Probiotix Health Plc

Chairman and Chief Executive's Statement

For the year ended 31 December 2024

29 May 2025

ProBiotix Health plc
("ProBiotix" or the "Company" or, together with its subsidiary, the "Group")

Final Results

ProBiotix Health plc (AQSE: PBX), the life sciences business developing probiotics to support cardiometabolic health, announces its audited results for the period ended 31 December 2024.

Key Highlights

- Sales +13% to £1.883m (2023: £1.673m)
- Gross Profit +14% to £997k (2023: £872k)
- Gross Profit margin robust at 53% (2023: 52%)
- Solid financial position with cash balances totalling £1.65m (2023: £1.50m)
- Onboarded a record number of new customers and distributors
- Current trading very strong with a record order book
- Outlook for 2025 and beyond remains positive

Post period-end

- Major new supply agreement in the Far East signed with Kemin China Technology
- Long-term business relationship secured in South Korea with TopHealth
- Launches of YourBiotixMH & PMH – new menopause and post menopause formulations for women's health

Investor Presentation

The Company is hosting a presentation for investors via the Investor Meet Company platform today at 10:00 am BST. The presentation is open to all existing and potential shareholders. Questions can be submitted pre-event via your Investor Meet Company dashboard, up until 9:00 am BST today, or at any time during the live presentation.

To sign up to the presentation via Investor Meet Company please register using the following link: https://www.investormeetcompany.com/probiotix-health-plc/register-investor

Steen Andersen, CEO of ProBiotix Health, commented: "The current year has started strongly, with a record order book, significantly ahead of 2024. The robustness of the sales project pipeline has increased further with new product launches planned this year in North America and Europe. We feel confident about the continuing positive development of the Company in 2025, enabling a move to reach break-even.

We also continue to increase our commercial efforts within Europe, whilst keeping a strategic focus on key potential new markets. We look forward to building on the success of 2024 towards our strategic targets of £10m turnover in 2028 with £2m EBITDA and thank investors for their investment and continued belief in the management team."

Probiotix Health Plc

Chairman and Chief Executive's Statement

For the year ended 31 December 2024

For further information, please contact:

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This announcement contains information which, prior to its disclosure, was considered inside information for the purposes of the UK Market Abuse Regulation and the Directors of the Company are responsible for the release of this announcement.

Notes to Editors:

ProBiotix is a life sciences company that develops probiotic formulations to support cardiometabolic health. Since its formation, ProBiotix has become recognised as a global leader in microbiome modulating probiotics for use in food supplements and nutraceuticals.

The Company has a unique approach: discovering ground breaking probiotics, ensuring their benefits through robust science, and bringing to market effective finished probiotic-based products for human health across the globe.

Chairman and Chief Executive's Statement

FY 2024 was a transformative year for ProBiotix as we solidified our position as a leading innovator in probiotic-based cardiometabolic health products. With record sales growth, strategic expansion, and a growing global footprint, we continue to build a strong foundation for long-term success. Our focus is as a provider of private label, turnkey probiotic dietary supplements within the category of preventative cardiometabolic health and healthy ageing, taking off-set in the company's principal proprietary probiotic strain LP_{LDL}®.

Our continued positive progress reflects a successful focus on execution and an exceptional value proposition, which is resonating well with the mega consumer trend in a growing market for cardiometabolic health and probiotic products. The Board and Management remain of the belief that the Company's strong fundamentals are not yet fully reflected in its current market capitalisation. Comparisons with peer probiotic companies suggest significant upside potential, particularly as market conditions improve.

Strategic focus and market opportunity

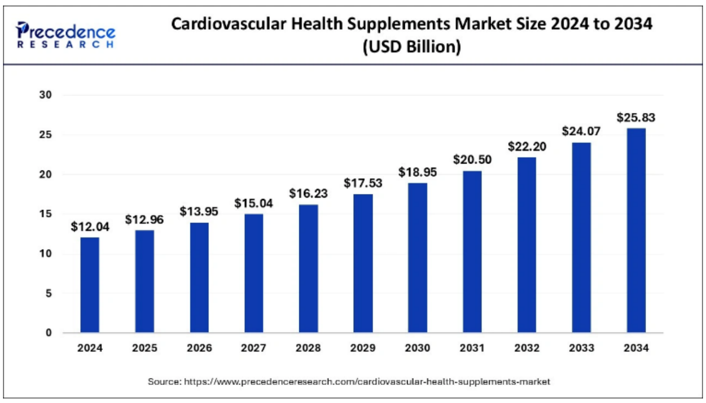
ProBiotix is a life sciences company with a strategic focus on probiotics and the human microbiome addressing various aspects of cardiometabolic health and other lifestyle conditions impacting the quality of life throughout the lifespan. The Company operates in the dietary supplement prevention segment, tapping into the mega consumer trend of healthy aging, cardiometabolic health and probiotics.

Our purpose is to provide consumers and industry worldwide with uncompromised supply and service of safe and scientifically validated probiotic-based microbiome product solutions for the improvement of human health. The Company aims to partner with scientifically driven dietary supplement, consumer health and Over The Counter (OTC) companies globally who have a defined strategic focus on the human microbiome and the use of probiotics.

Cardiovascular disease (CVD) is the leading cause of deaths globally in both men and women, accounting for more than 20 million deaths annually – 29% of all deaths (Source: World Heart Federation, Report 2023, IHME 2023 + Program in Cardiovascular Health Metrics). According to the World Heart Federation, around.4.4 million people worldwide succumb to high cholesterol annually alone. Over the past 30 years, average life expectancy has increased by 6.2 years (Institute for Health Metrics and Evaluation 2023) making the need for preventive product solutions improving quality of life throughout life expectancy increasingly relevant. The World Health Organisation estimates that approximately 80% of deaths caused by CVD could be avoided by preventive treatment in combination with relevant life-style changes. Yet the category for dietary supplements in the CVD area remains limited.

The global probiotics supplement consumer market is, in its own right, forecasted to reach $12 billion by 2028 according to the International Probiotic Association's latest analysis from 2024 (Global-Analysis-of-Probiotic-Data-2024.pdf) and at the same time is anticipated to continue with an impressive CAGR of 7% during the period. The market growth is increasingly driven by consumer demand for high quality "precision probiotics", being probiotic containing products having a clinically documented effect in support of specific health related risk factors. The reduction of cardiometabolic disease related risk factors remains one of the top priorities for legislators and thus offers distinct growth opportunities for the category and for ProBiotix as a category leader.

In parallel, the global consumer market for preventive cardiometabolic health supplements is estimated to reach almost $26 billion towards 2034. This represents in itself an impressive CAGR of 7.9% (Cardiovascular Health Supplements Market Size to Hit USD 25.83 Bn by 2034)



Some of the key cardiovascular health supplements market growth factors can be outlined as follows (source: Precedence Research):

Probiotix Health Plc

Chairman and Chief Executive's Statement

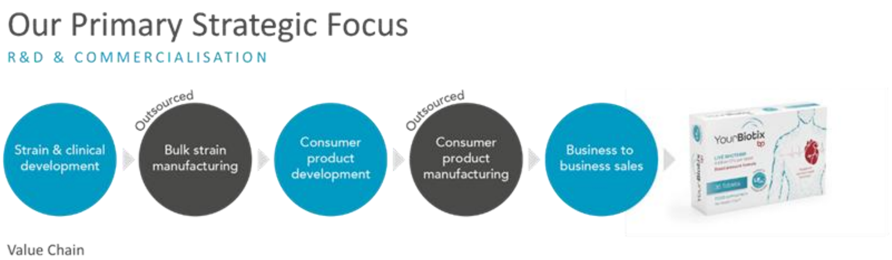
For the year ended 31 December 2024

- The global cardiovascular health supplements market benefits from increasing consumer awareness of preventive healthcare. The market's growth is driven by innovative products tailored to specific health needs and their easy accessibility.
- More consumers are choosing high-quality foods that support health and provide consistent nutritional value. This shift towards healthier dietary habits and lifestyle changes has become prominent, especially with the increasing cases of cardiovascular diseases. As a result, prioritising heart health has become a top concern for many.
- The world's population is ageing swiftly. Advances in medicine have prolonged life and increased overall life expectancy. Nonetheless, ageing is accompanied by declining health and a higher likelihood of cardiovascular issues.
- Through virtual health programs, doctors and nutritionists are advising patients to use dietary supplements for heart-related concerns, contributing to increased demand.
- The dietary supplement choices of older individuals are influenced by their family members. As children become more health-conscious, they encourage their parents and grandparents to focus on preventive healthcare through dietary changes and supplements.
- Many manufacturers are adding new products to their lineup due to the growing demand for cardiovascular health supplements.

With a projected accumulated consumer market value of $28 billion by 2028, the cardiometabolic health and probiotic supplement markets continue to present a significant opportunity for ProBiotix in a space with a limited number of scientific backed product solutions. The ProBiotix precision probiotic, LP_{LDL}®, is positioned to address an opportunity in the preventative cardiometabolic health supplement market, offering brand owners the opportunity to close a critical gap in the product portfolio and consumers to seek out an efficacious solution in the search for preventive options within cardiometabolic health.

Key milestone achievements in FY 2024

FY 2024 represented a continued focus on the execution of the key goals and objectives as outlined in the Company's long term strategic focus.



Execution drive is concentrated on five key focus areas:

1. Geographic commercial expansion through our own sales structure in North America and Europe, combined with a partnership approach in the Asia Pacific region.
2. Diversification of the customer portfolio to secure less dependency on any one customer.
3. Expansion of sales project pipeline to fuel future growth.
4. Progress activities to offer our customers finished consumer dosage formats as a mean for further value creation and barrier building.

5. Strengthening and maturing the organisation with a key focus on commercialisation and R&D.
6. Broaden contract manufacturing network as a key driver for increased profitability and risk mitigation.

Progress in FY 2024

FY 2024 was another year of successful double-digit growth driven by:

- The continued success of our existing customer base's growth of their established brands, alongside expansion into new distribution channels by partners in the USA and Italy.

- Zero customer churn, signaling a high degree of consumer loyalty and a strong repurchase pattern, delivered by a proven and perceived efficacious product offering.

- Onboarding of a record number of new customers and distribution partners and several new product launches in key focus markets:

  - Launch of two YourBiotix capsule products targeting cholesterol lowering (Cholicard) and general heart health support (Sofabiol) in Ukraine and Uzbekistan in partnership with DeutchPharm. The launch is part of DeutchPharm's long term strategy to expand their platform to include a number of own brand supplements within the cardiometabolic health space.

  - Launch of line extension of a LP_{LDL}® containing YourBiotix stick product (Beifolac) by Eifron in Greece aimed at cholesterol lowering and complementing their already well-established brand (Bifolac) within probiotic supplements. Eifron holds a leading position within supplements and preventive care in Greece. The launch is part of an Eifron's instrumental strategy of building a strong position in the cardiometabolic supplement segment.

  - Launch of YourBiotix LP_{LDL}® containing sticks in Denmark and China by Danish/Chinese brand Dancare. The launch is a line extension of the already strongly positioned Dancare brand in China. The new stick product is complementing their established portfolio of probiotic sticks directed towards the wellbeing/gut health segment.

  - The commercial partnership with Seed Health led to expanded distribution across 4,000 Target stores in the USA and brand differentiation into irritable bowel syndrome and diarrhea, which significantly increased brand visibility and market penetration.

  - Signing of an exclusive distribution agreement on sales of our bulk LP_{LDL}® strain was concluded with Mexican distributor RAFF**.** RAFF already holds a strong position within food and dairy ingredients including probiotics. The objective is to explore the potential market with local dietary supplement brands and export contract manufacturing.

The number of active sales projects in Europe and the USA enjoyed a step change, with a significant increase in active sales projects reaching a total of more than 30, including progressing several strategic projects with leading brands planning a late 2025 or early 2026 launch.

Marketing

A revised corporate identity was launched early in the year with the purpose of supporting the vision to create a strong image with business to business customers, as the leading partner for innovation and scientifically documented probiotic supplements in the cardiometabolic health and healthy ageing category.

The Company also took a significant step in implementing an online media strategy, to fuel increased lead generation and capture a larger portion of brands seeking their product innovation ideas online.

For the first time, the Company was represented as a stand-alone entity at Supply Side West in Las Vegas, North America’s largest exhibition for dietary supplements and health products, and at VITA-foods in Geneva, the leading European showcase for health ingredients. Both events contributed significantly to the Company’s lead generation in FY 2024.

Operations

To cater for the continued growth and the increasing demand for both bulk strain and finished formats, the Company successfully identified and negotiated pricing and manufacturing agreements with existing and new contract manufacturers (CMOs). A partnership with OurVita (Italy) for manufacturing of finished dosage formats was established, the existing relationship with BioPharma (Italy/USA) was extended further, as was the relationship with Sacco Systems for manufacturing of $LP_{LDL^{®}}$. A new CMO for both strain manufacturing and finished formats was identified in Canada to strengthen the supply situation on the North American continent. The expansion of the CMO network is a significant milestone and will function as a strong supporting factor for increased profitability, alongside mitigating any potential supply bottlenecks as a result of the projected volume growth.

Research & Development

Resources have been concentrated on reinforcing the R&D structure and our activities towards the execution of a broader healthy ageing strategy, alongside completing the ongoing studies in support of cardiometabolic health.

- Reinforcement of R&D reach and capacity by hiring of Associate professors Hiva Alipour and Fereshteh Dardmeh.

- Initiating strategic cooperation with Aalborg University in Denmark to complement the Company’s already established research network in the United Kingdom and Italy, defining clinical strategy in support of extending ProBiotix's presence into new areas of Healthy Ageing

Results

Probiotix Health Plc

Chairman and Chief Executive's Statement

For the year ended 31 December 2024

Sales for the year showed an increase of 12.6% to £1.9m (2023: £1.67m) with a gross profit of £997k (2023: £872k). Administration costs rose during the year to £1.7m (2023: £1.5m) which include £116k of non-recurring professional fees. Once the non-recurring fees are taken into account the net increase in administration costs is a modest 6% reflecting the costs associated with growing the company and inflationary increases in costs. The net loss for the year which includes share based payment charges and amortisation was £852k (2023: £762k)

The Group ended the year in a very strong financial position with cash balances totalling £1.65m (2023: £1.50m).

Board and Management

To further fuel growth and strengthen the support to the business platform, FY 2024 brought about changes to both management and board

- Mr. Kasper Rønnenkamp Hoffensetz was hired as Sales Manager EMEA to expand commercial reach in Europe, Middle East, and Africa. Kasper brings a strong industry network and many years of experience in the pharmaceutical and food supplement industry. Kasper will play an instrumental role in expanding the Company's sales reach and execute the regional commercial strategy. Kasper holds a bachelor's degree in international Sales and Marketing from Kolding Academy in Denmark and has several years of account management experience from leading European dietary supplement company PharmaNord.

- Associate professor Mr. Hiva Alipour was hired part time as Head of Scientific Affairs, alongside his associate professor position at Aalborg University in Denmark. Hiva's role with the Company is to define, support and drive the long-term clinical strategy within healthy ageing through expanding the international existing scientific network allowing for larger funding opportunities.

- Associate professor Mrs. Fereshteh Dardmeh was hired part time as Head of Research & Development whilst remaining in her associate professor role at Aalborg University in Denmark. Fereshteh's role is to facilitate new product development and identify and oversee clinical activities, as well as acting as the science link in the customer dialogue.

- Mr. Frederik Bruhn-Petersen was appointed non-executive director of the Company bringing complementary resources to the existing board competencies. Frederik is an entrepreneur and is the co-founder of RobinHus A/S, a disruptive real estate brokerage in Denmark, driving the business from its start-up phase to a national franchise-based operator, before ultimately selling to Denmark's largest real estate player, EDC A/S. Frederik has a Master of Law Degree from Copenhagen University. Frederik is currently working in a managing role for Holdingselskabet af 29. Juni 2010 Aps, an investment vehicle of the Bruhn-Petersen family, which holds shares representing 20.97% of the Company's current issued share capital.

The Company anticipates implementing further changes to the Board, Management, and organisation as needed to continue the successful progression and execution of the Company's long-term strategy, and to capitalise on the opportunities created by the Company's promising sales pipeline and customer portfolio.

Outlook

The current year has started strongly, with a record order book, significantly ahead of 2024. A significant commercial contract has been signed in the first quarter of the year with Kemin (China) and a business relationship with TopHealth (South Korea) agreed. The robustness of the sales project pipeline has increased further with new product launches planned this year in North America and Europe. We feel confident about the continuing positive development of the Company in 2025, enabling a move to reach break-even.

Establishing a strong commercial presence in the US, is progressing in accordance with the milestones set out for the year. With the significant hire of Murphy Young as sales executive for North America we have, through his extensive experience and significant network, managed to take a huge leap forward. The continued strong growth of the probiotic supplement market with continued focus on precision biotics and healthy ageing has helped favour our $LP_{LDL®}$ driven value proposition and product offering in this market. It has granted access to a number of new customer brands seeking to establish a diversification platform in the cardiometabolic prevention area. Our YourBiotix portfolio and the ability to provide customised product solutions through our strong contract manufacturing network, demonstrably caters for the North American brand owner needs and thus generated several new sales projects early in the year.

We also continue to increase our commercial efforts within Europe, whilst keeping a strategic focus on key potential new markets. We look forward to building on the success of 2024 towards our strategic targets of £10m turnover in 2028 with £2m EBITDA and thank investors for their investment and continued belief in the management team.

A Reynolds	**S Andersen**
Chairman	**Chief Executive Officer**

28 May 2025

Probiotix Health Plc

Strategic Report

For the year ended 31 December 2024

REVIEW OF BUSINESS

A review of the business of the Group, together with comments on future developments is given in the Chairman's and Chief Executive's Statements.

PRINCIPAL RISKS AND UNCERTAINTIES FACING THE GROUP

Technology and products

The Group is involved in the discovery and development of microbiome modulation products. The development and commercialisation of its intellectual property and future products will require human nutritional studies and there is a risk that products may not perform as expected. This risk is common to all new products developed for human consumption.

Technologies used within the food, beverage and healthcare marketplace are constantly evolving and improving. There is a risk that the Group's products may become outdated or their commercial value decrease as improvements in technology are made and competitors launch competing products. To mitigate this risk the Group is working with industry key opinion leaders, attends international conferences and has developed a research and development department which will keep up with the latest developments in the industry.

Intellectual Property

The Group is focused on protecting its IP and seeking to avoid infringing on third parties' IP. To protect its products, the Group is building and securing patents to protect its key products. However, there remains the risk that the Group may face opposition from third parties to patents that it seeks to have granted and that the outstanding patent applications are not granted. The Group engages legal advisers to mitigate the risk of patent infringement and to assist with the protection of the Group's IP.

FINANCIAL AND CAPITAL RISK MANAGEMENT

The directors constantly monitor the financial risks and uncertainties facing the Group with particular reference to the exposure of credit risk and liquidity risk. They are confident that suitable policies are in place and that all material financial risks have been considered. The financial risk management objectives and policies can be found within note 21 of the financial statements.

The Board's objective is to maintain a balance sheet that is both efficient and delivers long term shareholder value. The Group had cash balances of £1.65m at 31 December 2024 (2023: £1.50m) and had no short-term borrowings. The Board continues to monitor the balance sheet to ensure it has an adequate capital structure.

PRINCIPAL RISKS AND UNCERTAINTIES

Market Risks	Impact	Mitigation
Economic uncertainty caused by changes in US policy	Ongoing uncertainty in trade relations following the change in the US administration	The Group has plans in place to mitigate the imposition of tariffs on imports of product. This will include plans to switch manufacturing of goods as and when required.
Economic uncertainty caused by war in Ukraine	Ongoing economic uncertainty, recession or an escalation of the war in Ukraine may impact market confidence, demand and prices.	The group is not directly affected by the war in Ukraine but the Board monitor the general economic environment and consider economic forecasts when taking key decisions.
Technology	The Group's platform is currently unique. Rapid technological advances could see competitor products being launched.	The Group has product development plans in place for improved technology as well as for a wider product portfolio that includes additional innovative solutions for the targeted consumer groups.

Financial Risks	Impact	Mitigation
Future funding requirements	Potential as yet unidentified opportunities may not be pursued with the existing funding.	Management will analyse major opportunities and present them in additional business cases when warranted. The Company is able to sell its listed investments and raise further equity and debt finance.

Legal Risks	Impact	Mitigation
Intellectual Property litigation	Any claim brought against us would detract the Company from its business and incur potentially significant costs in defending its IP.	The Group engages with IP specialists to ensure we have a strong position. To our knowledge we do not infringe on any patents.

PRINCIPAL RISKS AND UNCERTAINTIES (Continued)

Operational Risks	Impact	Mitigation
Loss of key personnel	Material adverse impact on the Group's financial condition and prospects.	Competitive remuneration and option packages to reduce market volatility. The remuneration committee oversees the level of remuneration to ensure it remains competitive.
Technology	The Group is commercialising its technology to launch new products in the consumer market.	The Group has identified a need and responded to consumer demand.
Commercialisation	The Group is making the transition from a research-based organisation to a full commercial organisation. Manufacturing set-up and learning curve could delay sales or could impact our rate of growth.	The Group recruited experienced management and consultants to manage the process and negotiate contracts. The manufacturing is outsourced.
Cyber attacks	Cyber-attacks could delay or impair operations as which would have financial implications.	Training, anti-virus software, all users have multifactor authorisation for accounts, weekly review of attempts

KEY PERFORMANCE INDICATORS

Financial

	Year to 31 December 2024 £'000	Year to 31 December 2023 £'000
Revenue	1,883	1,673
Operating Loss	(852)	(762)
Loss for the period	(847)	(747)
Cash as at 31 December 2024	1,646	1,502

During the year to 31 December 2024 the company has achieved a number of key objectives to build shareholder value, these are laid out in the Chairman and Chief Executive's statement.

Non-financial

Probiotix Health Plc

Strategic Report

For the year ended 31 December 2024

The Board recognises the importance of KPI's in driving appropriate behaviour and enabling of Group performance. For the year to 31 December 2024 the primary KPI's were to develop customer relationships established in 2023 to successful contract relationships and onboarding in FY 2024. The Group intends to review the following non-financial KPI's going forward:

1. Number of Customer relationships
2. Number of IP and trademark registrations
3. Rate of staff turnover

DIVIDENDS

No dividends are distributed for the year to 31 December 2024. (2023: NIL)

FUTURE DEVELOPMENTS

The Chairman's and Chief Executive statement gives information on the outlook of the Group.

Corporate Governance

Executive Management:
The Group's current executive team comprises:

A Reynolds Non-Executive Chairman
S Andersen Executive Director and CEO
S O'Hara Non-Executive Director
M Caspani Non-Executive Director
F Bruhn-Petersen Non-Executive Director (appointed 8th October 2024)

Corporate Responsibility

The Board takes regular account of the significance of social, environmental and ethical matters affecting the Group wherever it operates. It has developed a specific set of policies on corporate social responsibility, which seek to protect the interests of all of its stakeholders through ethical and transparent actions and include an anti-corruption policy and code of conduct.

Corporate Governance:

The Group is committed to high standards of corporate governance and seeks to continually evaluate its policies, procedures and structures to ensure that they are fit for purpose.

In order to protect the interests of its shareholders and other stakeholders the Board has chosen to adopt the Quoted Companies Alliance (QCA) Corporate Governance Code for Small and mid-size Quoted Companies (the "QCA Code"), and the Directors are always prepared, where practicable, to enter into dialogue with all such parties to promote a mutual understanding of objectives.

Full details of the Company's policy on Corporate Governance can be found on the website under:

https://probiotixhealth-ir.com/corporate/corporate-governance

Probiotix Health Plc

Strategic Report

For the year ended 31 December 2024

Composition of the Board of Directors

The Board of Directors is currently comprised of the Chairman, Chief Executive Officer, Commercial Director, Executive Director and the three Non-Executive Directors.

Role of the Board:

The role of the Board is to agree the Group's long-term strategy and direction and to monitor achievement of its business objectives. The Board meets several times per annum, either virtually or in person. Furthermore, it holds additional meetings as are necessary to transact ongoing business.

Board Committees:

Remuneration Committee

The Remuneration Committee is made up of Adam Reynolds , as Chairman with Marco Caspani and has access to external expertise should that be required. This committee is responsible for the scale and structure of the remuneration of the Chief Executive, the Executive Directors and reports to the Chief Executive. The recommendations of the committee must be approved by the Board of Directors. No director or manager shall be involved in decisions relating to his/her own remuneration.

AQSE Rules Compliance Committee

The AQSE Rules Compliance Committee is chaired by Adam Reynolds . This committee is charged with ensuring that the Group has sufficient procedures, resources and controls in place to ensure compliance with the AQSE rules for companies. Among other things, the committee shall ensure that an Executive Director is at all times able to respond to requests for information from the Corporate Adviser and that all Directors and employees are aware of their obligations with regards to the disclosure of any trading in the Group's shares.

Audit Committee

The Audit Committee, is chaired by Marco Caspani with Adam Reynolds. This committee is required to monitor the integrity of the financial statements of the Group, including the interim and annual reports. The committee also reviews financial returns to regulators and any financial information contained in announcements of a price sensitive nature. The committee shall also consider and make recommendations to the Board regarding resolutions to be put to shareholders for approval at the Annual General Meeting, with respect to the appointment or re-appointment of the Group's external auditors. The Audit Committee, together with the external auditors, are responsible for determining the scope of the annual audit.

Nomination Committee

The Company does not currently have a nomination committee as the Board does not consider it appropriate to establish such a committee at this stage of the Company's development. Decisions which would usually be taken by the nomination committee will be taken by the Board as a whole.

Employees

The Group engages its employees in all aspects of the business and seeks to remunerate them fairly. The Group gives full and fair consideration to applications for employment regardless of age, gender, colour, ethnicity, disability, nationality, religious beliefs or sexual orientation. The Board takes employees' interest into account when making decisions. Any suggestions from employees aimed at improving the Group's performance are welcomed.

Suppliers and Contractors

The Group recognises that the goodwill of its contractors, consultants and suppliers is crucial to the success of its business and seeks to build and maintain this goodwill through fair and transparent business practices. The Group aims to settle genuine liabilities in accordance with contractual obligations.

Health and Safety

The Board recognises that it has a responsibility to provide strategic leadership and direction in the development and maintenance of the Group's health and safety strategy, in order to protect all of its stakeholders

Section 172 Statement

In accordance with s172 of the Companies Act 2006 the Directors recognise their duty to promote the success of the company for the benefit of its stakeholders. Our commitment to delivering scientifically validated, safe, and effective probiotic-based microbiome solutions is underpinned by robust governance and a stakeholder-focused approach.

Stakeholder Engagement

Our stakeholders include customers, employees, suppliers, investors, regulators, and the wider community. During the year, the Board actively engaged with each group through various initiatives:

- Customers – We continue to invest in scientific research and product innovation to uphold our promise of uncompromised safety and efficacy in microbiome health solutions. Market trends, customer feedback mechanisms and collaborations with leading institutions guide our development.
- Employees – The wellbeing and development of our employees remain central to our strategy. Initiatives such as involvement in strategic development, a flat management structure, freedom to plan securing a healthy work/life balance, training programs and employee engagement forums foster a positive workplace culture.
- Suppliers – Ethical sourcing and sustainability remain priorities. We work closely with supplier partnerships to ensure high-quality ingredients and sustainable supply chains, fostering long-term partnerships.
- Investors – Transparent communication and long-term value creation define our investor relations approach. Regular reporting and investor engagements demonstrate our strategic vision.
- Regulators – We adhere to the highest regulatory and compliance standards, ensuring product safety and scientific integrity. Strategic membership of industry leading organisations like the

International Probiotic Association (IPA) ensures we remain aligned with current and future product regulation and legislation. Active engagement with regulatory bodies including AQUIS enables alignment with evolving industry standards and listing rules.

Long-Term Value and Sustainability

Recognising the importance of sustainability, we continue to integrate environmental and social responsibility into our business. Initiatives such as, responsible packaging, and ethical research practices support our long-term commitment to the health of people and the planet.

Board Decision-Making and Governance

The Board considers the interests of stakeholders in its decision-making processes. This includes evaluating risks, strategic opportunities, and industry developments to ensure resilient growth while maintaining ethical leadership.

We remain committed to upholding the principles of Section 172, ensuring that our actions contribute positively to society, safeguard stakeholder interests, and support sustainable long-term business success.

ON BEHALF OF THE BOARD

S Andersen
28 May 2025

Probiotix Health Plc

Directors' Report

For the year ended 31 December 2024

The Directors present their report and the audited financial statements of the group for the year to 31 December 2024.

PRINCIPAL ACTIVITY

The principal activity is that of developing probiotics to tackle cardiovascular metabolic health disease and other lifestyle conditions which are affecting growing numbers of people across the world.

DIRECTORS

The directors who served the company during the year and up to the date of this report were as follows:

Executive Directors
S Andersen

Non-executive Directors
M Caspani
A Reynolds
F Bruhn-Petersen (appointed 8th October 2024)
S P O'Hara
M Havid-Hansen (resigned 28 February 2024)

Directors' Remuneration

Details of emoluments received by Directors of the Group for the year ended 31 December 2024 are as follows:

	Remuneration and fees	**Bonuses**	**Share based payments**	**Pension Costs**	**Total**
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
A Reynolds*	54	-	-	-	54
S Andersen*	241	-	-	12	253
S P O'Hara*	30	-	-	-	30
M Caspani*	20	-	-	-	20
M Hvid-Hansen	26	-	-	-	26
F Bruhn-Petersen*	5	-	-	-	5
Total	376	-	-	12	388

Directors and their interests
The directors of the group held the following beneficial interests in the shares and share options of Probiotix at the date of this report:

	Issued Share Capital	Share Options

	Ordinary shares of £0.0005 each	Percentage Held	Ordinary shares of £0.0005 each	Option exercise Price (£)
S P O'Hara	6,131,450	3.88%	3,000,000	0.210
M Caspani	-	-	500,000	0.210
A Reynolds	142,857	0.09%	1,000,000	0.210
S Andersen	-	-	5,000,000	0.095
F Bruhn-Petersen	3,000,000	1.90%	-	-

The share options held by S P O'Hara, and A Reynolds were granted on 31 March 2022 and are exercisable at £0.21 at any time up 30 March 2032, 50% of which vest on a doubling of the share price to £0.42 and 50% on an annual turnover of £2.5m

The share options held by M Caspani were granted on 31 March 2022 and are exercisable at £0.21 at any time up 30 March 2032, 1/3 of which vest on each of the 2-4 anniversaries of the date of grant.

The share options held by S Andersen were granted on 10 February 2025 and are exercisable at £0.095 at any time up 18 February 2035 50% vest when annual turnover reaches £2.5m, 50% vest on annual turnover of £5m.

Directors and Officers Insurance

The Group have a directors and Officers Insurance policy for £1m managed by CFC Underwriting Limited

SUBSTANTIAL SHAREHOLDINGS

Substantial shareholdings include directors as at 28 May 2025 were as follows:

	% of shares issued
Optibiotix Health plc	33.85
Holdingselskabet of 29. Juni 2010 Aps.	20.97
Seneca Partners	5.07
Stephen O'Hara	3.88

The share price per share at 31/12/2024 was £0.0625 (31/12/2023: £0.07).

FINANCIAL INSTRUMENTS

The Group's exposure to financial risk is set out in note 21 to the financial statements.

RESEARCH AND DEVELOPMENT

The Chairman and Chief Executive's Statement pages 3 – 8 gives information on the Group's research and development activities.

EVENTS AFTER THE REPORTING PERIOD

On 19 February 2025 the company granted 9,050,000 options over the ordinary shares of 0.05p each in the company to Steen Andersen and certain other key employees of the company. The options were granted with an exercise price of 9.5p per share. The options may be exercised within 10 years from the date of grant subject to satisfaction of commercially orientated performance criteria which involves significant revenue targets.

PUBLICATION OF ACCOUNTS ON GROUP WEBSITE

Financial statements are published on the Group's website. The maintenance and integrity of the website is the responsibility of the Directors. The Directors' responsibilities also extend to the financial statements contained therein.

GOING CONCERN

The financial statements have been prepared on the assumption that the Group is a going concern. When assessing the foreseeable future, the Directors have looked at the Cash forecast for the next 12 months from the date of this report, the cash at bank available as at the date of approval of this report and are satisfied that the Group should be able to cover its committed cost, and other administrative expenses, as well as its ongoing research and development expenditure. Results for the first quarter 2025 indicate that revenue will come through as anticipated for the year. In the unlikely event that there was a decline on revenue during the remainder of the year there are a number of mitigating actions that could be taken by the board to ensure the Group continues as a going concern. To clarify, that these mitigation actions are considered as part of worst-case downside scenario assessments by the board noting no issues with regards to going concern assessment hence the Directors believe that the Group and the Company is a going concern.

After assessing the possible downside scenarios, the directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent.

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

The Directors confirm that the financial statements comply with the above requirements.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the Directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Group and Parent Company auditor is unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Group and Parent Company auditor is aware of the information.

AUDITOR

Gerald Edelman LLP has indicated that it is willing to seek re-appointment as the Company's auditor at the Annual General Meeting. A resolution to appoint Gerald Edelman LLP as the Company's auditor will be proposed at the Annual General Meeting.

STRATEGIC REPORT

In accordance with section 414C(11) of the Companies Act 2006 the Group chooses to report the future outlook and the risks and uncertainties faced by the Group in the Strategic Report on page 9.

ON BEHALF OF THE BOARD

S Andersen
28 May 2025

Probiotix Health Plc

Report of the Independent Auditor’s

For the year ended 31 December 2024

Opinion

We have audited the financial statements of Probiotix Health PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the consolidated statement of comprehensive income, consolidated and company statements of financial position, consolidated and company statements of changes in equity, consolidated and company statement of cash flow, and notes to the consolidated and company financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom 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 2024 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and 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.

Independence

We remain independent of the Group and the Company in accordance with the ethical requirements that are relevant to our audit of 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the Group and parent company’s ability to continue to adopt the going concern basis of accounting included reviews of cash reserves and critical review of forecasts for a period of 12 months from when the financial statements are authorised for issue.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's 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.

Overview

Coverage	95% of Group loss before tax 97% of Group total assets
Key audit matters	Impairment review of intangible assets (development cost and patents) Going concern was a key audit matter in the last year, however, in the current year it was not assessed and concluded as a key audit matter.
Materiality	Group financial statements as a whole £33,000 based on 1.5% of gross assets. Company financial statements as a whole £14,000 based on 1.5% of gross assets.

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Company and Probiotix Limited are significant components and were subject to full scope audit procedures by the Group audit team. Our audit scope for the non-significant components included performance of analytical review procedures. We also performed specified audit procedures over certain account balances and transaction classes that were regarded as material to the Group.

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Impairment of intangible assets (Development cost and patents) The group is focused on product development in relation to its Intellectual Property portfolio of products. Consequent to this, one of the Group's most significant asset on the consolidated statement of financial position is its intangible asset. As explained in Note 2 to the consolidated financial statements, the impairment assessment in relation to the intangible assets require the exercise of significant judgement by management and the Directors. Management and the Directors are required to assess whether there are any potential impairment triggers which would indicate that the carrying value of the assets may not be recoverable for each cash generating unit. Management and the Directors did not identify any indicators of impairment. Given the significance of the assets to the Group's consolidated statement of financial position and the significant management judgements and estimates involved in this regard, we considered this a key audit matter. **Refer to Accounting Policies, Note 2**	We have performed the following audit procedures: • We evaluated the Directors' and management's impairment review for the intangible assets. • We critically challenged the considerations made regarding indicators of impairment in accordance with the relevant accounting standards by assessing the Directors' and management's impairment indicator review to establish whether it was performed in accordance with the requirements of the relevant accounting standards. • We challenged management on their judgements of the recoverable value of the intangible asset balance as at 31 December 2024 by challenging key assumptions. In particular, we verified the key underlying assumptions (mainly future cash inflows from sales, cash burn from operations and any cost mitigations) to appropriate supporting documentation. • We assessed the adequacy and reasonableness of disclosures in the financial statement in this regard. **Key observations:** Based on the audit work performed, we are satisfied with the carrying valuation of intangible assets and that these balances are not impaired as at year ended 31 December 2024.

Our application of materiality

Materiality is assessed as the magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality provides a basis for determining the nature and extent of our audit procedures.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	**Company financial statements**
Overall materiality	£33,000	£14,000
How we determined it	1.5% of gross assets	1.5 % of gross assets
Rationale for benchmark applied	We believe that gross assets is a primary measure used by shareholders in assessing the performance of the group.	We believe that gross assets is a primary measure used by shareholders in performance of the Company as the holding company within the Group.
Performance materiality	£21,000	£9,000
Basis for determining performance materiality	65% of materiality. In reaching our conclusion on the level of performance materiality to be applied we considered a number of factors including the expected total value of known and likely misstatements (based on past experience), our knowledge of the Group’s control environment and management’s attitude towards proposed adjustments.	65% of materiality. In reaching our conclusion on the level of performance materiality to be applied we considered a number of factors including the expected total value of known and likely misstatements (based on past experience), our knowledge of the Group’s control environment and management’s attitude towards proposed adjustments.

Component materiality

For each component in the scope of our Group audit, we allocated a materiality that is equal to or less than our overall Group materiality. The range of materiality allocated across components ranged from £14,000 to £24,800. We set materiality for each significant component of the Group based on a percentage of between 40% and 75% of Group materiality dependent on the size and our assessment of the risk of material misstatement of that component. In the audit of each component, we further applied performance materiality levels of 65% of the component materiality to our testing to ensure that the risk of errors exceeding component materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £1,600 for the both the Group and £1,000 Company audit as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 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 year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the Group and Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Group and 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 Statement of Directors' responsibilities statement set out on page 19, 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 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

The objectives of our audit, in respect to fraud are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatements due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our audit procedures were primarily directed towards testing the accounting systems in operation upon which we have based our assessment of the financial statements for the year-ended 31 December 2024.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations in the United Kingdom;
- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our knowledge and experience of the entity's activities.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including Companies Act 2006, taxation legislation, data protection, employment and health and safety legislation.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and reviewing legal expenditure; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias. Key judgements and assumptions are comprised in the impairment assessment of the carrying value of intangible as assessed within our Key Audit Matters above; and
- investigated the rationale behind significant or unusual transactions.

Probiotix Health Plc

Consolidated Statement of Cash Flows

For the period ended 31 December 2024

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- reading the minutes of meetings of those charged with governance; and
- enquiring of management as to actual and potential litigation and claims.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance.

Auditing standards also limit the audit procedures required to identify noncompliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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

This description forms part of our auditor's report.

Use of this report
This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Talha Farrukh
For and on behalf of Gerald Edelman LLP,
Charted Accountants
Statutory Auditor
73 Cornhill
London United Kingdom
EC3V 3QQ
28 May 2025

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	Notes	Year ended 31 December 2024	Year ended 31 December 2023

Probiotix Health Plc

Consolidated Statement of Cash Flows

For the period ended 31 December 2024

		£'000	£'000
Revenue from contracts with customers	3	1,883	1,673
Cost of sales		(886)	(801)
Gross Profit		**997**	**872**
Share based payment cost		(26)	(31)
Depreciation and amortisation		(68)	(53)
Other administrative costs		(1,755)	(1,550)
Total administrative expenses	5	(1,849)	(1,634)
Operating loss		**(852)**	**(762)**
Loss before tax		(852)	(762)
Taxation	6	5	15
Loss for the period		(847)	(747)
Other comprehensive income		-	-
Total comprehensive loss for the period		(847)	(747)
Total comprehensive loss attributable to:			
Owners of the company		(847)	(747)
Earnings per share from continued operations			
Basic profit/(loss) per share - pence	7	(0.63)p	(0.61)p
Diluted profit/(loss) per share - pence		(0.63)p	(0.61)p

All activities relate to continuing operations

	Notes	As at 31 December 2024 £'000	As at 31 December 2023 £'000
ASSETS			
Non-current assets			
Intangibles	8	236	301
Property, plant and equipment	9	7	-

Probiotix Health Plc

Consolidated Statement of Cash Flows

For the period ended 31 December 2024

		243	301
CURRENT ASSETS			
Inventories	**11**	31	103
Trade and other receivables	**12**	257	266
Cash and cash equivalents	**13**	1,646	1,502
		1,934	1,871
TOTAL ASSETS		**2,177**	**2,172**
EQUITY			
Shareholders' Equity			
Called up share capital	**14**	79	61
Share premium	**15**	4,534	3,338
Share based payment reserve	**15**	41	57
Group reorganisation reserve	**15**	(945)	(945)
Retained earnings	**15**	(1,786)	(980)
Total Equity		**1,923**	**1,531**
LIABILITIES			
Current liabilities			
Trade and other payables	**16**	194	566
		194	566
Non - current liabilities			
Deferred tax liability	**17**	60	75
		60	75
TOTAL LIABILITIES		**254**	**641**
TOTAL EQUITY AND LIABILITIES		**2,177**	**2,172**

These financial statements were approved and authorised for issue by the Board of Directors on 28 May 2025 and were signed on its behalf by:

S Andersen
Director
Company Registration no. 13723211

Probiotix Health Plc

Consolidated Statement of Cash Flows

For the period ended 31 December 2024

	Called up Share capital £'000	Share Premium £'000	Share-based Payment Reserve £,000	Group Reorganisation Reserve £'000	Retained Earnings £'000	Total equity £'000
As at 1 January 2023	61	3,338	26	(945)	(233)	2,247
Loss for the period	-	-	-	-	(747)	(747)
Share based payments	-	-	31	-	-	31
Balance at 31 December 2023	61	3,338	57	(945)	(980)	1,531
Loss for the period	-	-	-		(847)	(847)
Forfeiture of share options	-	-	(41)	-	41	-
Share based payment			25	-	-	25
Share issue	18	1,208	-	-	-	1,226
Share issue costs		(12)				(12)
Balance at 31 December 2024	79	4,534	41	(945)	(1,786)	1,923

Probiotix Health Plc

Consolidated Statement of Cash Flows

For the period ended 31 December 2024

	Notes	Year ended 31 December 2024 £	Year ended 31 December 2023 £
Cash flows from operating activities			
Cash utilised by operations	**1**	(1,060)	(238)
Net cash outflow from operating activities		(1,060)	(238)
Cash flows from investing activities			
Acquisition of property, plant and equipment		(10)	-
Net cash outflow from investing activities		(10)	-
Cash flows from financing activities			
Share issues net of issue costs		1,214	-
Net cash inflow from financing activities		1,214	-
Increase/(decrease) in cash and equivalents		144	(238)
Cash and cash equivalents at beginning of period		1,502	1,740
Cash and cash equivalents at end of period	**2**	1,646	1,502

Probiotix Health Plc

Notes to the Consolidated Statement of Cash Flows

For the period ended 31 December 2024

1. Reconciliation of loss before income tax to cash outflow from operations

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Operating loss	(852)	(762)
Share based payments	26	33
Decrease/(Increase) in inventories	72	(53)
Decrease/(Increase) in trade and other receivables	8	231
Increase/ (Decrease) in trade and other payables	(381)	260
Amortisation of patents and development costs	50	53
Depreciation	3	-
Write off intangible assets	14	
Net cash outflow from operations	(1,060)	(238)

2. Cash and Cash Equivalents

	Year ended 31 December 2024 £	Year ended 31 December 2023 £
Cash and cash equivalents	1,646	1,502

The notes on pages 36 to 63 form part of these financial statements

Probiotix Health Plc

Company Statement of Financial Position

As at 31 December 2024

	Notes	As at 31 December 2024 £'000	As at 31 December 2023 £'000
ASSETS			
Non-current assets			
Investments	**10**	54	54
		54	54
CURRENT ASSETS			
Trade and other receivables	**12**	56	78
Cash and cash equivalents	**13**	793	473
		849	551
TOTAL ASSETS		**903**	**605**
EQUITY			
Shareholders' Equity			
Called up share capital	**14**	79	61
Share premium	**15**	4,534	3,338
Share based payment reserve	**15**	41	57
Retained earnings	**15**	(3,848)	(2,933)
Total Equity		**806**	**523**
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	**16**	97	82
TOTAL LIABILITIES		**97**	**82**
TOTAL EQUITY AND LIABILITIES		**903**	**605**

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the parent Company income statement account.

The loss for the parent Company for the year was £0.96m (2023: £1.04m).

These financial statements were approved and authorised for issue by the Board of Directors on 28 May 2025 and were signed on its behalf by:

Probiotix Health Plc

Company Statement of Financial Position

As at 31 December 2024

S Andersen
Director
Company Registration no. 13723211
The notes on pages 36 to 63 form part of these financial statements

Probiotix Health Plc

Company Statement of Cash Flows

For the period ended 31 December 2024

	Called up Share capital £'000	Retained Earnings £'000	Share Premium £'000	Share-based Payment reserve £'000	Total equity £'000
As at 1 January 2023	61	(1,889)	3,338	26	1,536
Loss for the year	-	(1,044)	-	-	(1,044)
Share based payments	-	-	-	31	31
Balance at 31 December 2023	61	(2,933)	3,338	57	523
Loss for the year	-	(956)	-		(956)
Forfeiture of shares	-	41	-	(41)	-
Share based payments	-	-	-	25	25
Share issue	18	-	1,208	-	1,226
Share issue costs	-	-	(12)	-	(12)
Balance at 31 December 2024	79	(3,848)	4,534	41	806

Probiotix Health Plc

Company Statement of Cash Flows

For the period ended 31 December 2024

	Notes	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Cash flows from operating activities			
Cash utilised by operations	**1**	(1,122)	(639)
Net cash outflow from operating activities		(1,122)	(639)
Cash flows from financing activities			
Share issues net of issue costs		1,214	-
Net cash inflow from financing activities		1,214	-
Cash flows from investing activities			
New subsidiary investment		-	(5)
Net amounts advanced to subsidiary		228	(332)
Net cash inflow from investing activities		227	(337)
Increase/(decrease) in cash and equivalents		320	(976)
Cash and cash equivalents at beginning of period		473	1,449
Cash and cash equivalents at end of period	**2**	793	473

Probiotix Health Plc

Notes to the Company Statement of Cash Flows

For the period ended 31 December 2024

1. Reconciliation of loss before income tax to cash generated from operations

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Operating (loss)/Profit	(956)	(1,044)
Share based payment expense	26	31
Increase/(Decrease) in trade and other receivables	21	2
Loan (from)/to subsidiary written off	(228)	332
(Decrease)/Increase in trade and other payables	15	40
Net cash outflow from operations	(1,122)	(639)

2. Cash and Cash Equivalents

	As at 31 December 2024 £'000	As at 31 December 2023 £'000
Cash and cash equivalents	793	473

Probiotix Health Plc

Notes to the Company Statement of Cash Flows

For the period ended 31 December 2024

1. General Information

ProBiotix Health plc is a Public Limited Company limited by shares incorporated and domiciled in England and Wales. Details of the registered office, the officers and advisers to the Company are presented on the company information page at the start of this report. The Company's offices are at First Floor Zucchi Suite, Nostell Business Estate, Wakefield, England, WF4 1AB. The Company is listed on the AQSE Growth Market .

The principal activity is that of developing probiotics to tackle cardiovascular disease and other lifestyle conditions which are affecting growing numbers of people across the world.

These financial statements present the results and balances of the Company and its subsidiaries (together, the 'Group') for the year ended 31 December 2024.

2. Accounting Policies

Statement of compliance

The consolidated financial statements of Probiotix Health Plc have been prepared in accordance with UK adopted international accounting standards and the Companies Act 2006 applicable to companies reporting under UK adopted international accounting standards

Basis of preparation

The financial statements have been prepared under the historical cost convention. The functional currency is GBP.

The principal accounting policies are summarised below. They have all been applied consistently throughout the period under review.

2. Accounting Policies (continued)

Going concern

The financial statements have been prepared on the assumption that the Group is a going concern. When assessing the foreseeable future, the Directors have looked at the Cash forecast for the next 12 months from the date of this report, the cash at bank available as at the date of approval of this report and are satisfied that the Group should be able to cover its committed cost, and other administrative expenses, as well as its ongoing research and development expenditure. Results for the first quarter of 2025 indicate that revenue will come through as anticipated for the year. In the unlikely event that there was a decline on revenue during the remainder of the year there are a number of mitigating actions that could be taken by the board to ensure the Group continues as a going concern. These mitigation actions are considered as part of worst case downside scenario assessments reviewed by the Board. Following the review and assessment of the possible downside scenarios, the directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

Standards, amendments and interpretations effective and adopted in FY 2024

The accounting policies adopted are consistent with those of the previous financial year.
The Group has not early adopted any standards, amendments, or interpretations that were issued but not yet effective as of 31 December 2024. These include the amendments to IAS 21, The Effects of Changes in Foreign Exchange Rates, regarding lack of exchangeability, effective from 1 January 2025. Also issued but not yet effective as at that date are IFRS 18 Presentation and Disclosure in Financial Statements, IFRS 19 Subsidiaries without Public Accountability: Disclosures, and various amendments to IFRS 9 and IFRS 7.

2. Accounting Policies (continued)

New standards and interpretations not yet adopted

The International Accounting Standards Board (IASB) has issued the following standards, amendments and interpretations with an effective date after the date of these consolidated financial statements. These are effective for annual reporting periods beginning on or after the date indicated:

Standard/ amendment	When issued	Effective date (early application is possible unless otherwise noted)	Standards/ Interpretations amended	Standard withdrawn
IFRS 18 Presentation and Disclosure in Financial Statements	April 2024	01 January 2027	IFRS 1, IFRS 3, IFRS 5, IFRS 6, IFRS 7, IFRS 8, IFRS 9, IFRS 12, IFRS 13, IFRS 14, IFRS 15, IFRS 16, IFRS 17, IAS 2, IAS 7, IAS 8, IAS 10, IAS 12, IAS 16, IAS 19, IAS 20, IAS 21, IAS 24, IAS 28, IAS 29, IAS 32, IAS 33, IAS 34, IAS 38, IAS 40, IAS 41, IFRIC 1, IFRIC 14, IFRIC 17,	IAS 1

			IFRIC 19, IFRIC 23, SIC-32	
IFRS 19 Subsidiaries without Public Accountability: Disclosures	May 2024	01 January 2027	IFRS 1, IFRS 5, IFRS 13, IFRS 17, IFRS 18, IAS 32, IAS 34, IFRIC 14	
Amendments to the Classification and Measurement of Financial Instruments Amendments to IFRS 9 and IFRS 7	May 2024	01 January 2026	IFRS 7, IFRS 9, IFRS 19	
Annual Improvements to IFRS Accounting Standards—Volume 11	July 2024	01 January 2026	IFRS 1, IFRS 7, IFRS 9, IFRS 10, IAS 7	
Contracts referencing Nature-dependent Electricity Amendments to IFRS 9 and IFRS 7	December 2024	01 January 2026	IFRS 7, IFRS 9	

2. Accounting Policies (continued)

The Group is assessing the impact of these new standards and the Group's financial reporting will be presented in accordance with these standards from the effective date.

There are no other standard interpretations that are not yet effective that would be expected to have a material impact on the Group.

The Directors anticipate that the adoption of these standards and the interpretations in future period will have no material impact on the financial statements of the company.

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 group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

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

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

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

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e. reclassified to profit or loss or transferred directly to retained earnings).

The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a jointly controlled entity.

2. Accounting Policies (continued)

2.1 Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with changes in fair value recognized either in the profit or loss or as a change to other comprehensive income.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration

transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

2.2 Revenue recognition

Revenue is measured at the fair value of sales of goods and services less returns and sales taxes. The Group has analysed its business activities and applied the five-step model prescribed by IFRS 15 to each material line of business, as outlined below:

2.2.1 Sale of products

Revenue is recognised at a point in time for sales of products and licensing.

The contract to provide a product is established when the customer places a purchase order. The performance obligation is to provide the product requested by an agreed date, and the transaction price is the value of the product as stated in our order acknowledgement. The performance obligation is typically met when the product is made available for collection by the customer so revenue is primarily recognised for each product when notification of availability is communicated to the customer. In some limited situations when the product is complete but the customer is unable to take delivery the performance obligation is met when the customer formally accepts transfer of risk and control even though the product has not been dispatched.

2. Accounting Policies (continued)

2.2.2 License arrangements

Revenue is recognised when the customer obtains control of the rights to use the IP. The performance obligations are considered to be distinct from any ongoing distribution arrangements which are treated in line with sales of products.

2.3 Investments

Investments in subsidiaries and joint ventures are stated at cost less, where appropriate, provisions for impairment. The Company tests the investment balances for impairment annually or when there are indicators of impairment

2.4 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current tax

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules using tax rates enacted or substantially enacted by the statement of financial position date.

Income tax is recognised in the income statement or in equity if it relates to items that are recognised in the same or a different period, directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

(ii) Deferred tax

Deferred tax is provided, using the liability method, on temporary differences at the statement of financial position date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will

be available against which the deductible temporary differenced and the carrying forward or unused tax assets and unused tax losses can be utilised.

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

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

2. Accounting Policies (continued)

2.5 Financial instruments

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instrument.

Loans and receivables are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

Trade receivables are initially measured at fair value and are subsequently measured at amortised cost less appropriate provisions for estimated irrecoverable amounts. Such provisions are recognised in the statement of income.

Cash and cash equivalents comprise cash in hand and demand deposits and other short-term highly liquid investments with maturities of three months or less at inception that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade payables are not interest-bearing and are initially valued at their fair value and are subsequently measured at amortised cost.

2.6 Equity instruments are recorded at fair value, being the proceeds received, net of direct issue costs.

2.7 Share Capital - Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of taxation, from the proceeds.

2.8 Inventory

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2. Accounting Policies (continued)

2.9 Impairment of non-financial assets

At each statement of financial position date, the Group reviews the carrying amounts of its investments 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. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

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

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 immediately, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2.10 Capital management

Capital is made up of stated capital, premium, other reserves and retained earnings. The objective of the Group's capital management is to ensure that it maintains strong credit ratings and capital ratios. This will ensure that the business is correctly supported and shareholder value is maximised.

The Group manages its capital structure through adjustments that are dependent on economic conditions. In order to maintain or adjust the capital structure, the Company may choose to issue new share capital to shareholders. There were no changes to the objectives, policies or processes during the period ended 31 December 2024.

2. Accounting Policies (continued)

2.11 Share-based compensation

The fair value of the employee and suppliers services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting year is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each statement of financial position date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

The fair value of share-based payments recognised in the income statement is measured by use of the Black Scholes model, which takes into account conditions attached to the vesting and exercise of the equity instruments. The expected life used in the model is adjusted; based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The share price volatility percentage factor used in the calculation is based on management's best estimate of future share price behaviour and is selected based on past experience, future expectations and benchmarked against peer companies in the industry.

2.12 Intangibles – Patents and Trademarks

Separately acquired patents are shown at historical cost. Patents have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of the patents over their estimated useful life of ten years once the patents have been granted.

2.13 Research and Development

Research expenditure is written off to the statement of comprehensive income in the year in which it is incurred. Development expenditure is written off in the same way unless the Directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the 10 years during which the Company is expected to benefit.

2.14 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions concerning the future that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting period.

2. Accounting Policies (continued)

The resulting accounting estimates will, by definition, differ from the related actual results.

- **Share based payments**
  The fair value of share based payments recognised in the income statement is measured by use of the Black Scholes model, which takes into account conditions attached to the vesting and exercise of the equity instruments. The expected life used in the model is adjusted; based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The share price volatility percentage factor used in the calculation is based on management's best estimate of future share price behaviour and is selected based on past experience, future expectations and benchmarked against peer companies in the industry.

- **Amortisation**
  Management have estimated that the useful life of the patent development costs that have been capitalised in line with the recognition criteria of IAS38 have been estimated to have a useful economic life of 10 years . Research and developments that have been capitalised in line with the recognition criteria of IAS38 have been estimated to have a useful economic life of 10 years. These estimates are reviewed annually and revised if the useful life is deemed to be lower based on the trading business or any changes to patent law.

- **Impairment reviews**

  UK adopted international accounting standards requires management to undertake an annual test for impairment of indefinite lived assets and, for finite lived assets to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported. In calculating the net present value of the future cash flows involved in the impairment assessment, certain assumptions are required to be made in respect of highly uncertain matters. Assets under consideration are intangible assets on a Group level and investments on the Company level.

3. Segmental Reporting

In the opinion of the directors, the Group has one class of business, in three geographical areas being that of identifying and developing microbial strains, compounds and formulations for use in the nutraceutical industry. The Group sells into three highly interconnected markets, all costs assets and liabilities are derived from the UK location.

Revenue analysed by geographical market

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
UK	34	65
US	1,457	1,008
Rest of world	392	600
	1,883	1,673

During the reporting period one customer represented £1.4m, (74.3%) of Group revenues. (2023: one customer generated £1.0m representing 59.8% of Group revenues)

4. Employees and Directors

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Wages and salaries	472	208
Directors' remuneration	272	436
Directors' fees	104	65
Social security costs	13	20
Pension costs	62	40
	923	769

Wages and salaries of £89k (2023: £177k) represent a recharge of salaries from Optibiotix Health PLC for employees who are under employment contracts with Optibiotix and recharged under a share services agreement.

	Year ended 31 December 2024 No.	Year ended 31 December 2023 No.
The average monthly number of employees during the period was as follows:		
Group		
Directors	4	5
Selling, General and Administration	4	2
	8	7
Company		
Directors	**4**	5
	4	**5**

	Year ended 31 December 2024 £	Year ended 31 December 2023 £
Directors' remuneration	376	501
Pension	12	22
Total emoluments	388	523

4. Employees and Directors (continued)

Emoluments paid to the highest paid director		
Remuneration for qualifying services	241	238
Company pension contributions to defined	12	12
	253	250

There are no key management personnel other than the directors of the company.

The number of directors to whom defined contribution pension benefits accrue is 1. No directors exercised share options in the year..

Directors' remuneration

Details of emoluments received by Directors of the Group for the year ended 31 December 2024 are as follows:

	Remuneration and fees	Bonuses	Share based payments	Pension Costs	Total
	£'000	£'000	£'000	£'000	£'000
A Reynolds*	54	-	-	-	54
S Andersen*	241	-	-	12	253
S P O'Hara*	30	-	-	-	30
M Caspani*	20	-	-	-	20
M Hvid-Hansen	26	-	-	-	26
F Bruhn-Petersen*	5	-	-	-	5
Total	376	-	-	12	388

*For disclosure in relation to directors' fees please refer to Note 18.

Details of emoluments received by Directors of the Group for the year ended 31 December 2023 are as follows:

	Remuneration and fees	Bonuses	Share based payments	Pension Costs	Total
	£'000	£'000	£'000	£'000	£'000
A Reynolds	30	-	-	-	30
S Andersen	238	-	-	12	250

S P O'Hara	53	-	-	2	55
M Caspani	20	-	-	-	20
M Hvid-Hansen	160	-	-	8	168
Total	501	-	-	22	523

5. Expenses – analysis by nature

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Research and development	28	31
Directors' fees & remuneration (Note 4)*	376	523
Salaries	472	208
Auditor remuneration - audit fees (Group and Company accounts	38	38
Brokers & Advisors	139	216
Share based payments	26	31
Advertising & marketing	121	132
Amortisation and depreciation	68	53
Legal and professional fees	224	132
Insurance	16	13
Rent	28	18
FX	13	43
Printing and stationery	16	26
Computer running costs	27	20
Travel costs	82	57
Other expenses	175	93
Total administrative expenses	1,849	1,634

6. Corporation Tax

	Year ended	Year ended

Probiotix Health Plc

Notes to the Company Statement of Cash Flows

For the period ended 31 December 2024

	31 December 2024 £'000	31 December 2023 £'000
Deferred tax movement	(14)	(14)
Corporate tax credits	9	-
Total taxation	(5)	(14)

Analysis of tax expense

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2024 nor for the period ended 31 December 2023.

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Profit (Loss) on ordinary activities before income tax	(852)	(762)
Loss on ordinary activities multiplied by the effective rate of corporation tax in UK of 25% (2023:23.5%)	(213)	(179)
Effects of:		
Disallowables	11	8
Income not taxable	-	-
Amortisation	13	12
Losses utilised	(104)	(16)
Unused tax losses carried forward	302	175
Total	9	-

The Group has estimated losses of £2.477m (2023: £0.94m) which can be carried forward to be utilised against future profits.

The tax losses have resulted in a deferred tax asset at 25% of approximately £0.62m (2023: £0.24m) which has not been recognized as it is uncertain whether future taxable profits will be sufficient to utilise the losses.

7. Earnings per share

Notes to the Company Statement of Cash Flows

For the period ended 31 December 2024

Basic earnings per share is calculated by dividing the earnings attributable shareholders by the weighted average number of ordinary shares outstanding during the period.

Reconciliations are set out below:

Basic and diluted EPS	Earnings £'000	2024 Weighted average Number of shares No.	Profit per-share Pence
Basic EPS	(847)	133,466,666	(0.63)
Diluted EPS	(847)	133,466,666	(0.63)

	Earnings £'000	2023 Weighted average Number of shares No.	Profit per-share Pence
Basic EPS	(747)	121,666,666	(0.61)
Diluted EPS	(747)	121,666,666	(0.61)

As at 31 December 2024 there were 5,500,000 (2023: 6,500,000) outstanding share options. These are non-dilutive due to the losses incurred in the year.

8. Intangible assets

	Development Costs and Patents £'000
Cost	
At 1 January 2023	528
Impairment	(4)
At 31 December 2023	524
Write off	(18)
At 31 December 2024	506
Amortisation	
At 31 December 2022	170
Amortisation charge for the year	53
At 31 December 2023	223
Amortisation charge for the year	50
Amortisation eliminated on write off	(6)
At 31 December 2024	267
Carrying amount	
At 31 December 2024	236
At 31 December 2023	301

All intangible assets relate to the group's principal activities.

The company had no intangible assets.

Probiotix Health Plc

Notes to the Company Statement of Cash Flows

For the period ended 31 December 2024

9. Property, plant and equipment

	Fixtures and fittings £'000	Computer equipment £'000	Total £'000
Cost			
At 1 January 2023	0	0	0
Additions	1	8	9
Disposals	-	-	-
At 31 December 2024	1	8	9
Depreciation			
At 1 January 2023	0	0	0
Depreciation charge for the year	-	2	2
Depreciation eliminated on disposal	-	-	-
At 31 December 2024	0	2	2
Carrying amount			
At 31 December 2024	1	6	7
At 31 December 2023	0	0	0

10. Investments

	2024 £'000	2023 £'000
Investments		
At the beginning of the period	54	50
Additions	-	4
At 31 December	54	54

As at 31 December 2024 the Company directly held the following subsidiaries:

Name of company	Nature of Business	Active / Dormant	Country of incorporation and place of business	Proportion of equity interest
Probiotix Limited	Health Foods	Active	United Kingdom	100% of ordinary shares
Probiotix Health Denmark Aps	Health Foods	Active	Denmark	100% of ordinary shares

The registered office of Probiotix Limited is the same as the company.

Probiotix Health Denmark Aps was registered 6 February 2023, the registered office is Transformervej 14 2860 Søborg, Denmark.

The Company acquired its 100% interest in Probiotix Limited by way of a share for share exchange on 11 February 2022.
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11. Inventories

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£	£
Finished goods	31	103	-	-

During the period £0.882m (2023: £0.801m) has been expensed to the income statement.

12. Trade and other Receivables

	Group		Company	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Accounts receivable	141	203	-	-
Other receivables	99	50	40	70
Prepayments	16	13	16	8
	257	266	56	78

See note 19 in respect of the group's credit risk assessment.

13. Cash and Cash Equivalents

	Group	Company

	2024 £'000	2023 £'000	2024 £'000	2023 £'000
Cash and bank balances	1,646	1,502	793	473

14. Share Capital

	2024 £'000	2023 £'000
Allotted, called up and fully paid share capital	79	60

Shares in issue	2024	2023
Opening balance 1 January	121,666,666	121,666,666
Share issue	36,500,000	-
Closing balance at 31 December	158,166,666	121,666,666

Share Capital	2024 £'000	2023 £'000
Opening balance 1 January	60	60
Share issue	19	-
Closing balance at 31 December	79	60

Share Premium	2024 £'000	2023 £'000
Opening balance 1 January	3,338	3,338
Share issue	1,196	-
Closing balance at 31 December	4,534	3,338

On 4 November 2021 the Company was incorporated with 1 share of £1.

On 7 February 2022 the £1 share capital was converted into 2,000 Ordinary shares of £0.0005 each.

On 4 March 2022 99,998,000 Ordinary shares of £0.0005 were issued to acquire the whole share capital of Probiotix Limited.

On 31 March 2022 9,761,904 Ordinary shares of £0.0005 were issued in settlement of convertible loan notes which automatically converted to shares on IPO at a conversion rate based on 50% of the IPO price.

On 31 March 2022 11,904,762 Ordinary shares of £0.0005 were issued at 21p a share in respect of a placing and subscription.

On 3 September 2024 36,500,000 Ordinary shares of £0.0005 were issued at 3p a share in respect of a placing and subscription.

15. Reserves

Share capital is the amount subscribed for shares at nominal value. Share premium represents amounts subscribed for share capital in excess of nominal value, net of expenses.

Group reorganisation reserve arises from the 100% acquisition of ProBiotix Limited on 31 March 2022 whereby the excess of the nominal value of the issued ordinary share capital issued over the net liabilities acquired is transferred to this reserve.

At 31 March 2022 Probiotix Health Plc investment in Probiotix Limited was £50k and the net liabilities acquired were £995K, resulting in the recognition of a group reorganisation reserve of £945k.

Retained earnings represents the cumulative profits and losses of the group attributable to the owners of the company.

Share based payment reserve represents the cumulative amounts charged in respect of unsettled options issued.

No dividends are proposed in respect of the period.

16. Trade and other payables

Current:

	Group		**Company**	
	2024	**2023**	**2024**	**2023**
	£'000	**£'000**	**£'000**	**£'000**
Accounts Payable	25	466	11	33
Accrued expenses	60	66	43	49
Corporation tax payable	9	-	-	-
Other payables	100	34	-	-
Amount due to subsidiary	-	-	44	-

Total trade and other payables	194	566	97	82

The decrease in accounts payable at the year end compared to 2023 is due to the timing and payment of invoices for the manufacture of products.

All payables are due within 12 months.

17. Deferred Tax

Deferred tax is provided, using the liability method, on temporary differences at the statement of financial position date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 25% (2023: 25%).

The movement on the deferred tax account is as shown below:

	2024 £'000	2023 £'000
At 31 December	75	89
Movement in the period	(15)	(14)
At 31 December	60	75

The deferred tax liability relates to timing differences in respect of tax treatment of intangible assets.

Deferred tax assets have not been recognised in respect of tax losses and other temporary differences giving rise to deferred tax assets as the directors believe there is uncertainty whether the assets are recoverable.

18. Related Party Disclosures

Group

During the year to 31 December 2024 £54,165, (2023: £30,000) was paid to Reyco Limited for the services of Adam Reynolds as Director of ProBiotix Health Plc. The balance owing at year end was NIL

During the year to 31 December 2024 £20,000, (2023: £20,000) was paid to Marco Caspani for his services as Director of ProBiotix Health plc. The balance owing at year end was NIL

At the year end £5,000 was accrued for fees owing to Frederick Bruhn-Petersen for Directors fees for the period 8 October to 31 December 2023 (2023:NIL)

During the year to 31 December 2024 £30,000, (2023: £59,799) was invoiced by Optibiotix Health Plc for the services of Stephen O'Hara as Director of ProBiotix Health Plc. The balance owing at the year end was £7,500.

During the year Optibiotix Limited transactions with Probiotix Limited were as follows:-

- £171,733 (2023: £490,786) for salaries and administration costs;
- £0.00 (2023: £67,701) income received on behalf of Probiotix limited; and
- £202,948 (2023: £425,640) repayments received.

There was no interest charged during the year. The balance owing at the year end of of £3,770 was paid after the year end.

During the year to 31 December 2024 the Group purchased LPLDL stock to the value of £751,781, (2023: £607,390) from Centro Sperimentale del Latte srl, a company in which Marco Capsani is a director. At 31 December 2024 there was balance owing to Centro Sperimentale del Latte srl of NIL.

Company

During the year to 31 December 2024 £26,336 (2023: 167,957) was paid to Balin S.a.g.l for the services of Mikkel Hvid-Hansen as Director of ProBiotix Health Plc who resigned on 28 February 2024.

During the year £252,663 (2023: £249,832) was paid to Probiotix Denmark Aps for the services of Steen Andersen as CEO of Probiotix Health Plc. The year-end balance was NIL.

During the year £524,578 (2023: £173,363) was paid to Probiotix Denmark Aps for management fees and operating costs.

During the year Probiotix Limited loaned Probiotix Health PLC £400,000, (2023: Probiotix Limited received £539,514) of which £122,500, (2023: Probiotix limited repaid £207,735) was repaid. In the year to 31 December 2023 Probiotix Health PLC loaned Probiotix Limited £539,514 of which £207,735 was repaid.

The remaining intercompany balance at the 31 December 2024 of £277,500, (2023: £331,779) was cancelled. This does not impact on the consolidated Group accounts.

Director remuneration has been fully disclosed as per requirements under note 4

19. Ultimate Controlling Party

The Board consider that there is no overall controlling party.

20. Share Based payment Transactions

(i) Share options

The Company had introduced a share option programme to grant share options as an incentive for employees.

Each share option converts into one ordinary share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option and the Company has no legal obligation to repurchase or settle the options in cash. The options carry neither rights to dividends nor voting rights prior to the date on which the options are exercised. Options may be exercised at any time from the date of vesting to the date of expiry.

The remaining life of all options is 7.25 years.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Number of options		**Average exercise price**	
	2024	**2023**	**2024**	**2023**
	No.	**No.**	**£**	**£**
Outstanding at the beginning of the period	6,500,000	6,500,000	0.21	0.21
Granted during the period	-	-	-	-
Forfeited/cancelled during the year	(1,000,000)	-	-	-
Exercised during the period	-	-	-	-
Outstanding at the end of the period	5,500,000	6,500,000	-	0.21

Expected volatility is based on a best estimate for an AQSE listed entity. 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.

Vesting conditions are as follows :

- **5,000,000 options vest as to** 50% on a doubling of the share price to £0.42 and 50% on an annual turnover of £2.5m
- **500,000 options,** 1/3 of which vest on each of the 2-4 anniversaries of the date of grant.

20. Share Based payment Transactions (Continued)

The last share options issued were derived using the Black Scholes model. The following assumptions were used in the calculations:

Grant date	31/03/2022
Exercise price	21p
Share price at grant date	22p

Risk-free rate	1.109%
Volatility	55%
Expected life	10 years
Fair value	14.2p

A charge of £18k (2023: £31k) has been recognised during the year for the share based payments over the vesting period.

In respect of options which include market based vesting conditions in respect of revenue and share price targets, the Board have determined that the value of this proportion of shares have immaterial value in light of the Group's results for the FY 2024 accounting period in which they were granted.

166,667 options were exercisable at 31 December 2024. (2023:125,000)

(i) Warrants

On 31 March 2022, the Company executed a warrant instrument to create and issue warrants to Peterhouse to subscribe for, an aggregate, of 112,857 Ordinary Shares. The warrants will be exercisable at any time from Admission for a period of ten years from Admission at the Fundraising Price.

Movements in the number of share warrants outstanding and their related weighted average exercise prices are as follows:

	Number of warrants		Average exercise price	
	2024	2023	2024	2023
	No.	No.	£	£
Outstanding at the beginning of the period	112,857	112.857	0.21	0.21
Granted during the period	-	-	-	-
Outstanding at the end of the period	112,857	112,857	0.21	0.21

A charge of £7,900 (2023 £7,900) has been recognised during the year for the share based payments over the vesting period.

The warrants were issued to the company's broker in respect of shares issues on IPO and so the fair value has been deducted from share premium.

21. Financial Risk Management Objectives and Policies

The Group's financial instruments comprise cash balances and receivables and payables that arise directly from its operations.

The main risks the Group faces are liquidity risk and capital risk.

The Board regularly reviews and agrees policies for managing each of these risks. The Group's policies for managing these risks are summarised below and have been applied throughout the period. The numerical disclosures exclude short-term debtors and their carrying amount is considered to be a reasonable approximation of their fair value.

Interest risk

The Group is not exposed to significant interest rate risk as it has limited interest bearing liabilities at the year end.

Credit risk

Management have regard to credit exposures when entering into new contracts and seek to agree settlement terms on all contracts. Credit exposure is regularly monitored by management and any overdue debts are followed up as part of the group's credit control procedures.

Where a debt becomes significantly overdue, management have regard to credit loss provisions to reflect the existence of expected credit losses, taking account of forward looking information as well as the pattern of cash collections for that category of customer.

Liquidity risk

Liquidity risk is the risk that Group will encounter difficulty in meeting these obligations associated with financial liabilities.

The responsibility for liquidity risks management rest with the Board of Directors, which has established appropriate liquidity risk management framework for the management of the Group's short term and long-term funding risks management requirements.

During the period under review, the Group has not utilised any borrowing facilities.

The Group manages liquidity risks by maintaining adequate reserves and reserve borrowing facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Capital risk

The Group's objectives when managing capital are to safeguard the ability to continue as a going concern in order to provide returns for shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

22. Post Balance Sheet Events

On 19 February 2025 the company granted 9,050,000 options over the ordinary shares of 0.05p each in the company to Steen Andersen and certain other key employees of the company. The options were granted with an exercise price of 9.5p per share. The options may be exercised within 10 years from the date of grant subject to satisfaction of commercially orientated performance criteria which involves significant revenue targets.