



Proteome Sciences plc

Registered number: 02879724

Report and Financial Statements

for the year ended 31 December 2025

ADVISERS

NOMINATED ADVISER
AND BROKER:

SP Angel Corporate Finance LLP
Prince Frederick House
35-39 Maddox Street
London
W1S 2PP

AUDITOR:

Cooper Parry Group Limited
Sky View
Argosy Road
East Midlands Airport
Caste Donington
Derby
DE74 2SA

SOLICITOR:

Bird & Bird LLP
12 New Fetter Lane
London
EC4A 1JP

BANKER:

Barclays Bank Plc
Pall Mall Corporate Banking Group
50 Pall Mall
London
SW1Y 5AX

REGISTRAR:

MUFG Corporate Markets
Central Square
29 Wellington Street
Leeds
LS1 4DL

Shareholder Enquiries:

+44(0) 371 664 0300

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EXECUTIVE CHAIRMAN'S STATEMENT

For the year ended 31 December 2025

Financial Highlights

- Total revenues £3.76m (2024: £4.89m)
- Proteomics services revenues £2.06m (2024: £0.87m)
- TMT[®] reagent sales and royalties £1.70m (2024: £4.01m)
- Loss after tax £3.06m (2024: £3.41m)
- Cash at year end £0.78m (2024: £1.13m)
- Cost of sales and administrative costs £6.42m (2024: £7.24m)
- Adjusted EBITDA* loss £1.72m (2024: loss £1.48m)

*(See Note 3, page 46)

Our services business finished the year ending 31 December 2025 strongly, continuing at a similar pace to the first half of the year delivering 2.4x growth with revenue of £2.06m (2024: £0.87m) excluding a carryover in orders of £1.40m into 2026. During December a third follow up order was received from a US customer with two further substantial GCLP contracts secured in January 2026 with a combined value in excess of \$2.0m that will run through the year and into 2027.

The San Diego facility that was re-established in February 2025 to meet the demands of a large US customer base has performed well and generated \$0.41m of revenue in the second half of the year with a strong order position in place for 2026. We recently launched and successfully completed our first chemoproteomics study using TMT pro[™]32 plex reagents to enable identification of protein-drug interactions to discover key targets for drugs in development and for screening compound libraries. We are also introducing a range of 'Solvent Shift' chemoproteomics workflows, an application much needed by pharma customers from which we have already received our first orders.

We are encouraged by the strong growth and progress being made in the services business and expect that it will continue to perform well during 2026 and into 2027.

The unexpected 40% budget reduction instigated in the USA in the spring of 2025 on the NIH and the funding cuts to US academic institutes by the new US administration caused an immediate negative impact for equipment and reagent sales, reversing the positive momentum from 2024. Revenue from TMT[®] fell sharply in the first half and that trend largely continued for the rest of the year. TMT[®] reagent sales and royalties received from Thermo Scientific dropped to £1.70m (2024: £4.01m). It was envisaged that demand would be adversely impacted for a limited period and then a recovery was anticipated as the life sciences industry and academic research adapted to the 'new normal' as a result of the pressing global requirement to deliver better healthcare treatments and outcomes. The pattern has started to change following the pressure applied to reinstate many of the proposed budgetary cuts and we are pleased to report that the levels of orders are picking up in the first quarter. We are working closely with our licensee Thermo Scientific to reinforce the global market position and advantages of TMT pro[™] to drive increased uptake in the USA and the Rest of the World.

Following the launch of TMT pro[™]32 plex at ASMS in June 2024, we have recently achieved a considerable technical advance by increasing the plexing rate from 32x to 96x and this is due to be launched in 2026. This opens up a new high-throughput market application for isobaric mass tagging. The 96 plex tag is constructed from a novel chemistry combination that is not covered by the existing licences with Thermo Scientific and with the major improvement in plexing rate we intend to negotiate an additional licence fee with a significant signature fee, manufacturing revenues and royalties. In parallel, we continue to actively progress our licence negotiations for DXT[®] tags for multiplex DIA and will update shareholders accordingly but both DXT[®] and 96 plex should provide good additional long term sources of revenue for our chemical reagents business.

As a result of the adverse impact from our reagents business on group cash flow we completed a share placing to raise £972,000 at the end of January 2026. The net proceeds will be used to

EXECUTIVE CHAIRMAN'S STATEMENT

For the year ended 31 December 2025

generate a range of new/complementary revenue streams. In chemical tags we are completing and due to launch 96 plex and DXT® isotopic DIA tags in 2026, both of which will secure new licence and manufacturing agreements. In our services business we are introducing a range of novel 'Solvent Shift' chemoproteomics workflows and with the rapid growth in orders in San Diego, we need to expand the staff and MS capacity to meet that demand. The combination of these should considerably extend our coverage and future revenues.

Following the significant investment already made in additional capacity, staffing, the San Diego facility and the recent fund raising we consider that 2025 was the bottom of the cycle for our business.

We are optimistic with this behind us that we are well positioned to deliver substantial increases and returns from the wider combination of our activities and exposure in proteomics with good growth expected to continue from our services business and a recovery in TMT® reagents.

Services

2025 was a significantly easier year to navigate as the headwinds that were extensively reported in the industry had mainly disappeared. At the start of 2025 we had a significant roll over of orders to be processed that amounted to approximately £1.3m in value from the 2024 financial year. The majority of this revenue was recognised in 2025. This roll over comprised both clinical (GCLP) contracts from a west coast US Biopharma and pre-clinical orders from both US and European customers.

In Q1 2025 a further \$1m GCLP order was added to the backlog by the same biopharma customer. In Q2 2025 we received a major order for Single Cell Proteomics and in December we were awarded a further contract to transfer a 3rd clinical protein-based target from our GCLP based facility in Frankfurt. In addition to the assay transfer, the same client awarded two new contracts in 2026 that were an extension to the original contract first started in January 2024. The combined value of the two 2026 contracts was in excess of \$1.5m, and the majority of the revenue will be generated during the coming year. Over the past five years we have seen

a progressive shift in trend away from discovery based (pre-clinical) proteomics to where mass spectrometry is employed as a detection technique in clinical applications. Management envisage that this trend will increase in the coming years as clinical trial biomarker detection increasingly addresses proteins and their many post translational modifications by mass spectrometry as such detection is largely unavailable using other ligand binding technologies.

During 2025 we invoiced £2m in revenue and rolled over a further £1.4m of orders into 2026. The 2025 revenue figure of £2.06m (2024: £0.87m) reflected 2.4x growth year on year. We further increased our mass spectrometry capacity in Frankfurt in Q4 2024 with another two Exploris 480s in order to accommodate the demand for extra GCLP work.

The US remains our largest market sector and the re-establishment of the US laboratory in San Diego contributed to a significant growth and novel exposure to non-GCLP US business. The laboratory was at full capacity by mid-year 2025 and continued that way throughout the remainder of the year.

In 2025 we developed and launched a novel application to aid drug based pharmaceutical researchers to detect how their drug binds to protein(s) in the proteome. Briefly when a drug binds a protein, the effect of drug binding is likely to affect the solubility of that protein(s). Comparing the solubility curves with and without drug being present, enables researchers to detect the drug/protein binding event. This process significantly simplifies the detection of the drug binding compared to current methods and enables a faster and more cost effective solution. We secured our first order for this approach and have received several other orders subsequently before the end of the year. Further orders are anticipated in 2026 and beyond.

As in previous years we continued to attend relevant conferences and exhibitions throughout 2025 both in the US and Europe and combined these events with local customer engagements and visits.

EXECUTIVE CHAIRMAN'S STATEMENT

For the year ended 31 December 2025

Tandem Mass Tags®

The unexpected 40% funding cuts to US academic institutes by the new administration in 2025 caused an immediate negative impact for equipment and reagent sales, reversing the positive momentum from 2024. Revenue from TMT® and TMTpro™ fell sharply in the first half and that trend largely continued for the rest of the year. TMT® reagent sales and royalties received from Thermo Scientific dropped to £1.70m (2024: £4.01m). It was envisaged that demand would be adversely impacted for a limited period and then a recovery was anticipated as the life sciences industry and academic research adapted to the 'new normal' as a result of the pressing global requirement to deliver better healthcare treatments and outcomes. The pattern has started to change with a lot of pressure being widely applied to reinstate many of the proposed budgetary cuts and we are now seeing improvements in the levels of orders during the first quarter of 2026. We are working closely with Thermo Scientific our licensee to reinforce the global market position and advantages of TMT pro™ to drive increased uptake in the USA and the Rest of the World.

Licenses

The Group's exclusive license with Thermo Scientific for the sale and distribution of all isobaric tags including TMT® and TMTpro™ remains in effect. Licenses for development of stroke diagnostics based on our biomarkers developed with the University of Geneva are held with Randox Laboratories (UK) and Galaxy CCRO (USA). We have several other patent families available for licensing, covering biomarker panels in Alzheimer's disease and new chemical reagents including the DXT® tags for DIA analysis and new technology for increasing TMTpro™ multiplexing.

Stroke Biomarkers

The development of diagnostic products for stroke based on our biomarkers is continuing, but our licensees Randox Laboratories and Galaxy CCRO have yet to obtain marketing approval. We believe that the Randox clinical trial has now been completed, and Galaxy also concluded an initial proof-of-concept trial for their innovative FAST>ER lateral flow test, confirming its suitability for use in

acute stroke management within NHS Emergency Departments. Their second-generation test is also in final stages of development with clinical trials for CE marking being planned to start later this year.

Research

We have recently developed new technology that increases the plexing rate from 35 to 105 with minimal additional reagent synthesis. This also enables a 96plex set of tags that are well suited to high-throughput automation in applications for chemoproteomics and large biomarker studies. A provisional patent covering the technology was filed in early 2026 and we expect to have products ready for launch later in 2026. This opens up a new high-throughput market application for both isobaric and isotopic mass tagging. The enabling technology is not covered by our existing licences and we will look to obtain significant signature fees, manufacturing revenues and royalties.

In parallel, we continue to actively progress our licence negotiations for DXT® tags for multiplex DIA and will update shareholders accordingly. The same technology for increasing plexing rates can also be used to increase DXT® to a set of 18plex reagents. We remain confident that DXT®, TMTpro™ and our new higher-plexing technology should provide good additional long-term sources of revenue for our chemical reagents business.

We were part of the successful MIPrecise consortium developing novel reagents and awarded funding under a four-year program from the European Commission Marie Skłodowska-Curie Actions Doctoral Network developing novel reagents and blood tests for early cancer detection. We are due to receive c.€270,000 to support employment of a graduate scientist who will help to develop mass spectrometry tests for lung cancer.

Financials

As a result of the adverse impact from our reagents business on group cash flow we completed a share placing and retail offer to raise gross proceeds of £972,000 at the end of January 2026. The net proceeds will be used to generate a range of new/complementary revenue streams. In chemical tags we are completing and due to launch 96 plex and

EXECUTIVE CHAIRMAN'S STATEMENT

For the year ended 31 December 2025

DXT[®] isotopic DIA tags in 2026 both of which will secure new licence and manufacturing agreements. In our services business we are introducing a range of novel 'Solvent Shift' chemoproteomics workflows and with the rapid growth in orders in San Diego we need to expand the staff and MS capacity to meet that demand. The combination of these should considerably extend our coverage and future revenues.

Director retirement

As previously announced in the Final Results, Roger McDowell after 11 years on the Board as a non-executive director believes it is the right time for him to step down and to not seek re-election at the upcoming Annual General Meeting. On behalf of shareholders I would like to thank him sincerely for the considerable contribution and guidance that he has provided to the business over that time. He departs with our very best wishes for the future.

Outlook

After the significant investment that has already been made in additional capacity, staffing, the San Diego facility and the recent fund raising we consider that 2025 was the bottom of the cycle for our business.

We are optimistic with this behind us that we are well positioned to deliver substantial increases and returns from the wider combination of our activities and exposure in proteomics with good growth expected to continue from our services business and a recovery in TMT[®] reagents.

Christopher Pearce

Executive Chairman

14 April 2026

STRATEGIC REPORT

For the year ended 31 December 2025

Review of the Business

The principal activities of the Group involve protein biomarker research and development. As a leader in applied proteomics, we use high sensitivity proprietary techniques to detect and characterise differentially expressed proteins in biological samples for diagnostic, prognostic and therapeutic applications. In addition, we invented and developed the technology for TMT® and TMTpro™, and manufacture these small, protein-reactive chemical reagents which are sold for multiplex quantitative proteomics under exclusive license by Thermo Fisher Scientific.

Proteome Sciences is a major provider of contract research services for the identification, validation and application of protein biomarkers. Our clients are predominantly pharmaceutical and biotechnology companies, but we also perform services for other sectors including academic research. While we have several well-established workflows that meet the needs of many customers, we retain our science-led business focus wherever possible, developing new analytical methods, new reagents and data analysis tools to provide greater flexibility in the types of studies we can deliver. Our contract service offering remains centred on mass spectrometry-based proteomics, and this is becoming more widely implemented in drug development projects as the pharmaceutical industry seeks to expand biological knowledge beyond genomics. These services are fully aligned with the drug development process, can be used in support of clinical trials and in vitro diagnostics, and include proprietary bioinformatics capabilities.

Progress during 2025

Growing our Services Business

After the substantial investments into our technology platforms made in 2024 we focused on customer acquisition and new workflows. Central to this was the increased focus on our San Diego laboratory where broader challenges across the pharma and biotech sectors had impacted our revenues. We saw greater activity leading to contract research projects through our attendance at leading biomedical conferences in the United States, with many of these being in San Diego and the West Coast. This activity resulted in the strong growth

in service revenues and increasing numbers of repeat orders, particularly from California.

During the year we also initiated a new service in the field of chemoproteomics, which provides a global proteomics approach to identify drug targets for uncharacterised compounds, or to screen for drugs active against specific protein sites. This segment of the drug discovery market is expected to triple in value over the next 9 years with mass spectrometry CRO services predicted to be a significant contributor (Chemoproteomics Market Research Report 2033). We have developed two different methods of chemoproteomic workflows directed to target deconvolution based on changes to proteins caused by drug binding causing changes to solubility and access to proteolysis. We have used the solvent shift method to confirm selectivity of our own CK1d inhibitors, as well as supporting customers with their drug development programs.

Building further on updates to our data science team we have now completed a further review of our bioinformatics pipeline, deepening the level of biological insights provided whilst optimising efficiency of analysis through selective adoption of cloud computing. We expect the new reporting formats developed will add further value to our customer's projects whilst also reducing the time to reporting and increasing our capacity.

Expanding the proteomics reagents business

In 2024 we completed synthesis of the 35plex TMTpro™ reagent stocks and the Chemistry team has been focused on developing new reagents. In addition to completing the DXT® reagents we started a project to develop reagents for chemoproteomics applications. We first made new bi-functional tags for enrichment of cysteine containing peptides. Cysteine is one of the 20 amino acids within proteins and is increasingly been shown to be a major site regulating protein function that can be modulated by new classes of drugs. We are synthesizing isotopic variants of these tags that will allow us to perform cysteine proteomics with subsequent TMTpro™ labelling at previously unachievable levels of multiplexing in excess of 100 samples per experiment, retaining

STRATEGIC REPORT

For the year ended 31 December 2025

the high quality and completeness of proteome coverage. These reagents represent the current state-of-the-art but require two independent labelling steps to be performed. We are therefore, also developing reagents that will specifically isolate TMTpro™-labelled peptides from unreacted TMTpro™ and unlabelled peptides. Whilst initially intended for use with cysteine targeting TMTpro™ reagents, we will extend the range of amino-acid specific linking chemistry to cover up to 8 other amino acids. Finally, we are developing sets of tri-functional reagents that provide the benefits of both bi-functional reagents and specific enrichment tools. A provisional patent covering these tri-functional linkers has been filed and synthesis of the first prototype completed. We expect to complete the three new classes of reagents in 2026 with commercial launch either directly or through licensing to follow rapidly.

Single Cell Proteomics

The demand for single cell proteomics (SCP) has been slow to develop, despite the continuing developments within the academic community. We completed two customer studies in the year and performed all sample preparation and data acquisition for a large study of over 5,000 cells. The data processing for this project was completed in the first quarter of 2026. We observed over 3,300 proteins with close to 900 being quantifiable across all 5,000 cells. The planned adoption of nPOP and prioritized acquisition was delayed to allow completion of the customer project, but we have now implemented a new data analysis and statistics pipeline that speeds up the processing of large datasets and improves the overall quantitative coverage.

Stroke biomarkers

The development of diagnostic products for stroke using our biomarkers is continuing, but our licensees Randox Laboratories and Galaxy CCRO have yet to obtain marketing approval. We believe that the Randox clinical trial has now been completed, and Galaxy also concluded an initial proof-of-concept trial for their innovative FAST>ER lateral flow test, confirming its suitability for use in acute stroke management within NHS Emergency Departments. Their second generation test is also

in final stages of development with clinical trials for CE marking being planned to start later this year.

The FAST>ER test is performed three times within the first 60 minutes of suspected stroke and can be deployed both in the emergency response setting and during transport to and assessment in hospital. The biomarker used, GSTP1 was identified as an indicator of stroke time of onset, an important factor in determining eligibility for thrombolysis. In Galaxy's initial trial they found the test to be excellent at discriminating stroke patients from those with stroke mimicking conditions. In this context Galaxy estimate there are approximately 15 million emergency department visits with possible stroke symptoms, suggesting their test will have a sizeable market potential. Currently Proteome Sciences owns c.8% of Galaxy.

Patent Applications and Proprietary Rights

In 2025 we filed four national/regional patents covering DIA Plex first generation tags and the international application for the second generation DXT reagents. We also filed new divisional applications derived from the AD Pharmacodynamic Biomarkers in the EU and US patent offices to cover different aspects of this invention that were not granted under the parent application. We received grants of the parent case in the US and EU with the EU patent being validated in Germany, France and Great Britain. We also received grant of two additional AD-related patent families related to peripheral biomarkers.

Financial Review

Results and Dividends

Key Performance Indicators ("KPI's")

- The directors consider that revenue, adjusted EBITDA, and profit before/after tax are important in measuring Group performance. The performance of the Group is set out in the Executive Chairman's Statement on page 2.
- The directors believe that the Group's rate of cash expenditure and its effect on Group cash resources are important. Net cash outflows from operating activities for 2025 were £0.05m (2024: net cash outflows of £0.05m). The costs in 2025 were lower when compared to 2024 due to ongoing cost saving measures.

STRATEGIC REPORT

For the year ended 31 December 2025

We experienced lower revenues in the TMT business compared to 2024, which could only be partially compensated by higher service sales. Cash at 31 December 2025 was £0.78m (31 December 2024: £1.13m).

- In 2025 service revenues increased by 2.4x to £2.06m (2024: £0.87m). As a proportion of total group revenue service revenues in 2025 were 55% compared to 18% in 2024.

Financial Performance

- Revenue for the year ended 31 December 2025 showed a 23% decrease to £3.76m (2024: £4.89m). This is comprised of two revenue streams: TMT® related revenue and Proteomic (Biomarker) Services. Sterling values of our sales and royalties received for TMT® tags decreased by 58% to £1.70m (2024: £4.01m)
- Gross (loss) £(0.08)m (2024: gross profit £0.67m)
- Administrative expenses, including depreciation of £2.59m (2024: £ 3.02m)
- EBITDA decreased to £(1.74)m (2024: £ (1.52)m)
- Adjusted EBITDA* loss of £1.72m (2024: loss £1.48m)
- The loss after tax was £3.06m (2024: loss after tax of £3.41m)

*Adjusted EBITDA (a non-GAAP Group specific measure (see Note 3) which is considered to be a key performance indicator of the Group's financial performance) decreased by £0.24m (2024: decrease £0.56m) year on year mainly due to lower revenues while costs have decreased to a lesser proportion.

Taxation

Owing to the changing nature of our services business, with a stronger focus on commercial activities, we have not fully assessed our available R&D tax credit for 2025, and such amounts are only recognised when reasonably assured.

Costs and Available Cash

- The Group maintained a positive cash balance in 2025 and continues to seek improved cash flows from commercial income streams. Due to

flat revenues, the Group had a negative cash flow in the year.

- Cost cutting measures implemented during 2025 resulted in reduced administrative expenses of £2.59m (2024: £3.02m)
- Staff costs for the year were lower at £2.85m (2024: £3.49m) of which £0.02m was a share based payment charge (2024: £0.04m)
- Property costs including charges on rent of £0.45m were slightly lower than previous years (2024: £0.51m).
- Finance costs relate to interest due on loans from two major investors in the Company and lease interest. Costs of £0.92m were higher than the prior year (2024: £0.89m)
- Trade and other payables were £1.62m (2024: £0.78m).
- Trade and other receivables were £0.62m (2024: £0.43m)
- Cash at the year end was £0.78m (2024: £1.13m)

Principal Risks and Uncertainties

Commercialisation Activities

It is uncertain whether our range of contract proteomic services will generate sufficient revenues for the Group ultimately to be successful in an increasingly competitive commercial market which generally favours companies with a broader technology platform than our own. Similarly, our increased capacities and the opening of our US laboratory create a risk that we do not generate sufficient orders to make our commercial activities profitable.

Management of Risk: The Group has sought to manage this risk by broadening its proteomic services offering by increasing the coverage of unbiased discovery experiments and broadening capabilities for analysis of very small samples including single cells, investing in our own sales by dedicating more staff time to direct business development activities in our principal commercial territories and adopting conventional service-based metrics directed at speed, cost and quality.

STRATEGIC REPORT

For the year ended 31 December 2025

Dependence on Key Personnel

The Group depends on its ability to retain a limited number of highly qualified scientific, commercial and managerial personnel, the competition for whom is strong. While the Group has entered into conventional employment arrangements with key personnel and staff turnover is low, their retention cannot be guaranteed as evidenced by three resignations and one retirement during 2025.

Management of Risk: The Group has a policy of organising its work so that projects are not dependent on any one individual, and we have strong managerial oversight and support for our laboratory-based staff. Retention is also sought through annual, role-based reviews of remuneration packages, performance related bonus payments, and the opportunity for share option grants.

Investment Limitations

Sales and royalties from TMT® have historically been key to revenue and working capital for the group to invest in the business. The Group is reliant on TMT® sales and royalties for a significant part of our revenues and working capital to invest in growing the business remains limited.

Management of Risk: In addition to previous cost reduction and ongoing containment measures which have significantly changed the cost profile of the business over the last years, we also actively engage with our major creditors to manage the Company's debt.

Competition and Technology

The international bioscience sector is subject to rapid and substantial technological change. There can be no assurance that developments by others will not render the Group's service offerings and research activities obsolete or otherwise uncompetitive. Proteomics remains a growth area where increasing demand from the pharmaceutical industry remains ahead of the growth in service provider capacities.

Management of Risk: The Group employs highly experienced research scientists and senior managerial staff who monitor developments in technology that might affect the viability of its

service business or research capability. This is achieved through access to scientific publications, attendance at conferences and collaboration with other organisations.

Licensing Arrangements

The Group intends to continue sub-licensing new discoveries and products to third parties, but there can be no assurance that such licensing arrangements will be successful.

Management of Risk: The Group manages this risk by a thorough assessment of the scientific and commercial feasibility of proposed research projects which is conducted by an experienced management team. Risk has also been reduced by decreasing the overall number of research projects and re-distributing available resources.

Patent Applications and Proprietary Rights

The Group seeks patent protection for identified protein biomarkers which may be of diagnostic, prognostic or therapeutic value, for its chemical mass tags, and for its other proprietary technologies. The successful commercialisation of such biomarkers, chemical tags and proteomic workflows is likely to depend on the establishment of such patent protection. However, there is no assurance that the Group's pending applications will result in the grant of patents, that the scope of protection offered by any patents will be as intended, or whether any such patents will ultimately be upheld by a court of competent jurisdiction as valid in the event of a legal challenge. If the Group fails to obtain patents for its technology and is required to rely on unpatented proprietary technology, no assurance can be given that the Group can meaningfully protect its rights. All patents have a limited period of validity and competing products may be sold by third parties on expiry in each territory. Whilst the expiration of the earliest TMT® patent in 2022 resulted in a reduced royalty rate under the exclusive licence and distribution agreement with Thermo Fisher Scientific, we do not expect further royalty reductions in 2025 and beyond. We continually monitor the implications of patent expiry and have not seen any generic isobaric tags enter the markets so far.

STRATEGIC REPORT

For the year ended 31 December 2025

Management of Risk: The Group retains limited but experienced patent capability in house, supplemented by external advice, which has established controls to avoid the release of patentable material before it has filed patent applications. Maintenance of the existing patent portfolio is subject to review ensuring that its ongoing cost is proportional to its perceived value. We seek to prolong the value of our proprietary technologies by patenting improved chemical tags and superior biomarker panels when we are able to do so, and we monitor the impact of patent expiry by monitoring of market share of licensed products such as TMT® and TMTpro™.

Section 172 statement

The Board recognises the importance of the Group's wider stakeholders when performing their duties under Section 172(1) of the Companies Act and their duties to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the company's employees,
- (c) the need to foster the company's business relationships with suppliers, customers and others,
- (d) the impact of the company's operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members of the company.

The Board considers that all their decisions are taken with the long-term in mind, understanding that these decisions need to regard the interests of the company's employees, its relationships with suppliers, customers, the communities and the environment in which it operates. It is the view of the Board that these requirements are addressed in the Corporate Governance Statement on page 12, which can also be found on the company's website www.proteomics.com.

For the purpose of this statement detailed descriptions of the decisions taken are limited to those of strategic importance. The Board believes that two decisions taken during the year fall into this category and were made with full consideration of both internal and external stakeholders as follows:

The Board approved continued investment into new products and services to benefit the Group's customers and to maintain the organisation's competitive advantage.

The Board took the decision in 2025 that a fundraise would take place in early 2026 to ensure sufficient liquidity to meet working capital requirements.

By Order of the Board

Coveham House
Downside Bridge Road
Cobham
Surrey
KT11 3EP

Victoria Birse
Company Secretary

14 April 2026

BOARD OF DIRECTORS

For the year ended 31 December 2025

Christopher Pearce

Executive Chairman

Christopher Pearce has built the Group since inception and been responsible for the formulation and implementation of strategy, collaborative and licensing agreements, and IP. He was co-founder and Executive Chairman of Fitness First plc.

Dr Ian Pike

Chief Scientific Officer

Ian Pike has over 30 years' experience working in the diagnostics and biotechnology sectors and joined Proteome Sciences plc in November 2002. Having gained a PhD in medical microbiology, he joined Wellcome Diagnostics as a research group leader and spent eight years working on new diagnostic assays, particularly for hepatitis. In December 1999, he joined the Technology Transfer Office of the UK Medical Research Council with responsibility for patents and commercialisation of a wide portfolio of technologies related to the biomedical sector. Before joining the Group, Ian worked for Cancer Research Ventures managing intellectual property and performing business development activities in Europe and the US.

Richard Dennis

Chief Commercial Officer

Richard Dennis joined the Group in April 2017. He has a commercial background spanning over 30 years in the global life sciences research sector. Throughout his career he has held positions based in both the UK and US managing international sales teams. Prior to joining Proteome Sciences, he had held positions of increasing responsibility and diversity in companies such as Meso Scale Discovery, BioScale Inc., and most recently Quanterix Corp.

Roger McDowell

Non-executive Director (i) (ii)

Roger McDowell has a highly successful career as a businessman and entrepreneur. He was Chief Executive of Oliver Ashworth Group plc for eighteen years before its sale to St Gobain. He is currently the Chairman or a non-executive director of six listed companies, namely Avingtrans plc, Flowtech Fluidpower plc and Hargreaves Services plc as Chairman, British Smaller Companies VCT2 plc and Tribal Group plc as non-executive director. He brings considerable commercial experience with him and is a keen exponent of growing shareholder value.

Martin Diggle

Non-executive Director

Martin Diggle has worked in finance for over 30 years. He was a director and partner of UBS/ Brunswick in Russia until 2003, after which he joined Vulpes Investment Management, where he is currently a director and partner. He is an experienced specialist investor in life sciences and manages the Vulpes Life Sciences Fund, the registered holder of 24.2% of Proteome Sciences' ordinary share capital.

Dr Ursula Ney

Non-executive Director (i) (ii)

Ursula Ney has more than 30 years' experience in the pharmaceutical and biotech industry, with 20 years in leadership roles in the biotech sector. She was director of Development and on the Board of Celltech plc, and later COO and executive director of Antisoma plc. More recently she was CEO of the private company Genkyotex SA and a non-executive director on the board of Discuva, a Cambridge, UK based start-up. She is currently also a non-executive director at Scancell plc. She has broad experience of drug development across a range of therapeutic areas and products.

(i) Member of Audit Committee

(ii) Member of Remuneration Committee

CORPORATE GOVERNANCE

For the year ended 31 December 2025

The Executive Chairman's Statement on Corporate Governance

The Company is committed to maintaining high standards of corporate governance. It is the responsibility of the Board and me as Chairman to ensure that the Company has in place the structure, strategy and people to deliver value to shareholders in the medium to long term. The Board recognises that an effective corporate governance framework is important to help achieve this aim and is fundamental to the long-term success of the Company.

During the year the Company adopted the 2023 edition of the Quoted Companies Alliance Corporate Governance Code ("QCA Code"). The remainder of this statement sets out how the Company applies the Code. Further information on the Company's compliance is published on our website (www.proteomics.com/investors).

Compliance with the Quoted Companies Alliance Corporate Governance code

The Quoted Companies Alliance has published a corporate governance code for small and mid-sized quoted companies, which includes a standard of minimum best practice for AIM companies, and recommendations for reporting corporate governance matters. The Directors of Proteome Sciences plc comply with the QCA Code.

The 2023 edition of the QCA Code sets out ten principles as listed below and how the Board applies them in practice, where relevant. Where the Company does not fully comply with a principle an explanation as to why has also been provided.

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

Proteome Sciences plc is a contract research organisation specializing in the analysis of proteins by mass spectrometry, providing both discovery and targeted proteomics services and proprietary biomarker assays to biopharmaceutical and diagnostic companies engaged in the discovery and development of precision medicines.

Proteomics is an enabling biotechnology platform for an increasing number of companies invested

in the identification of targeted therapeutics for the future provision of healthcare. Offering a service to such companies, in addition to the synthesis of specialty chemical tags for mass spectrometry, is an essential part of the strategy to deliver shareholder value in the medium to long-term. The Company's strategy and some of the key challenges and risks are explained in the Chairman's statement and Strategic Report.

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

The Board recognises the importance of the highest ethical values and behaviours and is committed to a corporate culture to support its purpose and strategy. The Group's culture is based on innovation, high scientific integrity and striving for the highest efficiencies. The Board places great importance on these aspects of corporate governance. The Group maintains a number of compliance policies to guide employees which includes policies on Anti Bribery, Corruption, Whistleblowing and Data Protection.

3. Seek to understand and meet shareholder needs and expectations

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders on a regular basis.

All shareholders are encouraged to attend the Company's Annual General Meeting and any other General Meetings that are held throughout the year. Investors also have access to current information on the Company through its website, <https://www.proteomics.com>. Requests from institutional and retail shareholders are addressed directly whenever possible by members of the Executive team.

4. Take into account wider stakeholder interests, including social and environmental responsibilities, and their implications for long-term success

The Board recognises that for the long-term success of the Company their decisions must consider a wider stakeholder group and the Company's social responsibilities. The Company is reliant upon the efforts of the employees of the Company, its subsidiaries, contractors, suppliers and regulators, and upon relationships with customers and licensees. Feedback from all

CORPORATE GOVERNANCE

For the year ended 31 December 2025

these stakeholders is shared with, and reviewed by, the executive team on a regular basis and, where appropriate, actions are documented. The executive team, led by the Executive Chairman, is also responsible for identifying the resources and relationships necessary for developing the business, and sharing these needs with the Board.

An agreed procedure exists for directors in the furtherance of their duties to take independent professional advice. With the prior approval of the Chairman, all directors have the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as directors. If the Chairman is unable or unwilling to give approval, Board approval will be sufficient. Newly appointed directors are made aware of their responsibilities through the Company Secretary.

5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

Risk management

The Board has ultimate responsibility of the Group's risk management controls. The risk and control management system framework includes:

- close management of the day-to-day activities of the Group by the Executive Directors and the Senior Leadership Team;
- a comprehensive annual budgeting process, which is approved by the Board;
- detailed monthly reporting of performance against budget; and
- central control over key areas such as capital expenditure authorisation and banking facilities.

Internal controls

The Board has overall responsibility for ensuring that the Group maintains a system of internal control, to provide its members with reasonable assurance regarding the reliability of financial information used within the business and for publication and that assets are safeguarded.

There are inherent limitations in any system of internal control and accordingly even the most effective system can provide only reasonable, and not absolute, assurance with respect to the preparation of accurate financial information and the safeguarding of assets.

The key features of the internal control system that operated throughout the year are described under the following headings:

- Control environment: particularly the definition of the organisation structure and the appropriate delegation of responsibility to operational management.

Identification and evaluation of business risks and control objectives

Main control procedures: which include the setting of annual and longer-term budgets and the monthly reporting of performance against them, agreed treasury management and physical security procedures, formal capital expenditure and investment appraisal approval procedures and the definition of authorisation limits (both financial and otherwise).

- Monitoring: particularly through the regular review of performance against budgets and the progress of research activities undertaken by the Board.
- The Audit Committee is required to assess the auditor's independence, and obtaining written confirmation from the auditor that, in their professional judgement, they are independent and further details are in the Audit Committee Report

The Board reviews the operation and effectiveness of this framework on a regular basis. The directors consider that there have been no weaknesses in internal controls that have resulted in any losses, contingencies or uncertainties requiring disclosures in the financial statements.

6. Establish and maintain the board as a well-functioning, balanced team led by the chair

The Board recognises that the Company needs to deliver growth in long-term shareholder value and that this requires an efficient, effective and

CORPORATE GOVERNANCE

For the year ended 31 December 2025

dynamic management framework. This should be accompanied by good communication which helps to promote confidence and trust.

The Board currently comprises three Executive Directors:

Christopher Pearce (Executive Chairman)

Dr Ian Pike (Chief Scientific Officer)

Richard Dennis (Chief Commercial Officer)

and three non-executive Directors;

Roger McDowell

Martin Diggle

Dr Ursula Ney

Details of the qualifications, background and responsibilities of each director are described on page 11 and provided on the Company's website (<https://www.proteomics.com/about/leadership>).

The Board is supported by Audit and Remuneration Committees, details of which are summarised under Principle 9 below.

- The Board considers Roger McDowell and Dr Ursula Ney to be independent.
- Martin Diggle, a director of Vulpes Investment Management which manages the Vulpes Life Sciences Fund (the largest shareholder in the Company) is not remunerated for his role on the Board and is not a member of any Board sub-committee.

Non-Executive Directors are expected to devote such time as is necessary for the proper performance of their duties, but it is anticipated that they will spend approximately one day a month on work for the Company. This will include attendance of Board meetings and in the year there were 12 meetings (see below for the attendance during the year), the AGM, committee meetings and sufficient time to consider relevant meeting papers.

The Board and Committee meetings are scheduled in advance for each calendar year. Additional meetings are arranged as necessary. Board and Committee meetings and attendance during the year ended 31 December 2025 were as follows:

Director	Board Meeting	Audit Committee	Remuneration Committee
C.D.J. Pearce	12/12	2/2	–
R. McDowell	10/12	2/2	2/2
M. Diggle	9/12	2/2	–
Dr U. Ney	11/12	2/2	2/2
Dr M. Söhngen (resigned on 31 January 2025)	–	–	–
Dr I. Pike	12/12	2/2	–
R. Dennis	12/12	2/2	–
A. Omari (resigned on 31 January 2025)	–	–	–

CORPORATE GOVERNANCE

For the year ended 31 December 2025

The Executive Directors were all employed by the Company. The Non-Executive Directors have commitments outside the Company. These are summarised in the Board biographies on page 11. All the Non-Executive Directors give sufficient time to fulfil their responsibilities to the Company.

The QCA Code recommends that all Directors be presented for re-election annually, a principle which has been adopted by the Board.

7. Maintain appropriate governance structures and ensure that individually and collectively, directors have the necessary up-to-date experience, skills and capabilities

All members of the Board bring relevant experience. The Board believes that its blend of experience, skills, personal qualities and capabilities is suitable to ensure it successfully executes its strategy. The existing spectrum of differing entrepreneurial skills continues to be represented on the Board together with considerable knowledge and expertise from scientific research and the pharmaceutical industry. The Board will continue to ensure that Directors receive appropriate support and training as required to keep them up to date with current practices. The Board's biographies are set out on page 11.

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

The Board considers that it is appropriate to evaluate the performance of the Board and its Committees. This is intended to make sure that the Board remains effective, well-informed and able to make high quality and timely decisions for the benefit of all stakeholders in the Company with regular meetings to discuss the strategic direction and the terms of reference for the Committees. Areas covered include Board structure, Board arrangements, frequency and time, content of Board meetings, Board culture and succession planning. It is recognised that there continues to be more regulation about which Directors need to be informed and aware.

The Chairman assessed the performance of the Board throughout the year using key indicators such as effectiveness against objectives, a balanced mix of skills, experience and independence

among the Board members with comprehension of the business and its strategy. The Chairman concluded that the Board acted effectively against the objectives of 2025. The Chairman did not consider it necessary to seek external advice to evaluate Board performance for the current year, but this will be reconsidered in the next year.

9. Establish a remuneration policy which is supportive of long-term value creation and the company's purpose strategy and culture

The Company has established a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors.

Remuneration policy

The key principles of the Remuneration Policy include:

- the need to attract, retain and motivate executives who have the capability to ensure the Company achieve its strategic objectives;
- the need to ensure that short term benefits and long-term incentive plans are aligned with the interests of shareholders;
- the need to take into account the competitive landscape in the UK and German biotechnology/service industry and current best practice in setting appropriate levels of compensation.

Further details regarding remuneration can be found in the Remuneration Committee Report on page 18.

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

Shareholders are regularly advised of any significant developments in the Company through announcements via the Regulated News Service and are encouraged to participate in the Annual General Meeting and any other General Meetings that may take place throughout the year.

Copies of the annual returns, general meeting notices and announcements made to the London Stock Exchange are published on the Company's website.

CORPORATE GOVERNANCE

For the year ended 31 December 2025

The Annual General Meeting (AGM)

The Annual General Meeting of the Group will take place on 14 May 2026. Full details are included in the Notice of Meeting on page 78 and will be published on our website (www.proteomics.com).

The Board also strongly encourages all shareholders to vote on the AGM resolutions by following the instructions set out in the Notice of Meeting Notes, please note that no Proxy Form accompanies this document this year.

Christopher Pearce

Executive Chairman

14 April 2026

AUDIT COMMITTEE REPORT

For the year ended 31 December 2025

I am pleased to present the report on behalf of the Audit Committee.

The Committee is responsible for monitoring the quality of internal controls and for ensuring that the financial performance of the Group is properly reviewed and reported. The Board considers that the Company is not currently of the size to warrant the need for an internal audit function although the Board has put in place internal financial procedures to ensure close internal controls.

Committee Composition

The members of the Audit Committee are myself, Roger McDowell, as Chair and Ursula Ney. We are both independent Non-Executive Directors. The Board is of the view that we have recent and relevant experience. Meetings are held at least twice a year. The Executive Chairman, the Finance Director and the Group's auditors attend by invitation. I report to the Board following an Audit Committee meeting and minutes are available to the Board.

Committee Duties

The main duties of the Committee are set out in its terms of reference, which are available on the Company's website. In this period the main items of business included:

- reviewing and recommending to the Board in relation to the appointment and removal of the external auditor;
- recommending the external auditor's remuneration and terms of engagement;
- reviewing the independence of the external auditors, objectivity and the effectiveness of the audit process, taking into account relevant professional and regulatory requirements;
- reviewing and monitoring the extent of the non-audit work undertaken by the Group's external auditor;

- reviewing a wide range of financial matters including the annual and half year results, financial statements and accompanying reports;
- monitoring the controls which ensure the integrity of the financial information reported to the shareholders.

Financial reporting

The Committee reviews reports provided by the external auditor on the annual results which highlight any observation from the work they have undertaken.

The Group does not expect any other standards issued by the IASB, but not yet effective, to have a material impact on the Group.

External Auditor

Cooper Parry Group Ltd was re-appointed as the Group's auditor at the Annual General Meeting held on the 16 May 2025.

The Committee considers that its relationship with the auditor is working well and is satisfied with their effectiveness. The Committee is responsible for ensuring there is a suitable policy for ensuring that non-audit work undertaken by the auditor is reviewed to ensure it will not impact their independence and objectivity. The breakdown of fees is provided in note 8 on page 49 of the Group's financial statements.

As necessary the Committee held private meetings with the auditor to review key items in its responsibilities. Taking into account the auditor's knowledge of the Group and experience, the Committee has recommended to the Board that the auditor is re-appointed for the year ending 31 December 2026.

Roger McDowell

Chair of the Audit Committee

14 April 2026

REMUNERATION COMMITTEE REPORT

For the year ended 31 December 2025

I am pleased to present the report on behalf of the Remuneration Committee.

The Committee is responsible for setting the remuneration policy of the Executive Directors and other senior staff, including terms of employment, salaries, any performance bonuses and share option awards.

Committee Composition

The members of the Remuneration Committee are myself, Ursula Ney, as Chair and Roger McDowell. We are both independent Non-Executive Directors.

Committee Duties

The Company has established a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director is involved in deciding their own remuneration.

Remuneration policy

The key principles of the Remuneration Policy include:

- the need to attract, retain and motivate executives who have the capability to ensure the Company achieve its strategic objectives;
- the need to ensure that short term benefits and long-term incentive plans are aligned with the interests of shareholders;
- the need to take into account the competitive landscape in the UK and German biotechnology/ service industry and current best practice in setting appropriate levels of compensation.
- the Committee to meet at least once per year.

Director's Remuneration

The following table summarises the total gross remuneration for the qualifying services of the directors who served during the year to 31 December 2025.

Directors' remuneration and transactions

The directors' emoluments in the year ended 31 December 2025 were:

	Basic salary 2025 £'000	Bonus 2025 £'000	National Insurance Contributions 2025 £'000	Benefits in kind 2025 £'000	Pension Costs 2025 £'000	Total 2025 £'000	Total 2024 £'000
Executive Directors							
C.D.J. Pearce	42	–	5	6	–	53	61
Dr M. Söhngen	21	–	1	–	1	23	253
Dr I. Pike	140	–	20	5	17	182	249
R. Dennis	130	–	18	–	14	162	197
A. Omari	17	–	1	–	1	19	206
Non-Executive Directors							
R. McDowell	27	–	3	–	–	30	35
M. Diggle	–	–	–	–	–	–	–
Dr U. Ney	25	–	3	–	–	28	33
	402	–	51	11	33	497	1,034

REMUNERATION COMMITTEE REPORT

For the year ended 31 December 2025

Directors and their interests

The Directors who served during the year are as shown below:

Dr M. Söhngen – resigned 31 January 2025	Chief Executive Officer
Dr I.H. Pike	Chief Scientific Officer
R. Dennis	Chief Commercial Officer
A. Omari – resigned 31 January 2025	Chief Financial Officer
C.D.J. Pearce – Executive Chairman from 1 February 2025	Executive Chairman
R. McDowell	Non-Executive
M. Diggle	Non-Executive
Dr U. Ney	Non-Executive

All directors will retire at the next Annual General Meeting and, being eligible, offer themselves for re-election. The directors at 31 December 2025 and their interests in the share capital of the Company were as follows:

a) Beneficial interests in Ordinary Shares:

Name of Director	31 December 2025 Number of Ordinary Shares of 1p each	% shareholding
Dr M. Söhngen	–	–
Dr I.H. Pike	165,583	0.05
R. Dennis	2,053,571	0.60
A. Omari	–	–
C.D.J. Pearce	36,915,059	10.53
R. McDowell	3,400,000	0.97
M. Diggle	–	–
Dr U. Ney	–	–

Note

For C.D.J Pearce, shares held at 31 December 2025 includes shares held by connected persons.

For R. Dennis and R. McDowell, shares held at 31 December 2025 are held in nominee accounts.

M. Diggle is a director and partner in Vulpes Investment Management and manages the Vulpes Life Sciences Fund which is the registered holder of 24.2% of Proteome Sciences' ordinary share capital.

b) Directors' interests in the Long-Term Incentive Plan ("LTIP"):

The maximum number of shares to be allocated to the Directors under the 2011 and 2021 LTIP schemes, in each case for an aggregate consideration of £1 are as follows:

		Number at 31 December 2025		Number at 31 December 2024
(i) Dr M. Söhngen	(a)	9,000,000	(b)	9,000,000
(ii) Dr I.H. Pike	(a)	4,000,000	(b)	4,000,000
(iii) R. Dennis	(a)	4,000,000	(b)	4,000,000
(iv) A. Omari	(a)	–	(b)	4,000,000

REMUNERATION COMMITTEE REPORT

For the year ended 31 December 2025

The options (a)(i) and (a)(ii) relate to an award made to Dr M. Söhngen on the 8 June 2021, options (a)(ii) and (iii) were awarded to Dr I. H. Pike and R. Dennis on the 11 October 2022. Options (b)(iv) were awarded to A. Omari on 1 December 2022. Options (b) (ii) and (iii) were awarded to Dr I. H. Pike and R. Dennis on the 8 June 2021.

Executive Directors' service contracts

The Executive Directors signed service contracts on their appointment. These contracts are not of fixed duration. Executive Directors' contracts are terminable by either party giving three or six months' written notice respectively.

Non-Executive Directors

The Non-Executive Directors signed letters of appointment with the Group for the provision of Non-Executive Directors' services, which may be terminated by either party giving one month's written notice. The remuneration of the Non-Executive Directors is determined by the Board as a whole.

The Committee has met twice during the financial year to 31 December 2025.

Dr Ursula Ney

Chair of the Remuneration Committee

14 April 2026

DIRECTORS' REPORT

For the year ended 31 December 2025

The Directors present their annual report and financial statements for the year ended 31 December 2025. An indication of likely future developments in the business is set out in the Strategic Report.

Directors

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

Dr Mariola Söhngen (resigned 31 January 2025)
Dr Ian Pike
Richard Dennis
Abdelghani Omari (resigned 31 January 2025)
Christopher Pearce
Roger McDowell
Martin Diggle
Dr Ursula Ney

Directors' responsibilities

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 in conformity with the requirements of the Companies Act 2006. 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 of the group and company and of the profit or loss of the Group and Company for that period. The directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on AIM.

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;

- state whether they have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

Website publication

The directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Financial instruments and liquidity risks

Information about the use of financial instruments by the Company and its subsidiaries and the Group's financial risk management policies are given in note 24 of the financial statements (page 68).

- a) As set out in note 18(b) (i) to (iii) in these financial statements, C.D.J. Pearce has made a loan facility available to the Company which can be converted, at Mr. Pearce's option, into Ordinary Shares of the Company at the lower of

DIRECTORS' REPORT

For the year ended 31 December 2025

market price on the date of conversion or the average price over the lowest consecutive 10 day trading period since 29 June 2006 (the date on which details of the original loan agreement were disclosed). The terms of conversion were amended on 29 January 2026. For further information see note 28. Interest accrues at 2.5% per annum above the UK sterling base rate of Barclays Bank plc.

- b) On 20 December 2024 Proteome Sciences plc secured a loan facility of £0.50m from Vulpes Investment Management, Testudo Fund. Interest accrues at 10% per annum and is repayable alongside the principal loan. The Company had drawn down £0.50m at 31 December 2025. During 2025 VIM provided additional flexible funding of £0.15m.
- c) The market price of the Ordinary Shares at 31 December 2025 was 2.50p and the range during the year was 1.51p to 4.8p.

Substantial shareholdings

As at 14 April 2026, the Company had received notification of the following significant interests in the ordinary share capital of the Company:

Name of Holder	Number of Ordinary Shares	Percentage of issued Ordinary Share Capital
C.D.J. Pearce	36,915,059	10.53
Vulpes Life Science Fund	84,932,629	24.2
Spreadex Ltd	10,980,386	3.13

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Executive Chairman's Statement on page 2 and Strategic Report on page 6. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the notes to the financial statements, in particular in the consolidated cash flow statement on page 37 and in notes 18(b) (Financial liabilities) and 24 (Financial instruments).

These financial statements have been prepared on the going concern basis which remains reliant on the Group achieving an adequate level of sales in order to maintain sufficient working capital to support its activities. The directors have reviewed the Company's and the Group's going concern position, taking account of current business activities, budgeted performance and the factors likely to affect its future development, as set out in the annual report, and including the Group's objectives, policies and processes for managing its working capital, its financial risk management objectives and its exposure to credit and liquidity risks.

In particular, the directors have considered the challenges on international business, and the general inflationary pressure on costs. The Company observed a higher demand for its services but decreased demand for TMT[®] during the second half of 2025.

Due to the continued backdrop from the macro environment on international business, and the general inflationary pressure on costs, Group revenues for the year ended 31 December 2025 decreased by 23% to £3.76m (2024: £4.89m). Proteomic (biomarker) services increased 2.4x to £2.06m (2024: £0.87m). Sales and royalties attributable to TMT[®] and TMTpro[™] reagents were £1.70m (2024: £4.01m).

Total costs, excluding finance costs, reduced to £6.42m (2024: £7.24m) and this resulted in an operating loss of £2.67m (2024: operating loss of £2.35m) and a loss after tax of £3.06m (2024: a loss of £3.41m). Cash reserves at the year end were at £0.78m (2024: £1.13m).

DIRECTORS' REPORT

For the year ended 31 December 2025

The Group is also dependent on the loan facility provided by the Chairman of the Group, which under the terms of the facility, is repayable on demand. The amount owed as of 31 December 2025, including interest, was £13,759k (2024: £12,631k). Further details of this facility are set out in note 18(b) to the financial statements.

The directors have received a legally binding written confirmation from the Chairman that he has no intention of seeking its repayment, with the facility continuing to be made available to the Group, on the existing terms, for at least 12 months from the date of approval of these financial statements or until at least the 31 May 2027.

On the 20 December 2024 Proteome Sciences plc secured a loan facility of £0.50m from Vulpes Investment Management, Testudo Fund. Interest accrues at 10% per annum and is repayable alongside the principal loan. The Company had drawn down £0.05m at 31 December 2025. During 2025 VIM provided flexible funding of £0.15m. The directors have received a legally binding written confirmation from VIM that they will not seek repayment for at least 12 months from the date of approval of these financial statements or until at least 31 May 2027.

Following a detailed review of forecasts, budgets and sales order book, the directors have a reasonable expectation the Group as a whole, has adequate financial and other resources to continue in operational existence for the period of at least twelve months post approval of these financial statements. For this reason, the Directors continue to adopt the going concern basis in preparing the Financial Statements.

Events after the balance sheet date

The Company completed an equity fundraise on 29 January 2026, which raised gross proceeds of £972,000 for the Company (the "Fundraise").

Vulpes Life Science Fund ("Vulpes"), the Company's major shareholder subscribed for 17,142,857 new shares at the issue price of 1.75p (the "Issue Price"). Following the completion of the Fundraise, Vulpes holds 84,932,629 ordinary shares in the Company.

Richard Dennis, the Company's Chief Commercial Officer, subscribed for 1,428,571 new shares at the Issue Price. Following the completion of the Fundraise Mr Dennis holds 2,053,571 ordinary shares.

Following the admission to trading on AIM of all the new ordinary shares issued pursuant to the Fundraise, the issued share capital of the Company is 350,724,912 ordinary shares.

Christopher Pearce, the Company's Executive Chairman, has a £5 million convertible loan facility in place with the Company, which can, in certain circumstances, be converted in whole or in part into ordinary shares in the capital of the Company at a conversion price of one penny per ordinary share. In conjunction with the Fundraise, Mr Pearce agreed to vary the conversion terms of the Loan Facility, so that the Loan Facility can now only be converted in whole or in part at a minimum conversion price of four pence.

Research and development

Details of the Group's activities on research and development during the year are set out in the Executive Chairman's Statement (page 2) and Strategic Report (page 6).

Streamlined Energy and Carbon Reporting (SECR)

The Company is quoted solely on AIM, which is not a "quoted company" market for SECR purposes, and the Group does not meet the size thresholds for large unquoted companies. Accordingly, SECR disclosures are not required.

Auditor

Each of the persons who are directors of the Company at the date when this report was approved confirms that:

- so far as the director is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- the director has taken all steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information (as defined in the Companies Act 2006) and to establish that the Company's auditor is aware of that information.

DIRECTORS' REPORT

For the year ended 31 December 2025

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

The directors will place a resolution before the Annual General Meeting to appoint Cooper Parry Group Limited as auditor for the following year.

Liability insurance for Company officers

As permitted by section 233 of the Companies Act 2006, the Company has purchased insurance cover for the directors against liabilities that might arise in relation to the Group.

By order of the Board

Coveham House
Downside Bridge Road
Cobham
Surrey
KT11 3EP

Victoria Birse

Company Secretary

14 April 2026

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2025

Independent auditors' report to the members of Proteome Sciences plc

Opinion

We have audited the financial statements of Proteome Sciences plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2025 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and company balance sheets, the consolidated and company statements of changes in equity, the consolidated and company cash flow statements and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and UK adopted international accounting standards.

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 31 December 2025 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- 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.

Our approach to the audit

We adopted a risk-based audit approach. We gained a detailed understanding of the group's business, the environment it operates in and the risks it faces.

The key elements of our audit approach were as follows:

In order to assess the risks identified, the engagement team performed an evaluation of the identified risks of the consolidated financial statements and considered the risk of material misstatement at the assertion level of the consolidated financial statements to determine the planned audit responses based on a measure of materiality.

The group audit was scoped by obtaining an understanding of the group and its environment, including the group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

To this extent, the Group audit team performed full scope audits for Proteome Sciences plc, and its subsidiary Electrophoretics Limited. These represent 100% of total revenues, 64% of total assets and 80% of loss before tax.

The financial information of the remaining, non-significant components was subjected to group-level analytical review procedures. In accordance with ISA 600, the group audit team also performed targeted audit procedures over selected balances and transactions that were considered to present a risk of material misstatement at group level. Component performance materiality was determined for each component where audit procedures were performed on disaggregated financial information.

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2025

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.

Revenue recognition

Matter

Biomarker service revenue is recognised based on progress towards satisfaction of performance obligations included in the contracts undertaken. There is judgement involved in determining the stage of completion, resulting in a greater risk of error. The risk is specific to contracts which are incomplete at the year end as changes to these estimates could give rise to material variances in the amount of revenue recognised at the year end. Given the above, there is a risk that revenue is not accounted for appropriately.

Response

Our procedures in response to the risk included:

- Reviewed accounting policies in place surrounding revenue and ensured that they were applied consistently and appropriately;
- For a sample of biomarker contracts we obtained the 31 December 2025 project summary, and performed the following for each sample:
 - o Obtained and reviewed the signed contract to understand the performance obligations therein;
 - o Held detailed discussions to understand the scope of work, the progress to date and any challenges or variations which have occurred;
 - o Assessed the accounting estimates made in respect of any variable consideration;
 - o Reviewed post year end contract performance and cash receipts in relation to that contract together with a performance update from the prior year to assess the accuracy of budgeting; and
 - o Traced the figures per the year end contract report into the relevant nominal postings to ensure revenue is recognised in line with these documents.

Our procedures did not identify any material misstatements in the revenue recognised during the period. We consider that the Group's revenue recognition policy is appropriate and that revenue has been recognised in accordance with the Group's revenue policy.

Going concern

Matter

The Group and Parent Company are reliant on the continued availability of loans from related parties.

Response

Our procedures in response to the risk included:

- Obtained the assessment made by management and the Directors regarding the Group's ability to continue as a going concern;
- Reviewed the assumptions used in their assessment and sensitising any key assumptions used;
- Reviewed the prior year budgets compared to actuals for the year ended 31 December 2025 to gain assurance over forecasting accuracy;
- Discussed with management any additional factors or other issues which could impact the Group's ability to continue as a going concern;
- Reviewed the actual results achieved post year end compared to the budget to consider the reasonableness of the budgeting process; and
- Obtained a signed letter of comfort for the related party loans.

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2025

Valuation of goodwill and investments

Matter

The Group has significant goodwill held on the consolidated balance sheet, and the parent company also has a significant investment in subsidiaries on the balance sheet. These are material areas involving significant levels of judgement and estimation.

Response

Our procedures in response to the risk included:

- Obtained and reviewed the impairment review prepared by management in relation to the goodwill and investment values;
- Assessed the key assumptions used in those impairment review calculations, being:
 - o Identification of CGUs and the trade relating to them
 - o Discount rate applied
 - o Growth assumptions within trading forecasts
 - o Consideration of any expected control premium
- Performed sensitivity analysis over the key assumptions listed above and reviewed available headroom and/or indications of impairment arising from the use of different assumptions;
- Reviewed the market capitalisation of the group and considered this against the net assets of the group to review for indicators of impairment; and
- Reviewed the completeness and consistency of disclosures in relation to intangible assets within the annual report.

Our procedures did not identify any material misstatements in the year.

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in determining the nature, timing and extent of our audit procedures,

in evaluating the effect of any identified misstatements, and in forming our audit opinion.

The materiality for the Group financial statements as a whole was set at £55,000. This has been determined with reference to the benchmark of the Group's revenue which we consider to be an appropriate measure for a group of companies such as these. Materiality represents approximately 1.5% of Group revenue. Performance materiality has been set at 75% of Group materiality.

The materiality for the Parent Company financial statements as a whole was set at £49,500. This has been determined with reference to the benchmark of the parent company's net assets which we consider to be an appropriate measure for a parent company such as this. Materiality has been capped at 90% of Group materiality. Performance materiality has been set at 75% of Parent Company materiality.

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 entity's ability to continue to adopt the going concern basis of accounting included:

- Reviewing management's cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements;
- Challenging management on key assumptions included in their forecast scenarios;
- Considering the potential impact of various scenarios on the forecasts;
- Reviewing results post year end to the date of approval of these financial statements and assessing them against original budgets; and
- Reviewing management's disclosures in the financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively,

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2025

may cast significant doubt on the Group'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.

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 included in the annual report. Our opinion on the 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 there is a material misstatement in the financial statements or a material misstatement of the other information. 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 period 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, 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 set out on page 21, the Directors are responsible for the preparation of the 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 financial statements, the Directors are responsible for assessing the Group's 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.

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2025

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:

Our assessment focused on key laws and regulations the Group and Parent Company have to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, UK adopted international accounting standards, and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to detecting irregularities included, but was not limited to, the following:

- planning and performing the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the Group audit. We remain solely responsible for our audit opinion;

- obtaining an understanding of the legal and regulatory framework applicable to the Group and how the Group is complying with that framework;
- obtaining an understanding of the Group's policies and procedures and how the Group has complied with these, through discussions;
- obtaining an understanding of the Group's risk assessment process, including the risk of fraud;
- designing our audit procedures to respond to our risk assessment; and
- performing audit testing over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing key accounting estimates for bias which includes the review of impairment of goodwill and investments.

Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities arising from fraud are inherently more difficult to detect than those arising from error.

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 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 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.

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 December 2025

Use of our report

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Justine Hughes (Senior Statutory Auditor)

For and on behalf of
Cooper Parry Group Limited
Statutory Auditor
Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

14 April 2026

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2025

	Notes	2025 £'000	2024 £'000
Revenue			
Licences, sales and services	5, 6	3,756	4,887
Revenue - total		3,756	4,887
Cost of sales		(3,837)	(4,217)
Gross (loss)/profit		(81)	670
Administrative expenses		(2,585)	(3,023)
Operating Loss	8	(2,666)	(2,353)
Finance costs	7	(925)	(895)
Loss before taxation		(3,591)	(3,247)
Tax credit/(charge)	11	530	(158)
Loss for the year		(3,061)	(3,406)
Loss per share			
Basic and diluted	12	(1.04p)	(1.15p)

The accompanying notes 1 to 28 are an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2025

	2025 £'000	2024 £'000
Loss for the year	(3,061)	(3,406)
Other comprehensive income for the year		
<i>Items that will or may be reclassified to profit or loss:</i>		
Exchange differences on translation of foreign operations	130	(82)
Re-measurements of Defined Benefit Pension Schemes (see note 19)	–	(2)
Loss and total comprehensive income for the year	(2,931)	(3,490)
Attributable to owners of parent	(2,931)	(3,490)

The accompanying notes 1 to 28 are an integral part of the financial statements.

CONSOLIDATED BALANCE SHEET

As at 31 December 2025

	Notes	2025 £'000	Restated 2024 £'000
Non-current assets			
Goodwill	13	4,218	4,218
Property, plant and equipment	14	546	609
Right-of-use asset	14 & 27 (restatement)	1,419	1,689
		6,183	6,516
Current assets			
Inventories	16	537	732
Trade and other receivables	17(a)	624	433
Contract assets	5	130	296
Cash and cash equivalents	17(b)	781	1,128
		2,072	2,590
Total assets		8,255	9,106
Current liabilities			
Trade and other payables	18(a)	(1,624)	(780)
Contract liabilities	5	–	–
Borrowings	18(b)	(14,459)	(12,631)
Lease liabilities	26	(487)	(602)
		(16,570)	(14,012)
Net current liabilities		(14,498)	(11,422)
Non-current liabilities			
Borrowings	18(c)	–	(250)
Lease liabilities	26	(824)	(1,039)
Pension provisions	19	(392)	(422)
Total non-current liabilities		(1,216)	(1,711)
Total liabilities		(17,786)	(15,724)
Net liabilities		(9,531)	(6,618)
Equity			
Share capital	20	2,952	2,952
Share premium	22	51,466	51,466
Share-based payment reserve	22	4,771	4,753
Merger reserve	22	10,755	10,755
Translation and other reserve	22	36	(93)
Retained loss		(79,511)	(76,450)
Total deficit		(9,531)	(6,618)

The financial statements of Proteome Sciences plc, registered number 02879724, were approved by the board of directors and authorised for issue on 14 April 2026. They were signed on its behalf by:

C. Pearce Director

Dr I. Pike Director
14 April 2026

The accompanying notes 1 to 28 are an integral part of the financial statements.

COMPANY BALANCE SHEET

As at 31 December 2025

	Notes	2025 £'000	2024 £'000
Non-current assets			
Investment in subsidiaries	15	9,846	8,588
		9,846	8,588
Current assets			
Cash and cash equivalents	17(b)	105	776
		105	776
Total assets		9,951	9,364
Current liabilities			
Payables owed to other group entity	18(a)	(316)	(300)
Borrowings	18(b)	(3,672)	(2,538)
Total current liabilities		(3,988)	(2,838)
Long term liabilities			
Borrowings	18(b)	–	(250)
Total liabilities		(3,988)	(3,088)
Net current liabilities	18(c)	(3,883)	(2,062)
Net assets		5,963	6,276
Equity			
Share capital	20	2,952	2,952
Share premium account		51,466	51,466
Share-based payment reserve		4,771	4,754
Retained loss		(53,226)	(52,896)
Total equity		5,963	6,276

The Company generated a loss for the year ended 31 December 2025 of £0.33m (2024: loss £0.23m).

The Company has taken advantage of the exemption allowed by section 408 of the Companies Act 2006 and has not included its own profit and loss account in these financial statements.

The financial statements of Proteome Sciences plc, registered number 02879724, were approved by the board of directors and authorised for issue on 14 April 2026. They were signed on its behalf by:

C. Pearce Director

Dr I. Pike Director
14 April 2026

The accompanying notes 1 to 28 are an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share Capital £'000	Share premium account £'000	Share- based payment reserve £'000	Translation reserve £'000	Merger reserve £'000	Retained Loss* £'000	Equity attributable to owner of the parent* £'000	Total Deficit* £'000
At 1 January 2025*	2,952	51,466	4,753	(93)	10,755	(76,450)	(6,618)	(6,618)
Loss for the year	–	–	–	–	–	(3,061)	(3,061)	(3,061)
Exchange differences on translation of foreign operations	–	–	–	130	–	–	130	130
Re-measurements of Defined Benefit Pension Schemes	–	–	–	–	–	–	–	–
Loss and total comprehensive income for the year	–	–	–	130	–	(3,061)	(3,061)	(3,061)
Credit to equity for share-based payment	–	–	18	–	–	–	18	18
At 31 December 2025	2,952	51,466	4,771	36	10,755	(79,511)	(9,531)	(9,531)
At 1 January 2024	2,952	51,466	4,713	(10)	10,755	(72,942)	(3,066)	(3,066)
Loss for the year	–	–	–	–	–	(3,406)	(3,406)	(3,406)
Exchange differences on translation of foreign operations	–	–	–	(82)	–	–	(82)	(82)
Re-measurements of Defined Benefit Pension Schemes	–	–	–	–	–	(2)	(2)	(2)
Loss and total comprehensive income for the year	–	–	–	(82)	–	(3,408)	(3,490)	(3,490)
Credit to equity for share-based payment	–	–	40	–	–	–	40	40
Restatement	–	–	–	–	–	(101)	(101)	(101)
At 31 December 2024	2,952	51,466	4,753	(93)	10,755	(76,450)	(6,618)	(6,618)

*Restated see note 27

The accompanying notes 1 to 28 are an integral part of the financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2025

	Share capital £'000	Share premium account £'000	Share- based payment reserve £'000	Retained Loss £'000	Total equity £'000
At 1 January 2024	2,952	51,466	4,713	(52,667)	6,464
Loss and total comprehensive income for the year	–	–	–	(228)	(228)
Credit to equity for share-based payment	–	–	40	–	40
At 31 December 2024	2,952	51,466	4,753	(52,895)	6,276
At 1 January 2025	2,952	51,466	4,753	(52,895)	6,276
Loss and total comprehensive income for the year	–	–	–	(330)	(330)
Credit to equity for share-based payment	–	–	18	–	18
At 31 December 2025	2,952	51,466	4,771	(53,225)	5,963

The accompanying notes 1 to 28 are an integral part of the financial statements.

CONSOLIDATED AND COMPANY CASH FLOW STATEMENTS

As at 31 December 2025

	Note	Group 2025 £'000	Group 2024 £'000	Company 2025 £'000	Company 2024 £'000
Loss after tax		(3,061)	(3,406)	(330)	(227)
Adjustments for:					
Finance costs	7&18(c)	925	895	233	151
Depreciation of property, plant and equipment	14	180	150	–	–
Right-of-use asset depreciation	26	746	687	–	–
Tax (credit)/charge		(530)	158	–	–
Share-based payment expense	21	18	40	–	–
Operating cash flows before movements in Working capital		(1,722)	(1,476)	(96)	(76)
Decrease in inventories		195	105	–	–
(Increase)/decrease in receivables		(25)	569	–	–
Decrease/(increase) in payables		844	150	16	(50)
(Decrease)/increase in provisions		(30)	4	–	–
Foreign exchange		162	76	–	–
Cash (used in) operations		(576)	(572)	(80)	(126)
Tax refund/(paid)		530	(254)	–	–
Net (outflow) from operating activities		(46)	(826)	(80)	(126)
Cash flows from investing activities					
Lease upfront payments	26	–	–	–	–
Purchases of property, plant and equipment	14	(97)	(224)	–	–
Loans advanced to subsidiary undertakings		–	–	(1,241)	62
Net cash (outflow)/inflow from investing activities		(97)	(224)	(1,241)	62
Financing activities					
Lease payments	18(c)	(854)	(599)	–	–
Issue of new loans		650	750	650	750
Net cash (outflow)/inflow from financing activities		(204)	151)	650)	750)
Net (decrease)/increase in cash and cash equivalents		(347)	(899)	(671)	686)
Cash and cash equivalents at beginning of year		1,128	2,027	776	90
Cash and cash equivalents at end of year	17(b)	781)	1,128)	105)	776)

The accompanying notes 1 to 28 are an integral part of the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

1 GENERAL INFORMATION

Proteome Sciences plc is a company incorporated in the United Kingdom. These financial statements are the consolidated financial statements of Proteome Sciences plc and its subsidiaries (“the Group”) and the Company financial statements for Proteome Sciences plc (“the Company”). The financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates.

2 CHANGES IN ACCOUNTING POLICIES

Adoption of new and revised standards

Proteome Sciences plc has applied the same accounting policies and methods of computation in its financial statements as in its 2024 annual financial statements. No new and revised standards were adopted for the period commencing 1 January 2025.

Effective in 2027, IFRS 18 Presentation and Disclosure in Financial Statements will improve the transparency of performance reporting and it will replace IAS 1. The changes mostly impact the income statement classifying items of income and expense into categories and enhanced requirements for aggregation and disaggregation of expenses and new disclosure requirements of management-defined performance measures.

3 MATERIAL ACCOUNTING POLICIES

Basis of accounting

These financial statements have been prepared in accordance with UK adopted international accounting standards and in conformity with the requirements of the Companies Act 2006. The financial statements have been prepared under the historical cost convention, except financial instruments and share-based payments, which are prepared in accordance with IFRS 9 and IFRS 2 respectively.

Going concern

The Group’s business activities, together with the factors likely to affect its future development, performance and position are set out in the Executive Chairman’s Statement on page 2 and Strategic Report on page 4. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the notes to the financial statements, in particular in the consolidated cash flow statement on page 37 and in notes 18(b) (Financial liabilities) and 24 (Financial instruments).

Notwithstanding net liabilities of £9,531k these financial statements have been prepared on the going concern basis which remains reliant on the Group achieving an adequate level of sales in order to maintain sufficient working capital to support its activities. The directors have reviewed the Company’s and the Group’s going concern position, taking account of current business activities, budgeted performance and the factors likely to affect its future development, as set out in the Annual report, and including the Group’s objectives, policies and processes for managing its working capital, its financial risk management objectives and its exposure to credit and liquidity risks.

In particular, the directors have considered the challenges on international business, and the general inflationary pressure on costs. The Company observed a higher demand for its services but decreased demand for TMT[®] during the second half of 2025.

Due to the continued backdrop from the macro environment on international business, and the general inflationary pressure on costs, Group revenues for the year ended 31 December 2025 decreased by 23% to £3.76m (2024: £4.89m). Proteomic (biomarker) services increased 2.4x to £2.06m (2024: £0.87m). Sales and royalties attributable to TMT[®] and TMTpro[™] reagents were £1.70m (2024: £4.01m).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

Total costs, excluding finance costs, reduced to £6.42m (2024: £7.24m) and this resulted in an operating loss of £2.67m (2024: operating loss of £2.35m) and a net loss after tax of £3.06m (2024: a loss after tax of £3.41m). Cash reserves at the year end were at £0.78m (2024: £1.13m).

The Group is also dependent on the loan facility provided by the Chairman of the Group, which under the terms of the facility, is repayable on demand. Further details of this facility are set out in note 18(b) to the financial statements.

The directors have received a legally binding written confirmation from the Chairman that he has no intention of seeking its repayment, with the facility continuing to be made available to the Group, on the existing terms, for at least 12 months from the date of approval of these financial statements or until at least the 31 May 2027.

On the 20 December 2024 Proteome Sciences plc secured a loan facility of £0.50m from Vulpes Investment Management, Testudo Fund. Interest accrues at 10% per annum and is repayable alongside the principal loan. The Company had drawn down £0.50m at 31 December 2025. During 2025 VIM provided flexible funding of £0.15m. The directors have received a legally binding written confirmation from VIM that they will not seek repayment for at least 12 months from the date of approval of these financial statements or until at least 31 May 2027.

Following a detailed review of forecasts, budgets, and sales order book, the directors have a reasonable expectation the Group as a whole, has adequate financial and other resources to continue in operational existence for the period of at least twelve months past approval of these financial statements. For this reason, the directors continue to adopt the going concern basis in preparing the Financial Statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. The Company controls an investee if, and only if the Company has the following:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure of rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Goodwill

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. Any impairment is recognised immediately in the income statement and is not subsequently reversed.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes.

The majority of the Group's revenue is derived from selling TMT[®] products, and customer sales-based royalties, which are paid on a quarterly retrospective basis, milestone payments for development work and revenue milestone payments.

TMT[®] product sales

TMT[®] revenues are recognised at the point at which the customer obtains control of the asset. Control of an asset refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from, the asset. In relation to TMT[®] product sales this occurs at the point that the significant risks and rewards of ownership have been transferred to the customer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, revenue can be reliably measured and it is probable that the economic benefits will flow to the Company. The standard payment terms for TMT[®] product invoices are 45 days from receipt.

TMT[®] royalties

Royalty revenues are recognised on a quarterly basis at the end of each quarter retrospectively as soon as the calculation of the royalty amount is available. Royalties are earned when other parties generate sales that use the Group's TMT[®] IP. This variable revenue is subject to the sales/usage restriction in IFRS 15 and, as such, it is only recognised when that underlying sale of the third-party product is made. The price is a fixed percentage of the underlying sale and payment is due on a quarterly basis, based on the sales made in that quarter. Royalty payments are received the month following the quarter end.

TMT[®] revenue milestones

Milestone revenues are due on cumulative sales-related revenues. The milestone revenue is recognised at a point in time when the revenue milestone has been achieved. This is because the milestone revenue is deemed variable consideration and is constrained due to factors outside the Company's influence. There is uncertainty as regards the variable consideration amount.

Biomarker services

Biomarker services revenue is recognised typically on an over time basis. Performance obligations are described for larger service orders in the form of work packages, which identify individual deliverable services, and each represent a value on its own to the customer. The nature of the Group's work is that our biomarker contracts create an asset with no alternative use and contracts are worded in such a way that the Group has an enforceable right to be paid for the performance completed to date including an appropriate profit margin. Revenue is recognised over time as the biomarker services are performed. On partially complete biomarker projects, the Group recognises revenue based on stage of completion of the project which is estimated by reviewing the individual deliverable services stipulated in the work package. The stage of completion is estimated based on costs to date over total expected costs. This is considered a faithful depiction of the transfer of services as the contracts are initially priced on the basis of individual work packages and therefore represent the amount to which the Group would be entitled based on its performance to date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

Determining the transaction prices and allocation of amounts to performance obligations

Most of the Group's revenue is derived from fixed price contracts and therefore the amount of revenue to be earned from each contract is determined by reference to those fixed prices. For TMT® products sold there is a fixed unit price, which is applied. For the royalties a percentage charge per product unit sold is fixed and used as the transaction price. Transactions prices for biomarker services and grant services are determined on the basis of contractual agreements within the purchase order / contract with fixed prices stipulated in advance.

For biomarker services revenues the Company does not use any discount or bonus schemes. Revenue is allocated at the transaction price specified in the contract for the individual work orders representing a distinct performance obligation.

The Group does not operate a returns or refunds policy due to the bespoke nature of its products and services.

Research grants

In the event that research grant income is received following the Group reporting the number of working hours carried out on a research project at the allowable rate. Where retention of a grant is dependent on the Group satisfying certain criteria, it is initially recognised as deferred income. When the criteria for retention have been satisfied, the deferred income balance is released to the consolidated income statement.

Leasing

All leases are accounted for by recognising a right-of-use asset and a lease liability except for the UK office.

The rental for the UK office amounted in 2025 to £9k and is not considered a lease under IFRS 16.

In the case of the Group there are four leases recognised under IFRS 16 as of 31 December 2025, one for the Frankfurt operations of the Group, which commenced in August 2019 and ends on 31 December 2026. Its asset class is land and building as a rental lease.

The second lease is for equipment and commenced on 1 May 2025 and has a term until April 2028. Its asset class is machinery and equipment. It does not contain variable elements or break clauses. Similarly, there are no special restoration clauses attached, there are no restrictions or covenants in place and it does not include an option for a sale and lease back transaction.

The third lease is for the Group's US operations and commenced in August 2023 and has a term until July 2027, with an early termination option after 2 years.

The fourth lease is for equipment for the US operations and commenced in October 2023 with a term until December 2028.

Information of the right of use assets and their amortisation are disclosed in note 14. Information of future lease payments can be found in notes 23 and 26 and information about financial commitments and their timing can be found in note 24.

Details of the Group's leases existing at the balance sheet date can be found in note 26.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

Foreign Currencies

The individual financial statements of each Group company are prepared in the currency of their primary economic environment in which they operate, their functional currency. For the purpose of the consolidated financial statements, the results and financial position of each Group company are expressed in pounds sterling.

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains, and losses are recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Retirement benefit costs

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

As a result of the acquisition of Proteome Sciences R&D Verwaltungs GmbH and Proteome Sciences R&D GmbH & Co KG during financial year 2002, the Group makes contributions in Germany to a funded defined contribution plan and to a funded defined benefit plan. These plans are operated in their entirety by the Pensionskasse der Mitarbeiter der Hoechst-Gruppe VVaG (Hoechst Group), an independent German mutual insurance company which is required to comply with German insurance company regulations.

The schemes' assets are held in multi-employer funds, and the other employers who contribute to the schemes are not members of the Group. The Group has not been able to identify its share of the underlying assets and liabilities of the defined benefit scheme and accordingly it has also been accounted for as a defined contribution scheme. The Group's contributions to the schemes are included within the amount charged to the income statement in respect of pension contributions. Funding contributions paid by the Group are based on annual contributions determined by Hoechst Group, the administrator for the pension plans. The Group does not have any information about any deficit or surplus in the defined benefit plan that may affect the amount of future contributions, including the basis used to determine that deficit or surplus and the implications, if any for the entity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

The Group also has a direct pension obligation (defined benefit obligation) for its German subsidiary for which it provides in full at the balance sheet date. This scheme has no separable assets. The Company uses the projected unit credit method to determine the present value of its unfunded defined benefit obligation.

Taxation

Any tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Research and development tax credit

Companies within the Group may be entitled to claim special tax allowances in relation to qualifying research and development expenditure (e.g. R&D tax credits). The Group accounts for such allowances as tax credits, which means that they are recognised when it is probable that the benefit will flow to the Group and that benefit can be reliably measured.

R&D tax credits are measured on a cash basis due to the uncertainty over the amount and timing of receipt. R&D tax credits reduce current tax expense and, to the extent the amounts due in respect of them are not settled by the balance sheet date, reduce current tax payable.

Property, plant and equipment

Fixtures and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is charged so as to write off the cost or valuation of assets over their estimated useful lives, using the straight-line method, on the following bases:

Laboratory equipment, fixtures and fittings	20-33%
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Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Development expenditure, where it meets certain criteria (given below), is capitalised and amortised on a straight-line basis over its useful life. Depreciation periods and useful life expectations are subject to regular review and an impairment exercise carried out at least once a year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

Where no internally generated intangible asset can be recognised, development expenditure is written-off in the period in which it is incurred.

An asset is recognised only if all of the following conditions are met:

- the product is technically feasible and marketable;
- the Company has adequate resources to complete the development of the product;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

The directors do not consider that any Research and Development intangible assets have been created in 2025 or the prior year on the basis that it is uncertain whether the intangible assets will generate future cash flows.

Impairment of tangible and intangible assets excluding goodwill

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense through profit or loss.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less, where appropriate, provisions for impairment.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Financial instruments

The Group classifies its financial assets into one of three measurement categories (fair value through profit or loss, fair value through other comprehensive income or amortised cost) depending on the purpose for which the asset was acquired and the nature of the contractual cash flows. As all of the Group's financial assets are held in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest, all financial assets are measured at amortised cost.

Amortised cost

Financial assets classified under the amortised cost model are Trade and other receivables, Cash and cash equivalents, Trade and other payables and Loans to subsidiaries.

Impairment provisions for trade receivables are recognised based on the simplified approach within IFRS 9 using the lifetime expected credit loss. During this process the probability of the non-payment of the trade receivable is assessed and multiplied by expected amount of credit loss resulting from

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

credit default. The Company has set up a matrix using the time a debtor is overdue as a criterion to determine the default probability using five categories ranging from 0% to 90% probability. Provisions are recorded in a separate provision account and the movements in the ECL (Expected Credit Loss) provision are recognised in profit or loss. On notice of a realised default the gross carrying amount of the asset is written off against the provision.

The Company's loans to its subsidiaries are interest free and under terms which would technically provide the Company the right to demand immediate repayment. The current financial situation of the subsidiaries is such that they would be unable to repay the amounts due if demanded and, in consequence, they are considered to be credit-impaired and lifetime expected credit losses are recognised. As part of the assessment of the lifetime expected credit losses of these intercompany loan receivables, the directors have considered the cash flows that may be generated from a number of different scenarios, including through an orderly sale of the underlying business.

Contract assets

Contract assets are recognised on the face of the balance sheet and are defined as the right to consideration in exchange for goods or services that have been transferred to a customer when that right is conditional on something other than the passage of time (for example, the entity's future performance). Contract assets are considered within the expected loss calculation under IFRS 9 but usually do not fulfil the recognition criteria.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments with an original maturity date of fewer than three months that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Borrowings

Interest-bearing loans are recorded initially at fair value, net of direct issue costs and subsequently at amortised cost. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in profit or loss using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the directors' best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value where the effect is material. Further details of the pension provision policy are set out in the paragraph above headed Retirement benefit costs.

Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non-market vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest based on the effect of non-market vesting conditions. Share based payments are recognised as an additional cost of investment in subsidiary undertakings in the Company where the Company issues share options to executives employed by its subsidiaries.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

3 MATERIAL ACCOUNTING POLICIES continued

Fair value is measured by use of the Black Scholes model for all awards. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

EBITDA

EBITDA is earnings before interest, taxes and operational depreciation including leasing effects.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP company specific measure which is considered to be a key performance indicator of the Group's financial performance. Adjusted EBITDA is calculated as operating profit before depreciation (including right-to-use assets amortisation), amortisation, non-recurring costs, and employee share-based payment.

As these are non-GAAP measures, they should not be considered as replacements for IFRS measures. The Group's definition of these non-GAAP measures may not be comparable to other similarly titled measures reported by other companies.

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. The Group and Company makes certain estimates and assumptions regarding the future. Estimates and judgements 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 experience 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 are discussed below.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the fair value less costs to sell the cash-generating units to which goodwill has been allocated. The fair value less costs to sell calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit. As the recoverable amount of goodwill at the balance sheet date exceeded the goodwill amount as shown in the balance sheet of £4.22m an impairment was not undertaken. Details of the estimates used in the calculation are set out in note 13.

Investments in subsidiary companies

Investments in subsidiaries are reviewed for impairment at each reporting date in accordance with IAS 36. Where indicators of impairment exist, the carrying amount of the investment is compared to its recoverable amount. In circumstances where the subsidiary does not largely generate independent cash inflows, the recoverable amount is determined with reference to the cash generating Unit (CGU) to which the subsidiary belongs. Given the operational interdependency between components/subsidiaries, the recoverable amount is assessed at the CGU level rather than based on projected income of the individual subsidiary. The recoverable amount is determined as the higher of value in use and the fair value less cost of disposal. Where fair value less cost of disposal is used, this may be determined with reference to observable market data, including the quoted share price of the group where applicable, adjusted where necessary to reflect a controlling interest and cost of disposal. The recoverable amount of the CGU is then compared to the carrying value of the related investment to determine whether an impairment loss is recognised. From a review of the above policies the directors have not made a provision against their carrying value as shown in note 15 of the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

5 REVENUE FROM CONTRACTS WITH CUSTOMERS

Disaggregation of Revenue

Year to 31 December 2025	Biomarker services £'000	TMT Sales £'000	TMT Royalties £'000	Grants £'000	Total £'000
Primary Geographic Markets					
US	1,701	1,012	688	–	3,401
UK	114	–	–	–	114
EU	220	–	–	20	240
Other	1	–	–	–	1
	2,036	1,012	688	20	3,756
Revenue recognised at a point in time	–	1,012	688	–	1,700
Revenue recognised over a period	2,036	–	–	20	2,056
	2,036	1,012	688	20	3,756

Year to 31 December 2024	Biomarker services £'000	TMT Sales £'000	TMT Royalties and milestones £'000	Grants £'000	Total £'000
Primary Geographic Markets					
US	605	2,905	1,103	–	4,613
UK	177	–	–	–	177
EU	52	–	–	12	64
Other	33	–	–	–	33
	867	2,905	1,103	12	4,887
Revenue recognised at a point in time	–	2,905	1,103	–	4,008
Revenue recognised over a period	867	–	–	12	879
	867	2,905	1,103	12	4,887

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

5 REVENUE FROM CONTRACTS WITH CUSTOMERS continued

Contract Balances

	Contract Assets 2025 £'000	Contract Assets 2024 £'000	Contract Liabilities 2025 £'000	Contract Liabilities 2024 £'000
At 1 January	296	345	–	(1)
Transfer in the period from contract assets to trade receivables	(296)	(345)	–	–
Amounts included in contract liabilities that were recognised as revenue during the period	–	–	–	1
Excess of revenue recognised over cash (or rights to cash) being recognised during the period	130	296	–	–
Cash received in advance of performance and not recognised as revenue during the period	–	–	–	–
	130	296	–	–

Contract assets

Contract assets and contract liabilities arise from the Group's biomarker services where contracts may not be completed at the year end and because payments received from customers at each balance sheet date do not necessarily equal the amount of revenue recognised on the contracts. The Group expects to recognise this revenue in 2026.

Remaining performance obligations

The vast majority of the Group's contracts are for the delivery of goods within the next 12 months for which the practical expedient of IFRS 15 applies.

6 SEGMENT INFORMATION

For executive management purposes, the Group has one reportable segment which is the sale of goods and biomarker services. All revenue from its operations is reported to this one segment and the two income streams form the two categories reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. These two categories are TMT® revenues and Biomarker services and other license income. In identifying the operating segments, management has considered internal reports about components of the Group that are used by the Executive Chairman, who is the Chief Operating Decision Maker, to determine allocation of resources and to assess their performance.

7 FINANCE COSTS

	2025 £'000	2024 £'000
Interest on related party loans (note 18)	925	895
Finance costs	925	895

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

8 OPERATING (LOSS)

	2025 £'000	2024 £'000
Operating (loss) is stated after charging:		
Depreciation charge (including depreciation on lease)	926	837
Research and development costs	261	606
Operating lease rentals		
– other	9	9
Auditor's remuneration (see below)	95	95
Foreign exchange loss	41	79

Audit fees are borne by the Parent Company for the Group and no non audit services are provided.

The analysis of auditor's remuneration is as follows:

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP company specific measure which is considered to be a key performance indicator of the Group's financial performance. Adjusted EBITDA is calculated as operating profit before depreciation (including right-to-use assets amortisation), amortisation, non-recurring costs, and employee share-based payment.

As these are non-GAAP measures, they should not be considered as replacements for IFRS measures. The Group's definition of these non-GAAP measures may not be comparable to other similarly titled measures reported by other companies.

	2025 £'000	2024 £'000
Operating (loss)	(2,666)	(2,353)
Depreciation	180	150
Depreciation on leases	746	687
EBITDA	(1,740)	(1,516)
Other non-cash items - Share based payments (see note 21)	18	40
Adjusted EBITDA	(1,722)	(1,476)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

9 STAFF COSTS

The Group average monthly number of employees (including executive directors) was:

	2025 Number	2024 Number
Research and development	28	29
Administration	4	7
	32	36

Their aggregate remuneration (including that of executive directors) comprised:

	2025 £'000	2024 £'000
Wages and salaries	2,297	2,820
Social security costs	425	477
Other pension costs	67	149
Share based payments	18	40
Other payroll costs	44	–
	2,851	3,486

No staff costs are incurred in the parent company, Proteome Sciences plc. The staff costs exclude non-executive directors' salaries.

10 DIRECTORS' REMUNERATION AND TRANSACTIONS

The directors' emoluments in the year ended 31 December 2025, were:

	Basic salary 2025 £'000	Bonus 2025 £'000	National Insurance Contributions 2025 £'000	Benefits in kind 2025 £'000	Pension Costs 2025 £'000	Total 2025 £'000	Total 2024 £'000
Executive Directors							
C.D.J. Pearce	42	–	5	6	–	53	61
Dr M. Söhngen	21	–	1	–	1	23	253
Dr I. H. Pike	140	–	20	5	17	182	249
R. Dennis	130	–	18	–	14	162	197
A. Omari	17	–	1	–	1	19	206
Non-Executive Directors							
R. McDowell	27	–	3	–	–	30	35
M. Diggle	–	–	–	–	–	–	–
Dr U. Ney	25	–	3	–	–	28	33
Total	402	–	51	11	33	497	1,034

- (i) The remuneration of the executive directors is decided by the Remuneration Committee.
- (ii) Aggregate emoluments disclosed above do not include any amounts for the value of options to subscribe for Ordinary Shares in the Company granted to or held by the directors.
- (iii) Details of the options in place and of awards under the Company's Long-Term Incentive Plan are given in note 21.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

10 DIRECTORS' REMUNERATION AND TRANSACTIONS continued

(iv) The number of directors in pension schemes is as follows:

	2025	2024
Defined contribution pension schemes	2	2

Pension costs in the year ended 31 December 2025 were as follows:

	2025 £'000	2024 £'000
Dr M. Söhngen	1	7
Dr I. H. Pike	17	20
R. Dennis	14	16
A. Omari	1	7
	33	50

(a) Other than as disclosed note 18(b) no director had a material interest in any contract of significance with the Company in either year.

(b) C.D.J. Pearce had a consultancy agreement with the Company at a rate of £70,000 per annum which ended in May 2021. The balance of the fees relating to the consultancy agreement at the year end was £70k (2024: £70k).

11 TAX

Tax charge on profit before taxation on ordinary activities

The Group is entitled to make claims for UK tax credit income on qualifying R&D expenditure each year under the Corporation and Taxes Act 2009. As an SME qualifying entity, tax credits can be claimed in respect of the tax effect of tax losses generated from qualifying R&D expenditure. From 2018 the Group recognised R&D tax claims on a receipt basis.

	2025 £'000	2024 £'000
Current tax		
UK Corporation tax	–	–
Overseas tax (charge) current year	–	(189)
Adjustments in respect of prior periods (foreign tax)	173	31
Group tax credit /(charge) in the year	173	(158)
Adjustments in respect of prior periods (current and inter company)	357	–
Group tax credit /(charge) in the year	530	(158)

The UK Corporation tax credit relates to research and development tax credits claimed under the Corporation Taxes Act 2009.

At 31 December 2025 there were gross tax losses available for carry forward of approximately £52.7m (2024: £50.4m).

The tax credit and trading losses to be carried forward for the year are subject to the agreement of HM Revenue & Customs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

11 TAX continued

Factors affecting the tax charge for the year

The Company only recognises R&D tax credit when received. The differences in comparison to the prior year are set out below:

	2025 £'000	2024 £'000
Loss before tax	(3,590)	(3,247)
Income tax credit calculated at 25% (2024: 25%)	898	812
Effects of:		
Fixed asset timing differences		
Expenses not deductible for tax purposes	(97)	(71)
Unrecognised tax losses carried forward	(830)	(761)
Income not taxable for tax purposes	–	47
Effect of overseas tax	29	(216)
R&D tax refund	357	–
Prior year adjustment	173	31
	530	(158)

	2025 £'000	2024 £'000
Unrecognised deferred tax		
The following deferred tax assets have not been recognised at the balance sheet date:		
Tax losses	13,191	12,603
Depreciation in excess of capital allowances	82	113
Provisions	90	99
Total	13,363	12,815

The deferred tax assets have not been recognised as the directors are uncertain of their recovery. The assets will be recovered if the Group makes sufficient taxable profits in the future against which losses can be utilised at an estimated future rate of 25%.

12 LOSS PER ORDINARY SHARE

The calculations of basic and diluted loss per ordinary share are based on the following profits and numbers of shares.

	Basic and Diluted	
	2025 £'000	2024 £'000
Loss for the financial year	(3,061)	(3,406)
	2025 Number of shares	2024 Number of shares
Weighted average number of ordinary shares for the purposes of calculating basic earnings per share:	295,182,056	295,182,056
Weighted average number of ordinary shares and outstanding options for the purposes of calculating diluted earnings per share:	304,837,088	307,323,987

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

12 LOSS PER ORDINARY SHARE continued

The weighted average number of ordinary shares outstanding was calculated applying the treasury stock method to an amount of 14.3m share options which were in the money (see note 21 on page 62) on the 31 December 2025. An average share price for 2025 of 3.08p per share added by the outstanding service amounts for these options and resulting in a number of shares of 9,655,032 added to the existing issued share stock for the purpose to calculate the diluted EPS. A number of 6.2m shares were not considered in the calculation of the weighted number of outstanding shares used for the diluted EPS calculation as these options were not dilutive at the 31 December 2025. Since the Group is recording a loss for 2025 no dilution has been recognised in calculation of the loss per share for 2025.

13 GOODWILL

	Goodwill £'000
Cost and carrying amount	
1 January 2025 and 31 December 2025	4,218

The Group comprises a single CGU, which comprises the business carried out by Electrophoretics Limited, Proteome Sciences R&D GmbH & Co KG and, Proteome Sciences US Inc. For the purpose of testing goodwill, the recoverable value of the CGU is determined from fair value less estimated costs of disposal. Disposal costs are based on the market selling costs for a stock exchange disposal. We consider market capital as a reasonable third party valuation of the Company.

In assessing the fair value of the CGU, management and the directors have considered and assessed the following evidence:

As at 31 December 2025 the market capitalisation for the Group was £7.4m based on the quoted share price of the Company of 2.50p per ordinary share.

The recoverable amount of the CGU is in excess of the carrying value of £4,218k, therefore no impairment is required.

The directors have concluded that based on the above, recoverable value (on a fair value less cost to sell basis) of the goodwill exceeds the carrying value of the goodwill at 31 December 2025. Key assumptions are the stabilising of TMT revenues, based on recent orders, successful revenue growth in the US within our services business based on the marketing forecast and successful commercialisation and licensing of our new tags.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

14 PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSET

Property, plant and equipment comprise laboratory equipment, fixtures and fittings and motor vehicles held by and equipment on loan to the Group. The movement in the year was as follows:

	Laboratory Equipment £'000	Right of use Asset Building £'000	Right of use Asset Equipment £'000	Total £'000
Cost				
1 January 2024	1,970	1,426	2,124	5,520
Exchange adjustments	(37)	(33)	(14)	(84)
Restated (note 27)	–	(101)	–	(101)
Additions during the year	224	–	–	224
Disposals during the year	(83)	–	–	(83)
31 December 2024	2,074	1,292	2,110	5,476
1st January 2025	2,074	1,292	2,110	5,476
Exchange adjustments	43	14	(39)	18
Additions during the year	97	–	500	597
Disposals during the year	(339)	–	–	(339)
31 December 2025	1,875	1,306	2,571	5,752
Depreciation				
1 January 2024	1,419	599	427	2,445
Exchange adjustments	(21)	–	–	(21)
Charge for the year	150	229	458	837
Depreciation relating to disposals	(83)	–	–	(83)
At 31 December 2024	1,465	828	886	3,177
At 1 January 2025	1,465	828	886	3,177
Exchange adjustments	20	–	(1)	19
Charge for the year	180	227	519	926
Depreciation relating to disposals	(337)	–	–	(337)
At 31 December 2025	1,328	1,055	1,404	3,786
Net book value				
At 1 January 2025	609	464	1,224	2,298
At 31 December 2025	547	251	1,167	1,965

In August 2023 the Group extended a 5-year lease contract for the Frankfurt operation, by 2 years until 31 December 2026. The Group additionally entered into a building lease for its US operations starting in August 2023 and ending in July 2027. Furthermore, the Group entered into a lease of equipment for its Frankfurt operations starting in June 2025, with the lease ending in May 2028. Further the Group has entered into a lease of equipment for its US operations in October 2023, with the lease ending in December 2028.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

15 INVESTMENT IN SUBSIDIARIES

Company	Cost of shares in subsidiary undertakings £'000	Loans to subsidiary undertakings £'000	Total £'000
At 1 January 2024	1,214	7,397	8,611
Additions	–	–	–
Share based payment expense	40	–	40
Repayment of loan by subsidiary	–	(62)	(62)
At 31 December 2024	1,254	7,335	8,589
At 1 January 2025	1,254	7,335	8,589
Additions	–	1,240	1,240
Share based payment expense	18	–	18
Repayment of loan by subsidiary	–	–	–
At 31 December 2025	1,272	8,575	9,847

- (i) The increase in the cost of shares in subsidiary undertakings of £18k (2024: £40k) represents a capital contribution between the Company and certain of its subsidiaries, reflecting the provision of equity instruments in the Company to subsidiary company employees.
- (ii) The increase in loans to subsidiary companies in 2025 of £1,240k (2024: £62k) arose mainly from normal capital transfers between the Company and its trading subsidiary.
- (iii) The Company's loans to its subsidiaries are interest free and under terms which would technically provide the Company the right to demand immediate repayment. The current financial situation of the subsidiaries is such that they would be unable to repay the amounts due if demanded and, in consequence, they are considered to be credit-impaired and lifetime expected credit losses are recognised. As part of the assessment of the lifetime expected credit losses of these intercompany loan receivables, the directors have considered the cash flows that may be generated from a number of different scenarios, including through an orderly sale of the underlying business.

The carrying amount of the Company's loans to subsidiaries was £8,575k (2024: £7,335k).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

15 INVESTMENT IN SUBSIDIARIES continued

Company investments

The Company has investments in the following subsidiary undertakings, which contribute to the net assets of the Group:

Subsidiary undertakings	Country of incorporation and operation	Principal activity	Description and proportion of shares held by the	
			Company	Group
Proteome Sciences R&D Verwaltungs GmbH	Germany	Administrative Company	100% Share Capital	100% Share Capital
Proteome Sciences R&D GmbH & Co. KG	Germany	Research Company	100% Partnership Interest	100% Partnership Interest
Proteome Sciences, Inc.	U.S.A.	Research Company	100% Common Stock	100% Common Stock
Electrophoretics Limited	United Kingdom	Administrative and Research Company	100% Ordinary shares	100% Ordinary Shares
Veri-Q Inc.	U.S.A.	Research Company	76.9% Common Stock	76.9% Common Stock
Phenomics Limited	United Kingdom	Dormant	100% Ordinary Shares	100% Ordinary Shares
Proteome Sciences US Inc	U.S.A.	Research Company	100% Common Stock	100% Common Stock

- (i) The investments in Proteome Sciences, Inc., Electrophoretics Limited and Phenomics Limited comprise the entire issued share capital of each subsidiary undertaking and carry 100% of the voting rights.

The registered offices of the companies above are:

Proteome Sciences R&D Verwaltungs GmbH, Proteome Sciences R&D GmbH & Co. KG, Altenhöferallee 3, 60438 Frankfurt am Main, Germany

Proteome Sciences plc, Electrophoretics Limited and Phenomics Limited, Coveham House, Downside Bridge Road, Cobham, Surrey KT11 3EP

Proteome Sciences Inc PO Box 2767 Humble, Texas, 77347. US

Veri-Q Inc, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808-1645, US

Proteome Sciences US Inc, 10179 Huennekens Street, San Diego, CA 92121, US

We own a minority stake in Galaxy CCRO (Galaxy), a US based clinical contract research organisation, which is developing a point of care test for the diagnosis and timing of stroke onset in order to guide the use of specialist thrombolytic treatment. Under the terms of the licence with Galaxy we have received equity in Galaxy as an initial fee in 2019 and similarly the milestone in 2023 was also satisfied in equity. As a result of this we own a minority stake in Galaxy of 1.03m shares, (total issued Galaxy shares at this time are 10.6m) and under the license we are entitled to subsequent development milestones and a running royalty on any product sales.

We have been informed by Galaxy that a share issue was undertaken at \$5 per share in previous years. Given the still early stage of development of the test that Galaxy is developing and the uncertainties around the future development of Galaxy as well as the limited information available to us in relation to Galaxy, we have not accounted for the shares in Galaxy as an investment We may reconsider this in the future as Galaxy continues to make progress of the development of its business.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

16 INVENTORIES

	Group 2025 £'000	Group 2024 £'000
Finished goods	537	732
	537	732

Work in progress has been impaired to NIL, and the stock value pertains to Finished goods only.

17 OTHER CURRENT ASSETS

(a) Trade and other receivables

	Group 2025 £'000	Group 2024 £'000
Trade receivables	485	216
Less: provision for impairment of trade receivables	(18)	(3)
Trade receivables – net	467	213
Other Debtors	51	83
Prepayments	106	137
Total	624	433

At 31 December 2025 the lifetime expected loss provision for trade receivables is as follows:

	Current	More than 30 days past due	More than 90 days past due	More than 270 days past due	More than 364 days past due	Total £'000
Expected loss rate %	0 %	10 %	15%	60%	90%	
Gross carrying amount	380	67	9	–	11	467
Loss provision	0	(6)	(1)	–	(10)	(18)

At 31 December 2024 the lifetime expected loss provision for trade receivables is as follows:

	Current	More than 30 days past due	More than 90 days past due	More than 270 days past due	More than 364 days past due	Total £'000
Expected loss rate %	0 %	10 %	15%	60%	90%	
Gross carrying amount	187	20	8	–	1	216
Loss provision	–	(2)	(1)	–	–	(3)

As at 31 December 2025 trade receivables of £88,011 (2024: £28,954) were past due and partially impaired.

The main factors considered by the finance function in determining that the amounts due are impaired are the length of time outstanding and additionally background information provided by the sales and production department.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

17 OTHER CURRENT ASSETS continued

The maturity profile of any due debt is presented below.

	2025 £'000	2024 £'000
0 to 3 months	67	20
3 to 9 months	9	8
9 to 12 months	–	1
> 12 months	11	–

(b) Cash and cash equivalents

	Group 2025 £'000	Company 2025 £'000	Group 2024 £'000	Company 2024 £'000
Cash and cash equivalents	781	93	1,128	776

The directors consider that the carrying amount of trade receivables and cash and cash equivalents approximates their fair value.

18 FINANCIAL LIABILITIES

(a) Trade and other payables

	Group 2025 £'000	Company 2025 £'000	Group 2024 £'000	Company 2024 £'000
<i>Due within one year</i>				
Trade and other payables	1,431	–	639	–
Accruals	193	–	141	–
Payables due to group entities	–	316	–	300
	1,624	316	780	300

Trade creditors and other payables principally comprise amounts outstanding for trade purchases and continuing costs. The average credit period taken for trade purchases is between 30 and 45 days. For most suppliers no interest is charged on the trade payables for the first 30 days from the date of the invoice. The Group has financial risk management policies in place to ensure that all payables are paid within the credit time frame.

The directors consider that the carrying amount of trade payables approximates to their fair value.

(b) Short term borrowings

	Group 2025 £'000	Company 2025 £'000	Group 2024 £'000	Company 2024 £'000
Loans from related parties	14,459	3,672	12,631	2,788

The directors consider that the carrying amount of borrowings approximates to their fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

18 FINANCIAL LIABILITIES continued

Note:

(i) The loan from related parties of £13,759k (2024: £12,631k), including interest, represents a loan from Mr C. D. J. Pearce, Non-Executive Chairman of the Company, which includes the loan facility agreed on 20 December 2024 of £0.50m and during 2025 additional flexible funding of £0.25m. The loan is secured by a fixed charge over the Company's patent portfolio and a floating charge over the Company's inventory. The loan bears interest at 2.5% above the base rate of Barclays Bank plc. Interest accrued on the loan was £879k for 2025 (2024: £895k). Loan amounts representing £5m may be converted into ordinary share capital at the option of Mr Pearce at the lower of market price on the date of conversion or the average price over the lowest consecutive ten day trading period since 29 June 2006. The conversion terms of this loan were amended, and further details can be found in Note 28. The conversion option is immaterial to the financial statements. The loan is repayable on seven days' notice, or immediately in the event of:

- (a) A general offer to the shareholders of the Company being announced to acquire its issued share capital, or
- (b) The occurrence of any of the usual events of default attaching to this sort of agreement.

The Company has received a legally binding written confirmation from Mr Pearce that he does not intend to seek repayment of the loan for 12 months from signing of these financial statements or until at least 31 May 2027.

(ii) On the 20 December 2024 Proteome Sciences plc secured a loan facility of £0.50m from Vulpes Investment Management ("VIM"), Testudo Fund. Interest accrues at 10% per annum and is repayable alongside the principal loan. During 2025 VIM provided flexible funding of £0.15m. The directors have received a legally binding written confirmation from VIM Testudo Fund that they will not seek repayment for at least 12 months from the date of approval of these financial statements or until at least 31 May 2027.

(iii) The amounts as outstanding under short term for both loans include accrued interest. The overall balance of loans owed by the Group at 31 December 2025 was £14,459k (2024 £12,631k) of which £3,672k is owed by the Company (2024: £2,538k).

(c) Changes in liabilities arising from financing activities

Group

Note supporting the cash flow statement - movement in net debt

	1 January 2025 £,000	Cash Flow* £,000	Non-cash addition £,000	Interest accruing in the period £,000	Foreign exchange £,000	31 December 2025 £,000
Short term borrowings	12,631	–	903	925	–	14,459
Long term borrowings	250	–	(250)	–	–	–
Lease Liabilities	1,641	(854)	500	81	(56)	1,312
Total	14,521	(854)	1,153	1,006	(56)	15,770

* £250k which were shown in 2024 under long term borrowing have been moved to short term borrowings. The difference to cash flow statement is due to the inclusion of immaterial forex gains, interest and addition belonging to the lease in cash flow figure, spread out in note 18c separately.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

18 FINANCIAL LIABILITIES continued

Company

Note supporting the cash flow statement – movement in net debt

	1 January 2025 £,000	Cash Flow £,000	Interest accruing in the period £,000	31 December 2025 £,000
Short term borrowings	2,788	650	234	3,672
Long term borrowings	–	–	–	–
Total	2,788	650	234	3,672

Group

Note supporting the cash flow statement - movement in net debt

	1 January 2024 £,000	Cash Flow £,000	Non-cash addition £,000	Interest accruing in the period £,000	Foreign exchange £,000	31 December 2024 £,000
Short term borrowings	11,235	–	500	895	–	12,631
Long term borrowings	–	–	250	–	–	250
Lease Liabilities	2,240	(692)	–	96	(4)	1,641
Total	13,475	(692)	750	991	(4)	14,521

Company

Note supporting the cash flow statement – movement in net debt

	1 January 2024 £,000	Cash Flow £,000	Interest accruing in the period £,000	31 December 2024 £,000
Short term borrowings	1,887	500	151	2,538
Long term borrowings	–	250	–	250
Total	1,887	750	151	2,788

19 PENSION PROVISIONS

Group

	2025 £'000	2024 £'000
At 1 January	422	419
(Reduction)/Additional provision in the year	(54)	22
Exchange movement	24	(19)
At 31 December	392	422

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

19 PENSION PROVISIONS continued

(i) Pension Provision

The pension provision relates to pension costs which may become payable in connection with the Group's Frankfurt employees, under the pension scheme arrangements set out in note 19 (iii). This provision will be utilised as members of the scheme reach retirement age and draw down their pensions.

(ii) Pension arrangements

As a result of the acquisition of Proteome Sciences R&D Verwaltungs GmbH and Proteome Sciences R&D GmbH & Co KG from Aventis Research & Technologies GmbH & Co KG, the Group makes contributions in Germany to a funded defined contribution plan and to a funded defined benefit plan. These plans are operated in their entirety by the Pensionskasse der Mitarbeiter der Hoechst-Gruppe VVaG (Hoechst Group), an independent German mutual insurance company, which is required to comply with German insurance company regulations.

The schemes assets are held in multi-employer funds and the other employers who contribute to the schemes are not members of the Group. The Group has not been able to identify its share of the underlying assets and liabilities of the defined benefit scheme and accordingly it has also been accounted for as defined contribution scheme. The Group's contributions to the scheme are included within the amount charged to the income statement in respect of pension contributions.

Funding contributions paid by the Group are based on annual contributions determined by Hoechst Group, the administrator for the pension plans. For the year ending 31 December 2025, funding contributions payable by the Group are based on employee contributions at the rate of 1.5% - 2.5% (2024: 1.5% - 2.5%) of wages and salaries and employer contributions at the rate of 8 times (2024: 8 times) employee contributions. The Company expects pension costs for 2025 in relation to the defined benefit scheme of £14,741 (2024: £25,942 actual cost).

The amount charged to the income statement in respect of the contributions to the scheme in 2025 was £111,921k (2024: £106,095).

As at 31 December 2025 an actuarial deficit did not exist for the multi-employer scheme. The Group's contributions to the scheme during 2025 represented 0.05% of total contributions to the scheme by employers and employees (2024: 0.05%). Under the terms of the multi-employer plan, the Group's obligations are limited to the original promise/commitment that it has given to its own employees. The Group does not have an exposure to liability in relation to other third-party employers' obligations. The Group does not have any information about how the actuarial status of the plan may affect the amounts of future contributions to the plan.

The Group also has a direct pension obligation for which it provides in full at the balance sheet date. This scheme has no separable assets. The Company uses the projected unit credit method to determine the present value of its unfunded defined benefit obligation. Demographic assumptions are based on Prof. Klaus Heubeck's mortality table "Richttafeln 2005 G", the standard German actuarial table, with full recognition for fluctuations in mortality rates on account of gender and current age. Pensionable age has been set at 60.

The Company has applied a discount rate for the year of 4.00% (2024: 3.50%). The Company has assumed an income increase of 2.5% (2024: 2.5%) and German inflation of 2.25% (2024: 2.0%).

Provisions for future unfunded pension liabilities at 31 December 2025 amounted to £391,983 (2024: £422,412). Amounts recognised through the consolidated income statement for the year to 31 December 2025 included service costs of £56 (2024: £10,539), interest costs of £15,506 (2024: £15,386) and an actuarial loss of £65,242 (2024: loss of £1,711) excluding any exchange effects.

Other pension costs in relation to defined contribution schemes for United Kingdom employees amounted to £37,558 (2024: £41,783).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

20 SHARE CAPITAL

	2025 £'000	2024 £'000
<i>(i) Allotted and called-up</i>		
Ordinary Shares of 1p each	2,952	2,952

The number of shares in issue in 2025 was:

	2025 Number	2024 Number
As at 1 January 2025 and 31 December 2025	295,182,056	295,182,056

21 SHARE OPTIONS AND SHARE BASED PAYMENTS

(i) Options

Options under the schemes noted below may be exercised from the date on which any shares in the Company are first admitted to the Official List of the London Stock Exchange.

(ii) 2011 Long-Term Incentive Plan ("LTIP")

At 31 December 2025, the maximum number of the Company's Ordinary Shares of 1p each to be potentially allocated or issued under the LTIP was as follows:

Number at 31 Dec 2024	Awarded in the year	Exercised in the year	Lapsed in the year	Number at 31 Dec 2025	Number of Options	Vesting Date	Latest Exercise Date
9,000,000	–	–	–	9,000,000	3,000,000	15 September 2021	8 June 2031
					3,000,000	15 September 2022	8 June 2031
					3,000,000	15 September 2023	8 June 2031
2,500,000	–	–	–	2,500,000	1,000,000	15 September 2021	8 June 2031
					1,000,000	15 September 2022	8 June 2031
					500,000	15 September 2023	8 June 2031
2,500,000	–	–	–	2,500,000	1,000,000	15 September 2021	8 June 2031
					1,000,000	15 September 2022	8 June 2031
					500,000	15 September 2023	8 June 2031
300,000	–	–	–	300,000	300,000	8 June 2024	8 June 2031
14,300,000	–	–	–	14,300,000			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

21 SHARE OPTIONS AND SHARE BASED PAYMENTS continued

At 31 December 2024, the maximum number of the Company's Ordinary Shares of 1p each to be potentially allocated or issued under the LTIP was as follows:

Number at 31 Dec 2023	Awarded in the year	Exercised in the year	Lapsed in the year	Number at 31 Dec 2024	Vesting Date	Latest Exercise Date
9,000,000	–	–	–	9,000,000	15 September 2021, 2022 & 2023	8 June 2031
2,500,000	–	–	–	2,500,000	15 September 2021, 2022 & 2023	8 June 2031
2,500,000	–	–	–	2,500,000	15 September 2021, 2022 & 2023	8 June 2031
300,000	–	–	–	300,000	8 June 2024	8 June 2031
14,300,000	–	–	–	14,300,000		

(iii) 2011 Share Option Plan

At 31 December 2025 options had been granted and were still outstanding in respect of the Company's Ordinary Shares of 1p each under the Company's 2011 Share Option Plan as follows:

Number of Shares	Amount of Capital (£)	Exercise Price (p)	Vesting Date	Dates Exercisable
45,000	450	16.75	18.3.19	18.3.19 – 18.3.26
400,000	4,000	7.83	8.6.24	08.6.24 – 08.6.31
445,000	4,450			

At 31 December 2024 options had been granted and were still outstanding in respect of the Company's Ordinary Shares of 1p each under the Company's 2011 Share Option Plan as follows:

Number of Shares	Amount of Capital (£)	Exercise Price (p)	Vesting Date	Dates Exercisable
45,000	450	16.75	18.3.19	18.3.19 – 18.3.26
480,000	4,800	7.83	8.6.24	8.6.24 – 8.6.31
525,000	5,250			

(iv) 2021 Share Option Plan

At 31 December 2025 options had been granted and were still outstanding in respect of the Company's Ordinary Shares of 1p each under the Company's 2021 Share Option Plan as follows:

Number of Shares	Amount of Capital (£)	Exercise Price (p)	Number of Options	Vesting Date	Dates Exercisable
1,200,000	1,200	4.30		11.10.25	11.10.25 – 11.10.32
750,000	750	3.60	250,000	29.04.25	29.04.25 – 25.04.35
			250,000	29.04.26	29.04.26 – 25.04.36
			250,000	29.04.27	29.04.27 – 25.04.37
1,950,000	1,950				

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

21 SHARE OPTIONS AND SHARE BASED PAYMENTS continued

At 31 December 2024 options had been granted and were still outstanding in respect of the Company's Ordinary Shares of 1p each under the Company's 2011 Share Option Plan as follows:

Number of Shares	Amount of Capital (£)	Exercise Price (p)	Number of Options	Vesting Date	Dates Exercisable
1,480,000	1,480	4.30		11.10.25	11.10.25 – 11.10.32
750,000	750	3.60	250,000	29.04.25	29.04.25 – 25.04.35
			250,000	29.04.26	29.04.26 – 25.04.36
			250,000	29.04.27	29.04.27 – 25.04.37
<u>2,230,000</u>	<u>2,230</u>				

(v) 2021 Long-Term Incentive Plan ("LTIP")

At 31 December 2025, the maximum number of the Company's Ordinary Shares of 1p each to be potentially allocated or issued under the LTIP was as follows:

Number at 31 Dec 2024	Awarded in the year	Exercised in the year	Lapsed in the year	Number at 31 Dec 2025	Number of Options	Vesting Date	Latest Exercise Date
1,500,000	–	–	–	1,500,000	500,000	11 October 2023	11 October 2032
					500,000	11 October 2024	11 October 2032
					500,000	11 October 2025	11 October 2032
1,500,000	–	–	–	1,500,000	500,000	11 October 2023	11 October 2032
					500,000	11 October 2024	11 October 2032
					500,000	11 October 2025	11 October 2032
800,000	–	–	–	800,000	800,000	11 October 2025	11 October 2032
4,000,000			4,000,000	–	1,333,333	1 September 2023	1 December 2032
					1,333,333	1 September 2024	1 December 2032
					1,333,333	1 September 2025	1 December 2032
<u>7,800,000</u>	<u>–</u>	<u>–</u>	<u>4,000,000</u>	<u>3,800,000</u>			

The Company issues equity-settled share-based payments under the 2011 Share Option Plans. The vesting period is three years. If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Options are usually forfeited if the employee leaves the Group before the options vest.

At the 31 December 2025, awards over 445,000 shares (2024: 525,000) had vested and were capable of exercise.

A Long-Term Incentive Plan was introduced in 2011 which closed in July 2021, and no further awards will be made under that scheme. The Board adopted a new Long-Term Incentive Plan in 2021. Awards made during the year are stated in note 21(v) and are on the condition of continued employment. Any exercised options are settled by the Company issuing shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

21 SHARE OPTIONS AND SHARE BASED PAYMENTS continued

As a result of the awards a charge to the income statement of £18k (2024: £40k) was recognised during the year in respect of all schemes.

Before awards vest the Remuneration Committee will satisfy itself that the TSR performance is a genuine reflection of the Company's underlying performance over the three-year performance period.

	Options	2011 Share Option Plan Weighted average exercise price (p)
Outstanding at 1 January 2024	545,000	34.01
Granted in the year	–	–
Lapsing in the year	20,000	36.50
Outstanding at 31 December 2024	525,000	34.01
Granted in the year	–	–
Lapsing in the year	80,000	7.83
Outstanding at 31 December 2025	445,000	34.01
Exercisable at 31 December 2025	445,000	16.75
Exercisable at 31 December 2024	525,000	16.75

	Maximum Number of Shares	2011 LTIP Weighted average fair value per share (p)
Outstanding at 1 January 2024	14,300,000	1.00
Granted in the year	–	–
Lapsing in the year	–	–
Outstanding at 31 December 2024	14,300,000	1.00
Granted in the year	–	–
Lapsing in the year	–	–
Outstanding at 31 December 2025	14,300,000	1.00
Exercisable at 31 December 2025	14,300,000	1.00
Exercisable at 31 December 2024	14,000,000	1.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

21 SHARE OPTIONS AND SHARE BASED PAYMENTS continued

	Options	2021 Share Option Plan Weighted average exercise price (p)
Outstanding at 1 January 2024	1,520,000	7.83
Granted in the year	750,000	3.60
Forfeited during the year	40,000	4.30
Outstanding at 31 December 2024	2,230,000	7.83
Granted in the year	–	3.60
Forfeited in the year	280,000	
Lapsing in the year	–	–
Outstanding at 31 December 2025	1,950,000	7.83
Exercisable at 31 December 2025	1,450,000	–
Exercisable at 31 December 2024	–	–

	Maximum Number of Shares	2021 LTIP Weighted average fair value per share (p)
Outstanding at 1 January 2024	7,800,000	2.60
Granted in the year	–	–
Lapsing in the year	–	–
Outstanding at 31 December 2024	7,800,000	2.60
Granted in the year	–	–
Lapsing in the year	4,000,000	–
Outstanding at 31 December 2025	3,800,000	2.60
Exercisable at 31 December 2025	3,800,000	2.60
Exercisable at 31 December 2024	4,666,666	2.60

The options outstanding at 31 December 2024 had a weighted average remaining contractual life as follows:

	2025 No. of months	2024 No. of months
2011 Share Option Plan	59	72.6
2011 LTIP	65	47
2021 Share Option Plan	93	94
2021 LTIP	84	61

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

21 SHARE OPTIONS AND SHARE BASED PAYMENTS continued

The inputs into the Black-Scholes model were:

	2025	2024
Weighted average share price	4.43p	4.43p
Weighted average exercise price	3.13p	3.13p
Expected volatility	74.73% – 86.69%	74.73% – 86.69%
Expected life	2.3 years	2.3 years
Risk free rate	0.13% – 4.64%	0.13% – 4.64%

Notes

- (i) Expected volatility is a measure of the tendency of a security price to fluctuate in a random, unpredictable manner and is determined by calculating the historical volatility of the Company's share price over the previous years.
- (ii) The expected life has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.
- (iii) The Company has used the Monte Carlo model to value the LTIP awards granted before 2022, which simulates a wide range of possible future share price scenarios and calculates the average net present value of the option across those scenarios and which captures the effect of the market-based performance conditions applying to such awards.

For the LTIP awards granted during 2022 the Black Scholes model was used as there was only one performance condition attached.

- (iv) As there were no new options awarded in 2025 the calculation parameters remain the same as in the prior year.

22 RESERVES DESCRIPTION AND PURPOSE

Share premium

Amount subscribed for share capital in excess of nominal value.

Translation reserve

Gains/losses arising on retranslating the net assets of overseas operations into Sterling.

Retained earnings

All other net gains and losses and transactions with owners (e.g., dividends) not recognised elsewhere.

Share based payment Reserve

The amounts transferred to the Equity Reserve are for charges recognised in respect of the requirements of IFRS 2 "Share-based payments".

Merger Reserve

The merger reserve arose in the period to the 11 November 1994 and represented the premium on the allotment of new ordinary shares issued in a share exchange agreement entered into by the shareholders of Monoclonetics International Inc, (now Proteome Sciences Inc.).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

23 GUARANTEES AND OTHER FINANCIAL COMMITMENTS

Operating lease arrangement

The Group leases one office space in the UK on a short-term operating lease which renews on a twelve monthly basis ending in May 2026 and there is no control over the asset. The Group pays insurance, maintenance and repairs of this property.

At the balance sheet date 31 December 2025, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2025 £'000	Company 2025 £'000	Group 2024 £'000	Company 2024 £'000
Within 1 year	6	6	9	9
Within 2-5 years	–	–	–	–
> 5 years	–	–	–	–
	6	6	9	9

24 FINANCIAL INSTRUMENTS

Capital risk management

The Group monitors “adjusted capital” which comprises all components of equity (i.e., share capital, share premium translation reserve and merger reserve, retained earnings, and revaluation reserve).

The Group’s objectives when maintaining capital are:

- to safeguard the entity’s ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- Provide an adequate return to shareholders by pricing products and services commensurately with the level of risk

The Group sets the amount of capital it requires in proportion to risk. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group does not pay dividends to shareholders.

Due to recent market uncertainty the Group’s strategy is to preserve a strong cash base and to maintain a positive cash flow for at least 15 months in advance.

The Board has overall responsibility for the determination of the Group’s risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group’s finance function. The Board receives monthly management reports from the Group’s finance function and bi-monthly cash flow calculations through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group’s competitiveness and flexibility. Further details regarding these policies are set out below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

24 FINANCIAL INSTRUMENTS continued

The capital structure of the Group consists of the financial instruments listed below which determine the financial risk and an according risk management.

Financial instruments for the Group comprise:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Borrowing from major investors of the Company at floating rate
- Leases liability

For the Company:

- Cash and cash equivalents
- Investment in quoted and unquoted securities
- Borrowing from major investors of the Company at floating rate

Categories of financial instruments

	Group 2025 £'000	Company 2025 £'000	Group 2024 £'000	Company 2024 £'000
Financial assets				
Cash and cash equivalents*	781	92	1,128	776
Trade and other receivables*	754	–	296	–
Total financial assets	1,535	92	1,424	776
Financial liabilities				
Trade and other payables*	(1,624)	–	(780)	–
Short-term borrowings*	(14,459)	(3,672)	(12,631)	(2,538)
Long term borrowings	–	–	(250)	(250)
Short term lease liabilities	(487)	–	(602)	–
Long term lease liabilities	(824)	–	(1,039)	–
Total financial liabilities	(17,394)	(3,672)	(15,302)	(2,788)

The described financial instruments are measured applying the following methodologies:

* measured at amortised cost through the consolidated income statement

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

24 FINANCIAL INSTRUMENTS continued

The Group is exposed to the following financial risks:

- Credit risk
- Fair value or cash flow interest rate risk
- Foreign exchange risk
- Other market price risk
- Liquidity risk

Credit risk

Group

Electrophoretics Limited, the main trading company in the Group, has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers as deemed necessary based on the nature of the prospective customer and size of order.

To minimize any credit risk upfront payment for service orders are requested when they require larger pre-financing of consumables needed for order fulfilment. Further for any larger service orders interim payments are requested based on work order related performance obligations. The overall structure of our client base with the majority being B2B and to a lesser extent institutional customers like universities or state funded research institutions minimizes credit risk as well.

For trade receivables and other receivables further explanation and calculation of ECL (Expected credit loss) provisions relating to credit risk are presented in note 17.

At 31 December 2025, the largest exposure was represented by the carrying value of trade receivables and contract assets of £0.8m (2024: trade receivables and contract assets £0.7m). A provision for impairment was recognised for 2025 £18k (2024: £3k) on the basis that the Company's customers are typically large companies and there is a long-standing relationship and history of payment by customers so there is a very low history of credit defaults. The Group does have significant concentrations of credit risk on its trade receivables, with the largest debtor/contracted asset amounting to £196k (2024: £296k).

Credit risk arising from cash and cash equivalents held with banking institutions is controlled by using only good rated Institutions as presented in the table. Nevertheless, the economic challenges created by global events might result in a strain on the liquidity of the individual banking institutions. As such the company follows the developments in the financial markets closely. As a consequence, a more even allocation of funds between the different banks might be adopted and we will consider reallocation of funds to better rated institutions in case of larger changes in credit rating by more than one of the big credit rating agencies (such as Moody's, S&P, Fitch). Due to fluctuating cash flows we inevitably need to hold a larger amount of cash deposits to fund the operational business requirements and only limited risk mitigation is possible here.

	Group 2025 £'000	Company 2025 £'000	Group 2024 £'000	Company 2024 £'000
Barclays plc	752	105	976	776
Commerzbank AG	27	–	118	–
Other	2	–	34	–
	781	105	1,128	776

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

24 FINANCIAL INSTRUMENTS continued

Company

The Company is exposed to credit risk on loans provided to related parties. At the reporting date, the largest exposure was represented by the carrying value of loans to Proteome Sciences R&D GmbH & Co. KG of £8.0m. At 31 December 2025, the carrying value of loans owed by Electrophoretics Limited to the Company was £0.3m (2024: £0.3m), of loans owed by subsidiaries to the Company was £8.6m (2024: £7.3m). Refer to Note 15 for further detail.

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates (see below).

Fair value and cash flow interest rate risk

The Group is exposed to cash flow interest rate risk from long term borrowings. The level of borrowings is determined by the capital requirements of the Group as it was operational in a net cash outflow position. As such usual gearing ratios to assess debt risk levels are not applicable.

Borrowings are managed centrally under direct involvement and supervision of the Board. All borrowings are in the functional currency of the Group.

Interest rate risk management

The Group is exposed to interest rate risk arising from its short-term borrowings, details of which are set out in note 18(b).

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

Interest rate sensitivity analysis

The Group analyses interest sensitivity on a yearly basis. The sensitivity analysis below has been determined based on the exposure to floating rate liabilities. The analysis is prepared assuming the amount of liability outstanding at balance sheet date was outstanding for the whole year. A 0.5% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 0.5% higher and all other variables were held constant, the Group's profit for the year ended 31 December 2025 would have decreased by £66k (2024: £64k), for a decrease of 0.5% in interest rate the profit would have increased by the same amount.

Foreign exchange risk

Foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise. The Group's principal exposure is to movement in the Euro exchange rate, but it anticipates that a significant proportion of its future income will be received in this currency, thus helping to reduce its exposure in this area.

Foreign currency sensitivity analysis

The Group is mainly exposed to the currency of Germany (the Euro) and of the US (the US dollar).

The Group's companies hold asset and liabilities denominated in different currencies than their functional currency. As the nature of these assets is in their majority short term and usually any assets held in a foreign currency are used to match liabilities denominated in this currency the overall effect of any currency fluctuations does not result in a material exposure to foreign exchange risk. Therefore, a foreign currency sensitivity analysis is not considered to be appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

24 FINANCIAL INSTRUMENTS continued

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Liquidity and interest risk tables

The following tables detail the Group and Company's remaining contractual maturity for its non-derivative financial liabilities including both interest and principal cash flows and the interest rates applied. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and Company can be required to pay. Payments relating to lease liabilities under IFRS 16 are shown under note 26.

	Up to 3 months £'000	Between 3 and 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
As at December 2025					
Trade and other payables*	1,624	–	–	–	–
Loans and borrowings	14,459	–	–	–	–
Short term lease	121	366	–	–	–
Total	16,204	366	–	–	–

* Including accruals, other provisions and contract liabilities

Liquidity risk management

	Up to 3 months £'000	Between 3 and 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
As at December 2024					
Trade and other payables*	780	–	–	–	–
Loans and borrowings	12,631	–	250	–	–
Short term lease	2	7	–	–	–
Total	13,413	7	250	–	–

* Including accruals, other provisions and contract liabilities

There are pension provisions existing for the German entity of the Group, which amounted at 31 December 2025 to £0.39m (2024: £0.42m), which can result in future Cash outflows from the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

25 RELATED PARTY TRANSACTIONS

(a) Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and were as follows:

1) Loans advanced to subsidiary undertakings:

	Proteome Sciences R&D £'000	Electrophoretics Ltd £'000	Total £'000
At 1 January 2024	7,549	1,590	9,139
Provision for impairment	–	60	60
At 31 December, 2024	7,549	1,530	9,079
At 1 January 2025	7,549	1,530	9,079
Increase in loans in the year	–	1,240	1,240
At 31 December, 2025	7,549	2,770	10,319

2) Loan from subsidiary undertaking:

At 1 January, 2024	311	50	361
Loan advances during the year	–	(10)	(10)
Exchange adjustment	(14)	(40)	(54)
At 31 December, 2024	297	–*	297
At 1 January, 2025	297	–	297
Loan advances during the year	–	–	–
Exchange adjustment	7	–	7
At 31 December, 2025	304	–	304

* This loan resulted from a US\$ bank account allocated to Electrophoretics Ltd but legally belonging to the Company. A new US\$ bank account was opened 2023/2024 in the name of Electrophoretics Limited.

Further details of the Company's shares in and loans to its subsidiary undertakings are set out in note 15.

- (b) C.D.J. Pearce, a Director of the Company and therefore a related party, has made a loan facility available to the Company full details of which are set out in note 18b.
- (c) M Diggle, a Director of the Company is also a Director of Vulpes Investment Management (VIM) and is therefore a related party, Vulpes Investment Management Testudo Fund has made a loan facility available to the Company details of which are set out in note 18c.
- (d) Details of the remuneration of the directors is set out in note 10, including details of pension contributions made by the Company and information in connection with their long-term benefits is shown in the Directors' Report under the heading 'Directors and their interests'.
- (e) Key management personnel compensation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

25 RELATED PARTY TRANSACTIONS continued

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel for the year-ended 31 December 2025 and the comparative period were as follows:

Mariola Söhnngen (Chief Executive Officer) (resigned on 31 January 2025)

Ian Pike (Chief Scientific Officer)

Richard Dennis (Chief Commercial Officer)

Abdelghani Omari (Chief Financial Officer) (resigned on 31 January 2025)

Stefan Fuhrmann (Finance Director)

David Van Meter (Chief Operations Officer)

Christopher Pearce Chairman (Non-Executive Director)

Roger McDowell (Non-Executive Director)

Martin Diggle (Non-Executive Director)

Ursula Ney (Non-Executive Director)

Key management personnel compensation was as follows:

	2025	2024
	£'000	£'000
Salary	683	1,168
National Insurance Contributions	71	88
Other long-term benefits	48	65
Defined benefit scheme costs	–	–
Share based payment expense (relating to directors)	15	32
	817	1,353

26 LEASES

There are four leases entered into by the Group recognised under IFRS 16 as at 31 December 2025, comprising as follows:

- In August 2023 the Group extended a 5-year lease contract for the Frankfurt operation, by 2 years until 31 December 2026.
- A building lease for its US operations starting in August 2023 and ending in July 2027, with an early termination option after 2 years.
- A lease of equipment for its US operations in October 2023, with the lease ending in December 2028.
- In December 2024 a lease for a new mass spectrometer instrument for the Frankfurt facility, which commenced in July 2025 and will end June 2028.

The rental lease and the resulting right-of-use asset is classified as land and buildings the laboratory instrument lease is classified as fixture and fittings. Both leases do not contain variable elements or break out clauses. Similarly, there are no special restoration clauses attached, there are no restrictions or covenants in place and they do not include an option for a sale and lease back transaction.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

26 LEASES continued

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the term of the lease term, with the discount rate determined by reference to the Groups internal rate of return, as there is no inherent rate to the lease readily determinable. The internal rate of return (ICR) which is the Barclays interbank rate for the year + 2.5%, (overall 6.00%) which was applied over the duration of the lease reflecting the refinancing rate agreed for the loans made available by its major shareholders, which are its main source of external finance and reflects the incremental borrowing rate. The Frankfurt land and building lease has been restated by £(101)k due foreign exchange rate calculations.

Right-of-use asset

	Restated Land and buildings £'000	Equipment £'000	Restated Total £'000
At 1 January 2025	465	1,224	1,689
Addition	–	500	500
Amortisation	(227)	(519)	(746)
Foreign exchange movements	14	(39)	(24)
At 31 December 2025	252	1,167	1,419

Right-of-use asset

	Restated Land and buildings £'000	Equipment £'000	Restated Total £'000
At 1 January 2024	828	1,697	2,525
Amortisation	(229)	(458)	(687)
Foreign exchange movements	(33)	(15)	(48)
Restated	(101)	–	(101)
At 31 December 2024	465	1,224	1,689

Interest on lease liability for the period amounted to £81k (2024: £97k). This results in slightly higher costs at the beginning of the lease and lower costs at the end of the lease in comparison to the actual lease payments.

Lease Liability

	Land and buildings £'000	Equipment £'000	Total £'000
At 1 January 2025	568	1,072	1,641
Additions	–	500	500
Interest accruing for the year	37	44	81
Lease payments	(299)	(555)	(854)
Foreign exchange movements	(10)	(46)	(56)
At 31 December 2025	297	1,015	1,312

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

26 LEASES continued

	Land and buildings £'000	Equipment £'000	Total £'000
At 1 January 2024	821	1,419	2,240
Additions	–	–	–
Interest accruing for the year	55	42	97
Lease payments	(298)	(394)	(692)
Foreign exchange movements	(10)	6	(4)
At 31 December 2024	568	1,072	1,641

Maturity analysis of discounted lease payments

	Up to 3 months £'000	Between 3 and 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
As at December 2025					
Lease liabilities	146	440	432	294	–

	Up to 3 months £'000	Between 3 and 12 months £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000
As at December 2024					
Lease liabilities	156	446	487	552	–

Information of the right-of-use asset and its amortisation are represented in note 14 as well.

The rent for the UK office, which amounts to a total liability of £6k, is not considered a lease under IFRS 16 because there is no control over the asset.

27 CORRECTION OF ERROR FROM PRIOR PERIOD

In 2022 a calculation error in the Frankfurt building lease at an amount of £(101k) took place overstating the right of use asset by this amount. This has been corrected in 2025 by decreasing the right-of-use asset and increasing the retained loss.

The correction is included within the values of note 14 “Property, plant and equipment and right-of-use asset” and note 26 “Leases”. There was no impact to the profit and loss for the year 2024 and 2025. In addition, there is also no impact on the lease liability in any year.

28 EVENTS AFTER THE BALANCE SHEET DATE

The Company completed an equity fundraise on 29 January 2026, which raised gross proceeds of £972,000 for the Company (the “Fundraise”).

Vulpes Life Science Fund (“Vulpes”), the Company’s major shareholder subscribed for 17,142,857 new shares at the issue price of 1.75p (the “Issue Price”). Following the completion of the Fundraise, Vulpes holds 84,932,629 ordinary shares in the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2025

28 EVENTS AFTER THE BALANCE SHEET DATE continued

Richard Dennis, the Company's Chief Commercial Officer, subscribed for 1,428,571 new shares at the Issue Price. Following the completion of the Fundraise Mr Dennis holds 2,053,571 ordinary shares.

Following the admission to trading on AIM of all the new ordinary shares issued pursuant to the Fundraise, the issued share capital of the Company is 350,724,912 ordinary shares.

Christopher Pearce, the Company's Executive Chairman, has a £5 million convertible loan facility in place with the Company, which can, in certain circumstances, be converted in whole or in part into ordinary shares in the capital of the Company at a conversion price of one penny per ordinary share. In conjunction with the Fundraise, Mr Pearce agreed to vary the conversion terms of the Loan Facility, so that the Loan Facility can now only be converted in whole or in part at a minimum conversion price of four pence.

NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales No: 02879724)

Notice is hereby given that the 32nd Annual General Meeting of Proteome Sciences plc will be held at the offices of SP Angel Corporate Finance LLP, Prince Frederick House, 35-39 Maddox Street, London W1S 2PP on Thursday 14 May 2026 at 12 noon, and, if thought fit, passing the following Resolutions of which numbers 1 to 9 will be proposed as Ordinary Resolutions and number 10 will be proposed as a Special Resolution.

- 1 To receive the financial statements and the reports of the directors and of the auditors for the year ended 31 December 2025.
- 2 That the Remuneration Report, excluding the remuneration policy, on pages 18 to 20 be received and approved.
- 3 To re-appoint Christopher Pearce as a director of the Company
- 4 To re-appoint Richard Dennis as a director of the Company
- 5 To re-appoint Ian Pike as a director of the Company
- 6 To re-appoint Ursula Ney as a director of the Company
- 7 To re-appoint Martin Diggle as a director of the Company
- 8 To re-appoint Cooper Parry Group Limited as auditors of the Company in accordance with section 489 of the Companies Act 2006 until the conclusion of the next general meeting of the Company at which audited accounts are laid before the members and to authorise the directors to fix their remuneration.
- 9 THAT in substitution for all existing authorities the directors of the Company be and are hereby authorised generally and unconditionally pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £1,168,966.13 until the conclusion of the next Annual General Meeting of the Company or 30 June 2027, whichever is the earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would, or might, require shares to be allotted or rights to subscribe for or to convert securities into shares to be granted after such expiry.
- 10 THAT subject to, and upon Resolution 9 above, having been passed and becoming effective, the directors be and are hereby authorised and empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities, as defined in section 560 of the Act, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an offer by way of a rights issue, or any other pre-emptive offer, to the holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares on a record date fixed by the directors and to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the law of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) of equity securities which are or are to be wholly paid up in cash up to an aggregate nominal amount of £701,449.82.

NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales No: 02879724)

and provided further that the authority and power conferred by this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company or on 30 June 2027, whichever is the earlier, unless such authority is renewed or extended at or prior to such time, save that the Company may before such expiry make any offer, agreement or other arrangement which would or might require equity securities to be allotted after the expiry of this authority and the directors may then allot equity securities in pursuant of such an offer or agreement as if the authority and power hereby conferred had not expired.

By order of the Board

Victoria Birse

Company Secretary
14 April 2026

Registered office

Coveham House
Downside Bridge Road
Cobham,
Surrey
KT11 3EP

NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales No: 02879724)

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 12 May 2026. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Executive directors' service agreements and copies of the terms and condition of appointment of non-executive directors will be available for inspection at the registered office of the Company from the date of this notice and at the AGM venue for 30 minutes prior to the commencement of the meeting.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. Electronic voting - via Investor Centre
 - Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



- You may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets via email at shareholderenquiries@cm.mpms.mufg.com or 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 CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, LEEDS, LS1 4DL by 12 noon on 12 May 2026.

NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales No: 02879724)

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. 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). 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.
10. 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 & International 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 12 Noon on 12 May 2026. 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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.
12. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold the voting.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 14 April 2026 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 350,724,912 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 14 April 2026 are 350,724,912.
15. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales No: 02879724)

Explanatory notes on the resolutions:

Resolutions 1 to 9 (inclusive) are ordinary resolutions; 10 is a special resolution. To be passed, ordinary resolutions require more than 50% of votes cast to be in favour of the resolution whilst special resolutions require at least 75% of the votes cast to be in favour of the resolution. Votes withheld do not count towards the total votes cast for or against a resolution.

Resolution 1

The directors must present to members the accounts and the reports of the directors and auditors in respect of each financial year.

Resolution 2

Resolution 2 seeks shareholders' approval for the Remuneration Report which is set out on pages 18 to 20 of the Annual Report and Accounts for the year ended 31 December 2025.

Resolutions 3 to 7

In accordance with the provisions of the QCA Corporate Governance Code all directors will be standing for re-election with the exception of Roger McDowell who, as announced on 15 April 2026 will be stepping down as a director with effect from the conclusion of the 2026 AGM.

The Board has no hesitation in recommending the re-appointment of the Directors to shareholders. In making these recommendations, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge and experience and is satisfied that each of the Directors putting themselves forward for election has sufficient time to discharge their duties effectively, taking into account their other commitments.

Resolution 8

Cooper Parry Group Limited are being proposed for re-appointment as the auditors of the Company until the conclusion of the next general meeting at which accounts are presented. The directors are to be given authority to fix the remuneration of the auditors.

Resolution 9

The Company's power to issue additional securities is exercised by the directors. The directors must be authorised by ordinary resolution of the shareholders to exercise that power. The resolution will give the directors a general authority to allot shares up to an aggregate nominal value of £1,168,966.13 being the equivalent of one-third of the Company's issued ordinary share capital at the date of this notice. The authority shall expire at the next Annual General Meeting or on 30 June 2027, whichever is earlier.

Resolution 10

The directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

When shares are to be allotted for cash, Section 561 of the Companies Act 2006 provides that existing shareholder have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution is seeking to authorise the directors to allot shares of up to an aggregate nominal amount of £701,449,824 otherwise than on a pro-rata basis. This represents approximately 20% of the Company's issued share capital at the date of this notice. The authority shall expire at the next Annual General Meeting or on 30 June 2027, whichever is earlier.

The directors are seeking the annual renewal of this authority in line with the authorities granted to dis-apply the pre-emption provisions in previous years and to ensure the Company has maximum flexibility in managing its capital resources.

