

Governance

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Chair's Introduction

2024 saw leadership changes at Board and Executive level



Camillo Pane
Chair

On behalf of the Board, I am pleased to introduce the Governance Report for the year ended 31 December 2024.

As a Company admitted to AIM, our governance is underpinned by the Quoted Companies Alliance ("QCA") Corporate Governance Code 2023 ("the QCA Code"), which we have chosen, voluntarily, to adopt early. During the year, the Company has complied with the principles of the QCA Code and details of how we have done so can be found in the Governance section of the Company's website:

www.alliancepharmaceuticals.com/investors/governance/

In today's business environment, the challenges to our strategy never seem to be very far away and like many other Companies we continue to work hard to limit the impact of changes in the macro economic environment, economic fluctuations, geo political tensions, and supply chain disruptions. Board discussions centre on driving value for our investors as we continue to focus on developing our Consumer Healthcare business within skincare and healthy ageing. This includes reviewing the risks to our business as explained in the 'Protecting our Business' section on page 38.

2024 has been another year of change and has necessitated careful and considered decision-making by the Board. Mid-year, we were delighted to have received the news the Competition Appeal Tribunal had issued its judgment setting aside the CMA's decision issued 3 February 2022 and finding that there was no breach by the Company of competition law.

The year also saw leadership changes at Board and executive level. Since these changes the Board has refocused on the strategy to ensure the business is on the trajectory of becoming a global leading Consumer Healthcare business. This work continues throughout 2025 as we embark on a period of transformation to enhance our operating model. This also involves a strong focus on our people and culture, reviewing our skills and capabilities to develop our people and drive performance.

The Board's agreed strategy can be found on pages 14 to 18 and alongside the strategy, we continue to ensure that our corporate governance processes remain robust, challenging and appropriate, providing strong foundations to underpin our assessment of risks to our strategy and the delivery of that strategy for the long-term sustainability of the business.

The Board is supported by its Committees. Their work in the areas of financial assurance, ESG, remuneration and leadership ensure a governance framework that pieces together the complexities that need to be balanced to ensure we deliver on our promise to all stakeholders. You can read more about their work in the reports that follow.

As announced on 20 March 2025 the Sanction Hearing to approve the offer made by DBAY is now scheduled for 12 May 2025, and the Effective Date of the Scheme is expected to be 14 May 2025. As such, we do not intend to call an AGM for 2025.

Camillo Pane
Chair

7 April 2025

Board of Directors



Camillo Pane
Independent Non-Executive Chair

COMMITTEE MEMBERSHIP

DATE JOINED

Camillo joined the Board of Alliance as Chair on 19 February 2024.

QUALIFICATIONS

Camillo graduated in Business Administration specialising in marketing, from Bocconi University, Milan.

EXPERIENCE

Camillo is a senior Executive with over 30 years of UK and international experience in US, European and Asian public multinational consumer companies. He has a strong track record for delivering value and growth in multi-channel, multi-cultural and multi-category consumer businesses through the use of consumer-centric strategies, developing high-performance teams with strong execution and innovation and operational optimisation. He was recently appointed CEO of PetIQ LLC on the 17 February 2025.

During his career, Camillo has held a number of senior positions at Reckitt where he spent almost 20 years across both Global and Regional roles, including Senior Vice President and Global Category Officer for Consumer Health, before moving to Coty Inc, one of the largest beauty Companies in the world, where, as CEO, he led the merger with Procter & Gamble Specialty Beauty. Most recently, he was Group CEO of Health & Happiness Group, a global Health and Nutrition Company listed on the Hong Kong Stock Exchange with revenues of around \$2.0bn.

SKILLS



Nick Sedgwick
Chief Executive Officer

COMMITTEE MEMBERSHIP

DATE JOINED

Nick joined the Board as Chief Executive Officer on 13 May 2024.

QUALIFICATIONS

Nick has an honours degree in Maths from Loughborough University.

EXPERIENCE

He brings 30 years of consumer goods experience across European, US and global roles at major multinational companies such as Reckitt, Coty, and Nestlé. Most recently, Nick was Regional Director for UK and Ireland Consumer Health at Reckitt during which time he increased revenue and improved profitability in the second-largest market for the Company.

Prior to this, Nick worked at Coty holding several senior roles including Senior Vice President for Global Sales and Commercial Capabilities, Senior Vice President Sales for the US business and General Manager Consumer Beauty for UK and Ireland.

Throughout his career, Nick has worked in multiple countries, always delivering high-revenue growth through consumer-centric strategies, high-performance teams and excellence in execution.

SKILLS



Andrew Franklin
Chief Financial Officer

COMMITTEE MEMBERSHIP

DATE JOINED

Andrew joined Alliance in September 2015 from Panasonic Europe Ltd, where he was General Manager, European Tax and Accounting.

QUALIFICATIONS

Andrew holds an honours degree in Civil Engineering from the University of Wales, Cardiff and is a Chartered Accountant.

EXPERIENCE

From 2010 to 2012, Andrew was Finance Director and Company Secretary of Genzyme Therapeutics Ltd, the UK and Ireland subsidiary of Genzyme Corporation. Prior to that, he gained 12 years' pharmaceutical experience with Wyeth in a variety of senior financial positions.

Andrew is a Fellow of the Institute of Chartered Accountants in England and Wales with extensive experience in financial management of international businesses, including significant experience in life science companies.

SKILLS



Richard Jones
Senior Independent Non-Executive Director

COMMITTEE MEMBERSHIP

DATE JOINED

Richard joined Alliance as a Non-Executive Director on 1 January 2019.

QUALIFICATIONS

Richard has a degree in Engineering from Newcastle University and is a Chartered Accountant.

EXPERIENCE

From 2020 to 2024 Richard was Chief Financial Officer at UK main market-listed Medica Group PLC, an international provider of high-quality telemedicine services. Since mid-2024 Richard has been interim CFO at HSS Hire PLC, a UK-based business services company helping the Group in a period of business transformation. Richard was also recently appointed NED and Audit Chair at AIM-listed Inspiration Healthcare PLC, a UK-based medtech company

Prior to Medica, Richard gained extensive experience in the healthcare sector in his roles at UK AIM-listed companies Mereo BioPharma Group PLC and Shield Therapeutics PLC. At Mereo, he had a leading role in the merger with US-listed OncoMed Pharmaceuticals, Inc and Mereo's dual listing on Nasdaq in 2019. At Shield, he had a leading role establishing the finance operations and guiding Shield through its 2016 IPO. His prior career in investment banking included senior positions at Investec and Brewin Dolphin Securities, where he advised healthcare clients on a wide range of transactions including IPOs, M&A and fund-raising.

SKILLS



COMMITTEE MEMBERSHIP KEY

-  Nomination Committee
View report on page 56
-  Audit and Risk Committee
View report on page 59
-  ESG Committee
View report on page 63
-  Remuneration Committee
View report on page 65
-  Committee Chair

SKILLS KEY

-  Consumer/Consumer Health
-  International
-  ecommerce
-  Growth
-  Marketing
-  Financial markets
-  Finance
-  Pharma

Board of Directors continued



Richard McKenzie
Independent Non-Executive Director

COMMITTEE MEMBERSHIP  

DATE JOINED

Richard joined Alliance as an Independent Non-Executive Director on 6 November 2023.

QUALIFICATIONS

Richard graduated from Oxford University in Philosophy, Politics, Economics and holds an M.Phil in Latin American Studies.

EXPERIENCE

From 2019 to 2023, Richard was Chief Commercial Officer and latterly President (Europe and Asia) for Ocado Solutions, driving the growth of this leading grocery ecommerce platform globally. During his tenure at Ocado Solutions, Richard led major new deals with partners in Korea, Japan, Spain and Poland, and redesigned the B2B organisation of the business.

Prior to this, Richard was a strategy consultant for OC&C in London and China, building the Company's presence in Asia-Pacific, before becoming a Senior Partner for the Consumer Goods and Retail practice of Oliver Wyman in Asia-Pacific. During this time, he built extensive experience of the retail consumer market in China, and Asia-Pacific more broadly. He is currently a Senior Advisor at McKinsey and Company.

SKILLS



Kristof Neiryndek
Independent Non-Executive Director

COMMITTEE MEMBERSHIP   

DATE JOINED

Kristof joined Alliance as an Independent Non-executive Director on 1 December 2021.

QUALIFICATIONS

Kristof holds a Master of Science degree in Electronic Engineering from the University of Ghent, Belgium.

EXPERIENCE

Kristof is CEO at Avon Cosmetics where up until recently he was their Global Chief Marketing Officer and Managing Director Western Europe. He brings more than 20 years of experience in General Management, Marketing, Digital Transformation and Innovation, having carried out roles in Fast Moving Consumer Goods/Consumer Packaged Goods, Luxury and Retail sectors across multiple geographies. He is well versed in operating across an omni-channel model, combining bricks and mortar retail, ecommerce and direct-to-consumer experience.

Kristof joined Walgreens Boots Alliance in 2015 and in 2017 became their Chief Marketing Officer for their Global Brands division where he had responsibility for a \$4.0bn sales portfolio of more than 20 of their owned brands in Beauty and Consumer Healthcare. Prior to this, Kristof held leadership roles at P&G's Prestige, Laundry and Feminine Care global divisions; having started his career in 2002 at Procter & Gamble in Belgium before moving to Procter & Gamble International in Switzerland in 2004.

SKILLS



Eva-Lotta Sjøstedt
Independent Non-Executive Director

COMMITTEE MEMBERSHIP   

DATE JOINED

Eva-Lotta joined Alliance as an Independent Non-Executive Director on 6 November 2023.

QUALIFICATIONS

Eva-Lotta graduated from IHM Business School in Marketing and Economics.

EXPERIENCE

From 2016 to 2018, Eva-Lotta was CEO of Georg Jensen, the luxury jewellery and Scandinavian design brand. Prior to this, Eva-Lotta was CEO at Karstadt, a chain of premium department stores in Germany with a strong ecommerce presence. She started her career at IKEA, establishing the business in Japan where she worked for four years before becoming CEO of IKEA Netherlands and then Deputy Global Retail Manager. Eva-Lotta was formerly a Non-Executive Director at FTSE250-listed Tritax Eurobox, which operates, manages and invests in real estate assets across Continental Europe where she chaired the ESG Committee and was a member of the Nomination and Management Engagement Committee.

She has in-depth knowledge of global consumer retail, supply chain and digital transformation and has held leadership roles in consumer-facing industries across Europe, Japan, China and the United States. Eva-Lotta is currently a member of the Board of ELISA Oyi, a digital services and telecommunications Company listed on Nasdaq Helsinki, and sits on their People and Nomination Committee. She is also a member of the Supervisory Board of Metro AG, a German wholesale food specialist operating in 35 countries.

SKILLS



SKILLS KEY

 Consumer/Consumer Health  International  ecommerce  Growth  Marketing  Financial markets  Finance  Pharma



Martin Sutherland
Independent Non-Executive Director

COMMITTEE MEMBERSHIP   

DATE JOINED

Martin joined Alliance as an Independent Non-Executive Director on 1 February 2023.

QUALIFICATIONS

Martin graduated from Oxford University with a Master of Arts degree in Physics and University College London with a Master of Science degree in Remote Sensing.

EXPERIENCE

Martin is a senior Executive with more than 30 years of global business experience. He is currently a Non-Executive Director at FTSE-listed Forterra plc, a leading UK manufacturer of essential clay and concrete building products, sitting on their Nomination, Remuneration, Audit and Risk and Sustainability Committees. Martin is also a NED on the Board of XPS Pensions plc, where he sits on the Remuneration and Audit Committees, and is the Chair of Logiq Consulting Limited, a privately held cyber-security business.

Previously, Martin was CEO of Reliance Cyber Limited from 2019 to 2022, De La Rue plc from 2014 to 2019 and held a variety of roles at Detica plc, becoming Managing Director in 2008 on its acquisition by BAE Systems plc. He brings experience in delivering growth through new product innovation, market diversification and international expansion.

SKILLS



COMMITTEE MEMBERSHIP KEY

 Nomination Committee View report on page 56  Audit and Risk Committee View report on page 59  ESG Committee View report on page 63  Remuneration Committee View report on page 65  Committee Chair

Governance

The role of the Board

The Board is responsible for the Group's vision, business model and strategy. Together, the Directors are responsible for providing effective leadership to promote the long-term success of the Company.

Each year, the Board holds a two-day strategy planning meeting which is attended by the Executive Committee and other senior employees from within the business by invitation. From this session, the Group's strategic plan and business model is agreed. The CEO is responsible for the implementation of the strategy which is communicated to all employees by the management team through business briefings and online presentations.

There is a formal list of matters reserved for the Board, which may only be amended by the Board and is available on our website.

Leadership, roles, and responsibilities

The Chair

Camillo Pane was appointed to the Board as Chair on 19 February 2024. With primary responsibility for leading the Board and facilitating the effective contribution of all members to meetings, he maintains a strong focus on governance to ensure good practice is embedded within the business with good flows in communication and reporting. He has regular dialogue with the CEO to ensure the business and the management team receive the support from the Board necessary to progress the strategy.

The Chair also meets with the Non-Executive Directors on their own following every Board meeting and leads the Board evaluation process. Shareholders have an opportunity to engage with the Chair and the Board at the Company's AGM.

The Chief Executive Officer ("CEO")

The responsibility for the day-to-day running of the business and the implementation of the Group's strategy rests with the CEO, Nick Sedgwick. Nick was appointed to the Board as CEO of the Company on 13 May 2024 following the announcement on 8 May that Peter Butterfield was stepping down and would be leaving the business at the end of June 2024.

Nick has introduced two new committees at senior management level. The Executive Committee (the "EC") widens the leadership team that has responsibility for the delivery of strategy, corporate development, business operations and its support functions. The Strategic Growth Committee includes members of the EC as well as other key senior employees from across the Group and is charged with reviewing opportunities for growth and innovation. Both Committees meet once a month and any relevant matters are reported to the Board by the CEO.

The Senior Independent Director ("SID")

Richard Jones is the appointed SID and his role is to act as a sounding board and intermediary for the Chair and other Board members. His responsibilities include leading the performance evaluation of the Chair and attending meetings with shareholders and analysts to obtain a balanced understanding of any issues or concerns.

The Non-Executive Directors

Non-Executive Directors are required to commit the time necessary to fulfil their role to:

- › provide oversight and scrutiny of the performance of the Executive Directors;
- › constructively challenge to help develop and execute on the agreed strategy;
- › satisfy themselves as to the integrity of the financial reporting systems and the information they provide;
- › satisfy themselves as to the robustness of the internal controls;
- › ensure that the systems of risk management are robust and defensible; and
- › review corporate performance and the reporting of such performance to shareholders.

Independence on the Board is reviewed and confirmed annually by the Nomination Committee. Each of the Non-Executive Directors sits on at least one of the Committees ensuring that between them they have a role in oversight of the audit and financial processes, determining the pay and benefits of the Executive Directors and in the planning of Board succession, including the appointment and, if necessary, removal of Executive Directors.

They are appointed for an initial term of five years, subject to annual re-election by shareholders at the AGM. Their appointment term may be renewed by mutual agreement for a further four years.

BOARD AND COMMITTEE MEMBERSHIP

The Board currently comprises eight Directors: the Chair, five further Independent Non-Executive Directors and two Executive Directors. Supporting the Board are four Committees operating under their respective delegated powers and with clear Terms of Reference.

Nomination Committee

The Nomination Committee reviews the leadership needs of the organisation and monitors succession planning for both Board and senior Executive roles. It is responsible for the selection process and nomination of all Directors to the Board, and reviews the structure, size, and composition of the Board.

Audit and Risk Committee

The Audit and Risk Committee monitors and reviews the financial results and other reporting and oversees the effectiveness of risk management and systems of internal control. The Committee provides confidence to shareholders in the integrity of reported financial results and challenges the external auditors and senior management.

Remuneration Committee

The Remuneration Committee ensures there is a formal process for reviewing salaries, benefits, and other terms of service to determine appropriate levels of remuneration for the Executive Directors and other senior Executives.

ESG Committee

The ESG Committee reviews the overarching ESG vision for the Company and ensures that the priorities become an integral part of the overall strategy.

Governance continued

Board attendance, support and meeting management

Meeting attendance in 2024

Directors are expected to attend all scheduled Board meetings. This includes a two-day strategy meeting in each year which is also attended by the Executive Committee, and certain senior employees by invitation, to review progress in delivering the Group's long-term strategic objectives. The Board held nine scheduled meetings, and four unscheduled meetings during the year. Unscheduled meetings were called to discuss matters such as Director changes, budget, and the proposed recommended offer by DBAY for the Company which was announced on 10 January 2025. In addition, and where appropriate, sub-committee meetings were convened to assist with formal decision-making. Meetings follow a clear agenda, supported by written reports and presentations from both internal members of staff, as well as external advisers and consultants.

Member	Role	Status	Attendance
Camillo Pane ¹	Chair	Independent	10/10
Jo LeCouilliard ²	NED	Independent	3/3
Peter Butterfield ³	CEO	–	7/9
Nick Sedgwick ³	CEO	–	7/7
Andrew Franklin	CFO	–	13/13
Jeyan Heper ⁴	COO	–	8/10
Kristof Neiryneck	NED	Independent	12/13
Richard Jones	NED	Independent	12/13
Martin Sutherland	NED	Independent	13/13
Eva-Lotta Sjöstedt	NED	Independent	11/13
Richard McKenzie	NED	Independent	13/13

¹ Camillo Pane was appointed to the Board on 19 February 2024.

² Jo LeCouilliard resigned from the Board on 19 February 2024.

³ Peter Butterfield stepped down as CEO on 13 May 2024 and resigned from the Board on 30 June 2024. Nick Sedgwick was appointed to the Board as CEO of the Company on 13 May 2024.

⁴ Jeyan Heper resigned from the Board on 31 August 2024.

Meeting management

The Company Secretary is secretary to the Board and the Board's Committees. On behalf of the Chair, the Company Secretary is responsible for ensuring that all Board and Committee meetings are conducted properly and that the Directors are properly briefed on any item of business to be discussed. He has a direct line into the Chair on all matters relating to governance and is responsible for ensuring governance, legal and regulatory compliance is considered, recorded, and implemented.

Procedures are in place for distributing meeting agendas and reports so that they are received in good time, with the appropriate information. Ahead of each Board meeting, the Directors receive written reports updating on strategy, finance (including monthly management accounts), operations, commercial activities, business development, risk management, legal and regulatory matters, people and infrastructure and investor relations. Meeting papers are distributed via an electronic Board portal.

The Directors may have access to independent professional advice, where needed, at the Company's expense.

Directors' conflicts of interest

The Company has effective procedures in place to monitor and deal with conflicts of interest. Directors are required to notify the Company of any situation that could give rise to a conflict or potential conflict thereby compromising their independence and objectivity. Each member is required to disclose any such potential conflicts at the start of every meeting. The Board is fully aware of the other commitments and interests of its Directors, and changes to these commitments and interests are reported to and, where appropriate, agreed with the rest of the Board. Where any such conflict arises, the Board determines whether or not a Director can vote or be a party of the item under consideration in accordance with the Company's Articles of Association. The Board is satisfied that potential conflicts have been effectively managed throughout the year.

Director induction, training, and development

The Company Secretary is responsible for ensuring that all newly appointed Directors receive a thorough formal tailored briefing and induction on joining the Board, aimed at providing Directors with the information to become effective as soon as possible in their role. The induction has the aim of:

- › building an understanding of the Company's business and markets;
- › building a link with the Company's people and an understanding of the Company's main relationships; and
- › ensuring an understanding of the Board's governance framework and Board processes.

Each Director receives one-to-one inductions with Board and Executive Committee members and is provided with access to the Directors' handbook. Both newly appointed Directors received tailored inductions which included but were not limited to:

- › meetings with each Board member to discuss their roles and responsibilities on the Board and the Committees;
- › meetings with each member of the leadership team to explain their areas of responsibility within the business;
- › an explanation of the Company's governance and compliance framework, including Board procedures;
- › an explanation of Directors' responsibilities under the AIM Rules and other statutory and regulatory rules; and
- › pharmacovigilance and Good Distribution Practice inductions.

All the Directors are responsible for ensuring their skills and knowledge are kept up to date. This is done in varying ways but includes professional training, online training or attending seminars and webinars offered by advisers and consultancies. In addition, regular updates on corporate governance, legal or regulatory changes are also provided via reporting or through presentations to the Board.

Governance continued

Board responsibility for sustainability

The Board has overall responsibility for the Group's sustainability strategy and programme which includes climate policy and action and TCFD voluntary reporting. In 2024, we continued to refine our approach to our sustainability framework. The ESG Committee is responsible for setting the Group's overarching sustainability strategy, including climate change, and you can read more about the Committee's work on pages 63 to 64.

Corporate culture and business conduct

Our culture is underpinned by a clear set of values, which help guide decision-making at all levels in the business. You can read about our values on pages 6 and 7.

The Board expects the business to foster relationships and operate high standards of business conduct. We recognise that investors are increasingly looking for socially responsible Companies to invest in; employees are seeking employers with a strong ethics culture that aligns with their own moral code; and customers are conducting enhanced due diligence on their suppliers' ethical and legal compliance controls. With regular briefings to employees across the Group, training and investment in our people and systems, we ensure that everyone understands the Company's strategy, goals and objectives. We empower employees to take ownership of the work that they do and encourage a culture of inclusion to manage risks, deliver results and drive the business forward.

The Board reviews and approves the Group's policies that have been implemented and communicated internally and externally in the Company's core languages to those who are expected to adhere to them. For example, in addition to the codes of conduct, this includes policies on diversity and inclusion, the prevention of bribery and corruption, fair competition, conflicts of interest and anti-slavery. Further information about our policies can be found in Sustainability – Policies and Documents on our website at www.alliancepharmaceuticals.com/sustainability/policies-and-documents.

Stakeholder engagement

Engaging with the Company's stakeholders is well embedded in the business as we continue to look after our relationships with shareholders, employees, lenders, customers, suppliers and consumers and the wider communities. The Board and management seek to understand views from stakeholders and is made aware of and considers their needs and interests and any impact of the decisions it makes.

Visibility and awareness are further increased through senior management who have collective responsibility for communicating and engaging with specific stakeholder groups. This includes making sure that the business upholds its values and monitors behaviour for acceptability.

The Board and its Committees recognise that to meet their responsibilities to shareholders and other stakeholders, it is important to ensure effective engagement with, and encourage participation from, these parties. When engaging with shareholders, the Directors are supported by the Head of Investor Relations and Corporate Communications.

You can read more about our stakeholder engagement on pages 24 and 25.

Promoting the success of the Company

Throughout the year, the Board received updates on business and financial performance with a strong focus on the strategic direction of the business as it seeks to ensure it fulfils its visions and purpose, legal and governance matters.








The powers and duties of the Directors are determined by legislation and the Company's Articles of Association. Collectively, they have a duty to promote the success of Alliance for the benefit of its members over the long term.

The Directors are aware and mindful of their duties and obligations under s.172 of the Companies Act 2006 and in the planning of meetings and decisions required are reminded of these responsibilities to consider the wider interests of stakeholders. They are required to act in good faith and their discussions give due consideration to the impact of those decisions on the Group's strategy, values, and the interests of the Company's various stakeholders.

Each Director is responsible for weighing up all the relevant factors and how these ultimately promote the long-term success of the Company for the benefit of its shareholders as a whole. To help them reach well-informed decisions they are provided with written reports, market reviews, guidance, and presentations and briefings, from both internal members of staff and external advisers, which assist them when assessing any risks.

Governance continued

Key decisions by the Board and management including s.172 considerations

s.172 Consideration:	Recommended offer	Director changes	Strategy and transformation	HR strategy
<p>1</p> <p>The likely consequences of any decision in the long term</p>	<p>1 2 3 6</p>	<p>1 3 5 6</p>	<p>1 2 3 4 5 6</p>	<p>1 2 5</p>
<p>2</p> <p>The interests of the Company's employees</p>	<p>During the year, the Board considered the future ownership of the Company that has led to the recommended cash offer by DBAY Advisors Ltd. for the entire issued and to-be-issued share capital of the Company. In reaching its recommendation, the Directors took account of several factors and sought guidance from the Company's nominated adviser, its corporate finance advisers and legal advisers.</p>	<p>There were several changes in the membership and composition of the Board during the year, a process which was supported by the Nomination Committee.</p>	<p>Every year the Board reviews the Group's strategy for the business. This year, the Board conducted a deeper review of the purpose and strategic direction of the business, its brands and markets. New members on the Board were able to share and bring their skills, knowledge and experience to help shape and develop a clear strategic path underpinned by a transformative approach.</p>	<p>The Chief People Officer was tasked during the year with reviewing and developing the HR strategy for the business, which was presented and approved by the Board during the year.</p>
<p>3</p> <p>The need to foster the Company's business relationships with suppliers, customers, and others</p>	<p>In order to create long-term value, the Board considered the current performance of the Company, long-term prospects for growth, and what would be a fair and reasonable valuation of the Company. Discussions also took account of the strategy and the risks and opportunities of the business in the short to medium term, to ensure that there is a sustainable business for shareholders, employees, customers and suppliers.</p>	<p>The Board was in close communication with our shareholders and following feedback relating to the skills and expertise required to support the company's long-term strategy the Board took a decision to refresh Board membership and appointed both a new Chair and CEO.</p>	<p>Discussion considered the current and medium- to long-term economic landscape in the key markets for the Group's products in order to understand consumers' needs, and relevant trends to ensure the Group's strategy is focused on the right categories and markets. This includes the assessment of risks and opportunities and how these might benefit shareholders, and impact, for example, consumers, suppliers and employees.</p>	<p>To support the Group strategy, the people strategy took a transformative approach with a review of the culture of performance, organisational design and key drivers for growth including talent attraction, capabilities reward and inclusion and belonging. This creates opportunities for current employees and future employees joining the business, globally. In addition to other Company benefits, the business has launched a new reward and recognition scheme.</p>
<p>4</p> <p>The impact of the Company's operations on the community and the environment</p>				
<p>5</p> <p>The desirability of the Company maintaining a reputation for high standards of business conduct</p>				
<p>6</p> <p>The need to act fairly as between members of the Company</p>	<p>Link to strategy:</p> 	<p>Link to strategy:</p> 	<p>Link to strategy:</p> 	<p>Link to strategy:</p> 
<p> Link to strategy  Give the consumer what they want, where they want it  Become fully global  Simplify </p>				

Governance continued

Engagement with shareholders

Throughout the year, the members of the Executive, the Chair, SID and Head of IR met with potential and existing investors, and they fed back to the Board the key summary points from their meetings. In addition to these meetings, there were 41 scheduled meetings held as part of the Company's investor roadshows for the annual 2023 and half-year 2024 results.

Feedback following an analysis of the Company's investor base and research notes by sell-side analysts is reported by the CEO at each Board meeting. The Board also received analysts' notes, and brokers' briefings to ensure, as far as possible, a clear and up-to-date understanding of investors' views. Information on investor sentiment is also provided to the Board by the Company's brokers and financial PR advisers.

A list of the Company's major shareholders can be found in the Investor section of our website, and a list of notifiable holdings can be found on page 75 of the Directors' Report.

These are regularly updated following the formal notification of movements to the Company.

Shareholders are kept informed of Company news via stock exchange announcements, websites and hard copy communications. Investor Relations is charged with ensuring that all shareholders receive information by their chosen method. In addition, Directors meet with shareholders and discuss any concerns they have via periodic investor roadshows. All shareholders are encouraged to attend the Company's AGM each year, where free and open dialogue with the Board is promoted.

The Company further communicates with shareholders through its Annual Report and Accounts, half-year announcements, trading updates and at the Company's AGM. Such reports, as well as other relevant announcements and related information, are all available on the Group's website, www.alliancepharmaceuticals.com.

The website also offers a facility to sign up for email alert notifications of Company news and regulatory announcements.

Board effectiveness review

As required under the QCA Code, the Board monitors and improves its performance and the process is led by the Chair. It offers Directors an opportunity to discuss their contribution in terms of their skills and experience, as well as identify areas for improvement or development to enhance the capabilities of the Board as a whole.

The Board has progressed improvements through feedback during the year to ensure alignment of reporting, reviewing succession plans and refreshing the skills and experience on the Board. The Board conducted an internal Board evaluation in February 2025 via questionnaire, from which key themes and findings are discussed and implemented in due course.

Nomination Committee Report

I'm pleased to set out the Committee's responsibilities and its activities during the last year

COMMITTEE MEETINGS

4

COMMITTEE MEMBERS

6

Committee members Camillo Pane (Chair)

Eva-Lotta Sjöstedt
Kristof Neiryneck
Martin Sutherland
Richard Jones
Richard McKenzie

I am pleased to introduce the report of the Nomination Committee ("the Committee") which sets out the Committee's responsibilities and its activities during the last year.

In the first half of the year, the Board welcomed new Chief Executive, Nick Sedgwick and me, as Chair. During this time, the Committee was focused on success planning, reviewing skills, capabilities and experience needed to support changes in leadership. Throughout the rest of the year, it is business as usual, as the Committee works with the Board to continue its work in order to ensure the organisation has the right skills across the organisation as a whole to support the strategic direction of Alliance as a Consumer Healthcare business. This process includes reviewing Board balance and Committee composition, diversity of skills and experience, terms of existing appointments and independence, as well as a review of Directors' time commitments.

I was delighted to join the Board of Alliance on 19 February 2024 and was pleased to welcome Nick Sedgwick as CEO in May. You can read about our collective experience in our biographies on pages 49 to 50.

Camillo Pane

Nomination Committee Chair

7 April 2025

The role of the Committee

The Committee's primary roles are to carry out a selection process for the appointment and reappointment of all Directors to the Board, and to review the structure, size, and composition of the Board (including in terms of skills, knowledge, experience, and diversity). The Committee also reviews the leadership needs of the organisation and monitors succession planning for both Board and senior Executive roles.

The framework of duties is set out in its Terms of Reference, which are available on the Company's website. Each year, the Committee reviews its own performance and compliance with its Terms of Reference and, having done so for 2025, the Committee is happy that the Terms of Reference remain appropriate.

Membership and meeting attendance

Appointments to the Committee are made by the Board. During the year, the Committee comprised six Independent Non-Executive Directors who have the right to attend meetings. On 22 March 2024, Camillo Pane was appointed as a member and Chair of the Nomination Committee.

Where appropriate, the Chief People Officer and the CEO are invited to attend certain meetings of the Committee to support with discussions around succession planning and recruitment processes.

Members of the Committee have access to the Company Secretary, who attends and minutes all meetings. To enable the Committee to discharge its duties effectively, the Company Secretary is responsible for ensuring the Committee receives high-quality, timely information.

The Chair of the Committee reports to the Board on its proceedings after each meeting, on all matters within its duties and responsibilities, and will make any recommendations to the Board it deems appropriate.

During the year, the Committee held a total of four meetings: two scheduled and two unscheduled. Members who are not able to attend unscheduled meetings offer their apologies and provide feedback to the Chair of the Committee in advance of meetings. The two unscheduled meetings were held to deal with the appointment of new Directors to the Board.

Nomination Committee Report continued

Member	Status	Attendance
Camillo Pane ¹	Independent	3/3
Jo LeCouilliard ²	Independent	–
Richard Jones	Independent	4/4
Richard McKenzie	Independent	4/4
Kristof Neiryneck	Independent	4/4
Eva-Lotta Sjöstedt	Independent	4/4
Martin Sutherland	Independent	4/4

¹ Camillo Pane was appointed Chair of the Committee on 22 March 2024.

² Jo LeCouilliard resigned from the Board on 19 February 2024.

Board gender diversity

Whilst certain diversity targets are not directly imposed on AIM companies, the Committee continues to monitor guidance and best practice in the market around the areas of gender and ethnicity, in particular the percentage targets set for FTSE main market-listed Companies. The Company's Diversity, Equality and Inclusion Policy can be found on the Company's website.

The Committee is aware of and has discussed the benefits of diversity on the Board and at senior management level as part of the review of succession planning and any Director appointment process. It remains committed to considering diversity when discussing appointments and succession plans, as evidenced by the significant increase in female representation on the newly expanded Executive Committee (see page 12 for further detail).

The Company and the Board always seek to search for, recruit and appoint the best available person based on aptitude and ability, regardless of gender, marital or civil partnership status, race, colour, nationality, ethnic or national origins, pregnancy, disability, age, sexual orientation, religion, or belief. The Committee discussed a range of areas such as diversity of thought, experience, gender, ethnicity, skills, nationality, and specific skills identified to strengthen and develop the knowledge base on the Board.

The Board keeps female representation on the Board under review and ensures that focus is maintained at all stages of the Board recruitment process. The Company engages and works with specialist recruitment consultants to help identify talent and search for potential candidates that meet our objective criteria.

Board appointments and succession planning

The Committee works closely with the Board and, with the support of the Chief People Officer, develops strategies in support of progressive and orderly succession planning for Board and senior management. Planning includes consideration of the challenges and opportunities facing the Company and careful evaluation of the skills and experience needed on the Board in the future. When developing these plans, the Directors are mindful of the need for a more diverse Executive pipeline to help increase diversity levels in senior positions.

Page 74 in the Remuneration Committee Report sets out the term of appointment for each Director.

Board appointments and induction

Whether as part of formal succession planning or to fill any Board vacancy that should arise, the Committee leads the process for the appointment of Directors. The Chair of the Board does not chair the Committee when it is dealing with the appointment of their own successor. Any appointment process follows a careful assessment of skills, knowledge, experience and diversity on the Board to identify capabilities that would enhance the Board and support the long-term strategy of the Group. The Chief People Officer prepares a role description and outlines the capabilities required for the appointment. The services of an external recruitment agency are engaged to facilitate the search with instructions to consider candidates from a wide range of backgrounds. Potential candidates are also considered on merit and against objective criteria with due regard to the benefits of diversity, including gender, and time available to devote to the position. Potential candidates are required to disclose business interests that may result in a conflict of interest.

From a shortlist of suitable candidates, interviews are held with the Chair of the Board, CEO and Chief People Officer at the first stage, with interviews with other Board members at the next stage. The Committee then recommends appointments to the full Board for their formal approval. New appointments are proposed to shareholders for approval at the next AGM following the first date of appointment. On appointment, all Directors receive a personally tailored induction. This includes meetings with members of the Board, members of the Executive Committee, the Group General Counsel and Company Secretary, and presentations from key functions in the business. They are provided with an overview of the Group's structure, operations and governance policies and receive copies of past Board minutes and reports via the electronic Board portal. In addition, the portal holds other key corporate documents and information, for example, Matters Reserved for the Board, Committee Terms of Reference, the Company's Articles of Association and the Directors' and Officers' liability insurance arrangements.

Nomination Committee Report continued

Annual re-election of Directors at AGM

In accordance with the Company's Articles of Association, all Directors are subject to election or re-election by shareholders at the AGM. In line with good practice, the Committee recommended to the Board that all Directors eligible for re-election put themselves forward for re-election on an annual basis at the Company's AGM. However, if the recommended offer by DBAY Advisers Limited as announced on 10 January 2025 closes before the end of June 2025, the Company will not be calling an AGM and any appointments to the Board will be a matter reserved to the new owners of the Company.

Activities of the Committee

The duties and activities of the Committee are supported by the Committee's terms of reference. The Committee held meetings during the year to discuss and review:

- › The structure, size, membership, and composition of the Board, including the independence of Directors, diversity, skills, knowledge, experience, and time commitments at least annually and prior to commencing any appointment process.

The Committee determined that there is an appropriate balance between Executive and Non-Executive Directors on the Board. It considered the guidelines on independence. Camillo Pane was appointed Chair of the Board with effect from 19 February 2024 and was deemed independent on appointment and continues to be regarded by the Board as independent, alongside Richard Jones, Richard McKenzie, Kristof Neirynek, Eva-Lotta Sjöstedt and Martin Sutherland.

As part of the review of time commitment, the Committee reviewed the external appointments of Chair and Non-Executive Directors. These are detailed in their biographies on pages 49 to 50. The Committee, having reviewed the position as part of its annual processes, considers that the Chair and Non-Executive Directors are not over-boarded and can allocate sufficient time and commitment to fulfil their duties to the Company.

- › The succession plans for Directors and the nomination of candidates to fill Board vacancies and make recommendations to the Board on matters such as Committee membership, reappointment, and re-election of Directors.

Succession plans in relation to the Chief Executive Officer and other members of the leadership team were reviewed. Prior to the search and recruitment process for new Directors, the Committee reviewed the skills, capabilities, diversity, and experience on the Board and concluded to specifically seek out skills and experience in consumer/consumer healthcare sector, strategic growth and expansion, business transformation as well as international experience. Supporting the orderly succession for the role of CEO, the Company was pleased to recommend that Nick Sedgwick be appointed to the Board as CEO with effect from 13 May 2024 and the appointment of Camillo Pane as Independent Non-Executive Director and Chair of the Board on 19 February 2024.

Audit and Risk Committee Report

The Committee is pleased with the significant progress made to strengthen our processes

COMMITTEE MEETINGS

11

COMMITTEE MEMBERS

3

Committee members

Richard Jones (Chair)

Martin Sutherland

Richard McKenzie

Chair's statement

On behalf of the Audit and Risk Committee ("the Committee"), I am pleased to introduce this year's Audit and Risk Committee Report. This report is intended to provide shareholders with information about the Committee's responsibilities and report on the activities of the Committee during the year and our approach to overseeing further improvements to our internal controls. As a Company admitted to trading on AIM, we are guided by the QCA's Audit Committee Guide and, when appropriate to do so, look to investor guidelines for best practice.

Following the 2023 audit, we learned valuable lessons and provided a full explanation of the reasons for the delay of the publication of our results. We assured shareholders that we engaged actively, and collaboratively, with management and our auditors throughout that audit process to ensure a successful conclusion to the audit, and the accurate reporting of the Company's results.

This year we have continued to work hard on our processes over which the Committee has had regular and detailed oversight. With 11 meetings held in 2024, the Committee focused its discussion on the audit process and the technical accounting matters in the first half of the year.

Following the publication of the 2023 results the Committee conducted a comprehensive review, particularly in respect of the weaknesses identified in our internal control environment, including impairment reviews, balance sheet reconciliations and IT environment. This work included engagement of external expertise and we are pleased that significant progress is being made.

Mid-year, I was pleased to welcome Richard McKenzie to the Committee following a review by the Board of the Committee's composition.

Richard Jones

Audit and Risk Committee Chair

7 April 2025

The role of the Committee

The Committee assists the Board with monitoring and reviewing the Company's financial results and other reporting and has oversight of the effectiveness of risk management and systems of internal control. Its role is to provide confidence to shareholders on the integrity of our reported financial results and provide challenge to the external auditors and senior management.

The framework of duties is set out in its Terms of Reference, which are available on the Company's website. Each year, the Committee reviews its own performance and its Terms of Reference.

Duties of the Committee

The duties of the Committee include:

- › Reviewing the management and reporting of financial matters, including key accounting policies.
- › Reviewing the Annual Report and Accounts and advising the Board on whether, when taken as a whole, it is fair, balanced, and understandable and provides shareholders with the information necessary to assess the Company's performance, business model and strategy.

Audit and Risk Committee Report continued

- › Considering the appointment of external auditors and the frequency of retendering and rotation of the audit.
- › Overseeing the relationship with, and the independence and objectivity of, the external auditors; setting policy in relation to the use of the external auditors for non-audit services.
- › Advising the Board on the Company's appetite for, and tolerance of, risk and the strategy in relation to risk management and reviewing any non-conformances with these.
- › Reviewing the Company's risk management and internal control systems and their effectiveness.
- › Reviewing the Company's procedures for detecting fraud, bribery and corruption and ensuring arrangements are adequate for employees to raise concerns.

Members of the Committee have access to the Company Secretary, who attends and minutes all meetings. To enable the Committee to discharge its duties effectively, the Company Secretary is responsible for ensuring the Committee receives high-quality, timely information. The Chair of the Committee works closely with the CFO and the Finance department to ensure papers for meetings are comprehensive and comprehensible. When appropriate to do so, the Committee seeks the support of external advisers and consultants.

The Committee reports to the Board which includes reporting on any matters where it considers action or improvement is needed, including recommendation of remedial actions. The Chair of the Committee reports to the Board on its proceedings after each meeting on all matters, including any reporting issues and on estimates and judgements made in the preparation of financial statements.

Membership and meeting

Committee membership and attendance

Appointments to the Committee are made by the Board following any recommendations from the Nomination Committee. Only members of the Committee have the right to attend meetings. During 2024, the Committee had an appropriate mix of knowledge and skills gained through their experience of business, management practices including risk, industry and sector, and their recent and relevant financial experience. They have a direct relationship with the external auditor and review internal controls and financial reporting matters.

The CEO, CFO, and Group Finance Director are invited to attend all meetings, while other senior financial managers and external advisors attend as appropriate.

The external auditor also attends the meetings to discuss the planning and conclusions of their work and meets with the members of the Audit and Risk Committee without any members of the Executive team present after each meeting. The Audit and Risk Committee can call for information from management and consults with the external auditor directly if required.

Attendance

During the year, the Committee held a total of 11 meetings: seven scheduled and four unscheduled meetings, reporting on its activities to the Board. Members who are not able to attend unscheduled meetings offer their apologies and provide feedback to the Chair of the Committee in advance of meetings. Directors who, during the year, were unable to attend meetings, provided comments and feedback on business to the Chair of the Committee.

Member	Status	Attendance
Richard Jones	Independent	10/11
Martin Sutherland	Independent	11/11
Richard McKenzie ¹	Independent	4/5
Jo LeCouilliard ²	Independent	1/1

¹ Richard McKenzie was appointed to the Committee on 1 July 2024.

² Jo LeCouilliard resigned from the Board on 19 February 2024.

Risk management and internal controls

The Board has primary responsibility for the Group's overall approach to risk management and systems of internal control and has delegated its oversight to the Committee. The Board considers risks when reviewing strategy. Those risks the Board is not prepared to take are either avoided or, as far as possible, mitigated and/or transferred to insurers.

The responsibilities surrounding risk management and internal control systems are designed to meet the needs of the business, relative to its size and complexity. It considers the applicable requirements of pharmaceutical and financial regulators in the various markets in which the business operates, as well as the legal requirements of being a UK Company admitted to AIM. Internal controls are designed to manage rather than eliminate risk and provide reasonable but not absolute assurance against material financial loss or misstatement.

The expectation of the key components of the current systems of internal controls are:

- › Clearly communicating Alliance's values and strategy to ensure these are understood and people know what is expected.
- › Developing business and financial plans that support the strategy.
- › Reviewing policies and procedures to ensure these remain fit for purpose.
- › Continuous review and improvement of controls through enterprise resource planning.
- › Regular reporting of actual performance relative to goals, budgets and forecasts.
- › Ensuring there is a structure of accountability.
- › Training and monitoring.

The identification of significant control weaknesses in impairment reviews, balance sheet reconciliations and the IT environment identified during the 2023 audit resulted in several misstatements being identified and addressed. This raised a challenge as to the effectiveness of the internal control environment, and the Committee instigated a comprehensive review led by the CFO and overseen by the Committee, of people, processes and controls during 2024.

Audit and Risk Committee Report continued

With the support of external advisors, a detailed gap analysis and action plan was implemented to address the identified issues. Remediation work has been completed with its key objective to ensure that there are effective processes in place to conclude that the 2024 financial statements contain no material errors.

Improvements implemented during 2024 include:

- › For each identified area of control weakness, reviews were held with the process owners to understand the current process, develop a framework of expected controls to address risks to the business; and produce an action plan to implement controls improvements.
- › Any additional process improvements identified were implemented as part of the framework and embedded into the business with a system of monitoring progress.
- › Enhancement of the impairment models for the intangible asset portfolio.
- › Detailed external technical oversight and testing of accounting processes and impairment modelling in respect of FY2024.

The work to improve our internal controls continues with the following additional activities planned for FY2025:

- › Strengthening the skills of the finance function through permanent recruitment including roles in Internal Audit, Treasury and Technical Reporting in H1 2025.
- › Targeted system implementations including new software for Group consolidation, cashflow reporting and tax automation
- › Rolling out the improved controls framework documentation to the wider global finance team and increasing regular cross-functional communication, with a view to establishing a formalised control framework. This workstream will include an offsite strategic review with the Finance function in the summer of 2025.

Activities of the Committee

Areas of focus	Key duties and responsibilities	Activities of the Committee
Financial statements and narrative reporting	The content and integrity of financial statements and any formal announcements relating to financial performance, including review of the significant financial reporting judgements contained therein	<ul style="list-style-type: none"> › Review of the financial statements and narrative reporting in the Annual Report and Accounts for 2023 and 2024 with reference to the reports being fair, balanced and understandable. This included a review of the appropriateness of the disclosures considering requirements and guidance under IFRS, the AIM Rules for Companies, requirements under the Companies Act 2006, FRC guidance and the QCA Corporate Governance Code 2023. › Review of the preliminary results for the financial year ended 31 December 2023 and 2024. › Review of the unaudited half-year results to 30 June 2024. › Consideration of reports from the external auditor in respect of the Annual Report and Accounts from 1 January 2024 to the date of this report. › The committee confirmed that the content, integrity of, and judgements contained within financial statements and any formal announcements relating to financial performance were appropriate, fair, balanced and understandable.
Going concern	Matters that have informed the Board's assessment of whether the Company is a going concern	<ul style="list-style-type: none"> › Review of the going concern including methodology, assessment in support of the going concern assumption which included consideration of downside scenarios and the impact of the proposed DBAY acquisition. The Committee concluded that the Group has adequate resources to continue in operational existence for the foreseeable future. › After reviewing management prepared going concern papers, the Committee confirmed that the application of the going concern basis for the preparation of the financial statements continued to be appropriate.
Accounting policies and standards	Key accounting estimates and judgements	<ul style="list-style-type: none"> › In respect of the preparation of the financial statements for the year ended 31 December 2024, the Committee reviewed key accounting judgements and estimates including a review of the Group's weighted average cost of capital ("WACC"). › Review of the outcome of an Audit Quality inspection on Deloitte. › Review of intangible assets, including consideration of impairment of assets under IAS 36. › Specific review of the impairment of Amberen[®] and Nizora[™]. This included challenges to management on the key assumptions used in the valuation model, including marketing reinvestment rate, discount rate and revenue growth rates in addition to a more scientific approach to central cost allocations. › Review of Alternative Performance Measures. › The Committee confirmed that key accounting estimates and judgements have been made appropriately and applied consistently
Risk management and internal controls	Financial and other internal controls and risk management systems, including the Group's Principal Risks and Uncertainties	<ul style="list-style-type: none"> › Review of the effectiveness of the internal control environment and control weaknesses in impairment reviews, balance sheet reconciliation and IT environment. › Review of the Group's risk management and Group risk register. › Review of the Principal Risks and Uncertainties reported in the Annual Report and Accounts 2024. › The committee reviewed the disclosures relating to risk and risk management in the ARA and considered that the review accurately reflected the committee's view of the principal risks
	Regulatory and compliance risk	<ul style="list-style-type: none"> › Review of the Company's Speak Up Policy setting out the Company's whistleblowing arrangements and procedures. › Review of the non-audit fee policy.

Audit and Risk Committee Report continued

Fair, balanced and understandable assessment

The need for an annual report to be fair, balanced and understandable is one of the key compliance requirements for a company's financial statements. To ensure that Alliance's Annual Report meets this requirement, we have a well-established and documented process governing the coordination and review of Group-wide contributions to the publication. The Committee reviewed the 2024 Annual Report and Accounts including a review of the appropriateness of the disclosures considering requirements and guidance under IFRS, the AIM Rules for Companies, requirements under the Companies Act 2006, FRC guidance and the QCA Corporate Governance Code 2023. This enabled the Committee to confirm that Alliance's 2024 Annual Report is fair, balanced and understandable and provides the necessary information for shareholders to assess the company's position and performance.

Speak Up Policy

The Company has a Speak Up Policy and procedures to help with the detection and prevention of fraud. Reviewed annually, the Policy was updated during the year and published internally and on the Company's website. It provides all employees with access to a confidential helpline where they can raise concerns about potential and perceived improprieties. Provided it is appropriate to do so, the process is managed by the Company Secretary in conjunction with Human Resources. The outcomes of any investigations carried out in accordance with the policy are reported to the Committee.

Internal audit function

The Committee accelerated plans for the establishment of an internal audit function to strengthen our internal audit capabilities following feedback from our auditors during the FY 2023 audit. As at the date of this report, we are in the final stages of recruitment of the Head of Internal Audit who will report directly to the Chair of the Committee. The Head of Internal Audit will ensure that the risk management and controls are tested with outcomes, findings and recommendations reported to the Committee and is expected to be fully established in H2 2025.

Activities of the Committee continued

Areas of focus	Key duties and responsibilities	Activities of the Committee
Review of external auditor	The policy to control engagement of the external auditor to supply non-audit services	<ul style="list-style-type: none"> Review of the scope and strategy for the 2024 external audit. Review of the external auditor's performance, independence, and objectivity; meetings with the external auditor without management to consider any potential areas of concern. Review and consideration of the external auditor's findings and recommendations and management's response from the audit of the years ended 31 December 2023 and 2024.
	External auditor's independence and objectivity and the effectiveness of the audit process	<ul style="list-style-type: none"> Meetings with the external auditor without management to consider any potential areas of concern. Review and consideration of the external auditor's findings; and recommendations and response from the audit for the years ended 31 December 2023 and 2024.
Terms of Reference	Reporting to the Board on how the Committee has discharged its responsibilities	<ul style="list-style-type: none"> The Committee reviewed its own Terms of Reference, which are satisfactory. The Committee and Board were satisfied that the Committee and its members continue to operate effectively individually and collectively and had discharged all the duties within its remit.

External auditor

Audit process

Each year, the Committee assesses the proposed audit plan for the external auditor's review of the Company's full-year financial statements. This plan sets out the scope of the audit, areas of significant risk of material misstatement, timetable, and fees. Deloitte formally presented their findings to the Committee but throughout the auditing process there is regular dialogue and engagement with management with any significant matters or risks being communicated.

Prior to the Board's approval of the Annual Report and Accounts, the Committee reviews with the auditor the representations set out in the management representation letter and reports to the Board. The auditor presents the Board with a management representation letter which the Committee will have reviewed and discussed with the auditor as part of its year-end meetings.

Audit Quality Review

The FRC's Audit Quality Review team ("AQRT") selected Deloitte's audit of the Company's 2022 financial statements for review, as part of its annual programme of promoting improvement in the overall quality of auditing in the UK and then also conducted a high-level review of the 2023 audit process.

The Committee was pleased to learn that Audit Quality Review was fully concluded in respect of the 2022 and 2023 external audits and the review closed.

Effectiveness and independence of the external auditor

In 2024, to ensure objectivity and independence, there was a change in the Lead Audit Partner at Deloitte. The Committee is responsible for agreeing the terms of engagement with the Company's external auditor. The objectivity and independence of the external auditor is safeguarded by reviewing the auditor's formal declarations, monitoring relationships between key audit staff and the Company, and tracking the level of non-audit fees payable to the external auditor. The Committee annually reviews the scope and fees for the annual audit of the Company.

Reappointment of the external auditor

Deloitte took up office as the Company's external auditor in 2022. The auditor's reappointment requires the approval of shareholders at the AGM. However, if the recommended offer by DBAY Advisers Limited as announced on 10 January 2025 closes before the end of June 2025, the Company will not be calling an AGM and will instead work with DBAY to appoint the Company's auditor for the coming financial year.

ESG Committee Report

During 2024 we have continued to strengthen our sustainability agenda

COMMITTEE MEETINGS

5

COMMITTEE MEMBERS

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Committee members

Eva-Lotta Sjöstedt (Chair)

Kristof Neiryneck
Camillo Pane

Chair's statement

As Chair of the ESG Committee, it gives me great pleasure to introduce my first report from the ESG Committee ("the Committee") since becoming Chair of the Committee on 1 July 2024.

During 2024, we have continued to strengthen our sustainability agenda and responsible business practices as we focus on our Purpose, our People and the Planet. We have a strong focus on ethics and compliance, and we have introduced an anti-slavery strategy to address human rights in our supply chain. As part of our wider commitment to our communities, we encourage every colleague to take a day of paid leave to volunteer for a charity of their choosing.

Furthermore, our robust governance framework ensures transparency, accountability, and ethical decision-making, safeguarding the interests of our shareholders and stakeholders alike.

We have pursued initiatives aimed at minimising our environmental footprint, fostering positive social impact, and upholding the highest standards of corporate governance. The Committee continues to believe that, by operating our business in a responsible way, we can minimise our negative impacts and maximise our positive contribution while promoting the sustainability of our business for the longer term.

In alignment with our ESG objectives, we have implemented innovative sustainability measures across our operations, reducing carbon emissions, conserving resources, and promoting eco-friendly practices. We continued to work towards our target of achieving net zero Scope 1 and 2 emissions by 2030 and have now set a Scope 3 emissions target of net zero by 2044 (see pages 34 and 35). We are on track to meet our interim target of 65% reduction in Scope 1 and 2 emissions by 2025 (versus 2018 baseline).

Our commitment to sustainable practices is reflected in our decision to engage an external consultant to conduct a double materiality assessment, the results of which are expected in mid 2025. From this we will develop a comprehensive ESG strategy with associated, measurable key performance indicators ("KPIs"). Once appropriate KPIs have been identified, we intend to make a recommendation to the Remuneration Committee linking relevant KPIs to Executive performance criteria. As we embark on this transformative path, we recognise the importance of continuous improvement and collaboration. Together, we are committed to building a sustainable future that not only adds value to our business but also contributes positively to the world around us.

The following pages set out the Committee's responsibilities and activities the Committee discussed during the year. Additional information is also provided in our Sustainability section of this report on pages 28 and 29 and in the Sustainability section and Sustainability Report on the Company's website.

I would like to thank those shareholders who continue to work with us to help us better understand responsible investing.

Eva-Lotta Sjöstedt

ESG Committee Chair

7 April 2025

The role of the Committee

The ESG Committee's primary role is to review the overarching ESG vision for the Company, including climate change, and ensure that the priorities are anchored as an integral part of the Company's overall strategy attracting the right level of resource and investment.

The framework of duties is set out in its Terms of Reference, which are available on the Company's website.

ESG Committee Report continued

Duties of the Committee

The duties of the Committee include:

- › To recommend the overarching ESG vision to the Board and ensure that ESG priorities are anchored at the top of the Company.
- › To ensure ESG priorities are an integral part of the Company's overall strategy.
- › To develop the short- and long-term strategy and framework for managing the risks and opportunities relating to ESG.
- › To ensure that the views of stakeholder groups on ESG matters are solicited and understood to inform the Company's long-term strategic decisions.
- › To identify the relevant ESG priorities that most significantly impact the Company and its stakeholders, its reputation and public interest role.
- › To assist the Board in defining and executing the Company's strategy and agree the annual plan and targets relating to ESG matters.
- › To review the Company's performance against its annual plan and ESG targets, initiatives, and commitments.
- › To guide the Company's ESG communication strategy.
- › To ensure that ESG priorities are reflected in the Company's culture through its Purpose, Vision, Values, and behaviours, as well as its Partner Code of Conduct.
- › To oversee and review the charitable activities of the Company.
- › To monitor, track and make recommendations to other Committees of the Board on matters relating to governance.

Membership and meeting attendance

Three Independent Non-Executive Directors currently serve on the ESG Committee.

The CEO, Chair and Head of IR are invited to attend the Committee as observers. Others are invited to attend as appropriate to support the Committee with its discussions and decision-making. During the year, the Committee also invited ESG consultants to present on net-zero carbon strategy, understanding the Company's Scope 1, 2 and 3 emissions and setting the carbon action plan and climate change risks.

During the year, the Committee held five scheduled meetings and reported on its activities to the Board.

Member	Role	Status	Attendance
Eva-Lotta Sjöstedt ¹	Chair	Independent	4/5
Kristof Neiryneck	NED	Independent	5/5
Camillo Pane ²	NED	Independent	4/4
Jo LeCouilliard ³	NED	Independent	1/1

¹ Eva-Lotta Sjöstedt took over as Chair of the Committee from Kristof Neiryneck on 1 July 2024

² Camillo Pane joined the Committee with effect from the 1 July 2024

³ Jo LeCouilliard resigned from the Board on 19 February 2024.

Activities of the Committee

An overview of our approach and sustainability framework can be found on pages 26 and 27 and in our Sustainability Report on our website.

Committee meetings focused on six key workstreams agreed as part of the 2024 plan. Progress is being made against these areas with activities being focused on scope and resourcing in the areas of net-zero strategy and roadmap, voluntarily reporting under the Task Force on Climate-Related Disclosures ("TCFD"), carbon action planning, sustainable packaging, EDI strategy and KPIs, human rights in the supply chain and responsible partnering. Below sets out some of the key activities undertaken by the Committee:

- › Received regular updates from the Chief People Officer on EDI strategy and plans and the progress being made on a gender pay gap review, diversity initiatives, the establishment of an EDI working group, talent review, HR resource and general workstreams; the Committee sought to understand good practice in the UK and in other jurisdictions.
- › The development and implementation of a human rights strategy enhancing work done in relation to the anti-slavery strategy, the Slave Free Alliance (SFA) gap analysis, and the three-year anti-slavery action plan. This included the development of KPIs and training for employees.
- › Received updates of a comprehensive risk-based audit of CMOs to ensure the integrity and reliability of our supply chain. The identification of high-risk partners is crucial to mitigating potential threats to our business. Risks may emerge in various areas such as compliance with regulatory standards, financial stability,

ethical practices, and operational resilience. It is essential to scrutinise each partner's adherence to quality control measures, environmental and social responsibility, and cyber-security protocols. This proactive approach to supplier risk management enables the business to strengthen its supply chain resilience and safeguard the continuity of its operations.

- › Reviewed progress being made against our Net-Zero Roadmap including Scope 1 and 2 emissions, reviewing updated Scope 3 targets to achieve 25% reduction by 2030 and a net-zero goal by 2044; highlighting the Company's continued commitment to sustainability through four key areas: sites and operations, product-related strategies, logistics, and people, each contributing varying percentages to the total emissions. The Committee also approved the publication of the PPN 06/21 Carbon Action Plan on the Company's website.
- › Received updates on sustainable packaging and the engagement of external support to assist the business response to regulatory obligations under Extended Producer Responsibility ("EPR"). Data continues to be gathered by the business on its packaging as the business seeks to define its approach to targets in sustainable packaging across the product base from a recyclability, post-consumer recycled ("PCR") materials and overall plastic use perspective leading to clear KPIs.
- › Reviewing and approving our voluntary 2022 and 2023 Task Force on TCFD for reporting in both the Annual Report and Accounts and on the Company's website.
- › Horizon scanning to ensure the Committee is kept up to date and informed on the changing regulatory landscape and reporting requirements.
- › Receiving reports on joining the UN Global Compact and our commitment to uphold the ten principles in the area of human rights, labour, environment and anti-corruption.
- › Reviewing key metrics to help inform the Remuneration Committee in setting ESG-related objectives.
- › Reviewing and supporting the use of advisers to support the Company's ESG strategy and also agreeing to undertake a double materiality assessment to help inform future ESG and sustainability strategies into 2025 and 2026.

Remuneration Committee Report

The Committee has continued to align remuneration and incentives to strategy

COMMITTEE MEETINGS

5

COMMITTEE MEMBERS

4

Committee members

Martin Sutherland (Chair)

Camillo Pane
Richard McKenzie
Eva-Lotta Sjöstedt

As a Company admitted to AIM, we are guided by the QCA's Remuneration Committee Guide and, when appropriate to do so, look to investor guidelines for best practice.

Activities of the Committee during the year included:

- › Monitoring and making recommendations with respect to the level and structure of remuneration for senior management.
- › Reviewing the 2024 annual corporate bonus scheme to ensure it is appropriate across all levels in the organisation.
- › Reviewing data to support the appropriate level of remuneration following changes to roles and responsibilities of Directors during the year.
- › Assessing the achievement of performance conditions and extent of vesting relating to share awards which matured in 2024.
- › Reviewing the holding requirements and level of holdings under the Company's Share Ownership Policy.

On 1 July 2024, Kristof Neiryck stepped down as a member of the Committee and we were pleased to welcome Camillo Pane and Eva-Lotta Sjöstedt as members of the Committee.

The Committee continues to monitor trends and developments in relation to remuneration market practices and corporate governance and welcomes views from its shareholders.

I would like to thank our shareholders for their continued support.

Martin Sutherland

Remuneration Committee Chair

7 April 2025

Remuneration Committee Report continued

The role of the Remuneration Committee

The role of the Committee is to ensure there is a formal process for considering Executive remuneration. On behalf of the Board, it reviews the pay, benefits, and other terms of service of the Executive Directors of the Company and the broad pay strategy with respect to other senior Executives. The framework of duties is set out in its Terms of Reference which are available on the Company's website.

Each year, the Committee reviews its own performance and its Terms of Reference. Members of the Committee have access to the Company Secretary who attends and minutes all meetings. To enable the Committee to discharge its duties effectively, the Company Secretary is responsible for ensuring the Committee receives high-quality, timely information.

The Chair of the Committee reports to the Board on its proceedings after each meeting and will make any recommendations to the Board it deems appropriate. The Committee will also engage with the Nomination Committee when considering, for example, the appointment of Directors or contractual terms on termination.

Membership and meeting attendance

Appointments to the Committee are made by the Board following recommendations from the Nomination Committee. Only members of the Committee have the right to attend meetings. However, where appropriate, the CEO, CFO and the Chief People Officer are also invited to attend certain meetings of the Remuneration Committee.

The Committee comprised the following Independent Non-Executive Directors and their attendance was as below. In the year the Committee held five meetings and reported on its activities to the Board.

Member	Status	Attendance
Martin Sutherland	Independent	5/5
Richard McKenzie	Independent	5/5
Eva-Lotta Sjöstedt ¹	Independent	3/3
Camillo Pane ¹	Independent	3/3
Kristof Neirynek ²	Independent	3/3
Jo LeCouilliar ³	Independent	1/1

¹ Camillo Pane and Eva-Lotta Sjöstedt were appointed to the Committee with effect from 19 February 2024 and 1 July 2024 respectively.

² Kristof Neirynek stepped down from the Committee with effect from 1 July 2024.

³ Jo LeCouilliar stepped down as Chair of the Committee but continued to remain a member of the Committee until her resignation from the Board on 19 February 2024.

Activities of the Committee

Matters considered by the Remuneration Committee include reviewing policies on remuneration, the external environment, market comparators, increases to annual base salaries, short-term and long-term reward structures, and assessing the extent to which targets have been achieved under the performance-related incentive schemes. When appropriate to do so, the Committee seeks the support of its independent external advisors. This advisor provides no other services to the Company and the Committee is satisfied that the advice received is objective and independent.

No Directors or senior managers are involved in any decisions as to their own remuneration.

Remuneration policy

Advisory vote

In keeping with good practice, shareholders will be given a 'say on pay' on the Remuneration Report by virtue of an advisory vote at the AGM. If the offer from DBAY does not close before the end of June 2025, the Company will hold its AGM to provide this opportunity to shareholders.

Remuneration policy tables

As the Company is admitted to AIM, it is not required to produce a formal remuneration policy or seek shareholder approval of that policy. However, we set out below additional information that the Committee believes will be most useful to shareholders and reflects remuneration practices that are appropriate for an AIM Company of our size. The policy is designed to ensure our Executive Director pay arrangements remain supportive of and drive the strategy of the Company.

Remuneration Committee Report continued

Element	Policy
Base salary	<p>Base salaries are reviewed annually to ensure they remain in line with other pharmaceutical/healthcare and other AIM Companies and reflect the size and scope of the individual's role. Within that frame of reference, the Company aims to be at or near the median level.</p> <p>Annual base salaries increase from May each year. The Committee is committed to ensuring that salaries remain competitive relative to the AIM 100. Levels are set to attract and retain individuals to lead and drive forward the agreed strategy for the Company.</p>
Pension and other benefits	<p>Executive Directors can participate in the Company's defined contribution pension scheme. In line with all employees, only their base salaries are pensionable. The Company contributes twice the amount contributed by the employee up to a maximum of 10% of salary. When appropriate to do so, Executive Directors may take benefits as a salary cash supplement (which will ordinarily be reduced to take account of the employer National Insurance Contributions).</p> <p>Other benefits in kind include life assurance, healthcare, and the provision of a cash allowance in lieu of a Company car.</p>
Annual bonus	<p>Executive Directors are eligible to participate in the all-employee cash-settled Annual Bonus scheme which reinforces the delivery of the Group's short-term corporate goals, typically linked to two factors:</p> <ul style="list-style-type: none"> › the achievement of budgeted levels of underlying profit before tax, which is the key metric the Board considers in monitoring corporate performance; and › personal performance of each Executive. <p>The level of bonus is determined by first assessing the level of financial performance, and then applying a further multiplier which is determined by assessment of the Executive's personal performance for the year.</p> <p>Targets are set at the start of each financial year and are determined with the approval of the Remuneration Committee to ensure they incentivise the Executives and align with delivery of the Group's strategy.</p> <p>Personal performance is measured using various factors, including delivery of pre-set personal targets.</p> <p>The Annual Bonus that each of the Executives can earn is as follows:</p> <p>Chief Executive Officer</p> <p>A bonus of 14% of base salary, increasing on a sliding scale up to a maximum of 100% of base salary, is payable upon the achievement of financial performance targets. The bonus payable can be increased further by applying a personal performance multiplier. The maximum personal performance multiplier is 1.5x (i.e. up to an additional 50% of salary). The CEO's potential maximum Annual Bonus opportunity is therefore 150% of base salary.</p> <p>Chief Financial Officer</p> <p>A bonus of 11% of base salary, increasing on a sliding scale up to a maximum of 80% of base salary, is payable upon the achievement of financial performance targets. The bonus can be increased further by applying a personal performance multiplier. The maximum personal performance-related multiplier is 1.5x (up to an additional 40% of salary). The potential maximum Annual Bonus opportunity is therefore 120% of base salary for the CFO.</p>
Share incentive schemes	<p>The Company operates share-based incentive schemes to encourage a culture of long-term growth and performance that aligns with shareholders. In recent years, the Executive Directors have participated in both a market value Company Share Option Plan ("CSOP"), and a nil-cost Long-Term Incentive Plan ("LTIP"). However, as set out on page 76, no further awards will be granted under the CSOP and the LTIP will be the sole long-term incentive vehicle going forward.</p> <p>LTIP awards granted to the Executive Directors are subject to performance metrics assessed over a three-year performance period and typically include Earnings Per Share ("EPS"), Total Shareholder Return ("TSR") and Return on Capital Employed ("ROCE").</p> <p>The maximum market value of shares over which LTIP awards may be granted to any participant during any financial year is 150% of the participant's salary but with the intention that annual awards will not normally exceed 120% of the participant's salary. However, in exceptional circumstances, the Committee may, at its absolute discretion, grant a higher amount. Award levels are reviewed regularly by the Committee to ensure that aggregate remuneration levels remain competitive.</p> <p>Further information about the Company's share incentive plans is set out on page 76.</p>
Share ownership	<p>To align Directors' and senior management's interests with those of our shareholders, the Company operates a Share Ownership Policy.</p> <p>Relevant employees are required to build a qualifying interest in shares or vested options capable of exercise that is equal to a percentage of their base salary. Ordinary shares are valued at their market value at the time of any calculation carried out to determine whether a qualifying interest has been established or needs to be increased. Vested but unexercised options are included based on the implied net-of-tax gain. The CEO is required to build a qualifying interest equal to 200% of his base salary, while the CFO is required to build an interest equal to 150% of his salary. Further information can be found on page 73 of this report.</p>

Remuneration Committee Report continued

Policy table in respect of Non-Executive remuneration

Remuneration/Benefit	Application													
	Non-Executive Directors of the Company receive a basic fee for their services provided to the Company. These are reviewed by the Board from time to time to ensure levels remain in line with comparable Companies. There are no performance measures in relation to fees paid to Non-Executive Directors.													
	Salary or fees		Other ¹⁰		Pension		Bonus		Total remuneration, excluding share options		Exercised share option gains		Total remuneration, including share options	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Camillo Pane ¹	103,969	–	2,184	–	–	–	–	–	106,153	–	–	–	106,153	–
Nick Sedgwick ²	235,840	–	7,266	–	20,724	–	58,036	–	321,866	–	–	–	321,866	–
Peter Butterfield ³	204,154	377,167	459,748	12,369	18,314	31,725	–	–	682,216	421,261	–	37,386	682,216	458,647
Andrew Franklin ⁴	287,221	256,194	12,216	11,663	26,600	21,191	41,111	–	367,148	289,048	–	21,134	367,148	310,182
Jeyan Heper ⁵	186,083	251,731	290,799	9,337	18,608	25,173	–	–	495,490	286,241	–	–	495,490	286,241
Richard Jones	59,400	57,246	547	1,589	–	–	–	–	59,947	58,835	–	–	59,947	58,835
Jo LeCouilliar ⁶	12,985	76,920	47,454	899	–	–	–	–	60,439	77,819	–	–	60,439	77,819
Richard McKenzie ⁷	49,400	7,265	1,397	–	–	–	–	–	50,797	7,265	–	–	50,797	7,265
Kristof Neiry ⁸	54,400	51,951	1,147	847	–	–	–	–	55,547	52,798	–	–	55,547	52,798
Eva-Lotta Sjöstedt ⁷	49,400	7,265	1,654	–	–	–	–	–	51,054	7,265	–	–	51,054	7,265
Martin Sutherland ⁸	54,400	47,510	1,436	706	–	–	–	–	55,836	48,216	–	–	55,836	48,216
David Cook ⁹	–	36,000	–	1,359	–	–	–	–	–	37,359	–	–	–	37,359
	1,297,252	1,169,249	825,848	38,769	84,246	78,089	99,147	–	2,306,493	1,286,107	–	58,520	2,306,493	1,344,627

¹ Camillo Pane was appointed to the Board on the 19 February 2024.

² Nick Sedgwick was appointed to the Board on the 13 May 2024.

³ Peter Butterfield resigned from the Board on the 30 June 2024. The figures shown above relate to the period 1 January 2024 to 30 June 2024. Details of Peter's other remuneration in connection with his cessation of employment can be found on page 74.

⁴ In FY2023, Andrew Franklin was paid an uplift of £7,000 per month whilst he was acting as CEO. Peter Butterfield returned to work in March 2023 and earned his fixed pay since taking a leave of absence in November 2022 and then resumed his duties as full time CEO from 1 July 2023.

⁵ Jeyan Heper resigned from the Board on the 31 August 2024. The figures shown above relate to the period 1 January 2024 to 31 August 2024. Details of Jeyan's other remuneration in connection with his cessation of employment can be found on page 74.

⁶ Jo LeCouilliar resigned from the Board on the 19 February 2024. The figures shown above relate to the period 1 January 2024 to 19 February 2024. Details of Jo's other remuneration in connection with her cessation of employment can be found on page 74.

⁷ Eva-Lotta Sjöstedt and Richard McKenzie joined the Board on 6 November 2023.

⁸ Martin Sutherland joined the Board on 1 February 2023.

⁹ David Cook resigned from the Board as Non-Executive Director and Chair on 25 May 2023.

¹⁰ 'Other' includes settlement payments made to Directors. Details of these are included on page 74 under 'Payments for loss of office'.

No Director received any remuneration from a third party in respect of their service as a Director of the Company.

Remuneration Committee Report continued

Base salary

During the year, the Committee undertook a review of market benchmarks, including Companies of similar size and sector, to gauge the pay positioning of the Executive Directors and other senior management; the review concluded that our total remuneration levels remained at the median level. Ellason assisted the Committee with benchmarking of roles and discussed with the Committee the market data and pay gaps, market sentiment, and the macro economic environment.

The base salaries for the COO and CFO were increased by 3%, from to £275,000 to £283,250 for the COO (Jeyan Heper) and from £281,589 to £290,036 for the CFO; these increases took effect on 1 May 2024 and were in line with the average increase for other UK employees. There was no increase in salary to Peter Butterfield.

Nick Sedgwick was appointed CEO on 13 May 2024, on an annual base salary of £370,000.

Pension and benefits

The CEO and CFO both received a pension allowance of 10% of basic salary net of employer's national insurance contribution and the COO participated in the Company's salary sacrifice pension scheme and received an employer's contribution of up to a maximum of 10% of salary.

The column headed 'Other' in the table above shows the value of benefits provided to each Executive Director, including car and healthcare allowances. The Executive Directors accrue retirement benefits through defined contribution pension schemes. The Company does not operate a defined benefit pension scheme. No Director or former Director received any benefits from a retirement benefits scheme that were not otherwise available to all members of the scheme.

Annual bonus

For the year ending 31 December 2024, the Committee reviewed the achievement of actual underlying profit before tax (PBT) against budgeted levels of underlying PBT — the key metric for monitoring corporate performance. In addition, the Committee considered the personal performance of the Executive Directors as measured against various factors including pre-set personal objectives. For the Executive Directors this resulted in the following payable amounts:

	2024 £	2023 £	2024 % Salary	2023 % Salary
Nick Sedgwick	58,036	Nil	24.6%	–
Andrew Franklin	41,111	Nil	14.3%	–

No annual bonus payments were paid to the Executive Directors in respect of the year ending 31 December 2023, as the required threshold level of PBT was not achieved.

Non-Executive Directors' fees

A 3% increase to Non-Executive Directors' fees was approved during the year and took effect on 1 May 2024 except for those of Camillo Pane who was appointed in the year.

The annual fee payable to Jo LeCouilliard as Chair of the Board was £94,500, pro rata to her tenure during the year. Camillo Pane was appointed Chair of the Board with effect from 19 February 2024 with a contractual fee of £120,000. The Chair and Non-Executive Directors may be reimbursed for any reasonable business expenses, including any taxes payable thereon.

Each Non-Executive Director is paid an annual base Board fee of £49,884. An additional £5,000 annual Committee Allowance is paid to a Non-Executive Director for chairing the Audit and Risk, ESG and Remuneration Committees. No Committee Allowance is paid for the chairing of the Nomination Committee. Richard Jones is the appointed Senior Independent Director for which he receives an additional annual allowance of £5,000.

Company Share Plans

The Company operates two share incentive schemes under which shares can be awarded to Executive Directors and senior management. More details on our share plans can be found in the Directors' Report on page 76.

No awards were granted in 2024 under the CSOP.

Awards under the Alliance Long-Term Incentive Plan 2019 ("LTIP")

During the year, the Committee approved awards granted under the Company's LTIP in the form of nil-cost options to Nick Sedgwick. These were granted on 24 June 2024 with a face value of 100% of base salary, equal to 906,862 nil-cost options to the CEO. The share price used to calculate the number of shares awarded was 40.8p (being the closing mid-market price on 23 June 2024). The award level was set below the policy maximum of 120% of salary. This award will vest on the third anniversary from the date of grant, being 24 June 2027, subject to meeting the EPS, TSR and ROCE performance targets set out below.

No further awards were made under the LTIP in 2024.

Malus and clawback

All LTIP awards are subject to standard malus and clawback provisions which allow the Company, in certain circumstances, to either (i) terminate outstanding options, or (ii) seek repayment of after-tax value of options which have been exercised by an Executive who has been dismissed as a result of a set of prescribed irregularities including the discovery of material misstatement of results of the Company or Group; or a serious breach of the Company's code of ethics has arisen; or a serious regulatory, or health and safety issue has occurred.

Remuneration Committee Report continued

Performance conditions

The vesting of LTIP awards granted in 2024 to Nick Sedgwick is based 40% on EPS, 40% on TSR and 20% on ROCE.

Underlying earnings per share

EPS	% of award that vests (40% of overall award)
< 5% CAGR	0%
5% –10% CAGR	Calculated on a straight-line basis between 25% and 100%
> 10% CAGR	100%

CAGR: means compound annual growth rate.

EPS: means the underlying diluted earnings per share as presented in the Company's published Annual Reports.

EPS Compound Annual Growth Rate: means the percentage of increase in the EPS of the Company calculated by reference to the difference between (i) the EPS as presented in the published Annual Report for the financial year ending 31 December 2023, to (ii) the EPS as presented in the published Annual Report for the financial year ending 31 December 2026.

EPS Performance Period: means the period from 1 January 2024 to 31 December 2026 (inclusive).

Total shareholder return

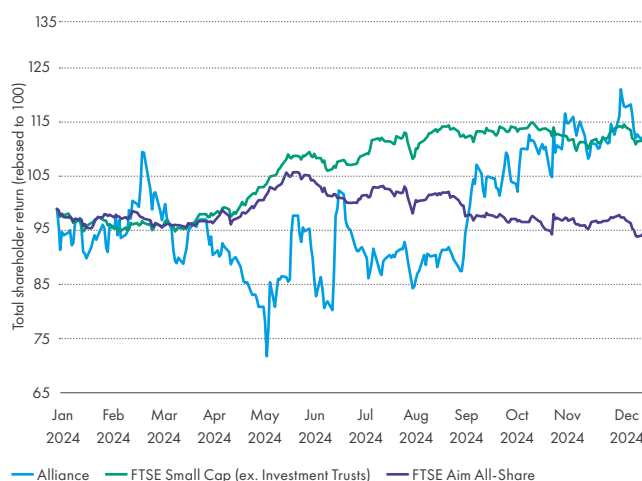
TSR	% of award that vests (40% of overall award)
Less than the index	0%
Equal to the index	25%
Between the index but less than 15% out-performance of the index on a cumulative basis over the TSR performance period	Calculated on a straight-line basis between 25% and 100%
Equal to or greater than 15% out-performance of the index on a cumulative basis over the TSR performance period	100%

Index: means the AIM All-Share Index.

TSR: means total shareholder return calculated by reference to the Company's share price appreciation plus all dividend per share paid (based on the ex-dividend date) during the TSR Performance Period, and as determined by the Company's Nominated Adviser at the end of the TSR Performance Period.

TSR Performance Period: means the period starting on the Grant Date and ending on the third anniversary of the Grant Date.

Total Shareholder Return
3 January 2024 to 29 December 2024



Underlying return on capital employed

ROCE	% of award that vests (20% of overall award)
Equal to 90% of Target ROCE	25%
90% Target ROCE < Vesting ROCE ≤ 125% of Target ROCE	Calculated on a straight-line basis between 25% and 100%
Vesting ROCE > 125% Target ROCE	100%

Target ROCE: 10.6%, calculated on the basis of the five-year average ROCE up to and including 31 December 2023 (taken from the audited and published accounts for those five accounting periods).

ROCE: is calculated by dividing underlying operating profit before tax by capital employed (the aggregate of shareholders' equity and interest-bearing debt).

Underlying operating profit before tax: profit before tax, interest and non-underlying items, as set out in the audited accounts for the relevant period/s.

Shareholders' equity: total equity at the relevant balance sheet date (equal to total assets less total liabilities), which is to be defined as net of non-underlying items (e.g. amortisation and impairments).

Interest-bearing debt: bank loan drawn at the relevant balance sheet date.

Awards under the Alliance Company Share Option Plan 2015 ("CSOP")

No awards were granted to employees under the CSOP in the year under review. In previous years, market value CSOP share options have been granted to the Executive Directors and members of the Senior Leadership Team ("SLT") and, where appropriate, may attract HMRC tax advantages. Details of CSOP awards granted to the Executive Directors can be found on pages 71 and 72.

Awards vesting during the year

All awards granted under the CSOP and the LTIP to Peter Butterfield and Andrew Franklin on the 29 September 2021 lapsed in full, as neither the EPS nor TSR targets were met.

Details of the number of shares vesting and the relevant exercise prices for option awards is set out in the tables on pages 71 and 72. The closing mid-market price of Ordinary shares on 31 December 2024 (being the last dealing day in the calendar year) was 45.8p and the range during the year was from 29.4p to 49.6p.

Remuneration Committee Report continued

Share incentive awards

Executive Directors hold options through the Company's share option and LTIP. Details of all options held under the Company's employee share schemes by the Directors as at 31 December 2024 and who served during the year are shown on pages 71 and 72. Shares are retained as required to comply with the Company's Share Ownership Policy for which details are provided on page 73.

Peter Butterfield

Type of award	Date of grant	Exercise price (p)	Performance condition	No. of options granted	Vested	Exercised during the financial year	Lapsed	Number of options capable of exercise	Exercisable from	Exercisable to
CSOP Unapproved	27-Oct-16	47.50	EPS	1,000,000	1,000,000	–	–	500,000	27-Oct-21	08-Oct-25
CSOP Unapproved	05-Oct-18	81.60	EPS	1,250,000	1,250,000	–	–	1,250,000	05-Oct-21	08-Oct-25
CSOP Unapproved	05-Dec-19	76.90	EPS & TSR	137,500	68,750	–	68,750	68,750	05-Dec-22	08-Oct-25
LTIP	05-Dec-19	Nil	EPS & TSR	196,684	98,342	–	98,342	–	–	–
CSOP Unapproved	23-Sep-20	73.70	EPS & TSR	165,000	–	–	165,000	–	–	–
LTIP	23-Sep-20	Nil	EPS & TSR	246,269	–	–	246,269	–	–	–
CSOP Unapproved	29-Sep-21	102.80	EPS & TSR	139,943	–	–	139,943	–	–	–
CSOP Approved	29-Sep-21	102.80	EPS & TSR	29,182	–	–	29,182	–	–	–
LTIP	29-Sep-21	Nil	EPS & TSR	180,970	–	–	180,970	–	–	–
CSOP Approved	29-Sep-22	58.20	EPS & TSR	1	–	–	1	–	–	–
CSOP Unapproved	29-Sep-22	58.20	EPS & TSR	182,499	–	–	182,499	–	–	–
LTIP	29-Sep-22	Nil	EPS & TSR	344,931	–	–	344,931	–	–	–
LTIP	04-Oct-23	Nil	EPS, TSR, ROCE	851,666	–	–	851,666	–	–	–
				4,724,645	2,417,092	–	2,307,553	1,818,750		

Remuneration Committee Report continued

Andrew Franklin

Type of award	Date of grant	Exercise price (p)	Performance condition	No. of options granted	Vested	Exercised during the financial year	Lapsed	Number of options capable of exercise	Exercisable from	Exercisable to
CSOP Unapproved	04-Dec-15	46.75	None	1,935,829	1,935,829		–	500,000	04-Dec-18	04-Dec-25
CSOP Unapproved	27-Oct-16	47.50	EPS	155,000	155,000	–	–	155,000	27-Oct-19	27-Oct-26
CSOP Unapproved	27-Oct-16	47.50	EPS	400,000	400,000	–	–	400,000	27-Oct-21	27-Oct-26
CSOP Unapproved	15-Sep-17	53.00	EPS	170,000	170,000	–	–	170,000	15-Sep-20	15-Sep-27
CSOP Unapproved	05-Oct-18	81.60	EPS	178,000	178,000	–	–	178,000	05-Oct-21	05-Oct-28
CSOP Approved	05-Dec-19	76.90	EPS & TSR	39,011	19,505	–	19,505	19,505	05-Dec-22	05-Dec-29
CSOP Unapproved	05-Dec-19	76.90	EPS & TSR	55,989	27,994	–	27,994	27,994	05-Dec-22	05-Dec-29
LTIP	05-Dec-19	Nil	EPS & TSR	111,183	55,592	–	55,592	–	–	–
CSOP Unapproved	23-Sep-20	73.70	EPS & TSR	110,000	–	–	110,000	–	–	–
LTIP	23-Sep-20	Nil	EPS & TSR	134,328	–	–	134,328	–	–	–
CSOP Unapproved	29-Sep-21	102.80	EPS & TSR	115,000	–	–	115,000	–	–	–
LTIP	29-Sep-21	Nil	EPS & TSR	100,681	–	–	100,681	–	–	–
CSOP Unapproved	29-Sep-22	58.20	EPS & TSR	121,900	–	–	–	–	29-Sep-25	29-Sep-32
LTIP	29-Sep-22	Nil	EPS & TSR	188,505	–	–	–	–	29-Sep-25	29-Sep-26
LTIP	04-Oct-23	Nil	EPS, TSR, ROCE	568,866	–	–	–	–	04-Oct-26	04-Oct-27
				4,384,292	2,941,920	–	563,100	1,450,499		

Jeyan Heper

Type of award	Date of grant	Exercise price (p)	Performance condition	No. of options granted	Vested	Exercised during the financial year	Lapsed	Number of options capable of exercise	Exercisable from	Exercisable to
LTIP	04-Oct-23	Nil	EPS, TSR, ROCE	861,111	261,086			261,086	04-Oct-26	04-Apr-27
				861,111	261,086	–	–	261,086		

Nick Sedgwick

Type of award	Date of grant	Exercise price (p)	Performance condition	No. of options granted	Vested	Exercised during the financial year	Lapsed	Number of options capable of exercise	Exercisable from	Exercisable to
LTIP	24-Jun-24	Nil	EPS, TSR, ROCE	906,862	–	–	–	–	24-Jun-27	24-Jun-28
				906,862	–	–	–	–		

Remuneration Committee Report continued

Directors' interests, shareholdings & Share Ownership Policy

The Company operates a Share Ownership Policy under which the Executive Directors and certain other employees are required, when exercising options, to acquire and maintain an interest in Alliance Pharma shares up to a percentage of base salary. The policy requires Executive Directors, when they exercise options, to retain shares in the Company with a value equal to 50% of the net gain (post costs and settlement of tax liabilities) until such time as the required level of shareholding is achieved.

Once an Executive Director has built a stake in the Company equal to the required level, they are free to exercise without having to retain shares. Interests may also be maintained as a result of a Director acquiring Ordinary shares in the open market. The Company Secretary maintains a record of individual required levels and qualifying interests, based on notified information, and reports periodically to the Remuneration Committee regarding compliance. Pursuant to the policy, 50% of the value of any vested but unexercised awards count towards the holding requirements. Ordinary shares are valued at their market value at the time of any calculation carried out using the previous day's closing middle market quotation.

Directors' interests, shareholdings & Share Ownership Policy

As at 31 December 2024, the Executive Directors hold the following interests in Ordinary shares of the Company:

Director		Ownership requirement (% of salary)	Base salary	Shareholding (no. of shares)	Vested but unexercised awards (no. of shares)	Value of holdings*	Ownership level (% of salary)
Nick Sedgwick	CEO	200%	£370,000	–	–	£Nil	–
Andrew Franklin	CFO	150%	£290,036	192,911	1,450,499	£88,257	30%

* At the closing market price on 31 December 2024: 45.8p.

The following table shows the interests of the Directors (and their spouses and dependent children) in the shares of the Company.

Director	At 31 December 2023			At 31 December 2024		
	Beneficial	Non- beneficial	Total	Beneficial	Non- beneficial	Total
Camillo Pane	–	–	–	–	–	–
Nick Sedgwick	–	–	–	–	–	–
Peter Butterfield ¹	466,103	–	466,103	466,103	–	466,103
Andrew Franklin	192,911	–	192,911	192,911	–	192,911
Jeyan Heper ²	–	–	–	–	–	–
Richard Jones	68,000	–	68,000	68,000	–	68,000
Jo LeCouilliar ³	40,957	–	40,957	–	–	–
Kristof Neiry ^{nc}	–	–	–	–	–	–
Martin Sutherland	–	–	–	–	–	–
Eva-Lotta Sjöstedt	–	–	–	–	–	–
Richard McKenzie	–	–	–	–	–	–

¹ Peter Butterfield resigned from the Board on 30 June 2024 at which point his shareholdings in the Company totalled 466,103 Ordinary shares.

² Jeyan Heper resigned from the Board on 31 August 2024 at which point he held no shares in the Company.

³ Jo LeCouilliar resigned from the Board on 19 February 2024 at which point her shareholdings in the Company totalled 40,957 Ordinary shares.

Remuneration Committee Report continued

Payments for loss of office

Jo LeCouilliard

Jo LeCouilliard stepped down as Chair and from the Board on 19 February 2024. In accordance with her letter of appointment, Jo received a payment of £47,250 in lieu of her six-month notice period.

Peter Butterfield

Peter Butterfield stepped down as CEO in May 2024 and resigned from the Board on 30 June 2024. In accordance with Peter's service contract, he received a payment of £383,250 in lieu of his 12-month notice period. In addition, he received a severance payment of £70,000. Peter received a contribution of £2,500 (plus VAT) towards legal fees incurred in connection with his departure and the Company agreed to pay a contribution towards outplacement assistance up to a maximum of £10,000 (plus VAT).

At the discretion of the Committee, Peter's exercise window for 2016, 2018 and 2019 vested but unexercised awards under the Company Share Option Plan ("CSOP") was extended until the 8 October 2025. All other awards under both the CSOP and Long-Term Incentive Plan ("LTIP") lapsed.

Jeyan Heper

Jeyan Heper resigned from the Board on 31 August 2024. In accordance with Jeyan's service contract, he received a payment of £283,250 in lieu of his 12-month notice period. Jeyan received a contribution of £2,500 (plus VAT) towards legal fees incurred in connection with his departure and the Company agreed to pay a contribution towards outplacement assistance up to a maximum of £7,500 (plus VAT).

Jeyan was treated as a 'good leaver' by the Committee under the Company's LTIP. Accordingly, his 2023 award was time pro-rated to reflect the period lapsed from the date of grant to 31 August 2024 with the resulting number of outstanding awards shown in the table on page 72. The LTIP award remain subject to the original performance conditions, the vesting date and to all provisions of the plan rules.

Directors' service contracts

All Executive Directors are employed under a service contract. The services of all Executive Directors may be terminated (i) by the Company or individual giving the applicable notice or (ii) immediately in the event that the Director is not re-elected by shareholders at an AGM.

Executive Director		Date of appointment	Date of current contract	Notice period (Company)	Notice period (Director)
Nick Sedgwick ¹	CEO	13/05/2024	07/05/2024	6 months	6 months
Andrew Franklin	CFO	28/09/2015	25/06/2015	12 months	12 months

¹ Nick Sedgwick joined the Board as CEO with effect from 13 May 2024.

The Non-Executive Directors are employed under letters of engagement which may be terminated by the Company by (i) giving the appropriate notice, or (ii) immediately in the event that the Director is not re-elected by shareholders at an AGM.

Non-Executive Director		First date of appointment	Current term	Unexpired term
Camillo Pane	Chair & Independent NED	19/02/2024	5 years	50 months
Richard Jones ¹	Independent NED	01/01/2019	4 years	36 months
Kristof Neiryck	Independent NED	01/12/2021	5 years	23 months
Martin Sutherland	Independent NED	01/02/2023	5 years	37 months
Eva-Lotta Sjöstedt	Independent NED	06/11/2023	5 years	46 months
Richard McKenzie	Independent NED	06/11/2023	5 years	46 months

The Executive Directors' service contracts and Chair and Non-Executive Directors' letters of appointment are available for inspection by shareholders at the Company's registered office or by emailing the Company Secretary at Company.Secretary@AlliancePharma.co.uk.

¹ Richard Jones entered terms of appointment for an initial term of five years starting from 1 January 2019. In November 2023, the Board approved the extension of his term of appointment by a further four years to 31 December 2027.

Directors' Report

Scope of this Report

The Directors present their Annual Report, together with the audited financial statements of the Company and the Group, for the year ended 31 December 2024.

The Directors' Report, required under the Companies Act 2006, includes and comprises the Strategic Report on pages 8 to 46, the Governance section including the Directors' biographies and the Remuneration Committee Report on pages 65 to 74.

Principal activities

The principal activity of the Company is to act as a Holding Company. The principal activity of the Group is the acquisition, marketing and distribution of consumer healthcare and pharmaceutical products.

Branches

A list of the Group's subsidiaries and associated undertakings can be found on pages 134 to 135 under note c to the Company financial statements. There are no branches of the Company outside the UK, however, Alliance Pharmaceuticals GmbH, a Company within the Alliance Group, has a Swiss branch which operates under the name Alliance Pharmaceuticals GmbH Düsseldorf, Zweigniederlassung Uster.

Directors

Names and biographical details of the Directors of the Company at the date of this report are shown on pages 49 to 50. The rules setting out the powers of Directors, their appointment and replacement are set out in the Company's Articles of Association. Further information on the associated processes can be found on page 57 of the Nomination Committee Report.

Details of Executive Directors' service contracts and letters of appointment for Non-Executive Directors can be found in the Remuneration Report on pages 74. All Directors put themselves forward for annual re-election at the Company's AGM.

Directors' indemnities

The Company's Articles of Association contain provisions for Directors to be indemnified (including the funding of defence costs) to the extent permitted by the Companies Act 2006.

This indemnity would only be available if judgement was given in the individual's favour, they were acquitted, or relief was granted under the Companies Act 2006 was granted by the Court. There were no qualifying pension scheme indemnity provisions in force during the year.

Share capital and shareholders' rights

The Company's issued share capital as at 12 March 2025 is 541,372,959 Ordinary shares of 1p each. Each Ordinary share carries one vote at general meetings of the Company. There are no restrictions on the transfer of Ordinary shares other than restrictions which may from time to time be imposed by law. The Company is not aware of any agreements between shareholders that may restrict transfer of securities or voting rights.

The Company has no shareholder authority to acquire its own shares.

Dividends

As detailed in the interim statement on 26 September 2023, the dividend was paused to allow the Board to develop a new dividend policy with greater emphasis on reinvestment in the business to drive growth. Taking account of shareholder feedback, the Board has decided that no dividend will be declared for 2024 with cash prioritised for investment in innovation, development, brand marketing and reducing debt, and expects to provide an update on dividend policy at some point in the future.

Substantial shareholdings

As at 12 March 2025, as required under AIM and certain disclosure rules, the Company has been notified of the major shareholdings in the table below. Both the number of shares held, and the percentage holding, are stated as at the latest date of notification to the Company. Details of all major shareholdings can also be found in the Investor section of the Company's website.

Shareholder	Number of shares held	Percentage of issued share capital
DBAY Advisors Limited	151,076,240	27.9%
Slater Investment	72,025,658	13.3%
Sand Gove Capital	37,838,058	7.0%
Syquant Capital	25,983,134	4.8%
Artemis Investment Mgt	25,524,343	4.7%

Directors' Report continued

Company Share Incentive Plans

The Company operates two incentive share plans.

The Alliance Company Share Option Plan 2015 ("CSOP")

For many years, the Company has operated a CSOP under which all employees are eligible to receive awards in the form of market value options. At the discretion of the Remuneration Committee, awards are typically granted subject to a three-year vesting period. On maturity, participants have a seven-year period in which to exercise their options. Historically, these options were awarded based on one share for every £2 of salary and, where appropriate, may attract HMRC tax advantages. Employees based outside of the UK receive non-tax advantaged share option awards and, where this is not possible, the Committee considers awards in the form of share appreciation rights.

There were no awards granted under this plan in 2024 and the Company does not currently have any intention of granting further options pursuant to the CSOP.

The Alliance Long-Term Incentive Plan 2019 ("LTIP")

In 2019, the Company introduced the LTIP which, up until 2023, was utilised as part of the remuneration strategy for the Executive Directors and members of the leadership team only. In 2023, as part of proposals to widen remuneration strategy across the Group and to help manage dilution levels, and following consultation with various shareholders, awards were granted to all employees in the form of nil-cost share options based on a percentage of base salary.

All awards granted to Executive Directors and other senior employees under the LTIP are subject to performance conditions and malus and clawback provisions. Subject to achieving the performance conditions set by the Committee, all awards will vest three years from the date of grant and participants will have 12 months in which to exercise any vested award.

Employees based outside of the UK also receive nil-cost options and, where this is not possible, the Remuneration Committee considers awards in the form of share appreciation rights, also granted on a nil-cost basis.

There were no awards granted under this plan in 2024, with the exception of the CEO, Nick Sedgwick. Further details are provided on page 69.

Further information on the Company's share incentive plans and on awards granted to the Executive Directors can be found in the Remuneration Committee Report on pages 71 to 72.

Employee Benefit Trust ("EBT"/"Trust") and management of dilution

The Company manages dilution rates within the standard guidelines. In 2017, the Group established the Alliance Pharma Employee Benefit Trust to facilitate the acquisition of Ordinary shares in the Company for the purpose of satisfying awards granted under share option schemes. The Group has been operating the Trust to help manage dilution limits in line with good practice.

The Trust is administered by an independent Trustee, operating the Trust independently of the Group.

The EBT is a discretionary trust, the sole beneficiaries being employees (including Executive Directors) of the Group who have received applicable awards.

The Trustees must act in the best interests of the beneficiaries as a whole and will exercise their discretion in deciding whether or not to act on any recommendations proposed by the Company. Any assets held by the Trust would be consolidated into the Group's financial statements.

The Company may grant awards on the basis that it is the Company's intention to settle the exercise of awards through shares purchased in the open market on an arm's length basis. Awards granted and settled in this way are not included in the Company's headroom and dilution calculation.

The Company may fund the EBT to purchase, on the EBT's own account, shares in the Company on the open market, however, to date the Company has not needed to. This is in return for the EBT agreeing to use the shares in the Company that it holds to

satisfy certain outstanding awards made under the Company's share option schemes. The purchasing of shares in the market to satisfy the exercise of options places a cash requirement on the business. To date, no shares have been purchased by the Trust for satisfaction of outstanding or future share option awards.

To further help manage dilution limits, and where appropriate, permitted and agreed with the Committee, share options are net settled upon exercise.

Employee share dealing and share ownership

In accordance with AIM Rule 21, all employees are made aware of, and are required to comply with, the Company's Share Dealing Policy when dealing in the Company's shares or exercising options over shares. The Dealing Code sets out the rules relating to close periods, clearance procedures, time frames and disclosure requirements.

The Company operates a Share Ownership Policy under which the Executive Directors and certain other employees are required, when exercising options, to acquire and maintain an interest in Alliance Pharma shares up to a percentage of base salary; details of which in relation to the Executives can be found on page 73.

Stakeholder engagement

Details of how we engage with our stakeholders can be found on pages 24 to 25.

Accounting policies, financial instruments and risks

Details of the Group's financial instruments and financial risk management disclosures can be found in note 20 of the Group financial statements on pages 117 to 122.

Charitable donations

During the year ended 31 December 2024, the Group contributed £454 (2023: £9,478) to charitable causes and encouraged employees to use their one day of paid leave to support a charity of their choosing through volunteer work.

Directors' Report continued

Political donations

No political donations or contributions were made, or political expenditures incurred, during the period.

Research and development activities ("R&D")

Alliance does not directly undertake pharmaceutical R&D. The innovation and development team in the UK undertakes the development of new products and line extensions, as requested by the commercial teams, as well as generating new product ideas for commercial evaluation.

Likely future developments of the business

Details of the likely future developments of the business are contained in the Strategic Report on pages 15 to 17.

Post balance sheet events

On 10 January 2025 we announced the recommended cash offer by DBAY Advisors Ltd for the entire issued, and to-be-issued share capital of Alliance, at the value of 62.5 pence per share (representing a £349.7m total cash offer). This offer was increased to 64.75 pence per share (representing a £362.0m total cash offer) on 10 March 2025 and was accepted by the requisite number of shareholders at a meeting on 13 March 2025. Further details of this are discussed in note 31 of the financial statements.

There were no other material events subsequent to 31 December 2024 and up until the authorisation of the financial statements for issue, that have not been disclosed elsewhere in the annual report.

Directors' obligations to the auditor

The Directors confirm that: (a) insofar as each of the Directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and (b) they have each taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information. This statement is given in accordance with section 418 of the Companies Act 2006.

Company's auditor

Deloitte LLP has expressed its willingness to be formally reappointed as the Company's auditor and a resolution will be proposed at the AGM. In the event that the acquisition by DBAY completes before the end of June 2025, we will not be calling an AGM and will instead work with DBAY to appoint the Company's auditor for the coming financial year. Further information on the Company's Auditor can be found in the Audit and Risk Committee Report on page 62.

Annual General Meeting

As announced on 20 March 2025, the Sanction Hearing to approve the offer made by DBAY is now scheduled for 12 May 2025, and the Effective Date of the Scheme is expected to be 14 May 2025. As such, we do not intend to call an AGM for 2025.

Electronic communications

Shareholders are encouraged to move away from hard copy Company communications. This means that, instead of being obliged to send Annual Reports, notices of shareholder meetings and other documents to shareholders in hard copy by post, the Company can instead elect to publish them on its website. Using email and the website allows us to reduce printing and postage costs whilst minimising our impact on the environment; it is also better for many shareholders who can elect to access just the information they need, from the website, at any time.

Shareholders still have the right to ask for paper versions of shareholder information, but we strongly encourage all shareholders to consider the electronic option.

Shareholders can also vote electronically using the following link, www.signalshares.com. Registering your details on MUFG Corporate Markets' share portal also gives shareholders easy access to information about their shareholdings and the ability to vote at general meetings or appoint a proxy to vote.

COMPLIANCE WITH THE STREAMLINED ENERGY AND CARBON REPORTING REQUIREMENTS

Consumption (kWh) and greenhouse gas emissions (tCO₂e) totals

The following figures show the consumption and associated emissions for this reporting year for our operations, with figures from the previous reporting period included for comparison.

Scope 1 consumption and emissions relate to direct combustion of natural gas, and fuels utilised for transportation operations, such as Company vehicle fleets.

Scope 2 consumption and emissions relate to indirect emissions resulting from consumption of purchased electricity in day-to-day business operations.

Scope 3 consumption and emissions relate to emissions resulting from sources not directly owned by us. This relates to grey fleet (business travel undertaken in employee-owned vehicles) only.

Totals

The total location-based consumption (kWh) figures for reportable energy supplies are shown as follows:

Utility and Scope	2024 Consumption (kWh)	2023 Consumption (kWh)
Grid-supplied electricity (Scope 2)	219,755	220,105
Gaseous and other fuels (Scope 1)	0	0
Transportation (Scope 1 and 3)	240,675	239,614
Total	460,430	459,719

Directors' Report continued

The total location-based emission (tCO₂e) figures for reportable energy supplies are set out below. Conversion factors utilised in these calculations are detailed in the Reporting methodology section on page 79:

Utility and Scope	2024 Consumption (tCO ₂ e)	2023 Consumption (tCO ₂ e)
Grid-supplied electricity (Scope 2)	45.50	45.58
Gaseous and other fuels (Scope 1)	0.00	0.00
Transportation (Scope 1 and 3)	55.49	55.47
Total	100.99	101.05

Intensity metric

An intensity metric of tCO₂e per £m turnover has been applied for our annual total location-based emissions. The methodology of the intensity metric calculations are detailed in the right hand column on this page, and the results of this analysis are shown as follows:

Intensity metric	2024 intensity metric	2023 intensity metric
tCO ₂ e/£m turnover	0.81	0.81
tCO ₂ e/£m headcount	0.49	0.50

Voluntary market-based emissions

Alliance dual-report on location-based and market-based emissions factors. Market-based emissions demonstrate the carbon reduction achieved by renewable electricity procurement. Market-based emissions from grid-supplied electricity are reported in tCO₂ only, and reflect the specific emissions associated with a supplier-specific fuel mix or residual grid factor Alliance procures 100% renewable electricity for all UK sites and the site in Düsseldorf (Germany), as confirmed by invoices from suppliers.

Utility and Scope	2024 Consumption (kWh)	2023 Consumption (kWh)
Grid-supplied electricity (Scope 2)	0.00	0.00
Total Scope 2	0.00	0.00

Energy efficiency improvements

We are committed to year-on-year improvements in our operational energy efficiency. As such, a register of energy efficiency measures available to us has been compiled, with a view to implementing these measures in the next five years.

In FY24, Alliance's operational emissions reduced by 0.08 tCO₂e. Operational behaviour and building consumption remained consistent year on year with a marginal reduction overall.

Transport emissions this year have been calculated based on the same data set used in the FY23 SECR report. The emissions figure has increased slightly this year (by 0.02 tCO₂e) due to a small increase in the emissions factors published by DESNZ.

Alliance UK headcount increased 3% in FY24. This has led to a 2% reduction of the overall intensity metric.

Year-on-year Changes

Natural Gas

Natural Gas emissions have remained zero, in-line with the previous reporting year.

Electricity

Electricity emissions have decreased in 2024 by 0.17% compared to the previous reporting year.

Transport

Transport emissions have increased in 2024 by 0.03% compared to the previous reporting year.

Energy Saving Projects: Highlights

Usage of LED Lighting

Green Energy Procurement

Directors' Report continued

Measures implemented in 2024

Alliance is dedicated to continuing its commitments to achieving its net-zero targets. Alongside procuring renewable energy tariffs, we are regularly reviewing new methods by which energy efficiency and consumption can be improved.

Current energy efficiency measures employed include:

- › No on-site gas consumption.
- › Motion-sensor lighting system in our office spaces.
- › Procurement of REGO-backed 100% renewable electricity contracts for our UK and German sites despite increasing electricity consumption.

Measures prioritised for future implementation

Alliance Pharma is proud to report zero market-based emissions and will seek to lower electricity consumption over FY25.

Activation of PV panels

We completed the installation of solar PV panels on the roof on our UK site in February 2024. This initiative will help us generate 25% of our electricity needs when it is in operation. The addition of on-site generation in the UK will help to provide an ongoing source of renewable electricity for our operations that will also help to reduce reliance on electricity generated off-site.

Installation of new substation and EV charging points

Alongside the PV panel project, we are awaiting planning permission to install a new substation and EV charging points. The objective of this project is to support and encourage employees to purchase electric vehicles, hence reducing the grey fleet dependency on petrol and diesel by employees using their own vehicles for business travel.

Developing a travel policy

We are developing a travel policy that encourages virtual meetings over in-person or face-to-face meetings. This policy also intends to prioritise rail travel over car and air travel.

Appendix to SECR

Reporting methodology

This report (including the Scope 1, 2 and 3 kWh consumption and tCO₂e emissions data) has been developed and calculated using the *GHG Protocol – A Corporate Accounting and Reporting Standard* (World Resources Institute and World Business Council for Sustainable Development, 2004); *Greenhouse Gas Protocol – Scope 2 Guidance* (World Resources Institute, 2015); *ISO 14064-1 and ISO 14064-2* (ISO, 2018; ISO, 2019); *Environmental Reporting Guidelines: Including Streamlined Energy and Carbon Reporting Guidance* (HM Government, 2019).

Government Emissions Factor Database 2024 version 1.1 has been used, utilising the published kWh gross calorific value (CV) and kgCO₂e emissions factors relevant for the reporting period 01/01/2024 – 31/12/2024.

Only sites within Alliance Pharma's UK operations were included in the SECR calculations. International sites are accounted for within the Scope 3 footprint (Category 8 – Upstream Leased Assets).

Estimations were undertaken to cover missing billing periods for properties directly invoiced to Alliance Pharmaceuticals Limited. These were calculated on a kWh/day pro rata basis at the meter level.

These estimations were applied to four electricity supplies. All estimations equated to 13.28% of reported consumption. To reduce estimations, we recommend working closely with the energy provider to ensure that the energy consumption for the full year has been reported.

For the market-based emissions reporting methodology, an emissions factor of 0 tCO₂/kWh was applied to all electricity supplied to Alliance Pharma from renewable energy contracts.

Intensity metrics have been calculated using total tCO₂e figures, and the selected performance indicator agreed with Alliance for the relevant report period:

- › Total UK turnover in 2024: £125.1m (2023: £125.2m).
- › Total UK headcount in 2024: 208 (2023: 202).

Directors' Responsibilities Statement

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

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under the AIM Rules of the London Stock Exchange, they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law. The Parent Company financial statements have been prepared on a different basis under FRS 101.

Under the Companies Act 2006, 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 Parent Company and of the Group's profit or loss for that period. In preparing each of the Group and Parent Company financial statements, the Directors are required to:

- › select suitable accounting policies and then apply them consistently;
- › make judgements and estimates that are reasonable, relevant and reliable;
- › state whether they have been prepared in accordance with UK-adopted international accounting standards;
- › assess the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- › use the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006.

They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and

have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report and a Directors' Report that comply with that law and those regulations.

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

We confirm that to the best of our knowledge:

- › the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole;
- › the strategic report includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- › the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the company's position, performance, business model and strategy.

BY ORDER OF THE BOARD

Chris Chrysanthou

Group General Counsel & Company Secretary

7 April 2025