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# Company Information

For the year ended 31 December 2025



<b>Directors:</b>	S P O'Hara R C N Davidson M S Christie S Kolyda D J Blain (Appointed 7 January 2025)
<b>Secretary:</b>	D J Blain (Appointed 7 January 2025)
<b>Registered number:</b>	05880755 (England & Wales)
<b>Registered office:</b>	Innovation Centre Innovation Way York YO10 5DG
<b>Auditors:</b>	Gerald Edelman LLP 73 Cornhill London EC3V 3QQ
<b>Nominated adviser, Broker:</b>	Cairn Financial Advisers LLP 9th Floor 107 Cheapside London EC2V 6DN
<b>Website Address:</b>	<a href="http://www.optibiotix.com">www.optibiotix.com</a>

# Chairman's Report

For the year ended 31 December 2025

**OptiBiotix has successfully invested to develop a broad intellectual property portfolio, undertaken clinical studies that have allowed it to gain regulatory approval for on-pack health claims, and developed robust manufacturing bases and distributor networks in major markets worldwide. It retains valuable assets in its second-generation products, including SweetBiotix®, and its equity stakes in the other microbiome companies it has created. The Group is now concentrated on achieving profitability in all business units by focusing on markets and products with the strongest growth potential: driving sales, raising margins and cutting costs.**

## Strategy and business development

From its inception, the business has sought to put the interests of shareholders first, by maximising opportunities and reducing risk through the creation of a broad spread of assets in high-growth markets, which has reduced shareholder dilution. We have delivered substantial value through the spin-off of two separately quoted microbiome businesses, SkinBioTherapeutics plc ("SBTX") and ProBiotix Health plc ("PBX"), with an aggregate market value of £6.45m at year-end (2024: £9.23m).

Our proven first-generation products SlimBiome® and WellBiome® address the fast-growing weight control and gut health markets with the support of proven health claims, and we are building global sales with a growing number of larger partners and an increasing online presence.

At the same time, we are progressing discussions with a number of major partners to bring our second-generation products to market, with SweetBiotix® reaching a key competitive milestone through the development of a new production process that repositions it as a potential partner rather than a competitor to sugar producers.

We have taken robust action to reduce board, staff, R&D, IP, broking and PR costs, and secured admission of the Company's shares to the OTCQB Venture Market to increase our visibility to the US investment community.

## Results

The strong sales momentum established in 2024 continued throughout 2025, with revenues increasing by 34% to £1.17m (2024: £870k). Over two years, sales have increased by more than 81%, from £644k in 2023.

Gross profit increased by 85% to £614k (2024: £331k).

We continue to have a strong balance sheet, with gross assets at the year-end of £6.9m (2024: £9.0m) and cash of £1.04m (2024: £739k).

## The Board

David Blain joined the Board as Finance Director and Company Secretary on 7 January 2025, bringing us the benefit of his extensive financial, commercial and board experience with a range of private and public companies including Iksuda Therapeutics Ltd, Applied Graphene Materials plc, Nanoco Group plc and Inspired Capital plc. Under his leadership, we have achieved a significant enhancement of divisional P&L accounting and improved the control of costs throughout the Group, with the aim of moving each division and ultimately the Group to profitability.

## Outlook

We made a very strong start to the new financial year, with record orders of more than £800k from four major partners recorded in the first four weeks of 2026 to be delivered at approximate quarterly intervals throughout 2026. With tighter cost control delivering improved margins across the Group, and an important breakthrough achieved as we move towards the commercialisation of SweetBiotix®, we believe that we are on course to achieve our objective of moving all parts of the business towards profitability and delivering increased shareholder value.

## N Davidson CBE

Chairman

27 May 2026



**In the last few years we have concentrated our activities and investment in building a broad-based business selling clinically proven, effective products in fast-growing markets across multiple territories worldwide. This investment is largely complete. Our focus is now on leveraging this international distribution, manufacturing, and customer base to drive growth in those products and territories that can deliver the highest returns, while progressing commercialisation of our exciting second-generation products, to achieve sustainable Group profitability.**

## Strategic overview

OptiBiotix Health PLC (AIM: OPTI, OTCQB: OPTBF) ("OptiBiotix", "OPTI" or the "Company" and together with its subsidiaries the "Group") is a life sciences business focused on the development of products which reduce hunger and food cravings, enhance the gut microbiome, and provide a healthy substitute for sugar.

We believe that the Group has now reached a strategic inflection point, having developed a unique range of first-generation products with good customer reviews, carried out clinical studies to gain approval for on-pack health claims, built a strong IP portfolio, and developed manufacturing and distributor networks in major territories in the world. We also believe we have a very valuable asset in our IP portfolio for future commercialisation, particularly in our second-generation products including SweetBiotix®.

In parallel, we have invested in and developed a range of other microbiome assets, delivering substantial value for our shareholders by spinning these out into free-standing PLCs, SkinBioTherapeutics ("SBTX") and ProBiotix Health ("PBX"). To date OPTI has raised a total of £10.4m in funds, delivered a £10.25m dividend in specie through the issue of PBX shares, and raised £7.81m through the sale of SBTX shares. This includes approximately £112k from a disposal of SBTX shares in March 2026 and £675k in April 2026 when a material change in SBTX's position occurred with the announcement of a suspension of shares due to the ongoing investigation into the conduct of the former CEO of SBTX by FRP Advisory which meant that SBTX could not issue its interim results by 31 March 2026 as required by the AIM rules. OPTI retains valuable equity stakes in both SBTX and PBX with an aggregate market value of £6.45m as of 31 December 2025, making a return of £23.72m on the £10.4m raised since listing in August 2014. Recent trading updates for PBX report profitability has been achieved in Q1 2026, demonstrating potential for further upside. These assets provide opportunities to realise value through the sale of shares or the potential of an ad hoc dividend return to shareholders.

Having invested in building a broad product portfolio and other valuable microbiome assets in its holdings in PBX and SBTX, the Group is now focused on growing sales in its first-generation products and commercialising second generation products to attain commercial sustainability.

## Product Portfolio and Asset Value Creation

OptiBiotix has followed a dual-track strategy, developing:

- **First-generation products** (SlimBiome®, WellBiome®) to create early revenues and establish a position in the market; and
- **Second-generation solutions** (SweetBiotix®, Microbiome Modulators) to create long-term, high-value differentiators.

**SlimBiome®** is our flagship weight loss product, clinically proven through four human studies to keep users feeling fuller for longer, and to reduce craving for both sweet and savoury snacks. This helps users reduce calorie intake and manage their weight sustainably while also promoting gut health and diversity. Containing only natural ingredients, it has none of the potential side-effects associated with injectable GLP-1 agonists like Semaglutide, marketed as Ozempic and Wegovy.

Recent changes in the weight management market, with the rapid growth in demand for injectable GLP-1 agonists, have presented both a competitive threat to SlimBiome and a significant opportunity for growth. This has led us to change our focus to promoting SlimBiome® as both a safe and lower cost natural alternative to GLP-1s, and increasingly as an aid to preventing weight gain when consumers stop injecting the drugs. There is good evidence that a rebound in weight is the rule rather than the exception when users come off GLP-1s, with the vast majority of users regaining two thirds of their lost weight within one year. Studies also show that 58% of patients stop GLP-1 treatment within the first three months due to cost, side effects or other issues Study Shows 58% Of Patients Discontinue Use Of Obesity Medications (Forbes, June 2024). Our product range is ideally placed to support these people in their efforts to achieve a sustained weight reduction. The global market for alternatives to GLP-1 agonists was estimated to be worth \$1.2bn in 2024 and forecast to grow at a compound annual growth rate of 16.7% to quadruple in value to \$4.8bn by 2033 GLP-1 Support Supplements Market Research Report 2033.

**WellBiome®** is a patented, mineral-enriched multi prebiotic fibre complex developed in collaboration with leading UK universities and formulated to enhance gut microbiome diversity to support overall wellbeing. On-pack health claims authorised in Europe, and the USA include: WellBiome® nourishes beneficial bacteria to improve gut health; contributes to improved bone health by aiding the absorption of essential minerals; contributes to normal muscle function; supports normal brain function and memory; supports cardiovascular health; and contributes to a reduction of tiredness and fatigue.

The Group announced in February 2026 the beginning of a clinical study being carried out by Hull University Teaching Hospital to determine the effect of taking WellBiome® on cardiac surgery outcomes. The study follows an approach to OptiBiotix by the National Health Service ("NHS") to carry out a double blind, placebo-controlled trial that will evaluate the impact of six week pre-operative consumption of the supplement on time spent in intensive care, the overall length of hospital stay, the incidence of post-operative complications, and the potential cost savings for the NHS. This is an NHS led study which if successful it could lead to WellBiome® becoming the standard of care for NHS patients undergoing surgery.

Interest in gut health is a growing trend around the world, with more than 80% of consumers in the UK, USA and China considering it to be important, and over 50% anticipating that they will make it a higher priority over the next two to three years (The top wellness trends in 2024 | McKinsey).

**SweetBiotix®** are a portfolio of natural, sweet, high-fibre, low-calorie products developed to replace both sugar and sugar substitutes. They are trademarked and protected by a substantial and valuable IP portfolio comprising more than 25 patents. The products have been tested by academic groups who have published five papers in peer-reviewed journals providing an independent assessment of SweetBiotix's taste and health benefits. The Group has provided SweetBiotix® samples under Material Transfer Agreements (MTA) to a number of partners who have specialist expertise in sugar substitutes and are supporting SweetBiotix® development with a view to the use of SweetBiotix® in their products. Milestone payments from commercial agreements with partners have delivered over £750k of income to OptiBiotix over the last few years.

As announced in November 2025, a key competitive milestone was reached last year with the introduction of a new enzyme that delivers much higher yields, a purer and better-tasting product, and reduces ingredient and production costs. Significantly, this new enzyme produces SweetBiotix® from sucrose (sugar), an unhealthy commoditised ingredient with a rapidly contracting customer base and converts this into a healthy and higher value prebiotic fibre. This repositions SweetBiotix® in the eyes of sugar producers from a competitor into a potential value-enhancing partner and gives us increasing confidence in the commercial potential of SweetBiotix® as we continue to work with DSM Firmenich and other partners on product development.

## Microbiome Modulators

There is increasing recognition of the role of the microbiome in health and disease. With this comes the potential to develop strategies to change the microbial composition of the microbiome as a dietary or treatment option to improve health outcomes, prevent chronic

diseases, and/or improve the efficacy or reduce the toxicity of drug treatments. Microbiome Modulators have been developed to meet this need.

This technology is applicable to a wide range of microbial species with short-term opportunities with nutraceutical company partners who wish to improve the performance of their existing probiotics or more long-term, pharmaceutical companies interested in improving drug therapies. This has created interest from a spectrum of potential partners with a view to licensing the technology, co-development of specific products for partners, or the production and sale of an ingredient to boost the performance of products containing Lactobacilli species.

## The pathway to financial sustainability

Having built its scientific, clinical, manufacturing, distribution and e-commerce customer base the Group's focus is now on increasing sales, improving margins, and reducing costs to develop a sustainable business, and launching its second-generation products by:

**Growing sales.** Considerable progress has already been made in increasing sales, particularly of high margin product lines, with a record start to 2026. As announced on 21 January 2026, the Group has received over £800k in orders for delivery throughout the 2026 calendar year. This excludes e-commerce sales and subsequent orders received post January 2026. We are also successfully increasing our e-commerce basket size by broadening our product range through the launch of more snack bar flavours.

**Improving margins.** The Group increased its gross profit from 38% in 2024 to 53% in 2025, which has impacted positively on gross profit which has increased by 85% to £614k (2024: £331k). This improvement is expected to continue, as the significant increase in SlimBiome orders for 2026, noted above, has enabled the Group to negotiate volume discounts on its core ingredients which is expected to reduce the cost of producing SlimBiome® by 31% on H2 2026 orders, with further reductions anticipated later in the year that will potentially lead to a cost reduction of up to 48%. The Group is now supplying parts of Asia from India which has a much lower cost of production and exploring the potential for India to supply other parts of the world. These changes will improve margins on both the sale of SlimBiome® and final products and should have a positive impact on the Group's overall margins in H2 2026.

**Reducing costs.** We are working to a plan that has led to a reduction in marketing and selling costs during January and February 2026 of 78% which, with planned reductions in R&D and IP costs, are anticipated to save £500k-600k per year. Research expenditure has been reduced with development focused on the scale-up of SweetBiotix®.



Under the leadership of our new CFO David Blain, who joined the Board in January 2025, the Group has developed separate profit and loss accounts for each part of its business (OptiBiotix Health USA, OptiBiotix Health India, Ecommerce and B2B) with each business unit tasked with covering its direct costs by the end of 2026. Future spending will be focused on those business units and products with the highest return or most growth potential. This may mean we reduce spending in some markets to focus spend on high growth markets and products.

## Consumer Health and E-commerce

We have invested heavily in e-commerce over the last two years to build brand awareness, a large customer base, and monthly subscriptions leading to this part of the business now delivering approximately 30% of total revenue. E-commerce gives us immediate revenue, direct and unfiltered customer feedback on our products, and acts as a shop window for partners looking to launch similar products. In 2025 the majority of sales were organic (i.e. not linked to advertising) meaning we now have a stable and predictable income without the need for high advertising spend. This has allowed us to reduce our selling costs by 78% on Amazon with no impact on revenues creating an Amazon account trading surplus. Our own direct-to-consumer online sales ([www.optibiotix.online](http://www.optibiotix.online)) has always been profitable. The focus now is on growing our basket size by broadening the product range and targeted campaigns on specific high margin products.

## OptiBiotix Health USA

OptiBiotix Health USA has continued to build its presence within the world's largest economy by solidifying its supply chain and strengthening client marketing support, and through consumer product launches.

We established a US-based warehouse and logistics provider to facilitate the import and distribution of OptiBiotix products, as the uncertainty caused by changing US tariffs and customs regulations made it difficult to meet the short lead times demanded by retailers and e-commerce platforms. As part of this initiative, we have also identified several potential US-based production partners and are assessing the economic and regulatory feasibility of establishing a local supply chain.

We were pleased to announce the launch of 'Hydroxycut Hunger Control' in August 2025. Hydroxycut is the leading US weight loss supplement brand and the Hunger Control product is available both through e-commerce platforms and in retail at Walmart and two new partners, Daily Nouri launching 'Feel Full' and Natural Health Trends Corporation (NHT) launching a slimming soup.

The weight management market is highly competitive with high customer churn in the USA and it is essential we build a broader customer base in this large market. We received a large number of new business enquiries following our participation in Supplyside Global, the pre-eminent gathering for sports nutrition and supplement brands in North America, and hope to announce further US partners as the year progresses.

## OptiBiotix Health India and Asia

As the world's most populous nation, with 1.4bn consumers, a growing middle class and obesity prevalence of 40%, India presents a huge area of opportunity for weight management products. Our strategic investment in establishing OptiBiotix Health India in 2021 has given us a strong platform for growth through the local manufacture and sale of both ingredients and final products. The lower cost base of manufacturing in India also gives us the opportunity to improve margins by exporting SlimBiome to customers in Asia and Australasia, and potentially North America.

Our partnership with Morepen continues to develop although challenged by the patent expiry of Semaglutide in March 2026 which has reduced the cost of drug treatment with generics costing around \$15 per week. We are working with partners to ensure positioning of SlimBiome® as a healthier alternative and as an aid to preventing weight gain when consumers stop taking these drugs.

During the year we continued to enjoy strong growth with new and existing partners across a wide range of Asian territories, with 74 customer projects at various stages of development and 17 new products launched across six different countries. Based on current orders we expect Asia to be the fastest growing part of the business in 2026 contributing an additional circa £600k more in revenue than 2025.

## Results

Our order book and delivered sales both grew strongly throughout the year, with total revenues increasing by 34% to £1.17m (2024: £870k) and orders growing by 34% to £1.38m (2024: £1.0m), including £212k of orders carried forward for delivery in 2026.

Gross profit increased by 85% to £614k (2024: £331k), with the gross margin improving from 38% to 53%.

Operating costs (including selling, R&D and patent costs but excluding non-cash share based payments) remained stable at just under £2.7m (2024: £2.6m).

The Company has holdings in ProBiotix Health Plc and SkinBioTherapeutics Plc with an aggregate market value of £6.45m as of 31 December 2025. Balance sheet shows gross assets of £6.9m (2024: £9.0m), no debt and net cash at the year-end of £1.04m (2024: £0.74m).

Post period, the Group reported a record start to 2026 with over £800k of orders received by 21 January 2026 for delivery during 2026, including carried forward orders outlined above. This excludes ecommerce and subsequent orders.

## Outlook

Our strategic focus is now firmly on growing sales, improving margins and reducing costs to build a sustainable business, and launching our exciting second-generation products. Record orders in the opening months of 2026 underline the strength of our position with major partners in fast-growing markets for our first-generation weight reduction and gut health products. At the same time, we are building a commercial roadmap to exploit the potential of SweetBiotix® as a healthy, high-fibre sugar substitute across multiple territories, working with partners on the development of applications and exploring opportunities for licensing.

In a volatile global environment, with conflicts around the world potentially impacting on supply chains, increasing lead times and the cost of goods, and affecting investors' appetite for risk, we have the advantage of a broadly based product offering across multiple international markets. We also have valuable holdings in PBX and SBTX, reducing the need for OPTI to come to public markets to raise funds. We note the recent high level of M&A activity in the weight management supplement market with Huel acquired by Danone in March 2026 for £864m, Supreme acquiring Slimfast from Glanbia for £20m in October 2025, as recent examples. Acquirers are prioritizing brands with high-quality differentiated ingredients, strong intellectual property (IP), and scientific backing. This activity is a risk with a number of existing partners undergoing restructuring to optimise valuations, but an opportunity given SlimBiome® is supported by strong IP, clinical studies, and has proven sales in multiple international territories.

We recognise that the business remains dependent on a small number of key accounts in both India and the USA and are working to reduce our risks from partner churn or market disruption by developing relationships with new retail and e-commerce partners in these key territories.

We underlined our commitment to engagement with our stakeholders through the launch in January 2026 of a new investor website, which brings all the Group's corporate, commercial and scientific research announcements together on a single platform and importantly allows current and prospective shareholders to engage directly with management through an interactive portal. This new Investor Hub allows us to discuss commercial and development progress in more depth and with a fuller context than is possible through RNS announcements alone, while remaining fully compliant with our market disclosure obligations. Investors wishing to sign up for the portal can do so by visiting [www.optibiotix.com](http://www.optibiotix.com) and following the prompts on the top right-hand side of the website marked SIGN UP.

With a record sales order book, improving margins, significant cost reductions underway, and growing commercial promise in second generation products, the Board are confident that OptiBiotix has the potential to deliver substantial growth in shareholder value in the years ahead.

**S O'Hara**

Chief Executive

27 May 2026

# Strategic Report

For the year ended 31 December 2025



## 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 Reports on pages 3 to 7.

## 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 22 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 £1,037,000 as at 31 December 2025 and had no 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
<b>Economic uncertainty caused by changes in US policy</b>	Ongoing uncertainty in trade relations following the change in the US administration	The Group is not directly affected by the uncertainty caused by changes in US policy but continue to monitor the situation. During 2025 a USA subsidiary was incorporated in order to mitigate against increasing tariffs for non USA companies and to be a USA based supplier to our customers.
<b>Economic uncertainty caused by wars in Ukraine and Iran</b>	Ongoing economic uncertainty, recession or an escalation of the wars in Ukraine and Iran may impact market confidence, demand and prices.	The Group is not directly affected by the wars in Ukraine and Iran but the Board monitor the general economic environment and consider economic forecasts when taking key decisions.
<b>Technology</b>	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
<b>Future funding requirements</b>	Our current funding covers current 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.
Legal Risks	Impact	Mitigation
<b>Intellectual Property litigation</b>	Any claim brought against us would detract the Group 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.
Operational Risks	Impact	Mitigation
<b>Loss of key personnel</b>	Material adverse impact on the Group's financial condition and prospects.	Competitive remuneration packages, nil cost options to reduce market volatility. The remuneration committee oversees the level of remuneration to ensure it remains competitive.
<b>Technology</b>	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.
<b>Product liability and marketing claims</b>	The Group's products are marketed on the basis of scientific evidence supporting their functional benefits. Claims that are subsequently challenged as unsubstantiated, misleading, or non-compliant with applicable advertising or health claims legislation could result in enforcement action, product withdrawal, customer disputes, reputational damage, and financial loss. Defective products or alleged adverse health effects could also give rise to consumer claims.	All product and marketing claims are reviewed against legal and regulatory framework. Marketing materials issued by the Group and its commercial partners are subject to internal review prior to publication. The Group maintains product liability insurance at levels considered appropriate for the scale and nature of its activities, and contractual arrangements with manufacturing and distribution partners include indemnities and quality obligations.



Operational Risks	Impact	Mitigation
<b>Commercialisation</b>	The Group continues to grow 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.
<b>Cyber attacks</b>	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 2025 £'000	Year to 31 December 2024 £'000
Revenue	1,166	870
Operating loss before non-cash share based payments	(2,071)	(2,219)
Operating Loss	(3,132)	(2,266)
Loss for the period	(3,890)	(1,805)
Cash as at 31 December	1,037	739

During the year to 31 December 2025 the Group has achieved a number of key objectives to build shareholder value, these are laid out in the Chairman and Chief Executive statements on pages 3 to 7.

### Non-financial

The Board recognises the importance of KPIs in driving appropriate behaviour and enabling improvement of Group performance. For the year to 31 December 2025 the primary KPIs were the completion of commercial agreements. The Group intends to review the following non-financial KPIs going forward:

1. Number of Customers
2. Number of IP and trademark registrations and
3. Review of business unit profitability

## DIVIDENDS

No dividends are distributed for the year to 31 December 2025 (2024: nil).

## FUTURE DEVELOPMENTS

The Chairman's and Chief Executive's Statements on pages 3 - 7 gives information on the outlook of the Group.

## Corporate Governance

Executive Management:

The Group's current executive team comprises:

S O'Hara	Executive Director and CEO; with overall responsibility for all Group activities
Dr S Kolyda	Executive Director – Research and Development Director
D Blain	Executive Director – Finance Director

## 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 anti-corruption and code of conduct policies.

## 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.

By complying with this code the Company ensured compliance with the AIM Rules regarding Corporate Governance.

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

<https://www.optibiotix-ir.com/content/investors/corporate-governance>

## Composition of the Board of Directors

The Board of Directors is currently comprised of the Chairman, Chief Executive Officer, the Research and development Director, the Finance Director and one Non-Executive Director.

## 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 by teleconference 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 Neil Davidson, as Chairman with Sean Christie as a member and Stephen O'Hara and David Blain attending by invitation 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.

### AIM Rules Compliance Committee

The AIM Rules Compliance Committee is chaired by Neil Davidson. This committee is charged with ensuring that the Group has sufficient procedures, resources and controls in place to ensure compliance with the AIM 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 Nominated 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 Sean Christie with Neil Davidson as the other member. 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 are 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

Under s172 of the Companies Act 2006 the Directors have a duty to act in good faith in a way that is most likely to promote the success of the Group for the benefit of its members as a whole, having regard to the likely consequences of decisions for the long term, the interests of the Group's employees, the need to foster relationships with other key stakeholders, the impact on the community and the environment, maintaining a reputation for high standards of business conduct and the need to act fairly as between members of the Group.

Key decisions made by the Board during 2025 were related primarily to:

- Active Management of existing accounts;
- Joining OTCQB to enable USA investors to trade in the Group's shares;
- Incorporation of a subsidiary in USA;
- Increasing the number of partners particularly in the USA and Asia; and
- Investing in ecommerce channels.



## Employee engagement

As a very small company in terms of staff, Board members have multiple points of contact with staff; through Board meeting feedback, participation in regular management meetings involving all staff, and ad hoc interactions in relation to specific matters. These forums provide staff with an opportunity to give their views which can then be taken into account in making decisions likely to affect their interests. Specific matters of concern to them as employees are dealt with in management meetings and by email. Corporate developments and Group performance are discussed in regular management meetings. All staff are eligible for the Group's share option scheme and this encourages involvement in the Group's performance.

## Stakeholder Engagement

The Group has a small number of major suppliers and distributors that support its delivery of strategy and corporate goals. The selection of, relationships with, and execution of, contracted work by these parties is considered regularly by the Executive Directors and at each Board meeting by all Directors.

## Shareholder 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. We have introduced a new investor relations interface which is showing promising results in improving communications with investors.

- Regulators – We adhere to the highest regulatory and compliance standards, ensuring product safety and scientific integrity. Active engagement with regulatory bodies including AIM 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 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 P O'Hara

27 May 2026

# Directors' Report

For the year ended 31 December 2025

The Directors present their report and the audited financial statements of the Group for the year to 31 December 2025.

## PRINCIPAL ACTIVITY

The principal activity of the Group is that of identifying and developing microbial strains, compounds and formulations for use in food ingredients, supplements and active compounds that can impact on human physiology, deriving potential health benefits.

## DIRECTORS

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

### Executive Directors

S P O'Hara  
S Kolyda  
D J Blain (appointed 7th January 2025)

### Non-executive Directors

R C N Davidson  
M S Christie

### Directors' Remuneration

The directors are entitled to receive relevant fees, as detailed in the directors' remuneration in Note 4.

### Directors and their interests

The directors of the Company held the following beneficial interests in the shares and share options of Optibiotix at 31 December 2025:

	Issued Share Capital		Share Options	
	Ordinary shares of £0.02 each	Percentage Held	Ordinary shares of £0.02 each	Option exercise price
S P O'Hara	10,212,986	9.89%	6,099,135	£0.16
R C N Davidson	503,000	0.49%	192,500	£0.02
M S Christie	150,000	0.15%	50,000	£0.02
S Kolyda	–	–	82,500	£0.02
S Kolyda	–	–	358,772	£0.11
D J Blain	84,053	–	–	–

The share options held by S P O'Hara were granted on 17 December 2024, they vested on 17 December 2025 and are exercisable at £0.16 at any time up to 17 December 2034.

The share options held by R C N Davidson were granted on 22 February 2022 and are exercisable at £0.02 at any time up to 12 March 2032. The options vested as follows:-

- 64,167 on 22 February 2023;
- 64,167 on 22 February 2024; and
- 64,166 on 22 February 2025.

The share options held by M S Christie were granted on 22 February 2022 and are exercisable at £0.02 at any time up to 6 January 2032, subject to vesting conditions. The options vested as follows:-

- 16,667 on 22 February 2023;
- 16,667 on 22 February 2024; and
- 16,666 on 22 February 2025.

The 82,500 share options held by S Kolyda were granted on 22 February 2022 and are exercisable at £0.02 at any time up to 12 March 2032, subject to vesting conditions.

The options vest as follows:-

- 8,250 on 22 February 2023;
- 12,375 on 22 February 2024;
- 21,125 on 22 February 2025;
- 16,500 on a share price trigger of 34p per share;
- 8,250 for £100k turnover for products containing oligosaccharide;
- 8,250 for £100k turnover for products containing SweetBiotix; and
- 8,250 for £100k turnover for products containing a mixture of a probiotic and an optimised prebiotic.

The 358,772 share options held by S Kolyda were granted on 6 August 2025 and are exercisable at £0.11 at any time up to 6 August 2035, subject to vesting conditions.

The options vest as follows: -

- 179,386 on a share price trigger of 40p per share;
- 89,693 on completion of the cholesterol human studies; and
- 89,693 on completion of the cholesterol human studies and release of the results for a product containing a novel sugar



## SUBSTANTIAL SHAREHOLDINGS

Substantial shareholdings, including directors, as at 27 May 2026 were as follows:

	% of shares issued
Stephen O'Hara	9.89%
Finance Yorkshire Seedcorn LP	4.56%
Alumni Capital (USA)	3.10%

The share price per share at 31/12/2025 was £0.0675 (31/12/2024: £0.18).

## FINANCIAL INSTRUMENTS

The Group's exposure to financial risk is set out in Note 22 to the financial statements.

## RESEARCH AND DEVELOPMENT

The Chairman's and Chief Executive's Reports on pages 3 – 7 give information on the Group's research and development activities.

## DIRECTORS' INDEMNITY INSURANCE

During the year and up to the date of approval of the financial statements, the Group holds a Directors' and Officers' policy managed by CFC Underwriting Limited on behalf of Lloyds Syndicates with a limit of liability in the aggregate of £1,000,000.

## EVENTS AFTER THE REPORTING PERIOD

Refer to Note 23 to the financial statements for further details.

## 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 reviewed the cash at bank available at the date of this report and the cashflow forecast for the next 12 months from the date of this report and are satisfied that the Group should be able to meet its liabilities as they fall due. Results to date in 2026 indicate that revenue is likely to come through as anticipated for the year.

On 25 March and 27 April 2026 the Company sold 1.4m and 7.5m shares respectively generating net proceeds of £787,000. In the unlikely event that there is a decline in revenue during the remainder of the year there are a number of mitigating actions that could be taken by the Board to ensure that the Group and Company continue as a going concern. To clarify, these mitigation actions, which include effective cost management and disposal of listed investments, are considered as part of worst-case downside scenario assessments by the Board noting no issues with regards to the going concern assessment hence the Directors believe that the Group and the Company are 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 of the Group and Company 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, as required by the AIM Rules for Companies of the London Stock Exchange, 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 Company and of the profit or loss of the Group and Company 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 the parent company transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

## **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's 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's auditor is aware of the information.

## **AUDITOR**

Gerald Edelman LLP has expressed its willingness to continue in office as auditor of the Group and Company. In accordance with section 489 of the Companies Act 2006, a resolution to re-appoint Gerald Edelman LLP as auditor will be proposed at the forthcoming 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 pages 8 to 12.

ON BEHALF OF THE BOARD

**S P O'Hara**

27 May 2026

# Independent Auditor's Report to the Members of OptiBiotix Health Plc

For the year ended 31 December 2025



## Opinion

We have audited the financial statements of OptiBiotix Health PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2025 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 flows, 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 2025 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted International Accounting Standards;
- the parent company financial statements have been properly prepared in accordance with UK adopted International Accounting Standards; and
- 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 remain independent of the Group and the parent 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the Group 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 at least 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 and Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

## Overview

Key audit matters	1. Carrying value of intangible assets (development cost and patents) 2. Carrying value of parent company's investments (at Parent Company level only)
Materiality	Group financial statements was determined as a whole at £91,000 (£91,000; 2024) based on 1.25% (1%; 2024) of gross assets.  Company financial statements materiality was determined at £101,000 based on 1.25% of gross assets capped at component materiality level of £68,250 (£72,800; 2024) under ISA 600 (U.K) for the purposes of group audit.
Coverage	100% of Group profit before tax 100% of Group total 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 OptiBiotix Limited were assessed as significant components (Scope 1) therefore subject to full scope audit procedures by the Group audit team. Optibiotix Health India Private Limited was assessed as Scope 2 therefore a non-significant component for our group audit subject to specified audit procedures to enhance our coverage of material balances for group audit purposes.

### Key audit matter

#### I. Carrying value of intangible assets (development cost and patents)

The group carries material intangible assets (development costs and patents) on the balance sheet.

As explained in Note 2 of the consolidated financial statements, there were significant estimates and judgements made with regards to impairment indicators assessment and detailed impairment reviews carried out by management to support the carrying value of the intangible assets.

There is a significant risk

- That the impairment assessment carried out by management was not appropriate and could potentially result in a risk of material misstatement with regards to carrying value of intangible assets on the balance sheet; and
- That the key accounting estimates and judgments made particularly with regards to cash forecasts used in the impairment model (inclusive of revenue forecast, cost estimates and discount rate in particular) are not reasonable.

Due to the above significant risks, we have identified this area to be a key audit matter.

## 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. We have determined the following matters as key audit matters:

### How our audit addressed the key audit matter

We have performed the following audit procedures:

- We evaluated the Directors’ and Management’s formal impairment assessment performed under UK adopted International Accounting Standards in support of the carrying value of intangible assets.
- We critically evaluated the considerations made regarding indicators of impairment in accordance with the relevant accounting standards by performing the following procedures:
  - We assessed 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 obtained and inspected third party documents relating to the patent status and checked legal title of the patents.
- We challenged management on their judgement and estimates with regards to the recoverable value of the intangible asset balances as at 31 December 2025; as part of this, we assessed underlying cash flows used in impairment assessment (inclusive of revenue forecast, cost estimates and discount rate in particular) for appropriateness.
- We engaged with our valuation expert as required to challenge the appropriateness of the discount rate used in the impairment assessment, that had resulted in an updated forecast.
- Finally, we assessed the adequacy and reasonableness of disclosures in the financial statement.

#### Key observations:

Based on the audit work performed, we are satisfied that the carrying value of intangible assets as at year ended 31 December 2025 is not impaired.



## 2. Carrying value of Parent Company's investment

Directors are responsible to assess whether or not investments in associate and subsidiaries require impairment.

As with intangibles, there is a level of inherent uncertainty involved in forecasting and discounting future cashflows. Given the significance of the Parent company's investments and significant management judgements and estimates involved in this area, we consider this a key audit matter.

We have performed the following procedures:

- We evaluated the Directors' and Management's impairment review for the investments under UK adopted International Accounting Standards.
- Conducted a review of board minutes to observe if any information has come to light which might indicate the need for impairment.
- We challenged management on their judgement and estimates with regards to the impairment assessment conducted for investment balances as at 31 December 2025.

### Key observations:

Based on the audit work performed, we are satisfied that the carrying value of parent company's investments as at year ended 31 December 2025 is not impaired.

## 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	£91,000 (£91,000; 2024)	£101,000 based on 1.25% of gross assets. This is capped at component materiality level of £68,250 (£70,700; 2024) under ISA 600 (U.K) for the purposes of group audit.
How we determined it	1.25% of gross assets (1%; 2024)	Determined in line with our audit methodology resulting in 75% (75%; 2024) of the Group financial statements materiality
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	£59,000 (£56,500; 2024)	£65,000 capped at £44,250 (£42,400; 2024) component materiality for the group audit.
Basis for determining performance materiality	65% (65%; 2024) 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% (65%; 2024) 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 is ranged from £68,250 to £72,800. We set materiality for each significant component of the Group based on a percentage of between 75% and 80% of Group materiality dependent on the outcome of our qualitative and quantitative assessment of components under ISA 600 (U.K), 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 £4,500 for the Group and £3,375 for the 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. 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 the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Group and the 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 14, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the 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.



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

Our 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 period ended 31 December 2025.

We planned our audit so that we have a reasonable expectation of detecting material misstatements in the financial statements resulting from irregularities, fraud or non-compliance with law or regulations.

### **The extent to which the audit was considered capable of detecting irregularities including fraud**

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.
- Enquiring of management of whether they are aware of any non-compliance with laws and regulations.
- Enquiring of management whether they have knowledge of any actual, suspected or alleged fraud.
- Enquiring of management their internal controls established to mitigate risk related to fraud or non-compliance with laws and regulations.
- Discussions amongst the engagement team on how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in posting of unusual journals.
- Obtaining understanding of the legal and regulatory framework the company operates in focusing on those laws and regulations that had a direct effect on the financial statements or that had a fundamental effect on the operations. The key laws and regulations we considered in this context included UK Companies Act, tax legislation, employment law, Health and Safety, Data Protection Act, Anti-Bribery Act, Money Laundering Act, OTCCB market rules in USA and AIM listing rules.

### **Audit response to risks identified**

#### ***Fraud due to management override***

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

- Performed analytical procedures to identify any unusual or unexpected relationships.
- Audited the risk of management override of controls, including through testing journal entries for appropriateness.
- Investigated the rationale behind significant or unusual transactions.
- Performed testing on key accounting estimates requiring judgement from management as disclosed in note 2 of the financial statements.

#### ***Irregularities and non-compliance with laws and regulations***

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

- Agreeing financial statements disclosures to underlying supporting documentation.
- Enquiring of management as to actual and potential litigation claims.
- Reviewing legal and professional fees for indications of non-compliance with laws and regulations.

The test nature and other inherent limitations of an audit, together with the inherent limitations of any accounting and internal control system, mean that there is an unavoidable risk that even some material misstatements in respect of irregularities may remain undiscovered even though the audit is properly planned and performed in accordance with ISAs (UK). Furthermore, the more removed that laws and regulations are from financial transactions, the less likely that we would become aware of non-compliance. Our examination should therefore not be relied upon to disclose all such material misstatements or frauds, errors or instances of non-compliance that might exist. The responsibility for safeguarding the assets of the company and for the prevention and detection of fraud, error and non-compliance with law or regulations rests with the directors.

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](http://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 FCCA ACA (Senior Statutory Auditor)

For and on behalf of  
**Gerald Edelman LLP**

Statutory Auditors  
73 Cornhill  
London  
EC3V 3QQ

Date: 27 May 2026

# Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025



	Notes	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Revenue from contracts with customers	3	1,166	870
Cost of sales		(552)	(539)
<b>Gross profit</b>		<b>614</b>	<b>331</b>
Selling Costs		536	651
R&D and patent costs		320	294
Share based payments		1,061	47
Other operating costs		1,829	1,605
<b>Total administrative expenses</b>		<b>(3,746)</b>	<b>(2,597)</b>
<b>Operating loss</b>	6	<b>(3,132)</b>	<b>(2,266)</b>
Finance income	5	–	1
		–	1
Share of loss from associate	11	(417)	(350)
Gain/(loss) on investments	11	(402)	486
Profit on disposal of investments		8	263
<b>Profit/(Loss) before tax</b>		<b>(3,943)</b>	<b>(1,866)</b>
Taxation	7	53	61
<b>Total comprehensive income for the period</b>		<b>(3,890)</b>	<b>(1,805)</b>
Total comprehensive income attributable to:			
Owners of the company		(3,890)	(1,805)
<b>Earnings per share from continued operations</b>			
Basic loss per share	8	(3.84)p	(1.84)p

All activities relate to continuing operations.

The notes on pages 28 to 47 form part of these financial statements.

# Consolidated and Company Statements of Financial Position

As at 31 December 2025

	Notes	As at 31 December 2025 Group £'000	As at 31 December 2024 Group £'000	As at 31 December 2025 Company £'000	As at 31 December 2024 Company £'000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Intangibles	9	912	1,117	–	–
Investments	11	2,300	4,049	4,271	6,020
Investment in associate	11	2,039	2,456	3,212	3,212
		<b>5,251</b>	<b>7,622</b>	<b>7,483</b>	<b>9,232</b>
<b>CURRENT ASSETS</b>					
Inventories	12	299	230	–	–
Trade and other receivables	13	284	433	17	17
Current tax asset	7	21	21	–	–
Cash and cash equivalents	14	1,037	739	590	577
		<b>1,641</b>	<b>1,423</b>	<b>607</b>	<b>594</b>
<b>TOTAL ASSETS</b>		<b>6,892</b>	<b>9,045</b>	<b>8,090</b>	<b>9,826</b>
<b>EQUITY</b>					
<b>Shareholders' Equity</b>					
Called up share capital	15	2,066	1,959	2,066	1,959
Share premium	15	4,713	4,107	4,713	4,107
Share based payment reserve	21	745	247	745	247
Warrant reserve	21	563	–	563	–
Merger relief reserve	16	1,500	1,500	1,500	1,500
Retained Earnings	16	(3,305)	585	(1,618)	1,933
<b>Total Equity</b>		<b>6,282</b>	<b>8,398</b>	<b>7,969</b>	<b>9,746</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	17	384	368	121	80
		<b>384</b>	<b>368</b>	<b>121</b>	<b>80</b>
<b>Non-current liabilities</b>					
Deferred tax liability	18	226	279	–	–
		<b>226</b>	<b>279</b>	<b>–</b>	<b>–</b>
<b>TOTAL LIABILITIES</b>		<b>610</b>	<b>647</b>	<b>121</b>	<b>80</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,892</b>	<b>9,045</b>	<b>8,090</b>	<b>9,826</b>

As permitted by section 408 of the Companies Act 2006, the Company has elected not to present its own income statement and related notes. The Company's loss for the financial year was £3,551k (2024: (loss of £1,040k)). These financial statements were approved and authorised for issue by the Board of Directors on 27 May 2026 and were signed on its behalf by:

S P O'Hara

Director

Company Registration no. 05880755

The notes on pages 28 to 47 form part of these financial statement.

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2025



	Called up Share capital £'000	Retained Earnings £'000	Share Premium £'000	Share- based Payment reserve £'000	Warrant Reserve £'000	Merger Relief Reserve £'000	Total equity £'000
Balance at 31 December 2023	1,824	1,818	2,958	772	–	1,500	8,872
Loss for the year	–	(1,805)	–	–	–	–	(1,805)
Movement on reserves	–	572	–	(572)	–	–	–
Share Options and warrants	–	–	–	47	–	–	47
Issue of shares during the year	135	–	1,215	–	–	–	1,350
Fundraising commission	–	–	(66)	–	–	–	(66)
Balance at 31 December 2024	1,959	585	4,107	247	–	1,500	8,398
Loss for the year	–	(3,890)	–	–	–	–	(3,890)
Movement on reserves	–	–	–	–	–	–	–
Share Options and warrants	–	–	–	498	563	–	1,061
Issue of shares during the year	107	–	643	–	–	–	750
Fundraising commission	–	–	(37)	–	–	–	(37)
<b>Balance at 31 December 2025</b>	<b>2,066</b>	<b>(3,305)</b>	<b>4,713</b>	<b>745</b>	<b>563</b>	<b>1,500</b>	<b>6,282</b>

The notes on pages 28 to 47 form part of these financial statements.

# Company Statement of Changes in Equity

For the year ended 31 December 2025

	Called up Share capital £'000	Share Premium £'000	Merger Relief Reserve £'000	Share-based Payment reserve £'000	Warrant reserve £'000	Retained Earnings £'000	Total equity £'000
Balance at 31 December 2023	1,824	2,958	1,500	772	–	2,400	9,454
Loss for the year	–	–	–	–	–	(1,039)	(1,039)
Movement on reserves	–	–	–	(572)	–	572	–
Share Options and warrants	–	–	–	47	–	–	47
Issue of shares during the year	135	1,215	–	–	–	–	1,350
Fundraising commission	–	(66)	–	–	–	–	(66)
Balance at 31 December 2024	1,959	4,107	1,500	247	–	1,933	9,746
Loss for the year	–	–	–	–	–	(3,551)	(3,551)
Movement on reserves	–	–	–	–	–	–	–
Share Options and warrants	–	–	–	498	563	–	1,061
Issue of shares during the year	107	643	–	–	–	–	750
Fundraising commission	–	(37)	–	–	–	–	(37)
<b>Balance at 31 December 2025</b>	<b>2,066</b>	<b>4,713</b>	<b>1,500</b>	<b>745</b>	<b>563</b>	<b>(1,618)</b>	<b>7,969</b>

The notes on pages 28 to 47 form part of these financial statements.

# Consolidated and Company Statements of Cashflows

For the year ended 31 December 2025



	Notes	Year ended 31 December 2025 Group £'000	Year ended 31 December 2024 Group £'000	Year ended 31 December 2025 Company £'000	Year ended 31 December 2024 Company £'000
<b>Operating activities</b>					
Operating loss		(3,132)	(2,266)	(3,157)	(862)
Amortisation		205	209	–	–
Impairment of patents		–	4	–	–
Share based payments		1,061	47	1,061	47
Movement on inventory		(69)	(41)	–	–
(Increase)/decrease in receivables		149	31	–	(136)
Increase/(decrease) in payables		16	184	41	(2)
Tax received		–	64	–	–
Release of loan to subsidiary		–	–	1,157	777
Net cashflow from operating activities		(1,770)	(1,768)	(898)	(176)
<b>Investing activities</b>					
Net cash advances to subsidiary		–	–	(1,157)	(1,554)
Proceeds on disposal of investments		1,355	587	1,355	587
Net cash flow from investing activities		1,355	587	198	(967)
<b>Financing activities</b>					
Net proceeds of Share issues		750	1,285	750	1,285
Cost of fundraise		(37)	–	(37)	–
Interest income		–	–	–	1
<b>Net cash inflow from financing activities</b>		<b>713</b>	<b>1,285</b>	<b>713</b>	<b>1,286</b>
Total movement		298	104	13	143
Cash and cash equivalents at start of period		739	635	577	434
Cash and cash equivalents at end of period	I	1,037	739	590	577

The notes on pages 28 to 47 form part of these financial statements.

# Notes to the Cashflow Statements

For the year ended 31 December 2025

## I. Cash and Cash Equivalents

	As at 31 December 2025 Group £'000	As at 31 December 2024 Group £'000	As at 31 December 2025 Company £'000	As at 31 December 2024 Company £'000
Cash and cash equivalents	1,037	739	590	577

The notes on page 28 to 47 form part of these financial statements.

# Notes to the Financial Statements

For the year ended 31 December 2025



## 1. General Information

OptiBiotix 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 Innovation Centre, Innovation Way, Heslington, York, YO10 5DG. The Company is listed on the AIM market of the London Stock Exchange (ticker: OPTI) and its shares are cross-traded on the OTC market in USA (ticker: OPTBF).

The principal activity is that of identifying and developing microbial strains, compounds, and formulations for use in food ingredients, supplements and active compounds that can impact on human physiology, deriving potential health benefits.

These financial statements present the results and balances of the Company and its subsidiaries (together, the 'Group') for the year ended 31 December 2025.

## 2. Accounting Policies

### Statement of compliance

The consolidated and parent company financial statements of OptiBiotix 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. The results are rounded to the nearest thousand.

### 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 reviewed the cash at bank available at the date of this report and the cashflow forecast for the next 12 months from the date of this report and are satisfied that the Group should be able to meet its liabilities as they fall due. Results to date in 2026 indicate that revenue is likely to come through as anticipated for the year. On 27 April 2026 the Company sold 7.5m shares generating net proceeds of £673,000. In the unlikely event that there is a decline in revenue during the remainder of the year there are a number of mitigating actions that could be taken by the Board to ensure that the Group and Company continue as a going concern. To clarify, these mitigation actions, which include effective cost management and disposal of listed investments, are considered as part of worst-case downside scenario assessments by the Board noting no issues with regards to the going concern assessment hence the Directors believe that the Group and the Company are 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.

### Standards, amendments and interpretations effective and adopted in 2025

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 2025. 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, IFRIC 19, IFRIC 23, SIC-32	IAS 1
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	

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.

### 2.1 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.



## 2. Accounting Policies (continued)

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.

### 2.2 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

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 dispatched and so revenue is primarily recognised for each product when dispatching takes place.

#### 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.

#### 2.2.3 Milestone payments

Where the transaction price includes consideration that is contingent upon a future event or circumstance, the contingent amount is allocated entirely to that performance obligation if certain criteria are met. Revenue is recognised at the point of time of the performance obligation being satisfied.

### 2.3 Investments in associates

Associates are those entities in which the Group has significant influence, but not control or joint control over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20 and 50 percent of the voting power of another entity. Investments in associates are accounted for under the equity method and are recognised initially at cost. The cost of the investment includes transaction costs.

## 2. Accounting Policies (continued)

The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

### 2.4 Investments at fair value

Equity investments are held at fair value at the balance sheet date with any profit or loss for the year being taken to the Income statement. The value of listed investments being calculated at the closing price on the balance sheet date.

### 2.5 Employee Benefits

The Group operates a defined contribution pension scheme. Contributions payable by the Group's pension scheme are charged to the income statement in the period in which they relate.

### 2.6 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 differences 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)

### 2.7 Financial instruments

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

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

**2.9 Equity investments** comprise investments which do not have a fixed maturity and are classified as non current assets if they are intended to be held for the medium to long term. They are measured at fair value through profit or loss.

**2.10 Trade receivables** are initially measured at fair value and are subsequently measured at amortised cost less appropriate provisions for credit losses. Such provisions are recognised in the income statement.

**2.11 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.

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

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

**2.14 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.

**2.15 Financial instruments** require classification of fair value as determined by reference to the source of inputs used to derive the fair value. This classification uses the following three-level hierarchy:

Level 1 — quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 — inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices);

Level 3 — inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 2.16 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.

### 2.17 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.

## 2. Accounting Policies (continued)

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.

### 2.18 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 change or amend dividend payments to shareholders or issue new share capital to shareholders. There were no changes to the objectives, policies or processes during the period ended 31 December 2025.

### 2.19 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.

### 2.20 Property, plant and equipment

Property, plant and equipment are stated at historical cost less subsequent accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on property, plant and equipment is calculated using the straight-line method to write off their cost over their estimated useful lives at the following annual rates:

Computer equipment	30%
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## 2. Accounting Policies (continued)

Useful lives and depreciation method are reviewed and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the relevant asset and is recognised in profit or loss in the year in which the asset is derecognised.

### 2.21 Intangibles – Patents and trademarks

Patents acquired by way of the fair value uplift by way of the reverse merger in 2014 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 these acquired patents over their estimated useful life of twenty years once the patents have been granted.

Development costs for new patents and trademarks since 2014 that have been capitalized in line with the recognition criteria of IAS38 have been estimated to have a useful economic life of 10 years.

### 2.22 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 Group is expected to benefit.

### 2.23 Merger relief reserve

The merger relief reserve arises from the 100% acquisition of OptiBiotix Limited whereby the excess of the fair value of the issued ordinary share capital issued over the nominal value of these shares is transferred to this reserve in accordance with section 612 of the Companies Act 2006.

### 2.24 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 periods.

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.

- **Useful life of intangible assets**

Management have estimated that the useful life of the fair value uplift of the patents acquired by way of the reverse merger in 2014 to be 20 years. Development costs of patents and trademarks since 2014 that have been capitalized in line with the recognition criteria of IAS38 have been estimated to have a useful economic life of 10 years. These estimates will be reviewed annually and revised if the useful life is deemed to be lower based on the trading business or any changes to patent law. The net book value of intangible assets at the year-end was £0.91m, (2024: £1.12m).

## 2. Accounting Policies (continued)

- Impairment reviews**

IFRS 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 by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, 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 a Company level.

## 3. Revenue - Segmental Reporting

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

### Revenue analysed by geographical market

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
UK	315	330
US	354	141
India	160	171
China	68	133
Rest of world	268	95
	<b>1,166</b>	<b>870</b>

During the reporting period one customer represented £200k (17%) of Group revenues (2024: one customer generated £121k representing 13.9% of Group revenues).

## 4. Employees and Directors

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Wages and salaries	281	274
Directors' remuneration	522	414
Benefits in kind	7	5
Bonus	–	25
Social security costs	88	80
Pension costs	34	30
	<b>934</b>	<b>829</b>



#### 4. Employees and Directors (continued)

	Year ended 31 December 2025 No.	Year ended 31 December 2024 No.
The average monthly number of employees during the period was as follows:		
<b>Group</b>		
Directors	5	5
Selling, General and Administration	4	5
	9	10
<b>Company</b>		
Directors	5	5
	5	5

Directors' remuneration was as follows:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Directors' remuneration	522	414
Benefits in kind	7	5
Bonus	–	25
Pension	27	11
Total emoluments	556	455
Emoluments paid to the highest paid director:		
Remuneration for qualifying services	240	235
Company pension contributions to defined pension scheme	15	8
	255	243

#### Directors' remuneration

Details of emoluments received by Directors and key management of the Company for the year ended 31 December 2025 are as follows:

#### Directors

	Remuneration and fees £'000	Share based payments £'000	Pension Costs £'000	Benefits in Kind £'000	Total £'000	Total 2024 £'000
S P O'Hara	240	519	15	6	780	286
M S Christie	30	–	–	–	30	29
R C N Davidson	70	–	–	–	70	66
S Kolyda	113	25	12	1	151	75
G Myers	–	–	–	–	–	44
D Blain	69	–	–	–	69	–
Total	522	544	27	7	1,100	500

#### 4. Employees and Directors (continued)

Share based payments is an accounting charge and not remuneration paid to directors.

Benefits in kind relate to medical insurance. The number of directors to whom retirement benefits were accruing was 2 (2024: 2).

The Group recharged £21,000 and £723 to Probiotix Health PLC for services provided by S O'Hara and S Kolyda respectively.

Fees for D Blain are paid to Blain Associates Limited.

#### 5. Net Finance Income

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Finance Income:		
Bank Interest	–	1
Net Finance Income	–	1

#### 6. Operating loss

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Operating loss is stated after charging/(crediting):		
Auditor remuneration – audit fees (Group and Company accounts)	59	55
(Loss)/gain on fixed asset investments	(394)	749
Amortisation of intangible assets (see note 9)	205	209
Staff costs (see note 4)	934	829
Foreign exchange losses/(gains)	7	(8)
Research and development expense	320	108
Share-based payments	1,061	47

#### 7. Corporation Tax

##### Corporation Tax

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Corporation tax credit	–	(11)
Deferred tax movement	53	72
Total taxation	53	61



## 7. Corporation Tax (continued)

### Analysis of tax expense

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2025 nor for the year ended 31 December 2024.

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Loss on ordinary activities before income tax	(3,943)	(1,866)
Loss on ordinary activities multiplied by the standard rate of corporation tax in UK of 25% (2024 – 25%)	(873)	(467)
Effects of:		
Disallowables	767	273
Income not taxable	(403)	(380)
Amortisation	36	35
Unused tax losses carried forward	473	528
Tax (charge)/credit	–	(11)

The Group has estimated losses of £14.8m (2024: £9.1m) in respect of which a deferred tax asset of £3.7m (2024: £2.2m) has not been recognised due to the uncertainty of future taxable profits. The unrecognised deferred tax asset has been assessed by reference to a rate of 25% which is the UK headline corporation tax rate from 1 April 2023.

The Group submits claims for R&D tax credits in respect of its research and development activities in respect of microbiome modulators and similar products relating to the exploitation of its patent portfolio and potential new patents arising from scientific research performed by Group employees and its partners. Whilst the Board is confident of recovery of the estimated R&D tax credit, there is no certainty that the receivable will be recoverable until HMRC have approved the claim and the enquiry window is closed. However, based on the Group's history of successful claims over a number of years, the Board are satisfied that the tax receivable is recoverable and appropriately recorded.

## 8. Earnings per share

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:

	2025		
	Earnings £'000	Weighted average Number of shares No.	Profit per-share Pence
Basic and diluted EPS			
Basic EPS	(3,890)	101,201,478	(3.84)p
	2024		
	Earnings £'000	Weighted average Number of shares £	Profit per-share Pence
Basic EPS	(1,805)	97,902,046	(1.84)p

## 8. Earnings per share (continued)

Diluted earnings per share is the basic earnings per share adjusted for the effect of the conversion into fully paid shares of the weighted average number of share options outstanding during the year. The Group was loss making for the years ended 31 December 2024 and 31 December 2025; therefore, the dilutive effect of share options has not been disclosed since this would decrease the loss per share for each of the years reported. As at 31 December 2025 there were 7,207,907 (2024: 7,207,907) outstanding share options.

## 9. Intangible assets

Group	Development Costs and Patents £'000
<b>Cost</b>	
At 31 December 2023	2,537
Impairment	(5)
At 31 December 2024	2,532
Impairment	–
At 31 December 2025	<b>2,532</b>
<b>Amortisation</b>	
At 31 December 2023	1,206
Amortisation charge for the year	209
At 31 December 2024	1,415
Amortisation charge for the year	205
At 31 December 2025	<b>1,620</b>
<b>Carrying amount</b>	
At 31 December 2025	<b>912</b>
At 31 December 2024	1,117

The Company had no intangible assets during the reporting period.

Development costs and patents represent cost capitalised in respect of the Group's intellectual property portfolio and includes the costs of registering and maintaining patents as well as capitalised development costs. All intangible assets relate to the Group's principal activities.



## 10. Property, plant and equipment

Group	£'000
<b>Cost</b>	
At 31 December 2023	8
Additions	–
Disposals	–
At 31 December 2024	8
Additions	–
Disposals	–
At 31 December 2025	<b>8</b>
<b>Depreciation</b>	
At 31 December 2023	8
Charge for the year	–
At 31 December 2024	8
Charge for the year	–
At 31 December 2025	<b>8</b>
<b>Carrying amount</b>	
At 31 December 2025	–
At 31 December 2024	–

The Company had no fixed assets during the reporting period.

## 11. Investments

### Group

Set out below is the investment in Skinbiotherapeutics PLC. The investment was treated as an associate of the Group until 2 November 2020, after which time the shareholding dropped to 24.65% and recalculated as an equity investment. The Group records its investment in Skinbiotherapeutics plc at fair value and is remeasured by reference to its closing price on AIM at each reporting date. The share price at 31 December 2025 was 15.75p.

During the year, 7,284,389 were disposed to generate proceeds of £1,355k with the valuation at 31 December 2024 of £1,347k. At 31 December 2025 the holding stood at 5.64%. SBTX's shares were suspended from trading on AIM on 31 March 2026. On 27 April 2026 7.5m shares were sold generating net proceeds of £673,000.

	2025 £'000	2024 £'000
<b>Investments</b>		
At the beginning of the period	4,049	3,887
Revaluations	(402)	486
(Loss)/Gain on investments	–	–
Disposal of shares during year	(1,347)	(324)
At 31 December	<b>2,300</b>	4,049

## 11. Investments (continued)

### Investment in Associate

On 31 March 2022, ProBiotix Health Plc ("PBX") the parent company of ProBiotix Limited listed on the AQSE Growth Market. The listing of PBX on AQSE, together with the issue of a dividend in specie and issue of new shares, means that PBX is now considered an associate for accounting purposes with its revenues and costs removed post listing and only OptiBiotix's (44%) proportion of its profit and loss included in the Group's accounts under the equity method of accounting. The step-down from being a subsidiary to an associate resulted in the revaluation of the remaining interest held in PBX at the listing price and a gain on disposal of a subsidiary recognised in the income statement. A gain of £21.647m was recorded in the income statement.

An assessment was undertaken to assess whether the Company had defacto control over PBX during the period considering Board representation, financing arrangements, the Relationship agreement and the other shareholdings in PBX. Based on the assessment it was concluded that the Company only had significant influence and that PBX was an associate in the period. The Relationship agreement sets out costs that are being incurred by the Group that are being recharged to PBX.

At 31 March 2022 the Group held 53,533,333 shares in Probiotix Health plc, valued at the IPO price of 21p resulting in a deemed cost of investment in associate of £11.24m.

Following the issue of shares in September 2024 the Group's holding in associate decreased from 44% to 33.85%. As an associate, the Group's investment is equity accounted and the Group's 33.85% share of loss was deducted from this carrying value.

Investment in Associate	2025 £'000	2024 £'000
<b>Investments</b>		
At the beginning of the period	2,456	2,806
Share of result for the period (see below)	(417)	(350)
At 31 December	2,039	2,456

PBX is registered in United Kingdom and is in the Health food sector.

Set out below is financial information on PBX set out in its IFRS financial statements for the year to 31 December 2025.

	2025 £'000	2024 £'000
Revenue	2,732	1,883
Loss from continuing operations	(1,235)	(852)
Total comprehensive loss	(1,233)	(847)
Current assets	1,617	1,934
Current Liabilities	(318)	(194)
Non-current liabilities	(47)	(60)
Share of total comprehensive loss	(417)	(350)



## 11. Investments (continued)

### Company Investments

	2025 £'000	2024 £'000
<b>Listed Investments</b>		
At the beginning of the period	4,049	3,887
Revaluations	(402)	486
Disposal of shares during year	(1,347)	(324)
	<b>2,300</b>	<b>4,049</b>
<b>Investment in subsidiaries</b>		
At the beginning of the period	1,971	1,971
Impairment	–	–
	<b>1,971</b>	<b>1,971</b>
At 31 December	<b>4,271</b>	<b>6,020</b>
<b>Company Investment in Associate</b>		
	2025 £'000	2024 £'000
At the beginning of the period	3,212	3,212
At 31 December	<b>3,212</b>	<b>3,212</b>

The Company holds listed investments at fair value, and investments in subsidiaries and associates at cost less impairment. The fair value of the Company's investment in Probiotix Health plc upon losing control was set as deemed cost.

The Directors have had regard to potential impairment of the Group's investment in Probiotix. The Directors believe there are no indicators which point to a potential adverse impact on the asset.

The entities listed below have share capital consisting solely of ordinary shares, which are held by the Group. The country of incorporation is also the principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

## 11. Investments (continued)

As at 31 December 2025 the Company directly held the following subsidiaries:

Name and Registered office address of company	Nature of Business	Active/ Dormant	Country of incorporation and place of business	Proportion of equity interest
OptiBiotix Limited Innovation Centre Innovation Way, Heslington, York, YO10 5DG	Research & Development	Active	United Kingdom	100% of ordinary shares
Optibiotix Health India Private Limited House NO.243, Mcd Colony, Vivekanand Puri Sarai Rohilla City, Delhi CITY, DELHI, North Delhi, Delhi, India, 110007	Health foods	Active	India	100% of ordinary shares
Optibiotix Health USA Inc Corporation Trust Center 1209 Orange Street City of Wilmington County of New Castle State of Delaware 19801		Dormant	USA	100% of ordinary shares

## 12. Inventories

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Finished goods	270	189	–	–
Raw Materials	29	41	–	–
	299	230	–	–

During the period £552k (2024: £358k) has been expensed to the income statement.

## 13. Trade and other Receivables

Current	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Accounts receivable	107	314	–	9
Other receivables	113	110	6	8
Prepayments and accrued income	64	9	11	–
	284	433	17	17

During the year Optibiotix Health PLC recharged Probiotix Health PLC £21,000, (2024 £30,000) for Directors' fees the balance owing at the year end was £nil (2024: £7,500).



### 13. Trade and other Receivables (continued)

During the year Optibiotix Health PLC loaned Optibiotix Limited £1,825,000, (2024 £1,400,000) to finance working capital costs. Optibiotix Limited recharged Optibiotix Health PLC £667,000 (2024: £623,000) for salary and other costs. The balance at the year end of £1,158,000 (2024: £777,000) was cancelled. There was no interest charged during the year. This does not impact on the consolidated Group accounts.

During the year Optibiotix Health PLC loaned OptiBiotix India £43,000 for marketing expenses. The balance at the year end was cancelled.

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

- £Nil (2024: £171,733) for salaries and administration costs;
- £70,000 (2024: NIL) charges for product; and

There was no interest charged during the year. There was £nil balance (2024: £3,770) outstanding at the year end.

### 14. Cash and Cash Equivalents

	Group		Company	
	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Cash and bank balances	1,037	739	590	577

All cash is held in demand deposits with large UK and Indian banks.

### 15. Called Up Share Capital

	2025 £'000	2024 £'000
Allotted, called up and fully paid share capital	2,066	1,959
<b>Shares in issue</b>		
Opening balance 1 January	97,943,161	91,190,661
Share issue	5,357,143	6,752,500
Closing balance at 31 December	103,300,304	97,943,161
	2025 £'000	2024 £'000
<b>Share Capital</b>		
Opening balance 1 January	1,959	1,824
Share issue	107	135
Closing balance at 31 December	2,066	1,959
	2025 £'000	2024 £'000
<b>Share Premium</b>		
Opening balance 1 January	4,107	2,958
Share issue	606	1,149
Closing balance at 31 December	4,713	4,107

## 16. 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.

Merger relief reserve arises from the 100% acquisition of OptiBiotix Limited on 5 August 2014 whereby the excess of the fair value of the issued ordinary share capital issued over the nominal value of these shares is transferred to this reserve in accordance with section 612 of the Companies Act 2006.

Retained earnings represents the cumulative profits and losses of the Group attributable to the owners of the company net of distributions paid.

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

## 17. Trade and other payables

	Group		Company	
Current:	2025 £'000	2024 £'000	2025 £'000	2024 £'000
Accounts payable	170	270	30	17
Accrued expenses	101	63	91	63
Other payables	113	35	–	–
Total trade and other payables	384	368	121	80

## 18. 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% (2024: 25%).

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

	2025 £'000	2024 £'000
At 31 December	279	352
Movement in the period	(53)	(73)
At 31 December	226	279

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 over the timing of future taxable profits. Further details of available losses are set out in note 7.

## 19. Related Party Disclosures

Transactions and balances with Probiotix Health Plc are set out in note 13. Directors' remuneration has been fully disclosed in note 4

## 20. Ultimate Controlling Party

The Board considers that there is no overall controlling party.



## 21. Share Based payment Transactions

### (i) Share options

The Company has a share option programme to grant share options as an incentive for employees of the subsidiaries.

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.

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

	Number of options		Average exercise price	
	2025 No.	2024 No.	2025 £	2024 £
Outstanding at the beginning of the period	7,207,907	6,857,907	0.156	0.08
Granted during the period	358,772	6,449,135	0.110	–
Forfeited/cancelled during the year	(358,772)	(6,099,135)	0.200	0.08
Outstanding at the end of the period	7,207,907	7,207,907	0.152	0.156

Of the options in issue, 6,256,635 are fully vested at the balance sheet date.

For share options issued in 2022, the Company agreed with a number of option holders to surrender their existing options in return for Nominal Value Options over half the number of shares of their existing options, which are subject to a combination of performance and time-based vesting criteria. This ensures a continued focus on commercial revenues and shareholder value creation. New options will be granted on a similar basis going forward. Options granted to non-executive directors will be subject to time-based vesting.

Share options issued in 2025 vest as follows:-

- 179,386 on a share price trigger of 40p per share;
- 89,693 on completion of the cholesterol human studies; and
- 89,693 on completion of the cholesterol human studies and release of the results for a product containing a novel sugar

The share options outstanding at the period end had a weighted average remaining contractual life of 2,593 days (2024: 3,398 days) and the maximum term is 8 years.

The share price per share at 31 December 2025 was £0.0675 (2024: £0.18)

Where share options were cancelled and replaced with share options with revised terms, the Board have considered this set of transactions as a modification of share based payment arrangements and have therefore considered whether any incremental value arises as a result of the grant of modified awards. Having performed an assessment the Board have concluded that no incremental value fair is required and therefore no charge has been recognised. In respect of replacement options and new options issued in 2024 which include market based vesting conditions in respect of revenue 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 2024 accounting period in which they were granted.

### (ii) Warrants

On the 23 May 2025 2,678,572 warrants were issued to investors as part of the placing at one warrant for every two new ordinary shares. The warrants are exercisable for 3 years from the date of Admission.

## 22. 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 in respect of its financial statements are liquidity risk and credit 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.

### Interest risk

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

The Group's financial assets do not bear interest.

### Credit Risk

The Group try to limit the credit risk by dealing with larger companies and also asking new smaller customers to provide a deposit with the purchase order.

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.

The Board consider a default to have occurred when a receivable passes 60 days beyond agreed credit terms, at which point regard is had to the specific characteristics of the debtor in assessing exposure to material credit risk and therefore the requirement to create a loss provision.

### 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 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.

## 23. Post Balance Sheet Events

On 25 March and 27 April 2026 the Company sold 1.4m and 7.5m SBTX shares respectively generating net proceeds of £787,000.

# Notice of Annual General Meeting



Notice is hereby given that the Annual General Meeting of OptiBiotix Health PLC (the “Company”) will be held at the offices of Marex at 155 Bishopsgate, London, EC2M 3TQ on 23 June 2026 at 2:00pm for the following purposes:

1. To receive the Company’s Report and Accounts for the year ended 31 December 2025.
2. To re-elect Sean Christie, who retires by rotation, as a Director
3. To re-elect Sofia Kolyda, who retires by rotation, as a Director
4. To re-appoint Gerald Edelman LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

## Special Business

To consider and, if thought fit, to pass the following resolutions as to the resolution numbered 5 as an Ordinary Resolution and as to the resolution numbered 6 as a Special Resolution:

5. **THAT** the Directors be and they are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and/or rights being “Relevant Securities”) up to an aggregate nominal amount of £688,668.69 being one third of the current issued share capital, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2027, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to Section 551 of the Act to the extent not utilised at the date this resolution is passed.

6. **THAT**, subject to and conditional upon the passing of resolution 5, the Directors be and they are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred under Resolution 5 above as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with a rights issue or any pre-emptive offer in favour of holders of ordinary shares in the Company where the equity securities attributable to the respective interests of such holders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them on the record date for such allotment subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal or practical difficulties under the laws of, or the requirements of, any regulatory body or stock exchange of any overseas territory or otherwise;
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £413,201.22 being 20% of the current issued share capital;

and shall expire on the date being the earlier of the date 15 months after the passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2027, provided that the Company may before such expiry make an offer or agreement which would require equity securities to be allotted in pursuance of such offer or agreement as if the power conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke any earlier power given to directors.

By Order of the Board

Stephen O’Hara  
27 May 2026

Registered Office:  
Innovation Centre  
Innovation Way  
Heslington  
York  
YO10 5DG

# Explanatory Notes to the Notice of Annual General Meeting

## Notes:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company. Due to building security requirements shareholders wishing to attend the AGM in person should notify Optibiotix on [info@optibiotix.com](mailto:info@optibiotix.com) by 19th June to facilitate ease of access.
2. To be effective Forms of Proxy can be registered as follows:-
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 2:00pm on 19 June 2026.

3. To change your proxy instructions simply submit a new proxy appointment using the methods set out above and in the notes to the Form of Proxy. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
4. To be entitled to vote at the meeting (and for the purpose of the determination by Company of the number of votes they may cast), members must be entered in the Register of members at 2:00pm on 19 June 2026 ("the specified time"). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's Register of Members at the time which is not less than 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCO Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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



#### Resolution 1

The Directors are required by law to present to the meeting the Audited Accounts and Directors' Report for the period ended 31 December 2025.

#### Resolutions 2 and 3

Each of the Company's Directors listed in this resolution offer themselves up for re-appointment under the terms of the Company's articles of association which state that each director must offer himself or herself up for re-appointment at the first AGM after their appointment and every three years thereafter.

#### Resolution 4

The Auditors are required to be re-appointed at each Annual General Meeting at which the Company's Audited Accounts are presented.

#### Resolution 5

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot or grant rights over up to £688,668.69 in nominal value of the Company's unissued share capital. If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

#### Resolution 6

The Directors require additional authority from the Company's shareholders to allot shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company's shareholders on a pro rata basis:

- (i) by way of a rights or similar issue or
- (ii) with a nominal value of up to £413,201.22. This resolution will be proposed as a special resolution.

**optibiotix.com**



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