

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 15, 2023**

**Renalytix plc**  
(Exact name of registrant as specified in its Charter)

**England and Wales  
(State or other jurisdiction  
of incorporation)**

**001-39387  
(Commission  
File Number)**

**Not Applicable  
(IRS Employer  
Identification No.)**

**Finsgate  
5-7 Cranwood Street  
London EC1V 9EE  
United Kingdom  
(Address of principal executive offices) (Zip Code)**

**+44 20 3139 2910  
(Registrant's telephone number, including area code)**

**Not Applicable  
(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Ordinary shares, nominal value £0.0025 per ordinary share	n/a	The Nasdaq Stock Market LLC*
American Depositary Shares, each representing two ordinary shares, nominal value £0.0025 per ordinary share	RNLX	The Nasdaq Stock Market LLC

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The Nasdaq Stock Market LLC.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 5.07 Submission of Matters to a Vote of Security Holders

Renalytix plc (the “*Company*”) held its annual general meeting of shareholders (the “*AGM*”) on December 15, 2023. Each of the proposals set forth below were voted on and duly passed on a poll at the AGM, as set forth below. Detailed descriptions of these proposals and of the voting procedures applied at the AGM are contained in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on November 13, 2023, as amended.

There were 40,210,863 ordinary shares of the Company represented in person or by proxy at the AGM, constituting approximately 41.27% of the issued and outstanding ordinary shares on December 15, 2023. Proxy appointments which gave the Chairman of the meeting discretion have been included in the “For” total. In accordance with the terms of the deposit agreement by and among the Company, Citibank, N.A. as depository and holders and beneficial owners of American Depositary Shares (“*ADSs*”) dated July 21, 2020 and as amended to date, holders of ADSs who did not provide the depository bank with voting instructions on or before the specified deadline were deemed to have instructed the depository bank to give a discretionary proxy to a person designated by the Company to vote the underlying ordinary shares at the AGM and the voting results below reflect that. A vote withheld/abstain is not a vote in law and is not counted in the calculation of votes for or against a resolution.

**Proposal 1 – To receive and adopt the accounts for the year ended June 30, 2023 together with the reports of the Directors and the auditors thereon (the “2023 U.K. Annual Report”).**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
40,118,702	24,743	67,418

**Proposal 2 – To approve the Directors’ Remuneration Report set out on pages 38 to 54 (inclusive) of the 2023 U.K. Annual Report.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
39,959,034	226,856	24,973

**Proposal 3 – To re-appoint Catherine Coste as a Director of the Company.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
39,058,428	1,086,363	66,072

**Proposal 5 – To ratify the selection of Ernst & Young LLP (“*EY*”) as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2024.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
39,266,710	910,387	33,766

**Proposal 6 – 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.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
40,142,582	37,614	30,667

**Proposal 7 – To authorise the Directors of the Company to determine the auditors’ remuneration for the fiscal year ending June 30, 2024.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
40,105,519	77,729	27,615

**Proposal 8 – To authorise the Directors of the Company to (i) allot shares or grant rights to subscribe for, or convert any security into, shares up to a maximum aggregate nominal amount of £85,251.39 and (ii) allot further equity securities up to an aggregate nominal amount of £81,191.80 in connection with a pre-emptive offer in favour of shareholders.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
38,484,392	1,697,234	29,237

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**Proposal 9 – Subject to and conditional upon the passing of Proposal 8 above, to authorise the Directors of the Company to allot equity securities for cash pursuant to the authority conferred by Proposal 8 above and/or sell treasury shares in connection with a pre-emptive offer and otherwise up to a maximum aggregate nominal amount of £85,251.39 .**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
38,467,804	1,710,946	32,113

**Proposal 10 – To generally and unconditionally authorise the Company to make one or more market purchases on the London Stock Exchange of ordinary shares of £0.0025 each in the capital of the Company on such terms and in such manner as the Directors may from time to time decide.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
39,597,340	51,284	562,239

**Proposal 11 – To adopt the draft articles of association produced to the AGM as the articles of association of the Company.**

<u>For</u>	<u>Against</u>	<u>Vote Withheld/Abstain</u>
40,059,859	104,681	46,323

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## 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 hereunto duly authorized.

Date: December 18, 2023      **RENALYTIX PLC**

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

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