



incanthera

Innovative technologies
for dermatology
and oncology



énielle
power your skin

Incanthera plc

Annual Report & Accounts 2026

Registered number: 11026926

Our history: <http://incanthera.com/about-us/our-history/>

Strategic Report

Highlights for the year to 31 March 2026

- **First revenues achieved following the launch of skin+CELL Direct to Consumer sales via digital platforms**
- **Independent tests demonstrate that skin+CELL increases the mitochondrial energy and protection by up to 6.5 times after just 6 days of use**
- **Institutional fundraise of £508,000 in June 2025**

Post Reporting Date Highlights

- **Strategic acquisition of the Swiss premium skincare brand énielle**
- **Appointment of Stuart Robertson as Chief Executive Officer in June 2026, bringing a new focus and capital to the company**
- **Board of Directors refreshed with appointment of Caroline Murray as Non-Executive Chair, Simon Ward as Chief Scientific Officer and Werner Bürki (former SIX Swiss stock exchange CEO and Head of Trading) as a non-executive director**
- **Pilot consumer study data demonstrated the synergistic benefits of skin+CELL formulation technology when used with LED devices**
- **Exclusive bundled distribution agreement signed with leading UK LED skincare therapeutics manufacturer, iSmart Developments Limited**
- **Completed a fundraise raising gross proceeds of £355,000 through the issue of unsecured convertible loan notes**

Skin Care Market

- **Beauty & personal care market continues to grow** during 2026 with estimated revenues of US\$698.38 billion. Personal care remains the dominant segment with an estimated market volume of US\$302.98 billion*
- **Online sales: Digital channels** projected to contribute a **substantial 30.6% of the total market revenue in 2026**.
- **Sun care and skin protection market estimated at c.US\$16–18 billion in 2026 and forecast to grow at c.6% per annum**, driven by rising consumer awareness of UV damage, increasing rates of skin cancer and a shift in SPF based products from being seasonal to a daily skin-health essential*

Key trends for 2026:

- **Expanding influence of technology in skincare:** Brands exploring **biotech innovations** to create sustainable ingredients, alongside light-based skin technologies and AI-enabled skin analytics that inform product selection relative to measured results and more personalised skincare solutions.
- **Wellness integration:** the link between **beauty and general well-being is strengthening**, consumers are seeking products that promote a holistic, healthy lifestyle, with skin health increasingly framed as long-term body health rather than simply a cosmetic appearance.
- **Protect + Repair:** Demand is shifting to products that can **both defend the skin against UV and environmental stress and support its own repair mechanisms**, as a warming climate and changing lifestyles increase year-round exposure.
- **Personalisation:** Consumers are seeking out products and regimes **tailored to their own skin**, supported by clinical evidence and individual user data rather than believing generic claims and influencer led marketing campaigns.

*Market size estimates sources from external commercial sector reports.

Incanthera – Our Purpose

Delivering future health and well-being through commercial success

Incanthera's mission is to provide better skin health outcomes through enhanced user experience: accessible, affordable products supported by skin diagnostics built on proven clinical evidence and increasingly personalised user data.

Our business model identifies groundbreaking technologies and develops them through to commercialisation, for a faster route to market and financial return for Shareholders. Increasingly we do so through partnership: working with established manufacturing, distribution and technology organisations rather than building a large fixed commercial infrastructure of our own, so that our resources are concentrated on the science, innovation, product development and intellectual property.

Incanthera consistently refines that business model and its outlook in our vision for driving our commercial success and shareholder value. Following a review of commercial strategy, that refinement now means far sharper prioritisation: directing investment towards the programmes offering the strongest combination of scientific differentiation, commercial opportunity and a shorter route to revenue.

The value and quality of Incanthera's skin formulation and delivery technologies are now demonstrated in the skin+CELL product range, now available for sale globally. That same science now underpins a wider ambition: suncare and environmental skin protection, where development of new SPF50 products is progressing, as well as complementary technologies including light-based skin science. The acquisition of the énielle assets and business provides a platform to develop our consumer brands and international commercial activities.

Skin+CELL is now available for purchase worldwide through a dedicated website www.skinandcell.com, with international reach to be extended through selected distribution and commercial partnerships in Europe, the United States and the Asia-Pacific region.

Independent research findings received in June 2025, demonstrate the protective effects of skin+CELL against UV-induced damage in human skin cells, confirming that skin+CELL protects the skin's energy centres, the mitochondria, which play a key role in overall skin health and appearance. More recently, A 15-volunteer split-face pilot showed a statistically significant reduction in mitochondrial DNA damage on the cream-treated side at Day 7 (-0.68 Ct, $p = 0.005$), corroborated by user perception data in which no volunteer favoured LED alone. This has led to the signing of an Exclusive Distribution Agreement, bundling skin+CELL products and technology with LED wearable devices sold worldwide under leading LED brands by leading global retailers.

Bringing our mission statement to life, skin+CELL and énielle addresses and enhances our customer's quality of life by effectively delivering bioactive and organic ingredients capable of energising the skin's natural repair and defence processes at the cellular level. This protect-and-repair approach to skin health sits at the centre of our strategy: as the world warms, our skin absorbs more climatic stress, and demand for personalised skin care is growing. The science, formulations, know-how and intellectual property behind these products are, in the longer term, as valuable to Incanthera as the products themselves, and protecting them remains central to how we create long-term value for our shareholders.

Chair's Statement

Welcome to Incanthera's Annual Report and Accounts for 2026.

This is my first statement as Chair of Incanthera and I am pleased to take on the role at an important point in the Company's development.

The year to 31 March 2026 was significant for Incanthera. Most importantly, it saw the transition of skin+CELL from a development-stage proposition into a commercial product range, following its global Direct-to-Consumer (DTC) launch in August 2025. This represented an important milestone for the Company and demonstrated our ability to translate our scientific expertise and formulation technology into high-quality products available to consumers. It has also been a year from which we have learned a great deal.

While the initial DTC model provided a route to market and valuable experience, the commercial performance of that approach has not developed at the pace that the Board had hoped or anticipated. Revenue for the year was £12,000 which did not meet the target set, a shortfall which the Board takes seriously and which has directly shaped the changes described below. Since the year end, we have therefore undertaken a wider review of our commercial strategy, our brands and the markets in which we believe Incanthera's science can generate the greatest value. That work is now resulting in a more focused strategy.

Building on our science

At the heart of Incanthera remains a highly differentiated scientific capability in skin health, formulation and delivery. Our priority is to ensure that this science is deployed in areas where it can create meaningful commercial differentiation rather than simply adding further products to a conventional skincare portfolio. During the year and subsequently, the Company has continued to develop the scientific evidence supporting skin+CELL and to explore how our mitochondrial and skin-protection science can be applied alongside complementary technologies. This includes further work in relation to light-based skin technologies and programmes designed to strengthen our understanding of the biological effects of our formulations. This growing body of work is important. The longer-term value of Incanthera lies not only in the products we can sell today, but in the science, know-how, formulations and intellectual property from which we can create new products, partnerships and applications. Protecting the intellectual property, formulation expertise and know-how underpinning our products remains an important part of our strategy as we develop new products and commercial partnerships.

Suncare and skin protection

One of the most important areas of opportunity is suncare and environmental skin protection. In last year's Annual Report, the Company identified suncare as an important future area of development. I am pleased that this has progressed considerably. Our strategy is increasingly centred on protect-and-repair skin health: combining high levels of protection with Incanthera's formulation and biological expertise. Development work on new SPF50 products is progressing, alongside the regulatory, testing, manufacturing and commercial work necessary to bring those products to market. We see this as a particularly attractive market for Incanthera because it draws directly on our scientific heritage while addressing a large international consumer need.

Partnerships and international expansion

An important step in supporting this strategy has been the acquisition of the énielle assets, providing the Group with a platform through which to develop its consumer brands and international commercial activities. énielle is intended to play an increasingly important role in our brand architecture as we broaden our focus beyond the initial skin+CELL range into suncare, skin protection and complementary technologies. It also provides a structure through which we can pursue opportunities in Australia and the wider Asia-Pacific region.

We are increasingly pursuing a partnership-led commercial model and, since the year end, discussions have progressed with potential partners across light-based skincare technology, manufacturing, distribution and international market access. We are also exploring opportunities in the United States and Europe. Our objective is not to build a large fixed commercial infrastructure ourselves. Instead, wherever possible, we intend to work with established organisations that already possess manufacturing capability, distribution networks, consumer reach or complementary technologies. This should allow Incanthera to concentrate its resources on the areas where we can add the greatest value: science, innovation, product development and intellectual property.

Research and development

Our relationship with the University of Bradford continues to be an important component of the Company's scientific capability. We are refocusing our programme with the University towards research that is closely aligned with Incanthera's future product and intellectual property priorities.

This includes supporting product development, scientific validation and the generation of new commercially relevant knowledge. As Chair, I believe it is particularly important that our research expenditure is focused and connected clearly to potential value creation. Our development programmes will therefore be subject to appropriate milestones and regular review by the Board.

Financial position and capital discipline

The Company continues to operate within a constrained financial environment. The Board is very conscious of the need to balance the opportunities now emerging with Incanthera's current financial resources and liabilities. Working capital, funding and disciplined allocation of capital therefore remain key priorities. Since becoming Chair, I have been keen that we apply greater prioritisation across the business. We cannot pursue every opportunity simultaneously. Investment must be directed towards those programmes that offer the strongest combination of scientific differentiation, commercial potential and a realistic route to revenue. This discipline will continue to guide decisions on product development, manufacturing, clinical studies, marketing and external partnerships.

The support shown by shareholders, advisers and Directors throughout the Company's development has been extremely important and is greatly appreciated by the Board.

Board and governance

Since the period end, I have now taken lead of the refreshed board with Stuart Robertson appointed as Chief Executive Officer in June 2026. Simon Ward has been appointed Chief Scientific Officer and Werner Bürki as an additional non-executive director. Laura Brogden has also been appointed to the board as Chief Financial Officer and Company Secretary.

Long term executive Director and Chairman Tim McCarthy stepped down from his role and we thank him for his guidance and leadership of the company during his tenure.

As Incanthera moves into its next phase, strong governance, financial discipline and clear accountability will be increasingly important. We have strengthened the experience available to the Company and are continuing to develop the appropriate committee and governance structures around the Board. My priority as Chair, is to ensure that the Board provides both support and appropriate challenge to management, that capital is allocated carefully and that strategy remains firmly focused on creating sustainable value for shareholders.

Outlook

I believe Incanthera enters this next phase with a clearer understanding of where its strengths lie. Skin+CELL established our ability to take our science through formulation, manufacture and into the hands of consumers. The task now is to build upon that achievement with a more focused and commercially scalable strategy. Our priorities are clear: to develop our position in suncare and skin protection; to build partnerships around complementary technologies such as LED; to expand through selected international distribution relationships; to continue generating evidence around our science; and to protect and exploit the intellectual property and know-how that differentiate Incanthera. There is considerable work ahead, particularly in strengthening the Company's financial position and converting the opportunities now under discussion into contracted revenues. The Board is under no illusion about that challenge.

However, I believe that the combination of our people, science, products, emerging partnerships and more focused commercial strategy gives us a credible platform from which to build. I would like to thank our dedicated team, scientific collaborators, advisers and fellow Directors for all their commitment during the year.

Most importantly, I would like to thank our shareholders for their continued support and patience. As Chair, my focus will be on ensuring that the opportunities before us are pursued with commercial discipline, scientific integrity and a clear objective of delivering long-term shareholder value.

A handwritten signature in black ink that reads "C D Murray". The signature is written in a cursive style with a horizontal line under the name.

Caroline Murray

Non-executive Chair

28 September 2026

Investment case

Global Opportunity

- Skin+CELL launched globally in August 2025 and available for sale worldwide, taking Incanthera from development stage to a commercial product range
- Partnership-led commercial model: distribution, manufacturing and technology partners rather than fixed in-house infrastructure
- Exclusive cooperation confirmed with iSmart Developments, distribution agreement across light-based skincare technology, manufacturing, distribution and international market access
- Attractive gross margins on a premium, wholly owned product range
- Cash received at point of sale on direct orders, with no distributor credit terms
- Large and growing markets: global beauty and personal care estimated at US\$698 billion in 2026, with suncare and environmental skin protection — Incanthera's priority development area — estimated at c.US\$16–18 billion and growing at c.6% per annum
- Protected Brand and IP: Wholly owned IP & Brands fully patent and trademark protected across global territories
- Breakthrough findings on skin+CELL formulation technology in UV protection and cellular energy regeneration: scientific proof of IP for future product innovation
- SPF50 suncare products in final testing, applying the same protect-and-repair science to a large international consumer need which has been disrupted by product failures
- Énielle acquisition provides a platform for consumer brand development and international expansion, including Australia and the wider Asia-Pacific region
- Positioned for a shift to personalised skin care, supported by clinical evidence and user based analytical data which can be measured and tracked using AI enabled technology
- Disciplined capital allocation: investment directed to programmes with the strongest combination of scientific differentiation, commercial potential and a realistic route to revenue

City support

- Institutional fundraise June 2025 and further funds raised through the issue of convertible loan notes in September 2026
- Board strengthened since the period end, with renewed focus on governance, financial discipline and clear accountability

Chief Executive's Statement

A New Direction

My focus since I joined Incanthera in June 2026 has been to understand not only where the business can improve but, more importantly, where we can deliver success in the future. Incanthera has great products, which have become the cornerstone of the Company's new strategy moving forward.

My immediate aim has been to help develop and sell our products and to evolve our culture. A company such as Apple is a great example of how culture can help shape the success of an organisation. Steve Jobs, Apple's co-founder and long-time CEO often talked about thinking differently. He was obsessed with starting with what the customer wanted, the user experience and working backwards to design great products. Indeed, Apple is just one example of many who successfully sell a great user experience wrapped in an identifiable culture.

So, what do our customers and stakeholders want from our Company? What has struck me, from the Incanthera annual general meetings I have attended so far, are the shareholders who stood up to say they invested in or supported the Company because they, or a family member or friend, had tried many products to help with a particular skin condition, but the thing which made the biggest difference was our Company's product. They believe in our Company because it provided them or their family or friends with a better skin experience and health outcome by using its products.

We all have unique skin with different conditions and problems but the one thing we can all agree on is that our skin, our wrapper, is the first thing we and others see in the morning and the last thing we see at night.

Our skin is our largest and most visible organ and it is, for many of us, our most important one. It is shaped by the environment in which we live and is highlighted as we grow older. At Incanthera we continue to do everything we can to develop and supply products which lead to better skin health and experiences for people around the world. Our culture is built on our mission to create better skin health by delivering enhanced user experiences.

Our strategy is to leverage our science and formulation know-how through accessible and affordable products, built on visible and proven clinical data with increasingly more personalised customer experiences.

We continue to transition from a marketing-led, direct-to-consumer business to a more focused contracted, partnership-led skincare technology supplier. As we do, we will expand our global reach through partnerships with organisations which can provide scale, established routes to market and access to new customers.

This transition started with the acquisition of énielle, our Swiss-developed premium cosmetic brand which is being integrated with our existing skin+CELL brand to deliver a single skin and sun health "protect + repair" message built around a single brand. Board changes which took place earlier this year mean that Incanthera now has the capability and organisational structure it needs to continue to drive that strategy forward.

As our world continues to warm our skin takes up a lot of this additional climatic stress. The demand for more personalised skin care is here. We are therefore pivoting this business in support of this growing demand and I hope you will continue to support us in this journey.

I would like to thank our great partners in the United Kingdom and Switzerland and also I would especially like to thank you: our company's many trusted shareholders. Many of you have been long-term, loyal and patient. We know it has not been a smooth journey recently, but I believe we share a common belief that skin products founded in science are the only ones which will really improve skin health and longevity for people globally.

Our products are central to our success and we believe that with the right strategy and aligned execution we can return to growth and deliver meaningful shareholder value over the medium term.



Stuart Robertson

Chief Executive Officer

28 September 2026

Strategic Framework

From Launch to Growth: Commercialisation Skills and Infrastructure for Global Roll-out

Since inception, Incanthera's purpose has been to deliver innovative technologies in dermatology and oncology, through targeted formulation therapeutics, via unique delivery mechanisms.

Our strategy is to **identify, prepare** and **commercialise** differentiated skin-health technologies, concentrating Incanthera's resources on the science, formulation, product development and intellectual property while using established partners for manufacturing, technology, distribution and market access. This model is intended to provide a faster, more capital-efficient route to sustainable revenues and shareholder value

In the year under review Incanthera delivered on the commercialisation elements of its strategic framework, launching skin+CELL to a global market and recognising the Group's first revenues, although sales in the period fell short of the targets set.

Identify: Drawing on the team's experience and background, Incanthera **identified** and presented a unique dermatological formulation technology, ensuring targeted delivery of bioactive nutrition into the skin's cellular structure, to ignite the skin's optimum performance of self-heal, repair and protection mechanisms.

Prepare: Our in-house team who have respected and proven excellence in delivering and formulating skincare for large pharmaceuticals, **prepared** the IP through development and refining of the formulation for proven targeted delivery, safety and efficacy controls, and an exemplary aesthetic, to deliver an optimum world first skincare solution.

Commercialise: skin+CELL launched in August 2025, taking Incanthera from development-stage science into commercial products and generating the Group's first revenues.

The initial DTC route provided a live-market test of the proposition. Following review, the Board has refocused the commercial model towards partnerships that provide established consumer reach, complementary technology and distribution capability.

Grow: With the commercial platform built and funded, the Company's fourth strategic pillar is growth. The priority is now to convert Incanthera's science and products into more scalable revenues through commercial partnerships. This includes the combination of skin+CELL with complementary LED technology, international distribution, the integration of énielle, and development of the Group's suncare and skin-protection platform.

Incanthera is delighted to have delivered on its strategic framework in identifying, developing and commercialising our IP through the unique talents and experience within our team, delivering proof of our capabilities and ambitions. With that platform established, the Board's focus for the year ahead is squarely on growth: converting the launch into sustained revenue, widening distribution, and building out the portfolio.

Incanthera continues to protect and evolve every area of our strategic framework to ensure we have an all-encompassing network to provide the very best opportunities for our business.

Looking for additional opportunities, the company continues to work closely with the academics, professors and students at the Institute of Cancer Therapeutics (ICT) at the University of Bradford as well as with other leading skincare experts. Receiving first sight of some incredibly exciting potential new oncology IP, we continue to be inspired by the brilliant technologies in development at this dedicated oncology facility.

Key objectives and performance 2026

Objective	Key progress during the year ended 31 March 2026
To progress to revenue generation and profitability in 2025/26 	Skin+CELL launched successfully in August 2025, and the Group recognised its first revenues during the year. Sales did not, however, meet the targets set, and the Group was not profitable in the period. Following the period end, in June 2026, the Group expanded its portfolio with the acquisition of the énielle brand assets, adding a second consumer brand to the Group's route to revenue. Our team continues to work on developments to further expand and enhance our product range. Creating numerous potential revenue streams across DTC and other commercial agreement possibilities.
To ensure the ongoing potential for pipeline IP for future development 	Expert formulators for dermatology indications The Company's skin+CELL range launched in August 2025, to a global audience, establishes Incanthera's expertise in formulation. The range launched with five products, and there is huge potential for product extension within range, and for Incanthera's delivery technology, providing excellent scope for future indications across cosmetic and clinical marketplaces. The Company continues to work closely with the ICT at University of Bradford to review all potential future IP, now including the Centre for Skin Sciences within the Institute of Health and Social Sciences, to bridge oncology and dermatology resources and opportunities.
To build infrastructure to support product and ongoing commercial deals 	Essential infrastructure established in laboratory and commercial relationships to achieve global deal Incanthera's commercial deal could not have been completed without the essential infrastructure investment and work established in the prior financial year, and its investment through laboratory production facilities and commercial relationships. The Company invested in supporting infrastructure through its Sheffield laboratory facilities to ensure formulation testing and sample production for commercial deal preparation and continues to utilise these established facilities for critical formulation work and potential future IP, for the subject of future commercialisation deals.
To protect the Company's valuable IP and patent technologies across global territories 	The Company continues to be advised and protected by experienced patent attorneys for our IP across global territories. skin+CELL IP is wholly owned by Incanthera, as is the brand and is fully patent protected.
To maintain a lean cost base and to keep the Group's funding requirements under continuous review 	Lean business model for tight cost controls Incanthera operates a lean business model with tight cost controls to ensure the financial security of our company. The Group completed an investment round of £508k during the year; the cash position at 31 March 2026 was £4k, and the Board keeps the Group's funding requirements under close and continuous review.

Strategic Priorities	Progress to date
Identify 	• Incanthera's specialist dermatology and oncology portfolio consists of novel technologies developed internally and our exclusive pipeline deal with ICT. • Our formulation and delivery technology asset is now the subject of a global commercial deal. • The expertise and experience within our team works in partnership with dermatology and oncology specialists to look at opportunities for future IP and commercial development including from the Institute of Health and Wellbeing within the University of Bradford. • The acquisition of énielle provides the Company with a complementary premium skincare platform which is strategically aligned with skin+CELL and capable of supporting the Company's retail strategy. Énielle is a daytime cosmetic product platform based on Swiss lectin (bioactive protein) technology, with existing clinical data and prior premium retail validation.
Prepare 	• Our expert formulators refine our skin products to meet the global commercial market. • Contractually secured commercial relationships provide essential infrastructure support. • The development facility at Sheffield produces formulations for commercial samples. • Labelled trademark bottles, packaging and manufacturing facilities with a world-leading skincare manufacturer established and ready for global roll out. • A Swiss subsidiary Skin and Cell AG is established, 100% owned by Incanthera plc, for key commercial deal relationships and world-wide distribution management. • A new platform for marketing the combination of énielle products and skin+CELL technology direct-to-consumer and business-to-business is in preparation.
Commercialise 	• Incanthera's skin+CELL luxury skincare brand launched globally. • In addition, the Company is applying its expertise and technology for further targeted products. • Our Pipeline consists of technologies at various stages of development. • The Company's strategy is to turn novel technologies into commercial opportunities, deliver shareholder value, and provide a diverse current portfolio and pipeline to new opportunities. • The acquisition of the énielle brand in June 2026 extends the portfolio and provides a second route to revenue from the Group's existing formulation and delivery expertise. • Growth priorities for the year ahead are the consolidation of énielle and skin+CELL technologies and their conversion into sustained, repeatable revenue, and the broadening of distribution beyond direct-to-consumer into international and retail channels.

Strategy in Action

From Launch to Skin Health Platform

During the year under review, Incanthera entered a DTC commercial agreement for skin+CELL, the Group's science-led skincare range built on its proprietary delivery and formulation technology and launched it across a global network. That launch established the commercial framework, tested the proposition in live markets and provided the Group with direct consumer evidence. It also showed that the route to scale for a technology of this kind lies less in owning consumer infrastructure than in placing our science inside channels that already command consumer attention. Since the year end, following the Board's review of commercial approach, the Group has moved to a more focused, partnership-led strategy centred on skin health, including sun care and skin protection.

The strategic logic is to differentiate Incanthera from conventional prestige beauty by building a defensible, mechanism-led position: a skin health and skin-longevity platform grounded in cellular energy, mitochondrial resilience and DNA repair. Incanthera's expert in-house formulators harness the Group's unique intellectual property to deliver bioactive nicotinamide in a controlled, local and non-systemic way underpinning a distinct scientific claim rather than a fashionable ingredient story.

The Science Is Proving Out

Our strategic liaison with Skin Life Analytics in Newcastle produced breakthrough data on the new skin+CELL formulations in June 2025, demonstrating our technology's ability to effect measurable change in the skin's cellular structure. Independent laboratory work showed a 6.5-fold reduction in UV-induced mitochondrial DNA damage following six days of preconditioning, together with a statistically significant increase in maximal cellular respiration, indicating improved mitochondrial energy capacity. This is the scientific foundation on which the skin health and sun protection strategy rests, and it materially strengthens the Group's intellectual property position and future product pipeline.

Partnership with iSmart and First Human Evidence

Since the period end the Group has entered into an exclusive supply agreement with iSmart Developments Limited, a leading supplier of medical and home LED light-therapy technology with established international market reach and customers. The new agreement represents an important early example of Incanthera's partnership-led commercial strategy; combining the Group's proprietary skin science and products with complimentary technology and established routes to consumers.

A preliminary split-face pilot study conducted with iSmart, with laboratory analysis by Skin Life Analytics, provides the first human evidence for that combination. For instance, across the volunteers recruited, the cheek treated with skin+CELL alongside LED showed a statistically significant reduction in mitochondrial DNA damage at Day 7 compared with the cheek receiving LED alone (-0.68 Ct, $p = 0.005$; 11 of 14 volunteers). Volunteer assessment pointed the same way from an entirely independent route: 87% reported the skin+CELL side smoother and more hydrated, all volunteers reported improvement, and not one volunteer preferred the LED-only side on any question asked. The study was deliberately run as a small study with no cream-only arm, so it establishes a strong signal rather than a substantiated efficacy claim; a larger three-arm study of at least 50 to 60 participants is being designed to convert that signal into a defensible commercial claim. The Board regards this as validation that the new approach is working: the science is measurable in human skin, consumers can perceive its effects, and a commercial partner is prepared to build around it.

Building the Platform

Development of new SPF50 products is progressing within a differentiated "Sun Health" position enabling safer, better-informed sun exposure rather than simple avoidance, alongside the regulatory, testing, manufacturing and commercial work required to bring them to market. The acquisition of the énielle assets and inventory adds a complementary technology and products to the Group's developing skin-health platform and provides a vehicle for consumer brand development and international expansion including Australia and the wider Asia-Pacific region. Discussions continue with partners across light-based skincare technology, manufacturing, distribution and market access in Europe and the United States. Longer term, the Group is positioning for the shift towards personalised skin care, supported by clinical evidence and user data.

The Group intends to draw on established partners for manufacturing, distribution and market access rather than build further fixed commercial infrastructure, concentrating resources instead on science, innovation, product development and intellectual property. Our wholly owned Swiss subsidiary, Skin and Cell AG, continues to oversee logistics, inventory, sales revenue and consumer liaison through third-party logistic suppliers. Work with the University of Bradford continues and is being refocused towards research closely aligned with the Group's future product and intellectual property priorities.

Discipline and Opportunity

The Board acknowledges that the initial route to market did not develop at the pace anticipated, and has acted on that by reviewing strategy, strengthening the Board since the period end and sharpening commercial focus. The Group continues to operate within a constrained financial environment and maintains tight cost control and a lean business operating model. Investment is prioritised towards programmes offering the strongest combination of scientific differentiation, commercial potential and a realistic route to revenue, with development programmes subject to milestones and regular Board review.

That focus is applied to a substantial opportunity: a global beauty and personal care market estimated at US\$698 billion in 2026, a suncare and skin protection market estimated at c.US\$16–18 billion growing at c.6% per annum and the LED therapeutics market growing at over 10% per annum, with scope for expansion across multiple dermatological indications.

Financial Review

“This was the year Incanthera became a true commercial business. With the platform built, our focus now is on converting it into sustainable revenue growth.”

Laura Brogden,

Chief Financial Officer

The year marked an important transition for the Group with the recognition of our first commercial revenues and the establishment of our D2C platform through which our skin+CELL range is available. Early in the year the Group completed an investment round of £508k in order to support the commercialisation. The financial performance for the year ended 31 March 2026 fell short of expectations, with revenues from the skin+CELL direct to consumer launch not achieving the targets set. Whilst this is a disappointment, with our commercial infrastructure now in place the focus for the year ahead is on converting that platform into sustainable revenue growth and in broadening our distribution into international markets.

Losses

The group operating loss for the year before financing and exceptional items was £2,276k (2025: £1,997k) including a charge for share-based compensation of £31k (2025: £214k). Operating expenses excluding share-based compensation remained broadly consistent with the previous year at £1,889k (2025: £1,783k).

Share-based compensation

Accounting standards require a charge to be made against the grant of share options and recognised in the Consolidated Statement of Comprehensive Income. This amounted to £31k (2025: £214k) and has no impact on cash flows.

Headcount

Average headcount of the Group for the year was Eight (2025: Eight).

Taxation

The Group has not elected to claim research and development tax credits under the small or medium enterprise research and development scheme. (2025: nil).

Cash flows and financial position

The cash position at 31 March 2026 was £4k (31 March 2025: £80k). The group also completed an investment round of £508k and recognised its first commercial revenues from the skin+CELL range via the D2C model.

Dividends

No dividend is recommended (2025: nil) due to the early stage of the development of the Group.

Loss Per Share

The basic and diluted loss per share was (1.62)p (2025: loss 1.77p).

Key performance indicators

Key Performance Indicators include a range of financial and non-financial measures (such as development progress). Details about the progress of our development programmes (non- financial measures) are included elsewhere in this Strategic Report, and below are the other indicators (financial measures) considered pertinent to the business.

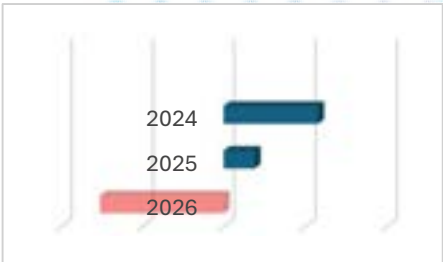
Year-end cash and short-term investments, and cash on deposit held:



2024: £61,000
2025: £80,000
2026: £4,000

Net cash (outflow)/inflow

(including short-term investments):



2024: £58,000
2025: £19,000
2026: (£76,000)

Operating loss:

The operating loss reflects continued investment into our development programmes as well as costs associated with our continued listing on the AQSE Access Market



2024: £1,380,000
2025: £1,997,000
2026: £2,276,000

Laura Brogden
Chief Financial Officer
28 September 2026

Principal Risks and Uncertainties

Incanthera 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 Incanthera'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 four categories: market, pharmaceutical environment, operational and financial.

Market Risks	
Risk	Mitigating factors
ECONOMIC	
Global Inflation Cost of Living Interest Rates	Whilst headline inflation has eased from its recent peaks, the cumulative effect of higher price levels, interest rates that remain above pre-2022 norms and increased UK employment costs continue to transcend every industry and company around the world. For an early-stage business the principal consequences are upward pressure on the cost of contract research, manufacturing and professional services, and a more cautious environment for small-cap equity funding. Incanthera is a lean virtual team. Our model ensures: - In-house experience - Minimal expenditure - No office rental overheads - Manufacturing capabilities for formulation sample production - Committed management team prepared to sacrifice - Tight rein on external costs with financial management control and regulation - Advisory parameters checked and adhered to - A mission to drive commercial revenues and through commercial deals.
GEO-POLITICAL	
War, Conflict & Trade Policy	The ongoing wars across the globe continue to have wide-ranging implications for the world, affecting food production, gas and oil prices, creating an inflationary effect across the globe, including stock markets and valuations. In addition, the move towards trade protectionism — including announced tariff action on pharmaceutical products, active pharmaceutical ingredients and key starting materials, and direct government intervention in drug pricing in the United States — has become a significant source of uncertainty for the sector and for the valuations of listed life science companies.
Pressure on prices around the world Food/energy supply shortages Global uncertainty Trade protectionism and tariffs affecting pharmaceutical supply chains Government intervention in drug pricing and reimbursement	Incanthera seeks to mitigate this by the controls detailed above and by seeking to ensure financial stability by appropriate methods whilst committed to the drive to a commercial deal generating revenues and returns to shareholders, and the future growth of the Company. The Board continues to review the geopolitical and trade environment, including the potential effect of tariff and drug pricing measures on the territories in which the Company intends to commercialise its products, and factors this into its licensing and partnering strategy.

Pharmaceutical Environment Risks

Risk	Mitigating factors
Research and Development	
The Company is operating in the biopharmaceutical development sector and the Company will continue to exploit other opportunities within the sector in order to expand its present development pipeline. The Company and its research partners will therefore continue to be involved in complex scientific research. Industry experience indicates that there may be a very high incidence of delay or failure to produce valuable scientific results. Further to this, the Company may not be successful in developing new products based on the scientific discoveries developed by the Company and its research partners. There is no guarantee that the Company will be able to identify specific market needs that can be addressed by its technology. The ability of the Company to develop new products relies on the recruitment of sufficiently qualified research and development partners with expertise in the biopharmaceutical sector. The Company may not be able to develop its relationships and recruit research partners of a sufficient calibre to satisfy its growth rate and develop future pipeline as planned.	Incanthera's management team have many years of experience in research and drug development and a robust understanding of the clinical trial design process. This experience should help ensure that such risks are minimised. In addition, key external advisors support the management team.
Intellectual Property	
The field of pharmaceutical development is highly litigious. The Company's priorities are to protect its IP and seek to avoid infringing other companies' IP. However, no guarantee can be made that infringement proceedings will not be initiated against the Company and the Company was recently involved with a former consultant in a spurious alleged patent dispute (since settled) which led to its largest new customer contract being terminated in 2024. A patent is limited territorially to the country or economic area in which it was granted. There are countries in which the Company has not filed patent applications. Some territories have patent applications pending and not all patent applications filed by the Company have gone through the full patent prosecution process.	The Company engages reputable legal advisers to mitigate the risk of patent infringement and to assist with the protection of the Company's IP.
Liability and Insurance	
The nature of the Company's business means that the Company may be exposed to potentially substantial liability for damages in the event of product failure or side effects. Any such liability could have a materially adverse effect on the Company's business and financial condition. There can be no assurance that future insurance cover will be available to the Company at an acceptable cost, if at all, nor that in the event of any claim, the level of insurance carried by the Company now or in the future will be adequate or that a product liability or other claim would not materially and adversely affect the business of the Company.	The Company factors potential liability risks into decision making and maintains corporate insurance to mitigate this risk.

Operational Risks

Risk	Mitigating factors
Changes in Legislation	
The Company is operating in the biopharmaceutical development sector. The field of pharmaceutical development is highly litigious. In order to protect the value of the company, predominantly valued by its IP, the Company must remain vigilant of current legislation and any changes that may affect the legality surrounding its process of assessing, valuing and protecting the IP. Changes to industry legislation, if neglected, may impact the Company's valuation and core assets, and/or its ability to commercialise or license technologies, the ability to negotiate new IP into the Company and the MARS rules surrounding its public listing on the AQSE Growth Market. Inadequate registration and monitoring of patents. The Company's portfolio is valued through its IP. Failure to register new patents or to remove patents no longer within the Company's IP would breach regulation and Governance resulting in a considerable regulatory, reputational and Governance risk, leading to potential devaluation of the business and/or failure of the Company to continue its business.	The Company is monitored and advised by its Lawyers and Patent Attorney on all aspects of IP, corporate and industry law. The Company complies with the strictest operation of patent registration, monitoring, protection and valuation. The Company is advised by its retained Patent Attorney.
Regulatory Approvals	
The Company will need to obtain various regulatory approvals and comply with extensive regulations regarding safety, quality and efficacy standards in order to ultimately market its products. These regulations vary from country to country and the time required for regulatory review can be lengthy, expensive and uncertain. During the year the international regulatory and pricing environment has become materially less predictable. Changes in the leadership, resourcing and policy priorities of the US Food and Drug Administration have introduced uncertainty into review timelines, and government measures on drug pricing and reimbursement — including the pricing arrangements agreed between the United States and the United Kingdom — may affect the commercial terms available for products approved in those markets.	The Company's management team have extensive experience in the area of regulatory approvals and, in addition, takes advice and guidance from a range of external specialised regulatory advisers to ensure compliance with all regulatory requirements.
Competition	
Following the Company's strategic shift towards a commercial skin-health platform, competition is now assessed on two fronts. In its legacy therapeutics pipeline, the Company continues to operate in the intensely competitive market of cancer therapeutics and dermatology. Currently, as far as the Directors are aware, there is no competition from direct competitors developing drugs with identical mode of actions. However, there are many other assets in development with identical indications which, if successful, could in future compete with Incanthera's products from a commercial perspective. In addition, the volume of dermatology and oncology assets being licensed into Western markets, in particular from China, has increased, which may intensify competition both for market share and for the attention of potential commercial partners. In its consumer skin-health and suncare business, the Company competes in a large multi-billion dollar global beauty and personal care market against established multinational personal care groups and a wide range of specialist and direct-to-consumer skincare brands, many of which have substantially greater financial, marketing and distribution resources than the Company. The Company's ability to build brand awareness, secure and retain distribution and retail partnerships, and differentiate current and future products on the basis of clinical evidence, will be a significant determinant of its commercial success in this market.	The Company remains aware of the continually evolving and hyper-competitive landscape in both the therapeutic areas and the consumer skin-health markets in which it operates, and factors this into decision making for its pipeline programmes and its commercial strategy. The Group's partnership-led commercial model, wholly owned and patent-protected IP and brand, and clinical evidence base for its skin+CELL and énielle technology platforms are intended to provide differentiation against both pharmaceutical and consumer competitors.

Operational Risks

Risk	Mitigating factors
Dependence on third parties	
The Company outsources certain functions, tests and services to contract research organisations, medical institutions and other specialist providers, and the Company relies on these third parties for clinical and regulatory expertise. There is no assurance that such individuals or organisations will be able to provide the services as agreed upon and the Company could suffer significant delays in the development of its products.	The Company works with respected third-party organisations and regularly monitors their performance.
Dependence on key personnel	
The success of the Company, in common with other businesses of a similar size, will be highly dependent on the expertise and experience of the Directors and key senior management. However, the retention of such key personnel cannot be guaranteed. Should key personnel leave, the Company's business, prospects, financial condition or results of operations may be materially adversely affected. Since the year end there have been significant changes to the Board and to the Company's senior team: the Executive Director and Chair resigned on 4 June 2026, the role of Chief Executive Officer changed hands on the same date, and another member of the senior management team has also left the Company. The loss of key personnel may result in the loss of institutional knowledge and relationships, disruption to the Company's development and commercialisation activities.	The Directors and key senior management are all committed to the future success of the Company and have demonstrated this in their endeavours in establishing the Company, developing it and its product portfolio to achieve a successful public listing in 2020 and further progress and achievements in the year under review. Retention is further enhanced by the fact that each employee is also a shareholder in the Company and incentivised through participation in performance-based share options. This ongoing commitment has continued to be underpinned by the Directors' and Management Team's further investment into the Company. Following the changes to the senior team since the year end, the Board has strengthened the executive team through the appointment of a new Chief Executive Officer, Chief Financial Officer and another Non-Executive Director, and has retained the Company's core scientific and technical expertise through Dr Simon Ward's continuing role as Chief Scientific Officer. Handover arrangements were put in place to transfer knowledge and responsibilities, and the Company continues to draw on an established network of experienced external advisers and specialist providers. The Board has reviewed the effect of these changes and does not consider that they have had a material adverse impact on the Company's operations or on the delivery of its strategy.
Commercialisation and partner dependence	
The Company's route to market for its products is expected to be through licensing, distribution and other commercial partnerships rather than direct commercialisation by the Company. The Company is therefore dependent on the performance, resources and continued commitment of its commercial partners, over which it has limited control. Delay in launch, lower than anticipated sales, a change in a partner's strategy or the termination of a partnering agreement could materially affect the timing and level of revenues receivable by the Company and the market's assessment of its prospects.	The Company seeks commercial agreements with clearly defined obligations, maintains regular dialogue with its partners and monitors their performance. The Board keeps under review the balance between partnering and other routes to market, and continues to pursue additional commercial opportunities so that the Company is not reliant on any single counterparty.
Cyber security and data protection	
The Company operates a virtual model that relies on cloud-based systems and third-party IT providers for the storage of confidential research data, intellectual property and commercially sensitive information. A cyber-attack, ransomware incident, compromise of business email or failure of a service provider could result in the loss or unauthorised disclosure of confidential information, disruption to the Company's operations, financial loss through fraud, or breach of data protection legislation, with associated regulatory, reputational and financial consequences.	The Company uses reputable third-party IT and cloud service providers and maintains access controls, multi-factor authentication and data back-ups. Access to confidential information is restricted to a small number of individuals, and payment authorisation procedures require dual approval in order to reduce the risk of fraud. The Board keeps the Company's information security and data protection arrangements under review.

Operational Risks

Risk

Climate change and sustainability

The Company's virtual operating model means that its direct exposure to climate-related risk is limited. However, climate change and the transition to a lower-carbon economy may affect the Company indirectly through the cost, availability and resilience of the outsourced manufacturing, laboratory and distribution services on which it relies, through increased regulatory and reporting requirements, and through the weight given by investors and commercial partners to environmental and sustainability credentials.

The Company maintains a low direct environmental footprint, with no rental overheads or owned laboratory estate, and takes environmental and sustainability factors into account when selecting and reviewing its suppliers and partners. The Board monitors developments in climate-related regulation and reporting applicable to companies of the Company's size and market.

Financial Risks

Risk

Mitigating factors

Future funding requirements

The Company may need to raise additional funding to undertake work beyond that being funded by the current cash resources. There is no certainty that this will be possible, or on acceptable terms, particularly given continued investor caution towards small and micro-cap life science companies and the limited pool of capital available to companies of the Company's size. In addition, the terms of any such financing may be dilutive to, or otherwise adversely affect, shareholder's interests.

The Company remains focused on delivering the objectives of its business plan in order to add value and to generate opportunities to earn revenue from commercial deals. The intention in the event of any future fundraising is to demonstrate value added progress such that funds may be raised at the most advantageous pricing and minimum dilution to shareholders.

The Group's limited cash position has also resulted in a number of supplier balances becoming overdue. Where amounts remain unpaid, suppliers may withdraw credit or supply, suspend or terminate services, or commence recovery action, including court proceedings or, in more serious cases, the service of a statutory demand or a winding-up petition. Any such action could give rise to additional costs and interest, disrupt the Group's development and commercial activities, cause reputational damage and place further strain on the Group's cash resources. A number of salary payments have also been deferred and remain outstanding. Unpaid salaries may lead to the loss of key personnel, claims by current or former employees or Directors, and the associated costs and management time, in addition to the cash required to settle the amounts due.

The Board reviews the Group's creditor position regularly and management maintains open dialogue with suppliers, agreeing revised payment terms where appropriate. The funding secured since the year end, together with the cost reductions described in the going concern statement, is intended to enable overdue balances to be reduced over the forecast period. In relation to salaries, members of the management team have agreed to defer amounts due, the new management structure carries a lower salary commitment, and the Directors have agreed to take payment in share options rather than cash in order to conserve the Group's cash resources.

Share price and liquidity

The trading price of the Ordinary Shares may be subject to wide fluctuations in response to a number of events and factors, such as:

variations in operating results;
announcements of innovations or new services by the Company or its competitors;
changes in financial estimates and recommendations by securities analysts;
the share price performance of other companies that investors may deem comparable to the Company;
news reports relating to trends in the Company's markets;
large purchases or sales of Ordinary Shares;
liquidity (or absence of liquidity) in the Ordinary Shares;
currency fluctuations;
legislative or regulatory changes;
government trade, tariff and drug pricing policy affecting entitlement towards the life sciences sector; and general economic conditions.

The Company recognises the potential for share price fluctuation and low liquidity trading in its shares.

To address this, it has a proactive programme of investor relations and is committed to a regular and transparent communications policy with its shareholders and the investment market generally.

Sustainability Statement

Overview

This Sustainability Statement sets out the environmental, social and governance issues the Board considers most material to Incanthera at its current stage of development. Following the commercial launch of skin+CELL, the Board has identified product and packaging responsibility, ingredient sourcing, distribution impacts, the health, safety and retention of a small team, and the protection of shareholder value as the areas of greatest impact. The Group reports on a voluntary basis and, at its current size, is not within the scope of mandatory climate-related financial disclosure or Streamlined Energy and Carbon Reporting; the Board keeps that position under review as the business grows.

Incanthera's mission is to provide innovative technologies in Dermatology and Oncology. The Company was established to identify, acquire and develop groundbreaking new science to improve people's health and well-being, and now applies that science commercially through its skin+CELL range alongside its oncology pipeline. Incanthera's origin is in cancer therapeutics with recent technology bridging treatment areas of oncology and dermatology.

Our recent focus has been towards dermatology therapeutics, as our unique delivery and formulation expertise has presented a world first in targeting delivery of optimal nutrition directly to the skin's cellular structure to effect optimum self-repair, restore and performance mechanisms.

This offers the promise of delivering not only world-beating cosmeceutical indications, as the science backed skincare has effects of cellular change and addresses many cosmetic indications, it also potentially presents future solutions to dermatological indications that have previously not been met and yet cause untold physical and psychological suffering and trauma.

Our mission to bring innovative technologies with life-enhancing results is delivered through our skin+CELL range which can deliver optimum nutrition in a formulation targeted directly at the cellular structure where proven change can be affected, which can show transformational results.

Incanthera's commercialisation model means we can deliver a faster route for products and solutions to the public via investment into a business model that brings our products to market and an attractive return to shareholders.

We have delivered a global Direct to Consumer Agreement that will not only deliver a range of world class cosmeceuticals to the global arena, but will also have the potential for us to address many indications for more serious and as yet unsolved solutions.

Alongside, Incanthera maintains its oncology portfolio and continues to work with the University of Bradford with a pipeline agreement that provides us with first sight of innovative oncology research emanating from the Institute of Cancer Therapeutics (ICT) from which Incanthera was established.

A partnership in expertise between oncology and dermatology highlights further potential opportunities to address novel treatments and methods where effective treatment is not yet available.

Consumers are increasingly taking personal responsibility for their health and skin health as we all take more proactive responsibility for our own health and seek out the most innovative solutions to modern disease in the most effective and least problematic way.

The global spotlight on healthcare through uniquely adaptive and innovative methods and technologies is here to stay. Awareness of the essential and groundbreaking work in research, discovery and development of therapeutic solutions is now an essential part of our everyday conscience. This is driven by ever increasing demand and worldwide awareness through the media and in fact a desire to take control of our own destinies.

People

Incanthera's team is dedicated and passionate about the Company we have built and what it stands for. Each member of our team brings passion, expertise, devotion to the cause and a great sense of social justice to match the corporate outlook. A strong core of like-minded and committed people protects the current and future success of our company and the launch of the skin+CELL products owes much to the determination and talents of our team. During the year the Group saw the departure of key personnel; the Board is satisfied that the transition was managed without adverse impact on the Group's operations or delivery of its strategy.

The Board and the senior management team all share the passion and commitment to deliver progressive, novel science-based products to customers, each bringing unique skills sets to produce a strong, combined team that covers all areas required to make this business a success.

We all stand by the beliefs of diversity, inclusion and well-being as well as a strong work ethic and commitment to our shareholders to build on their trust and investment, to ensure the progression and success of this business.

The safety and well-being of our colleagues is a priority. A workforce that is safe and physically and mentally healthy is the foundation of everything that Incanthera stands for.

In order to reward and thank the loyalty of our team, we have put in place the provision for effective reward and benefits' programmes that will, also in future attract, motivate and retain the best talent in our field. Well-structured benefits packages support colleagues to meet their current and future financial needs.

The Group employed an average of eight people during the year (2025: eight), supported by a small number of consultants and advisers. Given the size of the team, the Board reports workforce data on an aggregate basis, and keeps the composition and diversity of both the Board and the wider team under review as the Group grows.

The Group recorded no reportable health and safety incidents during the year (2025: none).

Colleague opinion and input is sought to support and inform our decision-making, increase engagement and drive innovation.

Environmental Responsibility

Within the over-riding ambitions of the Company, is the desire to look to the future of our planet.

Throughout the identification, development and progression of our technologies, is the consideration of the impact upon our climate and environment, and our aim is to mitigate those in any way we can.

The Company operates virtually, maintaining a registered office address in Manchester, but is proud to promote a lean, skilled team, each working from home, unless group meetings are required, which limits commuting, business travel and the associated emissions. Now that skin+CELL is in commercial distribution, the Board considers packaging, ingredient sourcing and product distribution to be the Group's most material environmental impacts, and has begun work to understand and reduce them.

Packaging: the Group works with its manufacturing partner on the specification of bottles and outer packaging, with the objective of reducing material use and increasing the proportion of recycled and recyclable content across the range.

Ingredients and testing: formulations are developed by the Group's in-house team and consultants, and the Group's position on animal testing and on responsible ingredient sourcing is reflected in the standards it requires of its suppliers.

Distribution: the skin+CELL range is stocked, picked, packed and shipped to customers worldwide by a third-party logistics operation based in Switzerland. The Board recognises that global parcel distribution carries an environmental cost and is reviewing shipment consolidation and packaging efficiency with that partner.

Manufacturing is undertaken by an established third-party skincare manufacturer, avoiding duplication of plant and resources, and the Group's Sheffield laboratory is used for formulation and sample work rather than volume production.

Shareholder Responsibility

We have worked hard to ensure the investment of our Shareholders has been deployed to our best abilities, to progress, and develop technologies for optimum return.

We have maintained a lean and virtual model to ensure all investment has been deployed directly into the path towards commercialisation, which we are thrilled to have delivered to shareholders and we believe is an outstanding deal that offers global recognition of the team's expertise, the company's valuable IP and the future potential on a world stage.

The path to commercialisation took great efforts of patience, determination and sacrifice by many but we have achieved the very best outcome for our shareholders that will bring investment returns but also deliver future growth and more opportunities for expansion. The Board recognises that the business must meet the needs of multiple stakeholders, and the Section 172 Statement that follows sets out how the Directors have had regard to those wider interests.

Summary

The Board takes seriously the Group's responsibilities to its customers, its people, its shareholders and the wider environment. The Board is responsible for the Group's approach to sustainability and reviews it alongside its consideration of the principal risks and uncertainties; the Group's governance arrangements, including Board composition, committee structure and internal controls, are set out in the Corporate Governance Report.

For the year ahead the Board has set the following priorities: to establish a measured baseline for the Group's packaging and distribution impacts; to confirm and publish the Group's position on ingredient sourcing and animal testing; and to keep the Group's reporting against recognised sustainability frameworks under review as the business scales.

This strategic report has been approved by the board.



Stuart Robertson
Chief Executive Officer
28 September 2026

Section 172 Statement

Incanthera plc is compliant with Section 172 of the Companies Act, understanding its duty to promote the success of the Company.

The Directors and the Senior Management Team have been fully briefed by our corporate Adviser, in accordance of the Company's listing on the AQSE Growth Market and agree to act in the way we consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members, considering:

- the likely consequences of any decision 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 the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

Board Responsibilities

The Board takes decisions on the day-to-day management and leadership of the Company for the benefit of all members and for the creation of shareholder value and is briefed on its responsibilities under Section 172 in doing so. In applying that duty during the year, the Board's principal decisions included: entering into the direct-to-consumer Agreement announced in June 2025 for the global launch of skin+CELL; establishing the supporting commercial infrastructure, including third-party logistics fulfilment in Switzerland and manufacturing arrangements with the Frike Group; and approving the £508k institutional fundraise in June 2025 to gear up ahead of the launch campaign. In each case the Board weighed the long-term consequences for the Company against the interests of shareholders, employees and the Company's wider business relationships, and satisfied itself that the decision was most likely to promote the success of the Company. The Board considers the welfare and interests of its employees in its conduct and decisions.

Engaging with Stakeholders

Incanthera is proud to be a public listed company and understands that this is achieved through the support and belief of existing and newly invested shareholders. That support was demonstrated again during the year through the £508k fundraise completed in June 2025, subscribed by new and existing institutional investors alongside all of the Directors and members of the management team, which the Board considered to be in the interests of members as a whole in funding the launch campaign.

The success of our business is dependent not only on the decisions and management of the Board and the team, but on the support of all our stakeholders. Building positive relationships with stakeholders that share our values is important to us, and working together towards defined goals assists us in delivering long-term success.

As a company, we have an open and transparent communications policy, seeking opportunities to engage and communicate with our shareholders wherever possible.

We seek opportunities to discuss our progress, ambitions and financial results, whilst always reporting timely announcement of corporate news, meeting our financial calendar obligations and with a clearly defined communications strategy and timetable to ensure compliance.

The Company's comprehensive communications planning, incorporates management, Board and advisory meetings, the Chair's communication with shareholders, regulatory announcements, and is proactively supported by an investor relations programme in conjunction with our brokers, to potentially attract new investment and opportunities for the Company.

We believe a policy that incorporates essential team contact, advisory input and engages and involves shareholders at each stage of our journey, encompasses the ambitions and culture set out on admission to the public market, ensuring inclusive involvement in the Company's evolution.

Corporate Relationships

We are proud of the strong relationships we have built since inception.

The collaborative working relationship with the Institute of Cancer Therapeutics, involves Professors, Directors and scientists, to encourage and promote successes in new and innovative research and progressive medicine. Through our exclusive pipeline deal with the Institute, we have access to future intellectual property, and we are proud of the two-way stream of information, development and promotion. We are committed to supporting this essential relationship.

Our professional and commercial relationships continue to grow as an essential part of the Company's evolution. During the year the Board fostered a new set of commercial relationships to support the launch of skin+CELL: our direct-to-consumer agency, which built and operates our dedicated commercial website; our third-party logistics provider in Switzerland, which holds stock and fulfils orders direct to the consumer; and our manufacturer, Frike Group, which produces for other leading global skincare companies. The Board considers these relationships central to the Company's ability to scale and reviews their performance as part of its oversight of the commercial roll-out.

The launch of skin+CELL means the Company now has consumers as direct customers for the first time and the Company has recognised its first revenues. The Board recognises that the interests of those customers, product quality and safety, accurate and substantiated product claims, fair pricing and responsive service. All of which are fundamental to the long-term success of the brand. The direct-to-consumer model gives the Company full visibility of its customer base and allows customers to contact the team directly and receive a personal response, and the Board receives information on sales, repeat orders and customer feedback.

Community

The Directors and team have a background within the industry, and progressive and collegiate nature of relationships within that industry is paramount to the future of medicines and healthcare in this country. We are proud of our place in this industry and will ensure that all team members conduct their relationships within the community with dignity and respect, for the benefits of all.

Advisory Relationships

A publicly listed company requires a lot of guidance and advice. The teams we have built long-standing and productive relationships with, have shared the Company's journey to this stage, and are essential to our successes to date.

We are indebted to their support and evolutionary thinking to help us realise our ambitions and we look forward to building on the successful good nature, guidance and respect we have built amongst the teams as we progress.

People

Incanthera is proud of every member of our team, and we congratulate and applaud the dedication, hard work and personal commitment required to be at this stage of the Company's commercial development. Post year end presented significant challenges for our people, including the loss of key personnel. The Board gave close consideration to the interests and well-being of the remaining team through that period, to the redistribution of responsibilities and to the retention of the skills and knowledge critical to the company and is satisfied that there has been no adverse impact on the Company's operations or on the delivery of the skin+CELL launch. The Board will continue to ensure the welfare and well-being of every member is considered across our operations, and to respect their ambitions, involvement and essential role as part of our Company.

Governance Report

Chair's Introduction

Incanthera's Board and management is a committed and dedicated team of loyal and dedicated specialists with wide ranging experience within the healthcare industry and their specialist fields.

Our Chief Executive Officer, Stuart Robertson has more than 35 years of experience working in global companies as a corporate advisor and senior executive. Stuart holds master's degrees in Economics and Taxation from Macquarie University and the University of Sydney and started his career working for Andersen, EY and later for Accenture. He moved to ABB, the Swiss global automation and engineering company in Zurich, and then to CK Hutchison based in Hong Kong where he was also partly responsible for AS Watson who are managing the world's largest retail network specialising in health and beauty. Stuart grew up in northern Australia which has the highest incidence of skin cancer in the world. He is passionate about improving skin health and this passion combined with his business experience which also includes founding start-ups in Europe, Asia and South America make him the perfect person to lead our company.

Our **Chief Scientific Officer, Dr Simon Ward's** oncology, dermatology and scientific educational background, along with commercial experience has driven his vision to transform the method and quality of technologies from laboratory to patient, that is the heart of Incanthera's business.

In addition, Simon's background in dermatology is the perfect profile to have led the development and now the launch of skin+CELL into commercialisation.

Laura Brogden, Chief Financial Officer, who joined the Board in July 2026, has the critical role of ensuring the financial roadmap and security of our company is assured. As Company Secretary she also must ensure that the Company meets its regulatory and reporting requirements as a publicly quoted company

Laura expertly manages the balance of cost control, financial model management and essential commercial forecasting with expertise, and strict regulatory compliance. Laura's steady hand is exemplary in both protecting and projecting us, and now to see sight of real time sales in our product range directly from the commercial sales platforms, allowing for visibility in controls and budget management.

My position as Non-Executive **Chair** is to provide leadership to the Board in setting and overseeing the strategic direction of the Company, fostering a collegiate environment that supports and appropriately challenges the executive team. I place particular emphasis on strong governance, clear accountability and disciplined capital allocation, ensuring that our strategic and commercial priorities remain focused on delivering sustainable long-term value for shareholders.

Our positions are aided by two further Non-Executive Directors on our Board.

Non-Executive Director, Mr. John Howes, has more than 43 years senior experience in the UK equity capital markets, John's wealth of knowledge and institutional relationship experience and contacts is an invaluable asset to the company as it continues to engage with and increase its institutional shareholder base.

Non-Executive Director, Mr. Werner Bürki, who joined the board in July 2026, will take the lead role in helping the Company manage its corporate governance obligations to stakeholders in order to help drive new value, visibility and liquidity. Mr. Bürki has spent his career working in the banking and finance industry, including 25 years with SIX Group in Switzerland in senior roles including Head of Business Development, Head of Trading Operations and CEO of the Swiss stock exchange which now owns and manages the Aquis exchange in the UK.

Our team is supported through the key infrastructure, in which we have invested and developed over the past two years to support our commercial product launch and ongoing ambitions.

Skin and Cell AG is our wholly owned subsidiary, based in Switzerland. Overseeing the logistic and operational hub of our commercial operations, our dedicated team in manufacturing of our skin+CELL product range and our facilitation house, Skin and Cell AG is also the central point of receipt of sales, financially, stock control and of packing, picking and posting of our products,

The in-laboratory facilities established at Sheffield University last year provides an in-house small scale manufacturing capability to provide product samples for commercial evaluation, and many capabilities beyond. This is an excellent asset with wide potential, but also tightly managed and cost controlled.

This year has drawn on the experience and skillset of each individual. We have sought to expertly refine our products and brands, step up our commercial infrastructure and tightly preserve and control costs. At the same time, we have worked to maintain the ability to evaluate and assess the market around us, while retaining our critical advisory network.

The landscape for our company has continued to evolve into increasing commercial potential this year. This requires a concentrated focus, expansion of skills and mindset, and the firm belief in a pivotal moment from our small team.

It is my pleasure to work with such a determined and talented team.

Research and Development Team:

Dr Kevin Hammond, Industry Expert

Dr Hammond has over 30 years' experience working with some of the world's leading Pharmaceutical, FMCG and Healthcare companies, where he has held responsibilities in directing new product innovation, partnering, licensing, and technology acquisition, for companies such as Reckitt Benckiser, Unilever, PZ Cussons, CB Fleet (US) and GSK. His experience includes operations in Europe, Latin America, North America, South-East and Central Asia.

Dr. Neil Kilcullen, Formulation & Product Development Specialist

Experienced in all aspects of product development encompassing concept development, formulation development, scale-up and production. Previous roles with Unilever, EC De Witt, and Reckitt Benckiser included product development for brands such as Witch, T-Zone, Clearasil and E45.

Board of Directors and Key Senior Management

Stuart Robertson

Chief Executive Officer

Our Chief Executive Officer, Stuart Robertson, has more than 35 years of experience working in global companies as a corporate advisor and senior executive. Stuart has Master's degrees in Economics and Taxation from Macquarie and University of Sydney and started his career working for Andersen, EY and later for Accenture. He moved to ABB, the Swiss global automation and engineering company in Zurich, and then to CK Hutchison based in Hong Kong where he was also responsible for AS Watson who manage the world's largest retail network specialising in health and beauty. Stuart grew up in Australia which has the highest incidence of skin cancers in the world today. He is passionate about improving skin health and this passion combined with his business experience including founding start-ups in Europe, Asia and South America make him the perfect person to lead our company.

Caroline Murray

Non-Executive Chair

Caroline is a market specialist in dermatology with 25 years of experience in Pharmaceutical and Biotech including Novartis, BMS and Sanofi. Holding various medical and senior commercial roles whilst working closely alongside the professional community, Caroline has delivered partnership, educational and healthcare communications success.

Dr Simon Ward

Chief Scientific Officer

Simon is a co-founder of Incanthera and has more than 30years' senior experience in academia and business.

He was a founder and CEO of Molecular SkinCare Limited, a pioneer and developer of novel dermatology products for the prevention and management of skin diseases. As CSO of York Pharma plc, he was responsible for bringing innovative dermatology products to market. Simon also served as chairman of South Yorkshire Bioscience Enterprise Network (SYBEN) and deputy chairman of Medipex, a healthcare innovation hub for NHS organisations across industry and academia internationally.

Simon graduated from the University of London's School of Pharmacy (UK) with a Joint Honours Degree in Pharmacology and Toxicology and was awarded a D.Phil in the Department of Human Anatomy, Oxford University under a Glaxo Group Research Studentship.

Laura Brogden

Chief Financial Officer and Company Secretary

Laura is an Associate of the Chartered Institute of Management Accountants with more than 20 years' experience leading finance functions across a range of sectors. That experience includes senior finance roles at other quoted companies, and the reporting, controls and disclosure disciplines a quoted company requires.

As Chief Financial Officer she is responsible for the Group's financial management, reporting and controls, together with its financial planning and commercial forecasting. As Company Secretary she is responsible for the Group's compliance with its regulatory and reporting obligations as a quoted company, and for the conduct of Board and shareholder meetings. Laura is also a Partner at Fact3, which provides finance, HR and IT services to small and medium-sized enterprises.

John Howes

Non-Executive Director

John is a senior city professional, having more than 43 years in the UK equity capital markets and an established reputation in the small and mid-cap sectors. John brings a wealth of knowledge and institutional relationship experience and contacts, holding previous positions as Partner with Matrix Corporate Capital and senior positions at Seymour Pierce, Panmure Gordon, Northland Capital and Stanford Capital.

Werner Bürki

Non-Executive Director

Werner has forty years of experience working in the banking and finance industry, including 25 years with SIX Group in Switzerland in senior positions including Head of Business Development, Head of Trading Operations and CEO of the Swiss stock exchange. He also served many years as a Director on the Boards of STOXX Ltd., Swiss Fund Data Ltd., SIX Repo Ltd. and 12H Ltd. Werner holds a degree in Business Administration from Zurich Management School and a diploma from the New York Institute of Finance, New York.

Corporate Governance Report

The Directors recognise the importance of sound corporate governance. The Company has adopted the QCA Corporate Governance Code 2023 (the “QCA Code”), published by the Quoted Companies Alliance. The QCA Code applies to financial years beginning on or after 1 April 2024 and this report therefore sets out the Company’s disclosures against the ten principles of the 2023 edition. The QCA Code operates on a comply-or-explain basis. The Board considers that the Company complied with the principles of the QCA Code throughout the year ended 31 March 2026, save as explained in this report. A statement of how the Company applies each of the ten principles is maintained on the Company’s website at www.incanthera.com, which is reviewed and updated annually.

Board of Directors

On 31 March 2026 the Board comprised four Directors, two of which were executive and two were independent and non-executive. Following the changes described in the Directors’ Report, at the date of this report the Board comprises six Directors, three of which are executive and three are non-executive, reflecting a blend of different experiences and backgrounds.

Throughout the year under review the roles of Chair and Chief Executive were held separately, but the Chair, Tim McCarthy, held an executive role and was therefore not independent. Following his resignation on 4 June 2026 and the appointment of Caroline Murray as Non-Executive Chair on 13 July 2026, the Company has an independent Non-Executive Chair. John Howes serves as Senior Independent Director. The Board considers John Howes and Werner Bürki to be independent in character and judgement and free from relationships that could affect the exercise of their independent judgement.

The Board has not established a separate Nomination Committee, considering that, given the size of the Company, appointments and succession planning are more effectively dealt with by the Board as a whole. The Board keeps this arrangement under review. The Board recognises the benefits of diversity in its broadest sense and takes account of the balance of skills, experience, independence, background and diversity when considering appointments, as demonstrated by the three appointments made since the year end.

Board Responsibilities, Meetings and Performance Evaluation

The Directors are responsible for formulating, reviewing and approving the Company’s strategy, budget and major items of capital expenditure. The Board generally meets on a monthly basis to review, formulate and approve the Company’s strategy, budgets and corporate actions and oversee the Company’s progress towards its goals. The Board operates to a schedule of matters reserved for its decision, and Directors have access to the advice of the Company Secretary and, where required, to independent professional advice at the Company’s expense.

The Board held 7 scheduled meetings during the year ended 31 March 2026, together with additional meetings convened to consider the commercialisation of skin+CELL and the fundraising completed in June 2025. All Directors attended every meeting for which they were eligible.

Risk Management and Internal Communications

The Board is responsible for the Company's system of risk management and internal control, for monitoring the Company's risks and for implementing such other systems of control as are deemed necessary. The Board reviews the principal risks and uncertainties facing the Group at least annually; those risks, and the mitigating actions taken, are set out in the Principal Risks and Uncertainties section of the Strategic Report. During the year the Board gave particular attention to the risks arising from the transition to commercial operations, including reliance on third-party manufacturing, logistics and direct to consumer partners, product quality and regulatory compliance, and the adequacy of working capital. The Board also considered the operational and key-person risks arising from changes in personnel during the year. The Company does not have an internal audit function; given the size of the Company the Board considers that the systems of internal control currently in place, together with the work of the Audit Committee and the external auditor, are adequate, and keeps this conclusion under annual review. Internal communication is maintained through regular management reporting to the Board and through team update sessions.

Board Committees

The Directors have established an Audit Committee and a Remuneration Committee, each with formally delegated duties and responsibilities set out in written terms of reference, which are available on the Company's website. These Committees aim to meet at least twice yearly. Each Committee is chaired by an independent Non-Executive Director and comprises the Non-Executive Directors, with other Directors and advisers attending by invitation. During the year the Audit Committee met two times and the Remuneration Committee met one time. As at the date of this report the Committee membership was as follows:

Remuneration Committee	Audit Committee
Werner Bürki (Chair)	John Howes (Chair)
Caroline Murray	Caroline Murray
John Howes	Werner Bürki

Audit Committee

The Audit Committee determines and examines matters relating to the financial affairs of the Company, including the terms of engagement of the Company's auditors and, in consultation with the auditors, the scope of the audit. It receives and reviews reports from management and the Company's auditors relating to the half-yearly and annual accounts and systems of accounting and internal control in use throughout the Company.

During the year under review the Company re-appointed Crowe U.K. LLP as auditor, and Crowe U.K. LLP has indicated that it will seek reappointment at the Annual General Meeting. The Committee reviewed the effectiveness of the audit process and assessed the independence and objectivity of the auditor, including the nature and extent of any non-audit services provided. The Committee also considered the key areas of judgement in the financial statements, including the recognition of the Group's first revenues and the going concern assessment.

Remuneration Committee

The Remuneration Committee reviews and makes recommendations in respect of the Directors' remuneration and benefits packages and that of senior employees, including share options and the terms of their appointment. The Remuneration Committee also makes recommendations to the Board concerning the allocation of share options to employees. In setting remuneration, the Committee has regard to the Company's purpose, strategy, values and culture and to pay and conditions across the wider workforce. The Directors' Remuneration Report will be put to an advisory shareholder vote at the Annual General Meeting, as will the establishment of, or any amendment to, the Company's share option schemes.

Share Dealing Code

Incanthera plc has adopted and operates a share dealing code governing the share dealings of the directors of the Company and applicable employees with a view to ensuring compliance with the AQSE Growth Market Rules.

Investor Relations

The company adopts an open and transparent communications policy, seeking opportunities to engage and update Shareholders. Following the Company's listing on the AQSE Growth Market, the Annual General Meeting is the principal forum for dialogue with shareholders. Updates on the progress of the business are regularly published on the Group's website.

The company ensures email alerts are issued to shareholders on all Regulatory news announcements on the Aquis Stock Exchange. It also regularly shares its news and announcements via its LinkedIn page

The company also has a dedicated electronic communication line via its website at www.incanthera.com specifically for shareholders' enquiries, and an investor relations mailbox monitored by the Company Secretary, to which the Company aims to respond promptly.

Corporate and Social Responsibility

The Company understands that its impact reaches beyond that of its core business and into the environment and society in which it operates. With integrity at the heart of our corporate social goals our aim is to make a lasting positive contribution to all our stakeholders.

The Company seeks to protect the interests of stakeholders in the Company through its policies, combined with ethical and transparent business operations.

Environment

Incanthera plc is sensitive to the environment in which it operates and seeks to ensure environmental standards are complied with.

Human Rights

Incanthera plc is committed to social and morally responsible research, development and manufacturing processes for the benefit of all stakeholders. The activities of the Company are in line with applicable laws on human rights.

Tax Evasion

Incanthera plc adopts a policy of ensuring that all associated persons, including employees and those acting on the Company's behalf, do not facilitate tax evasion.

Employees

Our employees are key to achieving the business objectives of the Company. The Company has established policies for recruitment, diversity and equal opportunities, training and development.

Our priority is to provide a working environment in which our employees can develop to achieve their full potential and have opportunities for both professional and personal development. We aim to invest time and resource to support, engage and motivate our employees to feel valued, to be able to develop rewarding careers and want to stay with us. The Company embraces employee participation in issue raising and resolution through regular update sessions that value contributions from all levels regardless of position in the business.

Shareholders

The Board of Directors actively encourage communication with shareholders, and they seek to protect the interest of shareholders at all times. The Company updates shareholders regularly through regulatory news and financial reports. The Company also engages directly with shareholders at our Annual General Meeting and ad hoc through regular investor meetings.

Health and Safety

Company activities are carried out in accordance with its Health and Safety Policy which adheres to all applicable laws.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, the Strategic Report, the Directors' Report, the Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations. UK company law requires the Directors to prepare group and parent company financial statements for each financial year. Under that law the Directors have elected to prepare the Group consolidated and parent company financial statements in accordance with UK Adopted International Financial Reporting Standards (IFRSs). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the parent company and of the profit or loss of the Group for that period.

In preparing each of the Group and parent company financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with IFRSs as adopted by the UK, subject to any material departures disclosed and explained; and
- Assess the Group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also generally responsible for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Information published on the website is accessible in many countries and legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Each of the Directors confirms that, to the best of their knowledge:

The Group financial statements, which have been prepared in accordance with IFRSs as adopted by the UK, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and the Annual Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

By order of the Board

Laura Brogden

Chief Financial Officer and Company Secretary

28 September 2026

Directors' Remuneration Report

The Remuneration Committee reviews and makes recommendations in respect of the Directors' remuneration and benefits packages and that of senior employees, including share options and the terms of their appointment. The Remuneration Committee also makes recommendations to the Board concerning the allocation of share options to employees.

Remuneration Committee Report

The members of the Remuneration Committee were Caroline Murray Non-Executive Director and John Howes Senior Independent Non-Executive Director for the whole year.

The responsibilities of the Committee include the following:

- Determining and agreeing with the Board the remuneration policy for all Directors and the senior management team.
- Within the terms of the agreed policy, determining the total individual remuneration package for Executive Directors and the senior management team.
- Overseeing the evaluation of Executive Officers.

Our aim is to deliver a remuneration programme that rewards both achievement of short-term goals and fulfilment of our longer-term objectives in realising the potential of our portfolio.

The remuneration policy is the responsibility of the Remuneration Committee, a sub-committee of the Board. Details of the remit of the Committee is provided in the Corporate Governance section. The Executive Directors attend meetings by invitation, but no Director is involved in discussions relating to their own remuneration.

We recognise the need to retain and motivate our Executive Directors and senior management team and the need to avoid making remuneration decisions solely based on shorter-term volatility whilst making good use of the Group's resources. Accordingly, we include two performance-based elements in our remuneration programme; a shorter-term annual bonus programme, with payment amounts based on the previous year's achievement against preset personal and corporate goals for that year; and a longer-term equity-based programme of share options, vesting over three years and directed towards the achievement of substantial, longer-term strategic objectives.

Subsequent to the year end, Stuart Robertson was appointed Chief Executive Officer on 4 June 2026, and Laura Brogden and Werner Bürki were appointed Chief Financial Officer and Non-Executive Director respectively on 13 July 2026. The Committee reviewed and approved the terms of the executive appointments, which are consistent with the remuneration policy set out below; the fees payable in respect of the Non-Executive appointment were determined by the Board. As none of these Directors served during the year ended 31 March 2026, no amounts in respect of these appointments are included in the remuneration disclosures set out in this report; their remuneration as Directors will be disclosed in the Annual Report for the year ending 31 March 2027.

Remuneration Policy for Executive Directors

The Remuneration Committee sets a remuneration policy that aims to align Executive Directors' remuneration with shareholders' interests and attract and retain the best talent for the benefit of the Group. The Company seeks to strike an appropriate balance between fixed and performance related reward, forming a clear link between pay and performance.

The remuneration of the Executive Directors during the year ended 31 March 2026 is set out below:

Basic salary

Basic salaries are reviewed annually. The purpose of the base salary is to:

- reflect market rates to support the recruitment and retention of key individuals;
- reflect the individual's experience, role and contribution with the Company; and
- ensure that the Executive Directors are fairly rewarded for carrying out their duties.

Directors' remuneration during the year ended 31 March 2026

The Directors were entitled to remuneration during the year as detailed in the table below. However, in line with the core objective of commercialisation of skin+CELL and cash constraints, the board and key management all elected to defer their salaries indefinitely effective from 1 May 2025. The value of the salary liabilities from this point onwards are all included in the reporting financial statements as accruals and do not represent a cash outflow in the period.

	Salaries and fees £	Taxable benefits £	Bonuses £	Pension £	Total year to 31 March 2026 £	Total year to 31 March 2025 £
Executive						
Timothy McCarthy	180,000	8,348	nil	18,000	206,348	204,657
Simon Ward	180,000	3,319	nil	18,000	201,319	200,659
Non-Executive						
John Howes	45,000	n/a	n/a	n/a	45,000	37,308
Caroline Murray	40,000	n/a	n/a	n/a	40,000	40,000
	445,000	11,667	Nil	36,000	492,667	482,624

Benefits/Pensions

Details of payments in respect of benefits and pensions arrangements for the Executive Directors are set out in the table above.

Long Term Incentives

Following admission, the Company adopted the LTIP which allows for share awards to be made in the form of options, at costs to be determined at the time of the award and in line with the current share price. The Company believes that the LTIP aligns the interest of Executive Directors and the Senior Management Team with those of shareholders and on an ongoing basis will form a significant part of their performance-related pay.

For the purposes of the Schemes, a maximum of 10 per cent. of the Company's issued share capital in aggregate, from time to time, may be issued without the prior approval of shareholders of the Company.

Vesting criteria for options granted under the Schemes are subject to time and performance conditions as follows:

Amount Vesting	Time Condition
36 per cent. ("Tranche One")	On the first anniversary of the date of the grant
32 per cent. ("Tranche two")	On the second anniversary of the date of the grant
32 per cent. ("Tranche three")	On the third anniversary of the date of the grant

Performance Condition: For options granted on 16 April 2021; Entering into a commercial agreement relating to its intellectual property. For options granted on 21 February 2024; reporting first revenues.

The Schemes provide for good/bad leaver provisions and other standard terms normally associated with such schemes.

Directors' shareholdings

The Directors who served during the year, together with their beneficial interest in the shares of the Company are as follows:

Ordinary shares of 2p each	On 31 March 2026	On 31 March 2025
Executive		
Timothy McCarthy	4,218,362 ¹	4,218,362
Simon Ward	3,349,914 ²	3,349,914
Non-Executive		
Caroline Murray	285,714	-
John Howes	285,714	-

1 Of the total shares attributable to Timothy McCarthy, 2,030,264 are held by Unnamed Ltd, a company owned and controlled by Timothy McCarthy, and 524,382 are held in a SIPP belonging to Timothy McCarthy.

2 Of the total shares attributable to Simon Ward, 724,399 are held in a SIPP belonging to Simon Ward.

Bonus

Executive Directors and the Senior Management Team participate in a bonus plan under which they are entitled to a maximum annual bonus of 50% of salary. Annual bonus entitlements are based on the achievement of pre-set Group corporate, financial and personal performance targets.

The performance targets for the financial year ending 31 March 2026 have been set by the Remuneration Committee and include Group corporate, financial and personal performance targets.

The Remuneration Committee considers that the targets will support the business strategy, and that bonus arrangements represent an important element of the performance-related pay for the Executive Directors and the Senior Management Team.

In order to align executives' interests with those of shareholders and manage cash costs, a proportion of the bonus payable to the Executives may be paid in cash and a proportion may be paid in shares through the Deferred Bonus Plan which was adopted by the Company on Admission. The Committee will determine on an annual basis the level of deferral of the bonus payment into Company share awards in the form of nil cost options up to a maximum of 50% of the bonus earned. DBP awards will vest at the end of a three-year period from the relevant date of grant.

There was no bonus declared or paid during the year to 31 March 2026 (31 March 2025: nil).

Directors' Share Options

In July 2020 the first grant of options were made to the Directors as part of an approved scheme.

In April 2021 a further grant of options were made to the Directors as part of an approved scheme.

In February 2024 a further grant of options were made to the Directors as part of both an approved and un-approved scheme.

These options are set out below and are subject to the performance conditions as described above.

The Company has granted the following options under the Scheme:

Option holder	Scheme	Date of grant	At 1 April 2025	Granted during the period	At 31 March 2026	Price per share (pence)	Date from which exercisable	Expiry Date
Tim McCarthy	Approved	4 July 2020	1,100,000	-	1,100,000	9.5p	4 July 2023	4 July 2030
	Approved	16 April 2021	275,000	-	275,000	20.0p	16 April 2024	16 April 2031
	Approved	21 February 2024	650,000	-	650,000	8.8p	21 February 2027	21 February 2034
			2,025,000	-	2,025,000			
Simon Ward	Approved	4 July 2020	1,100,000	-	1,100,000	9.5p	4 July 2023	4 July 2030
	Approved	16 April 2021	275,000	-	275,000	20.0p	16 April 2024	16 April 2031
	Approved	21 February 2024	650,000	-	650,000	8.8p	21 February 2027	21 February 2034
			2,025,000	-	2,025,000			
Caroline Murray	Un-approved	21 February 2024	200,000	-	200,000	8.8p	21 February 2027	21 February 2034
			200,000	-	200,000			
Total			4,250,000	-	4,250,000			



Werner Bürki
Remuneration Committee Chair
28 September 2026

Directors' Report

For the year ended 31 March 2026

Financial Statements

The Directors of Incanthera PLC (registered in England and Wales: 11026926) present their report together with the audited consolidated financial statements and the Company financial statements for the year ended 31 March 2026.

Directors

The Directors of the Company who served during the year ended 31 March 2026, unless otherwise indicated, are as follows:

Capacity

Tim McCarthy	Executive Director and Chair	Appointed 23 October 2017; resigned 4 June 2026
Simon Ward	Chief Executive Officer to 4 June 2026; Chief Scientific Officer from 4 June 2026	Appointed 23 October 2017
John Howes	Non-Executive and Senior Independent Director	Appointed 10 June 2024
Caroline Murray	Non-Executive Director; Non-Executive Chair from 13 July 2026	Appointed 23 February 2022

Biographical details of Incanthera Directors are shown on page 29.

Since the year end the following Directors have been appointed: Stuart Robertson, Chief Executive Officer, appointed 4 June 2026; Laura Brogden, Chief Financial Officer, appointed 13 July 2026; and Werner Bürki, Non-Executive Director, appointed 13 July 2026.

The Group maintained Directors' and Officers' liability insurance cover throughout the year.

Principal activities of the Group

Details of current and future trading as well as the principal risks and uncertainties are included in the Strategic Report.

Business Review and Key Performance Indicators

The review of the business, future trading and key performance indicators are covered in the Strategic and Financial Reports.

Financial results and dividends

The Group's results for the year ended 31 March 2026 are presented on page 47. The Group's net loss after tax for the year was £2,168k (2025: £1,997k).

Directors' interests in share options

Details of Directors' interests in shares, share options and service contracts are shown in the Directors' Remuneration Report.

Research and Development

The Group is continuing to research products in its chosen area.

Employee involvement

Employee involvement in the overall performance of the Group is encouraged through both formal and informal meetings which deal with a range of matters including the Group's financial performance, development progress and health and safety. Copies of the Annual Report and Interim Report are made available to all employees.

Financial Risk Management

Details of financial risk management are provided in Note 18 to the accounts.

Political and charitable donations

The Group made no political donations in the current or prior year.

Substantial shareholdings

On 16 September, the Company had received notification from the following financial institutions of their and their clients' interest in the following disclosable holdings, which represent 3% or more of the voting rights of the issued share capital of the Company:

Shareholders having a major interest	Number of shares held	% of issued share capital
Tyndall Investment Management	21,707,597	14.3%
North West Funds (Biomedical) LP	16,164,540	10.7%
Stuart Robertson	15,222,371	10.0%
Unicorn Asset Management	13,065,834	8.6%
University of Bradford	7,492,040	4.9%
Simon Ward	3,349,914	2.2%

Going concern

The directors have prepared detailed financial forecasts and cash flows for the group looking forward at least 12 months from the date of the approval of these financial statements. In preparing those forecasts, the Directors have made certain assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

Financial Position and Liquidity

On 31 March 2026, the Group had cash and cash equivalents of £4k. During the year the Group completed an institutional fundraise in June 2025, raising gross proceeds of £508,000 to support the commercialisation of skin+CELL. Revenues from the direct-to-consumer launch fell materially short of expectations, with revenue for the year of £12k, and the Group therefore ended the year with a limited cash position. Since the year end the Group has taken a number of steps to strengthen its funding and reduce its cash commitments, as set out below.

Assumptions and Economic Conditions

In preparing these forecasts, the Directors have made several key assumptions based on their view of current and future economic conditions expected to prevail over the forecast period. These assumptions include:

- Revenue generation at levels materially ahead of those achieved in the year under review, including from the supply agreement signed since the year end.
- Continued cost management to maintain operational efficiency, including the deferment of salaries during the year, the lower salary commitment carried by the new management structure, and the agreement of the Directors to take payment in share options rather than cash.

Since the year end the Group has secured additional funding. The Chief Executive Officer has made available a convertible loan note facility of up to £250,000, of which an initial £100,000 has been drawn, and in September 2026 the Group completed a further small fundraise raising gross proceeds of £355,000 through the issue of convertible loan notes, £105,000 of which having been received at the date of signing this report. Together with the cost actions described above, these provide additional funding headroom across the forecast period.

Risk Assessment and Sensitivity Analysis

The Directors have considered potential risks and uncertainties that could impact the Group and the parent company, including:

- Market volatility and economic fluctuations.
- Potential disruptions to revenue streams or increased costs.
- Quantum and timing of future financing event.

Revenue in the year under review was materially below budget and the Group has a limited trading history on which to base its forecasts, which assume a significant improvement in revenue over the forecast period. These circumstances give rise to a material uncertainty which may cast significant doubt on the Group's and parent company's ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. Sensitivity analysis has been performed on the key assumptions in the forecasts, including delayed and reduced revenue, to assess the Group's and parent company's ability to withstand adverse scenarios. The Directors confirm that the forecasts and assumptions represent their best estimate of the future development of the business.

Whilst positive progress has been made in relation to funding and cost reduction since the year end, the Directors have also considered the actions available to them should further fundraises not complete and sales remain below expectation. In that scenario the Board would seek to conserve cash by making further reductions in discretionary expenditure and by deferring or scaling back non-critical development, marketing and clinical activity. The Group would continue to defer salaries and to settle remuneration in share options rather than cash, and would seek extended payment terms with suppliers. The Directors would also be able to draw the undrawn balance of the convertible loan note facility made available by the Chief Executive Officer, and would seek to accelerate partnering, licensing or distribution transactions capable of generating up-front receipts, alongside other funding options including further equity or debt issuance. The Directors consider these actions to be within their control or reasonably achievable, but there can be no certainty that they would be sufficient, and accordingly the material uncertainty described above remains.

Conclusion

Having considered the forecasts, the cost actions taken, the funding secured since the year end and the further funding options available to it, the Directors have a reasonable expectation that the Group and the parent company will have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis. There remains a material uncertainty relating to the matters described above, and no adjustments have been made to the financial statements that would be necessary if the going concern basis of preparation were deemed inappropriate. See Note 2 on page 53.

Disclosure of information to auditor

In the case of each of the persons who are Directors of the Company at the date when this report is approved:

- so far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- each of the Directors has taken all steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Independent Auditors

Crowe UK LLP has indicated that it will seek reappointment as the Company's Auditor at the annual general meeting.

Annual General Meeting

The notice convening and giving details of the 2026 AGM of the Company to be held at 11am on Friday 13 November 2026, at the offices of Gateley Plc, 1 Paternoster Square, London EC4M 7DX has been sent to Shareholders.

Approved by the Board of Directors and signed on behalf of the Board.

A handwritten signature in black ink that reads "C D Murray". The signature is written in a cursive style, with the first letters of each word being capitalized. The signature is underlined.

Caroline Murray

Chair

28 September 2026

Incanthera plc
c/o Gateley Plc
Ship Canal House
98 King Street
Manchester
M2 4NH

Company registration number: 11026926

Financial Statements

Independent Auditor's Report

Independent Auditor's Report to the Members of Incanthera Plc

Opinion

We have audited the financial statements of Incanthera plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 31 March 2026, which comprise:

- the consolidated statement of comprehensive income for the year ended 31 March 2026;
- the consolidated and company statements of financial position as at 31 March 2026;
- the consolidated and company statements of cash flows for the year then ended;
- the consolidated and company statements of changes in equity for the year then ended; 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 financial statements is applicable law and UK-adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the Parent Company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

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 March 2026 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial statements which explains that the Group generated revenue of only £12,000 during the year ended 31 March 2026 and has a limited trading history on which to base forecasts. The directors' forecasts assume a significant increase in revenues over the going concern assessment period, including revenues expected to arise from commercial arrangements entered into since the year end.

The directors have secured additional funding since the year end through a convertible loan note facility and the issue of convertible loan notes and have forecast further funding cash inflows which are inherently uncertain. If forecast revenues are not achieved, the Group will require additional funding and/or working capital finance during the going concern period, the quantum and timing of which are uncertain.

These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern. Our 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 the following procedures:

- discussion with management in relation to the future plans of the company;
- reviewing activity after the year end to the date of signing of the financial statements;

- reviewing the directors' going concern assessment and cashflow forecasts that covers at least 12 months from the date of approval of the financial statements;
- evaluating the reliability of the data underpinning the cashflow forecasts;
- evaluated options available to management for further fundraising or additional sources of finance;
- considering potential downside scenarios and the resulting impact on funding requirements and the Group's ability to raise such funds and discussing with the Group's capital markets advisers the prospects for an additional fundraise, if required; and
- assessing the completeness and accuracy of the disclosures made on going concern in the annual report and financial statements

The going concern assessment period used by the Directors was at least 12 months from the date of the approval of the financial statements. We assessed the appropriateness of the approach, assumptions and arithmetic accuracy of the model used by management when performing their going concern assessment.

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

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 £89,000 (2025: £90,000), based on approximately 5% of loss before tax for the year. Materiality for the Parent Company financial statements as a whole was set at £74,660 (2025: £55,000) based on 5% loss before tax for the year.

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 £63,200 (2025: £63,000) for the Group and £50,560 (2025: £38,500) 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 £4,450 (2025: £4,500). 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 audit was scoped by obtaining an understanding of the Group and its environment, including the Group's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components. The Group comprises the parent company, R&D Limited, Skin and Cell AG and Therapeutics Limited. The parent company was subject to a full scope audit, and our audit was conducted from the UK. The consolidation was also subject to a full scope audit. R&D Limited and Skin and Cell AG were audited for the purpose of consolidation into the Group accounts. Therapeutics Limited is a dormant company therefore no work was performed in relation to this entity.

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.

We identified going concern and inventory valuation as a key audit matters and have detailed our response in the material uncertainty relating to going concern section and in the table below.

Key audit matter – valuation of inventory	How the matter was addressed in the audit
As described in note 12, the Group held inventory of £604k at 31 March 2026, after recognising a provision of £312k. Inventories are carried at the lower of cost and net realisable value. The assessment of net realisable value requires significant judgement because the recoverability of inventory depends on future demand for inventory, the expected timing and level of sales through the wholesale distribution arrangement with iSmart, product shelf life and the costs necessary to sell the products. At the date of approval of the financial statements, there remained uncertainty over the timing and quantum of future sales, and limited historical trading evidence on which to assess demand. There is therefore a risk that the assumptions used in calculating the inventory provision are optimistic and that inventory is carried above its recoverable amount. Given the magnitude of the balance and the degree of management judgement involved, we considered the valuation of inventory to be a key audit matter.	Our audit procedures included: • obtaining an understanding of management’s process and controls for identifying obsolete or short-dated inventory and determining the related provision; • assessing whether management’s inventory valuation methodology was consistent with the requirements to measure inventory at the lower of cost and net realisable value; • agreeing inventory quantities to underlying records and obtaining audit evidence over quantities held by third-party warehouses, including evaluating the reliability of confirmations received; • testing, on a sample basis, the cost of inventory to supporting purchase and production documentation; • challenging the key assumptions used in management’s provision assessment, including forecasted sales volumes, selling prices, product shelf lives, future demand and costs necessary to complete the wholesale and direct-to-consumer sales; • comparing forward-looking sales assumptions to the minimum order quantities in the signed distribution agreement. • Reviewing correspondence with the distributor to understand potential order quantities. performing sensitivity analysis to assess the effect of reasonably possible changes in the key assumptions and considering whether contrary evidence indicated possible management bias; and • assessing whether the disclosures in the financial statements appropriately explained the judgements, estimation uncertainty and sensitivity associated with the inventory provision.
Key observations	Based on the procedures performed and the recognition of an additional inventory provision, we considered the inventory and the related disclosures to be reasonable in the context of the financial statements as a whole. However. The distribution agreement is in its early stages and if actual orders are lower than expected a further impairment may be required.

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.

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 directors' report and strategic report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In 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 33, 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.

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 company and the procedures in place for ensuring compliance in the jurisdiction where the Group and company operate, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and relevant tax legislation.

We assessed the nature of the Group's business, the control environment and performance to date when evaluating the incentives and opportunities to commit fraud.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management to manipulate financial reporting and misappropriate funds. Our procedures to address the risk of management override included:

- enquiries of management about their own identification and assessment of the risks of irregularities, including any non-compliance with laws or regulations, or any potential claims of fraud;
- reviewing minutes of board meetings throughout the period;

- reviewing the system for the generation, authorisation and posting of journal entries;
- obtaining supporting evidence for a risk-based sample of journals, derived using a data analytics tool;
- considering significant estimates and judgements made by management for evidence of bias, and performing retrospective reviews where applicable;
- considering audit adjustments identified from our audit work for evidence of bias in reporting;
- audit of significant transactions outside the normal course of business, or those that appear to be unusual; and
- reviewing the other information presented in the annual report for fair presentation and consistency with the audited financial statements and the information available to us as the auditors.

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). 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.

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

55 Ludgate Hill

London

28 September 2026

Consolidated Statement of Comprehensive Income

for the year ended 31 March 2026

		Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
	Notes		
Revenue	3	12	-
Direct Costs		(368)	-
Gross loss		(356)	-
Operating expenses			
Operating expenses	4	(1,889)	(1,783)
Share based compensation	17	(31)	(214)
Total operating expenses	4	(1,920)	(1,997)
Operating loss	4	(2,276)	(1,997)
Finance income		108	-
Loss on ordinary activities before taxation		(2,168)	(1,997)
Taxation	7	-	-
Loss and total comprehensive expense attributable to equity holders of the parent for the year		(2,168)	(1,997)
Loss per share attributable to equity holders of the parent (pence)			
Loss per share – basic and diluted	8	(1.62)	(1.77)

Consolidated and Company Statements of Financial Position

as at 31 March 2026

		Group		Company	
		As at	As at	As at	As at
		31 March 2026	31 March 2025	31 March 2026	31 March 2025
	Notes	£'000	£'000	£'000	£'000
ASSETS					
Non-current assets					
Property, plant and equipment	9	2	3	-	-
Intangible assets	10	5	7	-	-
Investments in and loans to subsidiaries	11	-	-	-	-
Total non-current assets		7	10	-	-
Current assets					
Inventory & WIP	12	604	869	-	-
Trade and other receivables	13	418	741	13	163
Cash and cash equivalents	14	4	80	2	79
Total current assets		1,026	1,690	15	242
Total assets		1,033	1,700	15	242
LIABILITIES AND EQUITY					
Current liabilities					
Trade and other payables	15	1,508	547	1,097	393
Total current liabilities		1,508	547	1,097	393
Equity					
Ordinary shares	16	2,759	2,427	2,759	2,427
Share premium	16	9,063	8,903	9,063	8,903
Reorganisation reserve	16	2,715	2,715	-	-
Warrant reserve	16	726	1,294	725	708
Share based compensation	16	423	391	423	391
Retained deficit	16	(16,160)	(14,577)	(14,052)	(12,580)
Total equity attributable to equity holders of the parent		(475)	1,153	(1,082)	(151)
Total liabilities and equity		1,033	1,700	15	242

As permitted by s408 of the Companies Act 2006, Incanthera Plc has not presented its own income statement. The loss for the financial year within the financial statements of the parent company was £1,472k , (2025: £4,428k).

The financial statements on pages 47 to 70 were approved by the Board of Directors and authorised for issue on 28 September 2026 and were signed on its behalf by:


Stuart Robertson

Chief Executive Officer

28 September 2026

Incanthera plc

Registered number: 11026926

Consolidated Statement of Changes in Equity

for the year ended 31 March 2026

	Ordinary shares	Share premium	Reorganisation reserve	Warrant reserve	Share based compensation	Retained deficit	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 31 March 2024	1,842	5,954	2,715	1,185	319	(12,580)	(565)
Total comprehensive expense for the period	—	—	—	—	—	(1,997)	(1,997)
Transactions with owners							
Share issue – in lieu of creditors	89	291	—	—	—	—	380
Warrants issued	148	551	—	—	—	—	699
Share issue – Investment Jun 24	348	1,999	—	—	—	—	2,347
Warrant extension	—	—	—	75	—	—	75
Share based compensation – share options	—	108	—	34	72	—	214
Total transactions with owners	585	2,949	—	109	72	—	3,715
Balance at 31 March 2025	2,427	8,903	2,715	1,294	391	(14,577)	1,153
Total comprehensive expense for the period	—	—	—	—	—	(2,168)	(2,168)
Transactions with owners							
Share issue – in lieu of creditors	46	34	—	—	—	—	80
Share issue – Investment Jul 25	286	143	—	—	—	—	429
Lapsed warrants	—	—	—	(585)	—	585	—
Share based compensation – share options and warrants	—	(17)	—	17	32	—	32
Total transactions with owners	332	160	—	(568)	32	585	541
Balance at 31 March 2026	2,759	9,063	2,715	726	423	(16,160)	(475)

Company Statement of Changes in Equity

for the year ended 31 March 2026

	Ordinary shares	Share premium	Warrant reserve	Share based compensation	Retained deficit	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 31 March 2024	1,842	5,954	599	319	(8,152)	562
Total comprehensive expense for the period	—	—	—	—	(4,428)	(4,428)
Transactions with owners						
Share issue – in lieu of creditors	89	291	-	-	-	380
Warrants issued	148	551	-	-	-	699
Share issue – Investment Jun 24	348	1,999	-	-	-	2,347
Warrant extension	-	-	75	-	-	75
Share based compensation – share options	-	108	34	72	-	214
Total transactions with owners	585	2,949	109	72	-	3,715
Balance at 31 March 2025	2,427	8,903	708	391	(12,580)	(151)
Total comprehensive expense for the period	—	—	—	—	(1,472)	(1,472)
Transactions with owners						
Share issue – in lieu of creditors	46	34	-	-	-	80
Share issue – Investment Jul 25	286	143	-	-	-	429
Lapsed warrants	-	-	-	-	-	-
Share based compensation – share options	-	(17)	17	32	-	32
Total transactions with owners	332	160	17	32	-	541
Balance at 31 March 2026	2,759	9,063	725	423	(14,052)	(1,082)

Consolidated and Company Statements of Cash Flows

for the year ended 31 March 2026

	Group		Company	
	Year ended 31 March 2026	Year ended 31 March 2025	Year ended 31 March 2026	Year ended 31 March 2025
	£'000	£'000	£'000	£'000
Cash flows from operating activities				
Loss before taxation	(2,168)	(1,997)	(1,472)	(4,428)
Non cash charges	-	-	-	-
Depreciation and amortisation	3	58	-	-
Impairment	-	-	692	3,661
Share based compensation	31	214	31	214
	(2,134)	(1,725)	(749)	(553)
Changes in working capital				
Decrease/(increase) in inventory and WIP	265	(869)	-	-
Decrease/(increase) in trade and other receivables	323	(697)	151	(159)
Increase/(decrease) in trade and other payables	1,041	196	92	(2,386)
Sum of Working Capital Changes	1,629	(1,370)	243	(2,545)
Net cash used in operating activities	(504)	(3,095)	(506)	(3,098)
Cash flows (used in)/generated from investing activities				
Acquisition of fixed assets	-	(7)	-	-
Net cash (used in)/generated from investing activities	-	(7)	-	-
Cash flows from financing activities				
Proceeds from warrant extension	-	75	-	75
Proceeds from issue of shares	500	3,342	500	3,342
Issue costs	(72)	(296)	(72)	(296)
Net cash generated from financing activities	428	3,121	428	3,121
Movements in cash and cash equivalents in the period	(76)	19	(77)	23
Cash and cash equivalents at start of period	80	61	79	56
Cash and cash equivalents at end of period	4	80	2	79

Notes to the Financial Statements

1. General Information

Incanthera plc ('the Company') is a public limited company, limited by shares, incorporated in England and Wales and is admitted to trading on the Apex Market of the AQSE Exchange, under the symbol INC. The address of its registered office is 98 King Street, Manchester, England, M2 4NH and the registered company number is 11026926. The principal activity of the Company is discovery and development of innovative technologies in dermatology and oncology.

2. Significant Accounting Policies and Basis of Preparation

Basis of preparation

The consolidated financial statements have been prepared in accordance with UK adopted International Financial Accounting Standards ('IFRS'), IFRIC interpretations and the Companies Act 2006 applicable to companies operating under IFRS.

The consolidated financial statements are presented in Sterling (£) and rounded to the nearest £000. This is the predominant functional currency of the Group and is the currency of the primary economic environment in which it operates. Foreign transactions are accounted in accordance with the policies set out below.

Basis of consolidation

The financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company has the power over the investee; is exposed, or has rights, to variable return from its involvement with the investee; and, has the ability to use its power to affect its returns. The Company reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the period are included in the Consolidated Statement of Comprehensive Income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Going concern

As part of their going concern review the directors have prepared detailed financial forecasts and cash flows covering a period of at least 12 months from the date of approval of these financial statements. In preparing these forecasts, the Directors have made certain assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. In preparing these forecasts, the Directors have made several key assumptions based on their view of current and future economic conditions expected to prevail over the forecast period. These assumptions include:

- Revenue generation at levels materially ahead of those achieved in the year under review, including from the supply agreement signed since the year end.
- Continued cost management to maintain operational efficiency, including the deferment of salaries during the year, the lower salary commitment carried by the new management structure, and the agreement of the Directors to take payment in share options rather than cash.

Since the year end the Group has secured additional funding. The Chief Executive Officer has made available a convertible loan note facility of up to £250,000, of which an initial £100,000 has been drawn, and in September 2026 the Group completed a further fundraise raising gross proceeds of £355,000 from the issue of convertible loan notes, £105,000 having been received at the date of signing this report, see note 22. Together with the cost actions described above, these provide additional funding headroom across the forecast period.

Risk Assessment and Sensitivity Analysis

The Directors have considered potential risks and uncertainties that could impact the Group and parent company, including:

- Market volatility and economic fluctuations.
- Potential disruptions to revenue streams or increased costs.
- Quantum and timing of future financing event

Revenue in the year under review was materially below budget and the Group has a limited trading history on which to base its forecasts, which assume a significant improvement in revenue over the forecast period. This fact combined with the inherent uncertainty in quantity and timing of a future funding event give rise to a material uncertainty which may cast significant doubt on the Group's and parent company's ability to continue as a going concern and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. Sensitivity analysis has been performed on the key assumptions in the forecasts, including delayed and reduced revenue, to assess the Group's and parent company's ability to withstand adverse scenarios. The Directors confirm that the forecasts and assumptions represent their best estimate of the future development of the business.

Having considered the forecasts, the cost actions taken, the funding secured since the year end and the further funding options available to it, the Directors have a reasonable expectation that the Group and parent company will have adequate resources to continue in operational existence for the foreseeable future. In addition mitigating actions can be taken if estimates made are incorrect including, additional fund raise events and cashflow from CEO under the convertible loan note agreement. Accordingly, the financial statements have been prepared on a going concern basis. The material uncertainty described above has not been eliminated, and no adjustments have been made to the financial statements that would be necessary if the going concern basis of preparation were deemed inappropriate

The Directors are aware of the risks and uncertainties facing the business and the assumptions used in the forecasts are the Directors' best estimate of the future development of the business.

At 31 March 2026, the Group had cash and cash equivalents of £4k.

Currencies

Functional and presentational currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or at an average rate for a period if the rates do not fluctuate significantly. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Intangible assets

Intangible assets with finite useful lives that are acquired externally are carried at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives as below. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Licences – 10–20 years

An impairment review is performed annually.

Intangible assets acquired either as part of a business combination or from contractual or other legal rights are recognised separately from goodwill provided they are separable and their fair value can be measured reliably. This includes the costs associated with acquiring and registering patents in respect of intellectual property rights.

Where intangible assets recognised have finite lives, after initial recognition their carrying value is amortised on a straight line basis over those lives. The nature of those intangibles recognised and their estimated useful lives are as follows:

Patents – straight line over remaining useful life, up to 20 years

IP assets – straight line over remaining useful life, up to 20 years

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Office equipment – 33% straight line

Furniture, fixtures and fittings – 33% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Comprehensive Income.

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment 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).

Revenue

Revenue represents the consideration received or receivable for the sale of the Group's skincare products to customers, stated net of value added tax, returns, rebates and discounts.

Revenue is recognised in accordance with IFRS 15 'Revenue from Contracts with Customers'. The Group's revenue arises from direct-to-consumer sales of its skincare products through its online platform. The Group applies the five-step model in IFRS 15: identifying the contract with the customer; identifying the performance obligations in the contract; determining the transaction price; allocating the transaction price to the performance obligations; and recognising revenue when (or as) each performance obligation is satisfied.

A contract with a customer is established when an order is placed and accepted through the online platform and payment is taken. The Group's only performance obligation is to deliver the goods ordered. The transaction price is the amount of consideration specified at the point of sale, net of value added tax and any promotional discounts. Sales are denominated in Swiss Francs (CHF) and are translated into sterling at the exchange rate prevailing at the date of the transaction.

Revenue is recognised at the point in time at which control of the goods transfers to the customer, which the Directors have determined to be on delivery of the goods to the customer. Consideration is collected at the point the order is placed; amounts received in respect of orders not yet delivered at the reporting date are deferred and recognised as a contract liability within trade and other payables, and are released to revenue on delivery.

The Group acts as principal in its contracts with customers, being primarily responsible for fulfilling the promise to provide the goods and being exposed to inventory risk, and accordingly recognises revenue at the gross amount of consideration. Fees charged by third-party online platform and payment-processing providers are recognised within operating expenses.

Customers may return goods in accordance with the Group's published returns policy. Revenue is recognised net of an estimate of expected returns, with a corresponding refund liability and a right to recover the returned goods recognised where material. No significant financing component arises, as payment is received at or near the point of sale.

Research and development expenditure

Careful judgement by the Directors is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain until such time as technical viability has been proven and commercial supply agreements are likely to be achieved. Judgements are based on the information available at each reporting date which includes the progress with testing and certification and progress on, for example, establishment of commercial arrangements with third parties. In addition, all internal activities related to research and development of new products are continuously monitored by the Directors.

Inventory and Work in Progress

Inventories and work in progress are stated at the lower of cost and net realisable value. Cost includes all direct costs of purchase, costs of conversion (including a proportion of production overheads where applicable), and other costs incurred in bringing the inventories to their present location and condition.

For manufactured products, cost includes production costs from our manufacturing partner. Net realisable value is the estimated expected selling price in the ordinary course of business, less applicable variable selling expenses and costs to complete.

Since the company has not yet made any sales, net realisable value is based on expected selling prices and sales volumes after launch. The directors have considered the viability of the product range, marketing plans, and shelf life in concluding that inventory is in the most part recoverable, with some impairment charge being applicable at the reporting date in recognition of some specific, shorter shelf life products.

Where inventories are held in a foreign currency, they are translated into sterling at the exchange rate ruling at the date of the transaction. At the reporting date, monetary items are retranslated at the closing rate. Exchange differences arising on retranslation are recognised in the statement of profit or loss in accordance with IAS 21 The Effects of Changes in Foreign Exchange Rates.

Income tax

The tax expense or credit represents the sum of the tax currently payable or recoverable and the movement in deferred tax assets and liabilities.

(a) Current income tax

Current tax, including R&D tax credits, is based on taxable income for the period and any adjustment to tax from previous periods. Taxable income differs from net income in the Consolidated Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods or that are never taxable or deductible. The calculation uses the latest tax rates for the period that have been enacted or substantively enacted by the dates of the Consolidated Statement of Financial Position.

(b) Deferred tax

Deferred tax is calculated at the latest tax rates that have been substantially enacted by the reporting date that are expected to apply when settled. It is charged or credited in the Consolidated Statement of Comprehensive Income, except when it relates to items credited or charged directly to equity, in which case it is also dealt with in equity.

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 income and is accounted for using the liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable income will be available against which the asset can be utilised. Such assets are reduced to the extent that it is no longer probable that the asset can be utilised.

Deferred tax has not been recognised in relation to goodwill arising from business combinations.

Deferred tax assets and liabilities are offset when there is a legal right to offset current tax assets and liabilities, and when the deferred tax assets and liabilities relate to taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Deferred tax assets are not recognised due to uncertainty concerning crystallisation.

Payroll expense and related contributions

Wages, salaries, payroll tax, paid annual leave and sick leave, bonuses, and non-monetary benefits are accrued in the period in which the associated services are rendered.

Pension costs

The Group makes contributions to the private pension schemes of Directors and employees.

Share-based compensation

The Group issues share based payments to certain employees and Directors and warrants have been issued to certain suppliers. Equity-settled share-based payments are measured at fair value at the date of grant and expensed on a straight-line basis over the vesting period, along with a corresponding increase in equity.

At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market based vesting conditions. The impact of any revision is recognised in the Consolidated Statement of Comprehensive Income, with a corresponding adjustment to equity reserves.

The fair value of share options and warrants are determined using a Black-Scholes model, taking into consideration the best estimate of the expected life of the option or warrant and the estimated number of shares that will eventually vest.

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of operating segments.

The Directors consider that there are no identifiable business segments that are subject to risks and returns different to the core business. The information reported to the Directors, for the purposes of resource allocation and assessment of performance is based wholly on the overall activities of the Group. The Group has therefore determined that it has only one reportable segment under IFRS 8.

The results and assets for this segment can be determined by reference to the Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position.

Group reorganisation accounting

The Company acquired its 100% interest in Incanthera Research and Development Limited ('Incanthera') by way of a share for share exchange. This is a business combination involving entities under common control and the consolidated financial statements are issued in the name of the Group but they are a continuance of those of Incanthera. Therefore, the assets and liabilities of Incanthera have been recognised and measured in these consolidated financial statements at their pre combination carrying values. The retained earnings and other equity balances recognised in these consolidated financial statements are the retained earnings and other equity balances of the Company and Incanthera. The equity structure appearing in these consolidated financial statements (the number and the type of equity instruments issued) reflect the equity structure of the Company including equity instruments issued by the Company to effect the consolidation.

The difference between consideration given and net assets of Incanthera at the date of acquisition is included in a group reorganisation reserve.

The Company acquired its 100% interest in Skin and Cell AG (skin+CELL) by way of a cash consideration of CHF100,000, on the 12th December 2023. This is a business combination involving entities under common control and the consolidated financial statements are issued in the name of the Group but they are a continuance of those of skin+CELL. Therefore, the assets and liabilities of skin+CELL have been recognised and measured in these consolidated financial statements at their pre combination carrying values. The retained earnings and other equity balances recognised in these consolidated financial statements are the retained earnings and other equity balances of the Company and skin+CELL. The equity structure appearing in these consolidated financial statements (the number and the type of equity instruments issued) reflect the equity structure of the Company including equity instruments issued by the Company to effect the consolidation.

The difference between consideration given and net assets of skin+CELL at the date of acquisition is included in a group reorganisation reserve.

Investment in subsidiaries

Investment in subsidiaries are shown in the Company balance sheet at cost and are reviewed annually for impairment.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's Consolidated Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Trade and other receivables

Trade receivables, which generally have 30-to-60-day terms, are measured at amortised cost. Loss allowances for trade receivables are measured at an amount equal to a lifetime expected credit loss ("ECL"). Lifetime ECLs are the ECLs that result from all possible default events over the expected life of the receivables. ECLs are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls. The gross carrying amount of trade receivables are written off to the extent that there is no realistic prospect of recovery.

Cash, cash equivalents and short-term investments

Cash and cash equivalents consist of cash on hand, demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade and other payables

Trade and other payables are not interest-bearing and are stated at nominal value.

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Group are recognised as the proceeds received, net of direct issue costs.

Financial risk management

Financial risk factors

The Group's activities expose it to certain financial risks: market risk, credit risk and liquidity risk. The overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the Directors, who identify and evaluate financial risks in close co-operation with key staff.

(a) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as competitor pricing, interest rates, foreign exchange rates (see Note 18).

(b) Credit risk

Credit risk is the financial loss to the Group if a customer or counterparty to financial instruments fails to meet its contractual obligation. Credit risk arises from the Group's cash and cash equivalents, and receivables balances.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. This risk relates to the Group's prudent liquidity risk management and implies maintaining sufficient cash. The Directors monitor rolling forecasts of the Group's liquidity, and cash and cash equivalents based on expected cash flow.

The maturity profile of the Group's financial liabilities at 31 March 2026 based on contractual undiscounted payments consist of Trade and other payables, all of which are due within three months

The directors consider that the carrying amount of the financial liabilities approximate to their fair value.

Capital risk management

The Group to date has been funded by equity. The components of shareholders' equity are:

- (a) The share capital and share premium account arising on the issue of shares.
- (b) Reorganisation reserve, which was created as a result of the acquisition by the Company of the entire issued share capital of Incanthera Research and Development Limited on 26 February 2020 and of Skin and Cell AG on the 12 December 2023. This reserve is not considered to be distributable.
- (c) The share based compensation reserve results from the Group's grant of equity-settled share options to selected employees and Directors.
- (d) The retained deficit reflecting comprehensive loss to date.

The Group's objective when managing capital is to maintain adequate financial flexibility to preserve its ability to meet financial obligations, both current and long term. The capital structure of the Group is managed and adjusted to reflect changes in economic conditions. The Group funds its expenditures on commitments from existing cash and cash equivalent balances, primarily received from issuances of shareholders' equity. There are no externally imposed capital requirements. Financing decisions are made based on forecasts of the expected timing and level of capital and operating expenditure required to meet the Group's commitments and development plans.

Fair value estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values because of the short term nature of such assets and the effect of discounting liabilities is negligible.

Judgements

Judgements made in applying the Group's accounting policies that have the most significant impact on the amounts recognised in the financial statements are:

- **Intangible Assets**

The assessment of the future economic benefits generated by these separately identifiable intangible assets and the determination of its amortisation profile involve a significant degree of judgement based on management estimation of future potential revenue and profit and the useful life of the assets. Reviews are performed regularly to ensure the recoverability of these intangible assets.

- **Inventory provision**

The Group held finished goods inventory with a gross cost of £916,000 and a net carrying value of £604,000 at 31 March 2026 (2025: £869,000), against revenue recognised in the year of £12,000. Assessing the net realisable value of that inventory requires a significant degree of judgement, principally as to the volume of product expected to be sold within its remaining shelf life, the channels and price points through which it will be sold following the move to a partnership-led distribution model, and the extent to which changes to packaging or formulation arising from the integration of the skin+CELL and énielle brands may render existing stock unsaleable. Management has assessed the carrying value of inventory by reference to forecast sales volumes, agreed and prospective distribution arrangements and product expiry dates, and has recognised a provision of £312,000 (2025: £nil) to write inventory down to net realisable value. A change in the assumptions applied, in particular to forecast sales volumes, could result in a materially different provision and a corresponding adjustment to the carrying value of inventory disclosed in note 12. A reduction in forecast sales of 10% per year would result in additional provision of £17,000.

Estimates

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below.

- **Impairment of amounts due from subsidiaries**

Receivables from subsidiaries are tested for impairment using an expected credit loss model. This requires estimation of the probability of default, the exposure at default and the loss given default in order to calculate the expected credit loss of the loans to subsidiaries. Receivables from the subsidiary represents interest free amounts advanced to Group companies with no fixed repayment dates, being amounts due from Incanthera plc advanced to support the Group's research expenditure. In accordance with IFRS 9 'Financial Instruments', where the counterparty would not be able to repay the loan if demanded at the reporting date, the Company has made an assessment of expected credit losses.

- **Inventory recoverability and assessment of future sales channels**

The Group's inventory of skin+CELL products is carried at £604,000, after recognising an inventory provision of £311,000 during the year.

Management exercised significant judgement in determining the level of the inventory provision, in particular in assessing whether the inventory can be recovered through future sales channels. Given the limited historic sales of the skin+CELL range, management considered whether the inventory had become obsolete or commercially impaired.

Significant judgement was also required to assess whether the distribution agreement recently entered into with iSmart Developments Limited provides persuasive evidence that the inventory will be recovered. In reaching this judgement, management took into account the minimum order commitments set out in the agreement, the distributor's commercial standing, the strategic relationship between the two parties, and market research and consumer studies indicating that skin+CELL products are complementary to iSmart's LED technology products.

The key source of estimation uncertainty is the volume and timing of sales expected through the newly established iSmart distribution channel.

As the iSmart agreement is at an early stage and no orders have yet been received, the estimate is based on a risk-adjusted view of the minimum sales volumes set out in the contract over its term.

The carrying value of the inventory is therefore subject to inherent uncertainty.

Further inventory provisions may be required in future periods if forecast sales volumes fall significantly, realised selling prices are lower than expected, or future orders are delayed.

- **Taxation**

In recognising income tax assets and liabilities, management makes estimates of the likely outcome of decisions by tax authorities on transactions and events whose treatment for tax purposes is uncertain. Where the final outcome of such matters is different, or expected to be different, from previous assessments made by management, a change to the carrying value of income tax assets and liabilities will be recorded in the period in which such a determination is made. The carrying values of current tax are disclosed separately in the statement of financial position.

- **Share based payment charge**

Historically the Group issued a number of share options to certain employees. A Black-Scholes model was used to calculate the appropriate charge for these periods. The use of this model to calculate a charge involves using a number of estimates and judgements to establish the appropriate inputs to be entered into the model, covering areas such as the use of an appropriate interest rate and dividend rate, exercise restrictions and behavioural considerations. A significant element of judgement is therefore involved in the calculation of the charge. The total charge recognised in the year to 31 March 2026 was £31k (year to 31 March 2025: £214k).

New standards, amendments and interpretations

New standards are not expected to impact the Company as they are either not relevant to the Company's activities or require accounting which is consistent with the Company's current accounting policies.

The Directors have considered those standards and interpretations which have not been applied in these financial statements but which are relevant to the Company's operations that are in issue but not yet effective and do not consider that they will have a material effect on the future results of the Company.

3. Revenue Recognition

All of the Group's revenue is derived from the sale of skincare products direct to consumers through its online platform. Revenue is recognised at a point in time when control of the goods transfers to the customer, being on delivery of the goods, as set out in the accounting policies above.

Revenue recognised in the year amounted to £12,000 (2025: £nil).

The Group comprises a single operating segment and earns revenue from a single product category. Revenue is disaggregated by the geographical market in which customers are located, as follows: United Kingdom £11,935; United States £65; total £12,000 (2025: £nil).

There were no contract assets at the reporting date. Contract liabilities in respect of orders not yet fulfilled are included within trade and other payables (2025: £nil).

4. Operating Loss

An analysis of the Group's operating loss has been arrived at after charging/(crediting):

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Operating expenses:		
Research and development	321	393
Staff costs (see note 6)	106	138
Establishment and general:		
Staff costs (see note 6)	807	1,105
Advertising and marketing	189	65
Depreciation of property, plant and equipment	2	2
Amortisation of Intangible Assets	1	56
Other administrative expenses	494	238
Total operating expenses	1,920	1,997

The Group has one reportable segment, namely the development of dermatology and pharmaceutical product, within the United Kingdom and Switzerland.

5. Auditor's Remuneration

The analysis of the auditor's remuneration is as follows:

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Fees payable to the Group's auditors for the audit of:		
the consolidated and Company annual accounts	55	50
the subsidiary's annual accounts	-	-
Total audit fees	55	50
Audit related services		
Total audit related fees	-	-
Other services	-	-
Total non-audit fees	-	-

6. Employees and Directors

The average monthly number of persons (including Executive Directors) employed by the Group was:

	Group		Company	
	Year	Year	Year	Year
	ended	ended	ended	ended
	31 March	31 March	31 March	31 March
	2026	2025	2026	2025
	Number	Number	Number	Number
Directors	2	2	2	2
Management Team	2	2	2	2
Non-Executive	2	2	2	2
R&D	2	2	-	-
Average total persons employed	8	8	6	6

As at 31 March 2026 the Group had 8 employees (31 March 2025: 8).

Staff costs in respect of these employees were:

	Group		Company	
	Year	Year	Year	Year
	ended	ended	ended	ended
	31-Mar	31-Mar	31-Mar	31-Mar
	2026	2025	2026	2025
	£'000	£'000	£'000	£'000
Wages and salaries	733	988	647	874
Employers National Insurance	95	122	85	108
Pension contributions	53	61	51	56
Share-based payments	32	72	32	67
Total employee costs	913	1,243	815	1,106

The Group makes contributions to the private pension schemes of Directors and employees.

The total remuneration of the highest paid Director excluding grants of share options was £230,410 (31 March 2025: £311,504).

The Directors have the authority and responsibility for planning, directing and controlling, directly or indirectly, the activities of the Group and they therefore comprise key management personnel as defined by IAS 24.

Aggregate emoluments of 4 Directors of Incanthera Plc:

	Group and Company	
	Year ended	Year ended
	31 March	31 March
	2026	2025
	£'000	£'000
Salaries and other short-term employee benefits	445	604
Employer's National Insurance	58	75
Pension contributions	36	36
Total remuneration including vesting of share options	539	716
Aggregate emoluments of 5 Directors within the group:		
Salaries and other short-term employee benefits	512	657
Employer's National Insurance	67	82
Pension contributions	43	43
Options vesting under share option schemes	—	—
Total remuneration including vesting of share options	622	781

Directors' emoluments include amounts payable to third parties as described in Note 19.

7. Taxation

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Current tax		
R&D tax credit	-	-
Net tax credit	-	-

The tax credit for each period can be reconciled to the loss per Consolidated Statement of Comprehensive Income as follows:

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Loss on ordinary activities before taxation	(2,168)	(1,997)
Loss before tax at the effective rate of corporation tax in the United Kingdom of 25% (2025: 25%)	(542)	(499)
Effects of:		
Non-deductible expenses	46	76
Losses not recognised	496	423
R&D tax credit	-	-
Tax credit for the year	-	-

The Incanthera Group also has a deferred tax asset being accelerated capital allowances, for which the tax, measured at a standard rate of 25% (2025: 25%) is £11,000 (2025: £14,000), arising on gross deductible temporary differences of £44,000 (2025: £56,000) which have no expiry date. This deferred tax asset has not been recognised due to the uncertainty over the generation of sufficient future taxable profits against which it could be utilised.

The Incanthera Group has a deferred tax asset for share-based payments, for which the tax, measured at a standard rate 25% (2025: 25%) is £296,000 (2025: £281,000), arising on gross deductible temporary differences of £1,184,000 (2025: £1,124,000) which have no expiry date. This deferred tax asset has not been recognised due to the uncertainty over the generation of sufficient future taxable profits against which it could be utilised.

The Group also has gross unused trading tax losses of £12,177,000 (2025: £10,168,000) for which no deferred tax asset has been recognised, representing an unrecognised deferred tax asset of £3,044,000 (2025: £2,542,000) measured at the standard rate of 25% (2025: 25%). Under current UK tax legislation these losses may be carried forward indefinitely and therefore have no expiry date, although their future utilisation is subject to the UK corporate loss restriction rules. The net deferred tax asset of £307,000 (2025: £295,000) has not been recognised in respect of these losses due to the uncertainty over the generation and timing of sufficient future taxable profits.

8. Loss per Share

Basic loss per share is calculated by dividing the loss for the period attributable to equity holders by the weighted average number of ordinary shares outstanding during the year.

As at 31 March 2026, the Group had 15,344,304 (2025: 20,890,689) share options, warrants and subscriptions outstanding which are potentially dilutive.

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

	Year ended 31 March 2026 £'000	Year ended 31 March 2025 £'000
Loss for the year attributable to equity holders for basic loss and adjusted for the effects of dilution	(2,168)	(1,997)

	Year ended 31 March 2026 Number	Year ended 31 March 2025 Number
Weighted average number of ordinary shares for basic loss per share	133,540,422	112,595,162
Effects of dilution:		
Share options	–	–
Weighted average number of ordinary shares adjusted for the effects of dilution	133,540,422	112,595,162

	Year ended 31 March 2026 Pence	Year ended 31 March 2025 Pence
Loss per share – basic and diluted	(1.62)	(1.77)

The loss and the weighted average number of ordinary shares for the years ended 31 March 2025 and 2026 used for calculating the diluted loss per share are identical to those for the basic loss per share. This is because the outstanding share options would have the effect of reducing the loss per ordinary share and would therefore not be dilutive under the terms of International Accounting Standard ('IAS') No 33.

9. Property, Plant and Equipment

Group	Office Equipment, fixture and fittings £'000	Plant & Machine ry £'000	Total £'000
Cost			
At 31 March 2024	52	-	52
Additions	1	1	2
At 31 March 2025	53	1	54
Additions	-	-	-
At 31 March 2026	53	1	54
Accumulated Depreciation			
At 31 March 2024	49	-	49
Charge for the period	2	-	2
At 31 March 2025	51	-	51
Charge for the period	1	-	1
At 31 March 2026	52	-	52
Net Book Value			
At 31 March 2024	3	-	3
At 31 March 2025	2	1	3
At 31 March 2026	1	1	2

Depreciation is charged to operating expenses.

10. Intangible Assets

	Group	Patents £'000	IP Assets £'000	Website £'000	Total £'000
Cost					
At 31 March 2024		988	475	-	1,463
Additions		-	-	5	5
Disposals		(438)	(137)	-	(575)
At 31 March 2025		550	338	5	893
Disposals		(550)	-	-	(550)
At 31 March 2026		-	338	5	343
Amortisation and impairment					
At 31 March 2024		930	475	-	1,405
Disposals		(382)	(137)	-	(519)
At 31 March 2025		548	338	-	886
Disposals		(548)	-	-	(548)
At 31 March 2026		-	338	-	338
Net Book Value					
At 31 March 2024		58	0		58
At 31 March 2025		2	0	5	7
At 31 March 2026		0	0	5	5

Patents are amortised on a straight-line basis over twenty years. Amortisation provided during the period is recognised in administrative expenses. The Incanthera Group does not believe that any of its patents in isolation is material to the business.

New IP assets are amortised on a straight-line basis over the estimated economic life of the underlying assets, based on the life span of applicable patents. Amortisation provided during the period is recognised in administrative expenses. There are no capitalised IP assets at the 31 March 2026.

The Group reviewed the amortisation period and the amortisation method for the intangible assets at the end of the reporting period and considered them appropriate.

The Group continually monitors events and changes in circumstances that could indicate that the intangible assets may be impaired.. The Group has given consideration to assets which have been fully assigned and the resulting removal of control over the assets future development. The group retains future rights to all assigned intellectual property.

11. Investments in and loans to subsidiaries

The consolidated financial statements of the Group as at 31 March 2026 include:

Name of subsidiary	Class of share	Place of incorporation	Principle activities	Proportion of ownership interest	Proportion of voting rights held
Incanthera Research and Development Limited	Ordinary	United Kingdom	Research and development	100%	100%
Skin+CELL AG	Ordinary	Switzerland	Distribution	100%	100%
Incanthera Therapeutics Limited*	Ordinary	United Kingdom	Research and development	100%	100%

* dissolved 12 August 2025

	Year ended 31 March 2026	Year ended 31 March 2026	Year ended 31 March 2025	Year ended 31 March 2025
	Investment in subsidiary £'000	Loans to group undertaking s £'000	Investment in subsidiary £'000	Loans to group undertaking s £'000
Cost or carrying value at 1 April	4,614	5,447	4,614	2,733
Additions	-	691	-	2,714
Cost or carrying value at 31 March	4,614	6,138	4,614	5,447
Provision at 1 April	4,614	5,447	4,372	2,028
Provision in the year	-	691	242	3,419
Carrying value	-	-	-	-

Investments are tested for impairment at the balance sheet date. The recoverable amount has been determined based on a value in use cashflow model. We note that there is high estimation uncertainty and judgement involved in the preparation of the cash flow forecast and it is sensitive to changes in key assumption.

The key assumptions in the calculation to assess NPV are the future revenues and the ability to generate future cash flows. The future predictions have focused on the lead programme. Due to the nature of the development of our programmes, and the time between development expenditure and future incomes, the management have looked ahead to the next 5 years. The projected results were discounted at a rate which is a prudent evaluation of the pre-tax rate that reflects current market assessments at the time value of money and the risks specific to the cash generating unit.

The key assumptions used for the NPV calculation in 2026 were as follows:

	%
Discount rate	13.8

The Directors have made significant estimates on the future revenues based around a direct to consumer revenue model. Assumptions have been made based upon on the size of the potential market as well as the expected revenue across the lifetime of the patent.

The Directors have performed a sensitivity analysis to assess the impact of downside risk of the key assumptions underpinning the projected results of the Group. The projection used is sensitive to the projected revenue assumptions that have been applied. Given the pre-revenue stage it has been deemed prudent to impair the carrying amounts in full.

12. Inventories and Work in Progress

Inventories and Work in Progress represent the lower of cost and net realisable value of products in production and held by our manufacturing partner.

Inventories Comprise;

	As at 31 March 2026 £'000's	As at 31 March 2025 £'000s
Finished goods	604	869
Total	604	869

All finished goods are held in Swiss Francs (CHF). These have been translated into pounds sterling (£) at the closing exchange rate at the reporting date. Exchange differences on translation of monetary items are recognised in the profit and loss account.

The amounts above are stated net of a provision of £312,000 (2025: £nil), being the gross cost of finished goods of £916,000 less a write-down to net realisable value. The provision reflects management's assessment of the volume of finished goods expected to be sold within their remaining shelf life and the price points at which they are expected to be sold. The judgements applied in arriving at the provision are set out in note 2.

13. Trade and Other Receivables

	Group		Company	
	Year ended	Year ended	Year ended	Year ended
	31 March	31 March	31 March	31 March
	2026	2025	2026	2025
	£'000	£'000	£'000	£'000
Amounts receivable within one year				
Other receivables	103	245	2	161
Inventory advances	182	483	-	-
Other taxation and social security	1	7	-	-
Prepayments	132	6	11	2
Trade and other receivables	418	741	13	163

The Directors believe that the carrying value of trade and other receivables represents their fair value. In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the receivable from the date credit was granted up to the reporting date. In addition, an expected credit losses model is used which broadens the information that an entity is required to consider when determining its expectations of impairment. Under this model, expectations from future events are taken into account which could result in the earlier recognition of impairments. Details on the Group's credit risk management policies are shown in Note 18. The Group does not hold any collateral as security for its trade and other receivables.

14. Cash, Cash Equivalents and Short-Term Investments

	Group		Company	
	Year ended	Year ended	Year ended	Year ended
	31 March	31 March	31 March	31 March
	2026	2025	2026	2025
	£'000	£'000	£'000	£'000
Cash at bank and in hand	4	80	2	79

15. Trade and Other Payables

	Group		Company	
	Year ended	Year ended	Year ended	Year ended
	31 March	31 March	31 March	31 March
	2026	2025	2026	2025
	£'000	£'000	£'000	£'000
Amounts falling due within one year				
Trade payables	356	46	96	18
Other taxation and social security	168	286	166	263
Accrued expenses	969	176	832	112
Other payables	15	39	3	-
Trade and other payables	1,508	547	1,097	393

Trade and other payables principally consist of amounts outstanding for trade purchases and ongoing costs. They are non-interest bearing and are normally settled on 30 to 45 day terms. The Directors consider that the carrying value of trade and other payables approximates to their fair value. All trade and other payables are denominated in Sterling. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe and no interest has been charged by any suppliers as a result of late payment of invoices during the period.

The fair value of trade and other payables approximates to their current book values.

16. Issued Capital and Reserves

Ordinary shares

Ordinary shares of 2p each:	Company	
	Number	Share Capital £'000
At 31 March 2025	121,366,645	2,427
Issued on placing	16,571,429	332
At 31 March 2026	137,938,074	2,759

All of the 137,938,074 shares authorised have been issued and fully paid.

On 4 July 2025 11,714,286 ordinary shares of 2p were issued at a price of 3.50p per share to various investors, as part of a subscription, raising gross proceeds of £410,000. On the same date, a further 2,285,714 ordinary shares of 2p were issued at a price of 3.50p per share to service providers in lieu of contractual amounts owed, raising deemed proceeds of £80,000.

On 16 July 2025 2,571,429 ordinary shares of 2p were issued at a price of 3.50p per share to various investors, as part of a subscription, raising gross proceeds of £90,000.

The ordinary shares rank pari passu in all respects in relation to dividends and repayment of capital and have equal voting rights with one vote per share. There are no restrictions on the transferability of the shares.

Other reserves

The share premium reserve represents the difference between the net proceeds of equity issues and the nominal share capital of the shares issued.

The Group reorganisation reserves at 31 March 2026 arose from the acquisition of Incanthera Research and Development Limited on 26 February 2020, which is accounted for using the merger method of accounting.

The warrant reserve reflects the aggregate fair value of warrants issued to investors and commercial advisors.

The share based compensation reserve reflects the aggregate fair value of equity-settled share based payment transactions.

Reserves classified as retained deficit represent accumulated losses. None of the reserves are distributable.

17. Share-based Payments

Certain Directors and employees of the Group hold options to subscribe for shares in the Group under share option schemes. The number of shares subject to options, the periods in which they were granted and the period in which they may be exercised are given below.

The Group operates one share option schemes (31 March 2025: one), in addition share options have been granted under standalone unapproved share option agreements. Options are currently granted for £nil consideration and are exercisable at a price determined on the date of the grant.

At 31 March 2026 the Company had 8,975,000 (2025: 8,975,000) unissued ordinary shares of 2p under the Company's share option schemes, details of which are as follows:

Movements on share options during the year were as follows:

Exercise price	At 1 April 2025	Granted	Lapsed/ Cancelled	At	Date from which exercisable	Expiry date
				31 March 2026		
0.095	4,675,000	-	-	4,675,000	4 July 2023	4 July 2030
0.200	1,300,000	-	-	1,300,000	16 April 2024	16 April 2031
0.088	3,000,000	-	-	3,000,000	21 February 2027	21 February 2034
	8,975,000	-	-	8,975,000		

As at the year end, the reconciliation of share option scheme movements is as follows:

	As at 31 March 2026		As at 31 March 2025	
	Number	Weighted average exercise price Pence	Number	Weighted average exercise price Pence
Outstanding at start of the year	8,975,000	10.77	8,975,000	10.77
Granted	-	-	-	-
Lapsed/cancelled	-	-	-	-
Outstanding at end of year	8,975,000	10.77	8,975,000	10.77
Exercisable at end of year	5,975,000	11.78	5,975,000	11.78

The weighted average fair value of the options granted on the measurement date was 7.80 pence. The weighted average fair values at the measurement date was £433,964 (2025: £433,964). Fair value was measured using the Black-Scholes option pricing model.

Inputs were as follows:

	2026	2025
Weighted average exercise price (pence)	10.77	10.77
Expected life	6	7
Risk free rate	0.44%	0.44%

The share-based payment charge for the year was £31,000 (2025: 72,000).

Warrants

On 26 February 2020 the Company issued warrants to subscribe for a total of 7,272,740 Ordinary Shares at a price of 9.5p per Ordinary Shares to ImmuPharma pursuant to the ImmuPharma Warrant. These warrants are exercisable at any time and were due to lapse on the 6 September 2024. An extension of 12 months to 6 September 2025, was granted in exchange for a cash consideration of £75,000. These warrants lapsed on 6 September 2025.

On placing, 28 February 2020, the Company issued warrants to subscribe for a total of 2,311,677 new Ordinary Shares at the placing price of 9.5p pursuant to the Cairn Warrant, the Pharmhall Warrant and the Broker Warrant. These warrants are exercisable at any time and have an expiry date of 10 years from placing. 215,827 of these warrants were exercised (see note 16) leaving a balance in issue of 2,095,850.

On 27 September 2022, the Company issued warrants to subscribe for a total of 1,079,136 new Ordinary Shares at the placing price of 6.95p pursuant to the Broker Warrant. These warrants are exercisable at any time and have an expiry date of 10 years from placing.

On 18 December 2023, the Company issued warrants to subscribe for a total of 800,000 new Ordinary Shares at the placing price of 6.95p pursuant to the Broker Warrant. These warrants are exercisable at any time and have an expiry date of 10 years from placing.

On 21 June 2024, the Company issued warrants to subscribe for a total of 945,189 new Ordinary Shares at the placing price of 15.0p pursuant to the Broker Warrant. These warrants are exercisable at any time and have an expiry date of 10 years from placing.

On 30 June 2025, the Company issued warrants to subscribe for a total of 781,166 new Ordinary Shares at the placing price of 3.50p pursuant to the Broker Warrant. These warrants are exercisable at any time and have an expiry date of 10 years from placing.

18. Financial Risk Management

The main risks arising from the Group's financial instruments are cash flow and liquidity and credit risk. The Group's financial instruments comprise cash and various items such as trade receivables and trade payables, which arise directly from its operations.

Cash flow and liquidity risk

Management monitors the level of cash on a regular basis to ensure that the Group has sufficient funds to meet its commitments where due. The table below analyses the Group and Company's financial assets and liabilities by category:

	Group		Company	
	Year ended 31 March 2026	Year ended 31 March 2025	Year ended 31 March 2026	Year ended 31 March 2025
	Financial assets at amortised cost £'000	Financial assets at amortised Cost £'000	Financial assets at amortised cost £'000	Financial assets at Amortised Cost £'000
Assets as per statement of financial position				
Inventory and WIP	604	869	-	-
Other receivables	418	741	13	163
Cash and cash equivalents	4	80	2	79
	1,026	1,690	15	242

	Group		Company	
	Year ended 31 March 2026	Year ended 31 March 2025	Year ended 31 March 2026	Year ended 31 March 2025
	Financial liabilities at amortised cost £'000	Financial liabilities at amortised cost £'000	Financial liabilities at amortised cost £'000	Financial liabilities at Amortised Cost £'000
Liabilities as per statement of financial position				
Trade payables	356	46	96	18
Other creditors and accruals	1,152	501	1,001	375
	1,508	547	1,097	393

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's financial assets comprise cash and cash equivalents and trade and other receivables. The carrying amount of these financial assets recorded in the Consolidated Statement of Financial Position, net of any allowance for losses, represents the Group's maximum exposure to credit risk, without taking account of the value of any collateral obtained. No collateral is held by the Group as security in relation to its financial assets.

The Group manages credit risk on cash and cash equivalents by placing deposits only with institutions holding a recognised high credit rating. At the reporting date the Group held cash with two large UK banks, all denominated in Pounds Sterling; the amounts held are set out in the financial assets table above. There was no significant concentration of credit risk at the reporting date.

Credit risk on trade receivables is managed by reviewing customer credit limits by reference to market conditions and historical experience. Trade and other receivables are presented net of any allowance for doubtful receivables, estimated by management based on prior experience and their assessment of the current economic environment. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. No allowance for impairment losses has been recognised and, in the Directors' opinion, there has been no impairment of financial assets during the period. The Directors consider the above measures to be sufficient to control the Group's credit risk exposure.

Foreign currency risk

The Group's exposure to the risk of changes in foreign exchange rates relates to the Group's operations via Skin and Cell AG, based in Switzerland, as well as use of suppliers operating overseas, primarily denominated in Swiss Francs, Euros and US Dollars. The Group's foreign transactions and use of foreign suppliers is minimal and as such exposure to foreign currency changes is not material.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the year end were a liability of £175.3k (2025: £175.3k).

At present the Group does not make use of financial instruments to minimise any foreign exchange gains or losses so any fluctuations in foreign exchange movements may have a material adverse impact on the results from operating activities.

Fair value of financial assets and liabilities

There is no material difference between the fair value and the carrying values of the financial instruments because of the short maturity period of these financial instruments and their intrinsic size and risk.

Capital risk management

The Group considers capital to be shareholders' equity as shown in the consolidated statement of financial position, as the Group is primarily funded by equity finance. The Group is not yet in a position to pay a dividend.

The objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and for other stakeholders. In order to maintain or adjust the capital structure the Group may return capital to shareholders and issue new shares.

19. Related Party Transactions

Group

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Key management compensation is disclosed in Note 6 of the consolidated financial statements. Directors' emoluments are disclosed in the Remuneration Committee Report.

During the year ended 31 March 2026, the Group purchased accountancy and HR services totalling £36,085 (year ended 31 March 2025: £37,871) from summ.it assist LLP t/as Fact3 a company which Laura Brogden is a member. The amount owed to summ.it assist LLP t/as Fact3 at 31 March 2026 was £3,755 (31 March 2025: £3,981).

During the year ended 31 March 2026, the Group received a net funds refund of £100,000 (2025: £175,000) from GenXLife AG, a company engaged to manage inventory and operations with Skin and Cell AG in Switzerland, GenXLife AG is wholly owned and controlled GIFFRIES Technology AG which in turn is majority owned and controlled by Stuart Robertson. The amount of net funds advanced at the 31 March 2026 was £169,000 (2025: £483,000)

Company

The Company is responsible for financing and setting Group strategy. The Company's subsidiary carried out the Group's development strategy and managed the Group's intellectual property. The Company provides funding to its subsidiary in the form of a loan. This loan is classified as non-current to reflect the likely repayment schedule of the loan. Interest is accrued at a rate of 10.5% per annum which is considered to be a market rate. Balance outstanding, including accrued interest and following impairment review, at the 31 March 2026 was £nil (31 March 2025: £nil)

20. Contingent Liabilities

The Group has no contingent liabilities at 31 March 2026 (31 March 2025: nil).

21. Lease and Capital commitments

The Group has no lease or capital commitments at 31 March 2026 (31 March 2025: nil).

22. Events after the Reporting Date

On 3 June 2026, the Group completed the acquisition of énielle, a Swiss-developed premium cosmetic brand complementary to and strategically aligned with its skin+CELL range, acquiring the intellectual property, contracts and physical stock of énielle from Giffries Technology AG and GenXLife AG pursuant to an Asset Purchase Agreement ("APA") and Intellectual Property Assignment ("IPA"), both dated 3 June 2026.

Consideration comprised £1 cash and the issue of up to 54,000,000 new ordinary shares of 2 pence each in the Company at an issue price of 2 pence per share, comprising 13,793,800 shares issued unconditionally on Completion ("Consideration Shares") and 40,206,200 shares ("Deferred Consideration Shares") issuable following satisfaction of prescribed conditions under the APA, including approval by shareholders at the Company's next Annual General Meeting; the Deferred Consideration Shares will not be issued if a buy-back of the assets is triggered instead.

The transaction will result in the recognition of acquired intangible assets and inventories upon completion. At the date of approval of these financial statements, the detailed purchase price allocation and valuation exercise has not been completed and accordingly the directors are not yet able to quantify the final amounts that will be recognised in the 2027 financial statements. The fair value of the consideration shares issued at completion was £193,113. As the transaction arose after the reporting date, it is a non-adjusting event and has no impact on the Company's financial position or results for the year ended 31 March 2026.

No cash consideration is payable by the Company in respect of the acquisition, other than any transaction costs and expenses incurred in connection with the APA.

Further, in consideration of the acquisition, the Company has agreed to reprice 6,123,040 existing warrants, held by warrant holders unconnected with the Directors, to the Issue Price for a period of 5 years from the signing of the APA. No new warrants have been issued.

On the 4 June, Stuart Robertson was appointed as Chief Executive Officer, Dr Simon Ward assumed the role of Chief Scientific Officer and Tim McCarthy stepped down from the board and his role of Executive Director and Chair.

As part of the restructuring, the incoming Chief Executive Officer, Stuart Robertson (the "Noteholder"), has made available a general funding facility (the "Funding Facility") of up to £250,000 by way of convertible loan notes with a maturity date of two years ("Maturity Date"). An initial £100,000 was immediately drawn down.

On the 13 July 2026 it was announced the appointment to the board of Laura Brogden as Chief Financial Officer and Werner Bürki as a Non-Executive Director. It was further announced the appointment of Caroline Murray as Non-executive Chair.

On the 4 September, the company entered into an exclusive bundled distribution agreement with iSmart Developments Limited containing contracted annual minimum orders of the company's bioactive skin creams in support of iSmart's current annual sales of approximately 1 million LED devices predominately into the United States and America based on data provided by iSmart.

On the 28 September the Company successfully raised gross proceeds of £355,000 through the issue of convertible loan notes. £105,000 being received as at the date of signing this report

23. Ultimate Controlling Party

There is no ultimate controlling party of the Group.

Addresses and Advisers

Incanthera plc

Registered office:

c/o Gateley Plc
Ship Canal House
98 King Street
Manchester
M2 4WU

Website: www.incanthera.com

Registered number: 11026926

Domiciled in the United Kingdom

Registered in England and Wales

Corporate advisers

Cairn Financial Advisers LLP
Cheyne House
62–63 Cheapside
London
EC2M 1JJ

Broker to the Company

Stanford Capital Partners Limited
5–7 Cranwood Street
London
EC1V 9EE

Legal advisers

Gateley Plc
Ship Canal House
98 King Street
Manchester
M2 4WU

Statutory auditors

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

Registrar

Neville Registrars Ltd
Neville House
Steelpark Road
Halesowen
B62 8HD

www.incanthera.com