e therapeutics™

Computing the future of medicine™

e-therapeutics plc
Annual report and accounts 2025

We integrate computational power and biology to discover life transforming RNAi medicines.

Vision

Solve human disease through computation

Mission

Integrate computational power and biological data to discover life-transforming RNAi medicines

Purpose

Build an in-house pipeline of more effective medicines at a greater speed and significantly reduced costs compared to industry standards

Contents

Strategic Report

CEO Statement 01
Operational Review 05
Section 172(1) Statement 06
Principle Risks and Uncertainties 07
Strategic Risks 08
Directors' Report 12
Directors' Responsibility Statement 14

Independent Auditors Report 15

Financial Statements

Income Statement 18
Statement of Comprehensive Income 18
Statement of Changes in Equity 19
Statement of Financial Position 20
Statement of Cash Flow 21
Notes to the Financial Statements 22

Company Information

Notice of Annual General Meeting 36
Explanatory notes to the resolutions 38
Directors, Officers and Advisors 41

CEO Statement

Dear Shareholders,

The past year has been a transformative period for e-therapeutics, marked by substantial progress across our computational capabilities and therapeutic pipeline. We have advanced significantly toward our ambition of becoming a clinical-stage company, driven by rigorous science and an integrated, AI-driven drug discovery approach. Our continued evolution highlights our commitment to harnessing AI innovation to discover life-changing RNAi medicines with precision, speed, and efficiency.

Progression of Lead Assets Towards the Clinic

During the past twelve months we have continued to progress lead assets ETX-312 for the treatment of metabolic dysfunction-associated steatohepatitis (MASH) and ETX-148 for the treatment of bleeding disorders towards the clinic, with IND/CTA submissions anticipated during 2025 and 2026, respectively.

ETX-312 for the Treatment of MASH

While one therapy is now approved for the treatment of MASH, many patients do not achieve clinically meaningful outcomes, and current data suggest that a significant proportion of patients in clinical trials for emerging therapies still do not meet primary endpoints. This underscores the continued need for novel, differentiated approaches to treating MASH.

We first presented positive proof-of-concept data for ETX-312 in November 2024 at the American Association for the Study of Liver Diseases (AASLD): The Liver Meeting, followed by additional data shared in May 2025 at the European Association for the Study of the Liver (EASL) Congress. Both presentations highlighted preclinical findings from Gubra's industry-leading diet-induced obesity (DIO) model of MASH, demonstrating that ETX-312 administration significantly reduced hepatic steatosis and inflammation while slowing fibrosis progression.

Additionally, ETX-312 was assessed in combination with emerging and approved treatments, including a GLP-1 receptor agonist, THR-ß agonist, GLP-1/GIP receptor agonist, and FGF21 analogue. In all cases, ETX-312 enhanced the effects of these treatments on hepatic steatosis and inflammation, reinforcing its potential as part of combination therapy strategies for MASH. We were also encouraged by histology results demonstrating that ETX-312 slowed fibrosis progression to levels comparable to FGF21 and GLP-1/GIP receptor agonist comparators, which have demonstrated clinical efficacy in fibrosis endpoints.

We believe these findings are highly significant in the evolving MASH treatment landscape, supporting the potential of ETX-312 as a low burden treatment option for MASH. ETX-312 continues to advance through IND-enabling studies, and we remain on track for a regulatory submission by the end of 2025.

Importantly, this will be our first clinical trial, marking a significant milestone in our transition to a clinical-stage company. As we prepare for this next phase, we are already looking ahead to strategic development of our clinical capabilities, ensuring we are well-positioned to advance ETX-312 and future programs as efficiently as possible.

ETX-148 for the Treatment of Bleeding Disorders

Over the past year, ETX-148 has advanced significantly as a potential RNAi therapeutic for bleeding disorders. Building on our positive preclinical data in Haemophilia, we have now also generated compelling proof-of-concept data in Von Willebrand Disease (VWD). In a preclinical VWD model, ETX-148 improved thrombin generation and restored normal clotting function. These results highlight the potential of ETX-148 to address a broader spectrum of bleeding disorders beyond Haemophilia, and we continue to explore ETX-148 in additional bleeding disorder indications.

With this strong foundation, we made the strategic decision to advance ETX-148 into IND-enabling studies, with a regulatory submission anticipated in 2026.
While our initial clinical focus will be VWD, the broad mechanistic profile of ETX-148 suggests it could become a safe, effective, and low-burden therapy across multiple bleeding disorders.

CEO Statement continued

Continued Development of the GalOmic Therapeutic Pipeline

Beyond our lead programs, we continue to advance our broader pipeline of GalOmic RNAi therapeutics, targeting indications with significant unmet need. Over the past year, we have generated compelling preclinical data, presented our findings at major scientific conferences, and made strategic decisions to balance risk and capital allocation while ensuring steady pipeline progression.

ETX-407 for the Treatment of Dry AMD

ETX-407 continues to progress as a potential treatment for dry age-related macular degeneration (AMD), a disease affecting millions globally with limited treatment options. Unlike standard-of-care intravitreal injections, ETX-407 is designed to be administered via subcutaneous injection, significantly reducing treatment burden. Following promising preclinical data, ETX-407 is advancing through the initial phase of IND-enabling studies using a stage-gated approach, ensuring capital efficiency while maintaining momentum. Having identified a potent clinical candidate and initiated toxicity de-risking in higher species, we are actively exploring strategic collaborations to accelerate its development.

ETX-258 for the Treatment of Heart Failure

Over the past year, we introduced ETX-258 for the treatment of heart failure, a condition with significant unmet need and a growing patient burden. Current standard-of-care involves frequent administration of multiple treatments, many of which have undesirable side effects, leading to poor adherence and suboptimal outcomes. ETX-258 is designed to offer a differentiated treatment option, combining a more tolerable profile with a quarterly dosing regimen, which could significantly improve patient adherence and quality of life. Beyond symptom management, ETX-258's mechanism of action is expected to promote cardiac repair and alleviate pathological fibrotic remodelling, addressing the disease at its core.

During the past year we have generated compelling proof-of-concept data in heart failure with reduced ejection fraction (HFrEF), ischaemia-reperfusion injury, and heart failure with preserved ejection fraction (HFpEF). In November 2024, we were selected to present our HFrEF data at the American Heart Association (AHA) Scientific Sessions, showcasing how ETX-258 improves cardiac function and mitigates detrimental cardiac remodelling post-myocardial infarction (MI) in a mouse model of post-MI heart failure. With these encouraging results, we are excited to further explore the potential of ETX-258 in heart failure and look forward to presenting our HFpEF data in due course.

ETX-291 for the Treatment of Cardiometabolic Disease

ETX-291 is a potential treatment for cardiometabolic disease, designed to target multiple drivers of disease through a pleiotropic mechanism of action. In a preclinical model of cardiometabolic disease, ETX-291 demonstrated broad metabolic benefits, improving insulin resistance, fibrinogen levels, LDL-C, and free fatty acids. While LDL-C lowering is a well-established standard-of-care for cardiovascular risk reduction, ETX-291's broader impact on key metabolic and inflammatory pathways is hypothesised to drive more comprehensive cardiovascular risk reduction beyond LDL-C lowering alone.

While ETX-291 has strong human genetic validation and has demonstrated compelling preclinical results, we are carefully managing capital allocation and focusing on the most strategically aligned programs for near-term progression and value inflections. As a result of capital constraints, we are not further advancing ETX-291 at this time, but we continue to recognise its potential in cardiometabolic disease. Whilst we focus on advancing other programs, we will explore collaborative opportunities that could enable us to accelerate the development of ETX-291.

Computational Platform Progress

During the past year, we have continued to enhance our computational platform, building upon our established HepNet capabilities. Through collaboration with Amazon Web Services (AWS), we have evolved our platform architecture into a modular and scalable system, enabling rapid integration of diverse data sources and state-of-the-art AI methodologies. New technologies and models are continuously assessed and integrated as soon as they demonstrate superior performance or enhanced capabilities, ensuring our platform remains at the forefront of AI-driven drug discovery.

HepNet continues to facilitate robust target identification, leveraging proprietary network analytics capabilities. Our platform is now further enhanced by large language models (LLMs) which are capable of synthesising and connecting disparate datasets. Scientists can seamlessly analyse, interrogate, and summarise proprietary and public data within a unified system, accelerating and improving insights.

HepNet now also includes automated evaluation of target-indication pairs based on biological evidence, unmet clinical need, developability, and commercial viability. Our agentic infrastructure can retrieve and summarise information from ten core categories that determine whether a target-indication pair warrants further expert-led evaluation.

In future, this systematic evaluation will generate scoring metrics, enabling objective comparisons across different target-indication pairs. Scores will be updated as new data emerges, ensuring that portfolio decisions are always driven by the latest data. This will enable decision-making at a scale and efficiency that would not be possible through manual assessment alone. It also ensures that we are nominating the most promising targets for development, improving the probability of success of our GalOmic therapies.

As we look to the future, we remain committed to the continual evolution of our platform. We will continue to actively assess and apply the latest advances in AI, expand our data foundation, and extend the platform's capabilities to further support GalOmic drug discovery and development. The progress made this year lays a strong foundation for the continued evolution of HepNet and our broader computational capabilities.

By integrating automation, real-time data, and expert-driven insights, we are building a system that not only enhances target discovery and evaluation but also transforms how portfolio decisions are made. This capability will position us to allocate capital with greater precision, accelerate the advancement of our most promising programs, and ultimately deliver differentiated GalOmic medicines with a higher probability of clinical and commercial success.

Delisting from AIM

During the last year, we successfully completed the cancellation of our admission to trading on AIM, effective 9 May 2024, following shareholder approval at our General Meeting on 29 April 2024.

As stated at the time, the decision was driven by the limited liquidity and lack of institutional investor engagement in UK public markets, which had resulted in a valuation that did not reflect the strength of our technology and pipeline.

The transition was supported by a £28.9 million subscription from our largest shareholders, M&G and Richard Griffiths, strengthening our balance sheet and allowing us to progress multiple GalOmic pipeline assets and integrate AI advancements into our computational platform.

Following the de-listing, we remain a public, unlisted company, ensuring we can continue to operate with agility while retaining strong governance. To facilitate trading, we have implemented a Matched Bargain Facility through JP Jenkins, providing shareholders with a structured mechanism to buy and sell shares.

Looking ahead, we continue to evaluate opportunities to maximise shareholder value, including the potential for a future NASDAQ listing should market conditions and company progress support such a move.

Organisation

As we continue to scale our AI platform and therapeutic pipeline, we remain focused on strengthening our organisation to support scientific innovation, computational advancements, and our transition into a clinical-stage organisation. Our team's deep expertise across RNAi, computational biology, and AI-driven drug discovery underpins our progress, and we continue to refine our structure to optimise execution.

During the past year, we have expanded our leadership team to enhance AI-driven discovery and early-stage development. This included the appointment of Dr. Lee Clewley as Vice President of Applied AI and Informatics, who is driving the development and expansion of our computational platform. Reflecting our progression towards clinical development, we have also established a lean clinical team dedicated to supporting clinical operations. This strategic addition ensures we are well-prepared and efficiently positioned to execute our forthcoming clinical trials and transition smoothly into a clinical-stage organisation.

Alongside these changes, we continue fostering a culture of cross-functional collaboration, integrating expertise from biology, artificial intelligence, software engineering, preclinical development, and clinical operations to maximise impact.

Looking ahead, we will continue to strengthen our team across key areas, ensuring we have the talent and infrastructure to deliver on our ambition to lead an era of computational RNAi drug discovery, unlocking new medicines for patients in need.

CEO Statement continued

Outlook

In the context of a prolonged biotech market downturn, ETX remains focused, disciplined, and well-positioned for sustained progress. Our lean operating model and strategic prioritisation allow us to advance high-conviction programs with efficiency and precision.

Our proprietary GalOmic pipeline targets high-value indications with significant unmet need. At the same time, we are taking a pragmatic and engineering-led approach to AI. Rather than building monolithic tools, our AI platform is designed with modular and flexible architecture, allowing us to rapidly adapt and scale capabilities as scientific and strategic needs evolve. This approach ensures our platform delivers tangible utility—from identifying the right targets, to optimising pipeline decisions, to improving the overall probability of success across our portfolio.

Following our transition to a public, unlisted company, we retain financial agility while carefully evaluating opportunities to create shareholder value. With a high-performing team, differentiated technology, and a clear strategic direction, ETX is navigating today's market with discipline and building the foundation for the next era of RNAi medicine discovery.

Ali Mortazavi
Chief Executive Officer
21 May 2025

Operational Review

The Directors present this Operational Review for the year ended 31 January 2025. The principal activity of the business is to continue to integrate computational power and biology to discover life-transforming RNAi medicines.

Executive Team

Ali Mortazavi (Chief Executive Officer), Alan Whitmore (Chief Scientific Officer), Laura Roca-Alonso (Chief Operating Officer), Timothy Bretherton (Chief Financial Officer & Company Secretary) have continued their positions throughout the year.

Financial Position

As at 31 January 2025, the Company has cash and short-term investments of £32.7m (2024: £20.7m).

An equity fundraise of £28.9 million before expenses was completed in July 2024, by way of a subscription of funds managed by M&G Investment Management Limited and Richard Griffiths, both existing shareholders of the Company. The fundraise provides a good financial position to deliver on our strategic goals.

Revenue

The final near-term milestone payment by iTeos was completed in the prior year. There was no further revenue in the current year.

Throughout the year we have progressed our two GalOmic lead assets towards the clinic, with IND/CTA submissions expected during 2025 and 2026. We have also continued to develop our pipeline and target identification platform providing opportunities for future revenue generation through licensing and collaborations.

Operating Costs

R&D expenditure this year totalled £14.4m (2024: £10.2m). This includes investing in the progression of our pipeline towards the clinic, alongside continued development of the GalOmic therapeutic pipeline.

Significant investment has also been made into the further development of HepNet which allows us to identify the right targets for our pipeline with great efficiency.

We continue to maintain an active IP strategy over our inventions, having filed further priority and international patent applications arising from innovation around novel gene targets.

Operating expenses continue to be tightly controlled, with capital prioritised for R&D progress.

R&D Tax Credits and loss for the year

The loss for the year amounted to £14.9m (2024: £11.2m) after allowance for an R&D tax credit receivable of £2.7m (2024: £1.9m). The R&D tax credit claim has not yet been submitted to HM Revenue and Customs but historically the amounts received have been materially in line with our calculated tax receivable estimates.

Cash flows

Year-end cash balances totalled £32.7m, inclusive of short-term investments (2024: £20.7m).

Fundraise and delist from AIM

An equity fundraise of £28.9m was announced in April 2024 together with a proposed delist from the AIM market.

The delist from AIM became effective on 9 May 2024 and a match bargain facility was established on the same day to provide a means for continued dealing in e-therapeutics' shares. The company will evaluate the option of listing on NASDAQ should market conditions and company progress support such a move.

Financial Outlook

The Company has a clear strategic vision to progress its pipeline and transition into a clinical-stage company with discipline and a lean operating model. We will continue to advance our GalOmic pipeline and evolve HepNet to improve target identification and probability of success.

Section 172(1) Statement

Openly engaging and maintaining strong relationships with stakeholders forms a critical part of our strategy. The Directors recognise that proactive dialogue, and the consideration of consequent feedback, contributes directly to our long-term success and creates value for our shareholders, employees, partners and suppliers.

The Directors are aware of their duty under Section 172(1) of the Companies Act 2006, to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- the likely consequence of any decision in the long term
- the interests of the Company's employees
- the need to foster the Company's relationships suppliers, customers and others
- the impact of the Company's operations on the community and environment
- the desirability of the Company maintaining a reputation for high standards of business conduct
- the need to act fairly as between members of the Company.

The following disclosure describes how the Directors have had regard to the matters set out in Section 172(1) (a) to (f) and forms the Directors' statement under Section 414CZA of the Companies Act 2006, outlining how consideration of stakeholder interests has influenced decisions.

Board considerations and decisions

During the last year, the Directors were involved in a number of significant decisions affecting the Company's stakeholders including the cancellation of our admission to trading on AIM and a £28.9 million subscription from our largest shareholders, M&G and Richard Griffiths. The Board was mindful of the need to act in the best interests of all shareholders, and to ensure full and accurate communication. Following shareholder approval at our General Meeting on 29 April 2024 the company delisted from AIM, effective 9 May 2024, and completed the subscription in July 2024.

There was close cooperation and frequent communication with advisors, principally brokers, lawyers and, while the company was listed on the AIM market, the Company's nominated advisor.

Our employees are fundamental to us achieving our long-term strategic objectives. The Company is a relatively small organisation with communication between Directors and employees at all levels, both formal and informal. The Chief Executive Officer regularly briefs employees on developments in the business and conducts question and answer sessions at these times.

The Board takes a close interest in relations with key suppliers whose performance is crucial to the Company's success. The Company endeavours to maintain good relationships with its suppliers and seeks to pay them promptly in accordance with contracted terms.

The Board is mindful of the potential social and environmental impact of the Company's activities. The Company operates honestly and transparently. We consider the impact on the environment of our day-to-day operations and how we can minimise the environmental effect of the Company's activities wherever possible and seeks rigorous compliance with relevant legislation.

The Company's intention is to behave responsibly, operating within high standards of business conduct and good corporate governance.

Principal Risks and Uncertainties

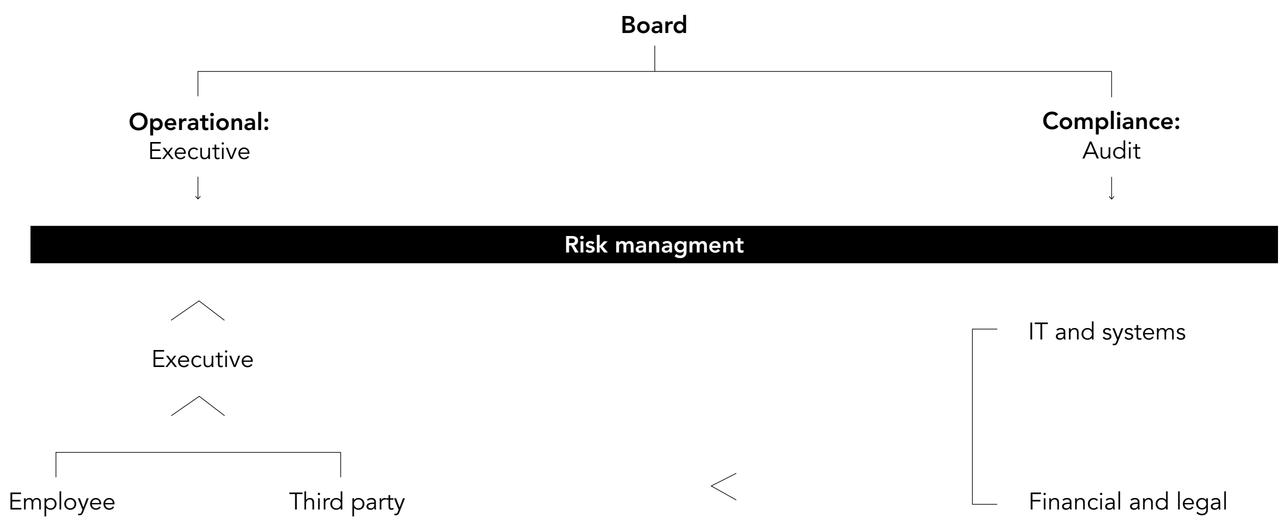
The following table summarises the principal risks and uncertainties that the Board considers could adversely impact the business, together with an explanation of how they are managed and controlled. Some risks are common across the industry, while others reflect current business operations or specific elements of the Company's strategy.

The Company has initiated, and follows, a robust system of risk management and business continuity.

The system can be summarised as:

- The Board, with support from the Audit Committee, identifies procedures to minimise risk impact and ensure implementation of a Risk Management System (RMS)
- The Executive Committee manages the internal control and day-to-day execution of the RMS which includes considerations on risk assessment, mitigation policies, Company asset safeguarding, information reliability and the health and safety of employees
- The RMS is embedded through the entire business through a top-down and bottom-up approach (see diagram)
- Risks are continually monitored, and specialists are engaged where appropriate to mitigate identified risks
- Risk assessments and risk registers are used to drive business continuity planning and employee policies.

Diagram – Risk Management System – top down and bottom-up approach



Strategic Risks

Risk	Management and mitigation
Funding the business	
We anticipate generating non-dilutive funding via revenues from commercial agreements with pharmaceutical partners. If we are unable to do this, reliance falls on raising further capital from investors or potential M&A opportunities. General market trends which are unrelated to our performance may have an adverse effect on our market capitalisation. Against a negative economic climate, which is unrelated to our performance, raising capital is currently challenging. Eventual failure to generate additional funding will compromise the ability to achieve our strategic objectives and operate as a going concern.	• Strong business development function with an expert market intelligence team to identify the best strategic and commercial opportunities for pipeline assets. • Our technology approach and focus on RNAi as a modality enable us to make fast early preclinical progress for relatively modest cost against industry standards. • Detailed financial planning and analysis is regularly undertaken. This ensures our existing financial position is constantly monitored and, if required, appropriate budgetary adjustments are made.
Feasibility of drug candidates	
There is a risk we may not successfully progress any viable drug candidates. Drug candidates fail due to a lack of efficacy or potency, unacceptable toxicology results or insurmountable challenges in medicinal chemistry. This is the main reason that the conventional pharmaceutical R&D model takes many years and billions of dollars from discovery to approved medicines.	• Focus on the continued enhancement of computational approaches designed to improve predictive power and identification of therapeutic targets with the greatest chance of success. • Ensure asset risk is diversified across the in-house therapeutic pipeline, supported by detailed target-indication assessment performed on every asset. • Positive advantages associated with GalNAc-siRNA medicines lead to a higher confidence that the novel gene targets we identify are “druggable”. • The probability of success associated with RNAi being highly specific and translatable from animals to humans is significantly higher than other drug modalities.
Protecting our intellectual property (IP)	
If IP rights are not adequately secured or defended against infringement, or conversely become subject to infringement claims by others, commercial exploration could be compromised or completely inhibited.	• We actively manage IP, engaging with specialists to protect our inventions, periodically monitor freedom to operate and defend IP rights. • The operation and maintenance of our technology platforms require detailed know-how and specialist expertise which would be difficult and time consuming for competitors to replicate.

Risk	Management and mitigation
Competition and new technologies	
The scientific, technological, and AI-driven sectors are inherently innovative and rapidly evolving. Competitors with greater financial resources may develop advanced artificial intelligence (AI) platforms or novel technologies that surpass our capabilities, rendering our approaches less competitive. Any inability to keep pace with these developments would materially affect our competitiveness and financial performance.	• We continue to invest in R&D activities, strengthening our enabling technologies to generate novel, highly differentiated internal assets that hold tangible value for the Company. • We incorporate cutting-edge AI advancements—such as large language models—into the computational platform to enhance target identification, data analysis, and predictive capabilities. • We have also significantly progressed the GalOmic™ platform, optimising siRNA construct design, accelerating execution speed, and fortifying our intellectual property position. • We continuously monitor the broader AI landscape, rapidly identifying opportunities to integrate emerging innovations that may deliver meaningful improvements to our platform and overall strategy.
Reliance on key suppliers	
We rely on specialised suppliers and contract research organisations (CROs) to provide critical data for our platform technologies and to perform experimental work in the wet laboratory. There is a risk that: • Suppliers may fail to meet the expected quality standards or delivery timelines, leading to compromised research output and inefficiencies. • Geopolitical factors, regulatory changes, or supply chain restrictions (e.g., the BioSecure Act) could limit our ability to engage with certain suppliers, affecting experimental timelines and operational flexibility. • Over-reliance on a small number of key suppliers could introduce bottlenecks should they experience financial instability, operational failures, or capacity constraints.	• Actively identifying and qualifying multiple suppliers and CROs to reduce dependency on any single provider. • Supplier performance and delivery timelines are tracked against pre-agreed milestones, with deviations triggering pre-defined escalation protocols. • Negotiating flexible contracts that ensure continuity of supply, data access, and pricing stability. • Expanding proprietary data collection capabilities to reduce reliance on external datasets and mitigate long-term supply risks. • Proactively tracking legislation (e.g., the BioSecure Act) and implementing transition plans for critical supplier relationships if restrictions arise.

Strategic Risks continued

Risk	Management and mitigation
People and culture	
There is a risk that we fail to attract, recruit, develop and retain the global talent needed to develop our technology, progress our candidates and deliver on our strategy. There is a risk that increased remote working erodes successful collective working and knowledge sharing which may impact collaborative innovation. The loss of key employees might weaken our capabilities and negatively impact our business.	• We are committed to an active people planning and development program to ensure employees feel valued, can develop professionally and are competitively rewarded. This includes industry benchmarking, effective performance management systems and regular employee feedback surveys. • We work with specialist recruitment agencies to ensure we hire the skills we need through best-in-class talent acquisition approaches. • Our Reward Gateway employee engagement platform supports the mental, physical and financial wellbeing of our people. • Employees are provided with all the technologies and equipment they need to be safe and comfortable when working flexibly. • We have built a strong culture of cross-team collaboration that operates regardless of in-person or virtual ways of working.
R&D Tax Credit Changes	
Recent policy updates have restricted certain overseas R&D activities from qualifying for UK R&D tax credits. These changes could result in reduced financial support for work conducted outside the UK, potentially affecting our ability to undertake essential R&D programmes with international partners.	• We have engaged specialist tax advisors to monitor legislative developments and assess the likely impact of new overseas R&D tax credit rules on our projects. • We maintain flexible operational structures for R&D, balancing local (UK) and overseas collaborations wherever feasible to maximise potential tax relief benefits. • We regularly review our global R&D strategy, incorporating scenario planning and budgetary contingencies that consider potential future changes to R&D tax credit eligibility.

Risk	Management and mitigation
Information governance and security	
A cyber-attack, whether by a third party or insider, may incur significant costs, cause disruption to our technology infrastructure and compromise IP. Any breach in our cyber-security may incur severe reputational damage, loss of key stakeholder confidence and negative investor sentiment. As a consequence of increased remote working, additional risks arise which increase the necessity to secure, monitor and protect our technology infrastructure and workforce.	As part of our risk management framework, we undertake best practice cyber- security and information management. We have been independently audited by an accredited body and been awarded Cyber Essentials Plus certification which requires us to maintain: • a business continuity management strategy and established information privacy and security policies; • regular employee training which is provided in house and via third parties; • physical and software-based protection, such as firewalls, anti-malware, • anti-phishing, encryption, and website risk analysis, which is reviewed as part of regular system vulnerability testing; • regular data backups or key systems and information which are tested regularly; • a register of our categorised data, recording access limitation and security measures, including a review of our data processors, cloud-based storage providers and organisational data flows; and • A log of all security incidents is maintained, with reporting to the Board and defined executive ownership of remediation plans for all material breaches. There have been no significant incidents and no cyber breaches during the year.

This report was approved and authorised for issue by the Board of Directors on 21 May 2025 and were signed on its behalf by:

Ali Mortazavi
Chief Executive Officer
21 May 2025

Directors' Report

The Directors present their Annual Report together with the financial statements and Auditor's Report for the year ended 31 January 2025. The Corporate Governance Statement also forms part of this Directors' Report.

General information

e-therapeutics plc (the "Company") is a public limited company incorporated in the United Kingdom, registered number 04304473.

Review of business

All operational activities were undertaken through the Company in both the year ended 31 January 2025 and the prior year.

The Company continues to invest in drug discovery research activities. The Operational Review provides a review of the business, including the Company's trading for the year ended 31 January 2025 and an indication of likely future developments.

Results and dividend

The Company has reported its financial statements in accordance with UK adopted international accounting standards. The results for the period and financial position of the Company are set out in the financial statements and reviewed in the Financial Review section of the Operational Review. The Directors do not recommend the payment of a dividend (2024: £nil).

Directors' and officers' liability insurance

The Company has, as permitted by the Companies Act 2006, maintained insurance cover on behalf of the Directors, indemnifying them against certain liabilities which may be incurred by them in relation to the Company.

Political donations

The Company made no political donations during the current or prior year.

Financial instruments – risk management

The Company's financial risk management policy is set out in Note 20 to the financial statements.

Directors

The Directors of the Company who served during the year ended 31 January 2025 and up to the date of this report were:

Director	Capacity
David Prior	Chairman
Ali Mortazavi	Chief Executive Officer
Trevor Jones	Non-Executive Director
Jeremy Punnet	Non-Executive Director
Michael Bretherton	Non-Executive Director

Major shareholdings

As at 30 April 2025 (being the latest practicable date prior to the publication of this report) the Company had been notified of the following shareholders with 3% or more of the issued share capital of the Company:

	Ordinary shares of 0.1p each Number	% of ordinary shares of 0.1p each held at 30 April 2025
M&G	232,875,000	29.97%
Richard Griffiths and controlled undertakings	232,355,648	29.90%
Robert Quested	51,500,000	6.63%
Ali Mortazavi	50,941,666	6.56%
David Richardson	36,943,229	4.75%

Research and development

During the year ended 31 January 2025 the Company's expenditure on R&D was £14,433,000 (2024: £10,247,000).

Statement of engagement with suppliers, customers and others in a business relationship with the Company

The Directors are mindful of their statutory duty to act in the way they each consider, in good faith, would be most likely to promote the success of the Company for the benefits of its members as a whole, as set out in our Section 172(1) Statement.

A consideration of the Company's relationship with wider stakeholders, including suppliers and customers, is disclosed in our Corporate Governance Statement.

Articles of association and capital structure

The Company's share capital, comprises a single class of ordinary shares of 0.1p each in nominal value, each carrying one vote and all ranking equally. The rights and obligations attaching to the Company's ordinary shares are set out in the Company's articles of association, copies of which can be obtained from Companies House in the UK or by writing to the Company Secretary at 4 Kingdom Street, Paddington, London W2 6BD.

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the year, are shown in Note 21 to the financial statements.

There are no restrictions on the transfer or voting of securities in the Company, and there are no agreements known to the Company which might result in such restrictions.

There are no shareholdings carrying special rights with regard to the control of the Company.

As at 31 January 2025, the Company's issued share capital was £777,110 divided into 777,110,813 ordinary shares of 0.1p each in nominal value.

Re-election of Directors

The appointment of the Chief Executive Officer is terminable by either the Company or the Chief Executive Officer on six months' notice. The appointments of the other Directors are terminable by either the Company or the individual Director on three months' notice. Each appointment is contingent on satisfactory performance and on re-election criteria.

In accordance with the Company's articles of association, each Director must be subject to re-election at least every three years. All newly appointed Directors are also subject to election by the shareholders at the first Annual General Meeting following their appointment.

Disclosure of information to Auditor

Each Director who held office at the date of approval of this report confirms that, so far as the Director is aware, there is no relevant audit information of which the Company's Auditor is unaware and the Director has taken all the steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Independent Auditor

In accordance with Section 489 of the Companies Act 2006, a resolution for the reappointment of Crowe U.K. LLP as Auditor of the Company is to be proposed at the forthcoming Annual General Meeting. Crowe U.K. LLP was first appointed as Auditor of the Company by the Board in January 2023 following a tender process.

Subsequent events

There were no material subsequent events requiring disclosure in the financial statements.

Annual General Meeting

The Annual General Meeting of the Company will be held at the Company's registered office at 4 Kingdom Street, Paddington, London W2 6BD at 12:30 on 10 July 2025. The notice convening the meeting is set out at the end of this report together with a summary of the business to be transacted. A copy of the notice is also available on the Company's website at https://www.etherapeutics.co.uk/investors/financials-company-documents/

Going concern

The Company is still largely reliant on its cash balance to fund ongoing operations.

At 31 January 2025, we reported cash and liquid resources and short-term investments of £32,723,000. The Board has prepared a detailed budget covering the forthcoming financial year, together with financial projections for the year thereafter. These support the view that the Company has sufficient cash to meet its operational requirements for at least 12 months from the signing of these financial statements.

By order of the Board

Ali Mortazavi
Chief Executive Officer
21 May 2025

Directors' Responsibilities Statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors are required to prepare the financial statements in accordance with UK adopted international accounting standards. Under company law, the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, IAS 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website (www.etherapeutics.co.uk).

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibilities statement

We confirm that, to the best of our knowledge:

- the financial statements, prepared in accordance with the relevant reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face; and
- the Annual Report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Ali Mortazavi
Chief Executive Officer
21 May 2025

Independent Audit Report

Opinion

We have audited the financial statements of e-therapeutics plc (the "Company") for the year ended 31 January 2025, which comprise:

- the income statement for the year ended 31 January 2025;
- the statement of changes in equity for the year ended 31 January 2025;
- the statement of financial position as at 31 January 2025;
- the statement of cash flows for the year then ended;
- the notes to the financial statements, including significant accounting policies.

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

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 January 2025 and of its loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report and strategic report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

Independent Auditors' Report continued

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

- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 14, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation (including in relation to claims for R&D tax credits).

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals and reviewing accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Leo Malkin
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
London
21 May 2025

Income Statement
For the year ended 31 January 2025

	Notes	2025 £'000	2024 £'000
Revenue	5	**–**	318
Cost of sales		**–**	–
Gross profit		**–**	318
Research and development expenditure		**(14,433)**	(10,247)
Administrative expenses		**(4,213)**	(3,865)
Operating loss		**(18,646)**	(13,794)
Interest and investment income	10	**1,084**	740
Interest expense	11	**(47)**	(27)
Loss before tax		**(17,609)**	(13,081)
Taxation	12	**2,740**	1,915
Loss for the year attributable to equity holders of the Company		**(14,869)**	(11,166)
Loss per share: basic and diluted	13	**(2.01)p**	(1.91)p

Statement of Comprehensive Income
For the year ended 31 January 2025

	2025 £'000	2024 £'000
Loss for the financial year	**(14,869)**	(11,166)
Other comprehensive income	**–**	–
Total comprehensive loss for the year attributable to equity holders of the Company	**(14,869)**	(11,166)

Statement of Changes in Equity

For the year ended 31 January 2025

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
As at 31 January 2023	582	112,613	(80,151)	33,044
Total comprehensive loss for the year				
Loss for the financial year	–	–	(11,166)	(11,166)
Total comprehensive loss for the year	–	–	(11,166)	(11,166)
Transactions with owners, recorded directly in equity				
Issue of ordinary shares	2	35	–	37
Equity-settled share-based payment transactions	–	–	78	78
Total contributions by and distribution to owners	2	35	78	115
As at 31 January 2024	584	112,648	(91,239)	21,993
Total comprehensive loss for the year				
Loss for the financial year	**–**	**–**	**(14,869)**	**(14,869)**
Total comprehensive loss for the year	**–**	**–**	**(14,869)**	**(14,869)**
Transactions with owners, recorded directly in equity				
Issue of ordinary shares	**193**	**28,720**	**–**	**28,913**
Equity-settled share-based payment transactions	**–**	**–**	**36**	**36**
Total contributions by and distribution to owners	**193**	**28,720**	**36**	**28,949**
As at 31 January 2025	**777**	**141,368**	**(106,072)**	**36,073**

Statement of Financial Position

As at 31 January 2025

	Notes	2025 £'000	2024 £'000
Non-current assets			
Intangible assets	14	**819**	407
Property, plant and equipment	15	**831**	988
		1,650	1,395
Current assets			
Tax receivable	12	**2,738**	1,935
Trade and other receivables	16	**651**	470
Prepayments		**428**	504
Short-term investments	17	**12,204**	–
Cash and cash equivalents	17	**20,519**	20,665
		36,540	23,574
Total assets		**38,190**	24,969
Current liabilities			
Trade and other payables	18	**1,800**	2,266
Lease liability	19	**317**	393
		2,117	2,659
Non-current liabilities			
Lease liability	19	**–**	317
Total liabilities		**2,117**	2,976
Net assets		**36,073**	21,993
Equity			
Share capital	21	**777**	584
Share premium		**141,368**	112,648
Retained earnings deficit		**(106,072)**	(91,239)
Total equity attributable to equity holders of the Company		**36,073**	21,993

These financial statements were approved and authorised for issue by the Board of Directors on 21 May 2025 and were signed on its behalf by:

Ali Mortazavi
Chief Executive Officer

Registered number: 04304473

Statement of Cash Flow
For the year ended 31 January 2025

	Notes	2025 £'000	2024 £'000
Loss for the year		**(14,869)**	(11,166)
Adjustments for:			
Depreciation, amortisation and impairment	14,15	**685**	535
Loss on disposal of fixed assets	15	**–**	1
Equity-settled share-based payment expense	9	**36**	78
Interest income	10	**(1,084)**	(740)
Interest expense	11	**47**	27
Taxation	12	**(2,740)**	(1,935)
Operating cash flows before movements in working capital		**(17,925)**	(13,200)
Increase in trade and other receivables		**(105)**	(162)
Decrease/increase in trade and other payables		**(465)**	965
R&D tax received		**1,936**	1,500
Net cash used in operating activities		**(16,559)**	(10,897)
Interest income	10	**1,084**	740
Interest expense	11	**(47)**	(27)
Acquisition of intangible assets	14	**(530)**	(234)
Acquisition of property, plant and equipment	15	**(410)**	(247)
Increase in short-term investments	17	**(12,204)**	–
Net cash (used in)/generated from investing activities		**(12,107)**	232
Proceeds from issue of share capital		**28,913**	37
Repayment of lease liability	19	**(393)**	(396)
Net cash generated/(used in) from financing activities		**28,520**	(359)
Net decrease in cash and cash equivalents		**(146)**	(11,024)
Cash and cash equivalents at 1 February		**20,665**	31,689
Cash and cash equivalents at 31 January		**20,519**	20,665

Notes to the financial statements

1. General information

e-therapeutics plc is a company incorporated and domiciled in the UK. The nature of the operations and principal activities of the Company are set out in the CEO Statement, Operational Review and the Directors' Report. The registered address of the Company is 4 Kingdom Street, Paddington, London W2 6BD.

These financial statements are presented in the currency of the economic environment in which the Company operates, being Sterling. Financial information presented has been rounded to the nearest thousand pounds.

2. Standards and interpretations applied for the first time

No new standards, amendments or interpretations have become effective for the first time in these financial statements that have a material impact on the amounts reported or disclosures made.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Company. None of these are expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

3. Material accounting policies

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost basis of accounting, except where fair value measurement is required under UK adopted international accounting standards. The principal accounting policies are set out below and have, unless otherwise stated, been applied consistently to all years presented.

Going concern

The Company is still largely reliant on its cash balance to fund ongoing operations.

At 31 January 2025, we reported cash and short-term investments of £32,723,000, inclusive of short-term investment bank deposits, versus an underlying cash burn during the year of £16,855,000, including R&D tax credits received and excluding the proceeds from the fundraise share issue.

An equity fundraise of £28.9 million before expenses was announced in April 2024 by way of a subscription by funds managed by M&G Investment Management Limited and Richard Griffiths, both existing shareholders of the Company.

We have prepared a detailed annual budget and follow-on projections which together cover a 24-month period and provide support for the view that the Company has sufficient cash to meet its operational requirements for at least 12 months from the signing of these financial statements.

The budget includes a moderate increase in R&D expenditure, in line with progressing our strategic aims as detailed within the Operational Review. This expenditure is largely uncommitted and discretionary and would be reduced or postponed if required to manage the Company's cash resources.

The financial performance and position of the Company are discussed in more detail within the Operational Review.

These financial statements have been prepared on a going concern basis, given the points discussed above. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Foreign currencies

The financial statements are presented in Sterling, being the functional currency. Transactions in foreign currencies are recognised at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences are recognised in the Income Statement.

Revenue

Rendering of services under contracts with customers

Revenue is recognised on collaborative transactions in the area of drug discovery. All contracts with customers are reviewed individually in accordance with the IFRS 15 five-step process for revenue recognition. Where consideration is fixed and services are deemed to be transferred over time, on the basis that customers influence the direction of the project and therefore the requirements of the performance obligations to be delivered, revenue is recognised over time based on the ratio of time spent by employees in the period to the total time expected to be spent to complete the performance obligation.

All other revenue for services is recognised at the point at which the performance obligation, as defined in the contract and as aligned to a customer deliverable, has been completed. Every performance obligation has a defined transaction price. Milestone payments, all of which have a defined transaction price, will be recognised when the related performance obligation is satisfied, and the Company considers that it is highly probable that there will not be a significant reversal of cumulative revenue in future periods. e-therapeutics utilises its powerful computer-based platform technologies in the delivery of its projects with collaborators. Licence income fees associated with the right to access the Company's proprietary platform throughout the project are recognised as revenue over the length of the contract in accordance with IFRS 15.B58. Customers may be invoiced wholly or partly upfront, with the balance upon completion of specific performance obligations. The Company recognises contract liabilities on the Balance Sheet for consideration received in excess of the revenue recognised.

Interest income and expenditure

Interest income and expenditure is recognised in the Income Statement as it accrues on a timely basis, by reference to the principal outstanding and effective interest rate applicable.

Expenses

Defined contribution pension plans

Payments to defined contribution pension plans are recognised as an expense when employees have rendered services entitling them to the contributions.

Share-based payment transactions

Equity-settled share-based payments to employees are measured at fair value of the equity instruments at the grant date, excluding the effect of non-market-based vesting conditions. Details regarding the determination of the fair value are included in Note 9.

The grant-date fair value is expensed over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At each Balance Sheet date, the Company revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market-based vesting conditions. The impact of the revision of the original estimate is recognised in the Income Statement such that the cumulative share-based payments charge reflects the revised amount. The share-based payments charge is matched by a corresponding credit to the retained earnings reserve in the Statement of Changes in Equity.

Taxation

Tax is recognised in the Income Statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Small and medium-sized enterprise (SME) R&D tax credits receivable are recognised within taxation in the Income Statement. Research and development expenditure credit (RDEC) is recognised within operating loss.

Current tax is the expected tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustment to tax payable in respect of previous years. R&D tax credits are recognised in the period to which the corresponding R&D spend relates, to the extent that any R&D tax credits receivable are expected to be recovered and meet R&D tax rule requirements.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, using tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws that have been enacted or substantively enacted at the Balance Sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

R&D expenditure

All R&D expenditure, which comprises a proportion of employee salaries and directly attributable overheads, is currently recognised in the Income Statement as incurred on the basis that the recognition criteria of IAS 38 'Intangible Assets' are currently not met.

Patents and trademarks

External expenditure on the creation of patents and trademarks is capitalised and carried at cost less accumulated amortisation and accumulated impairment losses. Expenditure to maintain patents and trademarks after the date of their grant is written off as incurred. Patents and trademarks are amortised on a straight-line basis over the remainder of their term from the date of their grant.

Derecognition

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses from derecognition of an intangible asset are recognised in the Income Statement.

Notes to the financial statements continued

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any recognised impairment losses. Depreciation is charged to the Income Statement on a straight-line basis over the estimated useful lives of the assets, on the following bases:

Right-of-use property:	Over the remaining lease term
Plant and equipment:	25%–33% per annum
Fixtures and fittings:	15% per annum

Depreciation methods, useful lives and residual values are reviewed at each Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis.

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

Impairment of intangible and tangible assets

The carrying amounts of the Company's intangible and tangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated, and an impairment loss is recognised in the Income Statement to the extent that the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset or its cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash-generating unit in prior years.

Leased assets

Right-of-use assets are measured at cost, being the initial measurement of the lease liability plus any prepaid amounts and less depreciation which is calculated on a straight-line basis over the lease term. A corresponding lease liability is recognised at the present value of lease payments unpaid at the Balance Sheet date. Interest accrues on the lease liability at a rate of interest appropriate for financing such assets or as stipulated on the lease agreement. Subsequent to initial measurement, the liability will be reduced by lease payments.

The company has elected to account for short-term leases of 12 months or less and low value leases using the practical expedients. Payments in relation to these leases are recognised as an expense in the Income Statement on a straight-line basis over the lease term.

Financial instruments

The Company applies IFRS 9 'Financial Instruments'. Financial assets and financial liabilities are recognised in the Company's Balance Sheet when the Company becomes a party to the contractual provisions of the instrument and are initially measured at fair value.

Financial assets

All financial assets will be realised through the collection of contractual cash flows; hence they are subsequently measured at amortised cost using the effective interest method, less expected credit losses judged as the discounted probability weighted outcomes of default at recognition. Interest income and expense are recognised in the Income Statement as interest accrues using the effective interest rate.

Financial liabilities

All financial liabilities are measured at amortised cost using the effective interest method. The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or expired. The difference between the carrying amount and the consideration payable is recognised in the Income Statement. Interest expense is recognised in the Income Statement, except for short-term payables when the recognition of interest would be immaterial.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances, demand deposits and term deposits with an initial maturity of not more than three months.

4. Accounting judgements and sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are reviewed on a going concern basis.

The following are the key judgements that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in these financial statements:

- As detailed in Note 3, there are various revenue streams from collaborative partnerships. Management reviews these revenue streams against the IFRS 15 criteria to establish whether revenue should be recognised over time or at a point in time. Revenue recognised over time results in a difference between upfront cash receipts and revenue recognised, the balance of which is recorded on the Balance Sheet. Revenue recognised from collaborative partnerships and corresponding contract liabilities reflects management's best estimate of each contract's stage of completion. Management estimates project progress at each reporting date, with consideration of project plans outlined in customer contracts, and remeasures revenue accordingly. At the year end, deferred revenue liability was £nil (2024: £nil). Revenue of £nil (2024: £318,000) is made up of £nil (2024: £318,000) recognised at a point in time and £nil (2024: £nil) over time
- The Directors have not recognised a deferred tax asset based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry- forwards can be utilised. The potential deferred tax asset is disclosed in Note 12

The following are the key assumptions concerning estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- The current tax receivable, of £2,740,000 (2024: £1,935,000), represents an R&D tax credit based on an advance claim with HMRC. The final receivable is subject to judgement and the correct application of complex R&D tax rules. The minimum receipt approved by HMRC could be £nil. Historically, final claims have been successful and materially in line with the receivable recognised in the financial statements. The Company expects the current year to be successful also.

5. Segmental reporting

Financial information is reported to the Company's Chief Executive Officer (the Chief Operation Decision-Maker) as one business segment, being that of drug discovery.

All Company activities are carried out in the UK and all of the Company's assets and liabilities are located in the UK, with the exception of some activities and assets relating to 5 employees (2024: 2 employees) who work via an Employer of Record in the United States of America.

Revenue recognised of £nil (2024: £318,000) includes £nil (2024: £nil) of deferred revenue at the beginning of the period. There are no performance obligations from existing revenue contracts that are unsatisfied or partially satisfied as at 31 January 2025.

Management expects to enter into further commercial collaborations in the coming financial year, diversifying revenue from external customers.

Notes to the financial statements continued

6. Auditor's remuneration

	2025 £'000	2024 £'000
Amounts receivable by the Auditor and its associates in respect of:		
– audit of the Company's annual financial statements	**66**	66

7. Staff numbers and costs

The average number of persons employed by the Company (including Executive Directors and excluding Non-Executive Directors) during the year, analysed by category, was as follows:

Number of employees

	2025 £'000	2024 £'000
R&D staff	**28**	23
Finance and administration staff	**11**	11
Executive Directors	**1**	1
	40	35

The aggregate payroll costs of these persons were as follows:

	2025 £'000	2024 £'000
Wages and salaries	**4,051**	4,107
Share-based payments (see Note 9)	**36**	78
Social security costs	**418**	470
Contributions to money purchase pension schemes	**327**	285
Compensation for loss of office	**164**	59
	4,996	4,999

The Company makes defined pension contributions into money purchase schemes nominated by employees. The total expense relating to these plans is £327,000 (2024: £285,000). At the reporting date, there were outstanding contributions of £45,000 (2024: £33,000) accrued but not yet paid.

8. Directors' remuneration

	2025 £'000	2024 £'000
Directors' emoluments	**429**	519
Contributions to money purchase pension schemes	**23**	22
	452	541

The remuneration of the highest paid Director during the year was £275,000 (2024: £373,000). In addition, contributions to money purchase schemes in respect of the highest paid Director during the year were £23,000 (2024: £22,000).

During the year, one Director (2024: one) accrued retirement benefits under a money purchase scheme. No Director sold or exercised share options during the year.

9. Share-based payments

The Company uses share options to incentivise, attract and retain the best people as part of our comprehensive people strategy and to align remuneration with the medium to long-term strategic goals of the Company. All options granted before October 2020 were granted under the e-therapeutics Performance Share Plan 2013 (PSP) and all options granted from October 2020 onwards were granted under the e-therapeutics Long-Term Incentive Plan 2020 (LTIP) or e-therapeutics Share Option Plan 2024.

Vesting periods reflect a period of time that management believes will motivate and retain employees whilst taking into account the stage of R&D development and business lifecycle of e-therapeutics.

The terms and conditions of all options in issue during the year are shown below:

Date of grant	Number of instruments at end of year	Number of instruments at beginning of year	Exercise price (p)	Vesting period	Date exercisable	Performance conditions
March 2019	500,000	500,000	2.8	3 years	Upon vesting	Note 1
May 2019	500,000	500,000	2.1	3 years	Upon vesting	Note 1
February 2020	9,672,836	9,672,836	0.1	2 years	Upon vesting	Note 2
March 2020	1,500,000	1,500,000	0.1	3 years	Upon vesting	N/A
April 2020	3,000,000	3,000,000	0.1	3 years	Upon vesting	N/A
June 2021	–	413,322	12.0	3 years	Upon vesting	N/A
September 2021	–	100,000	20.0	3 years	Upon vesting	N/A
February 2022	400,000	700,000	20.0	3 years	Upon vesting	N/A
March 2022	1,000,000	1,000,000	20.0	3 years	Upon vesting	N/A
May 2022	300,000	300,000	23.2	3 years	Upon vesting	N/A
July 2023	315,000	665,000	18.0	3 years	Upon vesting	N/A
July 2023	150,000	232,500	19.0	2 years	Upon vesting	N/A
July 2023	150,000	232,500	19.0	3 years	Upon vesting	N/A
December 2023	700,000	700,000	7.0	3 years	Upon vesting	N/A
March 2024	300,000	–	11.2	3 years	Upon vesting	N/A
April 2024	50,000	–	10.7	2 years	Upon vesting	N/A
April 2024	50,000	–	10.7	3 years	Upon vesting	N/A
September 2024	300,000	–	15.0	3 years	Upon vesting	N/A
October 2024	50,000	–	15.0	2 years	Upon vesting	N/A
October 2024	50,000	–	15.0	3 years	Upon vesting	N/A
November 2024	6,700,000	–	15.0	3 years	Upon vesting	Note 3
November 2024	50,000	–	15.0	2 years	Upon vesting	N/A
November 2024	50,000	–	15.0	3 years	Upon vesting	N/A
January 2025	100,000	–	15.0	3 years	Upon vesting	N/A
January 2025	50,000	–	15.0	2 years	Upon vesting	N/A
January 2025	50,000	–	15.0	3 years	Upon vesting	N/A
Total	**25,987,836**	**19,516,158**				

Note 1
Options vest on a straight-line basis between 50% and 100% if share performance is between the minimum and maximum performance targets. These targets are based on the percentage increase in share price in relation to a comparator group of peer companies. These performance conditions were met in previous years.

Note 2
These options were granted to Ali Mortazavi, current CEO, upon his initial appointment as Executive Chairman in February 2020. The options include the performance condition whereby they will vest in full, at the end of the vesting period, if e-therapeutics' share price reaches and remains at 6.0p for a period of 30 consecutive days at any time during that period. This performance condition was met in previous years.

Notes to the financial statements continued

Note 3
These options were granted to David Prior, Chairman, in November 2024. The options include performance conditions whereby they will vest in full, if there is a change of control of the Company taking place no later than 31 July 2027, or a listing takes place no later than 31 July 2027 where the price at which shares are made available at the time of the listing is not less than 45.0p, or an issue of shares by the Company no later than 31 July 2027, which the board considers substantial, where the subscription value is not less than 45.0p, or a disposal by the company taking place no later than 31 July 2027 attributing a value not less than 45.0p.

If any of the above options remain unexercised after a period of ten years from the date of grant they will automatically expire.

The number and weighted average exercise prices of share options are as follows:

Options	Weighted average exercise price 2025 (p)	Number of options 2025	Weighted average exercise price 2024 (p)	Number of options 2024
Outstanding at the beginning of the year	**4.0**	**19,516,158**	3.1	21,172,836
Exercised during the year	**–**	**–**	(1.1)	(2,050,000)
Forfeited during the year	**(16.9)**	**(1,328,322)**	(7.7)	(1,436,678)
Expired during the year	**–**	**–**	–	–
Granted during the year	**14.8**	**7,800,000**	14.0	1,830,000
Outstanding at the end of the year	**6.6**	**25,987,836**	4.0	19,516,158
Exercisable at the end of the year	**0.8**	**15,172,836**	0.8	15,586,518

The options outstanding at the year end have a weighted average remaining contractual life of seven years (2024: seven years).

Volatility has been estimated by reference to historical share price data over a period commensurate with the expected term of the options awarded.

The assumptions for the option grants during the current year were:

Date of grant	Mar 2024	Apr 2024	Apr 2024	Sep 2024	Oct 2024	Oct 2024	Nov 2024	Nov 2024	Nov 2024	Jan 2025	Jan 2025	Jan 2025
Option pricing model used	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes	Black Scholes
Share price at date of grant (p)	11.2	10.7	10.7	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
Minimum vesting period	3 years	3 years	2 years	3 years	2 years	3 years	2.7 years	2 years	3 years	3 years	2 years	3 years
Exercise price (p)	11.2	10.7	10.7	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
Expected volatility	63.82%	63.82%	63.82%	67.44%	66.05%	66.05%	65.38%	67.38%	67.38%	64.12%	64.19%	64.19%
Risk-free rate	3.95%	4.04%	4.25%	3.56%	3.92%	3.87%	4.25%	4.22%	4.19%	4.26%	4.15%	4.16%
Dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Number of shares	300,000	50,000	50,000	300,000	50,000	50,000	6,700,000	50,000	50,000	100,000	50,000	50,000
Fair value per option (p)	5.04	4.86	4.02	7.05	5.77	6.98	6.65	5.89	7.12	6.86	5.65	6.86

The total expense recognised for the year arising from equity-settled share-based payments is as follows:

	2025 £'000	2024 £'000
Company equity-settled share-based payments	**36**	78

10. Interest income

	2025 £'000	2024 £'000
Bank interest receivable	**1,084**	740

11. Interest expense

	2025 £'000	2024 £'000
Lease interest payable	**47**	27

12. Tax

	2025 £'000	2024 £'000
SME R&D tax credit receivable for the current year	**(2,738)**	(1,915)
Adjustments for prior year in respect of SME R&D tax credit	**(2)**	–
Current tax credit	**(2,740)**	(1,915)
Deferred tax	**–**	–
Total tax credit on loss on ordinary activities	**(2,740)**	(1,915)

The standard rate of corporation tax applied to reported profit is 25% (2024: 25%). The credit for the year can be reconciled to the Income Statement as follows:

	2025 £'000	2024 £'000
Loss before tax	**(17,609)**	(13,081)
Tax at the UK corporation tax rate of 25% (2024: 25%)	**(4,402)**	(3,140)
Expenses not deductible for tax purposes	**4**	7
Enhanced relief for SMEs in relation to R&D	**(200)**	(280)
Unrelieved tax losses	**1,915**	1,541
Income not taxable	**–**	–
Other	**(55)**	(43)
Adjustments in respect of prior year	**(2)**	–
Total tax credit for the year	**(2,740)**	(1,915)

The total tax credit recognised within the Income Statement is £2,740,000 (2024: £1,935,000), which is comprised of the small or medium-sized enterprise (SME) R&D tax relief of £2,740,000 (2024: £1,919,000) and research and development expenditure credit (RDEC) of £nil (2024: £16,000). The SME tax credit is shown within taxation, as reconciled above. The RDEC is included within research and development expenditure in the Income Statement on the basis that the RDEC is treated as taxable income, being an "above the line" relief.

The tax receivable on the Balance Sheet, of £2,738,000 (2024: £1,935,000), is made up of current year SME tax relief of £2,738,000 (2024: £1,915,000) and RDEC of £nil (2024: £20,000). Historically, R&D credits relating to both the SME scheme and the RDEC scheme have been received from HMRC as a single payment.

The Company has accumulated losses available to carry forward against future trading profits of £52,435,000 (2024: £44,615,000). No deferred tax has been recognised in respect of tax losses since it is uncertain at the Balance Sheet date as to whether future profits will be available against which the unused tax losses can be utilised. The estimated value of the deferred tax asset not recognised, measured at a standard rate of 25% which became effective from 1 April 2023, is £13,563,000 (2024: £11,871,000).

Notes to the financial statements continued

The current year R&D credit has not yet been approved by HMRC and, therefore, there is a risk that this claim may not be successful.

13. Loss per share

The calculation of the basic and diluted loss per share is based on the following data:

	2025 £'000	2024 £'000
Losses for the purposes of basic loss per share and diluted loss per share, being loss attributable to owners of the Company (£'000)	**(14,869)**	(11,166)
Weighted average number of ordinary shares for the purposes of basic loss per share and diluted loss per share (number)	**740,618,638**	584,335,487
Loss per share – basic and diluted (p)	**(2.01)**	(1.91)

Diluted LPS is calculated in the same way as basic LPS but also with reference to reflect the dilutive effect of share options in existence at the year end over 25,987,836 (2024: 19,516,158) ordinary shares (see Note 9). The diluted loss per share is, however, identical to the basic loss per share, as potential dilutive shares are not treated as dilutive where they would reduce the loss per share.

14. Intangible assets

	Patents and trademarks £'000
Cost	
As at 31 January 2023	1,547
Additions	234
Disposals	–
As at 31 January 2024	1,781
Additions	530
Disposals	–
As at 31 January 2025	**2,311**
Amortisation and impairment	
As at 31 January 2023	1,308
Amortisation charge for the year	4
Impairment losses	62
As at 31 January 2024	1,374
Amortisation charge for the year	11
Impairment losses	107
As at 31 January 2025	**1,492**
Net book value	
As at 31 January 2023	239
As at 31 January 2024	407
As at 31 January 2025	**819**

Research and development costs of £14,433,000 (2024: £10,247,000) have been recognised in the Income Statement.

Amortisation

Amortisation has been charged on patents for which the registration process is complete, over the term granted. Amortisation is included within administrative expenses.

15. Property, plant and equipment

	Right-of-use property £'000	Plant and equipment £'000	Fixtures and fittings £'000	Total £'000
Cost				
As at 31 January 2023	802	323	145	1,270
Additions	811	247	–	1,058
Disposals	(802)	(2)	–	(804)
As at 31 January 2024	811	568	145	1,524
Additions	–	410	–	410
Disposals	–	(174)	(103)	(277)
As at 31 January 2025	**811**	**804**	**42**	**1,657**
Depreciation				
As at 31 January 2023	518	241	111	870
Depreciation charge for the year	402	61	6	469
Disposals	(802)	(1)	–	(803)
As at 31 January 2024	118	301	117	536
Depreciation charge for the year	406	155	6	567
Disposals	–	(174)	(103)	(277)
As at 31 January 2025	**524**	**282**	**20**	**826**
Net book value				
As at 31 January 2023	284	82	34	400
As at 31 January 2024	693	267	28	988
As at 31 January 2025	**287**	**522**	**22**	**831**

Disclosure relating to the corresponding lease relating to the right-of-use asset is shown in Note 19. Depreciation charges are included within administrative expenses.

16. Trade and other receivables

	2025 £'000	2024 £'000
Trade receivables	**–**	–
Other receivables	**651**	470
	651	470

There is no expected credit loss provision in respect of other receivables in the current or prior year for the Company. All debts are not past due in the current or prior year. The Company's management has received no indication that any unimpaired amounts will be irrecoverable. Further details of financial assets are shown in Note 20.

Notes to the financial statements continued

17. Cash and cash equivalents

	2025 £'000	2024 £'000
Cash at bank and in hand	**12,412**	4,877
Bank deposits on 32 days' notice	**–**	5,563
Bank deposits on 35 days' notice	**8,107**	10,225
Cash and cash equivalents	**20,519**	20,665
Short-term investments (bank deposits on 95 day notice)	**12,204**	–
Total cash and cash equivalents and short-term investments	**32,723**	20,665

The Company's treasury policy primary objective is to minimise the risk of a loss of capital and to eliminate any loss of liquidity which would have a detrimental effect on the business. Short-term surplus funds are deposited with reputably rated banks for maturities of not more than 95 days.

18. Trade and other payables

	2025 £'000	2024 £'000
Current		
Trade payables	**981**	1,089
Other taxation and social security	**148**	109
Other payables	**57**	96
Accrued expenses	**614**	972
	1,800	2,266

The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

Further details of financial liabilities are shown in Note 20.

19. Lease liability

	2025 £'000	2024 £'000
Current		
Lease liability	**317**	393
Non-current		
Lease liability	**–**	317
	317	710

The lease liability relates to one office property. The lease began in October 2023 and has a remaining term of 8.5 months. The corresponding right-of-use asset is disclosed in Note 15.

The Company has elected not to recognise a lease liability for short-term leases (leases with an expected term of 12 months or less) or leases for which the underlying asset value is low. Payments made under such leases are expensed on a straight-line basis. The amount recognised within administrative expenses for short-term leases was £nil (2024: £nil) and the minimum lease payment at the Balance Sheet date totalled £nil (2024: £nil). The amount recognised within administrative expenses for low value leases was £5,000 (2024: £6,000) and the minimum lease payment at the Balance Sheet date was £nil (2024: £5,000). The movement in the Company's lease liability, as reflected in the cash flow, is as follows:

	£'000
As at 31 January 2023	295
Additions	811
Repayments	(396)
As at 31 January 2024	710
Additions	–
Repayments	(393)
As at 31 January 2025	**317**

20. Financial instruments

The prime objectives of the Company's policy towards financial instruments are to maximise returns on the Company's cash balances, manage the Company's working capital requirements and finance the Company's ongoing operations. Details of the significant accounting policies for each class of financial asset, financial liability and equity instrument are disclosed in Note 3.

The carrying amount of financial assets, all measured as loans and receivables at amortised cost, and financial liabilities, all measured at amortised cost, is as follows:

	2025 £'000	2024 £'000
Financial assets		
Included within other receivables (Note 16)	**651**	470
Cash and cash equivalents (Note 17)	**20,519**	20,665
Short-term investments (Note 17)	**12,204**	–
	33,374	21,135
Financial liabilities		
Trade payables (Note 18)	**981**	1,089
Lease liability (Note 19)	**317**	710
Included within other payables (Note 18)	**57**	96
	1,355	1,895

Notes to the financial statements continued

Management believes that there is no material difference between the carrying value of financial assets or financial liabilities and their fair value. There were no net gains or losses, except interest revenue and expenditure, recognised in the Income Statement in relation to financial assets or liabilities recognised at amortised cost. Interest and investment income received on cash balances and fixed-term deposits totalled £1,084,000 (2024: £740,000). Interest expenditure recognised on lease liabilities and cash balances totalled £47,000 (2024: £27,000).

Capital management

The Company finances its operations through its revenue-generating commercial collaborations, the issue of new shares and the management of working capital. The Company's capital resources are managed to ensure it has resources available to invest in operational activities designed to generate future income. These resources were represented by £32,723,000 of cash and short-term investment bank deposits as at 31 January 2025 (2024: £20,665,000).

Management of financial risk

The key risks associated with the Company's financial instruments are credit risk, liquidity risk and interest rate risk. The Board is responsible for managing these risks and the policies adopted, which have remained largely unchanged throughout the year, and are set out below.

Credit risk

The Company has adopted a treasury policy that aims to maintain a high level of security of deposited funds as well as optimising income generated from those funds and ensuring that the Company has adequate working capital for ongoing activities. Management considers the credit risks on liquid funds to be limited, since the counterparties are banks with high credit ratings and balances are monitored to prevent reliance on any one bank. There are no material supplier financing arrangements. A list of approved deposit counterparties with monetary limits for each is maintained and is reviewed by the Audit Committee.

The carrying amount of trade and other receivables, of £651,000 (2024: £470,000), represents the maximum exposure to credit risk from financial assets excluding cash. Management does not expect any future credit loss; hence no loss allowance has been recognised in these financial statements for the current or prior year. Management considers the Company's exposure to credit risk to be immaterial.

The Company only deals with reputable customers and customers are required to pay an upfront element, which mitigates the credit risk. Credit terms average 23 days (2024: 23 days).

Liquidity risk

The Company manages its liquidity risk by monitoring short-term cash flows, against monthly forecast requirements and longer-term cash flows against annual budgets and rolling monthly cash forecasts and by matching the maturity profiles of financial assets and liabilities. All of the financial assets disclosed in the table have a contractual maturity of not more than 95 days (2023: not more than 35 days).

Interest rate risk

The Company has deemed interest-bearing debt in issue applying to the lease liability at a deemed rate appropriate for financing of such assets and which has been determined at 9.3%. Interest payable on lease liability balances was £47,000 (2024: £27,000). Interest received on bank deposit balances was £1,084,000 (2024: £740,000), earned at interest rates of between 0% and 4.7% (2024: 0% and 4.4%). Management does not consider that a fluctuation in interest rates would have a material impact on the Company.

Foreign exchange rate risk

Financial assets and liabilities at the year end and at the prior year end that are not originally Sterling balances are immaterial. A net foreign exchange loss of £56,000 (2024 net gain: £36,000) is recognised in administrative expenses.

21. Share capital

The share capital of e-therapeutics plc consists of fully paid ordinary shares with a nominal value of £0.001 each. The Company has one class of ordinary shares, which carries no right to fixed income. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at shareholders' meetings.

No. of ordinary shares

	2025 '000	2024 '000
In issue as at 1 February	584,335	582,159
Share issue	192,775	2,176
Total shares authorised and in issue as at 31 January – fully paid	777,110	584,335

131,000,000 and 61,666,667 shares were issued in April 2024 in relation to an equity fundraise by way of a direct subscription of funds managed by M&G Investment Management Limited and Richard Griffiths respectively, both existing shareholders of the Company. In addition, 108,659 shares were issued during the year as part-payment of Non-Executive Director fees. Proceeds received in excess of the nominal value of the shares issued during the year have been included in share premium. As at 31 January 2025, the Company had 777,110,813 (2024: 584,335,487) ordinary shares of 0.1p each in issue.

Capital commitments

At the year end, the Company had not entered into contractual commitments for the acquisition of any capital items (2024: £nil).

22. Related parties

The remuneration of the Directors, who are the key management personnel of the Company, is disclosed in Note 8.

Key management personnel

The Executive Committee and Board of Directors are designated as key management personnel. Key management personnel remuneration includes the following expenses:

	2025 £'000	2024 £'000
Short-term employee benefits		
Salaries including bonuses	**1,024**	1,705
Social security costs	**184**	215
Health insurance	**51**	51
Compensation for loss of office and payments in lieu of notice	**–**	49
Post-employment benefits	**1,259**	2,020
Defined contribution pension plans	**63**	75
Share-based payments	**112**	63
Total remuneration	**1,434**	2,158

No key management personnel exercised share options during the year (2024: nil).

23. Subsequent events

There have been no events since the Balance Sheet date that require disclosure in these financial statements.

Notice of Annual General Meeting of e-therapeutics plc

(Incorporated and registered in England and Wales under company number 04304473)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its content or as to what action you should take, you should consult your stockbroker, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or another appropriately authorised independent advisor if you are in a territory outside the United Kingdom.

If you have sold or transferred all your shares in e-therapeutics plc, please pass this document and the accompanying proxy form to the purchaser or transferee or to the stockbroker or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

Notice is hereby given that the 2025 Annual General Meeting of e-therapeutics plc (the "Company") will be held at the Company's registered office at 4 Kingdom Street, Paddington, London W2 6BD at 12:30 on 10 July 2025 to consider and, if thought fit, pass the following resolutions as ordinary resolutions other than resolution 7, which will be proposed as a special resolution:

Ordinary business

1. To receive the accounts for the financial year ended 31 January 2025 together with the Directors' Report and the Auditor's Report for that period.

2. To re-elect Michael Bretherton as a Director of the Company, who has been a Director since 10 February 2020 and was last re-elected by shareholders in July 2022.

3. To elect Jeremy Punnett as a Director of the company, who was appointed by the Board on 16 July 2024, as Non-Executive Director.

4. To reappoint Crowe U.K. LLP as the Auditor of the Company.

5. To authorise the Directors to set the remuneration of the Auditor of the Company.

Special business

To consider and, if thought fit, to pass the following resolutions, of which resolution 6 will be proposed as an ordinary resolution, and resolution 7 will be proposed as a special resolution:

6. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

   a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of

   £259,036.94 (being 1/3 (approximately 33.33%) of the Company's issued share capital as at close of business on 20 May 2025), such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum; and

   b) comprising equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £518,073.88 (being 2/3 (approximately 66.67%) of the Company's issued share capital as at close of business on 20 May 2025), such amount to be reduced by any allotments or grants made under (a) above, in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever, these authorities to expire on the earlier of: (i) the date falling 15 months after the date of the passing of this resolution; and (ii) the conclusion of the Annual General Meeting of the Company in 2026 (save that the Company may, before such expiry, make any offer or enter into any agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

7. That, subject to the passing of resolution 6, the Directors be and are hereby authorised pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution, as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash:

    a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 6(a), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

    b) in the case of the authorisation granted under resolution 6(a), and otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £ 259,036.94 (being one-third (approximately 33.33%) of the Company's issued share capital as at close of business on 20 May 2025) and this power shall expire on the earlier of:

        (i) the date falling 15 months after the date of the passing of this resolution; and (ii) the conclusion of the Annual General Meeting of the Company to be held in 2026 (save that the Company may, at any time before the expiry of such power, make any offer or enter into any agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors may allot equity securities in pursuance of any such offer or agreement as if such power conferred hereby had not expired).

Recommendation

Your Board believes that the resolutions to be proposed as ordinary and special business at the 2025 Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Action to be taken

A form of proxy for use at the AGM is enclosed. You are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 12:30 on 8 July 2025.

The right to attend and vote at the 2025 Annual General Meeting is determined by reference to the Company's register of members. Only a member entered in the register of members as at close of business on 8 July 2025 (or, if the 2025 Annual General Meeting is adjourned, in the register of members as at the close of business on the date which is two business days before the time of the adjourned 2025 Annual General Meeting) is entitled to attend and vote at the 2025 Annual General Meeting.

By order of the Board

Timothy Bretherton
Company Secretary
21 May 2025

Registered office
4 Kingdom Street
Paddington
London
W2 6BD

Explanatory notes to the resolutions

The notes on the following pages explain the resolutions to be proposed at the 2025 Annual General Meeting of e-therapeutics plc (the "Company") to be held at the Company's registered office at 4 Kingdom Street, Paddington, London W2 6BD at 12:30 on 10 July 2025.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolution 7 is proposed as a special resolution. This means that for that resolution to be passed, at least three-quarters of the votes cast must be in favour of each resolution.

Resolution 1 – Adoption of reports and accounts

For each financial year, the Directors are required to present the Directors' Report, the audited accounts and the Auditor's Report to shareholders at a general meeting. The financial statements and reports laid before the 2025 Annual General Meeting are for the financial year ended 31 January 2025, and the Company proposes a resolution on its financial statements and reports.

Resolution 2 and 3 – Election of Directors

In accordance with the Company's articles of association, each Director must be subject to re-election at least every three years. Accordingly, Michael Bretherton, who has been a Director since 10 February 2020, and was last re-elected by shareholders in July 2022, will again stand for re-election by shareholders. Additionally, Jeremy Punnett, who was appointed as a Director of the company by the Board on 16 July 2024, will stand for election by shareholders. Their biographies appear on our website www.etherapeutics.co.uk.

The Board is satisfied that Michael Bretherton and Jeremy Punnett will contribute effectively and demonstrate commitment to their roles as Non-Executive Directors. Accordingly, the Board unanimously recommends their election.

Resolutions 4 and 5 – Reappointment of Auditor and Auditor's remuneration

Resolutions 4 and 5 propose the reappointment of Crowe U.K. LLP as the Company's Auditor for the year ending 31 January 2025 and the authorisation of the Directors to agree the Auditor's remuneration. The Directors will delegate this authority to the Audit Committee.

Resolution 6 – Authority to allot shares

Your Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. This resolution, if passed, will give the Directors flexibility to act in the best interests of shareholders, when the opportunity arises, by issuing new shares. Accordingly, resolution 6 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares: (a) up to an aggregate nominal amount of £ 259,036.94; and (b) in connection with a rights issue, up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £ 518,073.88.

These amounts represent approximately 33.33% and 66.67% respectively of the total issued ordinary share capital of the Company as at close of business on 20 May 2025, being the last practicable day prior to the publication of this notice. If given, these authorities will expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the Annual General Meeting of the Company in 2026.

Your Directors have no present intention of issuing shares pursuant to this authority. As at the date of this notice the Company holds no treasury shares.

Resolution 7 – Disapplication of pre-emption rights

Your Directors also require additional authority from shareholders to allot equity securities for cash and otherwise than to existing shareholders pro rata to their holdings.

Resolution 7 will be proposed as a special resolution to grant such an authority. Apart from offers or invitations in proportion to the respective number of shares held, the authority will be limited to the allotment of equity securities for cash up to an aggregate nominal value of £ 259,036.94 (being approximately 33.33% of the Company's issued ordinary share capital as at close of business on 20 May 2025, being the last practicable day prior to the publication of this notice). If given, this authority will expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the Annual General Meeting of the Company in 2026.

Procedural and explanatory notes

The following notes explain your general rights as a shareholder of the Company and your right to vote by proxy at this meeting.

Entitlement to vote

1. The right to attend and vote at the 2025 Annual General Meeting is determined by reference to the Company's register of members. Only a member entered in the register of members as at close of business on 8 July 2025 (or, if the 2025 Annual General Meeting is adjourned, in the register of members as at the close of business on the date which is two business days before the time of the adjourned 2025 Annual General Meeting) is entitled to attend and vote at the 2025 Annual General Meeting and a member may vote in respect of the number of ordinary shares registered in the member's name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person at the 2025 Annual General Meeting.

2. A member entitled to attend, speak and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend, speak and vote at a meeting of the Company. On a poll vote, all of a member's voting rights may be exercised by one or more duly appointed proxies.

3. A form of appointment of proxy is enclosed. To appoint the Chair as proxy, this form must be completed, signed and sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney of the Company. If you return more than one proxy appointment in respect of a share, that received last by the registrar before the latest time for the receipt of proxies will take precedence.

4. The form of proxy includes a vote withheld option. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution.

5. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with Neville Registrars Limited at the address shown on the proxy form not later than 12:30 on 8 July 2025 or 48 hours (excluding non-business days) before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or lodged.

6. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

7. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Neville Registrars Limited, whose CREST participant ID is 7RA11, by 12:30 on 8 July 2025. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Save through CREST, we do not have a facility to receive proxy forms electronically. Therefore, you may not use any electronic address referred to in the proxy form or any related document to submit your proxy form.

Voting results

9. The results of the voting at the 2025 Annual General Meeting will be published on our website, www.etherapeutics.co.uk, as soon as reasonably practicable.

Explanatory notes to the resolutions
continued

Inspection of documents

10. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day and they may also be inspected at the Company's London office at 4 Kingdom Street, Paddington, London W2 6BD from 12:15 on the day of the meeting until the conclusion of the meeting:

    10.1 copies of Directors' service contracts with the Company; and

    10.2 copies of the Non-Executive Directors' letters of appointment.

Corporate representatives

11. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the 2025 Annual General Meeting. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, though there are restrictions on more than one such representative exercising powers in relation to the same shares.

Nominated persons

12. Any person to whom this notice is sent as a person nominated under Section 146 of the Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the 2025 Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

    The statement of the rights of members in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.

13. As at close of business on 20 May 2025, being the last practicable day prior to the publication of this notice, the Company's issued share capital comprised 777,110,813 ordinary shares of 0.1p. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this notice is 777,110,813.

Members' requests under Section 527 of the Act

14. Under Section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the 2025 Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the last Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the 2025 Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Website

15. A copy of this notice, and other information required by Section 311A of the Act, can be found at www.etherapeutics.co.uk.

    Except as provided above, members who have general queries about the meeting should contact the Company Secretary in writing at the Company's registered office. No other methods of communication will be accepted.

Directors, Officers and Advisors

Directors

David Prior	Chairman
Ali Mortazavi	Chief Executive Officer
Jeremy Punnett	Non-Executive Director
Michael Bretherton	Non-Executive Director
Trevor Jones	Non-Executive Director

Company Secretary

Timothy Bretherton

Registered Office

Timothy Bretherton
4 Kingdom Street Paddington
London
W2 6BD

Auditor to the Company

Crowe U.K. LLP
55 Ludgate Hill London
EC4M 7JW

Registrar

Neville Registrars Limited Neville House
Steelpark Road Halesowen
B62 8HD

Solicitors

Stephenson Harwood LLP
1 Finsbury Circus
London EC2M 7SH

Bankers

Bank of Scotland
75 George Street
Edinburgh
EH2 3EW

e therapeutics

e-therapeutics plc
4 Kingdom Street
Paddington
London
W2 6BD
United Kingdom

(Registered Office)

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Incorporated in England and Wales, company number: 04304473

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