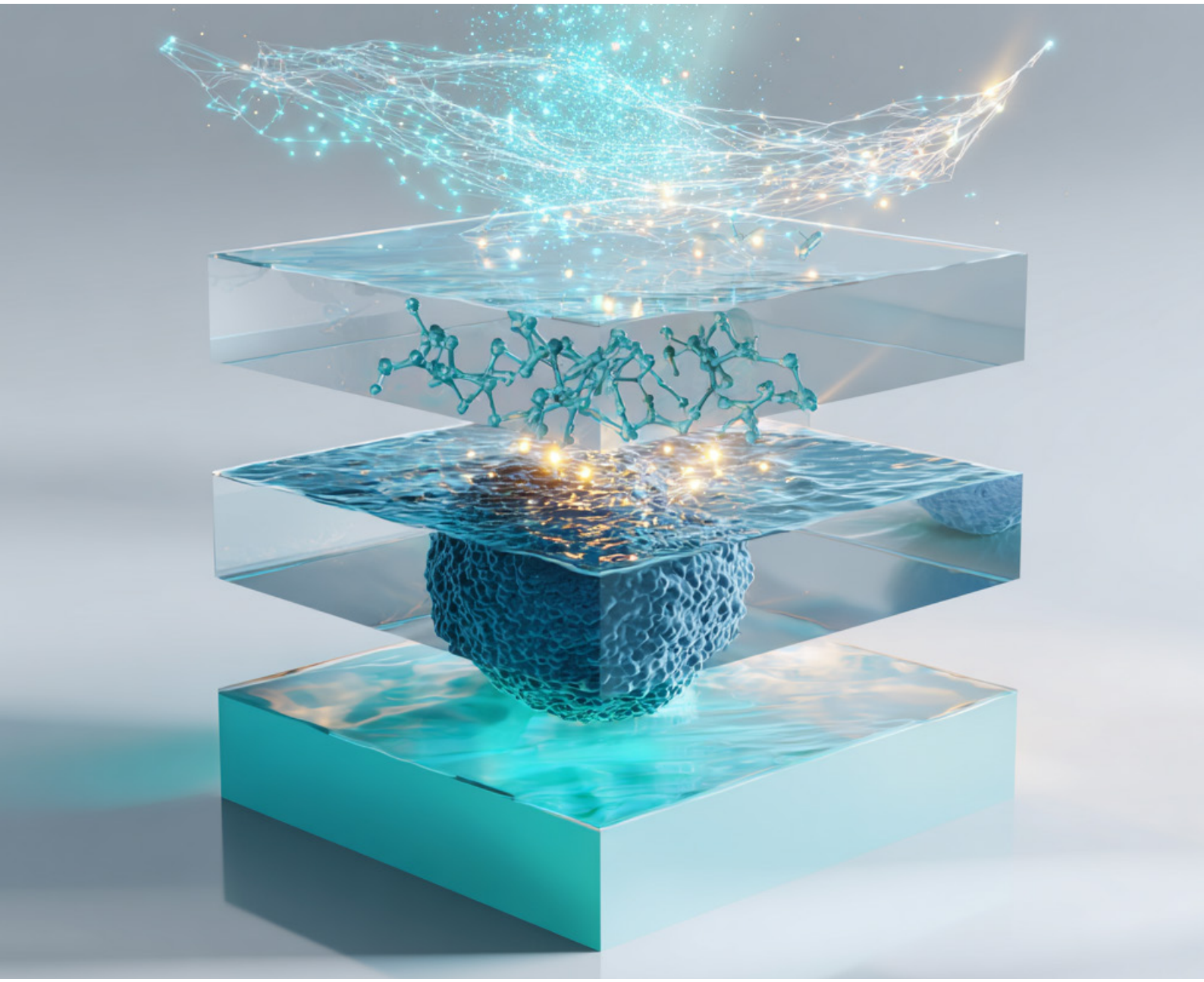
ImmuPharma



ImmuPharma plc
Report and Consolidated Financial Statements
For the Year Ended 31 December 2025

Contents

Chairman's Report

Chairman's Report

2025 has been a year of continued strategic focus, scientific progress, and disciplined financial management as we advance our mission to develop innovative therapies for unmet medical needs in autoimmune diseases.

Throughout 2025, the Group has remained firmly focused on progressing its lead asset, P140, alongside strengthening its broader pipeline and reinforcing its partnerships. Our strategy continues to centre on creating long-term shareholder value through the development of novel peptide-based therapeutics, leveraging our proprietary technology platform and scientific expertise.

We have made meaningful progress in advancing P140 towards late-stage clinical development readiness. Engagement with regulatory authorities and key stakeholders has been constructive, and we remain committed to ensuring that the next phase of development is robust, efficient, and aligned with regulatory expectations.

In January 2025, we announced innovative groundbreaking advancements in our preclinical research program focused on P140 and the pathogenesis of autoimmune diseases. This new discovery, conducted by the Company's R&D subsidiary ImmuPharma Biotech, led by Dr Sebastien Goudreau and Dr Laura Mauran, has yielded data that provides novel insights into autoimmune disease mechanisms. Importantly for our autoimmune therapy P140, these findings pave the way for earlier and more accurate diagnostics; identifying patients most likely to respond to P140 therapy; and improved monitoring of the patient's response to treatment with P140.

In March 2025, we announced a significant milestone in evidencing for the first time key hypotheses in the unique mechanism of action ("MOA") of our P140 autoimmune technology platform. Importantly, these new discoveries highlight that: P140 has a unique MOA, P140 is non-immunosuppressive, and has the potential to demonstrate clinical efficacy and a beneficial safety profile.

In September 2025, we announced the filing of a groundbreaking new patent application for our lead asset P140, the world's first "Immunormalizer." The patent application which provides the potential for 20 years of commercial exclusivity, includes a novel diagnostic test and precision treatment approach, identifying a subpopulation of patients with Type M immune disorder that are P140 super-responders. This approach can be used to treat up to 50 autoimmune diseases ("AutoIDs"), representing a major step forward in precision medicine.

The favourable impact of P140 on immune system homeostasis also supports P140 as a new potential standard of care for patients suffering from a multitude of autoimmune diseases, that are caused by the same underlying malfunction. This also aligns with many preclinical animal models of autoimmune diseases where P140 has clearly demonstrated efficacy.

Based on this recent progress and insights into P140's MOA and autoimmune disease, the Group is in active discussions in discussions with a number of potential commercial partners.

Management and Board updates

In conjunction with the filing of a groundbreaking new patent application for its lead asset P140, and recognising the significance of this major step forward, Dr Sébastien Goudreau was promoted into the position of Chief Scientific Officer and Dr Laura Mauran-Ambrosino promoted to Head of Research and Development, of the Group.

In October 2025, Ketan Patel, was appointed as an independent Non-Executive Director, to the Board.

Chairman's Report (continued)

Mechanism of action and precision medicine approach

ImmuPharma believes P140 has the potential to offer a differentiated therapeutic approach for the treatment of autoimmune diseases by restoring immune homeostasis, rather than suppressing immune function. Over recent years, the Group has undertaken a substantial re-evaluation of the P140 program, including its clinical development strategy and the underlying scientific understanding of its mechanism of action. This work has led to a refined development approach and has further strengthened confidence in the broader potential of the P140 platform.

A major advance in 2025 was the filing of a new patent application for P140, supporting a precision medicine approach to autoimmune disease. This application covers both a novel diagnostic test and the therapeutic use of P140 in patients identified as having Type M immune disorder, a newly characterized sub-type of immune dysfunction.

This development represents an important step forward for the program. The diagnostic approach is designed to identify those patients most likely to respond to P140 therapy and to enable treatment response to be monitored more effectively. In addition to its potential clinical benefit, this precision approach may also improve the design and efficiency of future clinical trials through enhanced patient selection, earlier indication of response, reduced placebo effect and, potentially, smaller and faster studies.

The Group's recent preclinical work has also provided important supporting evidence regarding the mechanism of action of P140. These findings reinforce the view that P140 has a unique and differentiated profile and acts as a first-in-class Immunormalizer by selectively restoring abnormal immune activity towards its natural equilibrium. Unlike conventional immunosuppressive or immunomodulatory approaches, P140 is not intended to block or weaken the immune system, which may represent an important advantage in autoimmune disease treatment.

These discoveries, generated by ImmuPharma Biotech and supported by externally validated scientific data, further strengthen the Group's intellectual property position and enhance the commercial attractiveness of P140. They also support ongoing discussions with potential global partners as the Company continues to advance P140 as both a therapeutic and diagnostic-led precision medicine opportunity in autoimmune disease.

Centre National de la Recherche Scientifique (CNRS)

ImmuPharma continues to have important collaboration arrangements with the Centre National de la Recherche Scientifique ("CNRS"), the French National Council for Scientific Research and the largest basic research organisation in Europe. This is where P140 platform was invented by Prof. Sylviane Muller, Emeritus Research Director at the CNRS. Through this partnership, the CNRS will be entitled to receive from ImmuPharma low double-digit royalty payments of funds received by ImmuPharma from Avion through the Licence and Development Agreement and through further commercialisation deals for territories outside of the US.

Pipeline Overview

ImmuPharma is pioneering a new generation of precision therapies to address major global health challenges, including autoimmune diseases, infectious diseases, and metabolic disorders such as type 1 diabetes.

Chairman's Report (continued)

Our approach goes beyond symptom management – we aim to target the underlying mechanisms of disease and unlock transformative therapeutic solutions. Leveraging deep expertise in peptide science, we develop first-in-class therapeutics and enabling technologies designed to reshape treatment paradigms.

In parallel with our work in immunology and infectious diseases, ImmuPharma is advancing Kapiglucagon, a proprietary glucagon prodrug technology designed to enable next-generation artificial pancreas systems for type 1 diabetes. By overcoming the long-standing formulation limitations of native glucagon, Kapiglucagon has the potential to support the development of dual-hormone automated insulin delivery systems, bringing diabetes management closer to fully autonomous glucose control. Through internally driven innovation and strategic partnerships, ImmuPharma aims to deliver high-impact therapeutic assets capable of transforming patient care while creating sustainable long-term value.

Autoimmunity

Autoimmune diseases represent one of the fastest-growing therapeutic areas worldwide, affecting an estimated 3–10% of the global population. Despite this high burden, current treatment strategies remain largely focused on symptom management rather than addressing the root cause of disease. Autoimmune diseases are complex, chronic, and costly. They often require lifelong care, involve multiple medical specialties, and are associated with high indirect healthcare costs and significant impacts on quality of life. Women are disproportionately affected, and incidence rates are steadily increasing across all regions.

P140 – World's first immunormalizer

P140 (Lupuzor™, forigerimod) is a first-in-class peptide-based therapy designed to address the root cause of autoimmune and inflammatory diseases. Unlike current therapies that aim to suppress or modulate immune activity, P140 selectively restores immune balance without compromising healthy immune function. By directly targeting key pathways involved in immune tolerance, P140 represents a new therapeutic category: an immunormalizer.

The current standard of care in autoimmune disease primarily focuses on controlling inflammation rather than addressing its root cause. ImmuPharma is pioneering a new therapeutic paradigm through its proprietary platforms:

- Restoring immune tolerance instead of broad suppression
- Identifying and targeting the right patients through companion diagnostics
- Building a precision medicine ecosystem that enables durable remission and improved long-term outcomes

This differentiated strategy positions ImmuPharma at the intersection of immunology, precision medicine, and peptide-based therapeutics, areas driving the next wave of biomedical innovation.

A new therapeutic paradigm

Autoimmune diseases represent one of the fastest-growing therapeutic areas worldwide, affecting an estimated 3–10% of the global population. Despite this high burden, current treatment strategies remain largely focused on symptom management rather than addressing the root cause of disease.

Autoimmune diseases are complex, chronic, and costly. They often require lifelong care, involve multiple medical specialties, and are associated with high indirect healthcare costs and significant impacts on quality of life. Women are disproportionately affected, and incidence rates are steadily increasing across all regions.

- Selective immune normalization rather than global suppression.
- Clinically validated safety profile with no observed toxicity in human or animal studies.
- Applicable across a broad range of autoimmune conditions.

This unique mechanism aims to rebalance immune homeostasis, enabling patients to achieve durable remission rather than temporary symptom control.

Type M & Diagnostic

P140 is being developed alongside ImmuPharma's Type M companion diagnostic, a breakthrough tool that offers:

- Identification of "super-responder" patients (type M endotype),
- Personalized treatment strategies,
- Optimized efficacy and long-term disease control.

This combined approach represents a next-generation standard of care in autoimmunity.

ImmuPharma is developing a next-generation companion diagnostic designed to identify and monitor patients with a high level of precision.

Unlike conventional static autoantibody tests, this tool integrates multi-layered diagnostic logic to guide both patient selection and treatment adaptation.

Chairman's Report (continued)

This innovative approach enables accurate pre-treatment stratification and in-treatment monitoring, addressing a critical unmet need in autoimmune disease management.

Through our research, ImmuPharma has discovered "Type M", a new immune endotype that is present across most autoimmune diseases.

- Type M prevalence is estimated at up to 80% depending on the indication, with an average of 50% across most prevalent diseases.
- A simple and rapid test allows for the identification of this patient group.
- Type M patients are "super-responders" to P140, making them a key target population for curative therapies.

By uncovering this common endotype across diverse conditions, ImmuPharma aims to unlock a unifying precision medicine approach for multiple autoimmune indications.

While existing diagnostics rely on static autoantibody detection with limited specificity, ImmuPharma's platform stands apart by offering:

- Reference-level diagnostic performance,
- Use of standard, scalable technologies,
- Direct support for personalized medicine strategies.

This multi-layered diagnostic logic enables clinicians to precisely stratify patients before treatment and to monitor their biological response over time

P140 – Other indications

The autoimmune therapeutics market is projected to reach $250 billion by 2035 and continues to expand across multiple therapeutic areas:

- Dermatology (Psoriasis, Vitiligo, Alopecia): +78% growth in the next decade
- Gastroenterology (Celiac Disease, Crohn's, Ulcerative Colitis): +36% growth in the next decade
- Rheumatology (RA, Lupus, Psoriatic Arthritis): +43% growth in the next decade
- Endocrinology (Type 1 Diabetes, Hashimoto's): stable growth in the next decade
- Neurology (Multiple Sclerosis): +40% growth in the next decade

This broad and expanding market underscores the urgent need for innovative therapies that go beyond temporary relief.

ImmuPharma has built up invaluable scientific knowledge by developing a peptide compound which can potentially treat a range of autoimmune diseases. Building on this experience, we are developing a new active peptide, targeting specific autoimmune pathologies. This new research programme is perfectly aligned with our strategic priorities. It's a very exciting project that should create further opportunities for the Group.

Anti-Infection

Anti-infectives were chosen as a core therapy focus because of the ever-looming threat of new and resistant organisms, with few significant new products or even classes having been discovered or developed now for many years.

BioAMB | for systemic fungal infections

BioAMB is a next-generation amphotericin-B (AMB) variant designed to overcome the major safety and tolerability limitations of conventional AMB therapies.

Unlike typical reformulations, BioAMB is a novel bio-drug entity that releases AMB as the active agent, combining high efficacy with improved patient safety and ease of use.

Invasive fungal infections are a significant threat for immunocompromised patients, and resistance to azoles – a first-line antifungal class – is steadily increasing.

Amphotericin-B remains one of the few effective therapies for life-threatening infections, including aspergillosis.

However, current AMB formulations are associated with severe toxicity that limits their use and tolerability.

BioAMB aims to change this landscape by delivering the proven efficacy of AMB with a dramatically improved safety profile, enabling broader and earlier use in critical care.

Key Advantages of BioAMB:

- Reduced kidney toxicity and improved patient tolerance
- Simple injection instead of intravenous infusion
- Optimized frequency and duration of therapy

BioCIN | for severe bacterial infections

BioCIN is a next-generation vancomycin-based therapy designed to transform the treatment of life-threatening Gram-positive infections, including those caused by methicillin-resistant Staphylococcus aureus (MRSA) – one of the deadliest bacterial threats in hospital settings.

Chairman's Report (continued)

Unlike conventional vancomycin, which requires prolonged IV infusions and is associated with notable toxicity, BioCIN offers a new formulation enabling easier administration, better tolerance, and potentially improved outcomes.

Vancomycin remains a last-resort antibiotic for severe MRSA infections – including sepsis, lower respiratory tract infections, osteomyelitis, and complicated skin infections.

However, current administration methods are complex, resource-intensive, and poorly tolerated, limiting access to the therapy for many patients.

BioCIN aims to overcome these barriers, enabling earlier use, safer treatment, and broader patient reach – a major step forward in the fight against resistant bacterial infections.

Key Advantages of BioCIN:

- Reduced toxicity and improved tolerability compared to standard vancomycin
- Simple injection or oral administration – eliminating prolonged IV infusion
- Optimized treatment frequency and duration
- Enhanced efficacy through improved patient compliance and drug exposure

Current Activities and Outlook

During the period, ImmuPharma has made significant progress in advancing its lead asset, P140, while strengthening its strategic and financial position. The Company has continued to build scientific validation around P140's unique mechanism of action, reinforcing its potential as a differentiated treatment platform for autoimmune diseases.

A key priority has been progressing discussions with potential pharmaceutical partners. Engagement with multiple global organisations remains ongoing, although timelines for concluding a partnership have extended into 2026, reflecting the complexity and scale of such transactions.

The Company has also taken steps to broaden its pipeline, including advancement of its Type 1 Diabetes-focused programme, Kapiglucagon, which offers additional medium-term value potential.

Financially, ImmuPharma has improved its funding position through successful capital raises, providing sufficient runway to support operations and strategic objectives into 2027.

Overall, ImmuPharma is entering a pivotal phase, focused on securing a commercial partnership for P140 in 2026 while continuing to develop its broader portfolio, with a key focus on fast tracking Kapiglucgaon over the next two years. The Board remains confident in the underlying science and long-term potential of the Company's assets, while recognising that near-term progress, is closely linked to achieving key strategic milestones.

On behalf of the Board, I would like to extend our sincere thanks to our shareholders for their continued support and confidence. We also recognise the contributions of our partners, advisors, and employees, whose efforts are fundamental to our progress.

Tim McCarthy
Chairman & CEO
26 May 2026

Financial Review

Financial Review

The financial results of the ImmuPharma Group in this report cover the year ended 31 December 2025. The Group's principal activity is that of research and development of novel drugs to treat serious medical conditions.

Income Statement and Statement of Comprehensive Income

The operating loss for the year ended 31 December 2025 was £2.5 million, a reduction from £2.7 million for the year ended 31 December 2024. Research and development expenditure increased to £1.3 million (2024: £1.2 million), reflecting continued investment in development activities, while administrative expenses remained stable at £1.0 million (2024: £1.0 million).

Finance income increased significantly from £45k in 2024 to £374k in 2025, while finance costs decreased to £12k (2024: £149k), primarily due to favourable fair value movements on the Lanstead derivative financial asset.

The loss after tax reduced to £1.8 million (2024: £2.5 million), with the improvement driven both by the favourable finance movements and the absence of the prior year impairment of intangible assets, which had increased losses in 2024. Total comprehensive loss for the year was £1.7 million, broadly in line with the prior year.

Statement of Financial Position

The Group's cash and cash equivalents at 31 December 2025 amounted to £1.4 million (2024: £0.2 million), reflecting funds raised during the year through equity issuance. Trade and other payables decreased to £1.2 million (2024: £1.5 million), primarily due to the settlement of trade creditors during the period.

At 31 December 2025, the Lanstead derivative financial asset amounted to £nil (2024: £0.2 million), following the completion of the remaining sharing agreements during the year. The decrease reflects the year-end fair value assessment, taking into account amounts received and gains recognised. Further details are provided in Note 15.

Results

The Group recorded a loss for the year of £2.1 million (2024: £2.5 million). Basic and diluted loss per share was 0.37p (2024:0.60p). In accordance with the Group's loss making position, no dividend is proposed.

Total Voting Rights & Warrants

The Company had a total of 787,708,865 (2024: 701,422,198) shares in issue at 31 December 2025. The Company's issued share capital comprised 502,723,932 (2024: 416,437,265) Ordinary Shares with one voting right each and 284,984,933 (2024: 284,984,933) deferred shares with no rights to vote. Total warrants outstanding equal: 98,042,350 (2024: 101,042,908).

Treasury Policy

The policy continues to be that surplus funds of the Group are held in interest-bearing bank accounts on short or medium maturities, until commitments to future expenditure are made, when adequate funds are released to enable future expenditure to be incurred. The Group's Treasury Policy and controls are straightforward and approved by the Board.

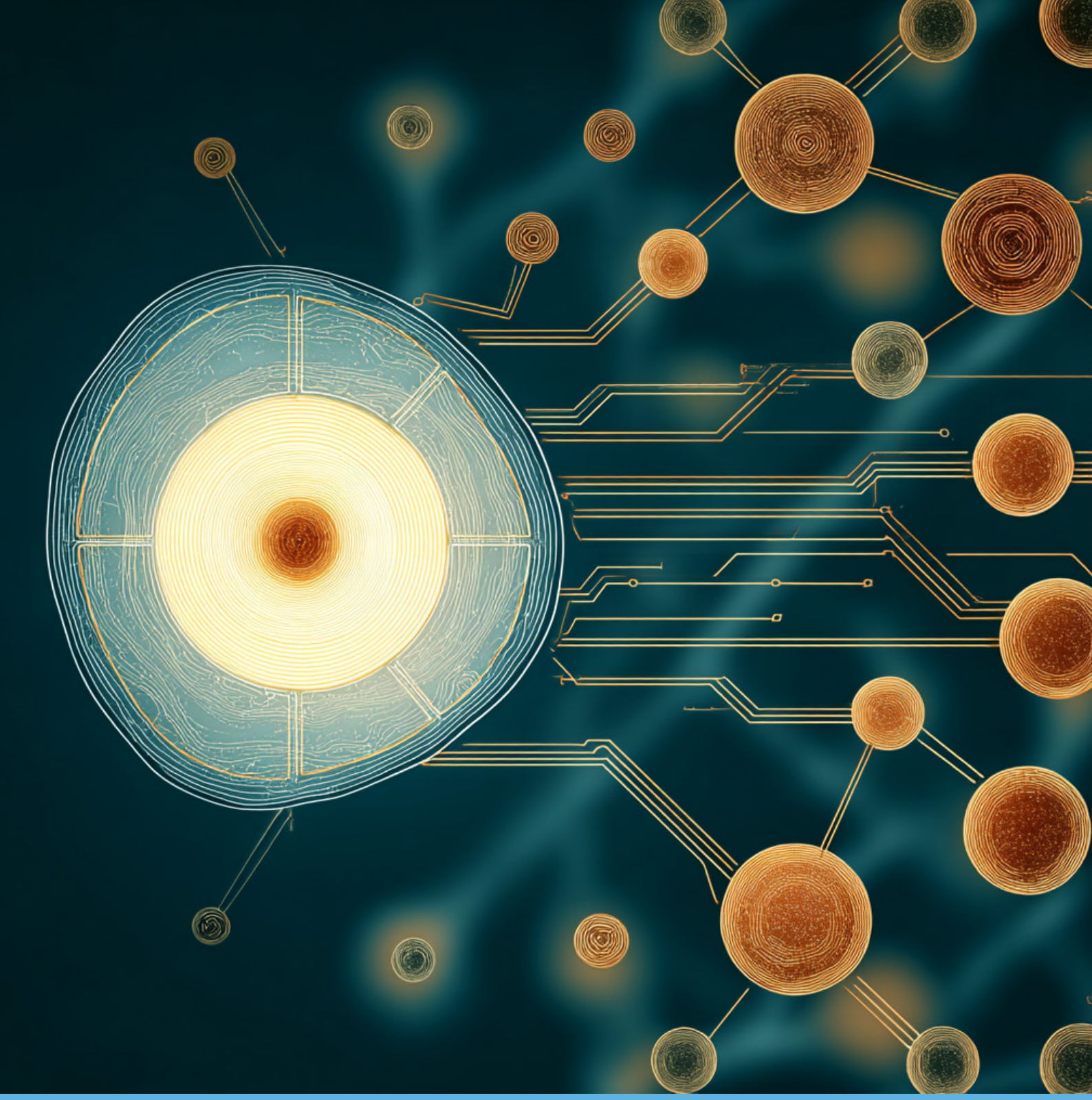
Financial Strategy

The overall strategy is to maintain a tight control over cash resources whilst enabling continued progress of the Company's development assets.

On behalf of the Board

Tim McCarthy
Director

26 May 2025



Strategic Report

Strategic Report

The Board of ImmuPharma present their Strategic Report for the Group for the year ended 31 December 2025.

Vision and Values

ImmuPharma is an ethical organisation with the vision to develop novel drugs to treat serious medical conditions, delivering value to patients, medical professionals, healthcare payers and our shareholders.

Business Overview and Prospects

ImmuPharma plc is a specialty biopharmaceutical company that discovers and develops peptide-based therapeutics, headquartered in London and listed on the AIM of the London Stock Exchange (IMM). Its main research and development group ImmuPharma Biotech is based in France. ImmuPharma is dedicated to the development of novel drugs, largely based on peptide therapeutics, to treat serious medical conditions such as autoimmune diseases with high medical need.

ImmuPharma utilises an outsourcing model where development activities are assigned to contract research organisations ("CROs"), maintaining comparatively lower costs. ImmuPharma will manage the development of its own assets up to commercialisation but actively seeks collaborative agreements with larger biopharmaceutical companies at earlier stages of the development proceeds.

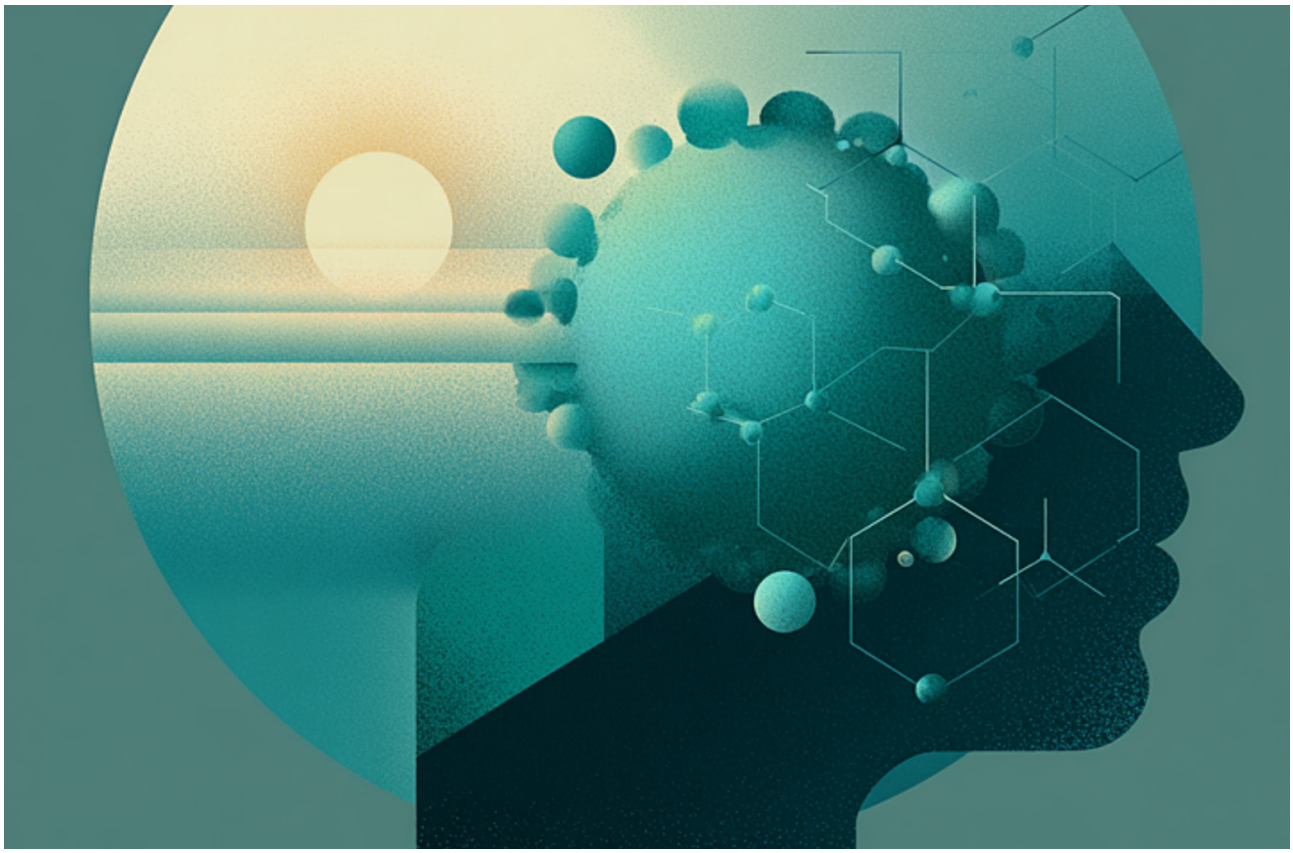
ImmuPharma's portfolio includes novel peptide therapeutics within autoimmunity and anti-infectives. The lead program, P140, is a non-immunosuppressing, and safe peptide treatment for autoimmune disease, which is in late-stage development for the treatment of autoimmune and inflammatory diseases. Preclinical analysis also suggests therapeutic activity for many other autoimmune diseases that share the same mechanism of action.

ImmuPharma and Avion Pharmaceuticals LLC ("Avion") signed on 28 November 2019, an exclusive Licence and Development Agreement and Trademark Agreement for P140 for SLE to complete clinical development and commercialise it in the United States.

Collaboration with Centre National de la Recherche Scientifique (CNRS)

ImmuPharma has important collaboration arrangements with the Centre National de la Recherche Scientifique, the French National Council for Scientific Research and the largest basic research organisation in Europe.

As part of the collaboration arrangements, ImmuPharma has entered into a research agreement with the CNRS which relates to the therapeutic use of peptides and peptide derivatives. ImmuPharma has been granted the worldwide exclusive rights to exploit all discoveries made pursuant to this agreement and will co-own the relevant intellectual property with the CNRS.



Strategic Report (continued)

The CNRS has granted additional exclusive worldwide licences to ImmuPharma covering rights to discoveries made prior to this agreement but related to it. The CNRS is entitled to a share of the revenue generated by ImmuPharma from the exploitation of the CNRS' licensed and co-owned rights.

Business Strategy and Objectives

ImmuPharma focuses on developing pioneering and novel drugs in specialist therapeutic areas where there is a distinct lack of existing treatments and high medical needs.

Since ImmuPharma's foundation, our research strategy has been to work closely with the CNRS in France, the largest fundamental research organisation in Europe. This collaboration has enabled us to access innovative research with substantial embedded value at a relatively low cost, while also working alongside many leading scientists and clinicians.

Since the establishment of ImmuPharma Biotech in 2014 (then Ureka), the Group has progressively strengthened its internal R&D capabilities. As a result, while collaboration with CNRS remains an important pillar of ImmuPharma's research strategy, a growing share of the Group's innovation and asset creation now comes from internal research and development. Today, most of the Group's assets originate from ImmuPharma's own R&D, including the 2025 patent application relating to P140.

Our market strategy is to develop drug candidates to a point where further value can be added by licensing our assets to partners.

ImmuPharma's principal business objective is to enhance shareholder value through the development and commercialisation of novel drugs. Its strategies for achieving this objective include:

- pursuing a low-cost model of accessing world class research through our collaboration with the CNRS in France;
- selecting specialist therapeutic areas where there are high unmet needs;
- managing the clinical development of novel drug candidates;
- seeking collaborative agreements with partner companies to further the development and commercialisation of novel drug candidates; and
- maintaining a small corporate infrastructure to minimise costs.

Strategic Report (continued)

Pipeline Overview

ImmuPharma is pioneering a new generation of precision therapies to address major global health challenges, including autoimmune diseases, infectious diseases, and metabolic disorders such as type 1 diabetes.

Our approach goes beyond symptom management – we aim to target the underlying mechanisms of disease and unlock transformative therapeutic solutions. Leveraging deep expertise in peptide science, we develop first-in-class therapeutics and enabling technologies designed to reshape treatment paradigms.

In parallel with our work in immunology and infectious diseases, ImmuPharma is advancing Kapiglucagon, a proprietary glucagon prodrug technology designed to enable next-generation artificial pancreas systems for type 1 diabetes. By overcoming the long-standing formulation limitations of native glucagon, Kapiglucagon has the potential to support the development of dual-hormone automated insulin delivery systems, bringing diabetes management closer to fully autonomous glucose control.

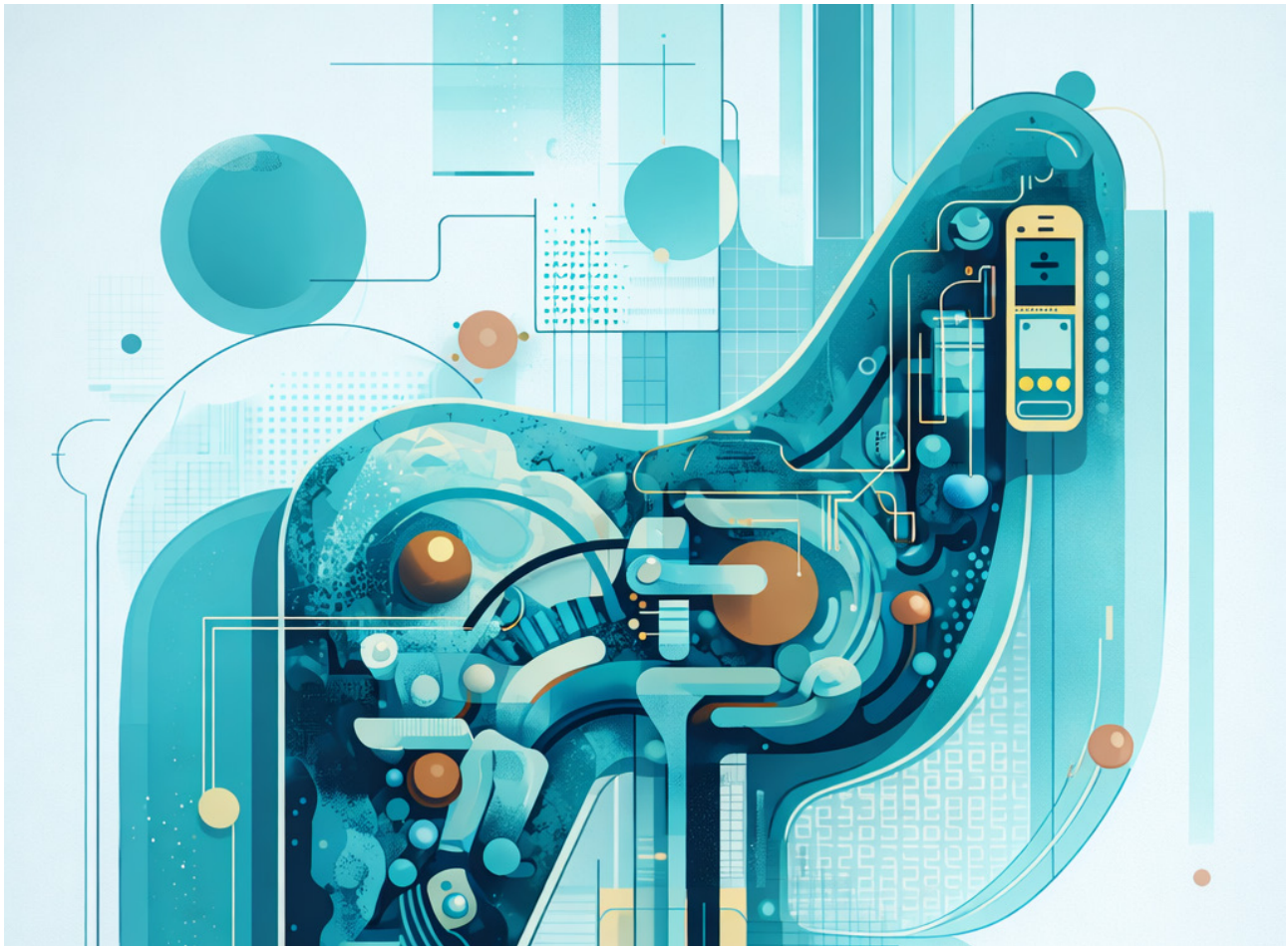
Through internally driven innovation and strategic partnerships, ImmuPharma aims to deliver high-impact therapeutic assets capable of transforming patient care while creating sustainable long-term value.

Autoimmunity and Inflammation

P140 is a peptide discovered by Professor Sylviane Muller and licensed to the Company by our long standing collaboration partner, the CNRS. Due to its "restorative" action on the immune system, P140 is a technology platform that can be applied across many autoimmune diseases.

P140 – World's first immunormalizer

P140 (Lupuzor™, forigerimod) is a first-in-class peptide-based therapy designed to address the root cause of autoimmune and inflammatory diseases. Unlike current therapies that aim to suppress or modulate immune activity, P140 selectively restores immune balance without compromising healthy immune function. By directly targeting key pathways involved in immune tolerance, P140 represents a new therapeutic category: the immunormalizers.



Strategic Report (continued)

The current standard of care in autoimmune disease primarily focuses on controlling inflammation rather than addressing its root cause. ImmuPharma is pioneering a new therapeutic paradigm through its proprietary platforms:

- Restoring immune tolerance instead of broad suppression
- Identifying and targeting the right patients through companion diagnostics
- Expanding peptide innovation into metabolic disease with Kapiglucagon, a novel therapeutic approach targeting key metabolic pathways
- Building a precision medicine ecosystem that enables durable remission and improved long-term outcomes

This differentiated strategy positions ImmuPharma at the intersection of immunology, precision medicine, and peptide-based therapeutics, areas driving the next wave of biomedical innovation.

A new therapeutic paradigm

Autoimmune diseases represent one of the fastest-growing therapeutic areas worldwide, affecting an estimated 3–10% of the global population. Despite this high burden, current treatment strategies remain largely focused on symptom management rather than addressing the root cause of disease.

Autoimmune diseases are complex, chronic, and costly. They often require lifelong care, involve multiple medical specialties, and are associated with high indirect healthcare costs and significant impacts on quality of life. Women are disproportionately affected, and incidence rates are steadily increasing across all regions.

- Selective immune normalization rather than global suppression.
- Clinically validated safety profile with no observed toxicity in human or animal studies.
- Applicable across a broad range of autoimmune conditions.

This unique mechanism aims to rebalance immune homeostasis, enabling patients to achieve durable remission rather than temporary symptom control.

Strategic Report (continued)

Type M & Diagnostic

P140 is being developed alongside ImmuPharma's Type M companion diagnostic, a breakthrough tool that allows:

- Identification of "super-responder" patients (type M endotype),
- Personalized treatment strategies,
- Optimized efficacy and long-term disease control.

This combined approach represents a next-generation standard of care in autoimmunity.

ImmuPharma is developing a next-generation companion diagnostic designed to identify and monitor patients with a high level of precision.

Unlike conventional static autoantibody tests, this tool integrates multi-layered diagnostic logic to guide both patient selection and treatment adaptation.

This innovative approach enables accurate pre-treatment stratification and in-treatment monitoring, addressing a critical unmet need in autoimmune disease management.

Through our research, ImmuPharma has discovered "Type M", a new immune endotype that is present across most autoimmune diseases.

- Type M prevalence is estimated at up to 80% depending on the indication, with an average of 50% across most prevalent diseases.
- A simple and rapid test allows for the identification of this patient group.
- Type M patients are "super-responders" to P140, making them a key target population for curative therapies.

By uncovering this common endotype across diverse conditions, ImmuPharma aims to unlock a unifying precision medicine approach for multiple autoimmune indications.

Strategic Report (continued)

While existing diagnostics rely on static autoantibody detection with limited specificity, ImmuPharma's platform stands apart by offering:

- Reference-level diagnostic performance,
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- Direct support for personalized medicine strategies.

This multi-layered diagnostic logic enables clinicians to precisely stratify patients before treatment and to monitor their biological response over time

P140 – Other indications

The autoimmune therapeutics market is projected to reach $250 billion by 2035 and continues to expand across multiple therapeutic areas:

- Dermatology (Psoriasis, Vitiligo, Alopecia): +78% growth in the next decade
- Gastroenterology (Celiac Disease, Crohn's, Ulcerative Colitis): +36% growth in the next decade
- Rheumatology (RA, Lupus, Psoriatic Arthritis): +43% growth in the next decade
- Endocrinology (Type 1 Diabetes, Hashimoto's): stable growth in the next decade
- Neurology (Multiple Sclerosis): +40% growth in the next decade

This broad and expanding market underscores the urgent need for innovative therapies that go beyond temporary relief.

ImmuPharma has built up invaluable scientific knowledge by developing a peptide compound which can potentially treat a range of autoimmune diseases. Building on this experience, we are developing a new active peptide, targeting specific autoimmune pathologies. This new research programme is perfectly aligned with our strategic priorities. It's a very exciting project that should create further opportunities for the Company.

Anti-Infectives

The growing resistance to antimicrobial drugs represents one of the most urgent challenges in global healthcare today. According to the World Health Organization (WHO) and the U.S. Centers for Disease Control and Prevention (CDC), resistance to both antibiotics and antifungals is driving a steep rise in morbidity, mortality, and healthcare costs worldwide. Despite this growing threat, few new drug classes have been developed in recent decades, leaving clinicians with limited treatment options – particularly for high-risk, immunocompromised patients.

Strategic Report (continued)

Pandemic disease events could cost the global economy over $6 trillion in the 21st century (National Academy of Medicine: 2016).

It is worth to note that clinical trials within anti-infectives therapy area are generally much shorter than for chronic diseases, so this is an attractive therapy area for speed to market and lower cost of trials.

BioAMB

BioAMB is a next-generation amphotericin-B (AMB) variant designed to overcome the major safety and tolerability limitations of conventional AMB therapies. Unlike typical reformulations, BioAMB is a novel bio-drug entity that releases AMB as the active agent, combining high efficacy with improved patient safety and ease of use.

Key Advantages of BioAMB:

- Reduced kidney toxicity and improved patient tolerance
- Simple injection instead of intravenous infusion
- Optimized frequency and duration of therapy

Invasive fungal infections are a significant threat for immunocompromised patients, and resistance to azoles – a first-line antifungal class – is steadily increasing. Amphotericin-B remains one of the few effective therapies for life-threatening infections, including aspergillosis.

However, current AMB formulations are associated with severe toxicity that limits their use and tolerability. BioAMB aims to change this landscape by delivering the proven efficacy of AMB with a dramatically improved safety profile, enabling broader and earlier use in critical care.

Market Opportunity

- 4 million people affected by aspergillosis worldwide
- Annual $600M global market for AMB formulations
- High unmet need for safer, more effective antifungal therapies
- BioAMB has the potential to become a first-line therapy, expanding treatment reach and improving patient outcomes.

Strategic Report (continued)

BioCin

BioCIN is a next-generation vancomycin-based therapy designed to transform the treatment of life-threatening Gram-positive infections, including those caused by methicillin-resistant Staphylococcus aureus (MRSA) – one of the deadliest bacterial threats in hospital settings. Unlike conventional vancomycin, which requires prolonged IV infusions and is associated with notable toxicity, BioCIN offers a new formulation enabling easier administration, better tolerance, and potentially improved outcomes.

Key Advantages of BioCIN:

- Reduced toxicity and improved tolerability compared to standard vancomycin
- Simple injection or oral administration – eliminating prolonged IV infusion
- Optimized treatment frequency and duration
- Enhanced efficacy through improved patient compliance and drug exposure

Vancomycin remains a last-resort antibiotic for severe MRSA infections – including sepsis, lower respiratory tract infections, osteomyelitis, and complicated skin infections. However, current administration methods are complex, resource-intensive, and poorly tolerated, limiting access to the therapy for many patients. BioCIN aims to overcome these barriers, enabling earlier use, safer treatment, and broader patient reach – a major step forward in the fight against resistant bacterial infections.

Key Performance Indicators

ImmuPharma is a drug discovery and development group. In keeping with organisations at a similar stage of development in the pharmaceutical and biotechnology sector, ImmuPharma's main activity involves incurring research and development expenditure. The overall strategy is to maintain a tight control over cash resources whilst enabling controlled development of the potential product portfolio.

Strategic Report (continued)

Key objectives and performance

Objective	Key progress during the period
Successfully find a suitable partner(s) for and/or sufficient funding for the clinical development of P140	• Presence at major partnering conferences globally and identification new potential partners. • Active discussions ongoing with many companies globally for P140 – licensing/partnering.
Develop potential product portfolio	• Significant R&D activities provide better study design for SLE/CIDP with greater confidence of clinical outcome and realisation of broader reach for P140 across many autoimmune diseases. • New insights and data on P140 allow fortification of IP through a new patent application.
Maintain strong cash position	• Consolidated cash balance at 31 December 2025 was £1.4 million. • Continued tight financial control to ensure effective overall expenditure.

Strategic Report (continued)

Going Concern

The Company and Group do not currently generate any The Company and Group do not currently generate any material cash revenues, as their pipeline products remain at the research and development stage. As a result, the Company and Group are reliant on external financing to fund their operations.

The directors have prepared cash flow forecasts covering a period of more than 12 months from the date of approval of these financial statements. These forecasts incorporate several anticipated cash inflows, including variable cash receipts under the Lanstead Sharing Agreement, as well as proceeds from the equity fundraising that took place after the year-end (see Note 23). No further equity fundraising has been assumed.

The timing and/or magnitude of these projected cash inflows carry a degree of uncertainty, which has been assessed through sensitivity analysis. Despite these measures, the uncertainties are such that potential actions such as further cost base reductions, securing alternative funding, or realising gains on warrants held may not be sufficient to mitigate all reasonably possible downside scenarios.

Based on the above, the directors believe it remains appropriate to prepare the financial statements on a going concern basis. However, these circumstances constitute a material uncertainty that may cast significant doubt on the Company's and Group's ability to continue as a going concern, and consequently, on their capacity to realize assets and discharge liabilities in the normal course of business.

The financial statements do not include any adjustments that might be required if the going concern basis were deemed inappropriate.

Strategic Report (continued)

Directors' duties in relation to s172 Companies Act 2006

The directors consider that they have acted in the way they believe, in good faith, 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 consequences of any decisions in the long-term,
- the interests of the Company's employees,
- the need to foster the Company's business relationships with 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, and
- the need to act fairly between the shareholders of the Company.

Long term value

The aim of all business resources allocation is to create a long-term value, being a development and commercialisation of novel drugs. For further details, please see pages 13-18.

Our people

Being a small group with only on average six employees, there is a high level of visibility between Board and employees. For further details, please see page 25-27.

Business relationships

The Board is aware of the importance of maintaining good relationships with its key suppliers whilst safeguarding its resources. For further details, please see pages 38-39 for stakeholder engagement.

Community and environment

The Board seeks to support as many interactions with the research and development community as possible through regular meetings and continuous collaborations. For further details, please see pages 38-39 for stakeholder engagement.

Business Conduct

The Board seeks to maintain a reputation for high standards of business conduct. For further details, please see pages 32-36 for corporate governance.

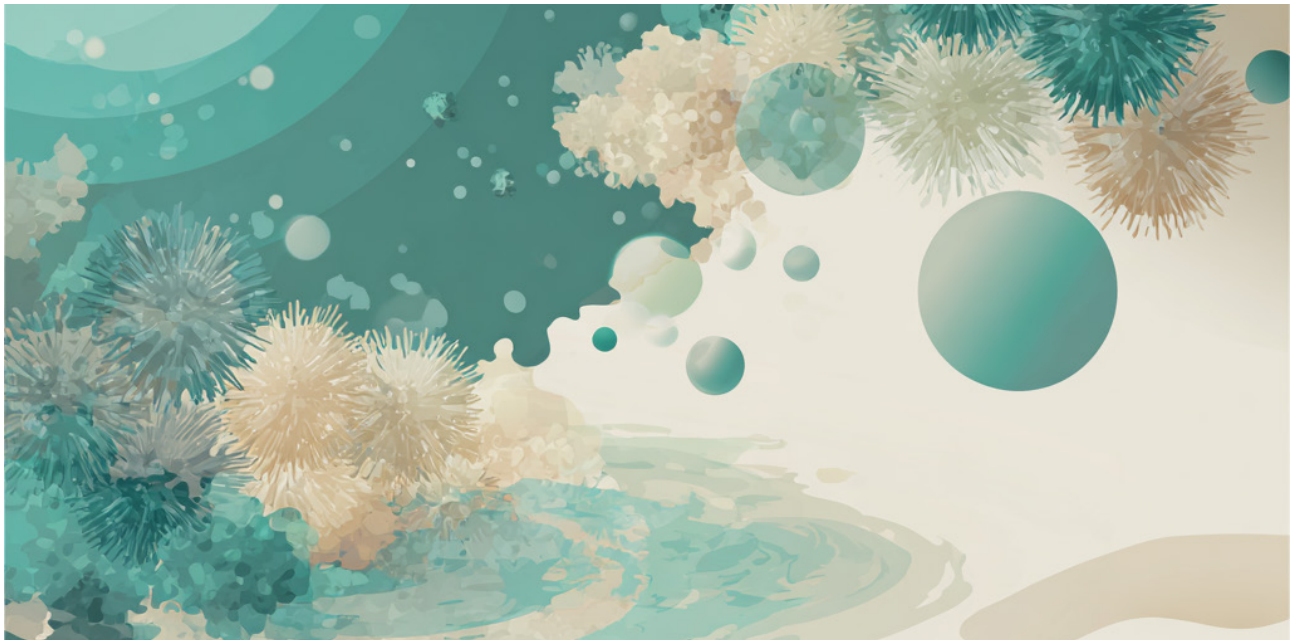
Shareholders

Shareholder communication is conducted regularly via press releases, Proactive Investor platform and other key investment platforms, including Investor Meet Company, annual and interim reports, and the AGM. For further details, please see pages 38-39 for stakeholder engagement.

Principal Risks and Uncertainties

ImmuPharma operates within a complex business environment and an industry that is fundamentally driven by regulatory processes. A robust understanding of the risks and uncertainties involved in a pharmaceutical drug development business is fundamental to ImmuPharma's success. The Board regularly considers these principal risks and uncertainties and reviews its strategies for minimising any adverse impact to the Company or its investors.

The principal risks and uncertainties have been grouped into three categories: pharmaceutical environment, financial and operational. The table below does not illustrate the list of all risks faced by ImmuPharma.



Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Pharmaceutical Environment Risks

Drug Development	Mitigating factors	Change in year
If the clinical trials of any of ImmuPharma's drug candidates fail, that drug candidate will not be marketed, which would result in a complete absence of revenue from the failed product. The drug development process and achievement of regulatory approvals is complex and uncertain. Because of the cost and duration of clinical trials, the directors may decide to discontinue development of drug candidates that are either unlikely to show good results in the trials or unlikely to help advance a product to the point of a meaningful collaboration. Positive results from pre-clinical studies and early clinical trials do not ensure positive results in clinical trials designed to permit application for regulatory approval.	ImmuPharma's management team have many years of experience in drug development and a robust understanding of the clinical trial design process. This experience should help ensure that such risks are minimised. In addition, ImmuPharma has established scientific advisors and an advisory board in the case of P140 for SLE and CIDP and BioAMB for systemic aspergillosis.	↔

Failure to Protect Products	Mitigating factors	Change in year
The commercial success of ImmuPharma depends upon its ability to obtain patent protection for its products globally. No assurance is given that ImmuPharma will develop products that are patentable, or that patents will be sufficiently broad in their scope to provide protection for ImmuPharma's intellectual property rights and exclude competitors with similar technology. Competitors may obtain patents that may relate to products competitive with those of ImmuPharma. If this is the case then ImmuPharma may have to obtain appropriate licences under these patents or cease and/or alter certain activities or processes, or develop or obtain alternative technology. There can be no assurance that, if any licences are required, ImmuPharma will be able to obtain any of them on commercially favourable terms, if at all.	Since its inception, ImmuPharma has developed a significant patent portfolio. By utilising reputable external advisers, the Company mitigates the risk of patent infringement. New insights into the MOA and internal data provides scope to develop new IP for P140. The patent life for P140 will be significantly extended.	↓

Regulatory Framework	Mitigating factors	Change in year
Changes in government regulations or enforcement policies could impose more stringent requirements on ImmuPharma, compliance with which could adversely affect its business. Failure to comply with applicable regulatory requirements could result in enforcement action, including withdrawal of marketing authorisation, injunction, seizure of products and liability for civil and/or criminal penalties.	It is essential that ImmuPharma complies with all regulatory requirements and it continually monitors regulatory developments to ensure that any issues are factored into decision making and projected timelines. External advice is sought after for new legislation or where resources are not available internally.	↔

Environmental Hazards	Mitigating factors	Change in year
ImmuPharma and its third party contractors are subject to laws, regulations and policies relating to environmental protection, disposal of hazardous or potentially hazardous substances, healthy and safe working conditions, manufacturing practices and fire hazard control. There can be no assurance that ImmuPharma or its collaborators will not be required to incur significant costs to comply with future laws, regulations and policies relating to these or similar matters. The risk of accidental contamination or injury from certain materials cannot be eliminated. In the event of such an accident, ImmuPharma could be held liable for any damage that results and any such liability could exceed its resources.	ImmuPharma works with reputable third party organisations that provide assurance regarding their working practices and conditions. In addition, the Group maintains corporate insurance to mitigate this risk.	↔

Strategic Report (continued)

Principal Risks and Uncertainties (continued)

Financial Risks

Availability of Finance	Mitigating factors	Change in year
As ImmuPharma is not yet at the stage of generating profit, it relies on external funding to develop its programs. It could be several years, if ever, before ImmuPharma receives royalties from any future licence agreements or revenues directly from product sales. If ImmuPharma fails to obtain additional financing, it may be unable to complete the development and commercialisation of its drug candidates or continue its research and development programmes.	The Board remains focused on ensuring it has sufficient capital funds to progress its product portfolio, which it expects will reach market in the future. It also has a good oversight on all major cash expenditures, including budgeting, internal cash forecasting and quarterly reporting.	↔

Operational Risks

Reliance on Third Parties	Mitigating factors	Change in year
ImmuPharma relies heavily upon other parties (including CROs) for many key stages of its drug development programmes, including execution of some pre-clinical studies and later-stage development for its compounds and drug candidates, management of its clinical trials, management of its regulatory function, and manufacturing, sales, marketing and distribution of its drug candidates. Underperformance by any of these other parties could adversely impact the Company's ability to operate effectively.	Experienced and well established CROs have been engaged for three of the main Company's programs. Their performance is monitored closely by regular updates on progress status.	↔

Reliance on Key Personnel	Mitigating factors	Change in year
ImmuPharma is dependent on the principal members of its management and scientific staff. Recruiting and retaining qualified personnel, consultants and advisers will be important to its success. There can be no assurance that ImmuPharma will be able to recruit the new staff or retain its personnel on acceptable terms given the competition for such personnel from competing businesses. The loss of service of any of ImmuPharma's personnel could impede the achievement of its objectives.	The Board actively considers succession planning for its key roles. The Company offers share option scheme to its employees alongside with training and development opportunities. The Group's virtual organisation structure has also made an attractive employment proposition.	↔

Competition	Mitigating factors	Change in year
ImmuPharma's competitors include amongst others, major pharmaceutical, biotechnology and healthcare companies with substantially greater resources than those of the Group. There is no assurance that competitors will not succeed in developing products that are more effective or economical than those being developed by ImmuPharma. Furthermore, there is no guarantee that the drug candidates being developed by ImmuPharma have either a better safety profile, dosing profile and/or efficacy profile than products that are already marketed by its competitors and this may adversely affect the sales of any new products.	The Group remains aware of the continually evolving competitive landscape of the therapeutic areas in which it operates. It's expected that the level of competitive risk will continue to be significant. This awareness is factored into its decision making for its pipeline programs. Patent application during the year ensures robust protection from competitors.	↔

Strategic Report (continued)

Forward-Looking Statements

This document contains certain statements that are not historical facts and may be forward-looking statements that are subject to a variety of risks and uncertainties. There are a number of important factors that could cause actual results to differ materially from those projected or suggested in any forward-looking statement made herein.

These factors include, but are not limited to: (i) ImmuPharma's and/or ImmuPharma's partners' ability to successfully complete product research and development, including pre-clinical and clinical studies and commercialisation; (ii) ImmuPharma's and/or ImmuPharma's partners' ability to obtain required governmental approvals, including product and patent approvals, the impact of pharmaceutical industry regulation, the difficulty of predicting FDA and other regulatory authority approvals, the regulatory environment and changes in the health policies and structure of various countries; (iii) the acceptance and demand for new pharmaceutical products and new discovery-enabling technologies such as the use of cells and (iv) ImmuPharma's ability to attract and/or maintain manufacturing, sales, distribution and marketing partners; and (v) ImmuPharma's and/or ImmuPharma's partners' ability to develop and commercialise products before its competitors and the impact of competitive products and pricing, the availability and pricing of ingredients used in the manufacture of products, uncertainties regarding market acceptance of innovative products newly launched, currently being sold or in development. In addition, significant fluctuations in financial results may occur as a result of the timing of milestone payments and the timing of costs and expenses related to ImmuPharma's research and development programme.

Without limiting the generality of the foregoing, no assurance is given as to when ImmuPharma's products will be launched or licensed, or whether that launch or licensing will be commercially successful, and words such as "may", "will", "to", "expect", "plan", "believe", "anticipate", "intend", "could", "would", "estimate" or "continue" or the negative or other variations thereof or comparable terminology is intended to identify forward-looking statements.

If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Group's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

Neither the directors nor the Company undertake any obligation to update forward-looking statements or risk factors other than as required by AIM or by applicable law, whether as a result of new information, future events or otherwise.

Tim McCarthy
Signed on behalf of the Board of ImmuPharma Plc
26 May 2026

Board of Directors

Board of Directors

Tim McCarthy, FCCA, MBA
Chairman and Chief Executive Officer

Tim was appointed as CEO in July 2021. He has over 40 years' international experience in high growth biotech, healthcare and technology companies. He is also Chairman of Incanthera plc. Tim was formerly Chairman of 4basebio plc and has previously been Chief Executive Officer and Finance Director of a number of UK listed public and private companies, including Alizyme plc and Peptide Therapeutics Group plc, and has a core understanding of AIM and its regulatory processes. Co-founding a number of healthcare and biotechnology companies, Mr. McCarthy has raised substantial amounts of equity capital and also advised and worked at Board level for a diverse range of companies internationally, in areas such as business strategy, mergers & acquisitions, due diligence and licensing.

Dr Tim Franklin, PhD, MBA
Chief Operating Officer

Tim has 38 years' experience in the biopharmaceutical industry. He worked in clinical research, sales & marketing, and global strategic marketing for Warner Lambert, Wellcome and SmithKline Beecham. He later moved to the capital markets where he became a top-ranked pharmaceuticals analyst at Dresdner Kleinwort investment bank. He applied his experience to stock selection at hedge funds and advised several small biotechnology companies on corporate and commercial strategy and access to capital. He holds a BSc in Medicinal Chemistry and a PhD in Pharmacology from Loughborough University and an MBA from Warwick Business School.

Dr Sébastien R. Goudreau Ph.D.
Chief Scientific Officer

Sébastien joined the Board in August 2023. Born in Sherbrooke, Québec, Canada, Dr. Sébastien Goudreau obtained his PhD in Chemistry from the Université de Montréal as an NSERC fellow before conducting postdoctoral research at ETH Zürich as an FRQNT fellow. He later returned to Canada, where he co-founded FindMolecule Inc. and worked in the pharmaceutical industry. Dr. Goudreau joined ImmuPharma in 2014 as Research Director and established the Ureka research laboratories in Bordeaux. Following the merger of ELRO and Ureka in 2019, he became Chief Scientific Officer of Ureka Pharma. In 2021, he was appointed Chief Executive Officer of ImmuPharma Biotech, and since 2025 he has served as Chief Scientific Officer of the ImmuPharma Group. Dr. Goudreau and his team are credited with the discovery and development of several innovative programs, including BioAMB, BioCIN, the P140 companion diagnostic, and Kapiglucagon.

Dr Laurence Reilly, MBA
Senior Independent Non-Executive Director

Laurence joined the Board August 2023. He brings extensive experience in managing late-stage clinical programs through to approval, in addition to commercial and business development experience. He is currently Vice President of Research & Investments, working with Royalty Pharma, focussing on acquisition of biopharmaceutical royalties and funding of innovation across the biopharmaceutical industry. He has also served as Chief Medical Officer for Cellectar Biosciences, New Jersey. Prior to founding his consulting practice, Dr Reilly served as Chief Scientific Officer and Vice President at Avillion, where he was responsible for clinical and strategic oversight of co-development programs and partnering with both large pharma and biotech, including Pfizer, Merck KGaA and AstraZeneca. He previously served as a Clinician – Clinical Development & Medical Oversight at Pfizer and at Lundbeck as Medical & Scientific Advisor. Dr Reilly earned his medical degree from the University of Liverpool Medical School, U.K., and practiced as Neurosurgery Resident at Queen Elizabeth University Hospital in Birmingham. He also holds a Masters Degree in Law from De Montfort University, U.K.

Board of Directors (continued)

Lisa Baderoon
Non-Executive Director and Head of Investor Relations

Lisa joined the Board in July 2021. She has spent over 25 years working within the City of London being involved with a diverse portfolio of clients from a variety of sectors but with a leaning towards emerging, high growth businesses advising both private and public companies on their financial and corporate strategies aligned to stakeholder and investor interests, as well as a strong acumen in media communication. During this time, she has been involved in a multitude of client transactions spanning private fund raisings, Initial Public Offerings (IPOs), secondary high profile capital raisings and mergers and acquisitions both in the UK and internationally.

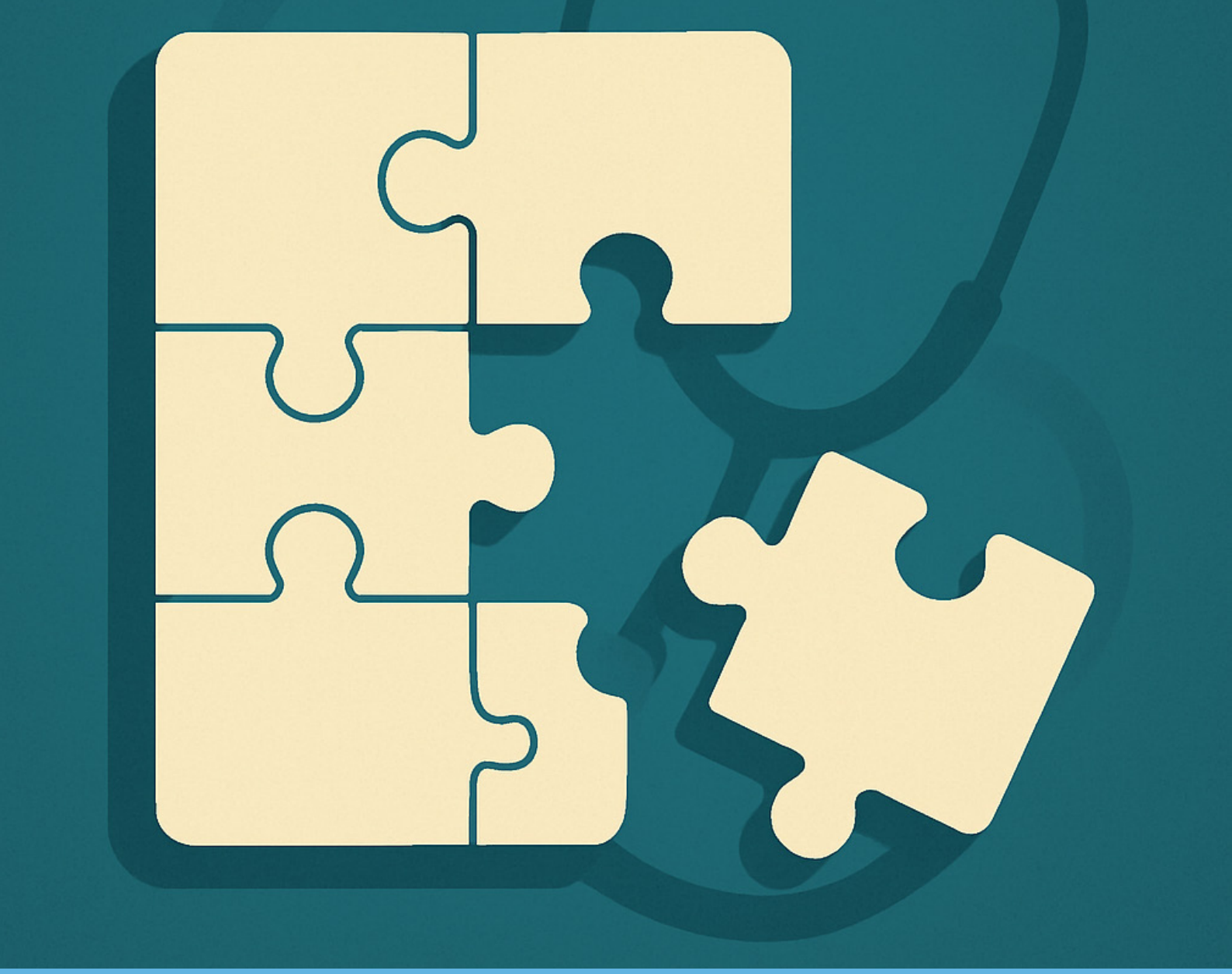
Ketan Patel
Independent Non-Executive Director

Ketan is an experienced investment professional who brings extensive expertise in financial markets, with a particular focus on the UK healthcare and life science sectors. He has been a long-term investor in UK markets, working as both an analyst and Fund Manager, managing institutional, retail, and charity mandates. Ketan began his career at JP Morgan before moving to Insight Investment, where he served as a global Pharmaceutical and Healthcare analyst. He then spent over 20 years at EdenTree Investment Management, where he was responsible for UK equity and global equity income strategies, consistently delivering upper-quartile performance.

Ketan combines rigorous fundamental analysis with risk-focused investment strategies. He is also a published thought leader on sustainability and investment themes. Ketan is a CFA Charterholder and holds an MSc in Economic History from the London School of Economics, an MSc in Geography from King's College London, and a BA (Hons) in History and Geography from Queen Mary University, London.

Ashley Clarke, ACA
Chief Financial Officer & Company Secretary

On 4 December 2024, ImmuPharma appointed Ashley Clarke as Company Secretary. With over a decade of experience in the financial sector, Ashley began her career at a Big Four accounting firm before earning her ACA qualification with a local firm. Her background is rooted in auditing, where she gained extensive experience working with a diverse range of audit and non-audit clients across multiple industries. From supporting SMEs to managing complex international group consolidations, she has developed a strong understanding of financial management across various business scales. Ashley has also been closely involved with ImmuPharma's accounts for several years through outsourced accountants, giving her valuable insight into the company's operations.

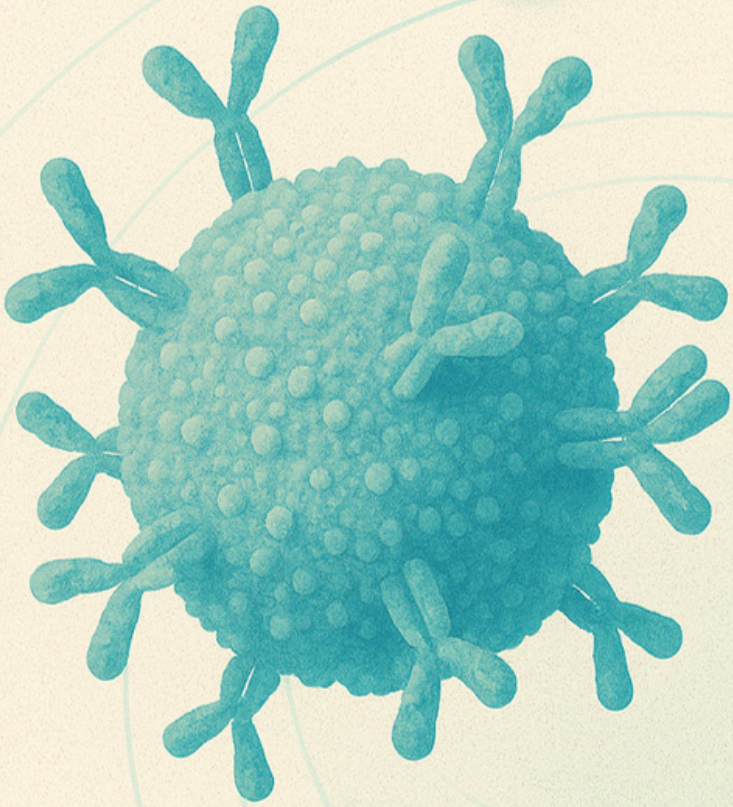


Scientific Collaborators

Scientific Collaborators

Prof Sylviane Muller, PhD
Co-founder of ImmuPharma France SA, now ImmuPharma Biotech

Professor Muller is Professor at the Institute of Advanced Studies of the Strasbourg University where she holds the chair in Therapeutic immunology; Emeritus Research Director at the CNRS; former Director of the CNRS Unit Immunopathology and therapeutic chemistry (2001-2017) and former Director of the CNRS Institute of Molecular and Cellular Biology (2016-2017). She is the current Director of the Drug discovery Center for cancer and inflammation Medalis awarded "Laboratory of Excellence" (2011-2020; with 200 persons) and future Director of the Strasbourg Institute for drug development and discovery (2021-2028; 250 persons). She received several awards (CNRS Silver Medal, CNRS Innovation Award, Léon Velluz Prize from the French Academy of Sciences, finalist of the 2017 European Inventor Award). In 2020, she became an elected member of the European Academy of Sciences. Most recently, in September 2021 she was awarded the highly prestigious Legion d'honneur Award. Her expertise in peptide immunochemistry, combined with insights into the molecular and cellular pathways behind autoimmune disease, led to the discovery of P140. Professor Muller has filed over 30 patents and published more than 385 papers and reviews.



Financial and Corporate Information

Officers and Professional Advisers

Directors
Mr Tim McCarthy – Chairman and Chief Executive Officer
Dr Tim Franklin – Chief Operating Officer
Dr Sebastien Goudreau – Chief Scientific Officer
Dr Laurence Reilly – Senior Non-Executive Director
Lisa Baderoon – Head of Investor Relations and Non-Executive Director
Ketan Patel – Non-Executive Director

Secretary
Ashley Clarke – Chief Financial Officer

Investor Relations
Lisa Baderoon

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London EC1M 4BH

Joint Broker
Stanford Capital Partners Limited
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London EC1V 9EE

Joint Broker
SI Capital
46 Bridge Street
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Auditors
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Solicitors
Broadfield UK
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Principal Bankers
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Registrars
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PO Box 82,
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Bridgwater Road,
Bristol BS99 7NH

Corporate Governance Report

The Group's directors recognise the importance of sound corporate governance. As such the Board has adopted the 2023 Quoted Companies Alliance Corporate Governance Code ("the QCA Code").

Tim McCarthy, Chairman and Chief Executive Officer, has assumed responsibility for ensuring that the Group has appropriate corporate governance standards and that these standards are applied throughout the Group.

The Board, through its adoption of the QCA Code, believes in the value of putting the necessary systems and processes in place to support the medium to long-term delivery of the Company's strategic objectives. The Board is aware of the importance of communicating these strategic objectives to stakeholders and in reporting performance in a manner that encourages constructive dialogue to support the production of sustainable value in the long term. The Board recognise their role in setting the strategic direction of the business as well as in establishing the organisation's risk appetite. This is supported with a strong belief in appropriate accountability and performance measures. Further, the Board is cognisant of the key role it plays in setting the tone and culture of the entire Group.

The Board currently consists of five directors, two of which are executive and three are non-executive.

The Board has considered each of the 10 principles contained within the QCA Code and where the Group does not fully comply with each principle an explanation is provided as to why it does not currently do so.

In addition, the Company has implemented a code of conduct for dealing in the shares of the Company by directors and employees (see Principle 9, page 34 for more information).

Principle 1 – Establish a strategy and business model which promote long-term value for shareholders

ImmuPharma is an ethical organisation with the vision to develop novel drugs to treat serious medical conditions, delivering value to patients, medical professionals, healthcare payers and its shareholders.

ImmuPharma's principal business objective is to enhance shareholder value through the development and commercialisation of novel drugs. Its strategies for achieving this objective include:

- Pursuing a low-cost model of accessing world class research through collaboration with the CNRS in France;
- Selecting specialist therapeutic areas where there are high unmet needs;
- Managing clinical development of novel drug candidates;
- Seeking collaborative agreements with partner companies to further the development and commercialisation of novel drug candidates; and
- Maintaining a small corporate infrastructure to minimise costs.

Key activities and discussions in 2025 in relation to strategy and performance were revolving around product pipeline (see Strategic Report on pages 10-24 for more information).

Principle 2 – Seek to understand and meet shareholder needs and expectations

ImmuPharma strives to engage in active dialogue with shareholders through regular communication including investor events, participation in conferences, the Company's Annual General Meeting, any meetings that are held throughout the year and one-on-one discussions.

Over the past 12 months, ImmuPharma's shareholder communications have included participation at investor events, regular announcements regarding the Company's clinical progress, the Annual General Meeting and numerous one-on-one meetings and interviews. These meetings seek to foster a mutual understanding of both the Company's and shareholders' objectives. Such meetings are conducted in a format to protect price sensitive information that has not already been made generally available to all the Company's shareholders.

Similar guidelines also apply to other communications between the Company and other parties, such as financial analysts, brokers and the media.

In addition, the Board is provided with market summary reports which detail share price and share register movements.

All members of the Board are scheduled to attend the Annual General Meeting. Notice of the Meeting is dispatched to shareholders at least 21 working days before the Meeting. The information sent to shareholders includes a summary of the business to be covered, with a separate resolution prepared for each substantive matter. When a vote is taken on a show of hands, the level of proxies received for and against the resolution and any abstentions are disclosed at the Meeting. The results of votes lodged for and against each resolution are announced to the London Stock Exchange and displayed on the Company's website. At the Meeting there will be an opportunity, following the formal business, for informal communications between shareholders and directors.

Corporate Governance Report (continued)

Principle 3 – Take into account wider stakeholder and social responsibilities and their implications for long-term success.

The Board recognises the importance of its wider stakeholders – employees, contractors, suppliers, regulators and advisors – to its long-term success. The Board has established expectations that these key resources and relationships are valued and monitored. In particular, the Company's business model of outsourcing clinical trials requires reliable dialogue with contractors to ensure the success pursuit of long-term strategic objectives. Furthermore, the Board actively seek to engage regularly with our corporate advisers to ensure proactive communication regarding the Company's activities. In doing so, the Company is able to take any feedback into account and adjust its actions accordingly to ensure it stays focused on long-term performance.

The Board recognises that the Company operates within the wider pharmaceutical industry and strives to remain alert to developments in a wider industry/society context. See stakeholder engagement within Directors' Report for further details on the pages 38-39.

Principle 4 – Embed effective risk management, considering both opportunities and threats, throughout the organisation

ImmuPharma operates within a complex business environment and an industry that is fundamentally driven by regulatory processes. The Board has set out its understanding of the principal risks and uncertainties in its Strategic Report and regularly reviews its strategies for minimising any adverse impact to the Company or its investors.

Risk assessment is a priority for the Board. The major risks to the business are laid out in detail in the Company's Strategic Report on pages 21-23. They concern mainly the control and timely progress of clinical trials and the obtaining of regulatory approval and profitable agreements with other parties, with adequate financial resources to achieve these objectives.

Where a material new risk or opportunity is identified, or an existing risk escalates, the Board will communicate and meet outside of the regular Board meetings to ensure the required actions are taken and are effective.

Principle 5 – Maintain the board as a well-functioning, balanced team led by the Chairman

The Board members have a collective responsibility and legal obligation to promote the interests of the company.

In the table below, details of the Board of Directors are summarised:

Name	Title	Independent	Committee Memberships
Tim McCarthy	Chief Executive Officer and Chairman		Audit
Tim Franklin	Chief Operational Officer		Audit
Sebastien Goudreau	Chief Scientific Officer		Audit
Laurence Reilly	Senior Non-Executive Director	X	Audit, Remuneration
Lisa Baderoon	Head of Investor Relations and Non-Executive Director	X	Audit, Remuneration
Ketan Patel	Non-Executive Director	X	Audit, Renumeration

Brief biographies of each Director are set out on pages 25-27. The Company believes that the skills and experience of each Director are of the appropriate mix to provide effective governance and management of the business. The Board was supported in its governance and finance responsibilities by Ashley Clarke, acting as Chief Financial Officer (not a Director) and Company Secretary.

Following major changes in the Board structure in 2021, Tim McCarthy was appointed as CEO, while maintaining the position of Chairman. The Company has initiated the process to identify a suitable person to take over as Non-Executive Chair of the Company and during this interim period Tim will continue as Chairman.

The Company also appointed its non-executive directors, taking into consideration their independence and shareholders' interest. The appointed independent directors have considerable relevant experience to sufficiently question and hold the executive directors to account.

Corporate Governance Report (continued)

Each Director is required to devote as much time as required to carry out the roles and responsibilities required.

The Company has adopted the practice of requiring all directors to be subject to re-election every three years.

The executive directors are employed under service agreements requiring 12 months' notice by either party. Non-executive directors receive payments under appointment letters, which are terminable by three months' notice by either party.

The Board meets regularly throughout the year with all decisions concerning the direction and control of the business made by a quorum of the Board. As of 31 December 2025, the Board met 7 times with the attendance records of the directors as follows:

Tim McCarthy, Chief Executive Officer and Chairman – 7/7

Tim Franklin, Chief Operational Officer – 7/7

Sebastien Goudreau, Chief Scientific Officer – 7/7

Laurence Reilly, Senior Non-Executive Director – 6/7

Lisa Baderoon, Head of Investor Relations and Non-Executive Director – 7/7

Ketan Patel, Non-Executive Director – 2/7

Principle 6 – Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

The Board has extensive mixture of skills and experience, which enable the delivery of Group's strategy for the shareholders over the medium to long-term. These include scientific expertise, public market requirements, business acumen and financial knowledge. Please refer to Director biographies on pages 25-27.

Principle 7 – Evaluate board performance based on clear and relevant objectives, seeking continuous improvement

Internal evaluation of the Board, the Audit Committee and Remuneration Committee as well as individual directors is undertaken on an informal basis at present. The review takes the form of peer appraisal and discussions to determine the overall effectiveness of individual directors and the Board as a whole. Specific consideration will be given to evaluating the continued independence of the Group's non-executive directors. Senior management appointments are discussed at the Board Meetings and are managed by the Chief Executive Officer and Chief Operating Officer with additional support from Non-Executive Directors where appropriate.

Principle 8 – Promote a corporate culture that is based on ethical values and behaviours

The Board recognises its role in establishing and monitoring not only the strategic direction and risk appetite but also the tone and culture of the organisation. As a pharmaceutical drug development company, an ethical approach is essential. As such, the Board places great importance on the serious pursuit of therapeutic innovation and making effective use of limited resources. It applies to the directors as well as all group employees and consultants. It is a key belief of the Company and helps to define its competitive advantage in relation to its peers.

Upon joining the Company, employees have an induction meeting in relation to the Company's code of conduct and ethics. This includes example behaviours that are considered unacceptable by the Group.

Principle 9 – Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board is responsible for long-term success of the Company. There is a schedule of matters reserved for the Board that guides the Board's activities.

An Audit Committee and a Remuneration Committee have been established with formally delegated duties and responsibilities.

Principle 10: Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders

The Board recognises that it is accountable to shareholders for the performance and activities of the Group and is committed to maintaining good communication and both encouraging and engaging in open, constructive dialogues with its shareholders and key stakeholders. ImmuPharma plc communicates with shareholders through the Annual Report, full-year and half-year announcements, its various trading updates, the annual general meeting and one-to-one meetings with shareholders as well as holding site visits for interested parties from time to time. Our corporate information (including all announcements, reports and recordings of results presentations) is also available to shareholders, investors and the public on the Company's website.

Audit Committee

The Audit Committee, which determines the engagement of the Company's auditors and, in consultation with them, the scope of their audit. The Audit Committee meets a minimum of two times per year. The Audit Committee receives and reviews reports from management and the auditors relating to the annual financial statements and

Corporate Governance Report (continued)

the accounting and internal control systems in use by the Company. It has unrestricted access to the auditors.

The Board and the Audit Committee review the need for an internal audit function on an annual basis and currently do not consider it necessary at this stage in the Company's development.

The directors acknowledge their responsibilities for the Group's system of internal financial controls. The Group's financial reporting arrangements are designed to provide the directors with reasonable assurance that problems are identified on a timely basis and dealt with appropriately.

In 2025, the Audit Committee convened twice. Key matters discussed during these meetings included the annual financial statements and working capital position, the presentation of the annual report, and the audit report from Crowe UK LLP. The Committee also considered the proposed audit fees and audit plan. Additional topics of discussion included updates on the Group's cash position, financial instruments, impairment considerations on intangible assets, and a review of the Committee's overall function and the effectiveness of its members.

The Board ensured a robust internal assessment and review on the re-appointment of the external auditor based on their legacy work for ImmuPharma, including their knowledge of our business as a non-revenue based company and particularly our current financial position, and future revenue generation in respect to moving our drug pipeline forward including our late stage drug, P140 and also future partnering opportunities which may also bring in further revenues to ImmuPharma. ImmuPharma, as a statutory obligation for an AIM company, also includes the re-appointment of the auditor within resolutions proposed to shareholders as part of the Annual General Meeting and as such take the votes approving the re-appointment, as completed last year and again for the next AGM, as a firm and conclusive indication of the support for re-appointment of the auditor.

The Board of ImmuPharma, on an ongoing basis, during the financial year and prior years, review and agree auditor rotation strategies based on the current relationship with the incumbent auditor and any issues or not, which could compromise the relationship or create conflicts going forward. If there are suggestions by Board members to review the ongoing relationship with the incumbent auditor and to seek tenders for services with alternative auditors, this again will be agreed by the Board members and will highlight key criteria required, in respect to services essential to the robust audit process required for a company such as ImmuPharma as actioned during the year.

There are no such current restrictions except a key understanding of the requirements to audit a public company listed on AIM, the sector in which we work, Biotech/Healthcare and that fees are reasonable in respect to the works carried out. References from existing clients of the auditors and understanding if there are any concerns over the managing of their own business (bad press or current outstanding litigations) will also be considered.

A robust interrogation of the services provided by the auditors are taken by the Board and Audit Committee during the financial review of the Company during year end reporting which includes regular discussions with ImmuPharma's CFO and updates/reviews at the monthly Board Meetings during the period of financial review post year end. Further guidance and approval may also be sought from the Company's Nominated Advisor, SPARK, to provide comfort that certain processes are being carried out correctly and meet necessary regulatory requirements.

Regular reports are issued to the Board and audit committee to satisfy the team that a comprehensive review of the audit work is being carried out satisfactorily and adheres to the stringent regulatory requirements required by publicly listed company such as ImmuPharma. Where needed, the Board and the audit committee will seek guidance and review by the Company's Nominated Advisor, to ensure that procedures are being actioned with due care and attention.

Remuneration Committee

The Remuneration Committee reviews the scale and structure of the executive directors' remuneration and benefits and the terms of their service contracts. The remuneration of the non-executive directors is determined by the Board as a whole.

The Committee has formal terms of reference and meets at least twice a year. It is the duty of the Committee, inter alia, to determine and agree with the Board the framework or broad policy for the remuneration of the Company's executive Board members. The remuneration packages are designed to motivate and retain executive directors to ensure the continuing development of the Company and to reward them for enhancing value to shareholders.

Nominations Committee

The directors consider that the Company is not currently of a size to warrant the need for a separate nominations committee and any decisions which would usually be taken by the nomination committee will be taken by the Board as a whole.

Corporate Governance Report (continued)

Share Dealing Code

The Company has adopted a Share Dealing Code given the importance of having a clear and effective policy that sets out the rules and procedures for share dealings by the directors and other applicable employees.

Principle 10 – Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

The Board is committed to maintaining good communication with its shareholders and in promoting effective dialogue regarding the Company's strategic objectives and performance. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback via meetings with the Company. The Annual General Meeting and any other General Meetings that are held throughout the year are for shareholders to attend and question the directors on the Company's performance. The results of any general meetings are released through LSE AIM RNS news as soon as practically possible. The Annual Reports and notice of all general meetings are available on the Group's website.

The directors also periodically promote ImmuPharma's activities, following the publication of regulatory announcements, through various media platforms such as Proactive Investors, The Sunday Roast and Investor Meet Company.

Directors' Report

Company Number: 03929567

The directors present their report and the audited financial statements of ImmuPharma plc (the "Company", and collectively with the subsidiary companies, the "Group") for the year ended 31 December 2025.

Principal Activities

The principal activity of the Group and Company in the year under review was that of pharmaceutical research and development.

Results and Dividends

The Consolidated Income Statement is set out on page 49.

The directors do not recommend the payment of a dividend.

Business Review, Research and Development and Future Developments

The Strategic Report includes a review of the business, as well as a commentary regarding research and development, and future developments. The principal risks and uncertainties facing the Group are considered on pages 21-23.

Directors

The following directors of the Company have held office since 1 January 2025:

Tim McCarthy
Tim Franklin
Sebastien Goudreau
Laurence Reilly
Lisa Baderoon
Ketan Patel (appointed 12 October 2025)

Directors' Report (continued)

Stakeholder engagement

The Board seeks to understand and consider the views of the Group's key stakeholders in Board discussions and decision making.

Key Stakeholders and concerns	Board Considerations	Key Outcomes
Employees Our present and future employees are key for the future success of the business.	Executive directors update the Board with details of employee changes, concerns, and recruitment prospects. An open, collaborative working environment with attractive remuneration packages aligns employees with shareholders' goals.	• Continuing to focus on open culture creation, which motivates all employees. • All our employees participate in share-based incentives. • Training and development opportunities.
Shareholders Our Shareholders have been highly supportive. We are actively encouraging retention of their investment whilst trying to secure new Shareholders and funding.	The Board is in regular communication with its Shareholders via press releases, Annual and Interim Report and AGM. The Board receives updates on the views of shareholders through the feedback from Lisa Baderoon, Head of Investor Relations, brokers, other advisors.	The Company meets (virtually or in person) periodically with its Shareholders. Summary of these events are below: • AGM, June 2025 • Business Development & Investor conferences; – Biotech Showcase, San Francisco USA, January 2025, BioEurope Spring, Basel< March 2025, BioEquity Europe, Dublin May 2025, BioEurope, Munich November 2025. • Interviews: audio, print and TV with Proactive Investor, and other key investment platforms.
Business Partners We have worked closely with our suppliers to set up new commercial and development agreements.	The Board is aware of the importance of maintaining good relationships with key suppliers, remaining trustworthy, while safeguarding the Group's assets. It receives regular updates on main supply agreements and maintains long-term mutually beneficial co–operations.	New supplier agreements with material threshold need to be approved by the Board. Payment to suppliers of over £10k need to be approved by two Directors.
Research and Development Community The collaboration with the CNRS, Simbec Orion and others is at the heart of our business.	The Board seeks to support as many interactions with research and development community as possible through regular meetings (remote and in person) and continuous collaborations.	The Board supported the research and development community in Europe. In 2025 the Company supported research activities with CNRS to support its P140 platform.
Environment The Group is conscious of the need to protect the environment.	ImmuPharma's operations are relatively low in their impact on the environment. The Board is committed to reduce further the environmental footprint.	Employees have continued to keep domestic and international travel to a minimum, using digital technology enabled conferencing where possible.

Directors' Report (continued)

Key Stakeholders and concerns	Board Considerations	Key Outcomes
Reputation Maintaining a strong reputation and acting within laws and regulations impacts the Group's relationships with all stakeholders.	Policies and procedures approved by the Board are concentrated on maintaining the strong reputation of the Group within its employees, Shareholders, suppliers, regulators and other key stakeholders.	ImmuPharma continuously monitors and assesses all regulatory developments to ensure that any issues are being addressed in decision making.

Directors Remuneration

The following amounts were payable to the directors of ImmuPharma plc across the Group in relation to the year ended 31 December 2025:

Director	Salary/Fees 2025 £	Total remuneration 2025 £	Total remuneration 2024 £	No. shares 2025	% holding 2025 (%)
Tim McCarthy	294,000	294,000	294,000	1,488,462	0.30
Tim Franklin	252,000	252,000	252,000	525,000	0.10
Sebastien Goudreau	3,000	3,000	3,000	150,000	0.03
Laurence Reilly	50,000	50,000	50,000	–	–
Lisa Baderoon	132,000	132,000	132,000	1,583,963	0.32
Ketan Patel	10,769	10,769	–	–	–
Total	741,769	741,769	731,000	3,747,425	0.75

The Company does not operate a health plan or company car plan. There were no bonus payments to directors in 2025. For further information, please refer to Note 22.

The following share options were outstanding to the directors of ImmuPharma plc as at 31 December 2025 (see note 20 for more detail):

Director	Options granted 2 June 2016	Options granted 30 March 2017	Options granted 12 July 2017	Options granted 24 November 2017	Options granted 25 November 2020	Options granted 22 December 2022	Options granted 18 March 2024	Share options outstanding 2025	Share options outstanding 2024
Tim McCarthy	500,000	–	1,000,000	1,500,000	1,500,000	3,600,000	8,000,000	16,100,000	16,100,000
Tim Franklin	–	–	–	–	1,500,000	3,150,000	6,500,000	11,150,000	11,150,000
Sebastien Goudreau	150,000	250,000	–	375,000	–	–	5,000,000	5,775,000	5,000,000
Laurence Reilly	–	–	–	–	–	–	2,000,000	2,000,000	2,000,000
Lisa Baderoon	100,000	250,000	–	375,000	375,000	–	3,000,000	4,100,000	4,100,000
Total	750,000	250,000	1,000,000	2,250,000	3,375,000	6,750,000	24,500,000	39,125,000	38,350,000

Directors' Report (continued)

Third Party Indemnity Provision for Directors

Qualifying third party indemnity provision for the benefit for the directors was in force during the financial year and as at the date this report is approved.

Financial Instruments and Financial Risk Management

Information regarding the use of financial instruments and the approach to financial risk management is detailed in notes 1 and 2 of the financial statements.

Disclosure of information to the Auditors

In the case of each person who was a director at the time this report was approved they have:

- taken all the necessary steps to make themselves aware of any information relevant to the audit and to establish that the auditors are aware of that information; and
- so far as they are aware, there is no relevant audit information of which the auditors have not been made aware.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditors

A resolution to reappoint the auditors, Crowe U.K. LLP, will be proposed at the next Annual General Meeting.

On behalf of the Board

Tim McCarthy
Director

26 May 2026

Statement of Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether international accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group 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 also responsible for ensuring that they meet their responsibilities under the AIM Rules.

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

Independent auditor's report
To the members of ImmuPharma plc

Opinion

We have audited the financial statements of ImmuPharma plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 31 December 2025, which comprise:

- the Consolidated income statement for the year ended 31 December 2025;
- the Consolidated statement of comprehensive income for the year then ended;
- the Consolidated and Parent company statements of financial position as at 31 December 2025;
- the Consolidated and Parent Company statements of changes in equity for the year then ended;
- the Consolidated and Parent company statement of cash flows for the year then ended 31 December 2025; and
- the notes to the financial statements, including material accounting policies.

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

In our opinion:

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

Basis for opinion

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

Emphasis of matter – Valuation of the parent company's receivables and investments in subsidiaries

We draw attention to the Key Audit Matter relating to the valuation of the parent company's receivables and investments in subsidiaries and the disclosures made in note 13 of the financial statements regarding the carrying value of investments in subsidiaries, amounting to £55M, and to the disclosures in note 15 concerning the carrying value of non-current receivables due from group undertakings, totalling £1.5M. Management has calculated the recoverable amount of the subsidiaries using the Value in Use (VIU) model, which is underpinned by the discounted cashflow which is based on management's most recent financial projections. This valuation is derived from the utilisation of the intellectual property of the group's subsidiaries and thereby substantiating the investment value in these subsidiaries.

The valuation is inherently dependent on the successful development and commercialisation of P140, which remains at the research stage. As such there is significant uncertainty regarding the future commercialisation of this drug, including obtaining regulatory approval, successfully marketing the product, and achieving target sales levels. The uncertainty has been reflected in the value in use model however, as highlighted in note 13, the significant estimation uncertainty involved in the timing and amount of projected future revenues means that the value is sensitive to changes in key assumptions which, in turn could materially change the carrying value of the investments. Our opinion is not modified in respect of these matters.

Independent auditor's report
To the members of ImmuPharma plc (continued)

Material uncertainty related to going concern

We draw attention to note 1 in the financial statements, which indicates that there is material uncertainty relating to the Group and Parent company's ability to continue as a going concern. The Parent Company and Group do not currently generate any material revenue as their pipeline of products remains at the research and development stage. As a result, the Parent Company and Group are reliant on external financing to fund their operations.

The directors' cash flow projections include expected inflows from both existing and post-year-end equity financing sharing arrangements with Lanstead. These agreements provide monthly payments to the Group, with the amounts determined by ImmuPharma Plc's share price at the time of each scheduled payment. Due to the inherent volatility of the share price, there is a significant degree of uncertainty associated with the quantum of projected inflows. This uncertainty is such that even with potential mitigating actions, not all reasonably foreseeable downside scenarios may be addressed. These factors, together with the matters outlined in Note 1, give rise to a material uncertainty that may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern. Our audit opinion is not modified in respect of this matter.

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

Our evaluation of the directors' assessment of the Group's and Parent Company's ability to continue to adopt the going concern basis of accounting included: Obtaining the directors' going concern assessment in order to assess the adequacy of cash reserves to meet liabilities as they fall due;

- Understanding the system of internal control over the cash flow management and budgeting processes;
- Assessing the adequacy of the period covered in directors' going concern assessment;
- Testing the mathematical accuracy of the model;
- Confirming the reasonableness of the inputs and assumptions in the budgets, and in particular we challenged the directors over the level of certainty over amount and timing of cash inflows that were included;
- Performing a sensitivity analysis of the cash flow forecast prepared by the directors;
- Challenging directors' stress-tested scenario, including the proposed cost-saving measures, and assessing the reasonableness, practicality, and achievability of these actions, such as the deferral of directors' salaries (supported by signed agreements) and the planned deferral of certain cost payments. We further stress tested the projected receipts under the Lanstead sharing agreement, which are dependent on the Company's future share price, by adjusting the forecasts to reflect a scenario where the share price remains at the level prevailing at the time of assessment, rather tn increasing in line with the directors' projections;
- Performing a retrospective review on the directors' historic budgets and compared to actual results for the year to assess the reliability of forecasts to date and mitigate the risk of management bias;
- Reviewing and incorporating significant post balance sheet events that could impact the conclusions on going concern;
- We reviewed the disclosures made in the financial statements relating to going concern and agreed these to be consistent with the assessment and our conclusions.

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

Independent auditor's report
To the members of ImmuPharma plc (continued)

Overview of our audit approach
Materiality
In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

Based on our professional judgement, we determined overall materiality for the Group financial statements as a whole to be £130,000, based on a 6% group loss before tax. Materiality for the Parent Company financial statements as a whole was set at £71,000 based on 6% loss before tax.

We use a different level of materiality ('performance materiality') to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. This is set at £91,000 for the group and £49,700 for the parent.

Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.

We agreed with the Audit Committee to report to it all identified errors in excess of £6,500. Errors below that threshold would also be reported to it if, in our opinion as auditor, disclosure was required on qualitative grounds.

Overview of the scope of our audit
Our engagement was in respect of the audit of the Group's consolidated financial statements and those of the Company. Our audit approach was developed by obtaining a thorough understanding of the Group's activities and is risk based.

Based on this understanding we assessed those aspects of the Group and subsidiary companies' transactions and balances which were most likely to give rise to a material misstatement and were most susceptible to irregularities including fraud or error.

Specifically, we identified what we considered to be areas of increased risk and planned an audit approach to focus on these areas accordingly. We undertook a combination of analytical procedures and substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls over individual systems and the management of specific risks.

We conducted specific audit procedures for ImmuPharma plc, which was subject to full scope audit procedures by the audit team. ImmuPharma AG was subject to analytical procedures on the basis of materiality and its status as a non trading entity with minimal activities. ImmuPharma Biotech was audited by a local component auditor, and we performed a review of their work.

We instructed the component auditor to direct their audit work on key risk areas significant to the component and the group. Specific procedures and working papers were provided to ensure alignment with the audit work done at the group level. The component auditor's work was periodically reviewed and challenged, and we provided assistance with significant areas as needed.

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

Independent auditor's report
To the members of ImmuPharma plc (continued)

In addition to the matter described in the material uncertainty related to the going concern section, we have determined that all the matters listed below are key audit matters to be communicated in our report. This is not a complete list of all the risks identified in the audit report. This is not a complete list of all risks identified by our audit.

Key audit matter	How the scope of our audit addressed the key audit matter
Recoverability of investments in subsidiaries and intercompany receivables *Note 13 Investments in subsidiaries and Note 15 Trade and other receivables* As at the year ended 31 December 2025 the Parent Company holds investments in subsidiaries of £55.4M and amounts due from these subsidiaries of £1.5M. We have identified a risk that these amounts of investment and receivable from subsidiaries may require impairment. The value of these balances are primarily derived from the underlying asset value of its subsidiaries, particularly ImmuPharma Biotech, in which the parent company holds material investments and receivables. The carrying value of these investments and receivables is £57 million. However, the recoverability of these amounts is subject to significant estimation uncertainty, as it depends on the future financial viability of the subsidiaries. This viability is in turn reliant on the successful regulatory approval, market launch, and commercialisation of pharmaceutical products.	We reviewed management's assessment of impairment of subsidiary investments and the recoverability of intercompany receivables, including an evaluation of management's cash flow forecasts and challenging the key underlying assumptions. Our audit work involved examining the discounted cash flow model used for valuation. We evaluated the overall valuation methodology and concentrated on the assumptions that significantly influenced the model, such as regulatory approvals, discount rate, probability of success, revenue growth rate, revenue per patient and potential size of the market. Directors used a single set of "most reasonable" assumptions to estimate the most likely VIU. The VIU incorporates risk through a probability of success factor. We challenged this assumption with reference to industry averages for Phase III studies. We also applied additional risk factors specific to the circumstances of the business in our reasonable downside scenario. We also reviewed the terms of the commercial partnership agreement to forecast the timing of milestone-related inflows in line with contractual conditions. As part of the audit, we challenged management's cash flow model and developed an independent expectation of the recoverable amount using the client's model as a basis. We assessed management's underlying assumptions for reasonableness through independent research. Where management's assumptions were considered reasonable, we adopted them in our analysis; otherwise, we applied assumptions derived from our own independent research in the value-in-use calculation. We also performed independent downside sensitivity analyses, focusing particularly on key variables such as the percentage of patients expected to receive P140, the probability of success, and the shortening of the forecast period to align with the duration of the current patent protection. Furthermore, we engaged Crowe's valuation team to evaluate the reasonableness of the judgments and assumptions used. The team ensured the methodology, verified discounting and terminal value calculations, independently assessed the discount rate, confirmed its reasonableness in relation to the cash flows, and considered the probability of success based on external data. The valuation is inherently dependent on the successful development and commercialisation of P140, which remains at the research stage. As such there is significant uncertainty regarding the future commercialisation of this drug, including obtaining regulatory approval, successfully marketing the product, and achieving target sales levels. The uncertainty has been reflected in the value in use model however, as highlighted in note 13, the significant estimation uncertainty involved in the timing and amount of projected future revenues means that the value is sensitive to changes in key assumptions which, in turn could materially change the carrying value of the investments. Our opinion is not modified in respect of these matters.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Independent auditor's report
To the members of ImmuPharma plc (continued)

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 41, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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.

Independent auditor's report
To the members of ImmuPharma plc (continued)

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 that are applicable to the Group and the procedures in place for ensuring compliance. Based on our understanding of the Group and industry, discussions with management and the Board of Directors we identified financial reporting standards and Companies Act 2006 as having a direct effect on the amounts and disclosures in the financial statements. Our work included direct enquiry of management, reviewing Board and relevant committee minutes and inspection of correspondence.

As part of our audit planning process, we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas involving significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year.

Other laws and regulations where non-compliance may have a material effect on the Group's operations are as follows:

- The Companies Act 2006 and UK-adopted international accounting standards in respect of the preparation and presentation of the financial statements;
- AIM regulations and Market Abuse Regulations; and
- Health and safety and associated environmental regulation in respect of pre-clinical trials.

Our audit procedures included:

- enquiry of management about the Group's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance including fraud;
- examining supporting documents for all material balances, transactions and disclosures;
- review of minutes of meetings of the Board of Directors;
- enquiry of management about litigations and claims;
- evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions;
- analytical procedures to identify any unusual or unexpected relationships;
- testing the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements; and
- review of accounting estimates for biases.

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

The potential effects of inherent limitations are particularly significant in the case of misstatement resulting from fraud because fraud may involve sophisticated and carefully organized schemes designed to conceal it, including deliberate failure to record transactions, collusion or intentional misrepresentations being made to us.

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.

Independent auditor's report
To the members of ImmuPharma plc (continued)

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.

John Charlton
Senior Statutory Auditor, for and on behalf of
Crowe U.K. LLP
Statutory Auditor
Chartered Accountants

55 Ludgate Hill
London
EC4M 7JW

26 May 2026

Consolidated Income Statement

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Continuing operations			
Revenue		–	–
Research and development expenses		(1,346,214)	(1,161,545)
Administrative expenses		(1,088,609)	(1,031,188)
Share based payment expense		(107,896)	(87,707)
Other operating income	8	8,563	9,231
Other operating expenses	11	–	(404,095)
Operating loss	5	(2,534,156)	(2,675,304)
Finance costs	6	(11,857)	(149,242)
Finance income	7	373,853	45,176
Loss before taxation		(2,172,160)	(2,779,370)
Tax	9	364,499	295,871
Loss for the year		(1,807,661)	(2,483,499)
Attributable to:			
Equity holders of the parent company		(1,807,661)	(2,483,499)
Loss per ordinary share			
Basic and diluted	10	(0.37)p	(0.60)p

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Loss for the financial period		(1,807,661)	(2,483,499)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss:			
Fair value gain/(loss) on investment		–	730,269
Fair value loss on warrants owned		–	(75,001)
Total items that will not be reclassified subsequently to profit or loss		–	655,268
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		20,566	141,376
Total items that may be reclassified subsequently to profit or loss		20,566	141,376
Other comprehensive income for the period		20,566	796,644
Total comprehensive loss for the period		(1,787,095)	(1,686,855)

Consolidated Statement of Financial Position

As at 31 December 2025

	Notes	31 December 2025 £	31 December 2024 £
Non-current assets			
Intangible assets	11	–	9,822
Property, plant, and equipment	12	64,528	82,321
Total non-current assets		64,528	92,143
Current assets			
Trade and other receivables	15	167,312	253,964
Derivative financial asset	14	–	154,519
Cash and cash equivalents	16	1,352,249	236,902
Current tax asset	9	294,932	239,483
Total current assets		1,814,493	884,868
Current liabilities			
Trade and other payables	17	(1,192,159)	(1,519,870)
Total current liabilities		(1,192,159)	(1,519,870)
Net current assets/(liabilities)		622,334	(635,002)
Net assets/(liabilities)		686,862	(542,859)
EQUITY			
Ordinary shares	18	30,675,884	29,813,018
Share premium		31,363,498	29,317,444
Merger reserve		106,148	106,148
Other reserves		6,260,136	6,131,674
Retained earnings		(67,718,804)	(65,911,143)
Total Equity/(deficit)		686,862	(542,859)

The financial statements were approved by the Board of Directors and authorised for issue on 26 May 2026

They were signed on its behalf by:

Tim McCarthy
Director

Tim Franklin
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital £	Share premium £	Merger reserve £	Other reserves – Acquisition reserve £	Other reserves – Translation reserve £	Other reserves – Share based payment reserve £	Other reserves – Warrant reserve £	Retained earnings £	Total equity £
At 1 January 2024	29,813,018	29,317,444	106,148	(3,541,203)	(1,264,696)	8,990,131	1,718,359	(64,082,912)	1,056,289
Loss for the financial year	–	–	–	–	–	–	–	(2,483,499)	(2,483,499)
Exchange differences on translation of foreign operations (OCI)	–	–	–	–	141,376	–	–	–	141,376
Fair value gain on investments (OCI)	–	–	–	–	–	–	–	730,269	730,269
Fair value loss on share warrants (OCI)	–	–	–	–	–	–	–	(75,001)	(75,001)
Transactions with owners: Share based payments	–	–	–	–	–	87,707	–	–	87,707
At 31 December 2024	29,813,018	29,317,444	106,148	(3,541,203)	(1,123,320)	9,077,838	1,718,359	(65,911,143)	(542,859)
Loss for the financial year	–	–	–	–	–	–	–	(1,807,661)	(1,807,661)
Exchange differences on translation of foreign operations (OCI)	–	–	–	–	20,566	–	–	–	20,566
Transactions with owners: Share based payments	–	–	–	–	–	107,896	–	–	107,896
New issue of equity capital	862,866	2,279,134	–	–	–	–	–	–	3,142,000
Costs of new issue of equity capital	–	(233,080)	–	–	–	–	–	–	(233,080)
At 31 December 2025	30,675,884	31,363,498	106,148	(3,541,203)	(1,102,754)	9,185,734	1,718,359	(67,718,804)	686,862
Equity holders of the parent company	30,675,884	31,363,498	106,148	(3,541,203)	(1,102,754)	9,185,734	1,718,359	(67,718,804)	686,862

Consolidated Statement of Cash Flows

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Cash flows from operating activities			
Cash used in operations	20	(2,678,221)	(2,043,513)
Tax		314,540	278,661
Interest paid		(8,696)	(4,253)
Net cash used in operating activities		(2,372,377)	(1,769,105)
Investing activities			
Proceeds from sale of investment		–	1,364,050
Purchase of property, plant and equipment		(1,652)	(1,652)
Government grants received		8,563	–
Interest received	7	5,713	6,237
Purchase of investment		–	(75,000)
Net cash generated from investing activities		12,624	1,293,635
Financing activities			
Settlements from Sharing Agreement		2,397,659	502,001
Proceeds from issue of new share capital		1,267,000	–
Share capital issue costs		(233,080)	–
Interest paid		–	(1,984)
Net cash generated from financing activities		3,431,579	500,017
Net increase in cash and cash equivalents		1,071,826	24,547
Cash and cash equivalents at beginning of year	16	236,902	208,481
Effects of exchange rates on cash and cash equivalents		43,521	3,874
Cash and cash equivalents at end of year	16	1,352,249	236,902

Company Statement of Financial Position

As at 31 December 2025

	Notes	31 December 2025 £	31 December 2024 £
Non-current assets			
Property, plant, and equipment	12	2,072	3,069
Trade and other receivables	15	1,556,054	534,991
Investment in subsidiaries	13	55,450,751	55,450,751
Total non-current assets		57,008,877	55,988,811
Current assets			
Trade and other receivables	15	103,592	100,829
Derivative financial asset	14	–	154,519
Cash and cash equivalents	16	1,217,650	219,865
Total current assets		1,321,242	475,213
Current liabilities			
Trade and other payables	17	(1,065,200)	(1,161,325)
Total current liabilities		(1,065,200)	(1,161,325)
Net current assets/(liabilities)		256,042	(686,112)
Net assets		57,264,919	55,302,699
EQUITY			
Ordinary shares	18	30,675,884	29,813,018
Share premium		31,363,498	29,317,444
Merger reserve		19,093,750	19,093,750
Other reserves		10,952,942	10,796,197
Retained earnings		(34,821,155)	(33,717,710)
Total equity		57,264,919	55,302,699

The Company's loss for the year ended 31 December 2025 was £1,103,445 (2024: loss of £1,276,552).

The financial statements were approved by the Board of Directors and authorised for issue on 26 May 2026.

They were signed on its behalf by:

Tim McCarthy
Director

Tim Franklin
Director

Company Statement of Changes in Equity

For the year ended 31 December 2025

	Share capital £	Share premium £	Merger Reserve £	Other reserves – Share based payment reserve £	Other reserves – Warrant reserve £	Retained earnings £	Total Equity £
At 1 January 2024	29,813,018	29,317,444	19,093,750	8,990,131	1,718,359	(33,096,426)	55,836,276
Loss for the financial year	–	–	–	–	–	(1,276,552)	(1,276,552)
Fair value gain on investments (OCI)	–	–	–	–	–	730,269	730,269
Fair value loss on share warrants (OCI)	–	–	–	–	–	(75,001)	(75,001)
Transactions with owners: Share based payments	–	–	–	87,707	–	–	87,707
At 31 December 2024	29,813,018	29,317,444	19,093,750	9,077,838	1,718,359	(33,717,710)	55,302,699
Loss for the financial year	–	–	–	–	–	(1,103,445)	(1,103,445)
Exchange differences on translation of foreign operations (OCI)	–	–	–	48,849	–	–	48,849
Transactions with owners: Share based payments	–	–	–	107,896	–	–	107,896
New issue of equity capital	862,866	2,279,134	–	–	–	–	3,142,000
Costs of new issue of equity capital	–	(233,080)	–	–	–	–	(233,080)
At 31 December 2025	30,675,884	31,363,498	19,093,750	9,234,583	1,718,359	(34,821,155)	57,264,919

Company Statement of Cash Flows

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Cash flows from operating activities			
Cash used in operations	20	(1,539,213)	(1,193,701)
Tax		84,353	88,735
Interest paid		(8,696)	(4,372)
Net cash used in operating activities		(1,463,556)	(1,109,338)
Investing activities			
Finance income		5,713	6,237
Purchase of property, plant, and equipment		(1,652)	(1,652)
Loans issued to subsidiary undertakings		(1,021,063)	(573,091)
Proceeds from sale of investment		–	1,364,050
Purchase of investments		–	(75,000)
Net cash used/generated in investing activities		(1,017,002)	720,544
Financing activities			
Settlements from Sharing Agreement		2,397,659	502,001
Proceeds from issue of new share capital		1,267,000	–
Share capital issue costs		(233,080)	–
Interest paid		–	(1,865)
Net cash generated from financing activities		3,431,579	500,136
Net increase in cash and cash equivalents		951,021	111,342
Cash and cash equivalents at beginning of year	16	219,865	109,156
Effects of exchange rates on cash and cash equivalents		46,764	(633)
Cash and cash equivalents at end of year	16	1,217,650	219,865

Notes to the Consolidated Financial Statements

for the year ended 31 December 2025

ImmuPharma plc (the "Company") is a public limited company registered in England and Wales (company number 03929567). The Company is limited by shares and the registered office of the Company is located at One Bartholomew Close, EC1A 7BL, London. ImmuPharma plc and its subsidiaries focus on the research, development and commercialisation of pioneering and novel drugs in specialist therapeutic areas within the pharmaceutical industry.

1 Accounting policies

The material accounting policies are summarised below. They have all been applied consistently throughout the financial years contained in these financial statements.

Basis of preparation

The financial statements have been prepared in accordance with UK-adopted international accounting standards.

The financial statements have been prepared under the historical cost convention and on a going concern basis. Further commentary on the Group's plan for the continuing funding of activities is provided in the Strategic Report. The Company has taken advantage of the exemption provided under section 408 of the Companies Act 2006 not to publish its individual Income Statement and statement of comprehensive income and related notes.

Going concern

The Company and Group do not currently generate any material cash revenues, as their pipeline products remain at the research and development stage. As a result, the Company and Group are reliant on external financing to fund their operations.

The directors have prepared cash flow forecasts covering a period of more than 12 months from the date of approval of these financial statements. These forecasts incorporate several anticipated cash inflows, including variable cash receipts under the Lanstead Sharing Agreement, as well as proceeds from the equity fundraising that took place after the year-end (see Note 23). No further equity fundraising has been assumed.

The timing and/or magnitude of these projected cash inflows carry a degree of uncertainty, which has been assessed through sensitivity analysis. Despite these measures, the uncertainties are such that potential actions such as further cost base reductions, securing alternative funding, or realising gains on warrants held may not be sufficient to mitigate all reasonably possible downside scenarios.

Based on the above, the directors believe it remains appropriate to prepare the financial statements on a going concern basis. However, these circumstances constitute a material uncertainty that may cast significant doubt on the Company's and Group's ability to continue as a going concern, and consequently, on their capacity to realize assets and discharge liabilities in the normal course of business.

The financial statements do not include any adjustments that might be required if the going concern basis were deemed inappropriate.

Material accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the Statement of financial position date and the reported amounts of revenues and expenses during the reporting year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In addition to going concern as noted on page 20, management have had to make judgements in the following areas:

- Intangible assets.

  The consolidated intangibles position contained historic intangibles relating to business combinations from 2006. During the prior year, management considered the value of these intangibles, given the current focus of the group is on P140 and concluded that given the streamlining of the group and the focus on P140, these assets should be impaired fully. The remaining intangibles relate to patents. See note 11 for further details.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

1 Accounting policies (continued)

Material accounting judgements and key sources of estimation uncertainty (continued)

- Derivative financial asset

  The Group and the Company had placed shares with Lanstead and at the same time entered into a Sharing Agreement. The amount receivable under the Sharing Agreement each month will be dependent on the Company's share price performance. The nature of the Sharing Agreement with Lanstead requires the calculation of the fair value as at the end of the accounting period and it is based on the estimation of the Company's share price and discount rate. Under IFRS 7 Financial instruments: Disclosures and IFRS 13 Fair value measurement, the value of the derivative financial asset has been assessed under the Fair value hierarchy as a Level 2 input, as the instrument is not quoted in an active market, but is linked to the quoted ImmuPharma share price. Any change in the fair value of the derivative financial asset is reflected in the Income Statement. The derivative was initially recognised at the date the Sharing Agreement was entered into and was subsequently re-measured to its fair value at the reporting date. The resulting gain or loss was recognised in finance income within profit and loss. As at 31 December 2025, the Company completed a calculation of fair value of the derivative financial asset that resulted in a finance gain of £368,140. The year end share price has been considered to be the best estimate for future share prices and has been included within the fair value calculation. At the reporting date, the derivative had fully completed and therefore does not hold a value within the accounts.

Management have applied estimates in the following areas:

- Investment in subsidiaries

  For the Company Statement of Financial Position, management has considered whether there has been any impairment to the carrying value and has applied estimates including taking account of various factors and available evidence in assessing the recoverable amounts in arriving at the conclusion.

  At 31 December 2025, the Company's investment in its subsidiary, ImmuPharma Biotech was £55,450,751. The directors have assessed the carrying value of the Company's investment in subsidiaries, over a period of more than 10 years, taking into account the various factors and available evidence as at that date and concluded that no impairment is required against this investment at the year-end date. Please see note 14 for further information.

- Amounts owed by group undertakings

  For the Company Statement of Financial Position, management needs to consider whether these balances are recoverable or an impairment is required and applies estimates including taking account of various factors and available evidence in arriving at the conclusion. In evaluating the carrying value of investments, management has also considered the related intercompany receivables balance.

  At 31 December 2025, ImmuPharma Plc was due £1,556,054 from its subsidiary ImmuPharma Biotech. At that date, ImmuPharma Biotech had net liabilities of £1,423,212 and is not in a position to repay this balance until progress is made on the drug pipeline.

  When taking into consideration the product pipeline of the subsidiary explained in detail within the Strategic Report on pages 13-18, the directors have reviewed the future prospects of ImmuPharma Biotech using the information available at 31 December 2025 and the directors believe that going forward, there is sufficient value in ImmuPharma Biotech's underlying activities, such that they are confident that the subsidiary will generate sufficient cash to enable these balances to be repaid. As a result, no impairment has been charged in 2025. Please see note 14 for further information.

- Derivative Financial Asset – the nature of the Sharing Agreement with Lanstead requires the calculation of the fair value at the end of the accounting period and it is based on the estimation of the Company's share price and discount rate

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

1 Accounting policies (continued)

Changes in accounting policies and disclosures

The following new and amended Standards and Interpretations effective for the financial year beginning 1 January 2025 have been adopted. The adoption of these standards has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IAS 1 – Presentation of Financial Statements
- IAS 21 – The effects of changes in foreign exchange rates

New Standards and Interpretations not yet adopted

- IFRS 9 and IFRS 7 – Amendments to the classification and Measurement of Financial Instruments.
- IFRS 18 – Presentation and Disclosure in Financial Statements.

Basis of consolidation

The consolidated financial statements of ImmuPharma plc include the Company and its wholly owned subsidiaries, which were acquired in an earlier period and are included for the full year. They are prepared for the year ended 31 December 2025 with comparatives for 31 December 2024, and all intra group balances and transactions are eliminated on consolidation.

The consolidated financial statements are presented in Pounds Sterling (£), being the Company's functional and presentation currency. Assets and liabilities of foreign operations are translated at the closing exchange rate at the reporting date, while income and expenses are translated at average exchange rates for the period. Exchange differences arising on translation are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

Foreign currency

Income statement

The presentational and functional currency of ImmuPharma plc is sterling (£). Transactions in foreign currency are recorded 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 on the reporting date. Any gains or losses arising on translation are taken to the Income Statement as finance income or costs.

Taxation

The tax expense or credit represents the sum of the tax currently payable and any deferred tax less tax credits recognised in relation to research and development tax incentives.

The tax currently receivable is based on tax credits for the year. The tax credit is recognised for amounts received during the year or for an estimated claim to be received where there is a history of receiving these amounts. Taxable loss differs from net loss as reported in the Income Statement as it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's receivable for current tax is calculated using tax rates that have been enacted or substantively enacted by the year-end date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the Statement of Financial Position liability method. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. No such assets are held at the year end.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less any provision for impairment.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

1 Accounting policies (continued)

Whenever events or changes in circumstances indicate that the carrying amount of an investment in a subsidiary undertaking may not be recoverable the investment is reviewed for impairment. An investment's carrying value is written down to its estimated recoverable amount if that is less than the investment's carrying amount.

Intangible assets

Research and development expenditure is charged to the Income Statement in the period in which it is incurred. Development expenditure is capitalised when the criteria for recognising an asset are met, usually when a regulatory filing has been made in a major market and approval is considered highly probable. Property, plant and equipment used for research and development is capitalised and depreciated in accordance with the Group's policy.

In process research and development acquired as part of a business combination is recognised separately from goodwill where the associated project meets the definition of an intangible asset and its fair value can be measured reliably. In process, research and development assets arising because of a business combination are amortised on a straight-line basis over their useful lives from the point in time at which the asset is available for use.

Patents are stated at purchase cost and are amortised on a straight-line basis over their estimated useful lives of 15 years from the date of patent registration.

Property, plant and equipment

Tangible fixed assets are stated at cost, net of depreciation and provision for any impairment. Depreciation is calculated to write off the cost of all tangible fixed assets to estimated residual value by equal annual instalments over their expected useful lives as follows:

Fixtures, fittings and equipment: 2 – 5 years

Impairment of tangible and intangible assets

At each year-end date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). An impairment loss is immediately recognised as an expense, in the Income Statement.

Share based payments

The Company issues equity-settled share based payments to their employees and third parties. These are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

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

Warrants issued

The Company issues warrants to third party investors giving the counterparty a right to subscribe for a fixed number of the entity's shares for a fixed amount of cash. These are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant.

For warrants issued to suppliers in lieu of services, the value is measured using an estimate of the fair value of the services.

For warrants issued in exchange for a change to the terms of another derivative instrument or agreement, the value is measured using an estimate of the effect on the value of that other instrument.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

1 Accounting policies (continued)

Equity

Share capital is determined using the nominal value of shares that have been issued.

The Share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the Share premium account.

The Merger reserve represents the difference between the nominal value and the market value at the date of issue of shares issued in connection with the acquisition by the Group of an interest in over 90% of the share capital of another company.

The Acquisition reserve includes those adjustments arising on reverse acquisition of the Company by ImmuPharma (UK) Limited.

Foreign currency differences arising on the retranslation of overseas subsidiaries are included in the translation reserve.

Equity-settled share-based payments are credited to the share-based payment reserve as a component of equity until related options or warrants are exercised.

The warrants reserve will be transferred to share capital account upon the exercise of warrants. The balance of warrants reserve in relation to the unexercised warrants at the expiry of the warrants period will be transferred to retained earnings.

Retained earnings includes all current and prior period results as disclosed in the Income Statement.

Financial instruments

Financial assets and financial liabilities are recognised on the Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities and when issued by the Group is recorded at the proceeds received, net of direct issue costs.

Investments other than investments in subsidiaries are classified as either held-for-trading or not at initial recognition. Those investments and financial assets are initially measured at fair value less transaction costs and are subsequently measured at fair value. At the year-end date all investments are classified as not held for trading. An irrevocable election has been made to recognise changes in fair value in other Comprehensive Income.

Trade and other receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest method. A provision for impairment is established based on lifetime expected credit losses. The amount of any provision is recognised in profit or loss.

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

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

Non-interest bearing loans and overdrafts are initially recorded at fair value and are subsequently measured at amortised cost using the effective interest rate method.

Derivative financial assets are initially measured at fair value less transaction costs and are subsequently measured at fair value.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

2 Financial risk management

The Group uses a limited number of financial instruments, cash, short-term deposits, overdrafts, and various items such as trade receivables and payables, which arise directly from operations. The Group does not trade in financial instruments.

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, and interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

a) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Sterling, the Euro, the Swiss Franc and the US Dollar. Foreign exchange risk arises from future commercial transactions, recognised assets, liabilities, and net investments in foreign operations.

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign exchange risks.

The Group did not enter into any arrangements to hedge this risk, as the directors did not consider this risk significant. The directors will review this policy as appropriate in the future.

b) Credit risk

The Group has no significant concentrations of credit risk because the majority of the debtors are government bodies. The variable cash receipts under Lanstead Sharing Agreement are managed via funds held through escrow accounts.

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and available funding through an adequate amount of committed facilities. The Group ensures it has adequate cover through the availability of funding and facilities.

d) Cash flow and interest rate

The Group finances its operations through a mix of equity finance and borrowings. Borrowings are both non-interest bearing and interest bearing.

e) Equity price risk

The Group is exposed to equity price risk due to the possibility that the value of the Company's shares will fluctuate. This can affect the amount of any proceeds in any fundraise the Company might undertake. In addition, any adverse share price change will negatively affect the amount of proceeds the Company will receive under both current Lanstead "Sharing Agreements".

f) Exposure to equity investments

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the Statement of Financial Position at fair value.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

3 Segment information

– Group

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker to allocate resources to the segments and to assess their performance. In accordance with IFRS 8, the chief operating decision maker has been identified as the Board of Directors. They review the Group's internal reporting in order to assess performance and allocate resources. The Board of Directors consider that the business comprises a single activity, being the development and commercialisation of pharmaceutical products. Therefore, the Group is organised into one operating segment and there is one primary reporting segment.

4 Staff costs

The average monthly number of employees across the Group and the Company (including executive directors) was:

	Group Year ended 31 December 2025 No.	Group Year ended 31 December 2024 No.	Company Year ended 31 December 2025 No.	Company Year ended 31 December 2024 No.
Drug research and development, and commercial operations	4	4	3	2
Administration and management	3	2	1	–
	7	6	4	2

The aggregate remuneration comprised:

	Group Year ended 31 December 2025 £	Group Year ended 31 December 2024 £	Company Year ended 31 December 2025 £	Company Year ended 31 December 2024 £
Wages and salaries	963,012	893,270	731,363	647,004
Social security costs	216,835	193,710	105,929	87,901
Share-based payment	107,896	87,707	107,896	87,707
	1,287,743	1,174,687	945,188	822,612

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

4 Staff costs (continued)

Directors' emoluments

The following disclosures are in respect of emoluments payable to the directors of ImmuPharma plc across the Group and the Company:

	Group and Company Year ended 31 December 2025 £	Group and Company Year ended 31 December 2024 £
Salaries and fees	741,769	731,000
	741,769	731,000

Please refer to information in the Directors' Report on page 39 in respect for amounts paid to individual directors.

Refer to note 22 for details of amounts paid to related parties in lieu of directors' fees and bonus payments.

The emoluments of the highest paid director, amounts included above are:

	Group and Company Year ended 31 December 2025 £	Group and Company Year ended 31 December 2024 £
Salaries and benefits	294,000	294,000
	294,000	294,000

Key management are those persons having authority and responsibility for planning, directing and controlling the activities of the entity. In the opinion of the Board, the key management of the Group and the Company comprises the Executive and Non-executive Directors of ImmuPharma plc. Information regarding their emoluments is set out below.

The following disclosures are in respect of employee benefits, including National Insurance, payable to the directors of ImmuPharma plc across the Group and the Company and are stated in accordance with IFRS:

	Group and Company Year ended 31 December 2025 £	Group and Company Year ended 31 December 2024 £
Short-term employee benefits (salaries and benefits)	753,226	731,000
Share based payments	99,633	76,345
Directors' emoluments	852,859	807,345

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

5 Operating loss

– Group

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Operating loss is stated after charging:		
Share based payments charge	107,896	87,707
Depreciation of property, plant and equipment		
– owned	21,869	30,744
Amortisation of intangible assets		
– patents	21,151	33,136
Impairment of intangibles	–	404,095
Services provided by Company auditors:		
– Audit services	80,500	72,500
Audit services provided by component auditors	13,696	13,224

6 Finance costs

– Group

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Interest payable and bank fees	8,696	1,984
Loss on foreign exchange	3,161	147,258
	11,857	149,242

7 Finance income

– Group

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Bank interest receivable	5,713	6,237
Gain on derivative financial asset (note 15)	368,140	38,939
	373,853	45,176

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

8 Other operating income

– Group

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Government grants received	8,563	9,231
	8,563	9,231

Immupharma Biotech receives grant funding to support doctoral students as part of its commitment to research and development. These grants contribute to advancing scientific innovation and fostering academic collaboration

9 Taxation

– Group

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Current tax:		
Corporation tax	(364,499)	(295,871)
Total current tax credit for the year	(364,499)	(295,871)

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Loss before taxation	(2,172,160)	(2,779,370)
Tax on loss (at the average rate 19%) (2024: 23.5%)	(412,710)	(653,152)
Effects of:		
Expenses not allowable for tax purposes	1,393	4,619
Depreciation in excess of capital allowances	4,208	22,901
Rate differences	–	577
Research and development tax credit	(364,499)	(295,871)
Current year losses carried forward	407,109	625,055
Current tax credit for year	(364,499)	(295,871)

The current tax credit for the year pertains to the Research and Development (R&D) tax credit claim in respect of the year ended 31 December 2025.

As at 31 December 2025, the Group has unused tax losses of £52,853,247 (2024: £52,446,138) available for offset against future profits in the jurisdiction in which the loss arises. No deferred tax asset has been recognised due to the unpredictability of future profit streams in the relevant jurisdictions.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

10 Loss per share

– Group

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Loss		
Loss for the purposes of basic loss per share being net loss after tax attributable to equity shareholders	(1,807,661)	(2,483,499)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	490,588,005	416,437,268
Basic loss per share	(0.37)p	(0.60)p
Diluted loss per share	(0.37)p	(0.60)p

The Group has granted share options in respect of equity shares to be issued, the details of which are disclosed in note 20.

There is no difference between basic loss per share and diluted loss per share as the share options and warrants are anti-dilutive.

11 Intangible Assets

– Group

	Research and development £	Patents £	Total £
Cost			
At 1 January 2024	404,095	465,317	869,412
Exchange rate movements	–	(22,027)	(22,027)
At 1 January 2025	404,095	443,290	847,385
Exchange rate movements	–	36,139	36,139
At 31 December 2025	404,095	479,429	883,524
Amortisation			
At 1 January 2024	–	421,841	421,841
Exchange rate movements	–	(21,509)	(21,509)
Charge for the period	–	33,136	33,136
Impairment	404,095	–	404,095
At 1 January 2025	404,095	433,468	837,563
Exchange rate movements	–	24,810	24,810
Charge for the period	–	21,151	21,151
Impairment	–	–	–
At 31 December 2025	404,095	479,429	883,524
Net book amount			
At 31 December 2025	–	–	–
At 31 December 2024	–	9,822	9,822

Research and development costs relate to in-progress research and development acquired as part of business combinations in earlier years.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

12 Property, plant and equipment

– Group

	Fixtures, fittings and equipment £
Cost	£
At 1 January 2024	192,313
Exchange rate movements	(5,056)
Additions	1,652
Disposals	(51,534)
At 1 January 2025	137,375
Exchange rate movements	8,899
Additions	–
Disposals	(1,224)
At 31 December 2025	145,050
Depreciation	
At 1 January 2024	90,238
Exchange rate movements	(17,687)
Charge for the period	30,744
Depreciation eliminated on disposal	(48,241)
At 1 January 2025	55,054
Exchange rate movements	4,823
Charge for the period	21,869
Depreciation eliminated on disposal	(1,224)
At 31 December 2025	80,522
Net book amount	
At 31 December 2025	64,528
At 31 December 2024	82,321

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

12 Property, plant and equipment (continued)

– Company

	Fixtures, fittings and equipment £
Cost	
At 1 January 2024	68,595
Additions	1,652
Disposals	(51,534)
At 1 January 2025	18,713
Additions	–
Disposals	–
At 31 December 2025	18,713
Depreciation	
At 1 January 2024	63,218
Charge for the period	667
Depreciation eliminated on disposals	(48,241)
At 1 January 2025	15,644
Charge for the period	998
Depreciation eliminated on disposals	–
At 31 December 2025	16,641
Net book amount	
At 31 December 2025	2,072
At 31 December 2024	3,069

13 Investment in subsidiaries

– Company

	Shares in subsidiary undertakings £
Cost and fair value	
At 31 December 2024	55,450,751
Additions	–
At 31 December 2025	55,450,751

Details of the Company's subsidiaries as at 31 December 2025 are as follows:

Name of company	Holding	% voting rights and shares held	Nature of business & country of incorporation	Registered Office Address
ImmuPharma Biotech	Ordinary	100	Pharmaceutical research and development – France	5, rue du Rhône F-68100 Mulhouse France
ImmuPharma AG	Ordinary	100	Pharmaceutical research and development – Switzerland	Poststrasse 10 CH-6060 Sarnen OW Switzerland

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

13 Investment in subsidiaries (continued)

The Company has assessed the carrying value of its investments in subsidiaries as at 31 December 2025 in addition to the intercompany receivables balance and has concluded that no impairment is required. The directors consider that the carrying values, as stated in the financial statements, are appropriate.

This conclusion is based on a value-in-use assessment undertaken as part of the Group's annual impairment review, with a particular focus on the Group's lead programme, P140 for the treatment of systemic lupus erythematosus (SLE). The value-in-use model is underpinned by a discounted cash flow (DCF) analysis using management's most recent financial projections. The model assumes successful completion of clinical trials, subsequent regulatory approval (FDA), and eventual commercialisation of P140 in SLE.

The outcome of the impairment review is highly sensitive to the following assumptions:

- **Probability of Success:** The model uses a probability of success rate of 63% to reflect the risk-adjusted likelihood of P140 achieving commercialisation. Probability of success has moved from 21.2% to 63% due to the progress made in the period in developing P140. This rate aligns with industry benchmarks for pharmaceutical assets at a similar stage of development. A sensitivity analysis has been performed to evaluate the impact of variations in this assumption.
- **Sales Volume/Patient Uptake:** Forecast revenues are based on estimated market penetration, represented by the percentage of eligible patients expected to be treated with P140. Given its significance to projected cash flows, a ±10% sensitivity was applied to uptake assumptions across all forecast periods.
- **Discount Rate:** Benchmark analysis suggests a reasonable rate would fall in the range of 17% to 18%. The model uses a discount rate of 17.9%. A sensitivity analysis has been performed to assess the impact of variations in this assumption. No terminal growth was incorporated in to the model.
- Sensitivity testing was undertaken on the critical inputs noted above. Key findings include:
  - A decrease in the probability of success by approximately 33% points would result in an impairment.
  - A 20% reduction in forecasted sales volumes would lead to a material reduction in enterprise value but would not, in isolation, result in an impairment.
  - An increase in the discount rate above 26% would result in an impairment.

In addition to individual sensitivities, a combined downside scenario was also considered to assess the cumulative risk.

A 13-year forecast horizon has been used in the value-in-use model. This exceeds the five-year period typically adopted under IAS 36 but is supported by the Group's view of the long-term commercial potential of P140. Management's confidence in this period is based on current patent protection.

Broader Pipeline Considerations

The Group also maintains an extensive pipeline of preclinical and early-stage development programmes. While the impairment review focuses primarily on the lead asset, the presence of additional development opportunities provides further support for the carrying value of the Group's subsidiaries.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

14 Derivative financial asset

	Group and Company 31 December 2025 £	Group and Company 31 December 2024 £
Balance brought forward	154,519	617,583
Value of derivative at inception	1,875,000	–
Settlements received	(2,397,659)	(502,001)
Gain recognised through income statement	368,140	38,937
	–	154,519

	31 December 2025 £	31 December 2024 £
Due within one year	–	154,519
Due after one year	–	–
At 31 December	–	154,519

In August 2023, the Company issued 50,000,000 new ordinary shares to Lanstead at a price of 2p per share to raise £1m gross. In the placement completed in February 2025, the Company issued 50,000,000 new ordinary shares to Lanstead at a price of 3.75p per share to raise £1.875m gross. All Subscriptions proceeds were pledged under the Sharing Agreement, under which Lanstead made and will continue to make, subject to the terms and conditions of that Sharing Agreement, monthly settlements to the Company that are subject to adjustment upwards or downwards depending on the Company's share price performance.

In August 2023 and February 2025 the Company also issued 4,750,000 and 3,750,000 new ordinary shares consecutively to Lanstead as value payments in connection with the Share Subscriptions and the Sharing Agreements. The settlements from both agreements concluded during the 2025.

15 Trade and other receivables

Current

	Group 31 December 2025 £	Group 31 December 2024 £	Company 31 December 2025 £	Company 31 December 2024 £
Other debtors	98,470	189,665	34,750	36,530
Prepayments	68,842	64,299	68,842	64,299
	167,312	253,964	103,592	100,829

Non-current

	Group 31 December 2025 £	Group 31 December 2024 £	Company 31 December 2025 £	Company 31 December 2024 £
Amounts owed by group undertakings	–	–	1,556,054	534,991
	–	–	1,556,054	534,991

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

15 Trade and other receivables (continued)

The Group's credit risk is primarily attributable to its other debtors. The Company's credit risk is primarily attributable to the intercompany loan balances due from French subsidiaries. Based on prior experience and an assessment of the current economic environment, the directors did not consider any provision for irrecoverable amounts was required and consider that the carrying value of these assets approximates to their fair value.

The Company's receivables due from Group undertakings are intercompany loan balances due from its French subsidiary. As of 31 December 2025, the directors believe that there has been no impairment to these values.

The Company considers that the amounts included in receivables due from group undertakings will prove recoverable. However, the timing of and the ultimate repayment of these amounts will depend primarily on the growth of revenues for the relevant group company. The basis of impairment and all the key assumptions has been highlighted in Note 13. Amounts owed by group undertakings of £1,556,054 (2024: £534,991) are included in non-current assets. These are unsecured, interest free, and have no fixed date of repayment.

The total carrying amount of financial assets for the Group is £1,519,561 (2024: £645,385), consisting of trade and other receivables of £167,312 (2024: £253,964), derivative financial asset £nil (2024: £154,519) and cash and cash equivalents of £1,352,249 (2024: £236,902).

The total carrying amount of financial assets for the Company is £1,321,242 (2024: £1,010,204), consisting of trade and other receivables of £2,877,296 (2024: £635,820), derivative financial asset £nil (2024: £154,519) and cash and cash equivalents of £1,217,650 (2024: £219,865).

16 Cash and cash equivalents

	Group 31 December 2025 £	Group 31 December 2024 £	Company 31 December 2025 £	Company 31 December 2024 £
Cash and cash equivalents	1,352,249	236,902	1,217,650	219,865

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less at varying rates of interest over the period between 0.0% and 0.5%.

The directors consider that the carrying value of these assets approximates to their fair value.

The credit risk on liquid funds is limited because the counterparty is a bank with a high credit rating.

Included within the above is £50,000 held separately in a Royal Bank of Scotland bank account in respect of a cash deposit with reference to the Company's credit card facility.

17 Trade and other payables

	Group 31 December 2025 £	Group 31 December 2024 £	Company 31 December 2025 £	Company 31 December 2024 £
Trade payables	186,894	510,549	165,978	249,293
Other taxes and social security	126,190	117,917	27,288	23,653
Accruals and other creditors	879,075	891,404	871,934	888,379
	1,192,159	1,519,870	1,065,200	1,161,325

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

18 Share capital

At 31 December 2025, the Company had no limit on its authorised share capital.

Allotted, called up and fully paid	2025 No.	2024 No.	2025 £	2024 £
At start of year:				
Ordinary shares of £0.01 each	416,437,265	416,437,265	4,164,374	4,164,374
Deferred shares of £0.09 each	284,984,933	284,984,933	25,648,644	25,648,644
Movements during year:				
13 February 2025	83,286,667	–	832,867	–
11 September 2025	2,500,000	–	25,000	–
17 September 2025	500,000	–	5,000	–
At end of year				
Ordinary shares of £0.01 each	502,723,932	416,437,265	5,027,239	4,164,374
Deferred shares of £0.09 each	284,984,933	284,984,933	25,648,644	25,648,644

19 Share based payments

Equity– settled options and warrants

Details of the share options and warrants outstanding during the period are as follows:

	Number of share options	Weighted average exercise price (£) of share options	Number of warrants	Weighted average exercise price (£) of warrants options	Total number of options (Share options and Warrants options)
Outstanding as at 31 December 2024	46,525,000	0.51	101,042,350	0.08	147,567,350
Expired during 2025	–	–	–	–	–
Lapsed during 2025	–	–	–	–	–
Granted during 2025	–	–	–	–	–
Outstanding as at 31 December 2025	46,525,000	0.51	101,042,350	0.08	147,567,350
Exercisable as at 31 December 2024	9,775,000	0.15	101,042,350	0.08	110,817,350
Granted and exercisable during 2025	–	–	–	–	–
Expired during 2025	–	–	–		
Lapsed during 2025	–	–	–	–	–
Exercisable as at 31 December 2025	9,775,000	0.15	101,042,350	0.08	110,817,350

The options and warrants outstanding as at 31 December 2025 had a weighted average remaining contractual life of 7 years. (2024: 8 years.).

The options and warrants outstanding as at 31 December 2025 had exercise prices between £0.02 and £1.53 (2024: £0.02 and £1.53).

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

19 Share based payments (continued)

Equity-settled share option scheme

The total value of options granted during 2017, 2020,2022 and 2024 was calculated using the Black-Scholes pricing model. The inputs into the pricing model were as follows:

Option grant date	30 March 2017	13 July 2017	24 November 2017	1 December 2017	25 November 2020	22 December 2022	22 December 2022	18 March 2024	19 April 2024
Option value	£833,000	£400,950	£3,928,838	£707,760	£913,958	£42,317	£35,122	£206,560	£46,142
Share price at grant date	£0.5025	£0.5675	£0.9862	£1.5300	£0.129	£0.0189	£0.0189	£0.0199	£0.0222
Exercise price	£0.5025	£0.5675	£0.9862	£1.5300	£0.20	£0.11	£0.05	£0.02	£0.022
Volatility	47%	47%	51%	52%	144%	143%	143%	57%	57%
Vesting period	3 years	3 years	3 years	3 years	3 years	3 years	3 years	3 years	3 years
Expected life	7 years	7 years	7 years	7 years	7 years	7 years	7 years	7 years	7 years
Expected dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%
Risk free interest rate	0.382%	0.382%	0.382%	0.382%	-0.024%	0.032%	0.032%	0.041%	0.041%

Expected volatility was determined by calculating the historical volatility of the Company's share price to the date of the grant over a 3 year period. Expected life was determined by examining the exercise history of the Company's option holders. No market-based conditions were used as inputs into the pricing model.

For the year ended 31 December 2025, the Company has charged £107,896 (2024: £87,707) for the value of share options in relation to grant from 2022 and 2024. The remaining balance of £106,574 will be charged over the next 2 financial years ending 31 December 2027.

The total value of all other options granted in previous years has been fully charged in the financial statements in prior years.

Warrants

Warrant holder/grant date	Exercise price	No of warrants	Expected life
16/03/17 Northland Capital	£0.52	153,850	10 years
01/04/20 Stanford Capital	£0.10	915,205	10 years
02/09/20 SI Capital Limited	£0.11	1,213,920	10 years
02/09/20 Stanford Capital	£0.11	1,213,920	10 years
23/12/21 Alora Pharmaceuticals, LLC	£0.02	21,818,182	10 years
23/12/21 Lanstead Capital Investors LP	£0.02	40,000,000	10 years
23/12/21 Chelverton Asset Management	£0.02	2,727,273	10 years
16/08/22 Lanstead Capital Investors LP	£0.02	30,000,000	10 years

The above warrants have been granted in connection to the funding raised in 2020, 2021 and 2022.

The warrants granted in 2020 have been valued based on estimated cost of service and it was calculated at £173,000. The warrants granted in 2021 were measured at fair value at the date of grant and were calculated at £1,349,000. The warrants granted in 2022 have been measured both using an estimate of fair value of services and were issued to Lanstead in exchange for not changing the benchmark of the previous sharing agreement, at the estimated change in value of that instrument that would otherwise have occurred. These have been calculated at £369,359.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

20 Cash used in operations

	Group 31 December 2025 £	Group 31 December 2024 £	Company 31 December 2025 £	Company 31 December 2024 £
Loss for the year	1,807,661	(2,483,499)	(1,103,445)	(1,276,552)
Depreciation and amortisation	35,296	63,880	997	667
Impairment of intangible assets	–	404,095	–	–
Loss on sale of fixed assets	–	3,293	–	3,293
Share-based payments	107,896	87,707	107,896	87,707
Government grants received	(8,563)	–	–	–
Decrease/(increase) in trade and other receivables	86,652	213,816	(2,763)	(12,803)
(Decrease)/increase in trade and other payables	(327,711)	(145,253)	(95,547)	87,069
Taxation charge	(364,499)	(295,871)	(84,353)	(88,735)
Gain on derivatives	(361,998)	(38,939)	(361,998)	(38,939)
Gain/(loss) on foreign exchange	(37,633)	147,258	–	44,232
Cash used in operations	(2,678,221)	(2,043,513)	(1,,539,213)	(1,193,701)

21 Related party transactions

a) Group

During the year, ImmuPharma plc was charged £84,000 (2024: £84,000) for the provision of consultancy services by Just B Communications Limited, a company owned by L. Baderoon, non-executive director. The amount of £133,000 (2024: £133,000) was owing to Just B Communications Limited at the year end.

At 31 December 2025, certain salary payments to directors had been deferred and are included within accruals. These were £269,500 (2024: £269,500) in respect of T McCarthy, £231,000 (2024: £231,000) in respect of T Franklin, £1,000 (2024: £1,000) in respect of Sebastien Goudreau and £67,500 in respect of L Baderoon.

b) Company

During the year ended 31 December 2025, management charges of £383,878 (2024: £309,820) were rendered by ImmuPharma plc to ImmuPharma Biotech. This amount was due to the Company at 31 December 2025. The Company also loaned the sum of £583,576 (2024: £264,009) to ImmuPharma Biotech during the year ended 31 December 2025. The total balance due to the Company from ImmuPharma Biotech at 31 December 2025 was £1,556,054 (2024: £539,751).

22 Financial instruments

The Group's financial instruments comprise of cash and cash equivalents, investment in Incanthera plc, derivative financial asset, borrowings and items such as trade payables, which arise directly from its operations. The main purpose of these financial instruments is to provide finance for the Group's operations.

The Group's operations expose it to a variety of financial risks including liquidity risk, interest rate risk, equity price risk and foreign exchange rate risk. Given the size of the Group, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The Company's finance department implements the policies set by the Board of Directors.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

22 Financial instruments (continued)

The principal financial instruments used by the Group from which financial instrument risk arises are as follows:-

	Year ended 31 December 2025 £	Year ended 31 December 2024 £
Amortised cost		
Trade and other receivables	167,312	117,871
Fair value through profit and loss		
Derivative financial asset	–	154,519
Other		
Cash and cash equivalents	1,352,249	236,902
Total financial assets	1,519,561	509,292
Trade and other payables	1,192,159	1,388,580
Total financial liabilities	1,192,159	1,388,580

Liquidity risk

Group

The Group monitors its levels of working capital to ensure that it can meet its debt repayments as they fall due.

The following table shows the contractual maturities of the Group's financial liabilities, all of which are measured at amortised cost:

	Trade and other payables £	Borrowings £	Total £
At 31 December 2025			
6 months or less	1,192,159	–	1,192,159
6 – 12 months	–	–	–
1 – 2 years	–	–	–
2 – 5 years	–	–	–
Total contractual cash flows	1,192,159	–	1,192,159
Carrying amount of financial liabilities measured at amortised cost	1,192,159	–	1,192,159

	Trade and other payables £	Borrowings £	Total £
At 31 December 2024			
6 months or less	1,388,580	–	1,388,580
6 – 12 months	–	–	–
1 – 2 years	–	–	–
2 – 5 years	–	–	–
Total contractual cash flows	1,388,580	–	1,388,580
Carrying amount of financial liabilities measured at amortised cost	1,388,580	–	1,388,580

Company

The Company's financial liabilities comprise trade and other payables with a carrying amount equal to gross cash flows payable of £165,978 (2024: £249,293), accrued purchases with a carrying amount of £869,051 (2024: £888,379), all of which are payable within 6-12 months.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

22 Financial instruments (continued)

Interest rate risk

Group

The Group has both interest bearing assets and interest bearing liabilities. Interest bearing assets comprise cash and cash equivalents denominated in Sterling, the Euro, the Swiss Franc and the US Dollar which earn interest at a variable rate. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

During the year, the Group's cash and cash equivalents earned interest at a variable rate between 0.0% and 0.5% (2024: 0.0% and 0.5%).

As at 31 December 2025, if LIBOR had increased by 0.5% with all other variables held constant, the post-tax loss and equity would have been higher by £2,944 (2024: £2,514). Conversely, if LIBOR had fallen by 0.5% with all other variables held constant, the post-tax loss and equity would have been lower by £2,944 (2024: £2,514).

The Group also has non-interest bearing borrowings, which are carried at amortised cost, and therefore the risk is the change in the fair value of the borrowings. Changes in the market interest rates of these liabilities do not affect loss or equity and therefore no sensitivity analysis is required under IFRS 7.

Company

The Company has both interest bearing assets and interest bearing liabilities. Interest bearing assets comprise of cash and cash equivalents denominated in Sterling, which earn interest at a variable rate.

During the year, the Company's cash and cash equivalents earned interest at a variable rate between 0.0% and 0.5% (2024: 0.0% and 0.5%).

As at 31 December 2025, if LIBOR had increased by 0.5% with all other variables held constant, the post-tax loss would have been lower and equity would have been higher by £2,825 (2024: £2,274). Conversely, if LIBOR had fallen by 0.5% with all other variables held constant, the post-tax loss would have been higher and equity would have been lower by £2,825 (2024: £2,274).

Foreign exchange rate risk

Group

The Group is exposed to foreign exchange rate risk as a result of having cash balances in Euros, Swiss Francs and US Dollars. During the year, the Group did not enter into any arrangements to hedge this risk, as the directors did not consider the exposure significant given the short-term nature of the balances. The Group will review this policy as appropriate in the future.

As at 31 December 2025, if the Euro had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £2,823 (2024: £821). Conversely, if the Euro had strengthened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been higher by £2,823 (2024: £821).

As at 31 December 2025, if the US Dollar had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £200 (2024: £155). Conversely, if the US Dollar had strengthened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been higher be £200 (2024: £155).

As at 31 December 2025, if the Swiss Franc had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £861 (2024: £808). Conversely, if the Swiss Franc had strengthened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been higher by £861 (2024: £808).

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

22 Financial instruments (continued)

Foreign exchange rate risk (continued)

Company

The Company is exposed to foreign exchange rate risk through the payment of non-Sterling amounts, intercompany balances in Euros and Swiss Francs and as a result of having cash balances in Euros and US Dollars. During the year, the Company did not enter into any arrangements to hedge this risk, as the directors did not consider the exposure significant. The Company will review this policy as appropriate in the future.

As at 31 December 2025, if the Euro had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £1,963 (2024: £6). Conversely, if the Euro had strengthened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been higher by £1,963 (2024: £6).

As at 31 December 2025, if the US Dollar had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £200 (2024: £155). Conversely, if the US Dollar had strengthened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been higher £200 (2024: £155).

Equity price risk

Group and Company

The Group has also held a derivative transaction during the year 2025, details of which can be found at note 15. The risk associated with this transaction is the variable consideration receivable, which depends on the Company's share price. During the year, the Group did not enter into any arrangements to hedge this risk, as the directors did not consider the exposure significant given the short term nature of the balance. The Group will review this policy as appropriate in the future.

If the Company's share price had weakened 10% with all other variables held constant, the post-tax loss would have been higher and equity would have been lower by £239,766. Conversely, if the Company's share price had strengthened by 10% with all other variables held constant, the post-tax loss would have been lower and equity would have been higher by £239,766.

The following is a comparison by category of the carrying amounts and fair values of the Group's financial assets and liabilities at 31 December 2025. Set out below the table is a summary of the methods and assumptions used for each category of instrument.

	Carrying amount 2025 £	Fair Value 2025 £	Carrying amount 2024 £	Fair Value 2024 £
Trade and other receivables at amortised cost	167,312	167,312	117,871	117,871
Derivative financial asset	–	–	154,519	154,519
Financial liabilities at amortised cost	1,192,159	1,192,159	1,388,580	1,388,580
	1,359,471	1,359,471	1,660,970	1,660,970

Trade and other receivables at amortised cost

The fair value approximates to the carrying amount because of the short maturity of these instruments.

Derivative financial asset

The asset is recorded at fair value and is calculated based on ImmuPharma's share price at the year end.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2025

22 Financial instruments (continued)

Equity price risk (continued)

Financial liabilities at amortised cost

The fair value approximates to the carrying amount because the majority are associated with variable-rate interest payments that are re-aligned to market rates at intervals of less than one year.

Fair value measurement

The Group measures the fair value of its financial assets and liabilities in the Statement of Financial Position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1 fair value measurements are those derived from unadjusted quoted prices in active markets for identical assets and liabilities;
- Level 2 fair value measurements are those derived from inputs, other than quoted prices included within level 1, that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

Capital Risk

Group and Company

The Group and Company considers its capital under management to be its cash and cash equivalents and share capital and reserves. The Group and Company's overall objective in managing its capital is to support the strategic objectives of the business: the development of potential new drugs. Decisions regarding the management of capital are taken by the Board in conjunction with regular strategic planning and budget reviews.

23 Post balance sheet events

In April 2026, ImmuPharma plc completed an equity fundraising to provide additional working capital, support the continued development of its pipeline, particularly Kappiglucagon, and for general corporate purposes. The fundraising was undertaken through the issue of new ordinary shares in the Company.

The fundraising comprised of a £6.0 million subscription with Lanstead Capital through the issue of 100,000,000 new ordinary shares at the issue price, together with the entry into a sharing agreement with Lanstead; and a retail offer via the Winterflood Retail Access Platform ("WRAP"). The WRAP Retail Offer was undertaken to provide existing shareholders and new investors in the United Kingdom with the opportunity to participate in the fundraising at the issue price. Under the WRAP Retail Offer, the Company raised gross proceeds of £468,746.82 and issued 7,812,447 new ordinary shares.

Glossary of Technical Terms

'biomarkers'	measurable biological responses used as predictors of clinical effects.
'CRO'	contract research organisation.
'drug-like'	having the potential to become a drug product candidate due to its physical and chemical characteristics.
'Lupus'	an autoimmune inflammatory disease of unknown ethology.
'PDCT'	peptide to drug converting technology.
'peptide'	a molecule comprised of a series of amino acids (or a small subpart of a protein).
'Pharma'	abbreviation for "Pharmaceutical"; sometimes in the industry "pharma" also denotes a pharmaceutical company.
'Phase 0'	the stage of development of a drug candidate before the first administration to man, during which all mandatory data required by regulatory bodies such as the FDA or the EMEA is generated and filed.
'Phase 1'	the stage of development of a drug candidate during which it is administered to man (usually healthy volunteers) for the first time. Phase I studies are designed to assess primarily the safety and tolerability of the drug candidate and gather information on its ADME. This phase is also used whenever possible to evaluate surrogate markers which are indicative of the clinical efficacy of the drug candidate.
'Phase 2'	the stage of development of a drug candidate during which therapeutic studies are conducted in limited numbers of patients using data generated in Phase I studies to determine dose regimen and primary efficacy, and to examine therapeutic outcomes and monitor safety in patients.
'Phase 3'	the stage of development of a drug candidate during which it is tested in large scale pivotal trials on, typically, between 200 to 4000 patients to demonstrate overall efficacy, tolerability and safety with a dose regimen as determined in Phase II. The drug candidate must generally prove to be statistically better than placebo or the current best therapy in terms of efficacy, safety or quality of life.

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