

## Chairman's Introduction to Governance



Joachim Hasenmaier  
Chairman

On behalf of the Board, I am pleased to present my first ECO Animal Health Group plc's Corporate Governance Statement following my appointment as Chairman of the Board on 31 March 2025. The Board remains committed to ensuring high standards of governance for the Company. As Chairman, I am responsible for ensuring the Company has corporate governance arrangements that are appropriate for the size and complexity of the Company and these arrangements are followed in practice.

As in previous years, we have continued to follow the QCA Corporate Governance Code and this year, we are reporting against the 2023 version of the QCA Code principles for the first time. The Board carried out an assessment of the 2023 QCA Code's requirements and whilst the Company complies with most of the principles of the 2023 QCA Code, we are continuing to review our governance arrangements and governance framework to ensure it is robust and supports the business's mission of providing best-in-class ethical solutions for our customers, vets and producers, and supports the medium to long-term success of the Company. We have for some time put the Remuneration Report to an advisory vote, and it is our intention to put the Remuneration Policy to an advisory vote at the AGM on 25 September this year.

Additionally, Principle 8 of the 2023 QCA Code recommends that the Board performance evaluation should be supplemented by an external evaluation every three years. The Board has carried out an annual performance review internally and will consider the need for an external evaluation of its performance.

Whilst we have chosen to adopt the QCA Code, we also continue to take into account the UK Corporate Governance Code applicable to main market listed companies and seek to apply elements of the Code as part of a progressive approach to governance to ensure the continued effective operation of the Board, its Committees and their oversight role. This encompasses our approach to risk and controls assurance which we will continue to develop.

The Board recognises the importance of succession planning for both Board members and senior management as recommended by the 2023 QCA Code, and to have a skilled, well-functioning and balanced Board to enable the Board to fulfil its role most effectively. There were several changes to the composition of the Board and Committees that took place this year. I took over as Chairman of the Board when Dr Andrew Jones stepped down on 31 March. The Board is grateful for the contributions of Andrew over the past six years and wishes him every success in the future.

The Nomination Committee and the Board remain focused on developing succession plans for personnel in key roles in the leadership team and the future succession of Non-Executive Directors. Further details can be found in the Nomination Committee Report on page 46.

Further details on how we have applied the ten Principles of the 2023 QCA Code can be found in the sections that follow this Corporate Governance Statement, together with reports from the respective Chairs of the Board Committees on the activities that have been carried out during the financial year.

Dr Joachim Hasenmaier  
Chairman

11 July 2025



## Chairman’s Introduction to Governance continued

### Attendance at meetings

All Committee and Board meetings held in the year were quorate. Directors’ attendance during the year ended 31 March 2025 was as follows. Directors’ service agreements set out the time commitment from each Director. Executive Directors are expected to devote all or substantially all of their time to ECO and Non-Executive Directors are required to commit up to three days per month to ECO matters.

### Board

Number of formal meetings held: 7  
 Andrew Jones\*: 7  
 David Hallas: 7  
 Chris Wilks: 7  
 Frank Armstrong: 7  
 Tracey James: 7  
 Joachim Hasenmaier: 7

#### Audit Committee

**Tracey James**  
 Committee Chair

Number of formal meetings held: 5  
 Andrew Jones\*: 5  
 David Hallas: **By invitation**  
 Chris Wilks: **By invitation**  
 Frank Armstrong: 5  
 Tracey James: 5  
 Joachim Hasenmaier: 5

#### Remuneration Committee

**Frank Armstrong**  
 Committee Chair

Number of formal meetings held: 5  
 Andrew Jones\*: 5  
 David Hallas: **By invitation**  
 Chris Wilks: **By invitation**  
 Frank Armstrong: 5  
 Tracey James: 5  
 Joachim Hasenmaier: 5

#### Nomination Committee

**Joachim Hasenmaier**  
 Committee Chair

Number of formal meetings held: 2  
 Andrew Jones\*: 2  
 David Hallas: **By invitation**  
 Chris Wilks: **By invitation**  
 Frank Armstrong: 2  
 Tracey James: 2  
 Joachim Hasenmaier: 2



\* Andrew Jones stood down as a Non-Executive Director and Chair of the Board on 31 March 2025.

## Board of Directors

# Guiding vision with our experienced leadership



Joachim Hasenmaier

Chairman



**Appointed as Chairman:** 1 April 2025  
**Appointed to Board:** 12 February 2024  
**Year of birth:** 1960

Joachim Hasenmaier is a highly experienced commercial leader with more than two decades in the international animal health industry. From 2001 to 2019, he held a variety of senior roles within the animal health division at Boehringer Ingelheim, concluding as member of the Board of Managing Directors responsible for the entire animal health division. During this time he led successful transformation initiatives including the integration of the former Sanofi animal health business Merial, spearheaded key product launches and supported rapid global growth and expansion. Dr Hasenmaier has also served as Chairman of the Board at IMV Technologies since 2022 and as a Member of the Supervisory Boards of Invetx. He served on the Board of NASDAQ-listed Heska prior to its acquisition by Mars Petcare and also held senior positions at Hoechst Roussel Vet and McKinsey & Company. Dr Hasenmaier is a Doctor of Veterinary Medicine and holds a PhD in Immunology from Ludwig-Maximilians University in Munich and an MBA from Northwestern University, USA.



Dr Andrew Jones

Chairman (resigned 31 March 2025)

**Appointed:** 1 December 2017  
**Year of birth:** 1960

Andrew has over 35 years' commercial experience in the life science sector and has held a range of senior positions, including CEO Europe for Arysta Lifescience, CEO Phoqus Pharmaceuticals plc and Principal at Cap Gemini Ernst and Young. He started his career in ICI Agrochemicals (now Syngenta AG). He is also Non-Executive Chairman at Fargroup Limited, a specialist horticultural distribution business supplying the UK market. He currently runs his own consulting company, Trioza Limited, which provides strategic advice to the animal health, crop protection and seeds sectors. Andrew has a BSc degree and PhD in agricultural biology. Andrew brings substantial strategic marketing and business development experience and skills to the business.



David Hallas

Chief Executive

**Appointed:** 1 April 2022  
**Year of birth:** 1964

David Hallas has over 30 years of experience in the animal health industry and is a qualified veterinarian. He was previously managing director of Sure Petcare, a wholly owned subsidiary of Merck Inc., providing digital based solutions to the companion animal sector with sales of over US\$170m. Prior to this role, he was Associate Vice President of MSD Animal Health with full P&L responsibility for mid Europe which comprised a group of seven European countries with a combined revenue of over US\$450m; he has also held senior global, regional and business unit management roles in other animal health businesses within Merck, Schering Plough and Pfizer (now Zoetis) and lived and worked overseas including in the USA. David has substantial experience managing profitable growth through the introduction of new products, including vaccines, and successful merger and acquisition integrations.

## Board of Directors continued

### Key

**A** Audit

**N** Nomination

**R** Remuneration

**■** Chair

**□** Member



**Christopher Wilks**

**Chief Financial Officer**

**Appointed:** 3 September 2019

**Year of birth:** 1964

Chris has considerable experience in the fields of both finance and science. He began his career after graduating from the University of Durham with a BSc in Applied Physics and Electronics. Initially he joined Marconi Space Systems, applying his degree skills to the design of power systems for spacecraft. He then trained as a Chartered Accountant at Arthur Young (now EY), and after qualifying as a Chartered Accountant in audit, he became a manager in its Corporate Finance team. Chris is a Fellow of the Institute of Chartered Accountants in England and Wales. He is also currently a Non-Executive Director (and Chair of the Audit Committee) of Kromek Group plc, an AIM listed worldwide supplier of radiation detection technology, and was previously Chief Financial Officer of Signum Technology Limited, a leading group of specialised engineering businesses operating in the safety and critical service flow control sector, which he co-founded. Prior to Signum Technology, Chris was Chief Financial Officer at Sondex plc, a specialist developer of technical instruments for the oil and gas industry.



**Dr Frank Armstrong**

**Independent Non-Executive Director**

**R A N R**

**Appointed:** 1 May 2020

**Year of birth:** 1957

Frank is a medical doctor, a Fellow of the Royal College of Physicians and a Fellow of the Faculty of Pharmaceutical Medicine. He is currently Non-Executive Chair of BioCaptiva Limited, a Member of the Court of the University of Edinburgh, a Member of the Council and Trustee of the Royal College of Physicians and a Member of the Council and Trustee of the Faculty of Pharmaceutical Medicine. He has previously held Non-Executive roles in listed companies with Faron Pharmaceutical Oy (AIM), Summit Therapeutics (AIM and NASDAQ), Redx Pharma (AIM), Mereo Biopharma (AIM and NASDAQ) and Juniper Therapeutics (NASDAQ). He started his career at ICI Pharma/Zeneca Pharma before moving to Bayer AG where he became head of worldwide product development.



**Tracey James**

**Independent Non-Executive Director**

**A N**

**Appointed:** 1 December 2021

**Year of birth:** 1962

Tracey is a Chartered Accountant who has spent 26 years with Grant Thornton UK LLP, with the last 14 years as an Audit Partner. Tracey was a member of Grant Thornton's Oversight Board and also served on the Audit and Risk, and Pensions Committees. She was also previously Finance Director of Karl Storz Endoscopy Canada (1999-2000). Tracey is currently a Non-Executive Director and Chair of the Audit Committee at specialist engineering and technology recruitment solutions business, Gattaca plc and contract research organisation hVIVO plc.

## Compliance with the Principles of the QCA Code

The Company's shares are traded on the AIM market of the London Stock Exchange and as such, the Company is subject to the continuing requirements of the AIM Rules for Companies. As stated in the Chairman's introduction, the Board has adopted and considers the Company is currently transitioning to the requirements of the QCA's 2023 Corporate Governance Code. The following table summarises how we apply the ten Principles of the QCA Code during the financial year:

QCA Principle	Explanation
<b>1 Establish a strategy and business model which promote long-term value for shareholders</b>	<p>The Board meets annually to review and approve the strategy for the Company. The strategic plan and business model are reviewed by the Executive Leadership Team on an ongoing basis with relevant operational and management updates being reported to demonstrate delivery and progress. Decisions of the Board are made in line with the strategic plan and business model for the Group.</p> <p>Further details of the Group's strategy can be found in the Strategic Report.</p>
<b>2 Promote a corporate culture that is based on ethical values and behaviours</b>	<p>The Board leads by example and makes decisions that are in the best interests of the Group and its stakeholders as a whole. Culture and ethics are underpinned by a clear set of values (Collaboration, Commitment and Curiosity), which guide decision-making at all levels in the business and are supported by the Group's culture to ensure the values are universally adopted. The Company sets out its purpose and business model as part of its Annual Report.</p> <p>The Board recognises that its decisions will impact the corporate culture of the Group as a whole and that this will affect the performance of the business. The Board is also very conscious that the tone and culture that it sets will greatly impact all aspects of the Group and the way employees behave and operate. The importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Company's ethical approach to business is reflected in the way the Company has been able to develop long-term and fruitful relationships with its clients.</p> <p>The Group seeks to ensure that responsible business practice is fully integrated into the management of all its operations and into the culture of all parts of its business. The Board believes that the consistent adoption of responsible business practice is essential for operational excellence, which in turn is expected to ensure the delivery of its core objectives of sustained real growth in future profitability.</p>
<b>3 Seek to understand and meet shareholder needs and expectations</b>	<p>The Board communicates regularly with its shareholders via investor roadshows, one-to-one meetings and regular reporting.</p> <p>The Company has an established programme of engaging openly with shareholders. Communications with shareholders are via its website, the publication of the Annual Report and the Interim Statement, trading and other announcements made on RNS and at the Annual General Meeting where the Board encourages investors to participate.</p> <p>The Company's website contains information on the Group's business, corporate information and specific disclosures required under AIM Rules for Companies and the QCA Code.</p> <p>Following the announcement of the Company's full year and half year results the Company makes presentations to institutional shareholders, private client brokers and investment analysts. Periodic meetings are held with existing and prospective institutional and other investors. Formal feedback from shareholder meetings is provided by the Group's broker and discussion of this feedback is an item on the Board's agenda.</p> <p>The Company has appointed IRC Consilium to act as a main contact point for shareholder queries and has made their contact details available on the Company's website.</p>
<b>4 Take into account wider stakeholder interests, including social responsibilities, and their implications for long-term success</b>	<p>The Board values the opinions of key stakeholders in the business and regularly seeks to ensure that the views of its employees, suppliers, customers and partners are known and where relevant to the success of our business they are acted upon.</p> <p>The Company recognises its responsibility to promote its success for the benefit of its stakeholders and understands that the business has a responsibility towards its shareholders, employees, partners, customers, suppliers and to the local community. The Board seeks to maintain and improve its relationships with these groups and regularly obtains, and acts on, feedback as to how best it can maintain and improve its interactions.</p> <p>The Company has achieved an A rating for its ESG activities from Integrum ESG and the Board regularly monitors the progress against the Company's ESG activity against its objectives.</p>

## Compliance with the Principles of the QCA Code continued

QCA Principle	Explanation
<p><b>5 Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation</b></p>	<p>The Audit Committee is responsible for overseeing management's activities in identifying, evaluating and managing the risks facing the Group and records them on the Group risk register, and overseeing and reviewing the effectiveness of the Company's system of internal controls. The system is designed to manage, rather than eliminate, the risk of failure to achieve the execution of the Company's strategic objectives and business model. The Board monitors financial controls through the setting and approval of an annual budget and the regular review of management accounts.</p> <p>The Board oversees the external independent internal audit assurance work that is commissioned to review and provide recommendations on specific areas of risk that are highlighted by the Board.</p> <p>The Audit Committee oversees the independence of the external auditors by scrutinising any proposals for non-audit work to be undertaken by the auditors and overseeing the competitive procurement exercises to replace the auditors in line with best practice. The Audit Committee undertake a performance assessment of the external auditors each year.</p> <p>The Board evaluates the effectiveness of these systems by reviewing risks which cover both financial and non-financial issues potentially affecting the Group and from discussions with the external auditor. Details of these risks, and their management, are contained in the Strategic Report.</p> <p>Where the management of operational risk requires outside advice, this is sought from expert parties, and the Company has put measures in place to protect itself against supplier failure including insurance and buffer stock.</p> <p>Further details of our risk management, risks and internal controls can be found in the Strategic Risk section of the Strategic Report.</p>
<p><b>6 Establish and maintain the Board as a well-functioning, balanced team led by the Chair</b></p>	<p>The Board keeps under review its current balance and composition in order to ensure that it has a sufficiently wide range of skills and experience to enable it to pursue its strategic goals and address anticipated issues in the foreseeable future. The Board is supported by the Audit, Remuneration and Nomination Committees, each with delegated duties and responsibilities. The role of the Board and the Committees and how they operate is explained in detail in the Annual Report. The full Board is responsible and accountable to the shareholders for the management and success of the Company and to provide effective controls to assess and manage risks in the Group.</p> <p>There is a formal schedule of matters specifically reserved for the Board that includes matters relating to strategy &amp; management; structure &amp; capital; financial reporting &amp; controls; internal controls; contracts; communications; Board membership and other appointments; delegation of authorities; and corporate governance.</p> <p>The Company has three Non-Executive Directors, each considered to be independent by the Board due to their relationship with the Company and their ability to act in the best interests of all shareholders. Each Board Committee comprises a majority of independent Non-Executive Directors. Biographies of the Directors are included within this corporate governance report and on the Company's website.</p> <p>The Board provides an overview of the skills and experience of each Director and how this is aligned to the strategic objectives of the Company.</p> <p>The Board meets on a minimum of six occasions with Board meetings spread across each year which tie in as far as possible with the Group's financial reporting and trading calendars.</p> <p>There is no performance-related remuneration for the Non-Executive Directors.</p>
<p><b>7 Maintain appropriate governance structures and ensure that individually and collectively the Directors have the necessary up-to-date experience, skills and capabilities</b></p>	<p>The Nomination Committee reviews at least annually the balance and composition of the Board and its Committees to ensure the skills and experience needed for successful operation are in place. Update training is undertaken periodically, and the skills and experience of the Directors are kept under review by the Nomination Committee, and any changes to the strategy of the Company are taken into consideration when the make-up and structure of the Board is considered.</p> <p>The skills and experience of the Board are set out in their biographical details included within this corporate governance report and the Company's website and are considered by the Board as representing an appropriate range of capabilities needed to deliver the strategy of the Company for the benefit of its shareholders over the medium to long term. The experience and knowledge of each of the Directors gives them the ability to constructively challenge strategy and to scrutinise performance.</p> <p>The Company Secretary is assisted by an external professional company secretarial services provider.</p> <p>The Board's governance and framework sets out leadership and embeds delegated responsibilities to enable informed and confident decision-making. The Board Committees receive expert advice on the specific areas of operation as required, such as on remuneration, governance and capital markets.</p> <p>The Company maintains appropriate governance structures and processes according to its size and complexity.</p> <p>There is a clear division of responsibility between the Non-Executive Chairman and the Chief Executive, which is set out in Corporate Governance Statement.</p> <p>The role of the independent Non-Executive Directors is also set out in the Corporate Governance Statement.</p> <p>Compliance with the QCA Code and corporate governance requirements generally are reviewed on an ongoing basis by the Board as well as part of the annual Board effectiveness review process.</p>

## Compliance with the Principles of the QCA Code continued

QCA Principle	Explanation
<p><b>8 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement</b></p>	<p>The Chairman evaluates the performance of the Board through a combination of questionnaires and one-to-one meetings with each Director. This process offers Directors an opportunity to discuss their contribution in terms of their skills and experience as well as identifying improvements or development to enhance the capabilities of the Board as a whole.</p> <p>A Board performance review is undertaken, supported by the external company secretarial provider, on an annual basis and makes recommendations for the Board to consider in respect of all areas of its operations, including its effectiveness, composition, participation and the performance of the Directors.</p> <p>Succession planning is recognised as a material topic for the Company and is the responsibility of the Nomination Committee, which makes recommendations to the Board concerning Board appointments. The Nomination Committee supports the Board with its succession planning process, both at a Director and Executive level, and at the Senior Manager levels.</p>
<p><b>9 Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture.</b></p>	<p>The Board is supported by a Remuneration Committee which oversees the Company's Remuneration Policy and framework. The Committee is formed of independent Non-Executive Directors and is supported by an external remuneration advisor.</p> <p>The Committee, on behalf of the Board, reviews the Remuneration Policy of the Company on an annual basis to ensure it is aligned to the Company's purpose and strategy, and sets the targets for the Company's senior leadership team to ensure that the senior management of the Company are motivated to promote the long-term growth of shareholder value.</p> <p>The Company has retained h2glenfern as remuneration advisers.</p> <p>The Company discloses the approach taken to setting the Remuneration Policy as part of its disclosures in the Annual Report and how it is aligned to the Company's purpose, strategy and culture. The Remuneration Committee keeps a watching brief over the wider Company's remuneration structure to ensure proportionality and consistency across the Company.</p> <p>The Remuneration Report as set out in the Annual Report and Accounts was, in 2024, put to an advisory shareholder vote.</p> <p>The Remuneration Policy will be put to an advisory shareholder vote at the 2025 AGM.</p>
<p><b>10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders</b></p>	<p>The Board ensures that all stakeholders across the business are actively engaged through the relevant areas of responsibility. This includes making sure that the business as a whole upholds its values and monitors behaviour for acceptability.</p> <p>The Company recognises that meaningful engagement with its shareholders is integral to the continued success of the Group and the Company has actively engaged with shareholders through meetings, presentations and roadshows.</p> <p>The Board considers that the Annual Report and the Interim Report published at the half-year play an important part in presenting all shareholders with an assessment of the Company's position and prospects.</p> <p>All RNS press releases are published on the Company's website. The Annual General Meeting is an opportunity for shareholders to meet and discuss the Company's business with the Directors. Within the Annual Report, a report from each of the Committees of the Board is included which explains the role of each Committee, the activity it has undertaken throughout the year, its delegated responsibility and how it interacts with the Board.</p>

## Leadership and the Board

### The Role of the Board

The Board comprises two Executive Directors and three independent Non-Executive Directors (including the Chairman).

The Board is responsible for providing effective leadership to promote the long-term success of the Group. There is a formal list of matters reserved for the Board, that may only be amended by the Board. The key responsibilities of the Board include:

- setting the Group's vision and strategy;
- ensuring the necessary financial and human resources are in place to support implementation of the strategy;
- maintaining the policy and decision-making process through which the strategy is implemented;
- providing entrepreneurial leadership within a framework of good governance and risk management;
- monitoring performance against key financial and non-financial indicators;
- responsibility for risk management and systems of internal control; and
- setting values and standards in corporate governance matters.

### Division of Responsibilities

The responsibilities of both the Chairman and CEO are clearly defined and understood:

- The Non-Executive Chairman, Joachim Hasenmaier, has primary responsibility for leading the Board, facilitating the effective contribution of all members and ensuring that it operates effectively in the interests of the shareholders. In addition, he maintains a strong focus on governance to ensure good practice is embedded in the day to day operations with good flows in communication and reporting. He maintains a regular dialogue with the CEO to ensure the business receives the support from the Board necessary to progress the strategy. The Chairman also meets with the Non-Executive Directors as required. Shareholders have an opportunity to engage with the Chairman and the Board at the Company's AGM.

- The CEO, David Hallas, is responsible for the day-to-day running of the business which includes implementation of the strategy. He is supported by an Executive Leadership Team ("ELT") who have management responsibility for the business operations and support functions. Relevant matters are reported to the Board by the CEO and, as appropriate, the CFO and other ELT members.

The role of the independent Non-Executive Directors is to:

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

### Board Committees

The Board has delegated certain responsibilities to three Committees: an Audit Committee, a Remuneration Committee and a Nomination Committee. Each Committee has written terms of reference set by the Board, which are available on the Group website. The Committee terms of reference were reviewed and updated during the financial year.

Membership of each Committee is determined by the Board on the recommendation of the Nomination Committee. Each Committee Chair reports to the Board on the activities considered and determined by the relevant Committee. A summary of the Committees' responsibilities and their work during the year can be found in the reports from the Committees appearing later in this section. The Committees are entitled to engage specific advisers as required to discharge their duties.

### Board Activities

The Board held seven scheduled meetings during the year. The Board agenda is structured between standing agenda items, governance requirements and areas of operational and strategic focus. The Board held ad-hoc meetings throughout the year to deal with non-routine business. All meetings of the Board were quorate.

### Board support, meeting management and attendance

The Board and its Committees meet regularly on scheduled dates. In leading and controlling the Group, the Directors are expected to attend all meetings and their attendance for the financial year 2024-25 is shown on page 29 in the Corporate Governance section of this report.

The Company Secretary plays a vital role in ensuring good governance, assisting the Chairman. Procedures are in place for distributing meeting agendas and reports so that they are received in good time, with the appropriate information. Ahead of each Board meeting, the Directors each receive reports which include updates on strategy, finance, including management accounts, operations, commercial activities, business development, risk management, legal and regulatory, people and infrastructure and on investor relations.

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

### Board Effectiveness

In line with best practice, the Board conducts an annual assessment of effectiveness through a questionnaire in a process led by the Chairman. The questionnaire provides Directors with the opportunity to express their views on a variety of topics including: board leadership, effectiveness and accountability. The detailed findings of the evaluation are reviewed, and actions generated.

A Board performance review was held during the year, which was led by the independent company secretary on behalf of the Chairman. Feedback arising from the performance review highlighted areas where the Board and Committees were performing well, notably the execution of the succession and handover to the new Chairman during the year. The review also identified actions to be invested in for the future, and progress on these actions would be monitored throughout the year.

### Strategic Resources

The ELT includes representation from a wide range of disciplines and each leader identifies and manages the key resources and relationships in their respective areas.

### Ethical Behaviours

The Board ensures ethical values and behaviours are recognised and respected, promoting a strong culture of supporting our core values. These values are incorporated into our various codes which are made available on the Group's intranet and which the Board regularly reviews and updates.

These codes include Employee code of conduct, human resources policies, Anti Bribery and Corruption, Modern Slavery policy, Health and Safety policies and Social Media policies.

## Leadership and the Board continued

### Board Induction, Training and Development

When appointed, new Directors are provided with a full and tailored induction in order to introduce them to the business and management of the Group. Throughout their tenure, Directors are given access to the Group's operations and personnel, and receive updates on relevant issues as appropriate, taking into account their individual qualifications and experience. This allows the Directors to function effectively with appropriate knowledge of the Group.

During the year, the Board received a presentation from Singers Capital Markets on market developments and refresher training on the AIM listing rules and Market Abuse Regulations to ensure the Board is kept up to date in relation to their regulatory duties.

The Board is satisfied that each Director has sufficient time to devote to discharging his responsibilities as a Director of the Company.

### Re-election of Directors

In line with the recommendations of the 2023 QCA Code, all Directors will be put forward for re-election at the Company's Annual General Meeting.

The composition of the Board of Directors in relation to diversity is set out in the Nomination Committee Report.

### Stakeholder engagement

The Company maintains a dialogue with shareholders and other key stakeholders throughout the year using a number of channels, both through direct and indirect interactions such as the Annual Report and Accounts, regulatory announcements, the AGM, as well as meetings with existing or potential new shareholders. Annual Reports as well as other regulatory announcements and related information are published on the Company's website.

The Company's brokers also publish research from time to time.

A list of the Company's significant shareholders can be found in the Directors' Report and in the investor section of the Group website which is updated following formal notifications of movements to the Company.

Additionally, the Company maintains regular communication and dialogue with other stakeholders such as employees, customers, suppliers and regulators to understand their needs and concerns and factors these requirements into its decisions and activities.

### Annual General Meeting ('AGM')

This year's AGM will take place on 25 September 2025 at 9am at The Grange, 100 High Street, London N14 6BN.

Details of the resolutions to be considered at the AGM are contained in the Notice of Annual General Meeting.

### Voting Outcomes

The Company held its 2024 Annual General Meeting on 26 September 2024.

### Internal controls

There is a clearly defined delegation of authority from the Board to the Executive Leadership Team, with appropriate reporting lines to individual Executive Directors.

As a standing agenda item, the Board receives regular updates by the Head of Global Research and Development in relation to research and development and investment initiatives. The Board has maintained procedures for the authorisation of Research and Development expenditure, capital expenditure and other investments.

Under its terms of reference, the effectiveness of internal controls continues to be reviewed by the Audit Committee annually to provide reasonable assurance of the custodianship of assets, the recognition and measurement of liabilities, the maintenance of proper accounting records and the reliability of financial information used within the business.

The Group finance team manages the financial reporting process to ensure that there is appropriate control and review of the financial information including the production of timely financial information for Board meetings as well as for annual and half-yearly financial reporting responsibilities. Group finance is supported by the operational finance team throughout the Group, who have responsibility and accountability for providing information in compliance with the policies, procedures and internal best practices.

The Group continues to have a suite of codes and policies to promote good governance principles, ensure strong internal control processes and embed the culture throughout the Group.

These include an overall code of conduct, and policies on anti-bribery and corruption, fraud, modern slavery, share dealing in ECO securities, the use of social media and business travel arrangements. These policies are communicated directly to all personnel by email, are re-enforced through periodic training and are available on the Group's intranet site.

Although the Board itself retains the ultimate power and authority in relation to decision making, the Audit Committee meets at least three times a year with external auditors to review specific accounting, reporting and financial control matters. The Committee also reviews the interim and final accounts and has primary responsibility for making a recommendation on the appointment, reappointment and removal of external auditors.

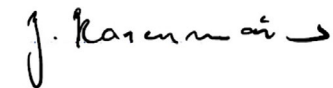
The Group has adopted an approach whereby specialist internal audit work is undertaken by external organisations, the scope and extent of which is focused on both financial and non-financial processes and controls within the Group. Internal Audit work is determined by a risk-based approach and the Committee is responsible for overseeing the work and the implementation of any recommendations.

### Going concern

After making appropriate enquiries, the Directors have, at the time of approving the financial statements, formed a judgement that there is a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements.

This conclusion is based on a review of the resources available to the Group, taking account of the Group's financial projections together with available cash and a committed borrowing facility.

In reaching this conclusion, the Board has considered the magnitude of potential impacts resulting from uncertain future events or changes in conditions, the likelihood of their occurrence and the likely effectiveness of mitigating actions that the Directors would consider undertaking.



**Joachim Hasenmaier**  
Non-Executive Chairman

11 July 2025

## Audit Committee Report



**Tracey James**  
Audit Committee Chair

I am pleased to present the Audit Committee's ("the Committee") annual report on its activities for the period up to the review of our 2025 Annual Report and Accounts.

This report is intended to explain how the Committee has met its responsibilities and reports on the activities of the Committee during the year. As Chair of the Committee I would welcome questions from shareholders on any of the Committee's activities at our AGM to be held on 25 September 2025.

### Aims and objectives

The Committee monitors the integrity of the financial statements of the Interim and Annual Reports and formal announcements relating to the Group's financial performance, including advising the Board that the Annual Report taken as a whole is fair, balanced and understandable. It reviews significant financial reporting issues, key judgements and accounting policies and disclosures in financial reports, reviews the effectiveness of the Group's internal control procedures and risk management systems and considers how the Group's internal audit requirements shall be satisfied, making recommendations to the Board. It reviews the independent auditor's audit strategy and implementation plan and its findings in relation to the Annual Report and Interim financial statements. It monitors the relationship with the Group's independent auditor including the consideration of audit fees and independence.

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

### Membership of the Committee

During the year to 31 March 2025, the Committee comprised Tracey James (Chair), Dr Frank Armstrong, Dr Andrew Jones (resigned 31 March 2025) and Dr Joachim Hasenmaier (appointed 19 March 2024).

Appointments to the Committee are made by the Board following recommendations from the Nomination Committee. Only members of the Committee have the right to attend meetings. The Committee members have a mix of knowledge and skills gained through their experience of business, management practices including risk, the industry sector and the Committee as a whole has recent and relevant financial experience. The Executive Directors are invited to attend meetings, and other senior people will attend as appropriate. The external auditor also attends the meetings to discuss the planning and conclusions of their work and meet with the members of the Committee without any members of the executive team present. The Committee Chair also meets privately with the senior statutory auditor, Christopher Cork, outside of the Committee meetings.

### Operation of the Committee

The Committee reviews and updates the terms of reference regularly, to conform to best practice, which are subject to approval by the Board. The terms of reference are available on the Group's website as well as in hard copy format from the Company Secretary. Each year, the Committee works to a planned programme of activities, which are focused on key events in the annual financial reporting cycle and other matters that are considered in accordance with its terms of reference.

It provides oversight and guidance to contribute to the ongoing good governance of the business, particularly by providing assurance that shareholders' interests are being properly protected by appropriate financial management, reporting and internal controls. The Committee approves the terms of all audit and non-audit services provided by the Group's auditors to ensure audit objectivity is maintained.

The main activities of the Committee during the period since the last report were as follows:

- Reviewing the management and reporting of financial matters including key accounting policies
- Reviewing the Annual Report and Accounts and advising the Board on whether, when taken as a whole, it is fair, balanced, and understandable and provides shareholders with the information necessary to assess the Group's position and performance, business model and strategy
- Considering the appropriateness of, and the appointment of, independent external accountants to undertake specific internal audit engagements
- Overseeing the relationship with, and the independence and objectivity of, the external auditors
- Setting policy in relation to the use of the external auditors for non-audit services
- Advising the Board on the Group's appetite for and tolerance of risk and the strategy in relation to risk management and reviewing any non-conformances with these
- Reviewing the Group's risk management and internal control systems and their effectiveness, including reviewing the Delegated Authority framework
- Reviewing the Group's procedures for detecting and preventing fraud, bribery and corruption and ensuring the Group's whistle-blowing procedures are adequate for employees to raise concerns
- Reviewing the findings of external audit reviews, ensuring that they are analysed and improvement plans are implemented
- Reviewing global compliance matters throughout the year

## Audit Committee Report continued

### Internal Audit

Internal audit work is undertaken by external organisations, the scope and extent of which is focused on both financial and non-financial processes and controls within the Group. Internal Audit work is planned and determined by a risk-based approach. In addition, a regular programme of quality and regulatory compliance auditing is undertaken by the Group's internal team. The head of this team presents a summary of work done and findings to the Committee and Board.

During the year an external firm carried out and completed a review of the processes and controls in the Group's China based subsidiary. The Committee reviewed the findings of the review, ensuring remediation plans are in place.

### Risk management and Internal Controls

The Committee reviewed the Group's risk assurance framework in the year. The responsibilities surrounding risk management and internal control systems are designed to meet the needs of the size and complexity of the business. It takes into account the applicable requirements of regulators in the various markets in which the business operates as well as the legal requirements of being a UK company whose shares are admitted to trading on AIM. Internal controls are designed to manage rather than eliminate risk and provide reasonable but not absolute assurance against material loss or misstatement.

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

- Clearly communicating ECO's values and strategy to ensure these are understood and people know what is expected
- All employee communication sessions and employee engagement surveys
- Developing business and financial plans that support the strategy
- Reviewing policies and procedures to ensure these remain fit for purpose
- Continuous monitoring of controls and internal processes to identify opportunities for strengthening and improvement

- Regular reporting of actual performance relative to business plans, budgets and forecasts
- Ensuring there is a structure of accountability
- Training and monitoring
- Board-approved remediation activities in response to internal control review findings

### Whistleblowing

The Group has a Whistleblowing Policy and has developed procedures to help with the detection and prevention of fraud. Published on the Group's intranet, the policy provides all employees access to a confidential forum in which it is possible to raise concerns about potential and perceived improprieties. Provided it is appropriate to do so, the process is managed by the Company Secretary. The outcomes of any investigations carried out in accordance with the policy are reported to the Committee. There were no whistleblowing notifications or events during the year ended 31 March 2025.

### Fair, balanced and understandable

The content and disclosures made in the Annual Report are subject to a verification exercise by management to ensure that no statement is misleading in the form and context in which it is included, no material facts are omitted which may make any statement of fact or opinion misleading, and implications which might be reasonably drawn from the statement are true. The Committee was satisfied that it was appropriate for the Board to approve the financial statements and that the Annual Report taken as a whole is fair, balanced and understandable such that it allows shareholders to assess the Group's position and performance against the Group's strategy and business model.

### Significant accounting issues

The Committee reviewed the key judgements applied to a number of significant accounting issues in the preparation of the financial statements. The review included consideration of the following:

#### Issue

#### How the Committee addresses

Revenue recognition and accounting for discounts

The Group has well-developed accounting policies for revenue recognition in compliance with IFRS15 as shown in note 2 and note 3 to the financial statements. The Group has one main source of revenue representing direct sales of animal pharmaceutical products into UK, European and global markets. The Group recognises revenue at the point its performance obligation is met, which may occur at different points in the revenue cycle dependent on contractual terms and shipping methods. Certain revenue arrangements include the offering of volume and other discounts to customers.

The Committee receives reports from management and from the auditors to evidence that the policies are complied with across the Group.

Intangible assets capitalised and development expenditure

The Group's accounting policy for intangible assets is included within the accounting policies in note 2 and the components of intangible assets are set out in note 11.

In practice, work that is undertaken to build towards regulatory approval for a new treatment claim using Aivlosin®, the Group's longstanding product, or work that is undertaken on new products that have passed through the internally assessed gateway into full development is capitalised as the projects are likely to meet the capitalisation criteria whereas costs in relation to some of the Group's earlier stage projects, on advanced preventative treatments, for example, are expensed. Capitalisation of any costs are subject to careful consideration of residual technical and economic feasibility and commercial risk. These risks are monitored and reviewed throughout the project life, notwithstanding any previous decision to pass through the full development gateway.

Goodwill and intangible asset impairment calculations (including assumptions about future performance of the Group) and sensitivities are undertaken at least annually by management and reviewed by the Board and the Committee.

The Committee also considered and agreed the appropriateness of the sensitivity analysis disclosures.

Accounting for and disclosure of non-underlying items excluded from Adjusted EBITDA

The Committee considered the accounting for and disclosure of non-underlying items (see note 5 to the financial statements) which are excluded from the calculation of Adjusted EBITDA. The Committee reviewed with management and discussed the accounting and disclosure with the Group's auditors. The Committee concluded it was content with the accounting for and disclosure of non-underlying items.

## Audit Committee Report continued

Shareholders' attention is drawn to the section titled 'Auditor's responsibilities for the audit of the financial statements' in the Report from the independent auditor on page 52, about specific areas as reported by the independent auditor to provide its opinion on the financial statements as a whole.

### Independent auditor

The appointment of the independent external auditor is approved by shareholders annually. The independent auditor's audit of the financial statements is conducted in accordance with International Standards on Auditing (UK) ('ISAs'), issued by the Financial Reporting Council ('FRC'). There are no contractual obligations that act to restrict the Committee's choice of external auditor.

Christopher Cork of HaysMac LLP, continues as statutory auditor to the Group.

The assessment of the effectiveness of external auditors is an ongoing process involving regular discussion with key stakeholders within the Group, engagement with and feedback from the external auditors themselves, and consideration by the Committee of the performance of the external auditors. Having considered the effectiveness and performance of the independent auditor for the financial year ended 31 March 2025, the Committee recommended to the Board the reappointment of HaysMac LLP as independent auditor of the Group for the next financial year, which will be subject to approval by the shareholders at the AGM to be held on 25 September 2025.

### Independent auditor: services, independence and fees

The independent auditor provides the following deliverables as part of its statutory audit services:

- A report to the Committee giving an overview of the results, summary of work undertaken and findings, estimates, judgements and observations on the control environment
- An opinion on whether the Group and Company financial statements are true and fair
- An internal controls report to the Committee, highlighting to management any areas of weakness or concern identified through the course of their external audit work

The Committee regularly reviews all fees for non-audit work paid to the independent auditor. Details of these fees can be found in note 5 to the financial statements. Non-audit fees were £nil in 2025 (2024: £nil).

The Committee regulates the appointment of former colleagues of the independent auditor to positions in the Group. During the year ended 31 March 2025, no such appointments took place. The independent external auditor also operates procedures designed to safeguard its objectivity and independence. These include the periodic rotation of the senior statutory auditor, use of independent concurring partners, use of a technical review panel (where appropriate) and annual independence confirmations by all our people. As identified above, the year ended 31 March 2025 was the third audit year undertaken by Christopher Cork; accordingly no rotation is yet due.

The independent external auditor reports to the Committee on matters including independence and non-audit work on an annual basis.



**Tracey James**  
Audit Committee Chair

11 July 2025

## Remuneration Committee Report



**Dr Frank M Armstrong**  
Remuneration  
Committee Chairman

On behalf of the Remuneration Committee, I am pleased to introduce the Remuneration Committee Report. As a company admitted to AIM, we are guided by the QCA's Remuneration Committee Guide and, when appropriate to do so, look to the UK Corporate Governance Code and to investor guidelines for best practice.

In this report we set out the Committee's responsibilities and report on the activities of the Committee during the year. In line with good practice and our previous practice, we will be putting an advisory resolution to approve this report to our 2025 AGM. In line with the new QCA Code, we will also put putting an advisory resolution to approve the Remuneration Policy as set out in this report at our 2025 AGM.

### Membership of the Committee

The Remuneration Committee comprises Dr Frank Armstrong (Chairman), Tracey James and Joachim Hasenmaier. Andrew Jones stepped down as a member of the Committee with effect from 1 August 2024.

### Role of the Remuneration Committee

On behalf of the Board, the Remuneration Committee reviews and determines the pay, benefits and other terms of service of the Company's Executive Directors (CEO and CFO) and the ELT. The Committee also keeps under review the broad compensation strategy with respect to all other Group employees.

The terms of reference of the Committee are set out on the Group website.

### Remuneration Committee actions in the year

During the course of the year, the main activities of the Committee were:

- Approving annual bonus structure and targets for the year to March 2025
- Determining the executive annual bonus outcome for the year to March 2025
- Review of the 2024 Remuneration Committee Report
- Considering changes to Executive salaries at mid-year in line with our normal cycle
- Approval of performance criteria for the LTIP for Executive Directors and ELT of the Group for the year to March 2025
- Approval of grant of LTIP awards for the Executive Directors and ELT in October 2025
- Considered the provisions of the new QCA Code relating to remuneration
- Approval of the grant of CSOP awards across the Group

Post year end, the Committee has:

- Approved annual bonus structure and targets for the year to March 2026
- Determined the executive annual bonus outcome for the year to March 2025
- Reviewed the Remuneration Committee Report, including the Remuneration Policy, in the Annual Report and Accounts 2025

### New QCA Code and Remuneration Policy

During the year, the Committee considered the matters on remuneration included in the new QCA Code which became effective for the Company for the year ended March 2025 and determined to put an advisory resolution to approve the Remuneration Policy to the 2025 AGM. In the light of this decision, the Committee reviewed the policy. It determined to change the policy in respect of bonus deferral such that bonus may be paid in a mixture of cash and deferred shares or entirely in cash. The policy now states that the extraordinary maximum long term incentive award an executive may receive during the year is 200% of salary, in line with the plan rules. The normal maximum remains at 100% of salary. Some further notes have been added under the policy table.

### Company performance during the year

The Group's financial performance in the year ended 31 March 2025 was lower than market expectations for both sales and EBITDA, despite better gross margin and continued robust overhead cost control.

### Remuneration decisions during the year

In the light of positive performance during the year, the Executive Directors received bonuses in respect of the year ended 31 March 2025 at 30% of salary.

The Executive Directors were granted long term incentive awards on 27 October 2024 as detailed later in this report.

## Remuneration Committee Report continued

### 2024 AGM

At our AGM on 27 September 2024, 88.8% of votes were cast in favour of the resolution to approve our Remuneration Report with 11.2% votes cast against. The votes against included one significant shareholder which voted against the resolution as a result of an administrative error. The Remuneration Committee believes the larger part of this adverse voting was associated with one shareholder whose policy is to vote against remuneration reports where LTIP periods (including vesting and holding periods) are less than five years. LTIP awards made by the Company have performance and vesting periods of three years which is in line with normal and best practice for AIM companies.

### Remuneration Policy

The Group's remuneration structure has been designed to bring the Company into line with best remuneration practice and to improve the alignment of senior leadership with shareholder interests, thereby supporting future value creation. The Committee's aim, as in previous years, is that the rewards that can be earned provide a competitive level of incentive and are appropriate for a Group of comparable size and complexity at each level of performance. To this end, the Committee considers appropriate goals from time to time which it believes will best ensure delivery of the Group's short and long term objectives and ensure alignment with stakeholder interests.

### Policy table

Element	Link to Remuneration Policy/strategy	Operation	Maximum opportunity	Performance metric
Base salary	To help recruit and retain high performing Executive Directors. Reflects the individual's experience, role and importance to the business.	Base salary is reviewed annually with any changes effective 1 October with reference to each Executive Director's performance and contribution, Group performance, the scope of the Executive Directors' responsibilities and consideration of competitive pressures.	The Committee is guided by the general increase for the broader employee population but has discretion to decide on a lower or a higher increase.	The Committee considers individual and Group performance when setting base salary.
Benefits	To help recruit and retain high performing Executive Directors. To provide market competitive benefits.	Executive Directors benefit from private medical, permanent health insurance and life assurance cover.	Maximum benefit applies according to the underlying insurance policy and is four times base salary in the case of life assurance.	n/a
Pension	To help recruit and retain high performing Executive Directors. To provide market competitive pensions.	Employer's pension contribution.	The Company may contribute up to 10% of base salary in the case of the CFO.	None
Annual Bonus Plan	To incentivise and reward performance. To align the interests of the Executives and shareholders in the short and medium term.	The annual bonus is earned by the achievement of one-year performance targets set by the Remuneration Committee. The parameters, performance criteria, weightings and targets are ordinarily set at the start of each financial year. 33% of awards to Executives under the Annual Bonus Plan may be deferred into shares vesting after three years under the Deferred Bonus Plan or annual bonus may be paid entirely in cash. Awards are subject to malus and clawback provisions.	The maximum bonus opportunity for the CEO and CFO is 100% of base salary with target set at 60%.	Performance measures may include financial, non-financial, personal and strategic objectives. Performance criteria and weightings may be changed from year to year. At present, the performance targets are based on revenue and EBITDA performance and achievement of personal targets.

## Remuneration Committee Report continued

Element	Link to Remuneration Policy/strategy	Operation	Maximum opportunity	Performance metric
Long Term Incentive Plan (LTIP)	To incentivise and reward long-term performance and value creation. To align the interests of Executive Directors and shareholders in the long term.	Executive Directors are eligible to receive awards under the LTIP at the discretion of the Committee. Awards are granted as nil-cost options or conditional awards which vest after three years subject to the meeting of objective performance conditions specified at award. Awards are subject to malus and clawback provisions.	In accordance with the scheme rules the normal maximum award in any financial year is 100% of base salary. The maximum in exceptional circumstances under the LTIP plan rules is 200% of salary. Awards in FY25 were set at 25% of base salary.	Performance criteria and weightings may be changed from year to year. For awards made in FY25, 75% of the award was subject to an absolute TSR target and 25% subject to R&D based targets.
All employee share plan	To encourage all employees to make a long-term investment in the Company's shares in a tax efficient way.	The Executive Directors may participate in the CSOP on the same terms as other eligible employees.	The maximum participation level will be aligned to HMRC limits. To date, Executive Directors have not received CSOP awards.	None
Shareholding requirement	Encourages Executive Directors to achieve the Group's long-term strategy and create sustainable stakeholder value. Aligns with shareholder interests.	125% for the CEO and 100% for the CFO. This percentage is 36% and 123% respectively at 30 June 2025 based on cost of shares purchased and value of bonus deferred into shares.	n/a	n/a
Non-executive Director remuneration	To provide fees appropriate to time commitments and responsibilities of each role.	Non-Executive Directors are paid a base fee in cash. Fees are reviewed periodically. In addition, reasonable business expenses may be reimbursed.	The Group Board is guided by the general increase for the broader employee population and takes into account relevant market movements.	n/a

### Service contracts and letters of appointment

All Executive Directors have employment contracts which are subject to twelve months' notice from either the Executive or the Group, given at any time.

All Non-Executive Directors have a remuneration agreement on a rolling basis subject to three months' notice by either the Non-Executive Director or the Group, given at any time. In the event of termination of their appointment they are not entitled to any compensation.

Remuneration of the Non-Executive Directors is determined by the Chairman and the CEO. They may be paid additional fees in the event that their workloads are significantly in excess of their contractual obligations. The Chairman's remuneration is determined by Remuneration Committee in conjunction with the CEO. However, the Chairman is not entitled to vote on the matter.

The Executive Directors' service agreements and the Non-Executive Directors' appointment letters are available for inspection by shareholders at the Company's registered office and at the Company's AGM.

### Malus and clawback

In respect of bonus and long term incentives, the Remuneration Committee has the authority to apply malus and clawback within three years of payment or vesting. This authority may be exercised in cases, inter alia, of financial misstatement, data or calculation errors in performance assessments, fraud or misconduct.



## Remuneration Committee Report continued

### Salaries

As at 1 April 2024, the salary of the Chief Executive Officer was £350,818 and the salary of the Chief Financial Officer was £259,656. These were increased in line with the UK based staff increase of 3% effective 1 October 2024 to £361,342 and £267,446, respectively.

The fees of the Chair and Non-Executive Directors were increased in line with the UK based staff increase of 3% effective 1 October 2024.

### Annual bonus

The Committee considered the performance of the Executive Directors in the financial year against the criteria of the Annual Bonus Plan that comprised 70% based on financial performance, including revenue and EBITDA, and 30% based on personal objectives. The maximum bonus opportunity for the year for the Executive Directors was 100% of salary, with on target bonus at 60% of salary. In the light of positive performance during the year, the Executive Directors received bonuses in respect of the year ended 31 March 2025 at 20.6% of salary. 0% was paid in respect of the Group's financial performance.

### Long term incentives

The Company made awards under its LTIP to Executive Directors on 27 October 2024 subject to three year performance targets for TSR and R&D as detailed in the table below. Based on the share price the day before award, the value of these awards was set at approximately 35% of salary.

The Company made awards under its Deferred Bonus Plan (DBS) in respect of bonuses paid for the year ended 31 March 2024 over 143,452 ordinary shares in the company to two Executive Directors as detailed in the table below.

Details of awards held by Executive Directors under the LTIP and awards under the Deferred Bonus Plan as at 31 March 2025 are set out below:

	Date of grant	No of awards as at 31 March 2024	Number of awards granted in year	Number of awards lapsed/exercised in year	Share price at date of grant £	Normal vesting date	No of awards held as at 31 March 2025
<b>LTIP</b>							
David Hallas	24 Feb 23	117,313			1.28	24-Feb-26	117,313
	22-Mar-24	101,403			0.86	22-Mar-27	101,403
	27-Oct-24		189,531		0.66	27-Oct-27	189,531
Christopher Wilks	28 Apr-21	64,824		(64,824)	3.63	–	–
	24-Feb-23	90,375			1.28	24-Feb-26	90,375
	22-Mar-24	75,249			0.86	22-Mar-27	75,249
	27-Oct-24		140,280		0.66	27-Oct-27	140,280
<b>Deferred bonus</b>							
David Hallas	21-Dec-23	26,985			1.11	21-Dec-26	26,985
	28-Aug-24		82,437		1.08	28-Aug-27	82,437
Christopher Wilks	24-Sep-21	14,782		(14,782)	3.22	–	–
	12-Dec-22	4,309			1.17	12-Dec-25	4,309
	21-Dec-23	17,577			1.11	21-Dec-26	17,577
	28-Aug-24		61,015		1.08	28-Aug-27	61,015

Total awards granted within the last 10 years which have been exercised for new shares or remain outstanding are within the conventional UK dilution limit of 10%. The Company is committed to operating within this limit. Following several purchases during the year, the Company's EBT held 270,000 shares intended to be used to satisfy the vesting of share options at the year end.

## Remuneration Committee Report continued

### Directors' interests

Directors' shareholdings as at 31 March 2025 were as follows:

	Number of shares	Cost £	% of issued shares	Deferred bonus shares		Total personal investment shares
				Number	Cost* £	
David Hallas	124,834	130,021	0.18%	109,422	118,438	248,459
Christopher Wilks	173,877	296,969	0.26%	82,901	90,034	387,002
Andrew Jones	16,449	16,449	0.02%			16,449
Frank Armstrong	3,000	9,720	0.00%			9,720
Tracey James	5,000	4,500	0.01%			4,500

\* Gross bonus foregone

In addition to the above shareholding positions on 31 March 2025, Mr Hallas purchased 29,962 shares on 25 April 2025 at a cost of £20,000.

### Remuneration for year ending 31 March 2026

Executive remuneration will be operated under the policy detailed above.

#### Salaries

Executive and Non-Executive Director salaries and fees will be reviewed during the year with any changes effective 1 October 2025.

#### Annual Bonus Plan

The Annual Bonus Plan applies to both Executive Directors and the ELT. Performance targets for 2025/26 are split as to 70% linked to revenue and EBITDA performance, and 30% linked to achievement of personal targets set by the Remuneration Committee. On target revenue and EBITDA performance for the Executive Directors is set at meeting the Group's budget for the year and results in payment of 60% of the maximum opportunity. The proposed personal objectives for the CEO and CFO for 2025/26 are focused around business performance, R&D projects, growth and corporate governance.

#### Long term incentives

The Committee intends to make LTIP awards to its Executive Directors and ELT members during FY26. These will operate in line with the Company's policy.

### Annual General Meeting

The Committee will put separate advisory resolutions on its Remuneration Report and its Remuneration Policy to its 2025 AGM.



**Dr Frank M Armstrong**  
Remuneration Committee Chairman

11 July 2025

## Nomination Committee Report



**Joachim Hasenmaier**  
Nomination Committee  
Chairman

### Membership of the Committee

The Nomination Committee comprises Dr Andrew Jones, Chairman (resigned as Chair and member of the Nomination Committee on 31 March 2025), Dr Frank Armstrong, Tracey James, Joachim Hasenmaier (appointed as Chair of Nomination Committee on 27 March 2025) and David Hallas.

### Main Responsibilities

The terms of reference of the Committee are set out on the Group website. The main responsibilities of the Committee are as follows;

- Regularly reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board
- Giving full consideration to succession planning
- Keeping under review the leadership needs of the organisation
- Being responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise
- Reviewing the results of the Board performance evaluation process that relate to the composition of the Board
- Formulating plans for succession for both Executive and Non-Executive Directors
- Nominating membership of the Audit and Remuneration Committees
- The re-election by shareholders of Directors under the annual re-election provisions and of the retirement by rotation provisions in the Company's Articles of Association
- Any matters relating to the continuation in office of any Director at any time including the appointment or removal of any Director to Executive or other office

Before any appointment is made by the Board, the Nomination Committee evaluates the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepares a description of the role and capabilities required for a particular appointment.

### Activities during the year

The Committee met twice during the year.

The Committee also reviewed the development and succession plans for personnel in key roles in the leadership team and the future succession of Non-Executive Directors.

The Committee decided that diversity and gender pay would be monitored and managed by the Remuneration Committee.

**Joachim Hasenmaier**  
Nomination Committee Chairman  
11 July 2025