General Meeting
99.4	Form of Proxy

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RENALYTIX PLC

By: /s/ James McCullough
James McCullough
Chief Executive Officer

Date: November 22, 2022

Right here, until kidney disease isn't.™

Renalytix plc

Annual Report and Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

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Chairman & CEO's Joint Statement

TO THE MEMBERS OF RENALYTIX PLC

We are pleased to present our annual report for the twelve months ended 30 June 2022 for Renalytix plc ("Renalytix" or the "Company").

Our path to success is focused on five major items:

1. Achieving "super-majority" insurance coverage in key regional markets including New York, Illinois and the Carolinas;
2. Continuing to publish on our growing real-world evidence of KidneyIntelX effectiveness;
3. FDA De Novo marketing authorization for KidneyIntelX;
4. Revenue growth from sequential onboarding of physicians, networks, and hospitals in new locations; and
5. Continuing to lower net expense to maintain cash availability into the first half of fiscal 2024

We are making strong progress and expect to meet or exceed each of these items.

Achieving "super-majority" insurance coverage in key regional markets including New York, Illinois and the Carolinas

We expect to cross the threshold of "super-majority" coverage in different key markets over the next several months. We consider a super-majority as greater than 70% of patients with diabetes and kidney disease having insurance coverage for KidneyIntelX testing in a major population region, such as New York City or metropolitan Chicago. Establishing Medicare and Medicaid payment are two crucial pieces as collectively they provide insurance for an estimated 60-70 percent of the KidneyIntelX eligible patient population. We recently reported that we have secured payment for KidneyIntelX testing by Medicare through claims submitted to National Government Services (NGS), the Medicare Administrative Contractor covering our New York laboratory. This is in addition to KidneyIntelX claims now being paid by Medicare Advantage, Medicaid, Blue Cross Blue Shield and other commercial insurance providers.

The Blue Cross Blue Shield (BCBS) system, covering over 114 million members or 1 in 3 Americans, is also core to our 2023 growth strategy. To date, we are pleased to have KidneyIntelX coverage declared by BCBS Illinois (8.1 million members), and Wellmark BCBS (South Dakota and Iowa with two million members). We have always viewed insurance reimbursement as the most significant hurdle to KidneyIntelX adoption and consider our building success in securing Medicare, Medicaid and BCBS payment to be unusually rapid this early in a company's commercial diagnostic lifecycle. Our expected KidneyIntelX contracted pricing remains at $950, in line with our distinct Medicare CLFS pricing.

Continuing to publish on our growing real-world evidence of KidneyIntelX effectiveness

Published utility study results showed that primary care physicians using KidneyIntelX are six times more likely to prescribe advanced medication to their high-risk patients in early-stage kidney disease where the opportunity to prevent significant kidney damage or kidney failure is greatest. In these studies, the same physician using KidneyIntelX was also three times more likely to make a timely referral to a specialist and three times more likely to initiate more aggressive anti-hypertensive (blood pressure control) strategies.

In other words, these real-world results support that KidneyIntelX is driving behavior change at primary care for high-risk patients – the key to altering the tide on kidney disease progression and reducing dialysis. We expect additional results from our multi-year real-world evidence programs will be in print during the 2nd quarter of fiscal 2023.

FDA De Novo marketing authorization for KidneyIntelX

We continue to work closely and constructively with the FDA on our De Novo Breakthrough Device authorization submission. Notably, we have provided additional comprehensive data which further confirms the performance of KidneyIntelX in risk discrimination for patients with diabetic kidney disease. We now believe we are approaching the completion of the De Novo regulatory process and while there is no guarantee of success until the FDA has made its final determination, we are optimistic based on both the quality of analytic and clinical evidence provided and the high level of engagement we have had with the FDA. Our current expectations are for a decision to be made in calendar Q1 2023 but there can be no guarantee on this timescale.

Revenue growth from sequential onboarding of physicians, networks, and hospitals in new locations

We expect revenue test volume will continue to increase through the balance of fiscal year 2023 with increased contribution from different market channels. At Mount Sinai Health System alone, we have now generated nearly 5,000 KidneyIntelX patient results including 835 in the quarter ended June 2022 (Q4 of FY22), and another 974 in the most recent post-period quarter ended September 2022 (Q1 of FY23).

We issued over 1,200 patient KidneyIntelX test reports in the first quarter of fiscal 2023 (ended September 30), which is double the testing rate from a year earlier. With expanded insurance coverage, a growing number of these tests are now billable and revenue recognizable within 30 days.

Continuing to lower net expense

We have continued to reduce Company overhead with a keen eye toward advancing our best commercial opportunities – primarily regions with super-majority insurance coverage in the short term. As stated in August 2022, we have taken action to lower annual expenditures by over $12 million through program, vendor and employee reductions, with additional opportunities to reduce expenditures under review.

In fiscal 2023, the fundamental goals are clear;

- building on diversified testing volume;
- securing broad insurance coverage;
- continued evidence of real-world benefit of KidneyIntelX use in the clinic; and
- FDA authorization

The early-stage kidney health market remains wide open, and we believe Renalytix is in a position to alter the cost landscape and maintain better health for some 15 million Americans with diabetes and kidney disease.

ABOUT RENALYTIX

At Renalytix, we are introducing more accurate prognosis and effective care management for the estimated 850 million people worldwide with chronic kidney disease. In the United States alone, chronic kidney disease affects about 37 million people and is responsible for one of the largest cost drivers in the national medical system. Early identification, prognosis and treatment beginning with primary care is essential if we are to stem the growing social cost and suffering associated with kidney disease.

With our lead product, KidneyIntelX, the goal is to drive the focus from kidney disease treatment to kidney health management through a more accurate understanding of a patient's risk for kidney failure before it happens. KidneyIntelX leads development in the new field of bioprognosis, a biology driven approach to risk assessment that integrates information from a simple blood draw and a patient's health record to produce an accurate picture of kidney health. A doctor can use KidneyIntelX results to act on patients at high risk of kidney disease progression or failure at an early stage where active management and therapeutics have the best opportunity to impact outcomes and cost before it is too late.

KIDNEYINTELX™

Our novel platform, KidneyIntelX, uses a machine-learning enabled algorithm to process predictive blood biomarkers with key features from a patient's health record to generate an early and accurate kidney health risk score. The score identifies those patients at the most risk for kidney disease progression and/or failure and further guides ongoing clinical decisions.

KidneyIntelX is initially indicated for use with adults who have diagnosed kidney disease and diabetes – diabetic kidney disease or DKD. Future KidneyIntelX products in development intend to expand the indicated uses to include broader chronic kidney disease, health equity strategies and kidney health monitoring through treatment. Diabetes is the leading cause of chronic kidney disease, representing nearly 40% of its cases, and DKD patients are the highest contributors to emergency room dialysis starts. Unfortunately, many DKD patients are unaware that their kidney disease has been progressing, often uncontrolled, for many years and now find themselves making difficult decisions about late-stage treatments.

KidneyIntelX was designed as an expandable platform able to add indicated uses and a monitoring capability, all within an FDA regulated, insurance reimbursable framework.

OPERATIONAL PROGRESS

In the year ended 30 June 2022 ("FY22") and the immediate post-period, the Company saw KidneyIntelX expand within the Mount Sinai Health System and launch at Wake Forest Baptist Health, CDPHP, VA medical centers and among independent primary care physicians.

A full electronic health record (EHR) integrated deployment of KidneyIntelX with population health support in the Mount Sinai Health System has now yielded actionable reports on nearly 5,000 patients and growing. Utility results from our first real-world deployment at scale is yielding key evidence of the benefits of KidneyIntelX, particularly at the all-important primary care level. Patients and doctors are now clearly seeing benefits in the short-term from advanced risk assessment and follow-on action early in the disease cycle. Our experience with our physician-led health insurance partner, Capital District Physicians' Health Plan (CDPHP), in upstate New York has been equally robust.

Implementing with the veterans' affairs (VA) medical system has been slower than planned due to the complexities in introducing a new test and integrating its use into the VA system. However, we have now begun to overcome implementation hurdles and are beginning to see an increasing number of orders and corresponding testing volumes. We remain convinced that KidneyIntelX will play an important role nationally in the VA system which serves an estimated one million veterans with diabetes and kidney disease. Again, insurance coverage remains in place with a nationwide 10-year government insurance contract for KidneyIntelX payment throughout the VA system.

Expert experience is reflected in the design of the KidneyIntelX test report and the newly launched product website: www.kidneyintelx.com. We believe our education and support program will be an important resource to help inform and improve care for early-stage DKD patients and support future hospital system deployments of KidneyIntelX in the United States and abroad, which we believe could be achieved more rapidly as a result of the knowledge we have derived from our hospital system implementations to date.

Financing

In July 2019, we raised gross proceeds of $17.3 million in a follow-on financing on the AIM market, and in July 2020, we raised an additional $85.1 million in gross proceeds through an offering and concurrent dual-listing on the Nasdaq Global Market in the U.S.

In March 2022, we announced the completion of a financing package yielding $26.8 million in gross proceeds for the Company. The financing included an $8.8 million equity subscription plus $21.2 million principal amount of convertible bonds (net cash proceeds of $18 million). We are pleased to have achieved the financing in an extremely challenging capital market environment, which we believe illustrates the strength of our kidney disease testing, monitoring and informed care advantages.

Clinical Evidence

Over the past few years, we have published and presented validation, utility and health economics data supporting KidneyIntelX adoption. Of particular note is the growing body of real-world utility evidence building on KidneyIntelX clinical reporting in different institutions through several thousand patients. Examples of published evidence includes:

Initial Forum	Cohort	Findings	Publication
ADA 81st Scientific Sessions 2020	Mount Sinai & UPenn (n=1,146)	KidneyIntelX more accurately predicted progressive kidney function decline and kidney failure than clinical metrics alone	Diabetologia 2021;64, 1504–1515
NKF Spring Clinical Meeting 2020	Simulation in patients with DKD stages 1-3b (n=100,000)	Analyses supported payer coverage for early-stage risk assessment and care management in the primary care office; projects significant savings from KidneyIntelX testing at primary care	Journal of Medical Economics 2021;24:972-982
ADA 82nd Scientific Sessions 2021	CANVAS (n=1,325)	KidneyIntelX algorithm published in Diabetologia and currently deployed commercially accurately predicted progression of DKD in this multinational clinical trial cohort	American Journal of Nephrology 2022;53:21–31
ISN World Congress of Nephrology 2021	CANVAS (n=1,026)	KidneyIntelX can be effective at monitoring therapeutic response and improvements in kidney health over time in adults with type 2 diabetes and DKD	American Journal of Nephrology 2022;53:21–31
NKF Spring Clinical Meetings 2021	PCPs (n=401)	KidneyIntelX test had greater relative importance than albuminuria and eGFR to PCPs in making treatment decisions and was second only to eGFR for nephrologist referrals.	American Journal of Managed Care 2022;28:In Press

ASN Kidney Week 2021	Mount Sinai RWE Cohort	KidneyIntelX testing enhanced patient understanding about kidney disease and revealed substantial motivation to take appropriate actions and receive further education for their kidney health.	Journal of the American Society of Nephrology 32: 2021
ISN World Congress of Nephrology 2022	Sinai/Penn (n=1,146)	KidneyIntelX provided robust prognostic information for future eGFR trajectories and adverse kidney outcomes beyond prior ascertainment of baseline kidney function, injury, or historical kidney function trajectories.	Kidney International Reports 2022; 7, S1–S436
ADA 83rd Scientific Sessions 2022	CANVAS (n=1,325)	KidneyIntelX provided risk stratification for a triple composite end point that included not only the kidney-specific outcome of progression, but also clinically relevant outcomes of hospitalizations for heart failure and all-cause mortality, even after adjusting for several other risk factors for these outcomes.	Kidney360 2022, 3;1599-1602
ADA 83rd Scientific Sessions 2022	Mount Sinai RWE Cohort (n=1,112)	KidneyIntelX showed utility in driving guideline appropriate use of therapies, including SGLT-2 inhibitors and RAAS inhibitor use, and timely consultation to specialists in high-risk patients.	Pending
ASN Kidney Week 2022	Systematic Review and Meta-analysis (n=129 studies)	Systematic review and meta-analysis to summarize the prognostic value of preclinical plasma and urine biomarkers for CKD outcomes (incident CKD, CKD progression, or incident ESKD), including 129 studies in the meta-analysis. Pooled risk ratios (RRs) and 95% confidence intervals (Cis) among some of the most studied CKD biomarkers were 2.17 (1.91 to 2.47) for TNFR1 (31 studies); 2.07 (95% CI, 1.82 to 2.34) for TNFR2 (23 studies); 1.51 (95% CI, 1.38 to 1.66) for KIM-1 (18 studies).	Journal of the American Society of Nephrology 2022, 33:1657-1672
ADA – American Diabetes Association; NKF – National Kidney Foundation; ASN – American Society of Nephrology; ISN – International Society of Nephrology; RWE – Real world evidence; DKD – diabetic kidney disease			

Intellectual Property

The U.S. Patent and Trademark Office allowed claims extending the use of one of KidneyIntelX's primary blood biomarkers, sTNFR1, to all patients with diabetes to determine an increased risk of developing progressive kidney disease or kidney failure. We have also completed rights to additional patent applications for use with KidneyIntelX. We continue to build out our intellectual property portfolio and are actively evaluating in-licensing opportunities that will enhance our competitive product positioning.

Current trading and Outlook

Building KidneyIntelX into a standard of care in the United States and a global market with 850 million people with chronic kidney disease requires extensive data production, regulatory approvals, physician and patient education, and of course, comprehensive reimbursement. While it sometimes seems this set of milestones takes a long time to accomplish, we are reminded that Renalytix is still a young company that received its first funding less than four years ago. To have achieved real insurance coverage for KidneyIntelX testing in the complex U.S. market in such a short time we believe is extraordinary. We believe that since the data is comprehensive and showing clear benefit, acceleration of adoption is likely to continue to occur. The social need could not be higher to establish innovative preventative medicine strategies such as KidneyIntelX at the front-end of diabetes and kidney disease.

Operational progress continued into the first quarter of fiscal 2023 with over 1,200 tests performed. More than 80% of these were billable, yielding about $1.0 million revenue for the quarter. These are record amounts for us in quarterly testing volumes and revenue.

We greatly appreciate the patience and continued support of our shareholders through these unusual times.

Christopher Mills **James R. McCullough**

Chairman *Chief Executive Officer*

Company Overview

PIONEERING NEXT-GENERATION TECHNOLOGY SOLUTIONS FOR KIDNEY HEALTH

Renalytix is the global founder and leader in the new field of bioprognosisTM for kidney health. The Company has engineered a new solution that enables early-stage chronic kidney disease progression risk assessment. The Company's lead product, KidneyIntelX, has been granted Breakthrough Designation by the U.S. Food and Drug Administration (FDA) and is designed to help make significant improvements in kidney disease prognosis, transplant management, clinical care, patient stratification for drug clinical trials, and drug target discovery.

Renalytix is focused on optimizing clinical management of kidney disease to drive improved patient outcomes and lower healthcare costs. KidneyIntelX, our first-in-class in vitro diagnostic platform, employs a proprietary algorithm that combines diverse data inputs, including validated blood-based biomarkers, inherited genetics and personalized patient data from electronic health record, or EHR, systems, to generate a unique patient risk score. This patient risk score enables prediction of rapid progressive kidney function decline in chronic kidney disease, or CKD, allowing physicians and healthcare systems to optimize the allocation of treatments and clinical resources to patients at highest risk.

ON A MISSION TO COMBAT A DEVASTATING AND COSTLY DISEASE

Kidney disease is a public health epidemic affecting over 850 million people globally. Managing a CKD population of this scale and the associated healthcare spending presents a unique healthcare system challenge, requiring a solution that provides a clearer understanding of clinical risk tied to specific guideline-driven clinical recommendations. The ability to predict which patients will experience progressive kidney function decline, which includes rapid kidney function decline, or RKFD, sustained significant decline in kidney function, kidney failure, initiation of long-term dialysis or kidney transplant, is critical to changing patient outcomes and health economics. Current methods for risk stratification of patients with CKD lack sufficient precision in predicting progressive kidney function decline, especially at earlier stages of the disease. This can exacerbate the occurrence of unexpected and expensive clinical events. In fact, up to 38% of patients with CKD initiate dialysis with little or no prior clinical specialist consultation, and up to 63% of patients with CKD initiate dialysis in an unplanned fashion with a central venous catheter and/or during emergency hospitalization, which we refer to as "dialysis crash." This highlights the need for an early mechanism to identify potential instances of rapidly progressing CKD before it becomes critical to the patient's health and costly to healthcare providers.

We have now validated KidneyIntelX in multiple distinct studies, involving specimens from thousands of patients with DKD. In all studies, KidneyIntelX has demonstrated the ability to more accurately identify which patients would experience rapid progressive kidney function decline over current clinical practice. We believe early risk stratification, using advanced technology implemented in partnership with healthcare systems and insurance payors, can help support a fundamental shift towards optimal treatment for the over 850 million people suffering from kidney disease worldwide.

Operational and Financial Highlights

Including post-period events

REGULATORY & REIMBURSEMENT

- New commercial coverage in fiscal year 2022; 28 private insurance and network provider contracts now executed to date including:
  - Largest private payer in Illinois with 8.1 million members
  - Largest independent provider network in the tristate North Carolina, South Carolina and Virginia area, with over 100,000 health care providers in-network

- Achieved Medicare payment for KidneyIntelX through the individual claims review (ICR) process based on our Medicare clinical lab fee schedule (CLFS) pricing of $950 per test

- 33 state Medicaid programs contracted to date

- Continued data generation and analysis reinforcing the benefits of KidneyIntelX as part of collaborative *De Novo* process with the FDA, with anticipation that the agency's review is nearing completion. Data supports significant breakthrough in risk stratification for patients with diabetic kidney disease

COMMERCIAL & PARTNERSHIPS

- Sales and medical affairs support buildout across core, strategically-focused market channels:
  - Deployed sales directors and representatives targeting large hospital systems, provider networks and independent primary care physicians, and veterans' hospitals
  - Added VP of Medical Affairs to support KidneyIntelX physician onboarding, education, and test ordering
  - Deployed market access and health systems partnership personnel to drive expansion
  - Developed comprehensive physician and patient marketing and education material

- Launch of myIntelX provider access portal for simplified, decentralized on-line ordering of KidneyIntelX

- Partnered with Singing River Health System to deploy KidneyIntelX informed care management to improve kidney health in individuals across the Mississippi Gulf Coast with type 2 diabetes and early-stage chronic kidney disease

- Partnered with St. Joseph's Health, based in Syracuse, NY and part of the Trinity Health System, for KidneyIntelX deployment and to advance value-based care

- Progressed through layers of vendor approval at several VA hospitals as part of nationwide 10-year payment contract from the U.S. General Services Administration (GSA), with initial test orders and pre-payments received

- Joint program with American Diabetes Association® to improve overall kidney health in patients with type 2 diabetes in the United States

- Kidney disease education programs in partnership with the National Kidney Foundation

- Continued KidneyIntelX testing volume growth

- Growth in number of active physicians ordering KidneyIntelX

CLINICAL & VALIDATION

- Published data in the *American Journal of Nephrology* in which KidneyIntelX successfully monitored patient response to new drug therapy in 1,325 multinational clinical trial cohort patients

- KidneyIntelX showed ability to assess risk of heart failure hospitalization and death in large international diabetic kidney disease patient cohort (published in *Kidney360*)

- Peer-reviewed publication in *Journal of Medical Economics* supporting payer coverage for early-stage risk assessment and care management in the primary care office; projecting significant five-year savings from KidneyIntelX testing at primary care level

- Data results published in *American Journal of Managed Care* supporting adoption and clinical utility of KidneyIntelX; 98% of 401 primary care physicians surveyed confirmed KidneyIntelX has value as a risk decision tool

- Multiple data presentations at the American Diabetes Association (ADA) 82nd Scientific Sessions® meeting, including one showing KidneyIntelX testing in 1,112 adult diabetic kidney disease (DKD) patients at Mount Sinai Health System showed utility in driving guideline appropriate use of therapies, including SGLT-2 inhibitors and RAAS inhibitor use, and timely consultation to specialists in high-risk patients

- *World Congress of Nephrology* data showing KidneyIntelX predicted the future rate of decline in kidney function compared with current standard diagnostics in patients with early-stage chronic kidney disease and type 2 diabetes

- Ongoing clinical studies at Wake Forest / Atrium Health and Mount Sinai Health System substantiating clinical utility of KidneyIntelX

FINANCE & OPERATIONS

- Commercial development progress with annual revenue growth

- Completion of $30.0 million equity and convertible note financing package ($26.8 million gross proceeds)

- Cost rationalization enacted at end of period reducing annualized spend by over $12 million with review of other cost-savings opportunities ongoing

- Salt Lake and New York laboratories operating to most rigorous audited standards; CLIA, CAP, ISO, and U.S. Food and Drug Administration audit compliant

- The Group had cash on hand of $41.3m (FY21: $65.2m).

CURRENT QUARTER

- Operational progress continued into the first quarter of fiscal 2023 with over a record 1,200 tests performed

- More than 80% of these were billable, yielding approximately $1.0 million revenue for the quarter

Product Overview and Strategy

Our novel platform, KidneyIntelX, uses a machine-learning enabled algorithm to process predictive blood biomarkers with key features from a patient's health record to generate an early and accurate kidney health risk score. The score identifies those patients at the most risk for kidney disease progression and/or failure and further guides ongoing clinical decisions.

OUR STRATEGY

Our goal is to lower healthcare costs and improve patient quality of life by transforming the paradigm for kidney disease risk assessment and clinical management through our KidneyIntelX platform. To achieve this goal, we plan to:

- **Continue to Build Integrated Partnerships with Healthcare Systems on a Population Health Basis.** We are focused on building partnerships with healthcare systems and the engagement and support of their clinical leadership teams, which will enable us to efficiently initiate and deploy our solution to patient populations with DKD. A key aspect of this is technical integration of the KidneyIntelX software platform with healthcare systems' EHR systems and clinical workflow.

- **Actively Market KidneyIntelX in Veterans Health Administration.** Following our 10-year government-wide contract provided in April 2021 by the U.S. General Services Administration for KidneyIntelX testing services at $950 per reportable result, we are now staffing sales and support teams and establishing enabling infrastructure to deploy KidneyIntelX at the Veterans Health Administration. The Veterans Health Administration is America's largest integrated health care system, providing care at 1,293 health care facilities, including 171 medical centers and 1,112 outpatient sites, serving nine million enrolled veterans each year. The veteran population has an approximately one-third higher chronic kidney disease and DKD prevalence than the general population, which has been attributed to the significant multi-morbidity and higher mean age in this group.

- **Further Expand Insurance Payor Coverage.** We believe that the potential of KidneyIntelX to improve patient outcomes and promote benefits in health economics for patients, physicians and payors provides a strong foundation for our reimbursement strategy. Moreover, early and ongoing engagement with insurance payors will continue to be key to supporting the deployment of KidneyIntelX.

- **Expand Medicare Coverage.** Following the receipt of national Medicare pricing at $950 per reportable test for KidneyIntelX in January 2020, we are actively pursuing multiple distinct pathways for Medicare coverage, which would expedite the claims payment process. We estimate that Medicare currently provides insurance coverage for approximately 14 million patients with CKD, an estimated 40% of which have DKD. In October 2022, we announced that we achieved Medicare payment for KidneyIntelX through the individual claims review (ICR) process.

- **Obtain FDA Clearance of KidneyIntelX to Further Drive Commercial Adoption in the United States.** While not required for commercialization as an LDT, we are seeking marketing authorization from the FDA through the De Novo pathway as part of our strategy to produce a product capable of becoming the new, long-term standard of care for patients with CKD.

- **Build Substantial Repository of Kidney Disease-Related Data.** We are building a repository of kidney disease-related data for the development of progressive KidneyIntelX product versions and additional artificial intelligence-powered clinical applications. We are designing applications to examine disease patterns in large patient populations and to optimize clinical care navigation and management effectiveness. These developments are underpinned by the goals of driving patient and physician behavior changes and ultimately improving patient outcomes. Access to current and historical patient data, combined with the ability to analytically and clinically validate study results in a quality-controlled framework, provides us with a powerful product development platform.

- **Expand Our Product Portfolio.** We believe there are significant opportunities to expand our technology platform through incremental version releases of KidneyIntelX as well as through extending the KidneyIntelX platform into new applications into additional populations of CKD patients beyond those with diabetes, including repeat testing to monitor changes in risk and therapeutic response and other CKD subtypes, including patients of African ancestry with the APOL1 high-risk genotype.

- **Real World Evidence Program.** Through our growing number of health system partnerships, collaborations and payor models, we are creating a comprehensive real-world evidence (RWE) and data generation program including the previously announced programs at Mount Sinai, Wake Forest / Atrium Health and Utah Health. The primary objective is to demonstrate the clinical and economic impact of KidneyIntelX informed care management in large populations and we expect to expand the scale of this program with extensive publication and dissemination of the results. Additionally, through these Institutional Review Board (IRB)-approved and patient consented studies we will be amassing a vast biorepository of urine, blood and DNA samples linked to comprehensive longitudinal patient data which will help accelerate the development of diagnostic products and data solutions for kidney disease and related complications and co-morbidities.

Financial Review

The results presented cover FY22. The presentational currency for Renalytix plc and its subsidiaries (together, the "Group") is the United States Dollar.

INCOME STATEMENT

Revenue

The Group recognized a total of $2.9 million in revenue in the financial year ended 30 June 2022 ("FY22") which was comprised of $2.7m in revenue related to testing services as well as $0.2 million related to pharmaceutical services revenue.

Cost of Sales

The cost of sales associated with the services performed and commercial testing revenue was $2.1 million for FY22.

Administrative Costs

During FY22, administrative expenses totaled $58.3 million (financial year ended 30 June 2021 ("FY21"): $33.3 million). The major items of expenditure were general and administrative costs of which included $27.6 million in employee- related costs (FY21: $13.8 million), $12.9 million in subcontractors, legal, accounting, and other professional fees (FY21: $9.1 million), $6.4 million in external R&D Services, lab supplies and lab services(FY21: $1.4 million), $4.6 million in insurance (FY21: $4.6 million), $2.1 million in depreciation and amortization (FY21: $2.1 million), $1.9 million in marketing and public relations (FY21: $0.9 million), $1.7 in IT related costs (FY21: $0.6 million), $0.5 million in office related expenses including rent(FY21: $0.3 million), $0.3 million in stock exchange listing and filing fees (FY21: $0.2 million) and $0.3 million in other expenses (FY21: $0.3 million).

Gain (loss) on financial assets at fair value through profit or loss

The Company accounts for the investment in VericiDx equity securities at fair value, with changes in fair value recognized in the income statement. During the year ended 30 June 30 2022, we recorded a loss of $5.9 million to adjust the VericiDx investment to fair value. During the year ended 30 June 30 2021, we recorded a gain of $6.5 million to adjust the VericiDx investment to fair value.

Fair value adjustment of convertible debt

We elected to account for the convertible notes at fair value with qualifying changes in fair value recognized through the income statement until the notes are settled. This excludes fair value adjustments related to instrument-specific credit risk, which are recognized in OCI. For the year ended 30 June 2022, we recorded a gain of $4.0 million to adjust the convertible notes to fair value. There was no fair value adjustment for the year ended 30 June 2021 as we had not issued convertible debt at that time.

Finance Income (Expense)

Finance income (expense) consists of foreign exchange gains or losses. During the year ended 30 June 2022, we recognized a foreign currency gain of $9.6 million due to exchange rate fluctuations on transactions denominated in a currency other than our functional currency. During the year ended 30 June 2021, we recognized foreign currency losses of $8.8 million.

BALANCE SHEET

Inventory

Inventory consists of consumable materials used by the labs to carry out KidneyIntelX tests. During FY22, inventory levels increased due to purchases as the company prepares for increased KidneyIntelX testing volumes. Inventory on hand at 30 June 2022 totaled $1.2 million (FY21: $0.4 million).

Fixed Assets

Property, plant, and equipment consists of laboratory equipment being used to support testing and product development activities. At 30 June 2022, the company held $1.4 million in net property, plant, and equipment (FY21: $1.1 million).

Intangible Assets

The Group held $14.0 million net book value of intangible assets held at 30 June 2022 (FY20: $18.0 million) includes payments made primarily to Mount Sinai for license and patent costs for the intellectual property underlying KidneyIntelX, as well as amounts capitalized as development costs. Intangible assets also include the value of the biomarker business purchased (in exchange for ordinary shares in the Company) from EKF. Intangible assets decreased period over period due to amortisation and the impact of foreign exchange translation at period end.

Investment in Verici

At the end of FY22 the group held 9,831,681 shares in Verici Dx, the fair value of the investment in Verici Dx was $2.7 million at 30 June 2022 (FY21: $9.3 million)

Convertible Note

In April 2022, the Company issued amortizing senior convertible bonds with a principal amount of $21.2 million in amortizing senior convertible bonds due in April 2027 (the "Bonds"). The Bonds were issued at 85% par value with total net proceeds of $18.0 million. The Company elected to account for the Bonds at fair value. At 30 June 2022, the Bonds had a fair value of $12.3 million.

Cash

The Group had cash on hand of $41.3m (FY21: $65.2m). Cash and equivalents are held in several deposit accounts in the US ($12.7m), UK ($28.3m) and IRE ($0.3m). Our expenditure plans remain sufficiently adaptable to align with available resources.

Risk Management Approach

We recognize that effective risk management is essential to the successful delivery of the Group's strategy. As we grow our business, we believe it is important to develop and enhance our risk management processes and control environment on an ongoing basis and ensure it is fit for purpose by identifying and managing risks across the Group in a consistent and robust manner.

Below we describe our risk management approach, the principal risks and uncertainties faced by the Group and the controls in place to manage them.

OVERVIEW OF RISK MANAGEMENT APPROACH

The key principles that guide the Group's risk management approach are outlined below:

- It is the employees' responsibility to ensure they understand and comply with the Risk Management Policy and their defined risk management roles and responsibilities.
- There is a defined risk management governance structure with clear accountabilities.
- A consistent risk management approach is used throughout the Group to identify and manage risks posed in the AI and life sciences industries.
- Risk management is embedded in all key processes and decision-making within the Group (including strategy setting, budgeting, planning and day-to-day operations and activities).

A risk register is maintained and updated periodically. The register includes the risk description, risk owner, mitigation/control description and risk profile.

PRINCIPAL RISKS AND UNCERTAINTIES

Set out below are the principal risks which we believe could materially affect the Group's ability to achieve its financial and operating objectives and control or mitigating activities adopted to manage them. The risks are not listed in order of significance.

THE GROUP IS DEPENDENT UPON ITS STRATEGIC COLLABORATION WITH THIRD PARTY PARTNERS

The Group is working to develop and commercialize its products in close collaboration with strategic partners. The Group is dependent upon third parties for resources and revenue. Failure by these strategic partners to meet its key contractual obligations or to purchase KidneyIntelX tests, for whatever reason, would likely have a material adverse effect on the Group and its ability to achieve its commercial objectives, potentially including the attainment of sales volumes leading to profitability, and may ultimately result in the Group becoming unviable.

REGULATORY RISK

There can be no guarantee that any of the Group's products will be able to obtain or maintain the necessary regulatory approvals in any or all of the territories in respect of which applications for such approvals are made. Where regulatory approvals are obtained, there can be no guarantee that the conditions attached to such approvals will not be considered too onerous by the Group or its partners in order to be able to market its products effectively.

The Group seeks to reduce this risk by seeking advice from regulatory advisers, consultations with regulatory approval bodies and by working with experienced partners.

REIMBURSEMENT LEVELS

There is no guarantee that the Company will be able to continue to sell its products or services profitably if the reimbursement level from third party payers, including government and private health insurers, is limited or subsequently withdrawn. Third party payers are increasingly attempting to contain health care costs through measures that could impact the Company including challenging the prices charged for health care products and services, limiting both coverage and the amount of reimbursement for new diagnostics products and services, and denying or limiting coverage for products that are approved by the regulatory agencies but are considered experimental by third party payers.

The Company understands that due to third party dependency it is extremely difficult to eradicate this risk. However, the Company manages this risk with constant dialogue and educating the third-party payers on the Group's products and also developing new technologies in order to seek additional reimbursements.

KEY EMPLOYEES

The Company's future development and prospects depend to a significant degree on the continuing contribution of key members of its Board, Senior Management and Scientific Advisory Board. As a small organization, the Company relies on a core team of staff and is therefore exposed to any significant departures of key personnel. In particular, the Company's performance depends significantly on the continuing contribution of its CEO, James McCullough, its President, Thomas McLain, its CTO, Fergus Fleming, its CFO, O. James Sterling and its CMO, Michael Donovan.

The Group operates in a highly competitive field and the expertise and skills of key individuals are also applicable in a number of other fields and industries. The high level of demand for such expertise and skills means that there is increasingly intense competition for talent. The departure of any of the key members to pursue other opportunities or because they are no longer able to continue to perform their roles (for whatever reason) could have a negative impact on its operations and could affect the Group's ability to execute the Group's business strategy.

To seek to mitigate the potential risk of departures, the Company has adopted a competitive remuneration structure, which includes share-based incentives. The Company has also taken out key- man insurance on James McCullough. However, there can be no assurance that this insurance will be adequate or continue to be available on appropriate terms or at all.

OBSOLESCENCE OF GROUP'S PRODUCTS

Demand for the Group's products could be adversely impacted by the development of alternative technology and alternative medicines specifically intended for the identification, stratification and/ or treatment of CKD patients. There can be no assurance that the technology and products currently being developed by the Group will not be rendered obsolete. New AI technology may continue to emerge and develop. As a result, there is the possibility that new technology may be superior to, or render obsolete, the technology that the Group currently is developing. Any failure of the Company to ensure that its technology platform and products remain up to date with the latest technology may have a material adverse impact on the Company's competitiveness and financial performance. The Group's success will depend, in part, on its or its partners' ability to develop and adapt to these technological changes and industry trends.

THE GROUP IS SUBJECT TO INCREASINGLY STRINGENT PRIVACY AND DATA SECURITY LEGISLATION

Regulatory, legislative or self-regulatory/standard developments regarding privacy and data security matters could adversely affect the Group's ability to conduct the Group's business. The Group is subject to laws, rules, regulations and industry standards related to data privacy and cyber security, and restrictions or technological requirements regarding the collection, use, storage, protection, retention or transfer of data.

For the foreseeable future, the Group will only process data relating to patients in the US and will therefore be subject to various rules and regulations, including those promulgated under the authority of the US Department of Health and Human Services, the Federal Trade Commission, and state cybersecurity and breach notification laws, as well as regulator enforcement positions and expectations.

If the Company begins processing personal data in the context of an establishment in a country that is subject to the GDPR or if it offers products or services to residents of an EU country, it will have to comply with various robust obligations.

Globally, governments and agencies have adopted and could in the future adopt, modify, apply or enforce laws, policies, regulations, and standards covering user privacy, data security, technologies that are used to collect, store and/or process data, marketing online, the use of data to inform marketing, the taxation of products and services, unfair and deceptive practices, and the collection (including the collection of information), use, processing, transfer, storage and/or disclosure of data associated with unique individual internet users. New regulation or legislative actions regarding data privacy and security (together with applicable industry standards) may increase the costs of doing business and could have a material adverse impact on the Group's operations and cash flows.

Despite the Group's ongoing efforts to ensure practices are compliant, the Group may not be successful either due to various factors within the Group's control, such as limited financial or human resources, or other factors outside the Group's control. It is also possible that local data protection authorities may have different interpretations of the GDPR, leading to potential inconsistencies amongst various EU member states.

COMPETITION

The markets in which the Group operates, which include the markets for laboratory developed tests, clinical diagnostic support tools and clinical AI solutions, are potentially highly competitive and rapidly changing.

Competitors may have access to considerably greater financial, technical and marketing resources. The availability and price of the Group's competitors' clinical AI development services could limit the demand, and the price the Group is able to charge, for its services. New competing products may enter the market and make the Group's discoveries and the products developed from those discoveries obsolete.

Alternatively, a competitor's products may be more effective, cheaper or more effectively marketed than the products developed by the Group, which could have a material adverse effect on the Group's profitability and/or financial condition.

Technological competition from medical device companies, life science companies, universities and academic medical centres is intense and can be expected to increase. Many competitors and potential competitors of the Group have substantially greater product development capabilities and financial, scientific, marketing and human resources than the Group. The future success of the Group depends, in part, on its ability to maintain a competitive position, including an ability to further progress through the necessary preclinical and clinical trials to support commercialization, marketing authorization where necessary, and coverage and reimbursement. Other companies may succeed in commercializing products earlier than the Group or in developing products that are more effective than those which may be produced by the Group. While the Group will seek to develop its capabilities in order to remain competitive, there can be no assurance that research and development by others will not render the Group's products obsolete or uncompetitive.

RESEARCH AND DEVELOPMENT RISK

The Group operates in the life sciences sector and will look to exploit opportunities within that sector. The Group is involved in complex clinical development processes and industry experience indicates that there may be a very high incidence of delay or failure to produce the desired results. The Group may not be able to develop new products or to identify specific market needs that can be addressed by technology solutions developed by the Group. The ability of the Group to develop new technology relies, in part, on the recruitment of appropriately qualified staff as the Group grows. The Group may be unable to find a sufficient number of appropriately highly trained individuals to satisfy its growth rate which could affect its ability to develop as planned.

Product development timelines are at risk of delay, particularly since it is not always possible to predict the rate of patient recruitment into clinical trials. There is a risk therefore that product development could take longer than presently expected by the Board. If such delays occur, the Group may require further working capital. The Board shall seek to minimize the risk of delays by careful management of projects.

In addition, research and development may be subject to various requirements, such as research subject protection for individuals participating in clinical evaluations of new laboratory developed tests and products, institutional review board oversight, regulatory authorizations, and design control requirements for FDA and EU-regulated products. Failure to comply with requirements could result in penalties, delay, or prevent commercialisation of products.

FINANCIAL REPORTING AND DISCLOSURE

Due to the nature of the Group there is a requirement to report accurate financial information in compliance with accounting standards and applicable legislation.

This risk is mitigated through the Group's internal controls over the financial information and reporting, overseen by the local financial heads and then reviewed by the central finance team, including the Chief Financial Officer. The annual financial statements are also subject to audit by the Group's external auditors.

CYBER SECURITY RISK

The Group uses computers extensively in its operations and has an online presence but does not trade online. It is at risk of attack through hacking or other methods. This risk is mitigated by the use of robust security measures, staff training, and back-up systems.

INTELLECTUAL PROPERTY RISK

The commercial success of the Group and its ability to compete effectively with other companies depends, amongst other things, on its ability to obtain and maintain patents sufficiently broad in scope to provide protection for the Group's intellectual property rights against third parties and to exploit its products. The absence of any such patents may have a material adverse effect on the Group's ability to develop its business.

The Group mitigates this risk by developing products where legal advice indicates patent protection would be available, seeking patent protection for the Group's products, maintaining confidentiality agreements regarding Group know-how and technology and monitoring technological developments and the registration of patents by other parties. The commercial success of the Group also depends upon not infringing patents granted, now or in the future, to third parties who may have filed applications or who have obtained, or may obtain, patents relating to business processes which might inhibit the Group's ability to develop and exploit its own products.

PANDEMIC RISK

The COVID-19 pandemic has created uncertainty in the market. The eventual severity and length of the economic disruption is impossible to forecast. We believe we still have a robust plan in place to mitigate the effect of the disruption on the business including taking the following actions (amongst others):

- Organizing for as many staff as possible to work from home
- Improving our computer networking to facilitate remote working
- Gaining designation as a company essential to basic medical care which allows our premises to remain open even in a lockdown
- Improved social distancing by limiting physical meetings, expanding flexible working, and altering production practices
- Preparing requests for support for short time working with local authorities in case this becomes necessary
- Banning international travel and limiting domestic travel
- Increasing supplier and customer contact so as to be able to anticipate issues and react quickly

We have insurance cover in place in case there is a loss of business, although it cannot be guaranteed that cover will be sufficient to protect against all eventualities.

We have not yet seen any material disruption to our business as a result of COVID-19. While the eventual severity and length of the economic disruption stemming from the pandemic is impossible to forecast these models give the Directors reasonable confidence that the business has sufficient resources to continue as a going concern for at least the next 12 months.

Section 172 Statement

The Directors are required by law to act in good faith to promote the success of the Company for the benefit of the shareholders as a whole and are also required to have regard to the following:

- the likely long-term consequences of any decision;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between shareholders of the Company.

Please see the Corporate Governance Statement in the Directors' Report for an overview of the Company's corporate governance arrangements.

The Chairman and Chief Executive Officer's joint statement and the section headed "Product Overview and Strategy" in this Strategic Report describes the Group's activities, strategies and future prospects, including the considerations for long-term decision making. In particular, the Group has made significant progress towards its operational, regulatory and reimbursement goals and is now engaged in commercial roll-out of its lead product, KidneyIntelX in the United States. In addition, the Group is seeing an increase in strategic partnering activities which will continue to build on the validation and commercial use cases for KidneyIntelX.

The Board has a good relationship with the Group's employees. The Board maintains constructive dialogue with employees through the Chief Executive Officer and other members of the executive team. Appropriate remuneration and incentive schemes are maintained to align employees' objectives with those of the Group. See further under Employees in the section headed "Corporate Social Responsibility" below.

The Group endeavors to maintain good relationships with its suppliers by contracting on fair business terms, paying within agreed timeframes, and responding promptly to inquiries.

The Group's operations have minimal environmental impact. Please see Environment in the section headed "Corporate Social Responsibility" below for more details.

The Board recognizes the Group's duty to be a good corporate citizen. See Social, community and human rights in the section headed "Corporate Social Responsibility" below for more details.

The Board recognizes the importance of maintaining high standards of business conduct. The Group operates a Code of Business Conduct and Ethics applicable to its employees, independent contractors, executive officers and directors. A current copy of the Code of Business Conduct and Ethics is available on our website, which is located at www.renalytix.com.

The Board endeavors to maintain good relationships with its shareholders and treat them equally. This is described in more detail in the Corporate Governance Statement under the heading "Relations with Shareholders."

There were a number of initiatives and strategic actions undertaken during FY22 which the Directors believe were in the best interests of the Company and all its stakeholders as follows:

- New commercial insurance coverage in fiscal year 2022; 28 private insurance coverage contracts now executed to date
- Achieved Medicare payment for KidneyIntelX through the individual claims review (ICR) process based on our Medicare clinical lab fee schedule (CLFS) pricing of $950 per test
- Continued data generation and analysis reinforcing the benefits of KidneyIntelX as part of collaborative *De Novo* process with the FDA, with anticipation that the agency's review is nearing completion. Data supports significant breakthrough in risk stratification for patients with diabetic kidney disease
- Sales and medical support buildout across multiple market channels:
- Launch of myIntelX provider access portal for simplified, decentralized on-line ordering of KidneyIntelX

- Partnered with Singing River Health System to deploy KidneyIntelX informed care management to improve kidney health in individuals across the Mississippi Gulf Coast with type 2 diabetes and early-stage chronic kidney disease

- Partnered with St. Joseph's Health, based in Syracuse, NY and part of the Trinity Health System, for KidneyIntelX deployment and to advance value-based care

- Joint program with American Diabetes Association® to improve overall kidney health in patients with type 2 diabetes in the United States

- Kidney disease education programs in partnership with the National Kidney Foundation

- Continued KidneyIntelX testing volume growth

- Growth in number of active physicians ordering KidneyIntelX

- Commercial development progress with annual revenue growth

- Completion of $30.0 million equity and convertible note financing package ($26.8 million gross proceeds)

- Salt Lake and New York laboratories operating to most rigorous audited standards; CLIA, CAP, ISO, and U.S. Food and Drug Administration audit compliant

Corporate Social Responsibility

ENVIRONMENT

The Directors consider that the nature of the Group's activities is not inherently detrimental to the environment. The Group is committed to identifying and minimizing any effect on the environment caused by its operations. As a minimum standard, we will fully comply with all relevant legislation and, wherever possible, look for opportunities to make a positive contribution to the environments in which we operate.

EMPLOYEES

The Group places great value on the involvement of its employees and they are regularly briefed on the Group's activities. The Group closely monitors staff attrition rates which it seeks to keep at low levels and aims to structure staff compensation levels at competitive rates in order to attract and retain high calibre personnel.

DISABLED EMPLOYEES

Applications for employment by disabled persons are always fully considered, bearing in mind the specific aptitudes of the applicant involved. It is the policy of the Group that the training, career development and promotion of disabled persons, as far as possible, be identical to that of other employees.

SOCIAL, COMMUNITY AND HUMAN RIGHTS

The Board recognizes that the Group has a duty to be a good corporate citizen and to respect and comply with laws, regulations, and where appropriate the customs and culture of the territories in which it operates. The Group encourages employees to take part in charitable activities which are related to our business areas or customers. It contributes as far as is practicable to the local communities in which it operates and takes a responsible and positive approach to employment practices.

Board of Directors

Christopher Mills

Non-Executive Chairman (Aged 69)
Christopher Mills has served as a member of the Renalytix Board since its inception. Christopher founded Harwood Capital Management in 2011, a successor to its former parent company, J.O. Hambro Capital Management, which he co-founded in 1993. He is Chief Executive and Investment Manager of North Atlantic Smaller Companies Investment Trust plc and Chief Investment Officer of Harwood Capital LLP. He is a Non-executive Director of a number of companies, including EKF Diagnostics.

James McCullough

Chief Executive Officer and Director (Aged 54)
James McCullough has served as Renalytix's co-founder and Chief Executive Officer since its inception. James has leadership experience building emerging technology companies in both the public and private sectors with specific expertise in the life-sciences industry. James was most recently Chief Executive Officer of Exosome Diagnostics, a venture-backed personalized medicine company developing non-invasive liquid biopsy diagnostics in cancer, which was recently acquired by Bio-Techne Corporation. James is also a managing partner of Renwick Capital, LLC, a management consulting firm specializing in assisting emerging healthcare technology companies with strategic planning and business execution, and was a co-founder of PAIGE.AI, a computational pathology spin-out from the Memorial Sloan Kettering Cancer Center. James received his B.A. from Boston University and an M.B.A. from Columbia Business School. James is currently Chairman of BalletNext, a performing arts company in park city Utah.

Fergus Fleming

Chief Technical Officer and Director (Aged 55)
Fergus Fleming has served as Renalytix's Chief Technical Officer since its inception. Fergus has over 25 years' experience in the life sciences sector, including leadership positions with Baxter Healthcare, Boston Scientific, Trinity Biotech plc, and EKF Diagnostics. Fergus has extensive experience in the design and manufacture of interventional medical devices, digital health solutions, in vitro diagnostics instruments and reagents, and electromechanical devices. He has extensive experience managing global projects, including clinical research collaborations, product development, acquisitions, and manufacturing site transfers

Erik Lium Ph.D.

Non-Executive Director (Aged 54)

Erik Lium, Ph.D., has served as a member of the Renalytix Board since November 2018. Dr. Lium is the executive vice president of Mount Sinai Innovation Partners and is responsible for advancing Mount Sinai's research, instruction, and public service missions through strategic research partnerships with industry, the management, transfer and commercialisation of technologies, and fostering the development of start- ups and joint ventures to advance promising early-stage technologies. Dr. Lium also serves as a director of Amathus Therapeutics and as a member of the Investment Review Committee for the Accelerate NY Seed Fund.

Prior to joining Mount Sinai, Dr. Lium served as the assistant vice chancellor of Innovation, Technology & Alliances at the University of California, San Francisco (UCSF), and the UCSF Principal Investigator for the Bay area National Science Foundation I-Corps node. He held previous positions at UCSF, including assistant vice chancellor of Research and director of Industry Contracts, and director of Business Development for the Diabetes Center & Immune Tolerance Network. Dr. Lium served as president of LabVelocity Inc., an Information Services Company focused on accelerating research and development in the life sciences prior to its acquisition in 2004. He pursued post-doctoral research at UCSF, and earned a PhD with honours from the Integrated Program in Cellular, Molecular and Biophysical Studies at Columbia University. Dr. Lium holds a BS in Biology from Gonzaga University.

Chirag R. Parikh, Ph.D., M.D.

Non-Executive Director (Aged 49)

Chirag R. Parikh, Ph.D., M.D., has served as a member of the Board since October 2019. Since July 2018, Dr. Parikh has served as a Professor of Medicine and the Division Director of Nephrology at Johns Hopkins University. Dr. Parikh also served as a faculty member at Yale University where he directed the Program of Applied Translational Research. Dr. Parikh's research focuses on the translation and validation of novel biomarkers for the diagnosis and prognosis of kidney diseases. He has assembled multi-centre longitudinal prospective cohorts for translational research studies across several clinical settings of acute kidney injury and chronic kidney disease for the efficient translation of novel biomarkers. Dr. Parikh received his medical degree from Seth G.S. Medical College and KEM Hospital in Mumbai, India, and subsequently completed his Nephrology fellowship and a Ph.D. in Clinical Investigation at the University of Colorado Health Sciences Center.

Daniel J. Levangie

Non-Executive Director (Aged 72)

Daniel J. Levangie was appointed to the Company's board of directors in August 2021. He is an experienced executive and long-serving board director in the diagnostics and medical devices industry. Mr. Levangie is co-founder and manager of ATON Partners, a private investment firm, and president and CEO of CereVasc, LLC, a medical device company. He has also served on the board of directors of Exact Sciences Corporation since 2010. From 2013 through January 2017, Mr.
Levangie served as president of Insulet Drug Delivery Systems and served as a lead director of Insulet Corporation. From 2011 through 2013, Mr. Levangie was chief executive officer of Dune Medical Devices, Inc., and co-founder and managing partner of Constitution Medical Investors, Inc., a Boston-based private investment and product development firm acquired by Roche Diagnostics Corporation in 2013. Previously, he held executive management positions with Cytyc Corporation including executive vice president and chief operating officer, chief executive officer and president until the acquisition of Cytyc by Hologic, in 2007. He served on the board of Hologic from 2007 to 2009. Mr. Levangie holds a B.S. in Pharmacy from Northeastern University.

Timothy J. Scannell

Non-Executive Director (Aged 58)

Timothy J. Scannell was appointed to the Company's board of directors in March 2022. He also serves on the boards of publicly held Insulet Corporation, Novocure, and Molekule. Additionally, Mr. Scannell serves on the boards of privately held Collagen Matrix, Synaptive Medical, and Cerebral Therapeutics. Mr. Scannell also serves as an Executive Advisor at Stryker, one of the world's leading medical technology companies. His career at Stryker spans 32 years, during which he held several leadership roles, including President and Chief Operating Officer, Group President of MedSurg & Neurotechnology, President of Spine, and Vice President & General Manager of Stryker Biotech.

Mr. Scannell brings extensive strategic, sales and marketing, and operational skills and experience, with a track record for delivering top tier results. He holds Bachelor of Business Administration and Master of Business Administration degrees from the University of Notre Dame.

Ann Berman

Non-Executive Director – resigned 19 September 2022 (Aged 70)

This report was approved by the Board on 9 November 2022 and signed on behalf of the Board by:

Christopher Mills

Chairman

Directors' Report

The Directors present their annual report on the affairs of the Group and Parent Company, together with the consolidated financial statements and auditor's report for the year ended 30 June 2022. The Corporate Governance Statement set out on pages 29 to 31 forms part of this report.

CORPORATE DETAILS

Renalytix plc is a public limited company incorporated in the under the laws of England & Wales (Registration Number 11257655). The address of the registered office is Finsgate, 5-7 Cranwood Street, London EC1V 9EE.

DIRECTORS

The Directors, who served in office during the year and as date of signing these financial statements were as follows:

- Christopher Mills
- James McCullough
- Erik Lium
- Fergus Fleming
- Chirag Parikh
- Daniel Levangie (appointed on 31 August 2021)
- Timothy Scannell (appointed on 30 March 2022)
- Ann Berman (appointed on 28 July 2021 and resigned 19 September 2022)

Details of the Directors' membership of committees is shown on page 30. The Company Secretary is Salim Hamir.

PRINCIPAL ACTIVITIES

The principal activity of the Group is the development of artificial intelligence-enabled clinical diagnostic solutions for kidney disease.

GOING CONCERN

The Group and Company meet their day-to-day working capital requirements through the use of cash reserves.

The Directors have considered the applicability of the going concern basis in the preparation of the financial statements. This included the review of internal budgets and financial results which show, taking into account reasonably probable changes in financial performance, that the Group and Company should be able to operate within the level of its current funding arrangements.

The Directors believe that the Group and the Company have adequate resources to continue in operation for the foreseeable future. For this reason, they have adopted the going concern basis in the preparation of the financial statements.

FUTURE DEVELOPMENTS AND RESEARCH AND DEVELOPMENT ACTIVITIES

Future developments and research and development activities are discussed in the Strategic Report on pages 3 to 21.

RESULTS AND DIVIDENDS

The Group recorded a loss for the year of $56.7 million (FY21: $31.0 million). When it is commercially prudent to do so and subject to the availability of distributable reserves, the Board may approve the payment of dividends. However, at present, the Directors consider that it is more prudent to retain cash to fund the development of the Group and, as a result, feel it is inappropriate to give an indication of the likely level or timing of any future dividend payment. The Directors do not recommend payment of a dividend in respect of FY22 (FY21: nil).

FINANCIAL RISK MANAGEMENT

Financial risk management is discussed in Note 4 of the financial statements.

EMPLOYEE POLICIES

Employee policies are discussed in the Strategic Report on page 21.

POLITICAL CONTRIBUTIONS AND CHARITABLE CONTRIBUTIONS

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the year ended 30 June 2022 (FY21: nil).

DIRECTORS' INTERESTS

The interests in the share capital of the Company of those Directors serving at 30 June 2022 and as at the date of signing of these financial statements, all of which are beneficial, were as follows:

	On 30 June 2022 Ordinary Shares of 0.25p each	On 30 June 2021 Ordinary Shares of 0.25p each
Christopher Mills	9,726,125	9,197,501
James McCullough	2,746,386	2,740,110
Erik Lium	-	-
Fergus Fleming	569,481	569,481
Chirag Parikh	-	-
Ann Berman	39,586	-
Daniel Levangie	-	-
Timothy Scannell	68,964	-

Christopher Mills' shareholding includes shares held through North Atlantic Smaller Companies Investment Trust plc and Oryx International Growth Fund Limited. Christopher Mills is a partner and Chief Investment Officer of Harwood Capital LLP. Harwood Capital LLP is investment manager to North Atlantic Smaller Companies Investment Trust plc and investment adviser to Oryx International Growth Fund Limited.

SUBSTANTIAL SHAREHOLDINGS

As at 30 September 2022, the following interests in 3% or more of the issued Ordinary Share capital had been notified to the Company:

Shareholder	Number of Shares	Percentage of Issued Share Capital
Icahn School of Medicine at Mount Sinai	11,854,374	15.9%
Christopher Mills	9,726,125	13.0%
James McCullough	2,746,386	3.7%

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group and Company financial statements in accordance with UK-adopted international accounting standards and the parts of the Companies Act 2006 that applies to companies applying UK-adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and Group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- for the Group and Company financial statements, state whether applicable UK-adopted international accounting standards and the parts of the Companies Act 2006 that applies to companies applying UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information; and
- the Directors are responsible for preparing the Annual Report in accordance with applicable law and regulations. The Directors consider the Annual Report and the financial statements, taken as a whole, provides the information necessary to assess the Company's performance, business model and strategy and is fair, balanced and understandable.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' INDEMNITIES

The Company has entered into deeds of indemnity for the benefit of each Director of the Company in respect of liabilities to which they may become liable in their capacity as Director of the Company and of any Company in the Group. Those indemnities are qualifying third party indemnity provisions for the purposes of section 234 of the Companies Act 2006 and have been in force during the whole of the financial period and up to the date of approval of the financial statements.

INDEPENDENT AUDITORS

PKF Littlejohn LLP has expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

CORPORATE GOVERNANCE

The Company's statement of corporate governance can be found in the Corporate Governance Statement on pages 29 to 31 of these financial statements. The Corporate Governance Statement forms part of this Report of the Directors and is incorporated into it by cross-reference.

ANNUAL GENERAL MEETING

The resolutions to be proposed at the forthcoming Annual General Meeting are set out in a separate notice sent to the shareholders.

RECOMMENDATION

The Board considers that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and it is unanimously recommended that shareholders support these proposals as the Board intends to do in respect of their own holdings.

This report was approved by the Board on 9 November 2022 and signed on behalf of the Board by:

Christopher Mills

Chairman

Corporate Governance Statement

COMPLIANCE

The Company recognizes the value of good corporate governance in every part of its business. The Board has adopted the corporate governance principles of the 2018 Quoted Companies Governance Code (the "QCA Code") and the Company has continued to comply with the QCA Code throughout the reporting period. The Board believes that this corporate governance framework is appropriate for the Company, having regard to its size and nature. Details of the QCA Code can be obtained from the Quoted Companies Alliance's website (www.theqca.com).

Details of how the Group seeks to address the principles underlying the QCA Code and how it leverages its principles to support the long-term success of the Group can be found on the Company's website.

BOARD COMPOSITION AND RESPONSIBILITY

The Board currently comprises two Executive Directors and five Non-Executive Directors.

It is the Board's opinion that the Ann Berman and Dan Levangie are independent and have been independent in character and judgement and that there were no relationships or circumstances which could materially affect or interfere with the exercise of her independent judgement during the course of FY22.

All Directors are subject to election by Shareholders at the first Annual General Meeting after their appointment, and are subject to re-election at least every three years. Non-Executive Directors are appointed for a specific term of office which provides for their removal in certain circumstances, including under section 168 of the Companies Act 2006. The Board does not automatically re-nominate Non-Executive Directors for election by Shareholders. The terms of appointment of the Non- Executive Directors can be obtained by request to the Company Secretary.

The Board's primary objective is to generate value for the Group by identifying and assessing business opportunities and ensuring that potential risks are identified, monitored and controlled. Matters reserved for Board decisions include strategic long-term objectives and the capital structure of major transactions. The implementation of Board decisions and day to day operations of the Group are delegated to senior management.

There is a division of responsibilities between the Non-Executive Chairman, who is responsible for the overall strategy of the Group and running the Board, and the Chief Executive Officer, who is responsible for implementing the strategy and day to day running of the Group. He is assisted by the Chief Technical Officer, who is a Board member, and Chief Financial Officer who is not a Board member.

BOARD MEETINGS

Eighteen full Board meetings were held during the year, as well as four additional meetings with select executive directors and non-executive directors to approver certain matters. The Directors' attendance record during their period of office is as follows:

Christopher Mills (Non-Executive Chairman)	19/19
James McCullough (Chief Executive Officer)	22/22
Erik Lium (Non-Executive Director)	18/19
Fergus Fleming (Chief Technology Officer)	22/22
Chirag Parikh (Non-Executive Director)	19/19
Dan Levangie (Non-Executive Director)	15/18
Ann Berman (Non-Executive Chairman)	18/18 (Resigned on 19 September 2022)
Timothy Scannell (Non-Executive Director)	7/7

During the year, the Board conducted an evaluation of the performance of the Board and that of the Chairman, as well as the effectiveness of the Board Committees. The Board intends to develop further its evaluation of the performance of the Board and Committees on an annual basis. The evaluation will include Board composition, experience, dynamics and the Board's role and responsibilities for strategy, risk review and succession planning. The evaluations will involve a detailed questionnaire and individual discussions between the Non-Executive Chairman and the Directors.

AUDIT COMMITTEE

The Audit Committee comprises of Ann Berman, who acted as chair, Daniel Levangie and Erik Lium. The Audit Committee, among other things, determines and examines matters relating to the financial affairs of the Company including the terms of the engagement of the Company's auditors and, in consultation with the auditors, the scope of the audit. It receives and reviews the reports from management and the Company's auditors relating to the half yearly and annual forward statements and the accounting and the internal control systems in use throughout the Company.

The committee has met formally six times during the year ended 30 June 2022. There have been no significant matters communicated to the Committee by the auditors and no interaction with the Financial Reporting Council.

Since the year end Ann Berman resigned in September 2022 as Non-Executive Director of the Company and Daniel Levangie will act as a chair.

REMUNERATION COMMITTEE

The Remuneration Committee comprised Daniel Levangie, who acted as chair, and Erik Lim and Ann Berman. The Remuneration Committee reviews and makes recommendations in respect of the Executive Directors' remuneration and benefits packages, including share options and the terms of their appointment. The Remuneration Committee also make recommendations to the Board concerning the allocation of share options to employees under the intended share option schemes.

The Committee has met twice during the year ended 30 June 2022.

NOMINATION COMMITTEE

For the fiscal year ended 30 June 2022, the Nomination Committee comprised Ann Berman, who acted as chair, and Chirag Parikh. The Nomination Committee reviews and recommends nominees as new Directors to the Board. Since the year end Ann Berman has resigned as Non-Executive Director of the Company and Timothy Scannell will replace Ann and act as a chair.

INTERNAL CONTROL

The Directors are responsible for ensuring that the Group maintains a system of internal control to provide them with reasonable assurance regarding the reliability of financial information used within the business and for publication and that the assets are safeguarded. There are inherent limitations in any system of internal control and accordingly even the most effective system can provide only reasonable, but not absolute, assurance with respect to the preparation of financial reporting and the safeguarding of assets.

The Group, in administering its business, has put in place strict authorization, approval and control levels within which senior management operates. These controls reflect the Group's organizational structure and business objectives. The control system includes clear lines of accountability and covers all areas of the organization. The Board operates procedures which include an appropriate control environment through the definition of the above organization structure and authority levels and the identification of the major business risks.

INTERNAL FINANCIAL REPORTING

The Directors are responsible for establishing and maintaining the Group's system of internal reporting and as such have put in place a framework of controls to ensure that on-going financial performance is measured in a timely and correct manner and that risks are identified as early as is practicably possible. There is a comprehensive budgeting system and monthly management accounts are prepared which compare actual results against both the budget and the previous year. They are reviewed and approved by the Board and revised forecasts are prepared on a regular basis.

RELATIONS WITH SHAREHOLDERS

The Company reports to Shareholders twice a year. The Company dispatches the notice of its Annual General Meeting, together with a description of the items of special business, at least 21 clear days before the meeting. Each substantially separate issue is the subject of a separate resolution and all Shareholders have the opportunity to put questions to the Board at the Annual General Meeting.

The Chair(s) of the Audit and Remuneration Committees normally attend the Annual General Meeting and will answer questions which may be relevant to their work. However, due to the ongoing COVID-19 pandemic, the Committee Chairs will not be in attendance at this year's Annual General Meeting. The Chairman advises the meeting of the details of proxy votes cast on each of the individual resolutions after they have been voted on in the meeting. The Chairman and the Non- Executive Directors intend to maintain a good and continuing understanding of the objectives and views of the Shareholders.

Shareholders May Contact the Company as Follows:

Tel: +44 (0)20 7933 8790 (from USA: +1-646-217-4999)   Email: investors@renalytix.com

CORPORATE SOCIAL RESPONSIBILITY

The Board recognizes that the Group has a duty to be a good corporate citizen and is conscious that its business processes minimize harm to the environment, that it contributes as far as is practicable to the local communities in which it operates and takes a responsible and positive approach to employment practices. The Group is subject to the requirements of the Modern Slavery Act 2015 and published the required statement on its website. The directors consider that the nature of the Group's activities is not inherently detrimental to the environment. The Group is committed to minimizing any effect on the environment caused by its operations.

The Corporate Governance Statement was approved by the Board on 9 November 2022 and signed on its behalf by:

Salim Hamir

Company Secretary

Director’s Remuneration Report and Policy

For the Year Ended 30 June 2022

STATEMENT OF COMPLIANCE

This report does not constitute a Directors’ Remuneration Report in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, the Companies (Miscellaneous Reporting) Regulations 2018, and the Companies (Directors’ Remuneration Policy and Directors’ Remuneration Report) Regulations 2019 which do not apply to the Company as it was not a quoted company (as defined in the Companies Act 2006) as at the end of the financial year. This report sets out the Group policy on Directors’ remuneration, including emoluments, benefits and other share-based awards made to each Director.

REMUNERATION COMMITTEE REPORT DANIEL J. LEVANGIE CHAIR OF THE REMUNERATION COMMITTEE

Dear shareholder,

As the Chair of the Remuneration Committee (the “Committee”), I am pleased to present, on behalf of the board of directors (the “Board”) of Renalytix PLC (the “Company” or “Renalytix”), the Directors’ remuneration report for the year ended 30 June 2022 (the “Directors’ Remuneration Report”).

The Company’s Annual Report and Accounts, along with the Directors’ Remuneration Report, will be subject to an advisory vote at the forthcoming Annual General Meeting on 19 December 2022 (the “AGM”) and the remuneration policy section of the Directors’ Remuneration Report will be subject to a binding vote at the AGM.

Introduction

During the period covered by this Directors’ Remuneration Report, we maintained the remuneration programs and policies that the Committee established during the financial year 2022 and implemented strategic compensation initiatives designed to incentivise and retain key employees in the Company.

As we move into 2023 and beyond, the Committee’s role will be to ensure that Directors and senior executives at Renalytix are appropriately compensated and incentivised to deliver growth to shareholders in a long-term and sustainable manner. The Committee seeks to accomplish this by establishing remuneration programs that are grounded in market practice, are effective at driving proper management behaviors, clearly link pay and performance and are cost efficient overall.

Corporate Governance Standards

As a public company, we are subject to corporate governance standards and regulations applicable in the United States and the United Kingdom.

The Global Marketplace for Talent

Renalytix is a biopharmaceutical company with operations in Europe and the United States. The Company plans to expand its operations in both geographic regions in line with the growth of its clinical and manufacturing activities and its plans to commercialize its products in these geographies. Given that the market for experienced directors and biopharmaceutical executive management talent, particularly in the United States, is very competitive, the Committee references the US market as the leading indicator for remuneration levels and practices. This will help attract and retain directors and motivate the superior executive management talent needed to successfully manage the Company’s complex global operations. Being consistent in this market view of the United States as the primary benchmark for remuneration practices for directors and executive directors (CEO and CTO) is key for the Company as it builds its global operations in a manner designed to deliver sustainable long-term growth and shareholder value.

Committee decisions have been taken in light of the extensive benchmarking for director and executive director compensation conducted in 2022, which included a review of compensation practices of comparable companies to Renalytix in the US and Europe. In taking any actions, the Committee is mindful of the general UK compensation framework, including investor bodies' guidance, and the UK Corporate Governance Code, and has incorporated these into its remuneration programs, policies and decisions where it believes they best serve the long-term interests of shareholders.

Remuneration Program Highlights

While I recommend that you carefully read the disclosure on our programs and policies that follows this letter to help with the understanding of our approach to director compensation, I want to highlight the following aspects of our program below:

- **Pay for Performance** - We believe that a significant portion of remuneration of our directors and our executive directors (CEO & CTO) should be based on achieving objectives designed to create inherent value in the Company, and ultimately on achieving value creation for our shareholders. In line with this belief, the compensation of our CEO includes a significant performance-based cash bonus opportunity and a large equity incentive component. Further, our directors receive equity incentives designed to reward long-term value creation for our shareholders.
- **Shareholding requirements for Executive Directors** - We believe having these requirements encourages executive directors to build meaningful shareholding positions and furthers alignment of their interests with those of shareholders.
- **2022 Remuneration Outcome** - As outlined above, a core principle in Renalytix's remuneration program is the linkage between pay and performance. In financial year 2022, the annual bonus of James McCullough our CEO and Fergus Fleming our CTO, our executive directors were based on a combination of corporate and personal objectives. The Committee of the Board determined that while Management made progress in key areas in financial year 2022 growing the business, the Company did not achieve 100% of its annual corporate objectives, and therefore no bonuses for company executives will be paid. This outcome was based on achievements versus goals in the following key areas: EHR Integration, FDA Submission, healthcare/commercial partnerships, coverage agreements, regulatory compliance and attracting and retaining top talent.
- **Major Decisions and Substantial Changes regarding Directors' Remuneration** - During financial year 2022, there were no major decisions or substantial changes on our directors' remuneration scheme however the company did engage remuneration consultants in financial year 2020 to advise the Committee on all aspects of senior executive remuneration. The remuneration consultant's findings were relied upon when approving salary increases for financial year 2022.

Conclusion

The Committee believes the proposals put forth in this report will properly motivate our directors and our CEO to deliver sustainable growth and shareholder value over the long term and do so in a responsible and cost efficient manner.

I hope that you find the information in this report helpful, and look forward to the AGM, where we hope to have your support.

Daniel J. Levangie

Chair of the Remuneration Committee

9 November 2022

DIRECTORS' REMUNERATION POLICY

This part of the Directors' remuneration report sets out the Directors' remuneration policy for the Company's directors and executive directors and has been prepared in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013.

The remuneration policy was approved by shareholders in a binding vote at our AGM on 19 December 2021 and took effect from the date of approval.

The policy applies for a maximum period of three years (or until a revised policy is approved by shareholders) and will therefore next need to be approved in a binding vote at the AGM in 2024.

Renalytix's remuneration policy has been designed to:

- align to the Company's strategy and business model;
- attract, retain and motivate high calibre individuals who have the potential to support the growth of the Company;
- be competitive against appropriate market benchmarks, focusing particularly on the US bio-technology sector; and
- take account of good governance and promote the long-term success of the Company.

EXECUTIVE DIRECTOR REMUNERATION POLICY TABLE

The table below sets out, for each element of pay, a summary of how remuneration of executive directors is structured and how it supports the Company's strategy.

Executive Directors			
Purpose and Link to Strategy	**Operation**	**Maximum Opportunity**	**Performance Metrics**
BASE SALARY			
To attract, retain and motivate executive directors of the highest calibre who are capable of delivering the Company's strategic objectives, reflecting the individual's experience and role within the Company. Base salary is designed to provide an appropriate level of fixed income to avoid an over- reliance on variable pay elements that could encourage excessive risk taking.	Salaries are normally reviewed annually, and changes are generally effective from 1 October. The annual salary review of the Executive Directors takes into consideration a number of factors, including: • scope of the individual's responsibilities; • abilities, experience and performance of the individual; • business performance; • salary increases awarded to the overall employee population; • market competitiveness and US and UK market practice; and • the underlying rate of inflation.	Executive Director level salaries are determined considering industry benchmarking data. There is no prescribed maximum annual salary or salary increase. Base salary increases are awarded at the discretion of the Committee; however, the Committee is guided by the general increase for the broader employee population but may decide to award a lower increase for Executive Directors or exceed this to recognize, for example, an increase in the scale, scope or responsibility of the role and/or take account relevant market movements. Salary increases will normally Executive Director level salaries are approved by the Board in line with corporate performance and are consistent with positions held.	No formal metrics, although any increases take account of Company performance and the individual performance of the Executive Director.
BENEFITS			
Benefits in kind offered to Executive Directors are provided on a market-competitive basis, to assist with their recruitment and retention.	The Company aims to offer benefits that are in line with the Executive Directors' local market and those offered to the wider workforce.	There is no defined maximum value for benefits, but the Committee will consider the aggregate value of any such benefits when determining what should be offered.	Not performance related.

Executive Directors			
Purpose and Link to Strategy	**Operation**	**Maximum Opportunity**	**Performance Metrics**
PENSION			
The Company aims to provide a contribution towards life in retirement.	Depending on their location and comparable benefits offered to local employees, Executive Directors may be eligible to receive employer contributions to a defined contribution pension scheme or a cash supplement in lieu of such contributions, or a mixture of both.	The maximum employer pension contribution or cash in lieu amount will be a percentage of annual base salary aligned with that provided to other senior executives in the Executive Director's location.	Not performance related.
ANNUAL BONUS			
An annual bonus rewards the achievement of objectives that support the Company's corporate goals and delivery of the business strategy	Bonuses are determined based on objectives that are agreed with the Committee, and the Board, at the start of each financial year although the Committee retains the discretion to amend objectives during the year if it considers that objectives are no longer appropriate. Different performance measures and weightings may be used each year, as agreed with the Committee, to take into account changes in the business strategy. Bonuses are normally paid in cash (but may be paid in the form of an equity award, at the discretion of the Committee).	Executive Director level bonuses are approved by the Board in line with corporate performance and are consistent with positions held.	Performance measures are determined by the Committee each year and may vary to ensure that they promote the Company's business strategy and shareholder value. The annual bonus will be based on corporate measures, including, but not limited to, financial and/or strategic measures. Bonus measures are reviewed at least annually and the Committee has the discretion to change the measures or to introduce new measures when it deems appropriate.
EQUITY INCENTIVE PLAN ('EIP')			
To attract, motivate, retain and reward for long-term, sustainable performance linked to corporate strategy and provide alignment with shareholders' interests.	Equity awards granted to Executive Directors may take the form of options, restricted shares, performance share units, restricted share units, or other forms of awards granted in accordance with the discretionary EIP that may be in place from time to time. The Executive Directors received a grant under the EIP's predecessor plan upon listing on AIM and it is intended that top- up awards shall be issued under the EIP from time to time in the discretion of the Committee.	There is no maximum opportunity for equity incentives. However, the Committee will generally assess the position at similar sized comparator companies prior to making any award to ensure that any awards are aligned to the market.	Vesting of equity awards is generally subject to continued employment and may also be subject to the achievement of performance conditions aligned with the Company's strategic plan. Measures, their weightings and the period over which performance is tested will be determined by the Committee. The Committee will select the most appropriate form of EIP for awards each year and/or each individual grant. Vesting of equity awards may be accelerated in part or in full in connection with certain corporate events such as a change of control.
ALL EMPLOYEE EQUITY PLANS			

Encourages employee share ownership and therefore increases alignment of interests with shareholders.	The Company may, from time to time, operate tax-advantaged share plans for which Executive Directors would be eligible on the same basis as all other eligible employees.	Within the limits of the relevant legislation.	Not performance related.

Notes to the Executive Director Remuneration Policy Table

Legacy arrangements

For the duration of this Remuneration Policy, the Company will honour any commitments made in respect of current or former Directors before the date on which either: (i) the Remuneration Policy becomes effective; or (ii) an individual becomes a Director, even where not consistent with the Remuneration Policy set out in this report or prevailing at the time such commitment is fulfilled. For the avoidance of doubt, all outstanding historic awards that were granted in connection with, or prior to, our IPO on NASDAQ remain eligible to vest based on their original or modified terms.

Clawback Provisions

The Company does not currently have a policy on recoupment and clawback, but the Committee will keep this under review.

Shareholding Requirements

Executive directors are not currently required to build and retain a shareholding, but the Committee will keep this under review.

NON-EXECUTIVE DIRECTOR REMUNERATION POLICY TABLE

The table below sets out, for each element of pay, a summary of how remuneration of non-executive directors is structured and how it supports the Company's strategy.

Chair and Non-Executive Directors			
Purpose and Link to Strategy	**Operation**	**Maximum Opportunity**	**Performance Metrics**
CASH FEES AND BENEFITS			
Set at a level that is sufficient to attract and retain high calibre non-executives who contribute to the business.	The Chair and the Non- Executive Directors receive fees paid in cash. Fees are paid and reviewed annually. Non-Executive Directors ordinarily do not participate in any pension, bonus or performance-based share incentive plans. Travel, accommodation and other business-related expenses incurred in carrying out the role as well as fees for tax advice associated with completion of international tax returns will be paid by the Company including, if relevant, any gross- up for tax and/or social security contributions. Tax equalization and/or relocation benefits may be provided to Non-Executive Directors who are required to relocate or become tax resident in a new jurisdiction.	When reviewing fee levels and benefits, account is taken of market movements in the fees and benefits of Non-Executive Directors, Board Committee responsibilities and ongoing time commitments. Actual fee levels are disclosed in the annual Directors' Remuneration Report for the relevant financial year.	Not performance related.

Chair and Non-Executive Directors			
Purpose and Link to Strategy	**Operation**	**Maximum Opportunity**	**Performance Metrics**
EQUITY-BASED AWARDS			
To facilitate share ownership and provide alignment with shareholders.	Non-Executive Directors may receive equity awards under any equity incentive plan operated by the Company from time to time which permits their participation with careful consideration being given to ensuring their independence. Non-Executive Directors may receive an initial equity award upon appointment or election. Initial equity awards will normally vest over a specified period of time, subject generally to continued service. Vesting of equity awards may be accelerated in part or in full in connection with certain corporate events such as a change of control. In addition, Non-Executive Directors may be granted an equity award each year which may vest in full upon grant or over time subject to continued service. If a new Non-Executive Director joins the Board following the date of grant of this annual grant in any calendar year, such Non-Executive Director may be granted a pro rata portion of the next annual grant to reflect his or her service during the relevant part of the relevant year.	There is no maximum number of equity incentive awards that may be awarded to individuals each year. However, when reviewing award levels, account is taken of market movements in equity incentive awards, Board committee responsibilities, ongoing time commitments and the general economic environment.	Non-executive directors do not participate in performance-based equity incentives.

REMUNERATION FOR NEW APPOINTMENTS

Where it is necessary to appoint or replace an Executive Director, the Committee has determined that the new Executive Director will receive a compensation package in accordance with the provisions of the approved remuneration policy in force at the time of appointment but focusing on the objective of appointing the most appropriate person in the right geography.

In setting base salaries for new Executive Directors, the Committee will consider the existing salary package of the new Director, the individual's skills, level of experience and the market rate for the role.

In setting the annual performance bonus, the Committee may wish to set different performance metrics (to those of other Executive Directors) in the first year of appointment. Where it is appropriate to offer a below-median salary on initial appointment, the Committee will have the discretion to allow phased salary increases over a period of time for a newly appointed Director as the Executive gains experience in their new role, even though this may involve increases in excess of inflation and the increases awarded to the wider workforce.

Benefits and pensions will be in line with those offered to other executive directors, taking account of local market practice with relocation expenses provided at the discretion of the Committee if necessary. Tax equalization may also be considered if an executive is adversely affected by taxation due to their employment with the Group. Legal fees and other costs incurred by the individual may also be met by the Company.

The ongoing incentive opportunity offered to new recruits will be in line with that offered to existing Directors. Different measures and targets under the bonus plan or the Company's equity incentive arrangements may be set initially taking account of the responsibilities of the individual and the point in the financial year at which they join. A new employee may be granted normal annual equity awards in the first year of employment in addition to any awards made with respect to prior employment being forfeited, which shall be excluded from any annual maximum on the size of awards.

To enable the recruitment of exceptional talent, the Committee may determine that the buy-out of remuneration forfeit from a prior employer is necessary. Where possible, any replacement remuneration will be offered on a like-for-like basis with the forfeited awards and may be in the form of cash or shares and depending whether the award forgone has similar performance conditions, may or may not be subject to performance conditions. The value of any buy-out will be limited to the value of remuneration forfeit. Where appropriate, such awards will be granted under existing share plans, however, the Committee will have discretion to make standalone awards where appropriate.

In respect of internal appointments, any commitments entered into in respect of a prior role, including variable pay elements, may be allowed to pay out according to their prior term, adjusted as relevant to take into account the appointment.

The terms of appointment for a new Non-Executive Director would be in accordance with the remuneration policy for Non- Executive Directors in force at that time.

EXECUTIVE DIRECTORS' SERVICE CONTRACTS

James McCullough (Chief Executive Officer) is currently employed at-will pursuant to an employment agreement entered into with Renalytix AI, Inc, dated 2 November 2018 but effective on 1 November 2018. His employment may be terminated by either party at any time for any or no reason, with or without notice. Severance payments no more generous than those described in this policy will be payable to him on termination. Upon termination of his employment agreement, our Chief Executive Officer is required to resign from all other positions within the Company's group. Following termination of his employment, our Chief Executive Officer will be bound by certain post-termination covenants.

As is customary for US executives, our Chief Executive Officer's remuneration is subject to a "best-after-tax" cutback for excise tax calculations under section 280G of the US Internal Revenue Code of 1986, with no tax gross-up.

Fergus Fleming (Chief Technology Officer) is currently employed on an indefinite term pursuant to an employment agreement entered into with the Company dated 1 November 2018. His employment may be terminated by either party on 12 months written notice.

At its discretion, upon receipt of his written notice, or as an alternative to providing notice, terminate the employment with immediate effect and make a payment in lieu of notice, comprising base salary only, for the notice period (or remainder thereof, should notice have been given). In the event of a breach of service agreement or other summary termination of employment, no such payments will be made.

A copy of these contracts may be viewed at the Company's head office or may be requested from the Company Secretary at the annual general meeting.

NON-EXECUTIVE DIRECTORS' TERMS OF ENGAGEMENT

All Non-Executive Directors, including the Chair, have specific terms of engagement which may be terminated on not less than six months' notice by either party.

The remuneration of Non-Executive Directors is determined by the Board within the limits set by the Company's articles of association and based on a review of fees and equity-based remuneration paid to Non-Executive Directors of similar companies.

A Board evaluation has been performed and the results of this exercise confirmed that all Non-Executive Directors were independent.

TERMINATION AND LOSS OF OFFICE PAYMENTS

Depending on market practice in the jurisdiction in which an Executive Director is employed, exit payments shall depend on the circumstances of termination and may be made by reference to a notice period (including a payment in lieu of notice) or employment "at-will" together with a severance payment. Where a notice period applies, this will not exceed 12 months but may be accompanied by additional severance entitlements where applicable.

The Company's policy on remuneration for Executive Directors who leave the Company is set out below. The Committee will exercise its discretion when determining amounts that should be paid to leavers, taking into account the facts and circumstances of each case.

US-BASED EXECUTIVES

	Termination without cause or with Good Reason[1]	Termination for cause	Termination without cause or with Good Reason[1] in connection with change in control
Salary and benefits	Subject to the executive executing a release: a payment of up to 12 months' salary and benefits including COBRA or other applicable healthcare coverage payable in equal monthly instalments or as a lump sum, at the discretion of the Committee.	No payment.	Subject to the executive executing a release: a payment of up to 18 months' salary and benefits and benefits payable in equal monthly instalments or as a lump sum, at the discretion of the Committee.
Annual bonus	Any earned but unpaid bonus, a pro-rata portion of the bonus that would have been due for any part year worked, plus up to one year's target bonus, or a higher bonus at the discretion of the Committee, payable as a lump sum or on a monthly basis.	No payment.	Any earned but unpaid bonus, a pro-rata portion of the bonus that would have been due for any part year worked, plus up to 1.5 year's target bonus, or a higher bonus at the discretion of the Committee, payable as a lump sum or on a monthly basis.
Equity incentive awards	The Company may accelerate the vesting of the portion of equity held on the termination date that would have vested over the following one year period.	Unvested awards lapse in full.	Full vesting on termination.

1: Includes, among others, a material diminution in role, a material reduction in base salary or mandated relocation, as defined by contract.

NON-US BASED EXECUTIVES

When calculating termination payments for Non-US based Executives, the Committee will consider a variety of factors, including individual and Company performance, the length of service of the Executive Directors in question and, where appropriate, the obligation for the Executive Directors to mitigate loss. In the event of a change of control and ownership, the Committee may exercise its discretion to provide for additional remuneration and/or benefits for Executive Directors who leave the Company in connection with such change of control, and will take into account all relevant circumstances when making any such determination.

In the case of a 'good leaver' (to be determined at the discretion of the Committee) the following policy will normally apply, although the Committee retains the discretion to make payments which are no more generous than those applicable to a US based Executive Director (as described above), when viewed in the round with notice / payment in lieu of notice entitlements:

- notice period of twelve months or payment in lieu of notice;
- statutory redundancy payments will be made, as appropriate;
- Executive Directors have no entitlement to a bonus payment in the event that they cease to be employed by the Company, however, they may be considered for a pro-rated award by the Committee in good leaver circumstances; and
- any share-based entitlements granted to an Executive Director under the Company's share and individual share contracts or share option plans will be determined based upon the relevant individual share option contracts or plan rules, and performance conditions or hurdles and vesting may be accelerated in the discretion of the Committee.

ADDITIONAL PAYMENTS

The Committee will make payment of any statutory entitlements as necessary. In addition, the Committee will retain the discretion to make additional payments in settlement of, or to compromise, an actual or potential claim in connection with a termination of any Executive Director as necessary.

The Committee reserves the right to make reasonable legal, relocation and outplacement costs, if deemed necessary.

REMUNERATION COMMITTEE (THE "COMMITTEE")

Governance

In its decision-making process, the Committee takes account of information from both internal and independent sources and Compensia surveys. Compensia were appointed as remuneration consultants by the Committee based on their expertise in the field via a competitive tender process. Compensia advises the Committee on all aspects of senior executive remuneration. Compensia has kept the Committee up to date on remuneration trends and corporate governance best practice. Compensia does not have any other connection with the Company and is considered to be independent and objective by the Committee. During the year ended 30 June 2022, fees charged by Compensia amounted to approximately USD 16,000 and this was charged on a time spent basis.

The current members of the Committee are Daniel J. Levangie (Chair), and Dr. Erik Lium.

Remuneration Committee report (continued)

The Company's Chief Human Resources Officer provides updates to the Committee, as required, to ensure that the Committee is fully informed about pay and performance issues throughout the Company. The Committee takes these factors into account when determining the remuneration of the Executive Directors and senior executives.

No Executive Director or employee can participate in any discussion directly relating to their own personal conditions of service or remuneration.

No conflicts of interest have arisen during the year and none of the members of the Committee has any personal financial interest in the matters discussed, other than as option holders. The fees of the Non-Executive Directors are approved by the Board on the joint recommendation of the Committee and the Chief Executive Officer.

Director	Meetings attended
Daniel J. Levangie	2
Dr. Erik Lium	2

The Committee met twice in the year to 30 June 2022.

Discretions retained by the Committee

The Committee operates under the powers it has been delegated by the Board. In addition, it complies with rules that require certain matters to be put to either shareholder or Board approval. These rules provide the Committee with certain discretions which serve to ensure that the implementation of the Remuneration Policy is fair, both to the individual director and to the shareholders. The Committee operates the Company's remuneration plans in accordance with their rules from time to time. To maintain an efficient administrative process, the Committee retains the following discretions to apply its judgement in setting remuneration:

- the eligibility to participate in the plans;
- the timing of grant of awards and any payments;
- the size of awards and payments (subject to any maximum limits set out in the policy table above and the respective plan rules);
- the determination of whether the performance conditions have been met;
- determining a good or bad leaver under the terms of the plan and the treatment of such leaver's cash and equity remuneration;
- dealing with a change of control or restructuring of the Group;
- adjustments required in certain capital events such as rights issues, corporate restructuring, events and special dividends and certain other out-of-the-ordinary events;
- the annual review of performance and other vesting conditions for the annual bonus plan and equity awards.

In certain circumstances, such as a material acquisition/divestment of a Group business, which mean the original performance conditions are no longer appropriate, the Committee may adjust the targets, alter weightings or set different measures as necessary, to ensure the conditions achieve their original purpose and are not materially less difficult to satisfy.

The Committee may make minor amendments to the Remuneration Policy (for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for that amendment.

ILLUSTRATION OF APPLICATION OF THE POLICY

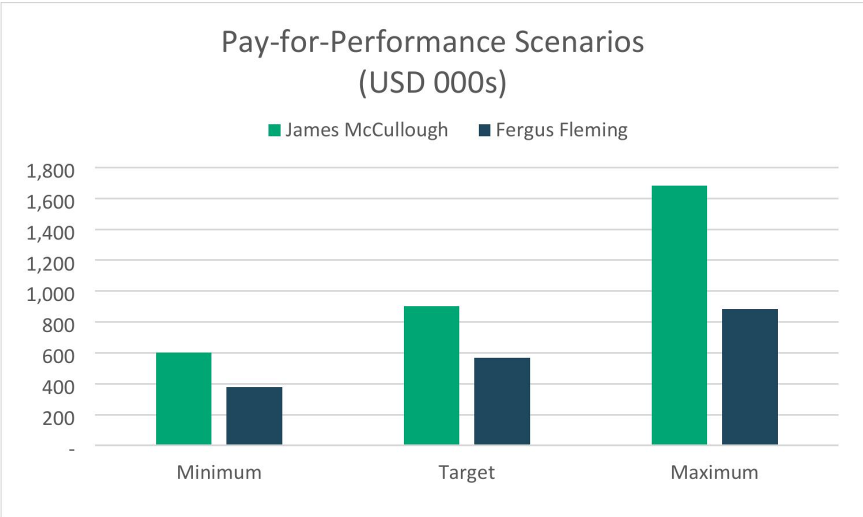
Pay-for-performance scenario analysis

The charts below have been updated to reflect the intended application of the policy for the 2023 financial year. A copy of the shareholder approved policy (including the scenario charts for the 2021 financial year) is in the Annual Report for the year ended 30 June 2021, which is available on the Company's website. The charts below provide an estimate of the potential future reward opportunities for the Executive Directors, and the potential split between different elements of remuneration under different performance scenarios:

- Minimum - fixed pay only.
- Target (performance in line with expectations) - fixed pay, plus bonus and equity payouts at threshold level (50% of maximum).
- Maximum (performance meets or exceeds maximum) - fixed pay, plus the maximum bonus payout and full vesting of any equity awards, based on grant-date face value of awards to be granted in financial year 2023.

Fixed pay comprises:

- Salaries - salary effective at 1 July 2021.
- Benefits - an estimated value of all benefits receivable in the 2023 financial year.
- Pension - 5% of salary for the CEO and CTO.



Amounts are shown in thousands (USD).

Values do not include the impact of any share price appreciation over the vesting period. The reporting regulations require the disclosure of maximum total pay including the impact of a 50% increase in share price over the vesting period for equity awards subject to multi-year performance measures which is not applicable to any of our current equity awards. The equity award amounts shown above relate to share options vesting during the year using the Company's AIM closing price at the end of the quarter in which the award vested less associated exercise price.

Statement of consideration of employees' pay and remuneration conditions elsewhere in the Group

The Company does not formally consult with employees on the matters of Executive Director remuneration. However, the Committee is made aware of employment conditions in the wider Group. The same broad principles apply to the remuneration policy for both Executive Directors and the wider employee population. However, the remuneration for Executive Directors has a stronger emphasis on performance-related pay than for other employees. Salaries, benefits and pensions are compared to appropriate market rates in the jurisdiction in which the Executive Director is employed and is set at an appropriate level with allowance for role, responsibilities and experience.

Statement of consideration of Shareholders' views

The Committee will consider any Shareholder feedback received at the Annual General Meeting and at meetings throughout the year, when reviewing the overall remuneration policy each year. The guidance from relevant shareholder representative bodies is also considered on an ongoing basis.

More specifically the Committee will consult with major Shareholders when proposing any significant changes to the policy in the future.

ANNUAL REPORT ON REMUNERATION

This section of the remuneration report provides details of how our remuneration policy was implemented during the financial year ended 30 June 2022, and how it will be implemented during the year ending 30 June 2023.

This report splits certain information into that for Executive Directors and that for Non-Executive Directors.

Directors' Remuneration – financial year ended 30 June 2022

The total remuneration of the individual Directors who served during the period is shown below. Total remuneration is the sum of emoluments for the period in service as a director plus Company pension contributions, and the value of long-term incentive awards vesting by reference to performance in the twelve months to 30 June 2022.

Directors' Remuneration – financial year ended 30 June 2022

	Year	Base Salary ($000s)[a]	Benefits ($000s)[b]	Bonus ($000s)[c]	EIP[d]	Pension ($000s)[e]	Total Remuneration ($000s)	Total Fixed Remuneration ($000s)	Total Variable Remuneration ($000s)
Executive Directors									
James McCullough	2022	601	20	-	-	27	648	648	-
	2021	586	62	742	-	15	1,405	663	742
Fergus Fleming	2022	378	16	-	-	75	469	469	-
	2021	366	17	211	2,379	24	2,997	407	2,590
Non-Executive Directors									
Erik Lium (Mount Sinai representative)[1]	2022	27	-	-	-	-	27	27	-
	2021	27	-	-	904	-	931	27	904
Christopher Mills	2022	27	-	-	-	-	27	27	-
	2021	27	-	-	-	-	27	27	-
Chirag Parikh[2]	2022	88	-	-	-	-	88	88	-
	2021	87	-	-	548	-	635	87	548
Ann Berman[3]	2022	20	-	-	-	-	20	20	-
	2021	-	-	-	-	-	-	-	-
Daniel Levangie[4]	2022	27	-	-	-	-	27	27	-
	2021	-	-	-	-	-	-	-	-
Timothy Scannell[5]	2022	7	-	-	-	-	7	7	-
	2021	-	-	-	-	-	-	-	-

Notes to the remuneration table

a. All amounts presented were earned in respect of the financial period.

b. This is the taxable value of benefits paid or payable in respect of the financial period. For Non-Executive Directors, the taxable benefits comprise travel costs (and the gross-up for associated income tax and employees' National Insurance Contributions which will be settled on behalf of the Non-Executive Directors) for attendance at Board meetings. For executive directors, benefits include health, dental, vision, life and long-term disability insurance paid for by the Company

c. The remuneration committee has concluded that executive bonuses will not be paid out for the fiscal year ended 30 June 2022.

d. The amount shown relates to the market value of the EIP and other equity awards vesting during the year using the Company's AIM closing price at the end of the quarter in which the award vested less associated exercise price.

e. The amount shown relates to Company contributions to the defined contribution scheme, plus any cash in lieu.

1. Dr. Lium sits on our board as a representative of the Icahn School of Medicine at Mount Sinai. This fee is invoiced annually by Mt. Sinai.

2. In addition to $26,621 in board fees Chirag Parikh's remuneration includes consulting services performed for Renalytix. Chirag received $500/hr for consulting services in both financial year 2021 and financial year 2022.

3. Ann Berman joined the board in August 2021 therefore he did not receive remuneration for the 2021 financial year. Ann Berman resigned from the board in September 2022.

4. Daniel Levangie joined the board in August 2021 therefore he did not receive remuneration for the 2021 financial year.

5. Timothy Scannell joined the board in February 2022 therefore he did not receive remuneration for the 2021 financial year.

ANNUAL PERFORMANCE BONUS – 2021/2022 FINANCIAL YEAR

In the 2022 financial year, all employees were eligible for an annual discretionary cash bonus, whereby performance objectives were established at the beginning of the financial year by reference to suitably challenging corporate goals.

For the 2022 financial year, the company refined the annual bonus calculation as annual bonuses for all staff (including Executive Directors and Non-Executive Directors) were calculated and achieved by reference to both corporate and individual performance.

The achievement against the scorecard of corporate goals was as follows:

Corporate goals	Weighting %	2022 Achievement %
Achieve first implementation and associated building blocks for future implementations	20%	0%
FDA Submission for KidneyIntelX	20%	50%
Announced Events with Healthcare Systems / Payer Groups	20%	50%
Payor coverage agreements	20%	25%
Pass Regulatory Audits and Certifications	10%	100%
Attract and Retain Top Talent	10%	50%
Total	100%	40%

Specific targets associated with each corporate goal are commercially sensitive and have been omitted to protect competitive information. However, full details of the targets will be disclosed when they are no longer considered commercially sensitive.

Achievement against objectives is given careful consideration by the Committee prior to finalisation of bonus outcomes. The Committee reviewed the formulaic outcome of the scorecard and concluded that 40% of corporate goals were met and the scorecard outcome, as shown above, reflected the performance of the Executive Directors in the year. As a result of corporate performance, the following bonuses were calculated for the Company's executive directors and will be presented to the Board for approval.

	Bonus scorecard Outcome ($000s)	% of salary	Maximum opportunity Cash amount ($000s)	% of salary
James McCullough	-	0%	1,080	180%
Fergus Fleming	-	0%	504	133%

During the year ended 30 June 2022, no Executive Directors or non-executive directors were awarded bonus or options under the EIP scheme. There was no change in the exercise price or date of existing options.

EXECUTIVE DIRECTORS' SHARE AWARDS

Directors' interests in shares at 30 June 2022

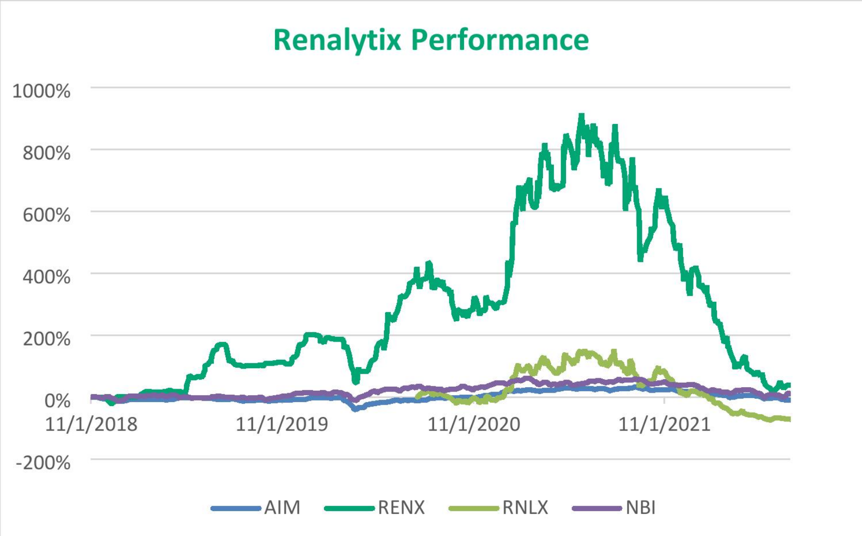
Director	Total shares owned outright plus vested options	Shares owned outright	Percentage of issued share capital	Vested but not exercised	Unvested but subject to performance	Unvested and not subjected to performance
Current Directors						
James McCullough[1]	2,746,386	2,746,386	3.7%	-	-	-
Fergus Fleming	1,107,642	569,481	1.5%	538,161	-	89,694
Mount Sinai (Board Seat)	170,418	-	0.3%	204,501	-	-
Christopher Mills[2]	9,726,125	9,726,125	13.0%	-	-	-
Chirag Parikh	107,394	-	0.1%	107,394	-	8,330
Daniel Levangie	-	-	0.0%	-	-	40,000
Timothy Scannell	68,967	68,967	0.1%	-	-	40,000

1. James McCullough shareholding includes 2,746,386 shares held through his family trust, The McCullough 2020 Irrevocable Trust (the "Trust").
2. Christopher Mills is partner and Chief Investment Officer of Harwood Capital LLP. Harwood Capital LLP is Investment Manager to North Atlantic Smaller Companies Investment Trust plc and investment adviser to Oryx International Growth Fund Limited. Christopher's shareholding is made up of 6,145,001 ordinary shares held by North Atlantic Smaller Companies Investment Trust PLC, 2,780,000 ordinary shares are held by Oryx International Growth Fund Limited and 801,124 ordinary shares are held by Harwood Capital LLP.

Performance graph and table

The following graph shows Renalytix's cumulative Total Shareholder Return ("TSR") from the Company's November 2018 IPO on AIM relative to the FTSE AIM All Share Index and the Nasdaq Biotech Index. These two indices were chosen due to Renalytix's listing on both exchanges and the sector in which it operates. For the period from 6 November 2018 to 30 June 2022 Renalytix Plc data relates to AIM TSR, and from 17 July 2020 the data relates to Nasdaq TSR (as show by the separate line).

TSR is defined as the return on investment obtained from holding a company's shares over a period. It includes dividends paid, the change in capital value of the shares and any other payment made to or by shareholders within the period.



ALIGNING PAY WITH PERFORMANCE

CEO remuneration compared with annual growth in TSR:

The total 2021/22 remuneration figure for the CEO (James McCullough) is shown in the table below, along with the value of bonuses paid in respect of the year, and EIP vesting, as a percentage of the maximum opportunity. As this is the first year reported since listing on Nasdaq and therefore the first year for which this disclosure is required, it is not possible to provide meaningful comparative data. However, full disclosure of the year on year movement will be provided in future remuneration reports.

James McCullough	2022 ($000s)	2021 ($000s)
Total remuneration	648	1,193
Actual bonus as a % of the maximum	0%	50%
Actual share award vesting as % of the maximum	-	-

Percentage change in remuneration of the Directors and employees

Set out below is the change over the prior period in base salary, benefits, pension and annual performance bonus for all the directors and the Company's employees.

	Salary % change 2020/21 vs 2021/22	Benefits % change 2020/21 vs 2021/22	Bonus % change 2020/21 vs 2021/22
James McCullough	3%	(68%)	(100%)
Fergus Fleming	3%	(8%)	(100%)
Mount Sinai	-	-	-
Christopher Mills	-	-	-
Chirag Parikh	-	-	-
Dan Levangie	-	-	-
Timothy Scannell	-	-	-
Ann Berman1	-	-	-

1. Ann Berman joined the board in August 2021 therefore he did not receive remuneration for the 2021 financial year. Ann Berman resigned from the board in September 2022.

Relative importance of spend on pay

Total revenue and administrative expenditures have been selected as comparators for the employee costs as these two financial measures are strong indicators of the activity within the Company and of its performance.

	Year ended 30 June 2022	Year ended 30 June 2021	Change ($000's)	Change (%)
Total employee remuneration ($000s)	26,527	12,416	14,111	114%
Average number of employees	93	47	46	98%
Revenue ($000s)	2,970	1,491	1,479	99%
Administrative expenditures ($000s)	58,290	33,298	24,992	75%
No dividends distributions or share buyback transactions occurred in either 2021 or 2020	-	-	-	

Statement of Implementation of Policy in 2022/23

Base salary: There was no change in James McCullough's or Fergus Fleming's base salary for the 2022/2023 financial year. The 2022/2023 target base salary increases for other employees are expected to be in line with market rates for all of eligible employees, being those that had joined the business prior to 1 July 2022.

Pension and benefits: In 2022/2023, Executive Directors are eligible for the same benefits as provided to all senior employees. The Executive Directors are each entitled to the maximum employer pension contribution of 5% of their respective base salary which is paid into a defined contribution pension scheme / paid in cash in lieu of pension contributions.

Annual performance bonus: For 2022/2023, the Executive Directors' annual cash bonus target payouts are still being determined by the Committee as the benchmarking process is ongoing and will be disclosed in next year's report. The Committee considers overall corporate performance and individual performance when determining the final bonus amount to be awarded to an Executive Director. Performance will be tested against targets set by the Committee at the start of the year and will comprise a combination of corporate goals and individual goals for James McCullough and Fergus Fleming.

Specific targets are commercially sensitive and therefore are not disclosed in advance. However, full details of the targets and performance against them will be disclosed when they are no longer considered commercially sensitive.

The Chairman and non-executive directors will continue to be paid their current level of fees.

Payments for loss of office (audited information)

There were no loss of office payments in 2021/2022.

Payments to past Directors (audited information)

The Company made payments of $20,000 to Ann Berman for her service as a director for the fiscal year ended 30 June 2022. Ann Berman resigned from the board in September 2022.

Daniel J. Levangie

Chair of the Remuneration Committee

9 November 2022

INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF RENALYTIX PLC

Opinion

We have audited the financial statements of Renalytix Plc (the ‘parent company’) and its subsidiaries (the ‘group’) for the year ended 30 June 2022 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Cash Flows, the Consolidated and Parent Company Statements of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group’s and of the parent company’s affairs as at 30 June 2022 and of the group’s loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors’ assessment of the group’s and parent company’s ability to continue to adopt the going concern basis of accounting included:

- a consideration of the inherent risks to the group’s business model and an analysis of how those risks might affect the group’s financial resources or ability to continue operations covering a period of at least 12 months from the date of approval of financial statements or the date the financial statements are authorised for issue.
- Identification of the risks that we considered most likely to affect the group’s financial resources or ability to continue operations over the going concern period, which were adverse circumstances impacting the forecast growth in revenues, timely conversion of trade receivables to cash, reduction in expenses and operating cash outflows, and access to financial resources in the form of equity and

debt facilities, if required. We considered this through a review of the application of reasonably foreseeable downside scenarios and challenging the key assumptions by management.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's or parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. At the planning stage, materiality is used to determine the financial statement areas that are included within the scope of our audit.

Materiality for the group financial statements as a whole was $743,000 (2021: $1,005,000) with performance materiality set at $445,800 (2021: $603,000), being 60% of group materiality. Materiality for the financial statements as a whole was based upon 1% of the group's gross assets.

In determining materiality, we considered gross assets a key benchmark for the group as the group holds product trademarks and licences and product development costs are capitalised in the group. We consider gross assets to be a key metric used by shareholders owing to the historic investment in the product technology held by the group, and the early stages of commercialisation. We have also set a separate, lower materiality, for revenue to reflect the early stages of revenue generation which would not be captured sufficiently using group materiality. We have determined materiality for revenue as $59,000 (2021: $32,000) and performance materiality as $35,400 (2021: $19,200), calculated at 2% of total revenue.

The percentages applied to these benchmarks have been selected to bring into scope all significant classes of transactions, account balances and disclosures relevant for the shareholders, and also to ensure that matters that would have a significant impact on the reported result were appropriately considered.

In determining performance materiality, significant judgements made were in respect our experience with auditing the financial statements of the group in previous years, based on the number and quantum of identified misstatements in prior period audits.

We agreed with the audit committee that we would report all individual audit differences identified for the group during the course of our audit in excess of $37,150 (2021: $50,250) together with any other audit misstatements below that threshold that we believe warrant reporting on qualitative grounds.

Materiality applied to the company's financial statements was $328,000 (2021: $470,000) with performance materiality set at $197,000 (2021: $282,000), being 60% of the company materiality.

The benchmark for materiality of the parent company was 1% of the company's gross assets. The significant judgements used by us in determining this were that total assets are the primary measure used by the shareholders in assessing the performance of the company. The percentage applied to this benchmark has been selected to bring into scope all significant classes of transactions, account balances and disclosures relevant for the shareholders, and also to ensure that matters that would have a significant impact on the reported profit were appropriately considered.

In determining performance materiality, significant judgements made were in respect of our experience with auditing the financial statements of the company in previous years.

We agreed with the audit committee that we would report all individual audit differences identified for the company during the course of our audit in excess of $16,000 (2021: $23,500) together with any other audit misstatements below that threshold that we believe warrant reporting on qualitative grounds.

Our approach to the audit

In designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimates and judgement by the Directors such as the recoverability of intangible fixed assets and eligibility of capitalised development costs, as outlined in the Key Audit Matter section below, and considered events that are inherently uncertain.

We also addressed the risk of management override of controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud. All significant and/or material subsidiary undertakings were audited directly by PKF Littlejohn LLP.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
Recoverability of intangible fixed assets and eligibility of capitalised development costs	
Intangible assets comprise the following categories: • Trademarks, trade names and licenses • Trade secrets • Product development costs Intangible assets that are subject to amortisation are assessed for indicators of impairment. Estimated recoverable amounts using value in use calculations are subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows. Judgement is also required when estimating useful economic lives. The eligibility for capitalisation of expenditure is assessed in accordance with the criteria in IAS 38 Intangible Assets. There is a risk that these assets have been capitalised incorrectly and are not recoverable. Given the judgements and estimates involved these were a key focus for our audit.	Our work on this matter included: • Confirming the group held legal title to the trademarks, trade names and licenses. • Assessing whether any indicators of impairment (including regulatory issues, progress on obtaining milestones towards commercialisation, development of competing technology and products entering the market) existed which required an impairment charge to be recognised in profit or loss. • Performing substantive testing of additions in all intangible asset categories including agreeing to supporting documentation. We also reperformed the amortisation calculations. • Our testing on the forecasts and value in use calculations included: o Evaluation and challenge of the key assumptions used by management; o The performance of a sensitivity analysis on the headroom to reasonably possible changes in key assumptions. • We tested and verified the eligibility for capitalisation of development costs in accordance with the criteria under IAS 38, in particular technical feasibility, the ability to commercialise the asset and the availability of

	technical and financial resources to complete development.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the group and parent company financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group and parent company financial statements, the directors are responsible for assessing the group and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor’s responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, and experience of the AI diagnostics sector.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from:
    - Companies Act 2006
    - AIM listing rules
    - General Data Protection Regulation
    - Quoted Companies Alliance compliance
    - Food and Drug Administration Agency
    - Local laws and regulations in UK and the USA where the group operates; and
    - Local tax and employment law where each member of the group operates
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
    - Enquires of management
    - Review of Board minutes
    - Review of legal expenses
    - Review of RNS announcements
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the potential for management bias was identified in relation to the impairment of intangible fixed assets and as noted above, we addressed this by challenging the assumptions and judgements made by management when auditing that significant accounting estimate.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals;

reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

- All significant components of the group were audited by PKF Littlejohn LLP. Our work in relation to the points noted above considers all aspects of the group.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: *www.frc.org.uk/auditorsresponsibilities*. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Thompson (Senior Statutory Auditor) 15 Westferry Circus
For and on behalf of PKF Littlejohn LLP Canary Wharf
Statutory Auditor London E14 4HD

Date: 9 November 2022

Consolidated Income Statement

FOR THE YEAR ENDED 30 JUNE 2022

	Note	Year to 30 June 2022	Year to 30 June 2021
		$'000	**$'000**
Continuing operations			
Revenue	8	2,970	1,491
Cost of Sales		(2,052)	(804)
Gross Profit		**918**	**687**
Administrative expenses	9	(58,290)	(33,298)
Operating loss		**(57,372)**	**(32,611)**
Share of Net loss in Associate accounted for using the equity method		9	(199)
Impairment of Investment of associate	34	-	(1,913)
Gain (loss) on financial assets at fair value through profit or loss	23	(5,900)	6,483
Gain on distribution of assets classified as held for sale		-	402
Fair value adjustment of convertible debt	30	3,998	-
Finance (costs) income - net	14	9,637	(7,950)
Loss before tax		**(49,628)**	**(35,788)**
Taxation	15	(7,104)	4,778
Loss for the period		**(56,732)**	**(31,010)**
Earnings per Ordinary share from continuing operations			
Basic	16	$ (0.78)	$ (0.43)
Diluted	16	$ (0.82)	$ (0.43)

Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 30 JUNE 2022

	Year to 30 June 2022	Year to 30 June 2021
	$'000	**$'000**
Loss for the period – continuing operations	(56,732)	(31,010)
Other comprehensive income:		
Items that may be subsequently reclassified to profit or loss		
Changes in the fair value of the convertible notes	536	-
Currency translation differences	(11,742)	11,616
Other comprehensive (loss)/income for the period	**(11,206)**	**11,616**
Total comprehensive loss for the period	**(67,938)**	**(19,394)**

Items stated above are disclosed net of tax. The income tax relating to each component of other comprehensive income is disclosed in note 15.

Consolidated and Company's Statements of Financial Position

AS AT 30 JUNE 2022

	Notes	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
		$'000	**$'000**	**$'000**	**$'000**
Assets					
Non-current assets					
Property, plant and equipment	17	1,368	1,081	-	-
Right of use asset	18	355	297	-	-
Intangible assets	19	14,020	18,021	13,605	17,524
Investment in subsidiaries	20	-	-	89,112	4,588
Investments accounted for using the equity method	34	9	-	-	-
Note receivable	24	75	75	-	-
Deferred tax assets	15	-	7,097	-	-
Total non-current assets		**15,827**	**26,571**	**102,717**	**22,112**
Current Assets					
Inventory	22	1,160	353	-	-
Security deposits	23	141	86	-	-
Financial asset at fair value through profit or loss	23	2,744	9,295	2,744	9,295
Trade and other receivables	24	901	594	234	84,686
Prepaid and other current assets	25	1,152	520	299	271
Cash and cash equivalents	26	41,333	65,159	28,313	15,063
Total current assets		**47,431**	**76,007**	**31,590**	**109,315**
Total assets		**63,258**	**102,578**	**134,307**	**131,427**
Equity attributable to owners of the parent					
Share capital	27	241	233	241	233
Share premium	27	85,444	76,457	85,444	76,457
Share-based payment reserve	28	11,954	4,940	11,840	4,940
Accumulated other comprehensive income		(1,509)	9,701	(5,119)	9,687
Retained earnings/(deficit)		(52,961)	3,771	23,763	38,917
Total equity		**43,169**	**95,102**	**116,169**	**130,234**

	Notes	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
		$'000	$'000	$'000	$'000
Liabilities					
Current liabilities					
Trade and other payables	29	7,281	6,652	5,796	1,193
Deferred Revenue	8	46	122	-	-
Current lease liabilities	18	163	86	-	-
Borrowings		-	53	-	-
Note payable current	30	4,660	-	4,660	-
Current due to affiliated company	31	55	350	-	-
Total current liabilities		**12,205**	**7,263**	**10,456**	**1,193**
Non-current liabilities					
Note payable non-current	30	7,682	-	7,682	-
Non-current lease liabilities	18	202	213	-	-
Total non-current liabilities		**7,884**	**213**	**7,682**	**-**
Total liabilities		**20,089**	**7,476**	**18,138**	**1,193**
Total equity and liabilities		**63,258**	**102,578**	**134,307**	**131,427**

The notes on pages 63 to 84 are an integral part of these financial statements.

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the Parent Company income statement. The loss for the Parent Company for the year was ($15,154,820). (Year ended 30 June 2021: loss of $7,718,000).

The financial statements were approved and authorized for issue by the Board on 9 November 2022 and signed on its behalf by:

Christopher Mills

Chairman

James R. McCullough

Chief Executive Officer

Company number: 11257655

Consolidated and Company's Statements of Cash Flows

FOR THE YEAR ENDED 30 JUNE 2022

	Note	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
		$'000	**$'000**	**$'000**	**$'000**
Cash flow from operating activities					
Loss before income tax		(49,628)	(35,788)	(15,154)	(7,718)
Adjustments for					
Depreciation		304	138	-	-
Amortization and impairment charges		2,309	1,958	2,100	1,806
Share-based payments		7,010	2,180	63	75
Share of net (profit)/loss of associate		(9)	2,112	-	-
Reversal of Kantaro Liability		(295)	(495)	-	-
Gain on Sale of assets		-	(449)	-	-
Forgiveness of PPP Loan		-	(255)	-	-
Unrealized loss (Gain) on financial asset at fair value through profit or loss		5,900	(6,483)	5,900	(6,483)
Fair value adjustment of convertible debt		(3,998)	-	(3,998)	-
Foreign Exchange Loss (Gain)		(7,354)	8,832	-	2,939
Impairment of Investment in Subsidiary		-	-	-	517
Changes in working capital					
Trade and other receivables		(307)	(576)	-	(60,624)
Prepaid assets and other current assets		(698)	1,981	253	2,137
Inventory		(807)	(27)	-	-
Security Deposits		-	(15)	-	-
Trade and other payables		1,904	3,753	1,417	943
Deferred Revenue		(76)	122	-	-
Payable to affiliated company		-	(1,623)	-	-
Cash used in operations		**(45,745)**	**(24,635)**	**(9,419)**	**(66,408)**
Interest received		-	3	-	2
Net cash used in operating activities		**(45,745)**	**(24,632)**	**(9,419)**	**(66,406)**
Cash flow from investing activities					
Purchase of property, plant and equipment (PPE)		(591)	(783)	-	-
Lease Payments		-	(93)	-	-
Purchase of intangibles		(103)	(847)	(103)	(358)
Proceeds (purchase) of financial assets		-	982	-	-

	Note	Group Year to 30 June 2022	Group Year to 30 June 2021	Company Year to 30 June 2022	Company Year to 30 June 2021
		$'000	$'000	$'000	$'000
Net cash generated by/(used in) investing activities		**(694)**	**(741)**	**(103)**	**(358)**
Cash flow from financing activities					
Proceeds from convertible notes		18,020	-	18,020	-
Payment of debt issuance costs		(1,382)	-	(1,382)	-
Payments of issuance costs for the Securities Purchase Agreement		(218)	-	(218)	-
Issue of shares (net of issue costs)		8,804	76,876	8,804	79,023
Proceeds from the issuance of ordinary shares under employee share purchase plan		211	111	211	111
Proceeds from exercise of stock options		198	252	198	252
Lease payments		(118)	-	-	-
Net cash generated from financing activities		**25,515**	**77,239**	**25,633**	**79,386**
Net increase/(decrease) in cash and cash equivalents		**(20,924)**	**51,866**	**16,111**	**12,622**
Cash and cash equivalents at beginning of period		65,159	13,293	15,063	2,441
Effect of exchange rate changes on cash		(2,902)	-	(2,861)	-
Cash and cash equivalents at end of period	22	**41,333**	**65,159**	**28,313**	**15,063**

Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2022

	Share Capital	Share Premium	Share-based payment reserve	Accumulated other comprehensive income	Retained earnings	Total equity
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
At 30 June and 1 July 2020	192	-	2,833	(1,915)	34,856	35,966
Comprehensive income						
Loss for the period	-	-	-	-	(31,010)	(31,010)
Other comprehensive income						
Currency translation differences	-	-	-	11,616	-	11,616
Total comprehensive income	**-**	**-**	**-**	**11,616**	**(31,010)**	**(19,394)**
Transactions with owners						
Issuance of Ordinary Shares in US	40	85,101	-	-	-	85,141
Less issue costs	-	(9,007)	-	-	-	(9,007)
Share-based payments	-	-	2,107	-	-	2,107
Shares issued under the ESPP	-	111	-	-	-	111
Exercise of Stock Options	1	252	-	-	-	253
Verici Ordinary Share Repurchase	-	-	-	-	(75)	(75)
Total transactions with owners of the parent, recognized directly in equity	**41**	**76,457**	**2,107**	**-**	**(75)**	**78,530**
At 30 June and 1 July 2021	**233**	**76,457**	**4,940**	**9,701**	**3,771**	**95,102**
Comprehensive income						
Loss for the period	-	-	-	-	(56,732)	(56,732)
Other comprehensive income						
Changes in fair value of convertible notes	-	-	-	536	-	536
Currency translation differences	-	-	4	(11,746)	-	(11,742)
Total comprehensive income	**-**	**-**	**4**	**(11,210)**	**(56,732)**	**(67,938)**

	Share Capital	Share Premium	Share-based payment reserve	Accumulated other comprehensive income	Retained earnings	Total equity
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Transactions with owners						
Issuance of Ordinary Shares in US	8	8,796	-	-	-	8,804
Less issue costs	-	(218)	-	-	-	(218)
Share-based payments	-	-	7,010	-	-	7,010
Shares issued under the ESPP	-	211	-	-	-	211
Exercise of Stock Options	-	198	-	-	-	198
Total transactions with owners of the parent, recognized directly in equity	**8**	**8,987**	**7,010**	**-**	**-**	**16,005**
At 30 June 2022	**241**	**85,444**	**11,954**	**(1,509)**	**(52,961)**	**43,169**

Company's Statement of Changes in Equity

FOR THE YEAR ENDED 30 JUNE 2022

	Share Capital	Share Premium	Share-based payment reserve	Accumulated other comprehensive income	Retained earnings	Total equity
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
At 30 June and 1 July 2020	192	-	2,833	(1,970)	46,710	47,765
Comprehensive income						
Loss for the period	-	-	-	-	(7,718)	(7,718)
Other comprehensive income						
Currency translation differences	-	-	-	11,657	-	11,657
Total comprehensive income	**-**	**-**	**-**	**11,657**	**(7,718)**	**3,939**
Transactions with owners						
Issuance of Ordinary Shares in US IPO	40	85,101	-	-	-	85,141
Less issue costs	-	(9,007)	-	-	-	(9,007)
Share-based payments	-	-	2,107	-	-	2,107
Shares issued under the ESPP	-	111	-	-	-	111
Exercise of Stock Options	1	252	-	-	-	253
Verici Ordinary Share Repurchase	-	-	-	-	(75)	(75)
Total transactions with owners of the parent, recognized directly in equity	**41**	**76,457**	**2,107**	**-**	**(75)**	**78,530**
At 30 June 2021	**233**	**76,457**	**4,940**	**9,687**	**38,917**	**130,234**
Comprehensive income						
Loss for the period	-	-	-	-	(15,154)	(15,154)
Other comprehensive income						
Changes in the fair value of the convertible notes	-	-	-	536	-	536
Currency translation differences	-	-	-	(15,342)	-	(14,806)
Total comprehensive income	**-**	**-**	**-**	**(14,806)**	**(15,154)**	**(29,960)**

	Share Capital	Share Premium	Share-based payment reserve	Accumulated other comprehensive income	Retained earnings	Total equity
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Transactions with owners						
Issuance of Ordinary Shares in US	8	8,796	-	-	-	8,804
Less issue costs	-	(218)	-	-	-	(218)
Share-based payments	-	-	6,900	-	-	6,900
Shares issued under the ESPP	-	211	-	-	-	211
Exercise of Stock Options	-	198	-	-	-	198
Total transactions with owners of the parent, recognized directly in equity	**8**	**8,987**	**6,900**	**-**	**-**	**15,895**
At 30 June 2022	**241**	**85,444**	**11,840**	**(5,119)**	**23,763**	**116,169**

Notes to the Financial Statements

1. GENERAL INFORMATION AND BASIS OF PRESENTATION

Renalytix Plc (the “Company”) is a company incorporated in the United Kingdom. The Company is a public limited company, which is listed on the AIM market of the London Stock Exchange and Nasdaq global market. The address of the registered office is Finsgate, 5-7 Cranwood Street, London, United Kingdom, EC1V 9EE. The Company was incorporated on 15 March 2018 and its registered number is 11257655.

The principal activity of the Company and its subsidiaries (together “the Group”) is as a developer of artificial intelligence- enabled diagnostics for kidney disease.

The financial statements are presented in United States Dollars (“USD”) because that is the currency of the primary economic environment in which the Group operates.

2. BASIS OF PRESENTATION

The Group and Company’s financial statements have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

New Standards, amendments, and interpretations not adopted by the group

The group did not adopt any new standards, amendments or interpretations in year as they did not have a material impact on the financial statements.

New standards, amendments, and interpretations issued but not effective for the period ended 30 June 2022, and not early adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2022 and have not been applied in preparing these financial statements. None of these is expected to have a significant effect on the financial statements of the Group or Parent Company.

- Amendments to IFRS 3: Business Combination
- Amendments to IAS 16: Property, Plant and Equipment
- Amendments to IAS 37: Provisions, Contingent Liabilities and Contingent Assets
- Amendments to IAS 1: Presentation of Financial Statements, Disclosure of Accounting Policies
- Amendments to IAS 8: Definition of Accounting Estimates

3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below.

Going concern

The Group and Company meet their day-to-day working capital requirements through the use of cash reserves.

The Directors have considered the applicability of the going concern basis in the preparation of these financial statements. This included the review of internal budgets and financial results which show, taking into account reasonably probable changes in financial performance, that the Group and Company should be able to operate within the level of its current funding arrangements.

We have not yet seen any material disruption to our business as a result of the COVID-19 pandemic and current trading suggests that our base case forecasts are still applicable.

The Directors believe that the Group and the Company have adequate resources to continue in operation for the foreseeable future. For this reason, they have adopted the going concern basis in the preparation of the financial statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiary undertakings. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration agreement. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Inter-company transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Associates are entities over which the Group has significant influence but not control over the financial and operating policies. Investments in associates are accounted for using the equity method of accounting and are initially recognized at cost. The Group's share of its associates' post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in reserves is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

Foreign currency translation

- ***Functional and presentational currency***

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in United States Dollars, which is the Group's presentational currency. The functional currency of the Parent Company is GB Pounds.

- ***Transactions and balances***

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement within 'administrative expenses'.

- ***Group companies***

The results and financial position of all the Group entities that have a functional currency different from the presentational currency are translated into the presentational currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates; and
- all resulting exchange differences are recognized in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale.

Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision- maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors who make strategic decisions. At present the Directors consider the business to operate in a single segment.

Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and any provision for impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the asset and bringing the asset to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only where it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be

measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation on assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Fixtures and fittings 20%

The assets' residual values and useful economic lives are reviewed regularly, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying value is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on the disposal of assets are determined by comparing the proceeds with the carrying amount and are recognized in administration expenses in the income statement.

Intangible assets

(a) Trademarks, trade names and licenses

Separately acquired trademarks and licenses are shown at historical cost. Trademarks and licenses acquired in a business combination are recognized at fair value at the acquisition date. Trademarks and licenses have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method to allocate the cost of trademarks and licenses over the contractual license period of 10 to 15 years and is charged to administrative expenses in the income statement.

(b) Development costs and trade secrets

Development costs have a finite useful life and are carried at cost less accumulated amortization.

Expenditure incurred on the development of new or substantially improved products or processes is capitalized, provided that the related project satisfies the criteria for capitalisation, including the project's technical feasibility and likely commercial benefit. All other research and development costs are expensed to profit or loss as incurred.

Development costs are amortized over the estimated useful life of the products with which they are associated. Amortization commences when a new product is in commercial production. The amortization is charged to administrative expenses in the income statement. The estimated remaining useful lives of development costs are reviewed at least on an annual basis.

The carrying value of capitalized development costs is reviewed for potential impairment at least annually and if a product becomes unviable and an impairment is identified the deferred development costs are immediately charged to the income statement. Amortization has not yet commenced.

Trade secrets, including technical know-how, operating procedures, methods and processes, are recognized at fair value at the acquisition date. Trade secrets have a finite useful life and are carried at cost less accumulated amortization. Amortization has not yet commenced.

Impairment of non-financial assets

Assets that have an indefinite life or where amortization has not yet commenced are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Impairment losses recognized for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in the prior period. A reversal of an impairment loss is recognized in the income statement immediately. If goodwill is impaired however, no reversal of the impairment is recognized in the financial statements.

Financial assets

Classification

The Company classifies its financial assets in the following categories: loans and receivables at amortized cost and financial assets at fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired and management determines the classification of its financial assets at initial recognition.

(a) Loans and receivables

Financial assets are classified as at amortized cost only if both of the following criteria are met: the asset is held within a business model whose objective is to collect contractual cash flows, and the contractual terms give rise to cash flows that are solely payments of principal and interest. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Company's loans and receivables comprise 'trade and other receivables' and cash and cash equivalents in the balance sheet.

(b) Financial assets at fair value through profit or loss

The Group classifies the following financial assets at fair value through profit or loss ("FVPL"):

- equity investments that are held for trading, and
- equity investments for which the entity has not elected to recognize fair value gains and losses through Other Comprehensive Income.

(c) Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income comprise equity securities that are not held for trading and which the Group has irrevocably elected at initial recognition to recognize in this category. The Group considers this category to be more relevant for assets of this type.

(d) Financial liabilities at fair value through profit or loss

The Group classifies the following financial assets at fair value through profit or loss ("FVPL"):

- Convertible debt recorded at fair value through profit or loss.

Cash and cash equivalents

Cash and short-term deposits in the balance sheet comprise cash at bank and in hand and short- term deposits with an original maturity of three months or less.

For the purposes of the cash flow statements, cash and cash equivalents consist of cash and short-term deposits as defined above.

Share capital and premium

Ordinary Shares are classified as equity. Proceeds in excess of the nominal value of shares issued are allocated to the share premium account and are also classified as equity. Incremental costs directly attributable to the issue of new Ordinary Shares or options are deducted from the share premium account.

Other reserves - equity

The share-based payment reserve is used to recognize the fair value of equity settled share-based payment transactions.

Foreign currency reserve is used to record the exchange differences on translation of entities in the Group which have a functional currency different to the presentation currency.

Retained earnings includes all current and prior period results as disclosed in the income statement.

Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Current and deferred income tax

Income tax comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognized in other comprehensive income where the associated tax is also recognized in other comprehensive income.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiary operate and generate taxable income. Management evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognized, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized in respect of all temporary differences except where the deferred tax liability arises from the initial recognition of goodwill in business combinations.

Deferred tax assets are recognized for all deductible temporary differences, carry-forward of unused tax assets and tax losses, to the extent that they are regarded as recoverable. They are regarded as recoverable where, on the basis of available evidence, there will be sufficient taxable profits against which the future reversal of the underlying temporary differences can be deducted.

The carrying value of the amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all, or part, of the tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates (and tax laws) that have been substantively enacted at the balance sheet date.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Leases

Leases are recognized as a right-of-use asset and a corresponding lease liability at the date on which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit within the lease. If that rate cannot be readily determined, the Group’s incremental borrowing rate is used, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security, and conditions.

Where the Group is exposed to potential future increases in variable lease payments based on an index or rate, amounts are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on straight line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Revenue Recognition

The Group recognizes revenue when a customer obtains control of contracted goods or services. The Group records the amount of revenue that reflects the consideration that it expects to receive in exchange for those goods or services. The Group applies the following five-step model in order to determine this amount: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations; and (v) recognition of revenue when (or as) the Group satisfies each performance obligation.

The Group only applies the five-step model to contracts when it is probable that it will collect the consideration to which it is entitled in exchange for the goods or services that it transfers to the customer. The Group reviews the contract to determine which performance obligations it must deliver and which of these performance obligations are distinct. Certain contracts have options for the customer to acquire additional services. The Group evaluates these options to determine if a material right exists. If, after that evaluation, it determines a material right does exist, it assigns value to the material right based upon the renewal option approach. The Group recognizes as revenue the amount of the transaction price that is allocated to each performance obligation when that performance obligation is satisfied or as it is satisfied. The Group uses present right to payment and customer acceptance as indicators to determine the transfer of control to the customer occurs at a point in time. Sales tax and other similar taxes are excluded from revenues.

Cost of revenue

Cost of revenue consists of costs directly attributable to the services rendered, including labor costs directly related to revenue generating activities.

Employee benefits

(a) Pension obligations

The Group makes contributions to defined contribution pension plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity with the pension cost charged to the income statement as incurred. The Group has no further obligations once the contributions have been paid.

(b) Share-based compensation

The Group operates an equity-settled, share-based compensation plan, under which the Group receives services from employees and others as consideration for equity instruments of the Group. Equity-settled share-based payments are measured at fair value at the date of grant and are expensed over the vesting period based on the number of instruments that are expected to vest. For plans where vesting conditions are based on share price targets, the fair value at the date of grant reflects these conditions. Where applicable the Group recognizes the impact of revisions to original estimates in the income statement, with a corresponding adjustment to equity for equity-settled schemes. Fair values are measured using appropriate valuation models, taking into account the terms and conditions of the awards.

When the share-based payment awards are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

National insurance on share options

To the extent that the share price at the balance sheet date is greater than the exercise price on options granted to UK citizens under unapproved share-based payment compensation schemes, provision for any National Insurance Contributions has been based on the prevailing rate of National Insurance. The provision is accrued over the performance period attaching to the award.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Exceptional items

These are items of an unusual or non-recurring nature incurred by the Group and include transactional costs and one-off items relating to business combinations, such as acquisition expenses.

Assets Classified as Held for Sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying value and fair value less costs to sell. An impairment loss is recognized for any subsequent write-down of the asset to fair value less costs to sell.

4. FINANCIAL RISK MANAGEMENT

Financial Risk Factors

The Company's activities expose it to a variety of financial risks. The Company's Board monitors and manages the financial risks relating to the operations of the Company.

(a) Market Risk

Foreign Exchange Risk

The Company operates internationally and is exposed to foreign exchange risk primarily with respect to the US Dollar and the Pounds Sterling. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities.

(b) Credit Risk

Credit risk relates mainly to cash at bank. The Company only deposits cash with major banks with high quality credit standing and limits exposure to any one counterparty.

(c) Liquidity Risk

The Company's continued future operations depend on its ability to raise sufficient working capital through the issue of share capital and generate revenue.

5. CAPITAL RISK MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders. The Company's capital structure primarily consists of equity attributable to the owners, comprising issued capital, reserves and retained losses.

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions regarding the future. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual results may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year relate to:

- Capitalisation and recoverability of intangible assets (note 19);
- Share based payments (note 28).
- Convertible debt recorded at fair value through profit or loss (note 30).

7. SEGMENTAL REPORTING

The Group operates as a single segment.

8. REVENUE

Testing services revenue

Testing services revenue is generated from the KidneyIntelX platform, which provides analytical services to customers. Each individual test is a performance obligation that is satisfied at a point in time upon completion of the testing process (when results are reported) which is when control passes to the customer and revenue is recognized. During the year ended June 30, 2022, the Company recognized $2.7 million of testing services revenue. Sales tax and other similar taxes are excluded from revenues. There was $0.4 million of testing services revenue recognized in the 2021 accounting period.

Pharmaceutical services revenue

Pharmaceutical services revenue is generated from the provision of analytical services to customers. Contracts with customers generally include an initial upfront payment and additional payments upon achieving performance milestones. The Company uses present right to payment and customer acceptance as indicators to determine the transfer of control to the customer which may occur at a point in time or over time depending on the individual contract terms. Sales tax and other similar taxes are excluded from revenues. During the year ended June 30, 2022, the Company recognized $0.2 million of pharmaceutical services revenue. There was $1.1 million of pharmaceutical services revenue recognized in the 2021 accounting period

Deferred revenue

Deferred revenue represents the allocated transaction price to the material right which will be recognized as revenue when the renewal options are exercised which is expected to occur over the next 24 months.

The following table summarizes the changes in deferred revenue:

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Balance, beginning of period	122	-
Deferral of revenue	150	250
Revenue recognized	(227)	(128)
Balance, end of period	**45**	**122**

9. EXPENSES – ANALYSIS BY NATURE

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Employee benefit expense	26,527	12,416
Contract labor	6,245	3,393
Depreciation and amortization	2,254	2,053
Professional fees	12,951	8,374
Laboratory supplies	851	326
Other expenses	9,462	6,736
Total administrative expenses	58,290	33,298

10. AUDITOR’S REMUNERATION

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Fees payable to the Company’s auditor for the audit of the parent Company and consolidated financial statements	71	53

Total	**71**	**53**

11. DIRECTORS' REMUNERATION

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Aggregate emoluments	1,189	1,832
Share based payments	292	206
Contribution to defined contribution pension scheme	102	39
Total	**1,583**	**2,077**

Retirement benefits are accruing to two current executive directors under a defined contribution scheme. See further disclosures within the Remuneration Report on pages 32. The highest paid director received aggregate emoluments, excluding the effect of the share based payments charge, totaling $648,000 (2021: $1,405,000).

12. EMPLOYEE BENEFIT EXPENSE

	Group Year ended 30 June 2022	Group Year ended 30 June 2021	Company Year ended 30 June 2022	Company Year ended 30 June 2021
	$'000	**$'000**	**$'000**	**$'000**
Wages, salaries and Bonus	15,006	8,902	345	168
Social security costs and Benefits	4,511	1,334	286	9
Share based payment expenses	7,010	2,180	61	74
Total	**26,527**	**12,416**	**692**	**251**

13. MONTHLY AVERAGE NUMBER OF PEOPLE EMPLOYED

The monthly average number of people (including Executive Directors) employed was:

	Group Year ended 30 June 2022	Group Year ended 30 June 2021	Company Year ended 30 June 2022	Company Year ended 30 June 2021
Administration	68	27	6	6
Research and development	25	20	-	6
Total	**93**	**47**	**6**	**12**

The total number of employees (FTEs) in the Group at 30 June 2022 was 110 (2021: 53), and in the Company was 8 (2021: 2).

14. FINANCE INCOME AND COSTS

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Finance costs:		
Interest expense	(2)	(3)
Royalty Expense	(169)	
Finance income:		
Interest income	12	236
Gain on debt forgiveness	-	255
Reduction in contractual liability	-	495
Gain/(Loss) on Foreign Exchange	9,677	(8,933)
Other Income	119	-
Net finance income/(loss)	**9,637**	**(7,950)**

15. INCOME TAX

	Year ended 30 June 2022	Year ended 30 June 2021
Group	**$'000**	**$'000**
Deferred tax	(7,104)	4,778
Total deferred tax	(7,104)	4,778
Income tax (charge)/credit	(7,104)	4,778

No deferred asset is calculated on losses in FY22 as the probability of future utilization is considered too remote.

Factors affecting the future tax charge

The standard rate of corporation tax in the UK is 19%.

Changes to UK Corporation tax rates were enacted as part of The Finance (No.2) Act 2021 which received Royal Assent on 10 June 2021. The main rate will remain at 19% before increasing to 25% from 1 April 2023.

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Loss before Tax	49,628	35,788
Tax Calculated at domestic tax rates applicable to the UK Standard of tax at 19%	9,429	6,800
Tax effects of:		
Expenses not deductible for tax purposes	4,490	(487)
Losses on which no deferred tax asset is recognized	(578)	(1,535)
Tax Credit for the Year	13,341	4,778
Current year Valuation Allowance	(13,341)	4,778
Prior year Deferred Tax	7,097	2,319
Reversal of tax asset at 30 June	(7,097)	7,097
Tax Expense	(7)	-
Total Income Tax (Expense)/Credit	(7,104)	4,778

Deferred tax assets are recognized based on subsidiary net losses based on the US corporate tax rate of 21%. Net losses can be carried forward indefinitely to offset future taxable profits however management has concluded that the realization of deferred tax assets to be less than probable and recorded an impaired the deferred tax asset in current year. No deferred asset is calculated on losses in the UK totaling $15,155,000 where the probability of future utilization is considered too remote.

16. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the period.

	Year ended 30 June 2022	Year ended 30 June 2021
	$'000	**$'000**
Loss attributable to owners of the parent	(56,648)	(31,010)
Weighted average number of ordinary shares in issue	72,861,251	71,484,934
Basic and diluted loss per share	$ (0.78)	$ (0.43)

The Company has two categories of dilutive potential ordinary share, being share options and convertible debt. The potential shares were not dilutive the period and prior period as the Group made a loss. For the fiscal year ended June 30, 2022, the diluted net loss per share calculation included the dilutive effect of convertible debt as well as the impact of the $3.9 million fair value gain related to the convertible debt, which further increase net loss used in the diluted loss per share calculation. For the year ended June 30, 2022, the basic and diluted loss per share calculation excluded shares related to stock options, as the exercise price of these options was greater than their market value. For the fiscal years ended June 30, 2021 the basic and diluted loss per share excluded shares related to stock options as the inclusion of the stock options had an antidilutive effect.

The following is a reconciliation of basic net loss per share to diluted net loss per share for the fiscal years ended June 30, 2022 and 2021.

	Year ended 30 June 2022	Year ended 30 June 2021
Basic earnings per share	$ (0.78)	$ (0.43)
Average shares outstanding – basic	72,861,251	71,484,934
Convertible debt shares	976,048	-
Adjusted average shares outstanding – diluted	73,837,496	71,484,934

Diluted earnings per share	$ (0.82)	$ (0.43)

The Company was incorporated on 15 March 2018 with 50,000 ordinary shares of £1.00 each, and as a result of subdivisions (100:1 on 4 May 2018 and then 4:1 on 24 October 2018), the resulting founding shares became 20,000,000 at £0.0025 each.

17. PROPERTY, PLANT AND EQUIPMENT

Group	Fixtures and fittings
	$'000
Cost	
At 1 July 2020	650
Additions	782
Reclass to computer software	(146)
Foreign translation	
At 30 June 2021	**1,286**
Depreciation	
At 1 July 2020	70
Charge for the period	138
Foreign translation	(3)
At 30 June 2021	**205**
Net book value at 30 June 2021	**1,081**
Cost	
At 1 July 2021	1,286
Additions	591
Foreign translation	-
At 30 June 2022	**1,877**
Depreciation	
At 1 July 2021	205
Charge for the period	304
At 30 June 2022	**509**
Net book value at 30 June 2022	**1,368**

The depreciation charge of $304k related to Property, Plant and Equipment has been charged to administration expenses ($272k) and cost of goods sold ($32k).

18. LEASES

(i) Amounts recognized in the statement of financial position

The balance sheet shows the following amounts relating to leases:

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	$'000	$'000	$'000
Right-of-use assets				
Properties	355	297	-	-
Total right-of-use assets	**355**	**297**	**-**	**-**
Lease liabilities				
Current	163	86	-	-
Non-current	202	213	-	-
Total lease liabilities	**365**	**299**	**-**	**-**

Right-of-use assets have been measured at the amount equal to the lease liability.

Lease liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate.

(ii) Amounts recognized in the Statement of Comprehensive income

The statement of profit or loss shows the following amounts relating to leases:

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	$'000	$'000	$'000
Depreciation charge - right-of-use assets				
Properties	126	155	-	-
Total right-of-use	**126**	**155**	**-**	**-**
Interest expense (included in finance cost)	2	3	-	-

The total cash outflow for leases in the year to 30 June 2022 was $119k (2021: $155k) for the Group and $Nil (2021: $nil) for the Company.

(iii) The group's leasing activities and how these are accounted for

The group leases various offices. Rental contracts for offices are made for fixed periods of between 1 and 5 years, but may have extension options as described below.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental cash rate is used, being the rate that the individual lessee would forego to release the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

19. INTANGIBLE FIXED ASSETS

	Trademarks, Trade Names & Licenses	Trade Secrets	Development Costs	Total
	$'000	$'000	$'000	$'000
Cost				
At 1 July 2020	9,466	6,402	3,223	19,091
Additions	-	-	847	847
Foreign translation	1,087	734	359	2,180
At 30 June 2021	**10,553**	**7,136**	**4,429**	**22,118**
Amortization				
At July 2020	1,973	-	-	1,973
Charge for the period	1,030	529	305	1,864
Foreign translation	251	6	3	260
At 30 June 2021	**3,254**	**535**	**308**	**4,097**
Net book value				
At 30 June 2021	**7,299**	**6,601**	**4,121**	**18,021**
Cost				
At 1 July 2021	10,553	7,136	4,429	22,118
Additions	-	-	103	103
Foreign translation	(1,274)	(861)	(477)	(2,612)
At 30 June 2022	**9,279**	**6,275**	**4,055**	**19,609**
Amortization				
At 30 June 2021	3,254	535	308	4,097
Charge for the period	1,018	688	459	2,165
Foreign translation	(483)	(125)	(65)	(672)
At 30 June 2022	**3,789**	**1,098**	**702**	**5,589**
Net book value				
At 30 June 2022	**5,490**	**5,177**	**3,353**	**14,020**

Amortization expense of $2,060,485 has been charged to administration costs and $104,294 has been charged to cost of goods sold. Amortization expense of $1,864,016 was charged in the prior year ended 30 June 2021.

Licenses entail agreements with Icahn School of Medicine at Mount Sinai for rights to intellectual property and data to support the KidneyIntelX diagnostic assay. Trade secrets refer to the Company's acquisition of the biomarker business from EKF, which includes intellectual property licensed from Joslin Diabetes Centre and forms a key component of the KidneyIntelX product. Development costs include proprietary software development and diagnostic assay design for KidneyIntelX.

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

The Group has tested the carrying value for impairment at the balance sheet date. The recoverable amount was assessed in the basis of value in use. The assessed value exceeded the carrying value and no impairment loss was recognized. The key

assumptions in the calculation to assess value in use are future revenues and costs and the ability to generate future cash flows. Recent working capital projections approved by the Board were used as well as forecasts for a further four years, followed by an extrapolation of expected cash flows and the calculation of a terminal value. For prudence the expected growth rate used for longer term growth was zero. The projected results were discounted at a rate which is a prudent evaluation of the pre-tax rate which reflects current market assessments of the value of money and the risks specific to the business, reflecting an assessment of the risk-adjusted weighted average cost of capital of 20%. The headroom in the value in use calculation is not sensitive to changes in key assumptions.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Any impairment loss is charged pro rata to the other assets in the cash generating unit.

The remaining average useful lives of the intangible assets is as follows:

Trademarks trade names & licenses	10-15 years
Trade secrets	15 years
Development Costs	15 years

The Company holds capitalized development costs with a cost of $4,055,060and net value of $3,352,629 these projects were placed into service in FY21.

20. INVESTMENTS IN SUBSIDIARIES

	Year ended 30 June 2022	Year ended 30 June 2021
Company	**$'000**	**$'000**
At beginning of Period	4,588	2,264
Capital Contribution relating to share based payment	2,824	2,325
Conversion of intercompany loan to equity investment	81,700	-
Shares in Verici Dx Ltd	-	(1)
At End of Period	**89,112**	**4,588**

Investments in Group undertakings are recorded at cost which is the fair value of the consideration paid, less any impairment. The Company had the following subsidiaries as of 30 September 2022.

Name of Company	Proportion held	Class of shareholding	Nature of business
Renalytix AI Inc.[1]	100%	Ordinary	Developer of artificial intelligence-enabled clinical diagnostic solutions for kidney disease
Renalytix AI Limited[2]	100%	Ordinary	Developer of artificial intelligence-enabled clinical diagnostic solutions for kidney disease

1. Renalytix AI Inc. is incorporated in the United States of America and has their principal place of business at 1460 Broadway, New York, New York 10036. Renalytix AI Inc. is included in the consolidation. The proportions of voting shares held by the parent company do not differ from the proportion of Ordinary Shares held.

2. Renalytix AI Limited is incorporated in the Republic of Ireland and has their principal place of business at 29 Lower Patrick Street, Kilkenny, Ireland. Renalytix AI Ltd. is included in the consolidation. The proportions of voting shares held by the parent company do not differ from the proportion of Ordinary Shares held.

22. INVENTORY

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	$'000	$'000	$'000
Finished goods	1,160	353	-	-

The Directors are of the opinion that the replacement values of inventories are not materially different to the carrying values stated above. The carrying values above are stated net of impairment provisions of $Nil (30 June 2021: $Nil).

The cost of inventories recognized as expense and included in 'cost of sales' amounted to $266k (Year to 30 June 2021: $60k). The Company held no inventories at 30 June 2022 and 30 June 2021.

23. FINANCIAL INSTRUMENTS

(a) Assets at amortized cost

	Group 30 June 2022	Group 30 June 2021	Company 30 June 2022	Company 30 June 2021
	$'000	$'000	$'000	$'000
Assets as per balance sheet				
Security deposits	141	86	-	-
Intragroup receivable	-	-	-	84,686
Cash and cash equivalents	41,333	65,159	28,313	15,063
Total	**41,474**	**65,245**	**28,313**	**99,749**

Receivables in the analysis above are all categorized as "loans and receivables" for the Group and Company.

(b) Assets at fair value

	Group 30 June 2022	Group 30 June 2021	Company 30 June 2022	Company 30 June 2021
	$'000	$'000	$'000	$'000
Assets as per balance sheet				
Investment in Verici Dx	2,744	9,295	2,744	9,295
Total	**2,744**	**9,295**	**2,744**	**9,295**

(c) Liabilities at amortized cost

	Group 30 June 2022	Group 30 June 2021	Company 30 June 2022	Company 30 June 2021
	$'000	$'000	$'000	$'000
Liabilities as per balance sheet				
Accounts payable	2,460	1,765	400	622
Accrued expenses	4,821	4,887	695	571
Lease Liabilities	365	299	-	-
Total	**7,646**	**6,951**	**1,095**	**1,193**

(d) Liabilities at fair value

	Group 30 June 2022	Group 30 June 2021	Company 30 June 2022	Company 30 June 2021
	$'000	**$'000**	**$'000**	**$'000**
Liabilities as per balance sheet				
Note Payable	12,342	-	12,342	-
Total	**12,342**	**-**	**12,342**	**-**

(e) Credit Quality of Financial Assets

The Group is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group's maximum exposure to credit risk, due to the failure of counterparties to perform their obligations as at 30 June 2022, in relation to each class of recognized financial assets, is the carrying amount of those assets as indicated in the accompanying balance sheets.

Trade Receivables

The credit quality of trade receivables that are neither past due nor impaired have been assessed based on historical information about the counterparty default rate.

Cash at Bank

The credit quality of cash has been assessed by reference to external credit ratings, based on reputable credit agencies' long- term issuer ratings:

	Group At 30 June 2022	Group At 30 June 2021	Company At 30 June 2022	Company At 30 June 2021
	$'000	**$'000**	**$'000**	**$'000**
AA+	41,333	65,159	28,313	15,063
Total	**41,333**	**65,159**	**28,313**	**15,063**

24. TRADE AND OTHER RECEIVABLES

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	**$'000**	**$'000**	**$'000**
Trade Receivables	901	594	-	-
Due from subsidiaries	-	-	-	84,686
Due from affiliates	75	-	-	-
Total	**976**	**594**	**-**	**84,686**

Due to their short term nature, the Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

25. PREPAIDS AND OTHER CURRENT ASSETS

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	$'000	$'000	$'000
Prepaids	1,116	520	284	271
Deferred Nasdaq Offering Costs	36	-	16	-
Prepaids and Other Current Assets	**1,152**	**520**	**300**	**271**

26. CASH AND CASH EQUIVALENTS

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	$'000	$'000	$'000
Cash at Bank	41,333	65,159	28,313	15,063
Cash and cash equivalents	**41,333**	**65,159**	**28,313**	**15,063**

The Directors consider that the carrying value of cash and cash equivalents approximates to their fair value.

27. SHARE CAPITAL

Group and Company		Movement	Total Number of Shares	Ordinary Shares $'000	Share Premium $'000	Total $'000
15-Mar-18	Formation	50,000	50,000	66	-	66
4-May-18	100:1 subdivision	-	5,000,000	-	-	-
24-Oct-18	4:1 subdivision	-	20,000,000	-	-	-
24-Oct-18	Biomarker business acquisition	15,427,704	35,427,704	49	6,547	6,596
6-Nov-18	Placing & offer (listing on AIM)	18,388,430	53,816,134	60	27,485	27,545
At 30 June 2019			**53,816,134**	**175**	**34,032**	**34,207**
29-Jul-19	Placing & Secondary Offering (AIM)	5,600,000	59,416,134	17	16,597	17,210
15-May-20	Cancellation of Share premium	-	59,419,134	-	(50,629)	-
At 30 June 2020			**59,416,134**	**192**	**-**	**192**
17-Jul-20	Placing & Offering (Nasdaq)	12,613,500	72,029,634	40	76,094	76,136
4-Mar-21	Shares issued under the ESPP	17,652	72,047,286	-	111	111
25-Jun-21	Exercise of Stock Options	150,000	72,197,286	1	252	253
At 30 June 2021			**72,197,286**	**233**	**76,457**	**76,500**
7-Jul-21	Exercise of Stock Options	27,500	72,224,786	-	46	46
17-Jul-21	Exercise of Stock Options	5,000	72,229,786	-	40	40
31-Aug-21	Shares issued under the ESPP	10,920	72,240,706	-	121	121
1-Nov-21	Exercise of Stock Options	68,224	72,308,930	-	112	112
31-Mar-22	Shares issued under the ESPP	22,814	72,380,014	-	90	90
6-Apr-22	Private Placement	2,428,688	74,760,432	8	8,578	8,586
At 30 June 2022			**74,760,432**	**241**	**85,444**	**85,685**

Ordinary Shares have a par value of £0.0025 each. All issued shares are fully paid.

28. SHARE OPTIONS AND SHARE-BASED PAYMENTS

In November 2018, Company established the Renalytix AI plc Share Option Plan (the “Plan”) and a U.S. Sub-Plan and Non-Employee Sub-Plan. The Plan provides for the Company to grant options, restricted share awards and other share-based awards to employees, directors and consultants of the Company. As of June 30, 2021, there were 2,937,005 shares available for future issuance under the Plan.

The Plan is administered by the board of directors. The exercise prices, vesting and other restrictions are determined at their discretion, except that all options granted have exercise prices equal to the fair value of the underlying ordinary shares on the date of the grant and the term of stock option may not be greater than ten years from the grant date.

With respect to the options granted as of June 30, 2022, 2,984,801 vest equally over twelve quarters following the grant date, 1,070,100 options which vest 25% on the one year anniversary and equally over twelve quarters following the one year anniversary and 500,000 which vest 1/12th immediately and the remainder equally over the remaining eleven quarters. If options remain unexercised after the date one day before the tenth anniversary of grant, the options expire. On termination of employment, any options that remain unexercised are either forfeited immediately or after a delayed expiration period, depending on the circumstances of termination. Upon the exercise of awards, new ordinary shares are issued by the Company.

Details of the share options outstanding during the period are as follows:

General employee share option plan	Average exercise price per share (USD)	Number of Options
As at 30 June 2021	4.73	4,265,958
Granted during the year	10.34	555,000
Exercised during the year	1.89	(100,724)
Forfeited during the year	7.34	(165,333)
Outstanding at 30 June 2022	5.34	4,554,901
Exercisable at 30 June 2022	3.72	3,368,195
Vested and expected to vest at 30 June 2022	5.34	4,554,901

The fair value of each share option granted has been estimated using a Black-Scholes model and is £1.73 - £6.04 ($2.26 - $8.14). The inputs into the model are a weighted average share price of £7.27 ($9.74), exercise price of £7.16 ($9.59), expected volatility of 66.24%, no expected dividend yield, weighted-average term of 6.0 years and weighted-average risk-free interest rate of 1.55%. As of 30 June 2022, none of the granted stock options have been exercised.

The aggregate fair value of the outstanding options is $24,336,546. The Group recognized total expenses of $6,896,721 ($338,625 within R&D expense and $6,558,096 within G&A expense) relating to equity-settled share-based payment transactions during the period to 30 June 2022. The weighted average remaining contractual term of the options is 8.1 years.

29. TRADE AND OTHER PAYABLES

	Group As at 30 June 2022	Group As at 30 June 2021	Company As at 30 June 2022	Company As at 30 June 2021
	$'000	**$'000**	**$'000**	**$'000**
Accounts payable	2,460	1,765	400	623
Due to subsidiaries	-	-	4,701	-
Payroll taxes payable	139	638	-	-
Accrued expenses	4,682	4,249	695	571
	7,281	**6,652**	**5,796**	**1,194**

The carrying amount of the trade and other payables balances denominated in GBP are £37k for the Group and Company (2021 - £4k).

30. CONVERTIBLE DEBT

In April 2022, the Company issued amortizing senior convertible bonds with a principal amount $21.2 million due in April 2027 (the "Bonds"). The Bonds were issued at 85% par value with total net proceeds of $18.0 million and accrue interest at an annual rate of 5.5%, payable quarterly in arrears, in cash or ADSs valued at the ADS Settlement Price at the option of the Company. The Bonds contain various conversion and redemption features. The initial conversion price for the Convertible Bonds of $8.70 has been set at a 20 per cent. premium to the Reference ADS Price. The Conversion Price may reset down at 12, 24 and 36 months, depending on share price performance and save in limited circumstances, the Bonds have a hard floor in the conversion price of $7.25. Between amortization dates, the Convertible Bond Investor retains the right to advance future amortization payments, provided that (a) there shall be no amortization advancements during the first 12 months, (b) no more than 2 amortization advancements may occur in any 12 month period, and (c) no more than 1 amortization advancement may occur in any 3 month period.

The Convertible Bond Investor is also permitted to defer up to two amortization payments to a subsequent amortization date. The Company retains the option to repay any deferred amortization in cash at 100 per cent. of the nominal amount As of June 20, 2022, the entire principal amount was outstanding. The classification of the liability between non-current and current reflects management's expected level of amortization payments during the year ended 30 June 2023.

On issuance, the Company elected to account for the Bonds at fair value with qualifying changes in fair value being recognized through the statements of operations until the Bonds are settled. Changes in fair value related to instrument-specific credit risk are recognized through comprehensive loss until the Bonds are settled. The fair value of the bonds is determined using a scenario-based analysis that estimates the fair value based on the probability-weighted present value of expected future investment returns, considering each of the possible outcomes available to the noteholders, and therefore falls under level 3 of the fair value hierarchy. Significant assumptions used in the fair value analysis include the volatility rate, risk-free rate, dividend yield and risky yield. The fair value of the Bonds was determined to be $16.9 million on issuance, which is the principal amount of the Bonds. On issuance, total debt issuance costs of $1.2 million were immediately expensed as a component of general and administrative expense in consolidated statement of operations during the year end June 30, 2022. The Company recognized a change in fair value of the Notes related to the instrument-specific credit risk of $0.5 million in the comprehensive loss and a change in fair value related to non-instrument specific credit risk of $4.0 million in the consolidated statement of operations during the year ended June 30, 2022.

31. RELATED PARTY TRANSACTIONS

In May 2018, the Company secured its cornerstone license agreement with ISMMS for research and clinical study work and intended commercialization by the Company. As part of the collaboration, ISMMS became a shareholder in the Company and has subsequently made equity investments both in the Company's IPO in November 2018 and the subsequent sale of ordinary shares in July 2019.

In connection with the formation of Kantaro, the Company entered into a five-year Advisory Services Agreement ("Advisory Agreement") pursuant to which the Company has agreed to provide certain advisory services to Kantaro.

Pursuant to the Kantaro Operating Agreement, Kantaro issued 750 Class A Units to Mount Sinai in exchange for Mount Sinai granting licenses to Kantaro under certain intellectual property rights of Mount Sinai and 250 Class A Units to the Company as the sole consideration for the services to be rendered by the Company under the Advisory Agreement. A portion of the Company's units are subject to forfeiture if, prior to December 31, 2020, Kantaro terminates the Advisory Agreement as a result of an uncured material breach of the Advisory Agreement or in the event the Company is acquired by a hospital or health system that serves all or any portion of the service areas served by Mount Sinai. The Company determined the fair value of the services at June 30, 2022 to be provided under the Advisory Agreement was $0.1 million. A gain of $0.01 million was recognized within equity in gain (losses) of affiliate the accompanying consolidated statements of operations and comprehensive loss.

In addition to the equity granted at formation, the Company and Mount Sinai each committed to making a loan to Kantaro. Mount Sinai committed to lend an initial amount of $0.3 million and an additional $0.5 million thereafter. The Company committed to lend an initial amount of $83,333 and an additional $0.2 million thereafter. Each loan bears interest at a per annum rate equal to 0.25%, compounded monthly, until repaid, and is repayable from the first amounts that would otherwise constitute cash available for distribution to the members of Kantaro (provided that each loan repayment will be made, 75% to Mount Sinai and 25% to the Company). In the year ended 30 June 2021, the Company loaned Kantaro the full $250,000 however later recorded a reserve of $175,000 based on uncertainty regarding collectability and had a remaining $75,000 note receivable at June 30, 2022.

In June 2020, we and Mount Sinai entered into a registration rights agreement pursuant to which we have granted Mount Sinai the following registration rights:

- **Demand Registration on Form F-3 –** Mount Sinai is entitled to demand registrations on Form F-3, if we are then eligible to register shares on Form F-3, including up to two underwritten offerings in any 12-month period.
- **Demand Registration on Form F-1 or Form S-1 –** At any time following one year after the completion of the global offering, if we are not eligible to register shares on Form F-3 or S-3, Mount Sinai is entitled to a maximum of one demand registration on Form F-1 or Form S-1 during any 12-month period, subject to specified exceptions.

- **Piggyback Registration –** Mount Sinai is entitled to certain piggyback registration rights, subject to certain marketing and other limitations in the context of an underwritten offering.

- **Expenses –** We will pay all registration expenses incident to the performance of our obligations under the registration rights agreement.

Mount Sinai's registration rights will terminate at such time as Rule 144, or another similar exception under the Securities Act, is available for the unlimited public sale of all of Mount Sinai's registrable securities without any volume or manner of sale limitations, subject to specified exceptions.

Additionally, Mount Sinai participated in our April 2022 equity offering and purchased 551,724 ADSs. This purchase was made through the underwriters at the offering price of $7.25 per ADS.

32. CONTINGENT LIABILITIES

The Group has a contract with Icahn School of Medicine at Mount Sinai which give rise to contingent liabilities:

Mount Sinai Collaboration Agreement

The Group is subject to the following one-off milestone payment obligations:

- $1.5 million once worldwide sales of Licensed Products reach $50 million; and
- $7.5 million once worldwide sales of Licensed Products reach $300 million.

In addition, royalties of 4-5% are payable to Mount Sinai on net sales of KidneyIntelX™, and 15% or 25% (depending on timing) of income from sublicensing. The Group is also subject to an annual data transfer fee of $50,000.

Joslin Diabetes Center Agreement

The Group has a contract with Joslin Diabetes Center under which the Group is liable for the following costs and payments:

- 5% royalty on net sales of Joslin Licensed Products and Joslin Licensed Processes;
- 25% of royalties received by the Group from sublicensing;
- A one-off milestone payment of $300,000 once total net sales reach $2 million; and
- A one-off milestone payment of $1 million once total net sales reach $10 million

The aforementioned contingencies have not been recognized as of June 30, 2022 as the probability was deemed too remote as of the balance sheet date.

33. ULTIMATE CONTROLLING PARTY

The Directors believe there to be no ultimate controlling party.

34. EQUITY METHOD INVESTMENTS

In May 2020, the Group and Mount Sinai entered into the Kantaro Operating Agreement in order to form Kantaro Biosciences LLC ("Kantaro") for the purpose of developing and commercializing laboratory tests for the detection of antibodies against SARS-CoV-2 originally developed by Mount Sinai. In connection with the formation of Kantaro, the Group entered into the Advisory Agreement, pursuant to which the Group has agreed to provide certain advisory services to Kantaro.

Pursuant to the Kantaro Operating Agreement, Kantaro issued 750 Class A Units to Mount Sinai in exchange for Mount Sinai granting licenses to Kantaro under certain intellectual property rights of Mount Sinai and 250 Class A Units to the Group in respect of the services to be rendered by the Group under the Advisory Agreement. A portion of the units are subject to forfeiture if, prior to December 31, 2020, Kantaro terminates the Advisory Agreement as a result of the uncured material breach of the Advisory Agreement or in the event we are acquired by a hospital or health system that serves all or any portion of the service areas served by Mount Sinai. The Group account for the investment in Kantaro using the equity method of accounting as the Group can exert significant influence over, but do not control, Kantaro.

In addition to the equity granted at formation, the Group and Mount Sinai each committed to making a loan to Kantaro.

Mount Sinai committed to lend an initial amount of $250,000 and an additional $500,000 thereafter. The Group committed to lend an initial amount of $83,333 and an additional $166,667 thereafter. Each loan bears interest at a per annum rate equal to 0.25%, compounded monthly, until repaid, and is repayable from the first amounts that would otherwise constitute cash available for distribution to the members of Kantaro (provided that each loan repayment will be made, 75% to Mount Sinai and 25% to us). All services provided by the Group under the Advisory Agreement are subject to the oversight and direction of the board of managers of Kantaro.

Based on sales forecasts, the Company concluded that its equity method investment in Kantaro was impaired due to a shift in focus from COVID antibody testing to promoting vaccination in the United States and European Union. The forecasts indicate there is a prolonged period of time that Kantaro's fair value is below the carrying value of the investment.

(A) Interest in associates and joint ventures

Set out below are the associates and joint ventures of the Group as of 30 June 2022 which, in the opinion of the directors, are material to the Group. The entities listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of the Entity	Place of Business/ Country of Incorporation	% of Ownership Interest		Nature of Relationship	Method of Measurement	Quoted Fair Value		Carrying Amount	
		2022	2021			2022	2021	2022	2021
Kantaro Biosciences LLC	USA	25%	25%	Joint Venture	Equity Method	(*)	(*)	$9.5	-
Total equity accounted investments (*) - Private Entity - No quoted price available	-		-	-	-	-	-	-	-

(B) Interest in associates and joint ventures

	As at 30 June 2022	As at 30 June 2021
Commitments - Joint Ventures	-	-
Commitment to provide additional loan to Kantaro	-	-
Total	-	-

Additional Financial Information

RECONCILIATION OF IFRS TO US GAAP

Since Renalytix's initial listing on Nasdaq, the Company has followed accounting principles generally accepted in the United States of America ('US GAAP'), both for internal as well as external purposes. The information below is unaudited and does not form part of the statutory accounts.

Renalytix Form 20-F, which is based on US GAAP, contains differences from its Annual Report, which is based on IFRS.

The Form 20-F and Annual Report are available on the Company's website (www.renalytix.com). In order to help readers to understand the difference between the Group's two sets of financial statements, Renalytix has provided, on a voluntary basis, a reconciliation from IFRS to U.S. GAAP as follows:

BALANCE SHEET

(in thousands except share and per share amounts)

	GAAP As at 30 June 2022	IFRS As at 30 June 2022	GAAP vs IFRS Difference	
Assets	**$'000**	**$'000**	**$'000**	
Cash	41,333	41,333	-	
Accounts receivable	901	901	-	
Prepaid expenses and other current assets	2,445	2,453	(8)	(a)
Note receivable – Kantaro	75	75	-	
Property, plant and equipment, net	2,558	1,368	1,190	(b)
Intangibles, net	-	14,020	(14,020)	(c)
Investment in Verici	2,744	2,744	-	
Investment in Kantaro	9	9	-	
Right of use asset	-	355	(355)	(d)
Total assets	**50,065**	**63,258**	**(13,193)**	
Liabilities and stockholders' equity				
Current Liabilities:				
Note payable – current	4,660	4,660	-	
Accounts payable	2,459	7,281	4,822	(e)
Accrued expenses and other current liabilities	3,060	-	(3,060)	(e)
Accrued expenses – related party	1,496	-	(1,496)	(e)
Current lease liability	-	163	163	(d)
Payable to Kantaro - current	55	55	-	
Deferred Revenue	46	46	-	
Note payable – noncurrent	7,682	7,682	-	
Noncurrent lease liabilities	-	202	202	(d)
Total Liabilities	**19,458**	**20,089**	**631**	

	GAAP As at 30 June 2022	IFRS As at 30 June 2022	GAAP vs IFRS Difference	
Stockholders' (deficit) equity:	**$'000**	**$'000**	**$'000**	
Ordinary shares,	228	241	13	(f)
Additional paid in capital	164,012	97,398	(66,614)	(g)
Accumulated other comprehensive (loss) income	(915)	(1,509)	(594)	(h)
Accumulated deficit	(132,718)	(52,961)	79,757	(i)
Total stockholders' (deficit) equity	**30,607**	**43,169**	**12,562**	
Total liabilities and stockholders' (deficit) equity	**50,065**	**63,258**	**13,193**	

a. Represents other immaterial presentation differences between US GAAP & IFRS

b. Differences is attributable to capitalized software costs which are recorded as property and equipment under U.S. GAAP and Intangibles under IFRS.

c. Under IFRS, the acquisition of licenses and subsequent development efforts are capitalized and presented as intangible assets. Under U.S. GAAP, such costs are expensed as incurred until technological feasibility has been achieved or the assets are deemed to have future alternative use. In addition to capitalized software costs which are recorded as property and equipment under US GAAP and Intangibles under IFRS.

d. Represents the adoption of IFRS 16 in connection with the Company's commercial laboratory in Utah. The Company has deferred the adoption of ASC 842 under U.S. GAAP until July 1, 2022.

e. Accounts payable and other current liabilities are presented in the aggregate within the Annual report while broken out separately on the US GAAP 20-F. Difference represents other immaterial presentation differences and audit adjustments.

f. Represents other immaterial audit adjustments

g. Represents cancellation of share premium account and reduction in accumulated deficit under IFRS in anticipation of a distribution of FractalDx net assets to the shareholders of Verici in prior year. In addition, stock based compensation is recognized on a straight line basis under U.S. GAAP and a graded vesting basis under IFRS which creates timing differences as to when expenses are recorded.

h. Represents the difference in weighted average foreign exchange rates and spot rates used for translation of financial statements under IFRS and U.S. GAAP.

i. Represents cancellation of share premium and reduction in accumulated deficit under IFRS in anticipation of a distribution of FractalDx net assets to the shareholders of Verici and differences noted within the Company's consolidated statement of operations and comprehensive loss.

RECONCILIATION OF NET LOSS

($ thousands)

	Year ended June 2022	
Net loss in accordance with IFRS	**(56,732)**	
Deferred tax assets	7,104	(j)
Stock compensation expense	2,389	(k)
Amortization of intangibles	1,981	(l)
Other adjustments	(18)	(m)
Net loss in accordance with US GAAP	**(45,276)**	

j. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not that a tax benefit will not be realized based on available evidence. Historically, under U.S. GAAP, a full valuation allowance has been applied. Historically, under IFRS a partial valuation allowance was applied however a full valuation allowance was booked in the current year which resulted in the increased tax expense.

k. Stock based compensation is recognized on a straight line basis under U.S. GAAP and a graded vesting basis under IFRS which creates timing differences as to when expenses are recorded.

l. Amortization expense is higher on the IFRS books as a result of the higher intangible asset balance. Under IFRS, the acquisition of licenses and subsequent development efforts are capitalized and presented as intangible assets. Under U.S. GAAP, such costs are expensed as incurred until technological feasibility has been achieved or the assets are deemed to have future alternative use.

m. The remaining difference represents the aggregation of other immaterial audit adjustments and small accounting standard difference.

Exhibit 99.2

10 November 2022

Dear Shareholder,

Renalytix plc – Annual Report 2022 and Notice of 2022 Annual General Meeting

Please accept this letter as notification that Renalytix plc's (the "**Company**") Annual Report for the year ended 30 June 2022 and the Notice of the 2022 Annual General Meeting have now been published on the Company's website at https://investors.renalytix.com/news-and-events/documents-and-presentations and are enclosed for shareholders who elected for a hard copy of the Report and Notice of Annual General Meeting.

Annual General Meeting attendance

The Annual General Meeting will be held on 19 December 2022 at 11 a.m. (GMT) (the "**Annual General Meeting**"). The Annual General Meeting will be held in person at 6 Stratton Street Mayfair, London W1J 8LD.

This letter does not contain the full details of the resolutions to be tabled at the Annual General Meeting but these are contained in the Notice of Annual General Meeting and should be read before you complete your vote. The Directors consider that the proposed resolutions contained in the Notice of Annual General Meeting are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own shareholdings.

Proxy voting

You will not receive a hard copy form of proxy for the Annual General Meeting in the post. Instead, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group.

You may request a hard copy form of proxy directly from Link Group at shareholderenquiries@linkgroup.co.uk or on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30 (GMT), Monday to Friday excluding public holidays in England and Wales. A proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service, further details of which are set out in the Notice.

Proxy votes and electronic votes must be received by no later than 11 a.m. (GMT) on 15 December 2022.

Thank you for your continued support as a shareholder of Renalytix plc.

Yours sincerely,

Salim Hamir
Company Secretary
Mobile: +44 7448960970
Email: shamir@renalytix.com

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or if not, another appropriately authorised independent adviser.

If you have sold or otherwise transferred all of your holdings of Ordinary Shares, you should immediately forward this document and the accompanying Annual Report as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Ordinary Shares, you should contact the bank, stockbroker or other agent through whom the sale or transfer was effected. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction.

The Notice of Annual General Meeting to be held at 11 a.m (GMT) on 19 December 2022 is set out at the end of this document. The Annual General Meeting will be held as an in-person meeting at 6 Stratton Street Mayfair, London W1J 8LD.

You will be able to submit a proxy electronically using the website www.signalshares.com. Further details in respect of electronic submission of proxy votes are set out in the Notes to the Notice of Annual General Meeting on page 12. Shareholders of the Company may request a hard copy form of proxy directly from the Company's registrars, Link Group at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. A proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service.

RENALYTIX PLC

(incorporated and registered in England and Wales under the Companies Act 2006 with company number 11257655)

Notice of Annual General Meeting
to be held at 6 Stratton Street Mayfair, London W1J 8LD
on 19 December 2022

No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers as to the matters described in this document.

This document should be read as a whole. Your attention is drawn to the letter from Christopher Mills, the Non-Executive Chairman of the Company, on pages 4 to 8 of this document in which the Directors recommend that you vote in favour of each of the Resolutions to be proposed at the Annual General Meeting referred to below.

Cautionary note regarding forward-looking statements:

This document contains statements about the Company that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of the Company. These factors are discussed in the "Risk Factors" section of filings that the Company makes with the SEC, including its Annual Report on Form 20-F for the year ended 30 June 2022. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules for Companies, the UK Market Abuse Regulation, and/or the Financial Conduct Authority's Disclosure Guidance and Transparency Rules), the Company does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of the Company at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Notice to overseas persons

The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

CONTENTS

DEFINITIONS

The following words and expressions apply throughout this document and the Notice of Annual General Meeting, unless the context requires otherwise:

"**Act**"	the Companies Act 2006 (as amended);
"**AGM**" or "**Annual General Meeting**"	the Annual General Meeting of the Company to be held at 11 a.m. (GMT) on 19 December 2022, notice of which is set out on pages 9 to 11 of this document;
"**AIM**"	AIM, a market operated by the London Stock Exchange;
"**AIM Rules for Companies**"	the rules and guidance for companies whose shares are admitted to trading on AIM entitled "AIM Rules for Companies" published by the London Stock Exchange, as amended from time to time;
"**Annual Report**"	the reports and financial statements for the Company for the year ended 30 June 2022;
"**Articles**"	the articles of the association of the Company in force at the date of this document;
"**Company**" or "**Renalytix**"	Renalytix plc, a company registered in England and Wales with company number 11257655 and registered office at Finsgate, 5-7 Cranwood Street, London, EC1V 9EE, United Kingdom;
"**Convertible Bonds**"	the US$21.2 million in principal of amortising senior convertible bonds due April 2027 issued to a fund advised by Heights Capital Ireland LLC in April 2022;
"**GMT**"	Greenwich Mean Time;
"**Directors**" or "**Board**"	the directors of the Company as at the date of this document, whose names are set out on page 4 of this document, and a "Director" means any one of them;
"**London Stock Exchange**"	London Stock Exchange plc;
"**Nasdaq**"	The Nasdaq Global Market;
"**Notice of Annual General Meeting**"	the notice convening the Annual General Meeting as set out set out on pages 9 to 11 of this document;
"**Ordinary Shares**"	the ordinary shares of £0.0025 each in the capital of the Company;
"**Resolutions**"	the resolutions to be proposed at the Annual General Meeting as set out in the Notice of Annual General Meeting;
"**SEC**"	the U.S. Securities and Exchange Commission;
"**Shareholders**"	the holders of Ordinary Shares;
"**Sterling**" or "**£**"	pounds sterling, the basic unit of currency in the UK; and
"**UK**" or "**United Kingdom**"	the United Kingdom of Great Britain and Northern Ireland.

LETTER FROM THE CHAIRMAN

RENALYTIX PLC

(incorporated and registered in England and Wales under the Act with registered number 11257655)

Directors:		*Registered Office:*
Christopher Mills	*(Non-Executive Chairman)*	*Finsgate*
James McCullough	*(Chief Executive Officer)*	*5-7 Cranwood Street*
Fergus Fleming	*(Chief Technical Officer)*	*London*
Erik Lium, Ph.D.	*(Non-Executive Director)*	*EC1V 9EE*
Daniel Levangie	*(Non-Executive Director)*	*United Kingdom*
Chirag R. Parikh, Ph.D, M.D.	*(Non-Executive Director)*	
Timothy Scannell	*(Non-Executive Director)*	

10 November 2022

Dear Shareholder,

Notice of 2022 Annual General Meeting

1. Introduction

I am pleased to invite you to our 2022 Annual General Meeting which will be held on 19 December 2022 at 11 a.m. (GMT). The Annual General Meeting will be held as an in-person meeting at 6 Stratton Street Mayfair, London W1J 8LD.

In addition to highlighting the usual business to be transacted at the Annual General Meeting, this document explains the background to the Resolutions which will be considered at the Annual General Meeting, why the Directors consider the Resolutions to be in the best interests of Shareholders as a whole and why they recommend that you vote in favour of the Resolutions.

2. Action to be taken in respect of the Annual General Meeting

You will not receive a hard copy form of proxy with this document. Instead, you will be able to submit a proxy electronically using the link www.signalshares.com. You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code which is detailed on your share certificate or available from the Company's registrar, Link Group. Proxies submitted electronically must be submitted by no later than 11 a.m. (GMT) on 15 December 2022.

You may request a hard copy form of proxy directly from the Company's registrar, Link Group, shareholderenquiries@linkgroup.co.uk or on +44(0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30 (GMT), Monday to Friday excluding public holidays in England and Wales. Hard copy forms of proxy must be received by no later than 11 a.m. (GMT) on 15 December 2022.

A proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service, further details of which are set out in the notes to the Notice of Annual General Meeting. Proxies submitted via CREST (under ID RA10) must be sent as soon as possible and in any event so as to be received by no later than 11 a.m. (GMT) on 15 December 2022 in order to be valid.

The completion and return of a form of proxy, submitting a proxy instruction electronically or submitting a CREST proxy instruction will not preclude Shareholders from attending and/or voting at the Annual General Meeting should they so wish.

3. **How to attend and speak at the meeting**

The Annual General Meeting will be held at 6 Stratton Street Mayfair, London W1J 8LD. The Annual General Meeting will commence at 11 a.m. (GMT) on 19 December 2022. Please be prepared to provide evidence of your shareholding and/or identity.

Questions on the day will be taken from Shareholders attending the Annual General Meeting who raise their hand. We would politely remind you that the Directors will not answer questions relating to the individual rights of Shareholders at the Annual General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

Shareholders who wish to vote are encouraged to submit their votes by proxy as soon as possible and, in any event, no later than the deadlines set out in paragraph 2 above. The Board recommends that Shareholders appoint the Chairman of the meeting as their proxy.

In the event that our Annual General Meeting arrangements change, the Company will issue a further communication via a regulatory information service. As such, we strongly recommend Shareholders monitor such communications, which can also be found on our website at https://investors.renalytix.com/news-and-events/news-releases/general.

4. **Resolutions**

The business to be conducted at the Annual General Meeting consists of consideration of the following Resolutions. Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 and 12 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Directors are required by the Act to lay before the Company in general meeting copies of the directors' reports, the independent auditor's report and the audited financial statements of the Company in respect of each financial year. For the financial year ended 30 June 2022, these are all contained in the Annual Report.

In accordance with best practice, the Company proposes an ordinary resolution to receive and adopt the Annual Report, a copy of which may be found at: https://investors.renalytix.com/financials-and-filings/annual-and-half-year-reports.

Resolution 2 – Approval of the Directors' Remuneration Report

In accordance with section 439 of the Act, Shareholders are also requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 32 to 47 of the Annual Report. The vote is advisory only and does not affect the actual remuneration paid to an individual Director.

Resolutions 3, 4, 5, 6 and 7 – Re-appointment of a Director

Article 83.1 of the Articles requires that at each annual general meeting any Director who has been appointed by the Board since the last annual general meeting, or who held office at the time of the two preceding annual general meetings and who did not retire at either of them, or who has held office (other than a Director holding an executive position) for a continuous period of nine years or more at the date of such annual general meeting, shall retire from office and may offer himself for re-appointment by the members.

On 30 March 2022, the Company announced that Timothy Scannell had been appointed by the Board as a non-executive Director. In accordance with the Articles, Mr. Scannell may only be appointed by the Board until the annual general meeting next following his appointment, at which he must retire but is eligible to stand for re-appointment. A biography of Mr. Scannell is contained in the announcement of his appointment available from the Company's Investor Relations website (https://investors.renalytix.com/news-releases/news-release-details/timothy-scannell-appointed-board). The Board believes that Mr. Scannell is an accomplished leader in healthcare innovation and with 30 years of experience in medical technology will bring a wealth of experience to the Board and therefore considers it entirely appropriate for him to seek re-appointment at the Annual General Meeting.

In addition to Timothy Scannell, James McCullough, Fergus Fleming, Erik Lium and I will retire from the Board as required under our Articles and offer ourselves for re-appointment.

James McCullough has served as our co-founder and Chief Executive Officer since our inception. Mr. McCullough has leadership experience building emerging technology companies in both the public and private sectors with specific expertise in the life-sciences industry. James was most recently Chief Executive Officer of Exosome Diagnostics, a venture-backed personalized medicine company developing non-invasive liquid biopsy diagnostics in cancer, which was recently acquired by Bio-Techne Corporation. James is also a managing partner of Renwick Capital, LLC, a management consulting firm specializing in assisting emerging healthcare technology companies with strategic planning and business execution, and was a co-founder of PAIGE.AI, a computational pathology spin-out from the Memorial Sloan Kettering Cancer Center. James received his B.A. from Boston University and an M.B.A. from Columbia Business School. James is currently Chairman of BalletNext, a performing arts company in park city Utah. The Board considers it entirely appropriate for him to seek re-appointment at the Annual General Meeting.

Fergus Fleming has served as Renalytix's Chief Technical Officer since its inception. Fergus has over 25 years' experience in the life sciences sector, including leadership positions with Baxter Healthcare, Boston Scientific, Trinity Biotech plc, and EKF Diagnostics. Fergus has extensive experience in the design and manufacture of interventional medical devices, digital health solutions, in vitro diagnostics instruments and reagents, and electromechanical devices. He has extensive experience managing global projects, including clinical research collaborations, product development, acquisitions, and manufacturing site transfers. The Board considers it entirely appropriate for him to seek re-appointment at the Annual General Meeting.

Erik Lium, Ph.D. has served as a member of the Board since November 2018. Dr. Lium is the executive vice president of Mount Sinai Innovation Partners and is responsible for advancing Mount Sinai's research, instruction, and public service missions through strategic research partnerships with industry, the management, transfer and commercialisation of technologies, and fostering the development of start-ups and joint ventures to advance promising early-stage technologies. Dr. Lium also serves as a director of Amathus Therapeutics and as a member of the Investment Review Committee for the Accelerate NY Seed Fund. Prior to joining Mount Sinai, Dr. Lium served as the assistant vice chancellor of Innovation, Technology & Alliances at the University of California, San Francisco (UCSF), and the UCSF Principal Investigator for the Bay area National Science Foundation I-Corps node. He held previous positions at UCSF, including assistant vice chancellor of Research and director of Industry Contracts, and director of Business Development for the Diabetes Center & Immune Tolerance Network. Dr. Lium served as president of LabVelocity Inc., an Information Services Company focused on accelerating research and development in the life sciences prior to its acquisition in 2004. He pursued post-doctoral research at UCSF, and earned a PhD with honours from the Integrated Program in Cellular, Molecular and Biophysical Studies at Columbia University. Dr. Lium holds a BS in Biology from Gonzaga University. The Board considers it entirely appropriate for him to seek re-appointment at the Annual General Meeting.

Christopher Mills has served as a member of the Renalytix Board since its inception. Christopher founded Harwood Capital Management in 2011, a successor to its former parent company, J.O. Hambro Capital Management, which he co-founded in 1993. He is Chief Executive and Investment
Manager of North Atlantic Smaller Companies Investment Trust plc and Chief Investment Officer of Harwood Capital LLP. He is a Non-executive Director of a number of companies, including EKF Diagnostics. The Board considers it entirely appropriate for him to seek re-appointment at the Annual General Meeting.

Resolutions 3, 4, 5, 6 and 7 are proposed as ordinary resolutions to re-appoint myself, James McCullough, Fergus Fleming, Erik Lium and Timothy Scannell as Directors.

Resolutions 8 and 9 – Appointment and remuneration of the auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the members, to hold office until the conclusion of the next such meeting. Resolution 8 is an ordinary resolution to re-appoint Messrs PKF Littlejohn LLP as the Company's auditor to hold office until the conclusion of the next annual general meeting at which accounts are laid.

Resolution 9 is an ordinary resolution to authorise the Directors to determine the auditors' remuneration.

Resolutions 10 and 11 – Authority to allot shares and disapplication of pre-emption rights

The Directors may only allot shares or grant rights to subscribe for or convert any security into shares (other than pursuant to an employees' share scheme as defined in the Act) if authorised to do so by Shareholders. The Directors also require additional authority from Shareholders to allot equity securities (as defined in the Act) where they propose to do so for cash and otherwise than to existing Shareholders pro rata to their holdings. The authorities granted at the annual general meeting on 17 December 2021 are due to expire at the Annual General Meeting. Resolutions 10 and 11, if passed, will continue to give the Directors flexibility to act in the best interests of the Shareholders, where the opportunity arises, by issuing new shares.

Resolution 10 will be proposed as an ordinary resolution to grant a new authority to allot new shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal value of £61,785.77 representing approximately 33% of the Company's issued ordinary share capital, and a further authority to allot an additional approximately 33% of the Company's issued share capital provided that such allotment is reserved for rights issues in accordance with the Investment Association Guidelines.

Resolution 11 will be proposed as a special resolution to allot equity securities for cash and/or sell Ordinary Shares held by the Company as treasury shares otherwise than to existing Shareholders pro rata to their holdings. Other than in connection with a pre-emptive offer, this authority will be limited to shares of a maximum aggregate nominal value of £46,807.40, being approximately 25% of the issued ordinary share capital.

These authorities, if given, will expire (unless previously renewed, revoked or varied) at the earlier of the conclusion of the next annual general meeting of the Company to be held in 2023 or on 19 March 2024, being 15 months after the relevant resolution is passed.

The Directors consider it important that they have this authority to provide some flexibility in relation to the issue of shares on a non-pre-emptive basis.

The Directors appreciate that this is a larger pre-emption disapplication than has been sought in prior years. However, the Board believes that it is important for the Directors to have flexibility to raise funds through the issue of new equity as required to finance the Company's growth plans and working capital requirements, including to fund required amortisation and interest payments on the Convertible Bonds should the Company elect to make such payments in cash as permitted under the terms of the Convertible Bonds. In addition, the Company may also need to utilise this pre-emption disapplication to settle amortisation and/or interest payments on the Convertible Bonds in American Depositary Shares representing Ordinary Shares.

Resolution 12 – Authority to purchase shares

Resolution 12, which will be proposed as a special resolution, seeks authority to enable the Company to purchase its Ordinary Shares on AIM during the period until the next annual general meeting of the Company or 31 December 2023, if earlier, for up to 7,489,184 ordinary shares, representing approximately 10% of the issued share capital of the Company. This authority would only allow for purchases of Ordinary Shares on AIM and would not allow for purchases of American Depositary Shares representing Ordinary Shares on Nasdaq.

The price payable (excluding expenses) shall not be more than the higher of (i) 105% of the average of the middle market quotations as derived from the AIM section of the Daily Official List of the London Stock Exchange plc for the Ordinary Shares for the five business days before the purchase is made and (ii) the higher of the price quoted for the last independent trade of, and the highest current independent bid for, any number of the Ordinary Shares as derived from the London Stock Exchange trading system. The price payable shall not be less than £0.0025 per share, being the nominal value of the Ordinary Shares.

In certain circumstances, it may be advantageous for the Company to purchase its own shares for either cancellation or to be held as treasury shares available for sale and this resolution seeks authority to do this.

This power will only be used if the Directors consider that to do so would promote the success of the Company and be in the best interests of the Company and its Shareholders as a whole. The Company would, within the guidelines set from time to time by the Board, make either a single purchase or a series of purchases, when market conditions are suitable, with the aim of maximising the benefits to Shareholders. The Board considers that it will be most advantageous to Shareholders for the Company to be able to make such purchases as and when it considers market conditions to be favourable and therefore does not propose to set a timetable for making any such purchases.

Under the Act, the Company is allowed to hold any Ordinary Shares purchased in the market in treasury rather than cancelling them. This gives the Company the ability to sell treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base. The Directors will decide at the time of any purchase which option to pursue. Shares held in treasury have their voting and dividend rights suspended. The Directors will have regard to any guidelines issued by investor groups as at the time of any such purchase with respect to the holding or resale of treasury shares.

As at 7 November 2022 (being the last practicable date prior to the publication of this Notice of Annual General Meeting) options to subscribe for a total of 4,717,701 ordinary shares were outstanding under the Company's equity incentive schemes, representing approximately 6.3% of the issued share capital of the Company at that date and approximately 6.7% of the issued share capital of the Company if the authority sought by this resolution were to be exercised in full.

5. **Directors' recommendation and voting intentions**

The Directors consider the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 28,198,347 Ordinary Shares, representing approximately 37.65 per cent. of the issued capital of the Company as at 9 November 2022, the latest practicable date prior to the publication of this document.

Yours faithfully,

Christopher Mills

Christopher Mills
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

RENALYTIX PLC

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 11257655)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Renalytix plc (the "**Company**") will be held at 11 a.m. (GMT) on 19 December 2022 at 6 Stratton Street Mayfair, London W1J 8LD to consider, and if thought fit, pass the following resolutions of which Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolutions 11 and 12 as special resolutions.

ORDINARY RESOLUTIONS

1. To receive and adopt the accounts for the year ended 30 June 2022 together with the reports of the Directors and the auditors thereon (the "**2022 Annual Report and Accounts**").

2. To approve the Directors' Remuneration Report set out on pages 32 to 47 (inclusive) of the 2022 Annual Report and Accounts.

3. To re-appoint Christopher Mills as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.

4. To re-appoint James McCullough as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.

5. To re-appoint Fergus Fleming as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.

6. To re-appoint Erik Lium as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.

7. To re-appoint Timothy Scannell as a Director of the Company who, having been appointed since the last annual general meeting, is retiring in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.

8. To re-appoint Messrs PKF Littlejohn LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 (the "**Act**") are complied with.

9. To authorise the Directors of the Company to determine the auditors' remuneration.

10. That in substitution for any existing such authorities (but without prejudice to any allotment of Relevant Securities (as defined in (i) below) made or agreed to be made pursuant to such authorities), the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company:

    (i) to allot shares and grant rights to subscribe for, or convert any security into, shares of the Company (all of which transactions are hereafter referred to as an allotment of "**Relevant Securities**") up to an aggregate nominal amount of £61,785.77 (representing approximately 33% of the Company's issued share capital); and

(ii) to allot further equity securities (within the meaning of Section 560(1) of the Act) up to an aggregate nominal amount of £61,785.77 (representing approximately 33% of the Company's issued share capital) in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of the shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them, which satisfies the conditions and may be subject to all or any of the exclusions specified in paragraph (i) of Resolution 11.

The authorities conferred by this resolution shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the close of business on 19 March 2024, whichever is the earlier, save that the Company may, before such expiry, revocation or variation, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or been revoked or varied.

SPECIAL RESOLUTIONS

11. That, subject to and conditional upon the passing of Resolution 10 above, the Directors be given power in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 10 above and/or sell treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 10 by way of a rights issue only) to or in favour of (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may make such exclusions or other arrangements as they consider expedient or necessary in relation to fractional entitlements, record dates, shares represented by depositary receipts, the use of more than one currency for making payments in respect of such offer, treasury shares, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

(ii) the allotment of equity securities for cash pursuant to the authority granted under paragraph (i) of Resolution 10 (otherwise than under paragraph (i) of this Resolution 11) up to a maximum aggregate nominal amount of £46,807.40, which represents approximately 25% of the Company's issued share capital.

The power conferred by this resolution shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the close of business on 19 March 2024, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, revocation or variation and the Directors may allot equity securities and sell treasury shares pursuant to such offer or agreement as if the power hereby conferred had not expired or been revoked or varied. This power is in substitution for any and all powers previously conferred on the Directors under Section 570 of the Act, but without prejudice to any allotment of equity securities made or agreed to be made pursuant to such powers.

12. That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of £0.0025 each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors may from time to time decide provided that:

(i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 7,489,184 (representing approximately 10% of the Company's issued ordinary share capital);

(ii) the minimum price (excluding expenses) which may be paid for an Ordinary Share is £0.0025 per share;

(iii) the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of (a) 105% of the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased and (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

(iv) unless previously varied or revoked, the authority conferred shall expire at the conclusion of the Company's next annual general meeting or the close of business on 31 December 2023, if earlier; and

(v) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Registered Office
Finsgate
5-7 Cranwood Street
London
EC1V 9EE
United Kingdom

BY ORDER OF THE BOARD

Salim Hamir
Company Secretary

10 November 2022

SHAREHOLDER NOTES

Arrangements for the Annual General Meeting

The Annual General Meeting will be held on 19 December 2022 at 11 a.m. (GMT) at 6 Stratton Street Mayfair, London W1J 8LD.

We would politely remind you that the Directors will not answer questions relating to the individual rights of Shareholders at the Annual General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

Shareholders who wish to vote are encouraged to submit their votes by proxy as soon as possible and, in any event, no later than the deadlines set out in paragraphs 3, 4, 5 and 8 below. The Board recommends that Shareholders appoint the Chairman of the meeting as their proxy.

In the event that our Annual General Meeting arrangements change, the Company will make a further communication via a regulatory information service. As such, we strongly recommend Shareholders monitor such communications, which can also be found on our website at https://investors.renalytix.com/news-and-events/news-releases/general.

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and article 49.4 of the Articles, the Company specifies that only those members registered on the Company's register of members at the close of business on 15 December 2022 shall be entitled to attend and vote at the Annual General Meeting or adjourned meeting (as applicable) in respect of the number of Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak, and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the hard copy proxy form (if requested). A proxy does not need to be a member of the Company, but must attend the Annual General Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, please contact the Company's registrars at the address set out in note 5 below. The Board recommends that Shareholders appoint the Chairman of the meeting as their proxy.

3. You will not receive a hard copy form of proxy with this document. Instead, you will be able to submit your proxy electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or available from our Registrar, Link Group. Proxies submitted electronically must be submitted by no later than 11 a.m. (GMT) on 15 December 2022.

4. You can also vote electronically:

   by downloading the new shareholder app, LinkVote+, on the Apple App Store or Google Play and following the instructions

   if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11 a.m. on 15 December 2022 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

5. You may request a hard copy form of proxy directly from the Registrars, Link Group at shareholderenquiries@linkgroup.co.uk or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30 (GMT), Monday to Friday excluding public holidays in England and Wales. To be valid, any hard copy form of proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority or other instrument appointing a proxy must be completed and returned to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 11 a.m. (GMT) on 15 December 2022.

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service should do so in accordance with the procedures set out below.

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11 a.m. (GMT) on 15 December 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group at the contact details noted in note 5 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

12. In order to revoke a proxy instruction you will need to inform the Company by contacting Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group no later than 11 a.m.(GMT) on 15 December 2022. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

13. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person.

14. Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.

15. As at 5:00 p.m. (GMT) on the day immediately prior to the date of posting of this Notice of Annual General Meeting, the Company's issued share capital comprised 74,891,844 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5:00 p.m. (GMT) on the day immediately prior to the date of posting of this Notice of Annual General Meeting is 74,891,844.

16. You may not use any electronic address provided either in this Notice of Annual General Meeting or any related documents (including any hard copy form of proxy) to communicate with the Company for any purposes other than those expressly stated.

17. Any member attending the Annual General Meeting has the right to ask questions.

18. In accordance with the Articles, voting on all resolutions at the Annual General Meeting will be on a poll rather than a show of hands.

19. A copy of this Notice, and other information required by Section 311A of the Act, can be found on the Company's website at www.renalytix.com.

20. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

    (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or

    (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.

    The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

CONTACT DETAILS

Renalytix plc
Finsgate
5-7 Cranwood Street
London
EC1V 9EE
United Kingdom
www.renalytix.com

The Registrar
Link Group
Central Square
29 Wellington Street
Leeds
LS1 4DL

Lawyers
Cooley (UK) LLP
22 Bishopsgate
London
EC2N 4BQ
United Kingdom

If you are an ordinary Shareholder, please contact Link Group at www.signalshares.com if you would like to change your election on how you receive Shareholder documents in the future.

Annual General Meeting

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on December 13, 2022 for action to be taken.

2022 VOTING INSTRUCTIONS AMERICAN DEPOSITARY SHARES

Renalytix plc (the "Company")

CUSIP No.: 75973T101.
ADS Record Date: November 14, 2022.
Meeting Specifics: Annual General Meeting to be held on Monday, December 19, 2022 at 11:00 A.M. (GMT) as an in-person meeting at 6 Stratton Street Mayfair, London W1J 8LD.
Meeting Agenda: Please refer to the Company's Notice of Annual General Meeting and other relevant documents on the Company's website: https://investors.renalytix.com/news-and-events/documents-and-presentations.
Depositary: Citibank, N.A.
Deposit Agreement: Deposit Agreement, dated as of July 21, 2020.
Deposited Securities: Ordinary shares, nominal value £0.0025 per share, of the Company.
Custodian: Citibank, N.A. (London).

The undersigned holder, as of the ADS Record Date, of the American Depositary Share(s) issued under the Deposit Agreement ("ADSs") and identified above, acknowledges receipt of a copy of the Depositary's Notice of Annual General Meeting and hereby authorizes and directs the Depositary to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof. All capitalized terms not defined herein shall have the meaning given to such term in the Deposit Agreement. **The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (*e.g.*, an adjournment or cancellation of the Meeting, and change in manner of holding the Meeting). The Company intends to announce any changes and updates only on its website https://www.renalytix.com. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions as it is not expected that any additional information will be distributed to you via mail or email.**

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depositary, the Depositary shall endeavor, insofar as practicable and permitted under any applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with the voting instructions received from the Holder of the ADSs. If the Depositary does not receive voting instructions from a Holder as of the ADS Record Date on or before the date established by the Depositary for such purpose, such Holder shall be deemed, and the Depositary shall deem such Holder, to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the rights of holders of Deposited Securities may be adversely affected.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder shall not be voted (except as otherwise contemplated in the Deposit Agreement). Neither the Depositary nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depositary nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated in the Deposit Agreement. If the Depositary timely receives voting instructions from a Holder which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of the items set forth in such voting instructions.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depositary and the Company that the undersigned is duly authorized to give the voting instructions contained therein.

RESOLUTIONS
ORDINARY RESOLUTIONS

1. To receive and adopt the accounts for the year ended 30 June 2022 together with the reports of the Directors and the auditors thereon (the "**2022 Annual Report and Accounts**").
2. To approve the Directors' Remuneration Report set out on pages 32 to 47 (inclusive) of the 2022 Annual Report and Accounts.
3. To re-appoint Christopher Mills as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re- appointment.
4. To re-appoint James McCullough as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re- appointment.
5. To re-appoint Fergus Fleming as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re- appointment.
6. To re-appoint Erik Lium as a Director of the Company who retires by rotation in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.
7. To re-appoint Timothy Scannell as a Director of the Company who, having been appointed since the last annual general meeting, is retiring in accordance with Article 83.1 of the Company's articles of association and, being eligible, is offering himself for re-appointment.
8. To re-appoint Messrs PKF Littlejohn LLP as auditors to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 (the "Act") are complied with.
9. To authorise the Directors of the Company to determine the auditors' remuneration.
10. That in substitution for any existing such authorities (but without prejudice to any allotment of Relevant Securities (as defined in (i) below) made or agreed to be made pursuant to such authorities), the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company:
    (i) to allot shares and grant rights to subscribe for, or convert any security into, shares of the Company (all of which transactions are hereafter referred to as an allotment of "**Relevant Securities**") up to an aggregate nominal amount of £61,785.77 (representing approximately 33% of the Company's issued share capital); and
    (ii) to allot further equity securities (within the meaning of Section 560(1) of the Act) up to an aggregate nominal amount of £61,785.77 (representing approximately 33% of the Company's issued share capital) in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of the shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them, which satisfies the conditions and may be subject to all or any of the exclusions specified in paragraph (i) of Resolution 11.

    The authorities conferred by this resolution shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the close of business on 19 March 2024, whichever is the earlier, save that the Company may, before such expiry, revocation or variation, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired or been revoked or varied.

SPECIAL RESOLUTIONS

11. That, subject to and conditional upon the passing of Resolution 10 above, the Directors be given power in accordance with sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 10 above and/or sell treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited to:
    (i) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 10 by way of a rights issue only) to or in favour of (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may make such exclusions or other arrangements as they consider expedient or necessary in relation to fractional entitlements, record dates, shares represented by depositary receipts, the use of more than one currency for making payments in respect of such offer, treasury shares, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
    (ii) the allotment of equity securities for cash pursuant to the authority granted under paragraph (i) of Resolution 10 (otherwise than under paragraph (i) of this Resolution 11) up to a maximum aggregate nominal amount of £46,807.40, which represents approximately 25% of the Company's issued share capital.

    The power conferred by this resolution shall expire (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the close of business on 19 March 2024, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, revocation or variation and the Directors may allot equity securities and sell treasury shares pursuant to such offer or agreement as if the power hereby conferred had not expired or been revoked or varied. This power is in substitution for any and all powers previously conferred on the Directors under Section 570 of the Act, but without prejudice to any allotment of equity securities made or agreed to be made pursuant to such powers.
12. That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of £0.0025 each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time decide provided that:
    (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 7,489,184 (representing approximately 10% of the Company's issued ordinary share capital);
    (ii) the minimum price (excluding expenses) which may be paid for an Ordinary Share is £0.0025 per share;
    (iii) the maximum price (excluding expenses) which may be paid for an Ordinary Share is the higher of (a) 105% of the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased and (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;
    (iv) unless previously varied or revoked, the authority conferred shall expire at the conclusion of the Company's next annual general meeting or the close of business on 31 December 2023, if earlier; and
    (v) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

The Board of Directors recommends a FOR vote for all resolutions.

A Issues Renalytix plc

Ordinary Resolutions

	For	Against	Abstain
Resolution 1	☐	☐	☐
Resolution 2	☐	☐	☐
Resolution 3	☐	☐	☐
Resolution 4	☐	☐	☐
Resolution 5	☐	☐	☐
Resolution 6	☐	☐	☐
Resolution 7	☐	☐	☐
Resolution 8	☐	☐	☐
Resolution 9	☐	☐	☐
Resolution 10	☐	☐	☐

Special Resolutions

	For	Against	Abstain
Resolution 11	☐	☐	☐
Resolution 12	☐	☐	☐

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If this Voting Instructions Card is signed and timely returned to the Depositary but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depositary to give voting instructions "FOR" the unmarked issue.

If these Voting Instructions are signed and timely returned to the Depositary but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have directed the Depositary to give an "ABSTAIN" voting instruction for such issue.

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. A Voting Instructions Card executed by a corporation should be in the full name of a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line ____________

Signature 2 - Please keep signature within the line ____________

Date (mm/dd/yyyy) ____ / ____ / ____