Changing the Treatment Paradigm

For Patients with Iron Deficiency with or without Anemia

shield therapeutics

Annual Report 2024

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Why Invest?

1 Large global iron deficiency/iron deficiency anemia (ID/IDA) market ripe for discruption

- 40-60% of traditional oral irons often lead to discontinuation due to intolerable GI side effects or insufficient efficacy
- ~20 million iron deficient individuals in the U.S. with and without anemia

2 ACCRUFeR® set to become the oral iron treatment of choice

- Approved by the FDA, EMA, TGA, Swiss Medic and Health Canada as the only prescription oral iron indicated for the treatment of ID/IDA
- Highly tolerable proprietary oral formulation that offers a low side effect profile, distinguishing it from conventional iron treatments

3 Poised to be cash flow positive by end of 2025

- A strengthened balance sheet with enough cash to get to turning cash flow positive by end of 2025
- Strong IP through 2035
- ACCRUFeR® peak revenue potential of $450M in the U.S.

About Us

Shield is a commercial stage pharmaceutical company with a focus on addressing iron deficiency with or without anemia, with our lead product ACCRUFeR®/FeRACCRU® (ferric maltol), a novel, stable, non-salt-based oral therapy.

Shield's proprietary lead product, ACCRUFeR®/ FeRACCRU®, has been approved for use in the U.S., the EU, the UK, Canada, Australia and Switzerland. The product has patent coverage until the mid-2030s. The Group launched ACCRUFeR® in the U.S. with an exclusive, multi-year collaboration agreement with Viatris Inc. FeRACCRU® is commercialised in the UK and European Union by Norgine B.V., that also have the marketing rights in Australia and New Zealand. Shield also has an exclusive licence agreement with Beijing Aosaikang Pharmaceutical Co., Ltd., for the development and commercialisation of ACCRUFeR®/FeRACCRU® in China, Hong Kong, Macau and Taiwan, with Korea Pharma Co., Ltd. for the Republic of Korea, and with Kye Pharmaceuticals Inc. for Canada.

Our Strategy

- Grow ACCRUFeR® net revenues in the U.S.
- Turn cash flow positive by the end of 2025
- Expand Global access to ACCRUFeR® through our partners across the world

2024 has been another strong year of growth for Shield, demonstrated by a significant increase in sales, net selling price, and the number of ACCRUFeR® prescriptions in the U.S. We continue to see rising demand for ACCRUFeR® both in the U.S. and across all our territories. Net sales, total prescriptions, and the net selling price of ACCRUFeR® are all showing positive trends.

Shield remains focused on increasing awareness of ACCRUFeR® amongst healthcare professionals in the U.S., expanding our geographic reach with international partners, and significantly enhancing the global availability of this well-tolerated and effective therapeutic option for the treatment of ID/IDA.

The solid financial foundation we have in place exiting 2024, empowers us to move forward with confidence, fully equipped to execute our strategy. With a stronger balance sheet, effective cost-saving measures, and a thriving presence in the U.S. market, we are well on our way toward achieving cash flow positivity by the end of 2025.

As we look ahead, our focus is crystal clear:

Growth in ACCRUFeR® Revenues, TRx & Gross to Net

Increased balance sheet and operational flexibility

Expand global patient access of ferric maltol

Our Journey

Corporate history and milestones

2024

- 153% year-on-year growth in U.S. ACCRUFeR® revenues
- c.$31M in financings
- Health Canada approval
- Succesful pediatric trial (Phase 3) in ID/IDA
- Regulatory submission in South Korea and fully recruited Phase 3 trial in China

2023

- Launch of ACCRUFeR® in the U.S. with a 100 person sales force
- Growth capital of c.$49M + and $29M in equity raises and warrant conversion
- $20M credit facility with SWK Holdings, Inc

2022

- Agreement signed with Viatris to co-commercialise ACCRUFeR® in the U.S.
- Licence Agreement in Canada for ACCRUFeR® with Kye Pharmaceuticals
- Execution of convertible shareholder loan of $10M from AOP Health

2021

- Licence Agreement in Korea for ACCRUFeR® with Korea Pharma

2020

- Licence Agreement in China for ACCRUFeR® with ASK Pharma

2019

- FDA approves ACCRUFeR® for treatment of iron deficiency in adults

2018

- Licence Agreement in Europe, Australia and New Zealand for FeRACCRU® with Norgine
- Completion of Phase III study in CKD (U.S. NDA enabling)

2016

- Issuance of marketing authorisation for FeRACCRU® by EMA
- Admission to London Stock Exchange's AIM Market

2013

- Completion of Phase III study in IBD (EU MAA-enabling)

2010

- Acquisition of ST10 asset from Vitra Pharma

2008

- Shield Therapeutics Limited formed and registered in the UK

Anders Lundstrom
Chief Executive Officer

Hans Peter Hasler
Non-Executive Chairman

Major step forward in 2024

As we reflect on Shield's performance during 2024, we are very proud of our teams' efforts in making significant progress towards achieving our strategic goal of positive cash flow by the end of 2025.

In 2024 Shield generated a total of $32.2M in net revenues (excluding other incomes), reflecting 146% growth over 2023 which was mainly driven by sales growth in the U.S. market. The team worked hard to ensure that we strengthened our balance sheet by adding ~$31M in additional financing in 2024 and shortly post the year end resetting our operating cost base to put us in the best position to deliver against our core objective of being cash flow positive by end of 2025. In the U.S., ACCRUFeR® prescriptions nearly doubled while the average net selling price increased to $237 in Q4 2024, compared to $143 in Q4 2023. Additionally, 2024 saw a 153% year-over-year increase in net revenues from ACCRUFeR® reaching $29.3M.

"Entering 2025 we have a strong foundation in place to generate further growth."

Our partnership with Viatris in the U.S. has continued to progress steadily and successfully. Both organisations are strategically aligned and the commercialisation of ACCRUFeR® benefits from a strong collaboration and focused execution. Together, we remain steadfast in our commitment to making ACCRUFeR® the oral iron of choice in the U.S. Outside of the U.S. we were thrilled that in 2024 our partner in Canada, Kye Pharmaceuticals, was able to secure regulatory approval for ACCRUFeR® as a prescription drug for the treatment of adults with iron deficiency anemia (IDA) with Health Canada. This milestone makes Health Canada the fifth regulatory agency in the world, after the FDA (U.S.), EMA (EU), TGA (Australia), and Swiss Medic (Switzerland), addressing a significant unmet need for patients suffering from ID/IDA.

Similarly, our partner Korea Pharma, is working closely with the Korean Ministry of Food and Drug Safety (MFDS) to secure approval of ACCRUFeR® in South Korea, while our partner ASK Pharma has successfully completed recruitment of the Phase III confirmatory study in China in adult patients with inflammatory bowel disease (IBD) and IDA. We are also excited about the prospect of receiving a label expansion from the FDA and EMA for pediatric patients with IDA based on successfully proving highly clinically relevant effectiveness in a pivotal trial in that patient population.

Royalty and milestone revenues accounted for $2.9M (2023: $1.5M) including $2.1M from FeRACCRU® sales in Europe by Norgine, with Germany and United Kingdom accounting for 67% and 21% respectively. Therefore, whilst the U.S. market is the core near-term growth driver, we expect incremental revenues from other territories to become increasingly significant to the Group in the future.

We couldn't be prouder of the dedication, resilience, and performance shown by our team throughout 2024. The milestones we reached in 2024 not only highlight the strength of our team but also the growing demand and receptivity to ACCRUFeR® by patients and physicians across global markets.

Looking ahead – Our goal is to be a self-sustaining business by the end of 2025. The solid financial foundation we have in place exiting 2024, empowers us to move forward with confidence, fully equipped to execute our strategy. With a stronger balance sheet, effective cost-saving measures, and a thriving presence in the U.S. market, aiming at achieving cash flow positivity by the end of 2025. As we look ahead, our focus is crystal clear:

- Grow ACCRUFeR® net revenues
- Turn cash flow positive by the end of 2025
- Expand Global access to ACCRUFeR®

We are just getting started on our journey to making ACCRUFeR® the oral iron of choice.

Anders Lundstrom
Chief Executive Officer
23 April 2025

Hans Peter Hasler
Non-Executive Chairman
23 April 2025

Our blueprint for growth

Our strategic pillars and key performance indicators

Growth in ACCRUFeR® Revenues, TRx & Gross to Net

2024 Achievements

$32.2M FY24 Total Revenues

$29.3M FY24 Net ACCRUFeR® Revenues. 153% growth over FY23

$11.2M Q4, 56% growth over Q3

$237 Q4 Net price/Rx v. $167 in Q3

c.47K Q4 TRx, 22% consignment v. 37% in Q3

Increased balance sheet and operational flexibility

2024 Achievements

$15M accounts receivable financing

$5.7M milestone monetisation

£10.1M gross in equity raise with AOP and Retail Book offer

Reset operating base to be cash flow positive

Expand global patient access of ferric maltol

2024 Achievements

China, Phase 3 study recruited

Health Canada approval

Pediatric pivotal trial successful

S. Korea approval submission

Grow ACCRUFeR® Net Revenues

2025 Business Priorities

Grow ACCRUFeR® Net Revenues

Turn cash flow postive by end of 2025

2025 Business Priorities

Turn cash flow positive by end of 2025

Launch in Canada, and execute regulatory process in Korea, China, and the pediatric population

2025 Business Priorities

Kye Pharmaceuticals launched ACCRUFeR® in Canada

Execute regulatory access in Korea, China and the pediatric populaion

Iron deficiency with & without anemia (ID/IDA)

A highly prevalent and serious condition

- Significant impact on quality of life
- Symptoms include extreme fatigue, headache, vertigo, numbness in extremities, cognitive impairment
- Prevalence is highest in women of childbearing age and patients with inflammatory conditions[1]
- Caused by malnutrition, malabsorption, or bleeding
- Prominent in womens health (menorrhagia, pregnancy, uterine fibroids), inflammatory bowel disease (Crohn's disease, ulcerative collitis), chronic kidney disease

"Side effects of oral iron worse than the symptoms of IDA."

Patient's comment

Universal problem: HCPs are struggling to treat IDA because patients can't tolerate the GI side effects of oral iron salts

Oral ferrous salts dissociate in the stomach. Unabsorbed iron (Fe+) generates reactive oxidative species (ROS), causing irritation and damage to the intestinal lining and gastrointestinal (GI) side effects.

upto **70%** of patients can experience GI related side effects[2,3] including bloating, dark stool, nausea distention.

upto **60%** of patients will discontinue treatment with ferrous (iron) salts primarily due to GI adverse events and lack of effectiveness.[4]

ACCRUFeR® designed for efficacy and tolerability

Unique MOA (mechanism of action) Shields and Delivers Elemental Iron to the Small Intestine[5, 6]

ACCRUFeR® (ferric maltol) is a novel formulation of oral iron designed to treat iron deficiency with minimal gastrointestinal adverse reactions, as demonstrated during clinical trials. Unlike ferrous salts, which disassociate in the gut, ACCRUFeR® dissociates upon uptake in the GI tract, allowing it to deliver a low dose of elemental iron to prevent and even reverse IDA (for short and long-term management), without the intolerable GI side effects. Specifically, ACCRUFeR® was well tolerated with a less than 5% discontinuation rate, within the clinical trials that supported its regulatory approvals. As a result, ACCRUFeR® has the potential to play a major role in this undertreated high growth iron deficiency market.

Proprietary formulation

ACCRUFeR® is formulated in a maltol complex vs. traditional oral irons, provided in ferrous-based formulations.

Low iron dose

60 mg of elemental iron is delivered by ACCRUFeR® daily.

ACCRUFeR® remains tightly bound in the stomach

The maltol shield protects iron from the stomach, remaining tightly bound as it passes through.

Dissociates upon uptake in the duodenum

Iron remains bioavailable, chelated, and ready to replenish iron stores. Excess iron is excreted in the stool.

1. Cappellini MD, Musallam KM, Taher AT. Iron deficiency anemia revisited. J Intern Med. 2020;287(2):153-170. doi:10.1111/joim.13004 2 DeLoughery TG. Safety of oral and intravenous iron. Acta Haematol. 2019;142(1):8-12. doi:10.1159/000496966 3. Tolkien Z, Stecher L, Mander AP, Pereira DIA, Powell JJ. Ferrous sulfate supplementation causes significant gastrointestinal side-e ects in adults: a systematic review and meta-analysis. PLoS One 4. Cancelo-Hidalgo MJ, et al. Curr Med Res Opin. 2013;29(4):291-303. 5 ACCRUFeR is dosed at 30mg BID, MOA = mechanism of action. 6 ACCRUFeR® (ferric maltol) [Prescribing Information]. Austin, TX: Shield Therapeutics, 2019. Revised 02/22. 7 Data from AEGIS 1 and 2 study.

The ACCRUFeR® opportunity: to become the oral iron treatment of choice

The iron deficiency, with or without anemia, market, is a large, diverse and highly fragmented market driven by multiple underlying conditions of ID/IDA. Over 500 thousand HCPs prescribe more than 10 million oral IRT TRXs per year. Most of this market is flooded with oral ferrous salt products that comprise 90% of the prescriptions written for this condition in the U.S. Over 90% of the prescriptions written for the oral iron salt market are prescribed by primary care and OB/GYN physicians. The conventional or traditional oral iron salt, mostly ferrous-based products, are known for their poor adherence and tolerability based on the gastrointestinal adverse effects.

These ferrous salts dissociate prior to intestinal uptake and the inefficient absorption of iron results in residual free iron in the gastrointestinal tract causing a high level of adverse events to oral iron treatments. These gastrointestinal adverse effects and lack of tolerability of the conventional or traditional iron products create an unsatisfactory cycle of switches and discontinuations that ranges from 40–60%.

Significant window of opportunity exists

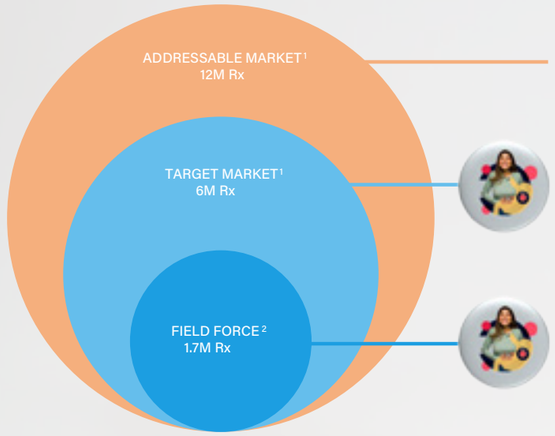
Iron replacement that patients will actually take. A well tolerated oral iron that effectively normalizes and maintains Hb, ferritin, and TSAT levels.[7]

"We continue to expand the global footprint for ACCRUFeR®.

Together, we will focus on advancing our mission and making a meaningful impact in the treatment of iron deficiency and making ACCRUFeR® the oral iron treatment of choice."

Anders Lundstrom
Chief Executive Officer

While ID/IDA is vast, reaching patients is critical to the success of ACCRUFeR®



Total oral IRT ferrous salts Rx
+550K HCPs[1]

Digital Marketing Efforts
~50K HCPs[1], ~1.2M Patients[3]
72% PCP (12% Women's Health, 7% Hem/Onc, 9% Other)

Current Field Force Efforts
~10K HCPs (60% PCP, 40% Women's Health)
~220K Patients[3]

[1] 2023 IQVIA Xponent PlanTrak + consignment (ACCRUFeR®, ferrous sulfate, integra, ferralet, proferrin, ironspan, slow Fe+, iron combo product, and other ferrous elemental irons).
[2] Q1 2025 ACCRUFeR® targets. [3] Patients taking Oral Iron Salts and have GI Side Effects estimated to be ~45%-50% based on HCP and patient quant 2024.

A market ripe for disruption

~20m
Patients with anemia (actively diagnosed and treated)

12m
Prescriptions per year (majority OTC iron)

$2.3bn
U.S. market opportunity for iron deficiency

1 in 5
U.S. women of childbearing age are at risk of iron deficiency

Global partnerships

Deals include upfront payments, milestones & double-digit royalties

	Stage	Market	Economics
VIATRIS **United States**	Co-commercial agreement signed in December 2022 Fully staffed sales team in place	~20M patients with anemia 12M prescriptions per year $2.3BN U.S. market opportunity 1 in 5 U.S. women of childbearing age are at risk of iron deficiency	$30M in available sales milestones
NORGINE **EU+1**	Currently commercialised in Europe	The European IDA therapy market generated approximately $1.38BN in 2022 and is projected to reach $2.34BN by 2030	Royalties and milestone payments upon pediatric approval in EU
KYE Pharmaceuticals **Canada**	Launched across Canada in March 2025	6-7% of people living in Canada with ID ~2% of the population classified as having IDA ACCRUFeR® is approved as a prescription medicine in Canada for adults with IDA who are unresponsive or intolerant to other oral iron preparations	Revenue-based milestone payments and double-digit royalties on net sales
KP KOREA PHARMA **Republic of Korea**	Filed for approval; pending successful review, approval anticipated in 2025 Launch anticipated in Q1 2026	There are an estimated 5.2M people in the Republic of Korea with iron deficiency and iron deficiency anemia in need of novel treatment options	Revenue-based milestone payments and double-digit royalties on net sales
奥赛康 **China+2**	Phase 3 Study fully recruited Regulatory submission for market authorisation in 2025 Approval anticipated in 2026	China has the world's largest population affected by iron deficiency anemia, with an estimated prevalence of 15%. Anemia affects 6.1% of children and teenagers, and pregnant women have a prevalence ranging from 10.0% to 35.2%.(source CSL Vifor)	Approval milestone double-digit royalties on net sales and revenue based milestone payments

Shield will continue to evaluate further partnerships in selected geographies.

How we create value

Making ACCRUFeR® the oral iron of choice:

Why patients and writers choose ACCRUFeR®

Unmet need and unsatisfied market

Other available oral iron treatments have a high degree of gastrointestinal related adverse events that compromise the patient's ability to stay on these medications.

Effectiveness with tolerability

Due to its unique maltol formulation, ACCRUFeR® effectively treats iron deficiency with a lower dose of iron and results in <5% individual adverse reactions and treatment discontinuations.

Acceptable cost to patients

ACCRUFeR® covered across ~70% of lives in the U.S.

Our resources

FDA and EMA-approved potential best-in-class therapy

ONLY FDA-approved oral iron therapy for iron deficiency with and without anemia.

Collaborative commercial partnership in the U.S. and Canada

U.S. commercial partnership with Viatris doubles sales, marketing, and market access impact. Launch in Canada following approval by Health Canada.

Dedicated and committed global licence partners

Dedicated global licence partners to make ACCRUFeR®/FeRACCRU® available to even more patients around the world.

Experienced and solution-driven team of professionals

Team of highly skilled, deeply experienced and diverse employees drives the overall performance of the business. We continue to invest in our people by hiring new talent that can lend leadership and support to our mission.

What we do

Drive U.S. prescription demand

In partnership with our commercial partner, Viatris, we have a sales force of 80 sales representatives that prioritise 10,000 high prescribing providers within Women's Health, Primary Care, and other specialties in order to raise awareness and drive prescriptions of ACCRUFeR®. We have increased our digital marketing outreach and have prioritised awareness of patients through social media engagement and other mediums of digital media.

Optimise prescription distribution channels

We have expanded our pharmacy networks that support and fill ACCRUFeR® prescriptions to enable a seamless patient experience. We have partnered with the leading digital concierge distribution company that has a mission to work with pharma companies to offer transparent low prices, free home delivery, and unmatched provider and patient support. Along with this digital distribution company partnership, we have enabled a select network of retail pharmacies that offer quality, alternative pharmacy options for our customers.

Manage life cycle of our product

We continue to invest in our product and have initiated a clinical study in the U.S. and the UK to evaluate the tolerability, safety and efficacy of ferric maltol oral suspension versus ferrous sulfate oral liquid in children and adolescents aged 2 to 17 years with iron deficiency anemia, with a single-arm study in infants aged one month to less than two years.

Support global licence partner

We are working closely with our global licence partner to support its efforts to obtain regulatory approval for ACCRUFeR®/FeRACCRU® and, in the case of Europe and the UK, assist our partner Norgine with the execution of its commercialisation plan.

Engaging with Stakeholders

Our stakeholders are critical to our success and help to shape our strategy. We actively engage with our stakeholders on a regular basis to ensure that we are managing expectations and promoting trust and transparency across all of our activities with a view to promoting mutually beneficial relationships.

Duty to promote the success of the Group

Shield's objective is to progress shareholder value through the continuing development and commercialisation of ACCRUFeR®/ FeRACCRU® with a focus on patients around the world who suffer from iron deficiency, with or without anemia. This year, the Group has accomplished important milestones in achieving its objective to making ACCRUFeR® the oral iron of choice. The operational and financial reviews within this Annual Report discuss these milestones in more detail.

Stakeholder engagement

The Board recognises its responsibility to take into consideration the needs and concerns of Shield's key stakeholders as part of its decision-making process. This table illustrates how the Group engages with its stakeholders.

Section 172 statement on the discharge of Directors' duties

In compliance with the Companies Act 2006, the Board is required to act in accordance with a set of general duties. During the year ended 31 December 2024, the Board considers that it has individually and collectively acted in a way it considers, in good faith, would be most likely to promote the success of the Group for the benefit of its shareholders as a whole having regard to the six matters listed in Section 172(1)(a) to (f) of the Companies Act 2006. In order to achieve long-term success for the benefit of all shareholders, the Board recognises the importance of building and maintaining relationships with key stakeholders as well as considering the likely consequences of its decisions in the long term. Please see page 36 for further Section 172 statement.

Patients and Health Care Professionals (HCPs)	Investors	Global licence partners	Our people
Key areas of focus:			
▪ Sales representatives solicit feedback on their interactions with HCPs ▪ Medical Affairs engages and educates key opinion leaders and healthcare professionals ▪ Monitoring of internal and external data reports, e.g. repeat and new subscribers	▪ Issuance of regular business and trading updates ▪ Availability of meaningful information on corporate website www.shieldtherapeutics.com ▪ Periodic analyst and investor meetings by CEO and CFO ▪ Availability of Directors and senior management team throughout the year	▪ Direct engagement by senior members of management team and key partners and suppliers ▪ Regular business reviews with global licence partners	▪ Hiring and retaining top talent ▪ Culture of performance ▪ Operating as a global team
Our response			
▪ Understanding needs of patients and HCPs ▪ Patient and HCP experience ▪ Maintain high standard of product offering	▪ Reliable, timely and transparent information ▪ Access to key decision makers of the business	▪ Regulatory approval of our lead product in the jurisdictions of our licence partners is critical to advance the reach of our product ▪ Successful commercialisation by licence partners upon regulatory approval provides additional revenue streams to the Group	▪ Flexible work arrangement ▪ Competitive pay and benefits package ▪ Retention ▪ Investment in training

Our people and values

Strong, reliable, and essential to everything we do.

Empowerment

We develop an open and trusting environment that requires accountability and responsibility at all levels.

Will to succeed

Results oriented environment that values resiliency in overcoming challenges. Encourage a 'learning culture' that celebrates success and learns from failures.

Collaboration

Our success is driven by teamwork, trust, transparency and our ability to work together to find the optimal solutions.

Agility

While moving with a clear purpose, we want to prepare for the unexpected and adapt quickly to change and the changing environment.

"I am privileged to lead a dedicated and high-performing team of specialty sales representatives here at Shield. Our team exemplifies a commitment to excellence, where accountability and growth are central to our success. At Shield, we foster an environment that prioritises collaboration, adaptability, and continuous improvement, enabling us to achieve exceptional outcomes."

Nikki D. Caesar
Regional Sales Manager

"In 2024, Shield demonstrated greater than 146% annual growth in total revenues, and nearly doubled ACCRUFeR® prescriptions. This combined with a strong balance sheet entering 2025, we are well on our way toward profitability and becoming a cash generating business."

Santosh Shanbhag
Chief Financial Officer

Focused on maximising revenues and continued growth

Revenue

In 2024, total revenue (excluding other income) reached $32.2M, up from $13.1M in 2023. This includes $29.3M (2023: $11.6M) in net product revenue from ACCRUFeR® sales in the U.S., with c.150,000 prescriptions (2023: c.77,000 prescriptions). A significant portion of 2023 and 2024 prescription sales were subsidised through patient assistance programs, resulting in a net average sales price of $184 in 2024 (2023: $137). By the end of Q4 2024, the net average sales price had increased to $237.

Additionally, royalty and milestone revenues accounted for $2.9M (2023: $1.5M) including $2.1M from FeRACCRU® sales in Europe by Norgine, with Germany and United Kingdom accounting for 67% and 21% respectively. Milestone payments accounted for $0.8M from our Canadian, Korean and prospective Japanese partners.

Cost of sales

The cost of sales for 2024 totaled $17.3M, compared to $9.0M in 2023. This includes the manufacturing and shipping costs for prescriptions sold in the U.S., finished packs supplied to Norgine for sale in Europe, and a 5% royalty on net sales payable to Vitra Pharmaceuticals Limited ("Vitra") who are the original owners of the intellectual property behind ACCRUFeR®/FeRACCRU®.

Selling, general and administrative expenses

Selling, general and administrative expenses were $36.0M in 2024 (2023: $38.0M). The decrease was driven primarily due to the restructuring of the ACCRUFeR® sales force announced in Q4 2024. The share based payment charge to the income statement was $0.9M in 2023 and 2024.

Research and development

The Group spent $4.3M (2023: $4.5M) on research and development. Of that total spend, $2.4M (2023: $2.7M) have been capitalised as additions to intangible assets, as management deemed that it is probable that these costs will generate future economic benefits. The balance of $1.9M (2023: $1.8M) was expensed in the current year. Research and development expenditure is predominantly related to the ongoing pediatric study.

Financial income

Financial income of $0.3M was reported in 2024 (2023: $0.5M). This income was generated primarily through interest received from treasury bank account interest.

Financial expense

Financial expense of $3.9M was reported in 2024 (2023: $1.6M). The expense was primarily related to interest charged on the shareholder loan and later the long-term loan with SWK Holdings alongside the AOP milestone financing put in place during 2024 (see Note 26 for further details).

Balance sheet

As of 31 December 2024, cash stood at $6.5M, down from $13.9M on 31 December 2023. As at 31 March 2025 cash and cash equivalents were $10.5M reflecting the close of the equity financing just post the year end.

Intangible assets increased to $18.2M as of 31 December 2024, up from $16.9M in 2023. This includes capitalised development costs for FeRACCRU®, such as the ongoing pediatric pharmacokinetic study, and costs related to FeRACCRU® patents and trademarks, which were incurred to strengthen the Group's intellectual property.

Inventories grew to $5.7M (31 December 2023: $3.2M), reflecting the Group's efforts to build inventory in response to growing demand in the U.S. market.

Trade and other receivables as of 31 December 2024 were $25.0M, up from $13.5M at 31 December 2023. This increase is due to higher trading volumes in the U.S., alongside $10.0M owed by AOP from the equity placing on 29 December 2024, which was paid on 3 January 2025.

The current tax asset stood at $0.3M at 31 December 2024, down from $0.6M in 2023. This relates to the expected R&D tax credit claim for the 2024 and 2023 financial years.

Non-current liabilities include a long-term loan from SWK Holdings for $19.8M and milestone financing from AOP for $6.4M. Both loans are accounted for using an effective interest rate method in line with IFRS 9.

Trade and other payables were $23.2M as of 31 December 2024, compared to $12.7M at 31 December 2023. This increase is primarily due to the growth in trading volumes in the U.S. Other liabilities were $9.2M (2023: $0.8M) which included $9.0M (2023: $Nil) of accounts receivable financing with Sallyport Commercial Finance. Lease liabilities decreased from $0.4M in 2023 to $0.2M in 2024.

Cash flow

Net cash outflow in 2024 was $7.5M, decreasing the cash on hand from $13.9M at 31 December 2023 to $6.5M at 31 December 2024. Net cash outflows from operating activities was $6.8M, comprised of $27.2M loss for the year, adjusted for non-cash items of $6.6M (including depreciation and amortisation of $1.4M, share-based payments of $0.9M, net financial expense of $3.7M and income tax of $0.6M) and a net decrease in the Group's working capital of $13.8M.

Net cash outflows from investing activities of $2.2M are the result of capitalised development expenditure of $2.4M and financial income of $0.3M.

Net cash inflows from financing activities of $1.4M are attributable to $5.7M received in relation to the AOP milestone monetisation agreement, interest paid of $3.9M, payment of lease liabilities of $0.2M, proceeds from equity raise of $0.1M and legal fees paid in relation to the equity raise of $0.2M.

Going concern

At 31 December 2024, the Group held $6.5M in cash. The Group's unaudited cash balance at 31 March 2025 was $10.5M.

Since year end the Group has received $10.0M from AOP in relation to the pre-year end equity placing.

The forecasts show that the Group's monthly cash flows start to turn positive by the end of 2025 and and the Group has sufficient cash to allow the business to continue in operations for at least 12 months from the date of approval of the Financial Statements. The Directors have considered scenarios in which sales revenues fall below base case forecasts. In these circumstances mitigating actions such as reduction of discretionary marketing, general and administrative, and production related expenditure combined with the reliance on the full $15.0M accounts receivable facility could be taken to preserve cash. The Directors also believe that other forms of finance, such as royalty finance are likely to be available to the Group.

Based on the above factors, the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Recent shifts in U.S. economic policy, including the imposition of tariffs on imported goods such as pharmaceuticals and active pharmaceutical ingredients (APIs), present ongoing risks and uncertainties for our business. These measures may lead to increased costs, supply chain disruptions, and margin pressure, particularly if alternative sourcing options are limited or similarly affected. The evolving nature of U.S. trade policy, including the potential for future tariffs or retaliatory actions by other countries, creates added unpredictability that may impact our operational planning and financial performance. We continue to monitor these developments and evaluate strategies to mitigate potential impacts.

Financial outlook

On the back of significant expansion of ACCRUFeR® in the U.S. in 2024, the Company is poised for a fresh wave of growth in ACCRUFeR® primarily driven by execution of an optimised sales force plan in close collaboration with our partner, Viatris Inc., increasing patient and physician awareness, and enhancing patient access. Globally, we see an oral iron market which has clear needs based on physician and patient feedback for a product that delivers both effectiveness and tolerability.

Contributions from our global partners including continued growth of FeRACCRU® by Norgine in EU, launch of ACCRUFeR® by Kye Pharmaceuticals in Canada, and the progression of the regulatory processes in Korea and China by Korea Pharma and ASK respectively will contribute to revenues through both royalties and milestones. Lastly, our efforts to be hyper focused on return on our investments across the company and strong working capital management are expected to allow us to be cash flow positive by the end of 2025. Despite the weather-related impact on Q1 2025 revenues, on the back of a solid performance in March 2025, we expect to see significant growth in 2025 as we continue to drive the business to become cash flow positive and fully self-sustaining.

Santosh Shanbhag
Chief Financial Officer
23 April 2025

Managing our key risks in light of the Group's strategy and objectives

Risk Management Framework

The Board is responsible for risk management and reviewing the internal controls systems. It ensures that the key risks are understood and appropriately managed in light of the Group's strategy and objectives, and that an effective internal risk management process, including internal controls, is in place to identify, assess, minimise and manage significant risks. The internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Audit Committee oversees risk management on behalf of the Board.

Identify

The Group highlights potential financial and non-financial risks that may impact on the business as part of the risk management procedures in the form of a Risk Register.

The Audit Committee periodically reviews the Risk Register and approves the addition or deletion of any risks, along with changes in the underlying risk assessment. There are ongoing processes for identifying, evaluating and mitigating the significant risks faced by the Group, which are reviewed on a regular basis.

Assess

Minimise

The review process involves a review of each area of the business to identify material risks and the controls in place to manage these risks. The process is led by the Chief Financial Officer, together with the senior managers with responsibility for specific controls, and overseen by the Audit Committee. Where any significant weakness or failing is identified, implementation of appropriate remedial action is completed following approval by the Audit Committee.

Manage

Risk Description	Change	Potential impact and mitigation
Dependency on commercial success of ACCRUFeR®/FeRACCRU®	↔	The Group is dependent on one product for its short and medium-term success: ACCRUFeR®/FeRACCRU® which has been out-licensed for commercialisation in a range of territories including Europe, China, Canada, Korea, Australia and New Zealand and marketed in the U.S. pursuant to the Viatris Partnership. The Company is heavily dependent upon sales of ACCRUFeR®/FeRACCRU® by its collaboration and licensing partners in those territories and the resultant revenues receivable by the Company. Further, regulatory approval is still required to be obtained for the product to be sold in China, Korea and this may not be obtained and the clinical trials required for such regulatory approval may not be successfully completed or may take materially longer than currently expected. The Group is also dependent on the effective delivery of our commercial strategy for the marketing of ACCRUFeR®/FeRACCRU®, including our pricing strategy and the effectiveness of our efforts to obtain adequate third-party reimbursements. This risk is mitigated by the Company employing a highly experienced commercial team to lead on the execution of commercial strategies to ensure the commercial success of ACCRUFeR®/FeRACCRU®.
Need for additional financing if future revenues insufficient	↔	The Group has incurred losses since its inception and near-term losses are expected to increase as a result of the commercialisation of ACCRUFeR® in the United States pursuant to the Viatris Collaboration Agreement. If ACCRUFeR®/FeRACCRU® is not successfully commercialised in the U.S., Europe, China, Canada, Korea and other markets, the Group is unlikely to become profitable or produce a reasonable return, or any return, on investment. If the Group fails to generate sufficient revenues from its operations to fund its business objectives, additional financing will be required before it becomes self-sustaining, the terms of which may not be advantageous for existing shareholders and the Group. To mitigate against this risk the Company maintains close monitoring of actual to budgeted results and explores alternative financing options if required. The goal is to become cash flow positive and become a self sustaining business by the end of 2025.
Inability to meet regulatory requirements and obligations	↔	The Company operates in a highly regulated environment. ACCRUFeR®/FeRACCRU®, along with any other products of the Company which may obtain regulatory approval, are subject to ongoing regulatory obligations. Regulatory authorities may impose significant restrictions on the indicated uses or marketing of ACCRUFeR®/FeRACCRU® or impose ongoing requirements for potentially costly post-approval studies or post-market surveillance. In addition, product manufacturers and their facilities are subject to continual review and periodic inspections by the EMA, the FDA and other regulatory authorities for compliance with good manufacturing practices and good pharmacovigilance practices. If the Company or a regulatory agency discovers previously unknown problems with ACCRUFeR®/FeRACCRU® or problems with a facility where ACCRUFeR®/FeRACCRU® is manufactured, a regulatory agency may impose restrictions relative to ACCRUFeR®/FeRACCRU® or the manufacturing facility, including requiring recall or withdrawal of ACCRUFeR®/FeRACCRU® from the market or suspension of manufacturing which could severely limit the Company's ability to generate revenues. In order to mitigate this risk the Company maintains and operates suitable quality standards and practices and utilises third party regulatory consultants for expert advice. In addition, the Company regularly audits its key suppliers and manufacturers and works with its external stakeholders to ensure regulatory obligations are met.
Reliance on third-party contractors	↔	The Company's business strategy utilises the expertise and resources of third parties in a number of areas including manufacturing and the conducting of clinical studies and the protection of the Group's intellectual property rights in various geographical locations. This strategy creates risks for the Company by placing critical aspects of the Company's business in the hands of third parties whom the Company must manage appropriately to fit in its best interest. The Group is also currently reliant on two contract manufacturers for the manufacture of ACCRUFeR®/FeRACCRU®, although it is currently in the process of engaging an alternative supplier for both drug substance and the completed product. In order to mitigate this risk the Company holds substantial quantities of raw materials in order to mitigate any disruption to supply and has clearly defined agreements with its manufacturing and clinical partners to set out third party obligations.
Failure to protect intellectual property rights	↔	The Company has been granted, or has in-licensed rights under, a number of key patent families for ACCRUFeR®/FeRACCRU® (or other proprietary rights), and patent applications are pending in multiple jurisdictions. The strength of patents in the pharmaceutical field involves complex legal and scientific questions and can be uncertain. Patents or other rights might not be granted under any pending or future applications filed or in-licensed by the Company and any claims allowed might not be sufficiently broad to protect the Group's technologies and products from competition. In addition, patents granted may be subjected to opposition or comparable proceedings lodged in various national and regional patent offices. These proceedings could result in the loss of a patent which has already been granted, or loss or reduction in the scope of one or more of the claims of the patent. Generic pharmaceutical manufacturers may successfully challenge some of the Company's patents and/or seek approval to market products which utilise the intellectual property involved in the development and manufacture of ACCRUFeR®/FeRACCRU®. Competitors may also successfully design around key patents held by the Group, thereby avoiding a claim of infringement. Patents or other registrable rights might also be revoked for other reasons after grant. Competitors may have filed applications or been granted patents or obtained additional patents and proprietary rights that relate to and could be infringed by the Company's products. Any such failure to sufficiently protect the Company's proprietary intellectual property, resulting in additional competition from other third-party products could have a material adverse effect on the Company's business, prospects, financial condition and results of operations. In order to mitigate this risk the Company employs a team of intellectual property experts who actively advise on the intellectual property portfolio, monitor global patent watches and assist to robustly strengthen and defend the portfolio.
Inability to attract and retain key staff and management team members	↔	The Company needs to attract and retain key personnel to conduct and grow its operations effectively. The Company's ability to compete in the highly competitive pharmaceutical industry depends upon its ability to attract and retain highly qualified employees. Many of the other pharmaceutical companies and academic institutions that it competes against for qualified personnel have greater financial and other resources and different risk profiles and a longer history in the industry than the Company does. The Company might not be able to attract or retain these key persons on conditions that are economically acceptable. The inability of the Company to attract and retain these key persons could have a material adverse effect on its business, earnings, financial situation and prospects and its relationships with its suppliers and key commercialisation partners. In order to mitigate this risk the Group endeavours to offer attractive benefits, remuneration and working environment to employees.

Approved by the Board and signed on its behalf by:

Hans Peter Hasler
Non-Executive Chairman
23 April 2025

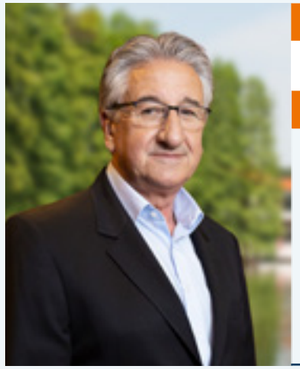
Corporate governance

Contents

Board of Directors

A Audit Committee
N Nomination Committee
R Remuneration Committee
* Committee Chair

Hans Peter Hasler
Non-Executive Chairman



Tenure	Position
Seven years	R N*

Skills and experience

Hans Peter was the Chief Executive Officer of Vicarius Pharma AG, a privately held European biopharma company, until 2020. His prior experiences include Elan Corporation, Dublin, where he was Chief Operating Officer, and Biogen Inc., Boston, where his positions included Chief Operating Officer, and EVP, Head of Global Neurology and International. Previously, he was at Wyeth Pharmaceuticals, Radnor, PA, as Senior Vice President and Chief Marketing Officer and beforehand Managing Director of Wyeth Group Germany, Münster. He holds a Federal Swiss Commercial Diploma and a Marketing Manager Certificate from the Swiss Institute of Business Economy SIB, Z.

External appointments

- Chairman of the Board of HBM Healthcare Investments AG in Switzerland (SIX:HBMN)
- Director of Minerva Neurosciences in Boston (NASDAQ:NERV) and Gain Therapeutics, Bethesda (NASDAQ:GANX)

Peter Llewellyn-Davies
Non-Executive Director and Vice Chairman

Tenure	Position
Nine years	A* N

Skills and experience

Peter has over 25 years' experience in international M&A deals, company turnarounds, licensing transactions and financing activities including IPOs with particular experience in chemical and healthcare industries. He is currently Chief Executive Officer/Chief Financial Officer of invIOs Holding AG. Peter was CEO/CFO of Apeiron Biologics AG from 2017 until its successful sale in 2024, prior to that he was Chief Financial Officer/ Chief Business Officer of Medigene AG and was fundamental in the turnaround process by out-licensing marketed and legacy products. Prior to that, he was Chief Financial Officer of Wilex AG, having orchestrated its IPO in 2006. Peter read Business Management, Banking, Marketing and Controlling in London, St. Gallen and Munich, and has a certificate in Business Studies from the University of London.

External appointments

- Fellow of the London Institute of Banking and Finance
- A founder of Accellerate Partners
- President of the Austrian biotech industry association BIOTECH AUSTRIA
- CEO of invIOs Holding AG

Fabiana Lacerca-Allen
Non-Executive Director

Tenure	Position
Four years	A N

Skills and experience

Fabiana is currently Chief Compliance Officer at CIPLA NA, previously she was CCO of Aimmune Therapeutics based in San Francisco, California (a Nestlé Health Science Corporation since October 2020). She brings to Shield extensive experience in compliance having started and implemented compliance programmes at several major pharmaceutical companies including Merck, Sharp & Dohme, Bristol-Myers Squibb Company, Mylan Laboratories and Elan Pharmaceuticals. Fabiana was also a Non-Executive Director at ArthroCare Corporation, a publicly traded company in the medical device sector prior to its acquisition by Smith & Nephew in 2014. Fabiana holds a master's in law from the University of California, and a Doctor in Law and a Bachelor in Law from the Universidad de Buenos Aires. Fabiana is the recipient of several international recognitions and has been published extensively in areas of leadership and compliance.

External appointments

- A member of the board of directors of the American Red Cross Bay Area Chapter
- Audit Committee member of the international Federation of the Red Cross

Dr Christian Schweiger, MD. PhD
Non-Executive Director

Tenure	Position
Five years	R* N

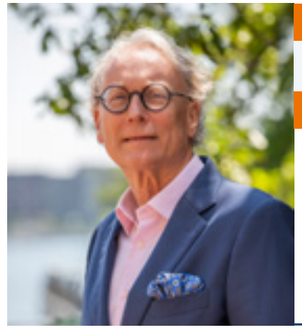
Skills and experience

Christian was Co-founder of Shield in 2008 and the Company's first Chief Medical Officer, responsible for the development of ferric maltol. Christian is an entrepreneurial senior medical affairs and clinical development executive with substantial experience working with both large and small pharmaceutical companies. He is also a Lecturing Professor in Pharmaceutical Medicine at the University of Essen and actively working with different international patient and professional associations.

External appointments

- President of TACHRIS AG
- Non-Executive board member of AOP Orphan International AG
- CEO of aidCURE AG
- Co Chairman at Ardanza Biopharma AG

Anders Lundstrom
Non-executive Director until July 2024 and thereafter Executive Director and CEO



Tenure	Position
Four years	R, N

Skills and experience

Anders brings over 30 years of U.S. and global pharmaceutical/biotech experience. He served as the EVP, Chief Commercial Officer at Banner Life Sciences. His prior experience includes senior commercial and general management roles in AstraZeneca, Biogen, Orexo AB (where he was President and CEO), EMD Serono, and Santhera Pharmaceuticals. Anders holds an MSc in Pharmacy from Uppsala University and a Diploma in Business Administration from IHM, Stockholm.

External appointments

- Principal of his own consulting business, Lexington Biopharma Consulting
- A Private Equity Advisor and Co-founder of ReMyeTx, a neurology start-up company

Rudolf Widmann
Non-Executive Director

Tenure	Position
< One year	N

Skills and experience

Dr. Rudolf Widmann joined the board of Shield Therapeutics in 2024, bringing over 30 years of experience in the pharmaceutical industry and a deep commitment to advancing treatments for rare diseases. His passion for this field began during his pharmacy studies at the University of Innsbruck, where he focused on epilepsy and central nervous system disorders. He went on to work at the Max Planck Institute for Neurological Research, studying cerebral infarction, before transitioning to the private sector in 1991 with a role in quality management at IMMUNO.

External appointments

- Founder and board member of AOP Health International Management AG

Essential skills and experiences our Board delivers

Name	Healthcare	Financial	International	Commercial	Compliance
Greg Madison*	Yes		Yes	Yes	
Hans Peter Hasler	Yes		Yes	Yes	
Peter Llewellyn-Davies	Yes	Yes	Yes		
Dr Christian Schweiger	Yes		Yes	Yes	
Anders Lundstrom	Yes		Yes	Yes	
Fabiana Lacerca-Allen	Yes		Yes		Yes
Rudolf Widmann	Yes	Yes	Yes	Yes	

*Greg Madison resigned as CEO on 24 July 2024

Senior Executive Team

Anders Lundstrom
Chief Executive Officer

Tenure	Location
Four years Appointed Interim CEO following Greg Madison's departure in July 2024	Boston, USA

Skills and experience

Anders joined Shield as Interim CEO in July 2024 and was subsequently appointed as CEO in February 2025. Anders brings over 30 years of U.S. & Global pharmaceutical/biotech experience. He served as the EVP, Chief Commercial Officer at Banner Life Sciences. His prior experience includes senior commercial and general management roles in AstraZeneca, Biogen, Orexo AB (where he was President and CEO), EMD Serono, and Santhera Pharmaceuticals. Anders holds an MSc in Pharmacy from Uppsala University and a Diploma in Business Administration from IHM, Stockholm.

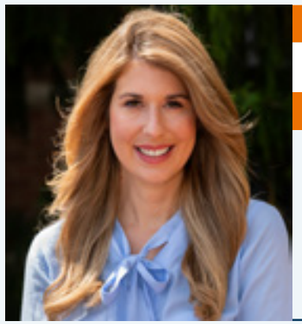
Santosh Shanbhag
Chief Financial Officer

Tenure	Location
One year	Boston, USA

Skills and experience

Santosh joined the Company in January 2024 as Chief Financial Officer and oversees the Company's financial operations. Santosh is a senior financial executive with 20+ years of experience leading financial operations for both U.S. and international organisations, has completed fundraisings for both private and public companies, and has helped execute complex business programmes for transformative healthcare companies to support organisational growth and maximise organisational and capital efficiency. Prior to joining Shield, Santosh was CFO of Nasdaq-listed Akili, Inc., held senior finance leadership roles at Vertex Pharmaceuticals, including as Vice President and Head of International Finance and Accounting. Santosh holds an M.S. in Management & Engineering from MIT and Sloan School of Management, and an MSc in Mechanical Engineering from the University of Massachusetts, Amherst.

Lucy Huntington-Bailey
General Counsel, Chief Compliance Officer and Company Secretary



Tenure	Location
Nine years	Boston, USA

Skills and experience

Lucy has been the Group's Legal Advisor since August 2015 and was an integral member of the team working towards the successful admission of Shield Therapeutics to the AIM market in early 2016. Having worked previously at a boutique corporate law firm and prior to that at an international U.S. law firm in Singapore, Lucy brings to Shield a wealth of experience in the oil and gas sector as well as the pharmaceutical industry. Lucy was promoted to Senior In-House Counsel in December 2016 and General Counsel in 2018 and is responsible for the management of the Group's legal team and all legal advice and services. Lucy was appointed by the Board of Directors to the role of Company Secretary in September 2017. Lucy is admitted as a Solicitor of the Senior Courts of England and Wales.

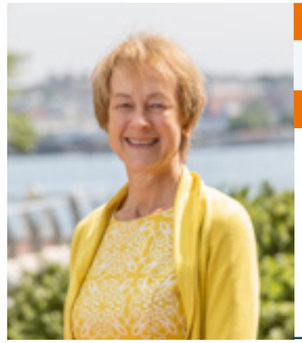
David Childs
VP of Manufacturing and Strategic Alliances

Tenure	Location
Fourteen years	Gateshead, UK

Skills and experience

David joined Shield Therapeutics in 2011 as Director of Manufacturing with the primary objective of creating a robust manufacturing process with multiple CMOs for the development and commercialisation of our lead medicine. David has also had a central role in developing and managing the Company's intellectual property, whilst overseeing the development of commercial alliances and the management of partnerships. Prior to joining Shield, David gained over 18 years of experience in chemical and pharmaceutical development at GlaxoSmithKline (GSK), where he led several successful projects and teams including the manufacturing elements of the successful Promacta® and Relovair® developments.

Dr Jackie Mitchell
VP of Quality, Clinical and Regulatory Affairs



Tenure	Location
Fourteen years	Gateshead, UK

Skills and experience

Jackie has over 20 years' experience in regulatory affairs. She holds an MA in biochemistry from Lady Margaret Hall in Oxford, where she also obtained a doctorate in immunology and molecular biology. Following completion of her academic studies, Jackie spent a number of years working as a research scientist, including a period at Johns Hopkins School of Medicine in Baltimore, U.S. Since moving into the pharmaceutical industry, Jackie has worked in regulatory affairs for large, medium and small pharmaceutical companies, including Boehringer Ingelheim, Abbott and Archimedes. She has been involved in a broad range of global, EU and national applications across many therapeutic areas and has led several major regulatory projects, including successful MAA and NDA submissions, including the NCEs Kaletra and Humira. Jackie has run the Group's regulatory activities since 2012.

Andy Hurley
Chief Commercial Officer

Tenure	Location
Two years	Boston, USA

Skills and experience

Andy joined Shield in April 2023 and oversees Shield's commercial organisation. Andy joined Shield from Agenus Inc. where he was Chief Commercial and Medical/Clinical Officer. Prior to Agenus, Andy was Senior Vice President of a commercial division at Syneos Health where he led a global team that launched nine products across several therapeutic areas during his tenure at the company. Before that, he was Chief Commercial Officer at Ocular Therapeutix where he helped the organisation in preparing the company for its first pharmaceutical launch. Andy has also held senior leadership roles across marketing, sales and operations functions at Sunovion, Dyax, NitroMed and Forest Pharmaceuticals.

Governance at Our Core

Leadership

The role of the Board

I am pleased to present the Corporate Governance Report for the year ended 31 December 2024. The Board recognises that robust governance is essential to the Group's ongoing growth and success. The Board and its Committees play a pivotal role in the Group's governance framework by providing an independent viewpoint to the senior management team and striving to ensure the implementation of an effective system of internal controls and risk management procedures which focus on transparency and accountability. This section of the Annual Report outlines the Group's corporate governance structures, processes, and their application throughout the year ended 31 December 2024.

The Board plays a pivotal role in leading and overseeing the Group's activities, with ultimate responsibility for the direction, strategy, and development of the business. The Board is also accountable for maintaining an effective system of internal controls and risk management, which covers financial, operational, and compliance areas. Additionally, the Board regularly evaluates the effectiveness of these controls and systems, approves the annual budget, and authorises any changes to the Group's capital, corporate, or management structures.

Given the current virtual landscape, the Company and the Board benefit from the ability to host and attend meetings virtually and thus are able to meet more frequently to provide advice and stewardship. In addition to the Company's formal Board meetings, the Board was able to meet at least once per month to provide comprehensive guidance and support. Prior to each meeting, the Board is provided with briefing packs and supporting materials for review. The Board delegates appropriate authority to its Committees (Audit, Remuneration, Compliance and Nomination Committees) as well as to members of the Group's Senior Executive Team.

As an AIM-listed company, we are required to adopt a recognised corporate governance code. Since November 2019, the Company has adopted the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"). The Board believes that the application of the QCA Code underpins the long-term success of the Group. The Board confirms that it has proactively adapted to the updates introduced by the revised QCA Code, ensuring that the Group's governance practices align with the latest standards and best practices to support long-term growth and sustainability and the Statement of Compliance is available to view on the Company's website.

"The Board and its Committees are integral to the Group's governance framework, offering an independent perspective to senior management. They work to ensure the establishment and maintenance of a robust system of internal controls and risk management procedures."

Hans Peter Hasler
Chairman

Diversity

The Company is committed to fostering a diverse and inclusive environment across all levels of the organisation, recognising that diversity in its many forms – including gender, age, race, background, experience, and perspective – is a key driver of innovation, success, and long-term value. We believe that a diverse workforce and leadership team bring a broad range of ideas, enabling us to make better-informed decisions and better serve the needs of our stakeholders.

The Board is committed to ensuring diversity at the senior leadership level and remains focused on creating an inclusive culture that values and respects individual differences. We continually review our diversity practices to maintain a balanced Board composition that reflects a diversity of thought, skills, and experiences. The Board's commitment to diversity is integral to the Company's overall governance framework, as we believe it enhances collaboration, fosters creativity, and supports our long-term business objectives.

Effectiveness

Composition of the Board

The Board was comprised of the following Directors during the course of the year, and up to the date of approval of this report. No Director holds a directorship of a FTSE 100 company.

Chairman/ NED	Hans Peter Hasler	Chair of Nomination Committee. Member of Remuneration Committee.
Independent NED	Peter Llewellyn-Davies	Chair of Audit Committee. Member of Nomination Committee.
NED	Dr Christian Schweiger	Chair of Remuneration Committee[3]. Member of Nomination Committee.
Independent NED	Fabiana Lacerca-Allen	Member of Audit Committee. Member of Nomination Committee.
Independent NED	Anders Lundstrom[1]	Member of Remuneration Committee. Member of Nomination Committee.
NED	Dr Rudolf Widmann[2]	Member of Nomination Committee, Member of Remuneration Committee

[1.] Appointed Interim CEO as of 24 July 2024
[2.] Appointed to the Board on 03 July 2024
[3.] Appointed Chair in October 2024

Composition of the Board continued

Directors are re-elected at the first Annual General Meeting (AGM) following their appointment and are subject to annual re-election. Resolutions sent to shareholders proposing their re-election are accompanied by an explanation from the Board of their suitability for the post. The ongoing training needs of Directors are reviewed during the course of each year and training sessions are conducted by the Company and the Company's Nomad as appropriate.

Details of attendance at Board and Committee meetings during the financial year are as follows:

2024 meetings	Number of meetings	Attendance
Main Board	19	All Directors attended 17 meetings
Audit Committee	4	All Committee members attended
Remuneration Committee	4	All Committee members attended
Nomination Committee	1	All Committee members attended

The Non-Executive Directors also meet without the CEO present on an ad hoc basis during the course of the year. The Non-Executive Directors consider the performance of the CEO and the performance of executive management. The Company does not currently operate with a named Senior Independent Director; however, all Non-Executive Directors are available to shareholders if required. Given the size of the Board and the shareholder structure, this is considered to be appropriate.

Independence of Non-Executive Directors

A majority of the Company's Directors are Non-Executive Directors and Peter Llewellyn-Davies, Fabiana Lacerca-Allen and Hans Peter Hasler are considered to be independent. Hans Peter Hasler joined the Board in July 2018. Although he had served until January 2018 as Non-Executive Director of AOP, a commercial partner and significant shareholder in Shield, the Board considered Mr Hasler to be independent at the time of his appointment as he was no longer serving as a member of AOP's board and did not represent AOP's interests. He was still considered to be independent at the time of his appointment as Chairman in June 2020.

Dr Christian Schweiger was appointed as a Director in June 2020. As Dr Schweiger was a Co-founder and had been an employee of the Company, and at the time of his appointment held 3.5% of the Company's share capital, he is not considered to be independent.

Dr Rudolf Widmann was appointed to the Board in July 2024. As Dr. Widmann is the founder and Board member of AOP, and at the time of his appointment AOP who is the largest shareholder in Shield, holding 54.53% of the Company's share capital, he is not considered to be independent.

On 6 December 2024 AOP signed a relationship agreement with Shield permitting it to appoint or remove directors from the Board under specified circumstances, not prior to the 2026 AGM.

Appointments to the Board

The Nomination Committee comprises the Chair and the other Non-Executive Directors. The Nomination Committee recommended the appointment of Dr Rudolf Widmann to the Board and carried out a formal induction as part of the onboarding process.

Re-election of Directors and terms of service

Details of the proposed re-election of Directors and the terms of their service contracts/letters of appointment are provided within the Directors' remuneration report on page 34.

Directors' service contracts and letters of appointment, outlining their roles and responsibilities, are available for shareholders to inspect at the Company's registered office.

Information and support for Directors

Directors receive an induction upon their appointment and receive annual training alongside ongoing briefings and training relevant to their roles both from the Company and the Company's Nomad where appropriate.

In addition to the services of the Company's retained professional advisors, Directors have access to independent professional advice at the Company's expense where they judge it necessary in order to effectively discharge their responsibilities as Directors.

The Board has the benefit of third-party qualifying indemnity insurance and has access to advice from the Company Secretary and the Group's external legal counsel.

Accountability

Composition of the Audit Committee

The Audit Committee comprises Peter Llewellyn-Davies and Fabiana Lacerca-Allen. Peter Llewellyn-Davies is Chair of the Committee and is considered to be independent and to have recent relevant financial experience, having previously held the role of CFO of other companies. The Committee has written terms of reference, which are available for inspection on request to the Company Secretary. The activities of the Audit Committee, including those in relation to the Group's external auditor, are described in the audit and risk report on pages 29-30.

Composition of the Nomination Committee

All Non-executive Directors sit on the Nomination Committee which is chaired by the Chairman, Hans Peter Hasler. The Committee has written terms of reference, which are available for inspection on request to the Company Secretary. The activities of the Nomination Committee during 2024 consisted of offboarding the outgoing CEO and appointing the successor for the role with the appointment of Anders Lundstrom as Interim Chief Executive Officer effective 24 July 2024. The Nomination Committee also recommended to the Board the appointment of Dr Rudolf Widmann effective 03 July 2024.

Composition of the Remuneration Committee

The Remuneration Committee comprises the Chair, Dr. Christian Schweiger as well as its members, Dr. Rudolf Widmann, Hans Peter Hasler and Anders Lundstrom. The role of the Board and its Remuneration Committee in establishing a policy on Executive remuneration and an explanation of the level and components of remuneration are provided in the Directors' remuneration report on pages 31-35.

Composition of the Compliance Committee

The Compliance Committee comprises Fabiana Lacerca-Allen and Lucy Huntington-Bailey. Fabiana Lacerca-Allen is Chair of the Committee and is considered to be independent and to have relevant experience in compliance having started and implemented compliance programmes at several major pharmaceutical companies including Merck, Sharp & Dohme, Bristol-Myers Squibb Company, Mylan Laboratories and Elan Pharmaceuticals. Fabiana is the recipient of several international recognitions and has been published extensively in areas of leadership and compliance.

Risk management and internal control

The Board has overall responsibility for the adequacy of the Group's internal control arrangements and consideration of its exposure to risk. It approves and adopts the annual update to the Group's risk management plan, following recommendations made by the Audit Committee. The Directors have assessed the principal risks facing the Company on pages 18 and 19 of the Annual Report.

Governance and compliance

The Company's Compliance Programme is guided by the Office of Inspector General's (OIG) Compliance Program Guidance for Pharmaceutical Manufacturers which outlines seven key elements of an effective compliance program.

The Company's Corporate Compliance Committee, led by Fabiana Lacerca-Allen, defines, oversees and validates the development, implementation and continuous execution and improvement of the Company Compliance Programme. The Committee's role is to support and hold the Compliance Team accountable for fulfilling the responsibilities with respect to the Company's Compliance Programme. The Compliance Committee meets regularly and works with the department heads to implement and execute this programme, adjusting as needed to reflect evolving business needs. In order to conduct business efficiently and operate with the highest ethical standards, Company personnel must understand the policies, procedures, laws, regulations and ethical guidelines governing their day-to-day responsibilities, business functions and behaviour. Conducting effective training and education promotes the understanding and awareness needed to detect and minimise instances of fraud, abuse and unlawful conduct. Through proper training and education, Company personnel can help foster a culture of integrity, accountability and respect here at Shield. All U.S. employees have received a Code of Conduct and completed Compliance and Ethics Manual training.

General meetings

Details of the Annual General Meeting (AGM) are provided in the Directors' report on page 37. Separate resolutions are proposed at the AGM for each substantially separate issue and a resolution will be proposed for approval of the Annual Report. Proxy voting is available for general meetings of the Company.

Hans Peter Hasler
Chairman
23 April 2025

"The Audit Committee's responsibilities include monitoring the financial integrity of the financial statements for the Group and the involvement of the Group's auditor in that process."

Peter Llewellyn-Davies
Audit Committee Chair

Audit and Risk Report

Monitoring risk and reporting

2024 membership and attendance	Committee membership and attendance
Peter Llewellyn-Davies	4
Fabiana Lacerca-Allen	4

The Audit Committee

The Audit Committee is a sub-Committee of the Board with the responsibility to review all aspects of the financial reporting of the business and all aspects of internal control. The Committee represents the interests of our shareholders in relation to the integrity of information and the effectiveness of the audit processes in place.

The responsibilities of the Audit Committee include, but are not limited to:

- Evaluating the effectiveness of the Group's internal controls and risk management system and overseeing the process for managing risks across the Group, including review of the Group's corporate risk profile;
- Reviewing the integrity of the financial statements, including the Annual Report, the interim report and regular RNS;
- Reviewing and discussing with management the appropriateness of judgments involving the application of accounting principles and disclosures;
- Oversight of the Group's compliance with legal requirements and accounting standards and ensuring that an effective system of internal financial control is maintained;
- Monitoring the qualifications, expertise, resources and independence of the external auditor, as well as assessing the external auditor's performance and effectiveness; and
- Recommending the appointment or reappointment of the external auditor to the Board so that the Board may put the recommendation to the shareholders at the AGM.

Meetings of the Committee are held as required throughout the year. The regular meetings coincide with the review of the scope of the external audit and observations arising from their work in relation to internal control and to review the financial statements. The external auditor is invited to these meetings and meets with the Audit Committee at least once a year, in particular at its meeting relating to year-end.

At this meeting, the Committee carries out a review of the financial statements and of the audit, using as a basis the report to the Audit Committee prepared by the external auditor and considering any significant accounting policies, any changes to them and significant estimates or judgments. Questions are asked of management of any significant or unusual transactions where the accounting treatment could be open to different interpretations. Due to its size and structure, the Group does not have an internal audit function. This is a matter which the Committee reviews with management regularly. The Directors have assessed that the internal control environment is appropriate for the size of the entity.

External auditor

The external auditor is required to give the Committee information about policies and processes for maintaining their independence and compliance regarding the rotation of audit partners and staff. The Committee considers all relationships between the external auditor and the Company to ensure that they do not compromise the auditor's judgment or independence, particularly with the provision of non-audit services.

The Audit Committee commenced an audit tender process in June 2024, having reviewed the current auditors of comparable companies which at the time were listed on the FTSE AIM 100 Index. The review identified six audit firms and initial informal pre-tender discussions were undertaken to identify which auditors would be suitable/able to participate in a formal audit tender process. The process led to a short list of two auditors who were then contacted under a formal Request for Proposal (RFP) process.

The RFP process undertaken sought to request information on the auditors covering several key areas:

- Credentials of the firm to support the Group's expanding U.S. commercial business;
- Resource capacity to complete the year ended 31 December 2024 audit;
- Indicative fee proposals;
- Composition of the audit team and lead partner;
- Experiences of auditing similar sized healthcare and AIM-listed entities; and
- Observations on existing accounting policies/treatments used by the Group;

The shortlisted auditors presented to the Audit Committee and the Committee subsequently reviewed the quality of the tender documents and presentations.

The Committee decided to appoint Crowe U.K. LLP Crowe have completed the audit for the year ended 31 December 2024 and their appointment will be formally put before shareholders at the upcoming AGM.

During the year the Committee interacted with the Company's external auditors on the following:

- Internal control improvement;
- Financing and going concern;
- Audit process efficiency suggestions; and
- Financial reporting best practices.

Significant issues relating to the financial statements

The specific issues considered by the Audit Committee in the period under review, in relation to the financial statements, are shown below.

Use of judgments and estimates

In preparing the consolidated financial statements, the Group has made judgments and estimates that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Information about judgments and estimates made by the Group that have the most significant effects on the amounts recognised in the financial statements include:

Impairment of investment in subsidiaries and recoverability of intercompany receivables – The Company has investments in subsidiaries of $100.9M, and intercompany receivables with its subsidiaries totalling $158.6M as at 31 December 2024. Impairment tests have been performed on the carrying value of these investments and receivables. Key assumptions, such as the amount and timing of future cash payments against these receivables and relevant discount rates underlie the recoverable amounts used in these impairment tests. Further information on the key assumptions used is disclosed in Note 3 on page 58.

Going concern assessment – Management have considered the funding requirements of the Group through the preparation of detailed cash flow forecasts for the period to December 2026, including the prospective ACCRUFeR® sales revenues and the related commercial operating costs. These forecasts show that the Group's monthly cash flows start to turn positive by the end of 2025 and that the recent accounts receivable facility should provide sufficient cash to allow the business to continue in operations for at least 12 months from the balance sheet date. The Directors have considered scenarios in which sales revenues fall below base case forecasts. In these circumstances mitigating actions such as reduction of discretionary marketing, general and administrative, and production related expenditure combined with the reliance on the full $15.0M accounts receivable facility could be taken to preserve cash. This is discussed further in Note 2 on page 53.

Recent shifts in U.S. economic policy, including the imposition of tariffs on imported goods such as pharmaceuticals and active pharmaceutical ingredients (APIs), present ongoing risks and uncertainties for our business. These measures may lead to increased costs, supply chain disruptions, and margin pressure, particularly if alternative sourcing options are limited or similarly affected.

The evolving nature of U.S. trade policy, including the potential for future tariffs or retaliatory actions by other countries, creates added unpredictability that may impact our operational planning and financial performance. We continue to monitor these developments and evaluate strategies to mitigate potential impacts.

Peter Llewellyn-Davies
Audit Committee Chair
23 April 2025

"The Remuneration Committee recognises the importance of shareholder engagement in relation to Executive remuneration."

Dr Christian Schweiger
Remuneration Committee Chair

Directors Remuneration Report

2024 membership and attendance	Committee membership and attendance
Hans Peter Hasler	4
Dr Christian Schweiger[1]	4
Anders Lundstrom[2]	4
Dr Rudolf Widmann[3]	2

[1.] Appointed Chair of Remuneration Committee 24 July 2024
[2.] Stepped down as Chair of Remuneration Committee 24 July 2024
[3.] Appointed 03 July 2024

On behalf of the Board of Directors, I am pleased to present the Directors' remuneration report for the year ended 31 December 2024. Although the Company is not subject to the reporting regulations of Main Market-listed companies, the Remuneration Committee recognises the importance of shareholder engagement in relation to Executive remuneration.

Accordingly, the Committee has prepared this report as a matter of best practice and has taken account of those in doing so.

Remuneration Committee membership and activities

The current members of the Remuneration Committee are Dr Christian Schweiger, Anders Lundstrom, Hans Peter Hasler and Dr Rudolf Widmann. Anders Lundstrom acted as Chair of the Remuneration Committee from 18 June 2021 to 24 July 2024 and Dr Christian Schweiger was appointed Interim Chair accordingly. Dr Christian Schweiger's appointment as Chair was effective 01 February 2025. Dr Rudolf Widmann was appointed to the Board and subsequently the Remuneration Committee on 03 July 2024.

The Committee meets at least once a year and met four times during the course of 2024. It has responsibility for:

- Maintaining the remuneration policy taking account of legal and regulatory requirements and relevant corporate governance guidelines;
- Reviewing and determining the remuneration packages of the Executive Directors; and
- Monitoring the level and structure of remuneration of senior management, including share options and bonus awards.

The Remuneration Committee and the Board enlisted the assistance of Aon U.S. Talent Solutions to assist them with reviewing the remuneration of the Executive Director and senior management team. As part of this review Aon compared entities similar to the Group in industry and size, characteristics and operations using relevant data for setting remuneration.

The duties of the Committee are set out in the terms of reference, which are available on request from the Company Secretary. All decisions taken by the Remuneration Committee in 2024 were in accordance with the terms of reference and the Remuneration Committee exercised with appropriate commercial judgment.

The Remuneration Committee has concluded that the remuneration policies in place for the Company continue to be effective and appropriate to attract and retain high calibre individuals who help contribute to the Company's success.

With operations both within the UK and the U.S., the Company continues to monitor market remuneration trends and works with advisors to ensure the Company is remaining competitive whilst working with the senior management team to streamline the Company's cost base to ensure it meets its objective of becoming cash flow positive by year end 2025.

Key remuneration principles

Our remuneration arrangements for Executive Directors are based on the key principles set out below. We have articulated how those principles are addressed within the remuneration policy.

Key principle	How we reflect this in our policy
To promote the long-term success of the Company.	The Executive Directors' remuneration opportunity is performance-based and earned subject to the satisfaction of specific performance conditions.
To provide appropriate alignment with stakeholders' expectations in relation to the Company's strategy and outcomes.	Performance conditions for the annual bonus and share option schemes are set such as to align with shareholders' interests and subject to Board discretion.
To provide a competitive package of base salary, benefits and short and long-term incentives, with an appropriate proportion being subject to the achievement of individual and corporate performance conditions.	Further alignment between Executive Directors and shareholders is achieved by structuring performance conditions to align with shareholder interests.

Executive remuneration in 2024

Base salary, bonus and share options for the Chief Executive Officer (CEO) are approved by the Remuneration Committee. Following the appointment of Anders Lundstrom as Interim Chief Executive Officer on 24 July 2024 the Remuneration Committee approved the terms of a fixed term interim agreement until 31 January 2025. The interim agreement contained monthly base salary and a bonus upon completion of the term.

No awards were granted to the CEO/Interim CEO under the Retention and Performance Share Plan during 2024.

Looking forward to 2025

The CEO's bonus opportunity and share options award opportunity for 2025 are expected to be up to 75% of salary and 100% of salary respectively, with awards subject to the achievement of full-year performance conditions or length of service conditions.

Board changes

There have been several Board changes during the course of 2024 which included the appointment of Dr Rudolf Widmann as of 03 July 2024. There were also changes within the committees and in particular the role of Chair of Remuneration Committee due to Anders Lundstrom being appointed Interim CEO on 24 July 2024. and therfore Dr Christian Schweiger was appointed Chair of the Remuneration Committe on 24 July 2024. Anders Lundstrom was appointed CEO (following his interim role) on 01 February 2025.

Executive Directors' remuneration policy

The table on page 33 sets out the elements of Executive Directors' compensation and how each element operates, as well as the maximum opportunity of each element and any applicable performance measures.

Element or purpose	Operation	Maximum Opportunity
Fixed remuneration		
Basic salary		
Usually reviewed annually, taking account of: ▪ Salary increases awarded to the wider workforce; ▪ Group performance; ▪ Role and experience; ▪ Individual performance; and ▪ Competitive environment.		Salary increases will generally be in line with salary increases to other employees, but may be adjusted to take account of: ▪ Promotion; ▪ Change in scope of role; ▪ Realignment with the market; and ▪ Development and performance in role (for example, if a new Director is appointed on a salary which is increased over time to a market-competitive level).
Benefits		
To provide a competitive range of benefits as part of total remuneration	Executive Directors currently receive: ▪ Private medical insurance.	No overall maximum has been set, but the level of benefits provided is determined taking into account the overall cost to the Company. Other benefits may be provided to reflect individual circumstances, such as relocation expenses.
Retirement benefits		
To provide an appropriate level of retirement benefit (or cash allowance equivalent).	Executive Directors are eligible to participate in the Group defined contribution pension scheme and/or the Company safe harbour 401(k) retirement plan with Transamerica.	Contributions for 2025 have been set at 3% of salary.

Element or purpose	Operation	Maximum Opportunity
Variable remuneration		
Annual bonus		
Rewards performance over the financial year, including in relation to performance which supports the Company's longer-term objectives.	Awards for Executive Directors are based on performance, measured over the year to which they relate. The measures and weightings are determined each year to reflect the Company's strategic priorities.	The bonus opportunity is up to 75% of base salary. The Remuneration Committee may in its discretion award a bonus higher or lower than the target bonus of 75%.
Retention and Performance Share Plan (RPSP)		
To create alignment between Executive Directors' and shareholders' interests through the delivery of performance-based awards or onboarding recruitment awards.	Awards are made in the form of nominal cost or market value share options. Vesting is subject to the achievement of specific performance conditions for performance awards or for remaining in office in relation to onboarding recruitment options and retention options. The plan is subject to malus and clawback provisions.	For performance awards, awards are made based on an assessment of the Executive Directors' performance and cover a twelve-month period from grant. Achievement of each objective entitles the recipient to a percentage of the total award and vesting can occur 12 to 36 months from grant. The Committee will review and set performance conditions for future awards. For retention awards, awards are made based on a percentage of salary at the date of grant and will vest 12 to 36 months from grant providing the Executive Director remains in office, or is not under notice, as at the date of vesting. For recruitment awards, awards are made based on a percentage of salary at the time of onboarding and will vest 12 to 36 months from grant provided the Executive Director remains in office, or is not under notice, at the date of vesting.

Non-Executive remuneration policy

The remuneration policy for the Chairman and Non-Executive Directors is to pay fees necessary to attract and retain individuals of the calibre required, taking into account the size and complexity of the business and the market in which it operates.

The fees of the Non-Executive Directors are agreed by the Chairman and the CEO and the fees of the Chairman are determined by the Board as a whole.

Fees are paid as a base fee as a member of the Board, together with additional fees for chairmanship of a Board Committee. All Non-Executive Directors may be reimbursed for expenses reasonably incurred in the performance of their duties.

Neither the Chairman nor the Non-Executive Directors are eligible to participate in the Group's incentive arrangements.

Directors' service contracts

Details of the service contracts of Directors in office at the date of approval of this report are set out below. All Directors are subject to annual reappointment at each AGM.

Name	Position	Notice period	Notes
Anders Lundstrom	CEO	6 months	
Hans Peter Hasler	NED (Chairman, Chair of Nomination Committee)	3 months	Subject to annual reappointment at AGM
Peter Llewellyn-Davies	NED (Chair of Audit Committee)	3 months	Subject to annual reappointment at AGM
Fabiana Lacerca-Allen	NED	3 months	Subject to annual reappointment at AGM
Dr Christian Schweiger	NED (Chair of Remuneration Committee)	3 months	Subject to annual reappointment at AGM
Dr Rudolf Widmann	NED	3 months	Subject to annual reappointment at AGM

Hans Peter Hasler is engaged under a letter of appointment dated 18 June 2023 with a term of three years.

Peter Llewellyn-Davies is engaged under a letter of appointment dated 01 November 2024 with a term of three years.

Fabiana Lacerca-Allen is engaged under a letter of appointment dated 11 June 2024 with a term of three years as of 20 June 2024.

Dr Christian Schweiger is engaged under a letter of appointment dated 25 June 2023 with a term of three years.

Dr Rudolf Widmann is engaged under a letter of appointment dated 01 July 2024 with a term of three years effective as of 03 July 2024.

Directors' remuneration (audited)

The tables below detail the total remuneration received by each Director during 2024.

Name	Salary/fees ($000)	Benefits ($000)	Bonus ($000)	Pensions ($000)	Total remuneration 2024 ($000)
Executive Directors					
Greg Madison[1]	380	—	223	35	638
Non-Executive Directors					
Hans Peter Hasler	128	—	—	—	128
Peter Llewellyn-Davies	61	—	—	—	61
Dr Christian Schweiger	51	—	—	—	51
Anders Lundstrom[2]	154	—	—	—	154
Fabiana Lacerca-Allen	51	—	—	—	51
Dr Rudolf Widmann	25	—	—	—	25
	850	**—**	**223**	**35**	**1,087**

[1] In addition to payment shown in table, Greg Madison was paid $643,000 as a contractual severance payment, this was paid in October 2024.
[2] Anders Lundstrom's fee breakdown includes both Non-Executive Director fees and Interim CEO fees from 24 July 2024.

Directors' remuneration – year ended 31 December 2023

Name	Salary/fees ($000)	Benefits ($000)	Bonus ($000)	Pensions ($000)	Total remuneration 2023 ($000)
Executive Directors					
Greg Madison	567	—	405	60	1,032
Non-Executive Directors					
Hans Peter Hasler	94	—	—	—	94
Peter Llewellyn-Davies	60	—	—	—	60
Dr Christian Schweiger	37	—	—	—	37
Anders Lundstrom	42	—	—	—	42
Fabiana Lacerca-Allen	37	—	—	—	37
	837	**—**	**405**	**60**	**1,302**

No Director waived any emoluments in respect of the year and the previous year.

Retention and Performance Share Plan (RPSP) options granted in 2024 (audited)

During the year, the Company issued no share options under the RPSP to the CEO (2023: 7,015,096 options).

As at 31 December 2024, Greg Madison held 12,827,908 options. Anders Lundstrom was not granted any share options during the course of 2024 in his role as Interim CEO.

2024 annual bonus (audited)

The CEO was awarded a bonus of $223,125 in respect of 2023 which was paid in October of 2024.

Directors' shareholdings

The table below discloses the interests of any Directors serving during the year in the shares of the Company at 31 December 2024.

Name	Shares at 31 December 2024	% of share capital	Shares at 31 December 2023	% of share capital
Dr Christian Schweiger	11,651,713	1.49%	11,651,713	1.49%
Hans Peter Hasler	5,500,000	0.70%	5,500,000	0.70%
Peter Llewellyn-Davies	177,842	0.02%	177,842	0.02%
Fabiana Lacerca-Allen	271,886	0.03%	271,886	0.03%
Anders Lundstrom	10,000	>0.1%	10,000	>0.1%
Dr Rudolf Widmann	0	0%	0	0%
Total	**17,611,441**			
Share Capital as at 15 April 2025	1,041,690,484			

This report was approved by the Board and signed on its behalf by:

Dr Christian Schweiger
Remuneration Committee Chair
23 April 2025

Directors Report

The Directors present their Annual Report on the affairs of the Group, together with the financial statements and auditor's report, for the year ended 31 December 2024.

Principal activities

Shield Therapeutics plc is a commercial stage specialty pharmaceutical company with a focus on addressing iron deficiency with its lead product ACCRUFeR®/FeRACCRU® (ferric maltol), an innovative and differentiated specialty pharmaceutical product, to address a significant unmet need for patients suffering from iron deficiency (with or without anemia).

Strategic report

The strategic report is set out on pages 1 to 19. The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable.

Section 172 statement

Under Section 172 of the Companies Act 2006, the Directors have a duty to act in good faith in a way that is most likely to promote the success of the Company for the benefit of its members as a whole, having regard to the likely consequences of decisions for the long term, the interests of the Company's employees, the need to foster relationships with other key stakeholders, the impact on the community and the environment, maintaining a reputation for high standards of business conduct, and the need to act fairly between members of the Company.

Key decisions made by the Board during 2024 were related primarily to the commercialisation of ACCRUFeR® in the U.S. This included:

- $5.7M milestone monetisation agreement and $10M equity raise with AOP Health International Management AG to support commercialisation efforts;
- $15M accounts receivable financing with Sallyport Commercial Finance; and
- restructuring of sales force and territory alignment.

The Company regularly meets with its co-commercialisation partner Viatris including quarterly meetings of the joint management committee. The parties collectively review the progress of the co-commercialisation efforts including sales and understanding the needs of patients and HCPs for the benefit of shareholders long term and the wider stakeholder pool.

Prior to entering into the financing mentioned above , the Company met with its major shareholders to discuss the financing requirements for the Group. Refer to page 14 for further information on stakeholder engagement and the discharge of Directors' duties.

Approximately 62% of the Company's shares are held by two investors. The Chief Executive Officer and other members of the Board communicate from time to time with these shareholders and have a good understanding of their interests. The Chief Executive Officer and other members of the Senior Executive Team meet regularly with other shareholders, both institutional and private, to explain and discuss the Group's strategy and objectives and to understand the interests of smaller shareholders in the Company. The Board recognises its responsibility to act fairly between all shareholders of the Company.

The Group employed an average of 77 staff during 2024 and had a headcount of 63 as at 31 December 2024. The Chief Executive Officer and the other members of the Senior Executive Team interact daily with all employees. Management has implemented employee policies and procedures which are appropriate for the size of the Group.

Apart from its shareholders and employees, the Group's main stakeholders are Viatris Inc., Norgine BV, Beijing Aosaikang Pharmaceutical Co., Ltd. Korea Pharma Co., Ltd. and Kye Pharmaceuticals with which the Group has signed licence development and commercialisation agreements relating to ACCRUFeR®/FeRACCRU®. The agreements contain formal provisions for relationships between Shield and the licence partners but the Board and management also recognise the importance of establishing and maintaining good, less formal relationships with these stakeholders. The Chief Executive Officer and Senior Executive Team meet, from time to time, with senior managers from the licence partners.

Due to the size and nature of its activities, the Group's impact on the community and the environment is modest but the Board endeavours to ensure that the business acts ethically and in an environmentally conscious manner.

Future development

Disclosures relating to future developments are included in the Chief Executive Officer's statement and financial review.

Capital structure

Details of the Company's share capital including shares issued during the year are provided in Note 21. The Company has one class of Ordinary Shares listed on the AIM market of the London Stock Exchange with a nominal value of £0.015. Each Ordinary Share carries the right to one vote at general meetings of the Company and carries no right to fixed income.

The Directors are not aware of any restrictions on the transfer of Ordinary Shares in the Company other than certain restrictions which may from time to time be imposed by law and regulations.

Details of employee share schemes and share options in issue are provided in Note 23.

Results and dividend

The consolidated statement of profit and loss and other comprehensive income is set out on page 46. The Group's loss after taxation for the year was $27,182,000 (2023: $33,293,000).

The Directors do not recommend the payment of a dividend in respect of the year ended 31 December 2024.

Directors

The Directors of the Company during the year and up to the date of approval of the Annual Report were as follows:

Hans Peter Hasler	Peter Llewellyn-Davies	Dr Christian Schweiger	Fabiana Lacerca-Allen	Anders Lundstrom	Dr Rudolf Widmann

The role of Company Secretary is undertaken by Lucy Huntington-Bailey and that of the Company Treasurer by Santosh Shanbhag.

Directors' indemnities

The Group has made qualifying third-party indemnity provisions for the benefit of its Directors, which remain in force at the date of this report.

Branches outside the UK

As at 31 December 2024, the Group consists of certain subsidiaries which are incorporated outside the United Kingdom. Further information can be found in the financial statements. There are no branches of the Company outside the United Kingdom.

Research and development

The Group undertakes significant research and development activities in the course of bringing its core pharmaceutical assets to market. Details of the expenditure charge to the consolidated statement of profit and loss, expenditure capitalised during the year and the accounting policy for capitalising development expenditure are provided in the financial statements.

Political donations

The Group made no political donations during the course of both the current and prior years.

Financial instruments

The Company's financial risk management objectives and policies and disclosures regarding its exposure to foreign currency risk, credit risk and liquidity risk are provided in Note 2 to the financial statements.

Post-balance sheet events

Further information on post-balance sheet events is provided in Note 2 within the consolidated financial statements contained within this report.

Corporate governance report

The Company's corporate governance report can be found on pages 26 to 28 of the Annual Report. The corporate governance report forms part of this Directors' report and is incorporated into it by cross-reference.

Major interests

As at the date of this report, the Company had been notified of the following shareholders with major interests in the shares of Shield Therapeutics plc:

AOP Health	54.53%
Hargreaves Lansdown	8.18%
Nestle S.A.	5.38%

Auditor

Each person who is a Director at the date of approval of this Annual Report confirms that:

- So far as the Director is aware, there is no relevant audit information of which the Group's auditor is unaware; and
- The Director has taken all reasonable steps as a Director in order to make himself aware of any relevant audit information and to establish that the Group'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.

Annual General Meeting

The AGM of the Company will be held at 2pm (BST) on 22 May 2025.

By order of the Board

Anders Lundstrom
Chief Executive Officer
23 April 2025

Statement of Directors' responsibilities

in respect of the Annual Report and the financial statements

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

Company law requires the Directors to prepare the Group and parent company financial statements for each financial year. Under the AIM Rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with UK adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 and they have elected to prepare the parent company financial statements on the same basis.

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 parent company and of the Group's profit or loss for that period.

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

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable, relevant and reliable;
- State whether they have been prepared in accordance with UK-adopted International Accounting Standards (UK-adopted IFRS);
- Assess the Group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- Use the going concern basis of accounting unless they either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a strategic report and a Directors' report that complies with that law and those regulations.

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

We consider 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.

By order of the Board

Anders Lundstrom
Chief Executive Officer
23 April 2025

Financial statements

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Independent Auditor's Report to the Members of Shield Therapeutics plc

Opinion

We have audited the financial statements of Shield Therapeutics plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 31 December 2024, which comprise:

- the Consolidated statement of profit and loss and other comprehensive income for the year ended 31 December 2024;
- the Group and Company balance sheets as at 31 December 2024;
- the Group and Company statements of changes in equity for the year then ended;
- the Group and Company statements of cash flows 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 financial statements is applicable law and UK-adopted international accounting standards.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2024 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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.

Conclusions relating to going concern

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

- Assessing the design and implementation of controls over management's going concern assessment process;
- Reviewing management's forecasts for the Group for the going concern assessment period;
- Checking the numerical accuracy of management's projections, and agreeing opening positions used;
- Assessing management's ability to forecast accurately;
- Assessing the Company's compliance with covenants;
- Challenging management on the assumptions underlying the base case scenario and considering whether these are consistent with our understanding of the business obtained during the audit;
- Reviewing the severe, but plausible downside scenario, modelled by management and challenging them on the assumptions applied;
- Assessing the impact of the mitigating factors available to management to restrict the forecast cash outflows in the base case model and downside scenario as well as the feasibility of these measures; and
- Assessing the completeness and accuracy of the disclosures made on going concern in the Annual Report and financial statements.

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

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

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 $800,000 based on 3% of Group loss before tax. Materiality for the Parent Company financial statements as a whole was set at $295,000 based on total assets.

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 $560,000 for the Group and $206,500 for the Parent Company.

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 $40,000. 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 Group 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.

The Group operates through the Parent Company based in the UK whose main function is the incurring of administrative costs and providing funding to the operating entities. In addition to the Parent Company, we identified a further two significant components subject to a full scope audit and two entities for which we performed audit procedures over specific balances or transactions. All work was performed by the Group audit team.

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.

This is not a complete list of all risks identified by our audit.

Key audit matter	How the scope of our audit addressed the key audit matter
Risk of fraud in revenue recognition (see Note 5) International Standards on Auditing (UK) presumes there is always a risk of material misstatement due to inaccurate revenue recognition unless rebutted. The Group has three revenue streams, and all revenue streams are recognised at a point in time. Of the three revenue streams only two are material to the financial statements, product transfer revenue and sales royalty revenue. In respect to income from development milestones this is not material and the Group is yet to secure any income from under contracts of sales milestones. Management is required to make a number of estimates and judgements when accounting for revenue related rebates and discounts, and through this an opportunity exists for management to manipulate the revenue recognised during the year. In view of the above we consider the risk of fraud in revenue recognition to be a key audit matter due to the opportunity for management override and transactional risk over accuracy for the two material revenue streams.	We performed the following procedures as part of our audit of revenue: ▪ Obtained an understanding of the systems and the processes in place for the recognition of revenue, confirming that the key controls have been designed and implemented appropriately. ▪ Understood the significant revenue arrangements entered by the Group during the period and determining whether the arrangement is appropriately identified as a contract with a customer in accordance with IFRS 15. ▪ Obtained agreements with significant partners and reviewed the nature of the arrangements to confirm revenue recognition is appropriate. ▪ Tested, on a sample basis, product transfer revenue recognised in the year, obtained monthly stock reports, and agreed to supporting documentation for accuracy; also part of the testing included corroborating receipt of payment. ▪ Tested product transfer revenue for accuracy by obtaining reports directly from partners reporting portal to ensure all revenue reported has been recognised within the financial statements. ▪ Tested total sales royalty revenue to quarterly reports ensuring this is in line with the agreement with the third party partner; also part of the testing included corroborating receipt of payment. ▪ Tested key accounting estimates and judgements relating to the accuracy of revenue by understanding and testing the key terms of each type of rebate and discount. ▪ Considered journal entries posted to the revenue during the year to ensure there were no transactions outside our understanding of the business.
Capitalisation of development costs and impairment of intangible assets (see Notes 3.1 and 13) The Group's intangible assets amounting to $18M (2023: $17m) comprises of patents and development costs relating to FeRACCRU®/ACCRUFeR®. Determining whether development costs meet the capitalisation criteria under IAS 38 involves significant judgement including assessing the technical feasibility, likelihood of regulatory approval and commercial viability of the product. Further, management is required to assess whether there are impairment indicators in accordance with IAS 36. The process of measuring and recognising impairment of assets is complex and highly judgemental.	We performed the following procedures as part of our audit: ▪ Obtained an understanding of the processes and key controls relating to the capitalisation of development costs and impairment assessment of intangible assets. ▪ Reviewed the accounting policies adopted by management and whether the capitalisation criteria are consistent with IAS 38. ▪ Tested, on a sample basis, capitalised development costs to source documentation such as third party invoices and assessed whether these meet the capitalisation criteria. ▪ Challenged management on the reasonableness of the key judgements in the capitalisation of development costs including assessment of technical feasibility, progress of regulatory approvals and expectation of future economic benefits. ▪ In relation to impairment assessment, we obtained management's assessment of impairment of intangible assets and performed our own assessment to identify any indicators of impairment in line with IAS 36. ▪ Obtained management's value in use (VIU) calculation to support the recoverable amount of the intangible assets. ▪ Ensured that the cashflow forecasts are based on budget approved by the Board. ▪ Reviewed the mathematical accuracy of management's VIU calculation. ▪ Challenged the appropriateness of management's forecasts and the key assumptions used in the model, including revenue growth and discount rate, based on our knowledge of the industry and have taken into consideration any contradictory evidence. ▪ Involved our valuations specialist in reviewing and challenging the discount rate applied by management. ▪ Performed a sensitivity analysis on management's forecasts to understand the impact that reasonable possible changes to the key assumptions would have on the carrying value of the intangible assets. ▪ Reviewed the completeness and accuracy of the financial statement disclosures.
Impairment of investments in subsidiaries and intercompany receivables (relevant to Parent Company only – see Notes 3.2, 14 and 16) The Parent Company's investments in subsidiaries and intercompany receivables represent significant balances in its balance sheet. The carrying value of the investments in subsidiaries amounted to $101M (2023: $101m) and receivable by the Parent Company from its subsidiaries amounted to $159M (2023: $147m). As the Group continues to incur losses, and the Company's market capitalisation is lower than both the carrying value of the investments and the intercompany receivables, management determined that it was likely impairment triggers had been identified. The determination of whether an impairment loss should be recognised requires management to assess the recoverable amount of these balances, which is inherently complex and highly judgemental and depends on a number of factors, including future potential earnings of the subsidiaries, regulatory approvals and use of appropriate discount rate. In addition, the calculation of ECL in accordance with IFRS 9 requires management to make judgement and estimation techniques, particularly in determining the probability of default, the loss given default, and estimating and discounting future cashflows.	We performed the following procedures as part of our audit: ▪ Obtained an understanding of the processes and key controls relating to the impairment and ECL assessments. ▪ Compared the carrying value of investments with the relevant subsidiaries' net assets. ▪ Considered management's impairment assessment of investments in subsidiaries and intercompany receivables alongside our consideration of impairment of intangible assets. Our procedures are consistent with the work performed to address the key audit matter relating to impairment of intangible assets as detailed above. ▪ Challenged management to understand the recoverable value with reference to its current market capitalisation by obtaining supporting analysis such as analyst reports and whether this is consistent with the impairment assessment. ▪ In relation to ECL on intercompany receivables, we assessed compliance with the requirements of IFRS 9 in the determination of ECL. ▪ Evaluated the appropriateness and challenged management on the key assumptions used in the ECL calculation, including the determination of probability of default with reference to default rates seen in the pharmaceutical sector, and the effective interest rate used to discount the ECL. ▪ Reviewed the completeness and accuracy of the disclosures included in the financial statements and the appropriateness of any adjustments made in respect to the balances noted. We also reviewed the classification of intercompany receivables in the Parent Company's balance sheet.

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 38, 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 the procedures in place for ensuring compliance. These included the Companies Act 2006, AIM rules, tax legislations and the significant country-specific laws and regulations associated with operating in the pharmaceutical sector, such as those issued by FDA and EMA.
- As part of our audit planning process, we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made with management and those charged with governance concerning both whether they had any knowledge of any actual or suspected fraud and their assessment of the susceptibility to fraud. We considered the risk to be greater in areas involving significant management estimation or judgement, including capitalisation of development costs and impairment assessments, and estimates or judgements impacting revenue recognition or which could impact on management bonuses and remuneration. Based on this assessment we designed audit procedures to focus on these specific areas.
- To gain an understanding of areas of fraud risk and any instances of non-compliance with laws and regulations we:
  i. enquired with management and understood how they ensure the Group remains compliant with all laws and regulations;
  ii. held discussions with the Group's General Counsel;
  iii. held discussions with Vice President of Regulatory Affairs;
  iv. obtained confirmation of our understanding from external legal advisors;
  v. reviewed regulatory correspondence; and
  vi. reviewed legal and professional costs.
- We assessed the design and implementation of controls over significant audit risks and obtained an understanding of the Group's financial reporting processes.
- We tested the appropriateness of journal entries throughout the year by vouching a risk-based sample of journals to supporting documentation and explanations.
- A detailed review of the Group's year end adjusting entries was performed. Any items that appeared unusual in nature or amount were vouched to supporting documentation.
- We considered whether there was any evidence of any significant transactions arising outside the normal course of business.
- We performed a detailed review of financial statements disclosures to ensure these were complete, having regard to the explanations and information received in the course of the audit. We obtained a list of related parties from management and performed audit procedures to identify undisclosed related party transactions. We incorporated unpredictability procedures into our audit strategy.

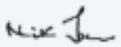
Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with ISAs (UK). We are not responsible for preventing non-compliance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

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

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

Use of our report

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



Nick Jones
Senior Statutory Auditor
for and on behalf of

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

23 April 2025

Consolidated statement of profit and loss and other comprehensive income

for the year ended 31 December 2024

	Notes	2024 ($000)	2023 ($000)
Revenue	5	32,180	13,085
Cost of sales		(17,250)	(9,058)
Gross profit		**14,930**	**4,027**
Other operating income	6	97	4,412
Operating costs – selling, general and administrative expenses	7	(36,013)	(37,960)
Research and development expenditure	6	(1,887)	(1,810)
Operating loss		**(22,873)**	**(31,331)**
Financial income	9	266	518
Financial expense	9	(3,949)	(1,562)
Loss before tax		**(26,556)**	**(32,375)**
Taxation	11	(626)	(918)
Loss for the year		**(27,182)**	**(33,293)**
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss:			
Foreign currency translation differences – foreign operations		(646)	(1,890)
Total comprehensive expense for the year		**(27,828)**	**(35,183)**
Loss per share			
Basic and diluted loss per share (in cents)	10	(3)	(5)

The Notes on pages 53 to 73 are an integral part of these financial statements.

Group balance sheet

at 31 December 2024

	Notes	2024 ($000)	2023 ($000)
Non-current assets			
Intangible assets	13	**18,168**	16,863
Property, plant and equipment	12	**373**	673
Restricted cash		**1,000**	–
		19,541	**17,536**
Current assets			
Inventories	15	**5,661**	3,203
Trade and other receivables	16	**24,968**	13,498
Current tax asset	11	**286**	614
Restricted cash		**500**	–
Cash and cash equivalents	17	**6,524**	13,948
		37,939	**31,263**
Total assets		**57,480**	**48,799**
Non-current liabilities			
Long-term loan	20	**(26,174)**	(19,836)
Lease liabilities	24	**–**	(195)
		(26,174)	**(20,031)**
Current liabilities			
Trade and other payables	18	**(23,188)**	(12,721)
Other liabilities	19	**(9,239)**	(800)
Lease liabilities	24	**(196)**	(214)
		(32,623)	**(13,735)**
Total liabilities		**(58,797)**	**(33,766)**
Net assets		**(1,317)**	**15,033**
Equity			
Share capital	21	**(19,908)**	(15,011)
Share premium	22	**(203,188)**	(198,759)
Merger reserve	22	**(43,240)**	(43,240)
Currency translation reserve	22	**7,806**	8,452
Accumulated deficit	22	**259,847**	233,525
Total equity		**1,317**	**(15,033)**

The Notes on pages 53 to 73 are an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 23 April 2025 and were signed on its behalf by:

Anders Lundstrom
Director
Company registered number:
09761509

Company balance sheet

at 31 December 2024

	Notes	2024 ($000)	2023 ($000)
Non-current assets			
Investments in subsidiaries	14	**100,856**	101,354
Trade and other receivables	16	**158,631**	147,114
		259,487	**248,468**
Current assets			
Trade and other receivables	16	**9,455**	323
Cash and cash equivalents	17	**2,070**	12,264
		11,525	**12,587**
Total assets		**271,013**	**261,055**
Non-current liabilities			
Long-term loan	20	**(19,780)**	(19,836)
		(19,780)	**(19,836)**
Current liabilities			
Trade and other payables	18	**(8,497)**	(6,442)
		(8,497)	**(6,442)**
Total liabilities		**(28,277)**	**(26,278)**
Net assets		**242,735**	**234,777**
Equity			
Share capital	21	**(19,908)**	(15,011)
Share premium	22	**(203,188)**	(198,759)
Merger reserve	22	**(178,894)**	(178,894)
Currency translation reserve	22	**39,683**	36,667
Accumulated deficit	22	**119,572**	121,220
Total equity		**(242,735)**	**(234,777)**

The Notes on pages 53 to 73 are an integral part of these financial statements.

As permitted by Section 408 of the Companies Act 2006, the Company has not presented its own income statement. The profit for the financial year per the accounts of the Company was $0.8M (2023: profit of $3.3M). The total comprehensive income for the year comprises the net loss and is wholly attributable to the equity holders of Shield Therapeutics plc; therefore, no statement of comprehensive income has been disclosed. These financial statements were approved by the Board of Directors on 23 April 2025 and were signed on its behalf by:

Anders Lundstrom
Director
Company registered number:
09761509

Group statement of change in equity

for the year ended 31 December 2024

	Issued capital (€000)	Deposit for shares ($000)	Share premium ($000)	Merger reserve ($000)	Currency translation reserve ($000)	Accumulated deficit ($000)	Total ($000)
Balance at 1 January 2023	**5,371**	**(100)**	**169,482**	**43,240**	**(10,342)**	**(201,107)**	**6,544**
Loss for the year	—	—	—	—	—	(33,293)	**(33,293)**
Other comprehensive income:							
Foreign currency translation differences	—	—	—	—	1,890	—	**1,890**
Total comprehensive expense for the year	**—**	**—**	**—**	**—**	**1,890**	**(33,293)**	**(31,403)**
Transactions with owners, recorded directly in equity							
Equity placing	6,556	100	19,819	—	—	—	**26,475**
Warrants exercised	98	—	345	—	—	—	**443**
Loan conversion	2,986	—	9,113	—	—	—	**12,099**
Equity-settled share-based payment transactions	—	—	—	—	—	875	**875**
Balance at 31 December 2023	**15,011**	**—**	**198,759**	**43,240**	**(8,452)**	**(233,525)**	**15,033**
Loss for the year	—	—	—	—	—	(27,182)	**(27,182)**
Other comprehensive income:							
Foreign currency translation differences	—	—	—	—	646	—	**646**
Total comprehensive expense for the year	—	—	—	—	**646**	**(27,182)**	**(26,536)**
Transactions with owners, recorded directly in equity							
Equity placing	4,897	-	4,429	—	—	—	**9,326**
Equity-settled share-based payment transactions	—	—	—	—	—	860	**860**
Balance at 31 December 2024	**19,908**	**—**	**203,188**	**43,240**	**(7,806)**	**(259,847)**	**(1,317)**

The Notes on pages 53 to 73 are an integral part of these financial statements.

Company statement of change in equity

for the year ended 31 December 2024

	Issued capital (€000)	Deposit for shares ($000)	Share premium ($000)	Merger reserve ($000)	Currency translation reserve ($000)	Accumulated deficit ($000)	Total ($000)
Balance at 1 January 2023	**5,371**	**(100)**	**169,482**	**178,894**	**(47,265)**	**(125,383)**	**180,999**
Profit for the year	—	—	—	—	—	3,288	**3,288**
Other comprehensive income:							
Foreign currency translation differences	—	—	—	—	10,598	—	**10,598**
Total comprehensive income for the year	**—**	**—**	**—**	**—**	**10,598**	**3,288**	**13,886**
Transactions with owners, recorded directly in equity							
Equity placing	6,556	100	19,819	—	—	—	**26,475**
Warrants exercised	98	—	345	—	—	—	**443**
Loan conversion	2,986	—	9,113	—	—	—	**12,099**
Equity-settled share-based payment transactions	—	—	—	—	—	875	**875**
Balance at 31 December 2023	**15,011**	**—**	**198,759**	**178,894**	**(36,667)**	**(121,220)**	**234,777**
Profit for the year	—	—	—	—	—	788	**788**
Other comprehensive income:							
Foreign currency translation differences	—	—	—	—	(3,016)	—	**(3,016)**
Total comprehensive income for the year	—	—	—	—	**(3,016)**	**788**	**(2,228)**
Transactions with owners, recorded directly in equity							
Equity placing	4,897	—	4,429	—	—	—	**9,326**
Equity-settled share-based payment transactions	—	—	—	—	—	860	**860**
Balance at 31 December 2024	**19,908**	**—**	**203,188**	**178,894**	**(39,683)**	**(119,572)**	**242,735**

The Notes on pages 53 to 73 are an integral part of these financial statements.

Group statement of cash flows

for the year ended 31 December 2024

	Notes	2024 ($000)	2023 ($000)
Cash flows from operating activities			
Loss for the year		**(27,182)**	(33,293)
Adjustments for:			
Depreciation and amortisation		**1,425**	1,071
Equity-settled share-based payment expenses	23	**860**	875
Financial income		**(266)**	(518)
Financial expense	9	**3,949**	1,562
Income tax paid		**626**	918
		(20,588)	**(29,385)**
Increase in inventories		**(2,458)**	(1,446)
Increase in trade and other receivables		**(1,142)**	(7,007)
Increase in restricted cash		**(1,500)**	**—**
Increase in trade and other payables		**10,467**	1,907
Increase/(decrease) in other liabilities		**9,213**	(478)
Income tax paid		**(762)**	(717)
Net cash flows from operating activities		**(6,770)**	**(37,126)**
Cash flows from investing activities			
Financial income	9	**266**	518
Additions to tangible assets	12	**(35)**	(239)
Capitalised development expenditure	13	**(2,386)**	(2,709)
Net cash flows from investing activities		**(2,155)**	(2,430)
Cash flows from financing activities			
Interest paid		**(3,949)**	(613)
Proceeds from equity raise		**122**	26,375
Legal fees in relation to equity raise		**(233)**	**—**
Warrants exercised		**—**	442
Repayment of convertible shareholder loan		**—**	(5,448)
Proceeds from milestone monetisation		**5,700**	**—**
Proceeds from convertible shareholder loan		**—**	10,000
Proceeds from long-term loan	20	**—**	19,446
Payment of lease liabilities	24	**(213)**	(546)
Net cash flows from financing activities		**1,427**	**49,656**
Net (decrease)/increase in cash		**(7,498)**	10,100
Effect of foreign exchange differences		**74**	446
Cash and cash equivalents at 1 January		**13,948**	3,402
Cash and cash equivalents at 31 December		**6,524**	**13,948**

The Notes on pages 53 to 73 are an integral part of these financial statements. See note 9 for further information on non-cash transactions.

Company statement of cash flows

for the year ended 31 December 2024

	Notes	2024 ($000)	2023 ($000)
Cash flows from operating activities			
Profit/(loss) for the year		788	3,288
Adjustments for:			
Equity-settled share-based payment expenses		30	74
Expected credit loss adjustment		3,665	—
Financial income		(9,243)	(7,081)
Financial expense		2,928	1,005
		(1,832)	(2,714)
Decrease in trade and other receivables		2,630	34
Increase in trade and other payables		489	4,676
Decrease in other liabilities		—	(444)
Net cash flows from operating activities		1,287	1,552
Cash flows from investing activities			
Financial income received		266	504
Loans made to Group undertakings		(8,629)	(46,820)
Net cash flows from investing activities		(8,363)	(46,316)
Cash flows from financing activities			
Proceeds from shareholder loan	20	—	10,000
Interest paid		(2,965)	(615)
Warrants exercised		—	442
Repayment of shareholder loan		—	(5,448)
Proceeds from long-term loan		—	19,446
Legal fees for equity raise		(233)	—
Equity raise		122	26,375
Net cash flows from financing activities		(3,076)	50,200
Net (decrease)/increase in cash		(10,152)	5,436
Effect of exchange rate fluctuations on cash held		(42)	6,455
Cash and cash equivalents at 1 January		12,264	373
Cash and cash equivalents at 31 December		2,070	12,264

The Notes on pages 53 to 73 are an integral part of these financial statements. See note 9 for further information on non-cash transactions.

Notes (forming part of the financial statements)

for the year ended 31 December 2024

1. General information

Shield Therapeutics plc (the "Company") is incorporated in England and Wales as a public limited company. The Company trades on the London Stock Exchange's AIM, having been admitted on 26 February 2016.

The Company is incorporated in England and Wales and the registered office of the Company is at Northern Design Centre, Baltic Business Quarter, Gateshead Quays NE8 3DF.

These consolidated financial statements comprise the Company and its subsidiaries (together referred to as the "Group"). The Group is engaged in the late-stage development and commercialisation of clinical-stage pharmaceuticals to treat unmet medical needs.

Subsidiaries and their countries of incorporation are presented in Note 14.

2. Accounting policies

The consolidated and parent company financial statements have been prepared and approved by the Directors in accordance with UK-adopted International Accounting Standards (UK-adopted IFRS).

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. The financial statements are prepared on the historical cost basis, except where otherwise stated in the accounting policies or notes to the accounts. The functional currency of the Company is GBP. The consolidated financial statements are presented in USD and all values are rounded to the nearest thousand ($000), except as otherwise indicated.

Company income statement

As permitted by Section 408 of the Companies Act 2006, the Company has not presented its own income statement. The profit for the financial year per the accounts of the Company was $0.8M (2023: loss of $3.3M). The total comprehensive expenditure for the year comprises the net loss and is wholly attributable to the equity holders of Shield Therapeutics plc; therefore, no statement of comprehensive income has been disclosed.

Basis of preparation

Going concern

At 31 December 2024, the Group held $6.5M in cash. The Group's unaudited cash balance at 31 March 2025 was $10.5M. The Group is planning to use these funds to drive continuing growth in sales volumes of ACCRUFeR® in the U.S. Management have considered the funding requirements of the Group through the preparation of detailed cash flow forecasts for the period to December 2026, including the prospective ACCRUFeR® sales revenues and the related commercial operating costs. These forecasts show that the Group's monthly cash flows start to turn positive by the end of 2025 and that the recent, extended accounts receivable facility should provide sufficient cash to allow the business to continue in operations for at least 12 months from the balance sheet date. The Directors have considered scenarios in which sales revenues fall below base case forecasts. In these circumstances mitigating actions such as reduction of discretionary marketing, general and administrative, and production related expenditure combined with the reliance on the full $15.0M accounts receivable facility could be taken to preserve cash. The Directors also believe that other forms of finance, such as royalty finance are likely to be available to the Group. Based on the above factors, the Directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Recent shifts in U.S. economic policy, including the imposition of tariffs on imported goods such as pharmaceuticals and active pharmaceutical ingredients (APIs), present ongoing risks and uncertainties for our business. These measures may lead to increased costs, supply chain disruptions, and margin pressure, particularly if alternative sourcing options are limited or similarly affected.

The evolving nature of U.S. trade policy, including the potential for future tariffs or retaliatory actions by other countries, creates added unpredictability that may impact our operational planning and financial performance. We continue to monitor these developments and evaluate strategies to mitigate potential impacts.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 December 2024. A subsidiary is an entity that is controlled by another entity. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances and transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Foreign currency

Transactions in foreign currencies are translated into the respective functional currencies of Group companies at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Foreign currency differences are generally recognised in profit or loss and presented within finance costs. Foreign currency differences that arise on consolidation are recognised within the currency translation reserve.

Revenue

Revenue comprises the fair value of the sale of products, royalties and milestones, net of value added tax or other sales taxes or duties, discounts, returns, chargebacks, rebates and other allowances that we offer within contracts between us and our customers. At the balance sheet date deductions are calculated from historical data and trued up throughout the year. Revenue is recognised according to the five-step model set out in IFRS 15 as follows: 1. identify the contract(s) with a customer; 2. identify the performance obligations in the contract; 3. determine the transaction price; 4. allocate the transaction price to the performance obligations in the contract; and 5. recognise revenue when (or as) the entity satisfied a performance obligation

Products transfer revenue

Revenue from the sale of products is recognised at the point of transfer of control, which is generally on shipment or delivery of the product. This is dependent on the delivery terms agreed with the customer. At this stage the group has completed its performance obligations.

Royalty and milestone revenue

Royalties are recognised when the customers (license partners) have sold inventories and are calculated based on pre-determined percentage of adjusted sales of the customers. Milestone revenue is assessed and recognised under IFRS 15 as above.

Cost of sales

Cost of sales comprises the costs of manufacturing product which is transferred to licence partners and royalties or other payments due to Vitra Pharmaceuticals Limited ("Vitra") under the 2010 Asset Purchase Agreement (APA). The cost of manufacturing product is the cost incurred with contract manufacturing organisations which manufacture the product on behalf of the Group. Under the APA, Vitra has the right to receive a 5% royalty on net sales of products falling within the scope of the acquired intellectual property.

Research and development

Research expenditure is charged to the consolidated statement of profit and loss and other comprehensive income in the period in which it is incurred. Expenditure incurred on development projects is recognised as an intangible asset when it is probable that the project will generate future economic benefits, considering factors including its commercial and technological feasibility, status of regulatory approval, and the ability to measure costs reliably. Development expenditure which has been capitalised and has a finite useful life is amortised from the commencement of the commercial production of the product on a straight-line basis over the period of its expected benefit. Other development expenditure is recognised as an expense when incurred.

Intangible assets

Intellectual property and in-process research and development acquired through business combinations are recognised as intangible assets at fair value. Other acquired intangible assets are initially recognised at cost. Expenditure incurred on development projects is recognised as an intangible asset when it is probable that the project will generate future economic benefits, considering factors including its commercial and technological feasibility, status of regulatory approval, and the ability to measure costs reliably. Development expenditure which has been capitalised and has a finite useful life is amortised from the commencement of the commercial production of the product on a straight-line basis over the period of its expected benefit.

Expenditure in relation to patent registration is capitalised and recorded as an intangible asset. Amortisation on the straight-line basis commences when patents are issued.

Amortisation is charged as follows:

Patents and trademark costs	– over the term of the patents (up to 2035)
Development costs	– over the term of the patents (up to 2035)

Within the statement of comprehensive income amortisation is included within the operating costs.

Employee benefit costs

Employee benefit costs, including holiday pay and contributions to the Group's defined contribution pension plan, are charged to the consolidated statement of profit and loss and other comprehensive income as the related service is provided. The assets of the pension scheme are held separately from those of the Group in independently administered funds. The Group does not offer any other post-retirement benefits.

Share-based payments

The Group's employee share option schemes allow Group employees to acquire shares of the Company subject to certain criteria. All of the shares issued under these schemes are equity settled. The fair value of options granted is recognised as an expense of employment in the consolidated statement of profit and loss and other comprehensive income with a corresponding increase in equity. The fair value is measured at the date of grant and spread over the vesting period. The fair value of options granted under the share option schemes is measured using a Black Scholes model or, for grants where vesting is contingent on performance conditions, a Monte Carlo model taking into account the performance conditions under which such options were granted. At each financial year end, the Group revises its estimate of the number of options that are expected to become exercisable based on forfeiture such that at the end of the vesting period the cumulative charge reflects the actual options that have vested, with no charge for those options which were forfeit prior to vesting. When share options are exercised the proceeds received are recorded to equity.

Finance income and costs

Finance income and costs comprise interest income and interest payable (on loans and leases) during the year and foreign exchange gains and losses arising on cash balances held in currencies other than USD.

Taxation

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the consolidated statement of profit or loss and comprehensive income except to the extent that it relates to items recognised directly in equity or in other comprehensive income. Current income tax assets (including research and development income tax credit) and liabilities for the current and prior periods are measured at the amount expected to be recovered from, or paid to, the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements with the following exceptions: where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss; and in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are measured on an undiscounted basis using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred income tax assets are recognised to the extent that it is probable that future taxable profits will be available against which differences can be utilised. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Group to make a single payment.

Property, plant and equipment

Purchased property, plant and equipment is stated at historical cost less depreciation. The cost of property, plant and equipment includes the purchase price and any costs directly attributable to bringing it into working order.

Depreciation on purchased property, plant and equipment is calculated to allocate the cost to the residual values over the estimated useful lives, as follows:

Furniture, fittings and equipment	– 25% reducing balance basis
Computer equipment	– 33.33% straight-line basis

Depreciation on leased property is charged over the lower of the lease term or the useful life of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group has not entered into any contracts where it acts as a lessor.

When acting as a lessee, at commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group elected not to separate non-lease components and account for these lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by the impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

From 1 January 2021, where the basis for determining future lease payments changed as required by interest rate benchmark reform, the Group remeasures the lease liability by discounting the revised lease payments using the revised discount rate that reflects the change to an alternative benchmark interest rate.

The Group presents right-of-use assets that do not meet the definition of investment property in "property, plant and equipment" and lease liabilities in "loans and borrowings" in the statement of financial position.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Investments in subsidiaries

Investments are carried at cost less any provision made for impairment. Options over the Company's shares have been awarded to employees of subsidiary companies. In accordance with IFRS 2, the Company treats the value of these awards as a capital contribution to the subsidiaries, resulting in an increase in the cost of investment. Investments in subsidiary undertakings, including shares and loans, are carried at cost less any impairment provision. Such investments are subject to review, and any impairment is charged to statement of profit and loss and other comprehensive income. At each year end the carrying value of the Company's investment in subsidiaries is reviewed. Where the review performed concludes that there is a material shortfall in the carrying value compared to its recoverable amount, the carrying value of the Company's investments in subsidiaries is adjusted.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out allocation method. Finished goods comprise raw materials and the costs charged by third-party contract manufacturers. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. In arriving at net realisable value, provision is made for any obsolete or damaged inventories.

Financial assets and liabilities

Cash and cash equivalents include cash in hand, bank deposits repayable on demand, and other short-term highly liquid investments with original maturities of three months or less. Restricted cash is cash held by Sallyport Commercial Finance in an escrow account against the accounts receivable financing arrangement.

Trade receivables are recognised initially at the transaction price as these assets do not have significant financing components and are subsequently measured at amortised cost. The Group recognises loss allowances for trade receivables under the expected credit loss model as established by evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Financial liabilities are classified as measured at amortised cost. Financial liabilities are subsequently measured at amortised cost using the effective interest method, including the milestone monetisation loan. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Segmental reporting

The Group determines and presents operating segments under IFRS 8 - Operatings Segments. An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses and for which discrete financial information is available. Segmental analysis is provided within Note 5 of the financial statements.

Impairment

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (such as property, plant and equipment, intangible assets, and right-of-use assets) to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing is required for certain assets such as goodwill or intangible assets with indefinite useful lives, the Group estimates the recoverable amount of the asset or the cash-generating unit (CGU) to which it belongs.

The recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. Value in use is determined by estimating the future cash flows expected to be derived from the asset or CGU, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Impairment losses are recognized immediately in profit or loss. For CGUs, any impairment loss is allocated first to reduce the carrying amount of goodwill (if any) and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Non-financial assets, other than goodwill, are reviewed at each reporting date for possible reversal of impairment. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, not exceeding the carrying amount that would have been determined had no impairment loss been recognized previously. Such reversals are recognized in profit or loss.

Earnings per share

The Group presents basic and diluted earnings per share (EPS) for its ordinary shares in accordance with IAS 33 - Earnings per share. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the parent entity by the weighted average number of ordinary shares outstanding during the period. Diluted earnings per share adjusts the basic EPS for the effects of all dilutive potential ordinary shares for instruments such as share options but only if the inclusion of such instruments would decrease the earnings per share or increase the loss per share. Please see Note 10 of the financial statements.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are recognised in equity as a deduction from the proceeds, net of any related income tax benefit.

3. Estimates and judgments

In the application of the Group's accounting policies, which are described in Note 2, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Judgments

The significant judgments made in relation to the financial statements include:

a. Capitalisation of development expenditure

Development expenditure amounting to $2.4M were capitalised during the year because the conditions described in Note 2 were met. Other related expenditure worth $1.9M including employee costs, patent maintenance costs and regulatory costs have not been capitalised as there is considerable uncertainty as to whether this expenditure will have future benefits.

3.2 Assumptions and estimation uncertainties

Assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities within the next financial year include the following areas:

a. Valuation of share-based payments.

The Group is required to calculate the fair value of the share option schemes by applying complex valuation models and assumptions involving inherently uncertain. The basic assumptions that are used in the calculations are explained further in Note 23.

b. Impairment assessment of intangible assets, investments in subsidiaries and intercompany receivables

The assessment of the recoverable value of the group's cash generating unit for the purpose of impairment testing involves significant assumptions including revenue growth and discount rates, as further explained in Note 3 - intangibles, Note 14 – investments, and Note 16 – trade and other receivables.

4. New standards and interpretations

The following new and amended accounting standards are relevant to the Group and are in issue but were not effective at the balance sheet date:

- IFRS 18 - Presentation and Disclosure in Financial Statements

The Directors do not expect that the adoption of these new and amended standards (which the Group does not expect to early adopt) will have a material impact on the financial performance or position of the Group in future periods.

The following new and amended accounting standards that are relevant to the Group that were effective for accounting periods beginning on or after 1 January 2024:

- Amendments to IAS 1: These amendments clarify the criteria for classifying liabilities with covenants as current or non-current. Amendments to IAS 1 also provide guidance on how covenants that are due to be complied with after the reporting period affect the classification of a liability, ensuring consistent interpretation and application across entities.
- Amendments to IFRS 9: Classification and measurement of financial instruments.

5. Segmental reporting

The following analysis by segment is presented in accordance with IFRS 8 on the basis of those segments whose operating results are regularly reviewed by the Chief Operating Decision Maker (considered to be the Board of Directors) to assess performance and make strategic decisions about the allocation of resources. Segmental results are calculated on an IFRS basis.

A brief description of the segments of the business is as follows:

- FeRACCRU® – development and commercialisation of the Group's lead FeRACCRU® product; and
- PT20 – development of the Group's secondary asset. All assets related to PT20 were written off as an impairment expense during the year ended 31 December 2022.

Operating results which cannot be allocated to an individual segment are recorded as central and unallocated overheads.

	FeRACCRU® 2024 ($000)	PT20 2024 ($000)	Central and unallocated 2024 ($000)	Total 2024 ($000)	FeRACCRU® 2023 ($000)	PT20 2023 ($000)	Central and unallocated 2023 ($000)	Total 2023 ($000)
Revenue	**32,180**	**—**	**—**	**32,180**	**13,085**	**—**	**—**	**13,085**
Operating (loss)/ profit	(19,555)	6	(3,323)	**(22,872)**	(26,649)	858	(5,540)	(31,331)
Financial income			266	**266**			518	518
Financial expense			(3,949)	**(3,949)**			(1,562)	(1,562)
Tax			(626)	**(626)**			(918)	(918)
Loss for the year			**(7,632)**	**(27,182)**			**(7,502)**	**(33,293)**

Year ended 31 December	U.S. 2024 ($000)	Europe 2024 ($000)	Total 2024 ($000)	U.S. 2023 ($000)	Europe 2023 ($000)	Total 2023 $000)
Segment assets	34,078	23,402	**57,480**	13,955	34,844	48,799
Segment liabilities	(30,201)	(28,596)	**(58,797)**	(12,038)	(21,728)	(33,766)
Total net assets/ (liabilities)	**3,877**	**(5,194)**	**(1,317)**	**1,917**	**13,116**	**15,033**
Depreciation, amortisation and impairment	324	1,101	**1,425**	199	872	1,071
Capital expenditure	33	-	**33**	227	12	239
Capitalised development costs	-	2,386	**2,386**	-	2,687	2,687

The revenue analysis in the table below is based on the country of registration of the fee-paying party at a point in time. $29.3M (2023: $11.6M) of revenue is derived from net product revenue from ACCRUFeR® sales in the U.S. and $2.9M (2023: $1.5M) from royalties and upfront milstone payments.

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
The Netherlands	**2,142**	1,495
Canada	**320**	—
South Korea	**122**	20
Japan	**322**	—
U.S.	**29,274**	11,570
	32,180	**13,085**

An analysis of revenue by customer is set out in the table below.

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Customer A	**2,142**	1,495
Customer B	**29,274**	11,570
Customer C	**322**	—
Other customers	**442**	20
	32,180	**13,085**

	U.S. 2024 ($000)	Europe 2024 ($000)	Total 2024 ($000)	U.S. 2023 ($000)	Europe 2023 ($000)	Total 2023 $000)
Revenue	**29,274**	**2,906**	**32,180**	**11,570**	**1,515**	**13,085**
Operating (loss)/profit	1,549	(24,422)	**(22,873)**	854	(32,185)	(31,331)
Financial income			**266**			518
Financial expense			**(3,949)**			(1,562)
Tax			**(626)**			(918)
Loss for the year			**(27,182)**			**(33,293)**

As at 31 December 2024	FeRACCRU® ($000)	PT20 ($000)	Central and unallocated ($000)	Total ($000)
Segment assets	54,448	-	3,032	**57,480**
Segment liabilities	(49,802)	(30)	(8,965)	**(58,797)**
Total net assets/(liabilities)	**4,646**	**(30)**	**(5,933)**	**(1,317)**
Depreciation, amortisation and impairment	1,425	-	-	**1,425**
Capital expenditure	33	-	-	**33**
Capitalised development costs	2,386	-	-	**2,386**

As at 31 December 2023	FeRACCRU® ($000)	PT20 ($000)	Central and unallocated ($000)	Total ($000)
Segment assets	43,925	—	4,874	**48,799**
Segment liabilities	(23,726)	(37)	(10,003)	**(33,766)**
Total net assets/(liabilities)	**20,199**	**(37)**	**(5,129)**	**15,033**
Depreciation, amortisation and impairment	1,071	—	—	**1,071**
Capital expenditure	237	—	—	**237**
Capitalised development costs	2,687	—	—	**2,687**

All material segmental non-current assets are located in the UK.

6. Loss for the year is stated after charging/(crediting) the following:

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Research and development expenditure	**1,887**	1,810
Fees payable to Company's auditor and its associates for the audit of parent company and consolidated financial statements	**150**	234
Fees payable to Company's auditor and its associates for other services:		
The audit of Company's subsidiaries	**38**	56
Other operating income	**97**	4,412

Other operating income in 2023 related to the balance of the Viatris upfront payment.

7. Operating costs – selling, general and administrative expenses

Operating costs comprise:

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Selling costs	**23,829**	21,717
General administrative expenses	**10,759**	15,172
Depreciation and amortisation	**1,425**	1,071
	36,013	37,960

8. Staff numbers and costs

The average number of persons employed by the Group during the year, analysed by category, was as follows:

	2024 Number	2023 Number
R&D	**4**	5
Medical	**2**	3
Commercial	**53**	55
Management and administration	**18**	10
	77	**73**

The number of staff employed by the Group at 31 December 2024 was 63 (31 December 2023: 73).

The aggregate payroll costs of these persons were as follows:

	2024 ($000)	2023 ($000)
Wages and salaries	11,959	11,977
Share-based payments (see Note 23)	860	875
Other employee benefits	2,496	2,064
Social security costs	1,040	814
Pensions	71	137
	16,426	15,867

Key management compensation information is as follows:

	2024 ($000)	2023 ($000)
Wages and salaries	3,299	2,827
Share-based payments (see Note 23)	402	555
Other employee benefits	291	227
Social security costs	248	296
Pensions	358	109
	4,598	4,014

Details of Directors' remuneration information is shown on page 34 within the Directors' remuneration report. The details for the highest paid Director are included in the single figure tables of the Directors' remuneration report on page 34.

9. Financial income and expenses

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Financial income		
Total interest income on financial assets measured at amortised cost	266	518
	266	518

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Financial expense		
Loan interest	(3,835)	(1,003)
Net foreign exchange losses	(76)	(543)
Lease interest	(38)	(13)
Bank charges	-	(3)
	(3,949)	(1,562)

10. Loss per share

	Loss 2024 ($000)	Weighted shares 2024 (000)	Loss per share cents 2024	Loss 2023 ($000)	Weighted shares 2023 (000)	Loss per share cents 2023
Basic and diluted	(27,182)	782,765	(3)	(32,293)	722,544	(5)

Basic EPS is calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the parent by the weighted average number of Ordinary Shares outstanding during the year.

Diluted EPS is calculated by dividing the profit or loss attributable to ordinary equity holders of the parent by the weighted average number of Ordinary Shares outstanding during the year plus the weighted average number of Ordinary Shares that would be issued on conversion of all the dilutive potential Ordinary Shares into Ordinary Shares.

The diluted loss per share is identical to the basic loss per share in both years, as potential dilutive shares are not treated as dilutive since they would reduce the loss per share. At the date of approval of the report 81,670,737 share options were in issue under the Company's share option plans (see Note 23), which potentially provide 81,670,737 additional Ordinary Shares (approximately 7.8% of the current share capital).

11. Taxation

Recognised in the income statement:

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Current tax on profits for the year	(100)	674
Adjustments in respect of prior years	108	-
Foreign tax suffered	362	-
Foreign tax suffered in prior years	256	244
Total tax credit/(charge)	626	918

Reconciliation of total tax:

	Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
Loss before tax	(26,556)	(32,375)
Standard rate of corporation tax in the UK	25.0%	23.52%
Tax using the UK corporation tax rate	(6,639)	(7,615)
Expenses not deductible for tax purposes	50	544
R&D tax credits – current year	34	11
Income – not taxable	(78)	-
Adjustments in respect of prior years	267	245
Differences in foreign tax rate	(43)	94
Effect of foreign taxation	-	204
Unrelieved tax losses carried forward and other temporary differences not recognised for deferred tax	7,035	7,435
Total tax charge	626	918

Factors affecting the future tax charge

The UK corporation tax rate remains unchanged at 25%. The unrecognised UK deferred tax asset as at 31 December 2024 has been calculated based on this rate, reflecting the expected timing of reversal of the related timing differences (2023: 25%).

Unrecognised deferred tax assets

There is a potential deferred tax asset in respect of the unutilised tax losses, which has not been recognised due to the uncertainty of available future taxable profits.

	2024 ($000)	2023 ($000)
Unutilised Swiss tax losses to carry forward	4,822	1,605
Potential deferred tax asset thereon	569	190
Unutilised UK tax losses to carry forward	149,760	128,046
Potential deferred tax asset thereon	37,440	32,012
Total potential deferred tax asset	38,009	32,202

The current asset of $0.3M at 31 December 2024 (2023: $0.6M) relates to the anticipated R&D tax credit claim made in respect of 2023 and 2024.

12. Property, plant and equipment

Group	Computer equipment ($000)	Fixtures, fittings and equipment ($000)	Right-of-use asset ($000)	Total ($000)
Cost				
Balance at 1 January 2023	99	142	304	**545**
Additions	221	17	415	**653**
Balance at 31 December 2023	320	159	719	**1,198**
Additions	20	15	-	**35**
Balance at 31 December 2024	**340**	**174**	**719**	**1,233**
Accumulated depreciation				
Balance at 1 January 2023	38	68	201	**307**
Charge for the period	73	32	113	**218**
Balance at 31 December 2023	111	100	314	**525**
Charge for the period	75	39	221	**335**
Balance at 31 December 2024	**186**	**139**	**535**	**860**
Net book value				
31 December 2024	**154**	**35**	**184**	**373**
31 December 2023	209	59	405	**673**

Included within property, plant and equipment is $185,000 (2023: $405,000) net book value of assets recognised as leases under IFRS 16. Further details of these leases are disclosed in Note 24.

13. Intangible assets

Group	FeRACCRU® patents and trademarks ($000)	FeRACCRU® development costs ($000)	Total ($000)
Cost			
Balance at 1 January 2023	2,284	16,245	**18,529**
Additions – externally purchased	-	2,709	**2,709**
Effect of change in foreign currency	126	878	**1,004**
Balance at 31 December 2023	2,410	19,832	**22,242**
Effect of change in foreign currency	(44)	(240)	**(284)**
Additions – externally purchased	-	2,386	**2,386**
Balance at 31 December 2024	**2,366**	**21,978**	**24,344**
Accumulated depreciation			
Balance at 1 January 2023	1,054	3,267	**4,321**
Charge for the period	121	705	**826**
Effect of change in foreign currency	52	180	**232**
Balance at 31 December 2023	1,227	4,152	**5,379**
Effect of change in foreign currency	(28)	(11)	**(39)**
Charge for the period	122	714	**836**
Balance at 31 December 2024	**1,321**	**4,855**	**6,176**
Net book value			
31 December 2024	**1,045**	**17,123**	**18,168**
31 December 2023	1,183	15,680	**16,863**

The carrying amount of intangible assets has been allocated to the CGUs as follows:

	2024 ($000)	2023 ($000)
FeRACCRU®	**18,168**	16,863
	18,168	**16,863**

FeRACCRU®

The Directors have performed an impairment review of the FeRACCRU® intangible asset which is intrinsically linked with the parent company's investments in subsidiaries and intercompany receivables. The value in use has been calculated based on income from Shield's own sales in the U.S. market. The forecasts for the sales and costs in the U.S. assume that U.S. prescriptions of ACCRUFeR® will grow up to 24% of the market share of prescriptions for oral iron therapy by 2035. Also, royalty income forecast to arise from the commercialisation licence agreements with Norgine BV covering Europe, Australia and New Zealand and with Beijing Aosaikang Pharmaceutical Co. Ltd covering China, Taiwan, Hong Kong and Macau, through 2035, . Sales forecasts in each territory have been derived from discussions with partners and potential partners, and from other third-party market projections. A discount rate of 15.25% (2023: 13.95%) has been applied to the Group cash flows (pre-tax discount rate 17.37% (2023: 16.07%)).

Sensitivity analysis

As at the measurement date, the recoverable amount of FeRACCRU® CGU, based on the value in use, is significantly higher than the carrying amount relevant for the impairment test. Both the Management's base case and downside assumption showed no indicators of impairment with the base case assessment leaving $199.8M of headroom.

Reduction in revenue

A 33% decrease in revenue assumptions for each territory would not generate any impairments. Headroom would reduce by $177,251,000.

Discount rate

A 1% increase in the discount rate assumption would not generate any impairments. Headroom would reduce by $32,436,000.

14. Investments

Company	2024 ($000)	2023 ($000)
Cost		
1 January	**211,980**	200,345
Additions	**817**	801
Effect of change in foreign exchange	**(2,751)**	10,834
31 December	**210,046**	211,980
Accumulated impairment		
Balance as at 1 January	**(110,626)**	(105,105)
Effect of change in foreign exchange	**1,436**	(5,521)
Balance as at 31 December	**(109,190)**	(110,626)
Net book value		
31 December	**100,856**	101,354
1 January	**101,354**	95,240

Other additions of $0.8M (2023: $0.8M) relate to investments during the year arising due to share-based payment costs in respect of Group share-based payment arrangements.

The Group's equity interests were as follows:

At 31 December 2024 and 31 December 2023

Group company	Holding	Country of incorporation
Phosphate Therapeutics Limited	**100%**	United Kingdom
Shield TX (Switzerland) AG (formerly Iron Therapeutics Holdings AG)	**100%**	Switzerland
Shield Therapeutics Inc	**100%**	U.S.
Shield TX (UK) Limited (formerly Iron Therapeutics (UK) Limited)*	**100%**	United Kingdom

*Investment held indirectly.

The carrying amount of investments has been allocated to the above companies as follows:

	2024 ($000)	2023 ($000)
Shield TX (Switzerland) AG	**98,978**	100,144
Shield Therapeutics Inc	**1,878**	1,210
	100,856	101,354

Shield TX (Switzerland) AG and Shield Therapeutics Inc

At the year end, management reviewed the carrying value of the investments for impairment. These investments relate to subsidiaries trading with the Group's FeRACCRU® asset. The recoverable amount has been determined based on value in use calculations as explained in Note 13 – intangible assets.

15. Inventories

Group	2024 ($000)	2023 ($000)
Work in progress	**3,502**	1,098
Finished goods	**2,159**	2,105
	5,661	3,203

Based on a review of inventory the Directors have not deemed it necessary to make a provision against inventory.

The cost of inventories recognised as an expense and included in cost of sales was $2,806,000 (2023: $2,553,000). Cost of sales includes royalties payable to Vitra Pharmaceuticals Limited.

16. Trade and other receivables

	Group		Company	
	2024 ($000)	2023 ($000)	2024 ($000)	2023 ($000)
Trade receivables	**12,275**	9,988	—	—
Other receivables	**10,252**	612	**9,455**	323
Prepayments	**2,441**	2,898	—	—
Amounts due from Group undertakings	—	—	**158,631**	147,114
	24,968	13,498	**168,086**	147,437

Trade receivables are exclusively from large, well-recognised businesses. Management continuously manages and monitors the relationship with these customers and based on that, as well as the lack of past credit losses, has assessed that a credit loss allowance is not required at this time. The amounts due from Group undertakings in the Company's balance sheet are not expected to be recovered within the next twelve months. The ECL on intercompany receivables is based on the credit losses expected to arise over the life of the receivables, being defined as the difference between all the contractual cash flows that are due to the Parent company and the cash flows that it actually expects to receive. This difference is then discounted at the original effective interest rate on the loan. The Parent company applies a simplified approach using a lifetime expected credit loss model. The expected credit loss is assessed using probability of default based on historical and taking into account market data. Management have assessed the expected credit loss on amounts due from Group undertakings and as a result of this assessment have impaired the balance by $3.6M (2023: $Nil).

	Group		Company	
	2024 ($000)	2023 ($000)	2024 ($000)	2023 ($000)
Non-current	—	—	**158,631**	147,114
Current	**24,968**	13,498	**9,455**	323
	24,968	13,498	**168,086**	147,437

At the year end no trade receivables were past due or impaired (2023: $Nil).

17. Cash and cash equivalents

	Group		Company	
	2024 ($000)	2023 ($000)	2024 ($000)	2023 ($000)
Cash at bank and in hand	**6,524**	13,948	**2,070**	12,264

18. Trade and other payables

	Group		Company	
	2024 ($000)	2023 ($000)	2024 ($000)	2023 ($000)
Trade payables	**6,518**	4,049	**8,174**	6,248
Accruals	**16,670**	8,672	**323**	194
	23,188	12,721	**8,497**	6,442

19. Other liabilities

	Group		Company	
	2024 ($000)	2023 ($000)	2024 ($000)	2023 ($000)
Taxation and social security	**48**	96	—	—
Other payables	**9,191**	704	—	—
	9,239	800	—	—

Included within other payables is $9.0M of accounts receivable financing with Sallyport Commercial Finance.

20. Financial instruments and financial risk management

The $20M SWK loan is secured over Shield's U.S. intellectual property rights associated with ACCRUFeR®. The interest rate is 9.25% above the Secured Overnight Financing Rate (SOFR) and the loan is repayable in full in cash no later than 15 November 2027. Attached to the loan are certain debt covenants such as a 12-month revenue covenant, whose target as at 31 December 2024 was $31.5M and is $30.0M to $40.0M from Q1 2025 to Q3 2025 until it rises in Q4 2025 to $35.0M to $45.0M and a minimum cash balance requirement of the higher of $2.5M or 3 month's cash burn. In the current year, the Group entered into a loan agreement with AOP, an existing shareholder, resulting in the recognition of a milestone monetisation loan as at 31 December 2024. The Group received $5.7M from AOP in cash in exchange for the right to receive the $11.4M China approval milestone payment that may be paid to Shield by Jiangsu Aosaikang Pharmaceutical Co., Ltd (ASK Pharma, Shield's commercial partner for ACCRUFeR® in China). During the year as a result of the invoice financing agreement, $1.5M was moved into an escrow with Sallyport Commercial Finance this is disclosed as restricted cash. The movement in loan balances for the Group during the year is presented below:

As at 31 December 2024	Long-term loan ($000)	Milestone loan ($000)	Total ($000)
As at 1 January 2024	19,836	—	**19,836**
Loan drawdown	—	5,700	**5,700**
Interest charged	2,904	825	**3,729**
Interest paid	(2,960)	—	**(2,960)**
Principal paid	—	—	—
Effect of changes in exchange rate and fair value	—	—	—
Capitalised transaction costs	—	(131)	**(131)**
As at 31 December 2024	19,780	6,394	**26,174**

The Group and Company's other financial instruments comprise cash and cash equivalents, other receivables, other payables, the shareholder loan and leases.

The Group had the following financial instruments at 31 December:

	2024 ($000)	2023 ($000)
Cash and cash equivalents (Note 17)	**6,524**	13,948
Trade and other receivables	**24,968**	13,498
Trade and other payables	**23,188**	12,721
Milestone monetisation loan	**6,394**	—
Long-term loan (SWK Funding LLC)	**19,780**	19,836
Lease liabilities	**196**	409

The Group's cash and cash equivalents are denominated in the following currencies:

	2024 ($000)	2023 ($000)
Sterling	**300**	1,779
U.S. Dollar	**6,086**	11,828
Swiss Franc	**55**	56
Euro	**83**	285
	6,524	13,948

The Group's long-term liabilities are shown below:

	2024 ($000)	2023 ($000)
Due for repayment within 1 year	**3,889**	2,960
Due for repayment between 1–2 years	**35,630**	28,119
	39,519	31,079

All financial liabilities are measured at amortised cost.

Financial risk factors

The Group has a simple corporate structure with the Company and it has operating subsidiaries both in the UK and U.S. Monitoring of financial risk is part of the Board's ongoing risk management, the effectiveness of which is reviewed annually.

(a) Foreign exchange risk

In 2024 the Group's recurring revenues from royalties were mostly denominated in Euros. The majority of operating costs are denominated in U.S. Dollars now although certain of its expenditures were payable in Euros and Sterling. A 5% difference in the exchange rates would have had the impacts set out in the table below:

		Effect on loss before tax	
		Year ended 31 December 2024 ($000)	Year ended 31 December 2023 ($000)
EUR	+5.00%	**(4)**	(11)
	-5.00%	**4**	11
USD	+5.00%	**(304)**	(67)
	-5.00%	**304**	67

The following significant exchange rates has been applied:

	Average rate		Year-end spot rate	
USD	**2024**	**2023**	**2024**	**2023**
GBP 1	**0.782**	0.802	**0.796**	0.786
EUR 1	**0.926**	0.938	**0.960**	0.887
CHF 1	**0.882**	0.896	**0.903**	0.841

(b) Interest rate risk

The Group's policy is to maximise interest receivable on deposits, subject to maintaining access to sufficient liquid funds to meet day-to-day operational requirements and preserving the security of invested funds. With the current level of bank interest rates, interest receivable on bank deposits in 2024 was $266,000 (2023: $518,000). If interest rates had been 1% higher in 2024 the impact on cash interest received would have been $66,000 (2023: $60,000).

Interest payable arises principally on the Group's loan with SWK Holdings. If interest rates had been 1% higher in 2024 the impact on cash interest paid would have been $200,000 (2023: $200,000).

(c) Credit risk

Cash balances are mainly held on short- and medium-term deposits with financial institutions with a credit rating of at least A, in line with the Group's policy to minimise the risk of loss.

Trade debtors are monitored closely to minimise the risk of loss (Note 16).

21. Share capital

The Company has one class of Ordinary Shares listed on the AIM market of the London Stock Exchange with a nominal value of $0.018 (£0.015). Each Ordinary Share carries the right to one vote at general meetings of the Company and carries no right to fixed income.

	2024 (000)	2024 ($000)	2023 (000)	2023 ($000)
At 1 January	**782,056**	**15,011**	259,388	5,371
Conversion of loan	—	—	158,805	2,986
Warrants exercised	—	—	5,148	98
Issuance of shares pursuant to placing	**259,634**	**4,897**	358,715	6,556
Total shares authorised and in issue as at 31 December – fully paid	**1,041,690**	**19,908**	**782,056**	**15,011**

No share options were exercised during the year (2023: None).

22. Reserves

The Group's balance sheet contains the following reserves:

- Share capital – the share capital reserve contains the nominal value of the issued Ordinary Shares of the Company;
- Share premium – the share premium reserve contains the proceeds of share capital issued, less the nominal cost and the issue cost of the Company's shares;
- Merger reserve – this reserve records any difference in share capital between the former Shield Holdings AG Group and the Shield Therapeutics plc Group, which replaced it on reorganisation;
- Currency translation reserve – this reserve contains currency translation differences arising from the translation of foreign operations;
- Accumulated deficit - this reserve contrains the accumulated losses and other compreshensive expenditure of the Group.

23. Share-based payments

The Group operates and has operated a number of employee share option schemes under which it grants and has granted share options to the parent entity's share capital to eligible employees. These are accounted for as equity settled in the consolidated financial statements.

The schemes which the Group operates are:

Scheme	Eligible participants	Conditions
Long Term Incentive Plan (LTIP)[i]	Executive Directors and senior management	Continued employment at vesting date, share capitalisation increase and other corporate goal achievements
Bonus Share Plan (BSP)	Executive Directors and senior management	No
Company Share Option Plan (CSOP)[i]	All employees	No
Retention Share Plan (RSP)[i]	All employees	Continued employment at vesting date
Retention and Performance Share Plan (RPSP)	All employees	Continued employment at vesting date or performance conditions attached

[i] The LTIP, CSOP and RSP are no longer in use. No further awards will be made under these schemes which have been replaced for all employees with the BSP and RPSP.

The number of options outstanding at the start and end of both 2023 and 2024, the movements through both years, and the expense charged to the Group financial statements were as follows:

2024

Scheme	Settlement	1 January 2024	Forfeited	Exercised	Granted	31 December 2024	Exercisable	Expense ($000)
LTIP	Equity	24,274	—	—	—	24,274	24,274	—
CSOP	Equity	315,625	—	—	—	315,625	315,625	—
RSP	Equity	12,136	—	—	—	12,136	12,136	—
RPSP	Equity	56,964,604	(7,063,127)	—	24,832,231	74,733,708	32,230,202	860
Total		**57,316,639**	**(7,063,127)**	—	**24,832,231**	**75,085,743**	**32,582,237**	**860**

2023

Scheme	Settlement	1 January 2023	Forfeited	Exercised	Granted	31 December 2023	Exercisable	Expense ($000)
LTIP	Equity	24,274	—	—	—	24,274	24,274	—
CSOP	Equity	315,625	—	—	—	315,625	315,625	—
RSP	Equity	12,136	—	—	—	12,136	12,136	—
RPSP	Equity	24,261,855	(6,850,363)	—	39,553,112	56,964,604	12,204,379	875
Total		**24,613,890**	**(6,850,363)**	**—**	**39,553,112**	**57,316,639**	**12,556,414**	**875**

The BSPs were cash-settled share options. All of the remaining share options schemes are equity settled.

During 2023, 3,942,800 share options were granted under the RPSP as an onboarding incentive package which will vest between 2024 and 2026. In May 2023, 26,430,478 share options were granted under the RPSP with vesting periods of one to three years. 33% of the options will vest within one year, 33% within two years and 34% within three years. In November 2023, 4,925,000 share options were granted under the RPSP with vesting periods of one to two years. 50% of the options will vest in one year and 50% within two years.

Between January 2024 and August 2024 4,677,500 share options were granted as onboarding options under the RPSP which will vest between 2025 and 2027.

In December 2024 24,832,231 share options were granted under the RPSP with vesting periods of one to three years. 33% of the options will vest within one year, 33% within two years and 34% within three years.

All of the shares option schemes are equity settled. The Company has the right to ask employees to cover any taxation in relation to share option exercises (including employers' national insurance and other employer costs).

Current year measurement inputs and assumptions used in the Black Scholes valuations were as follows:

	December 2024 Black Scholes	August 2024 Black Scholes	May 2024 Black Scholes	March 2024 Black Scholes	February 2024 Black Scholes	January 2024 Black Scholes
Weighted average share price	$0.02	$0.03	$0.02	$0.03	$0.07	$0.09
Exercise price	$0.02	$0.02	$0.02	$0.03	$0.07	$0.09
Expected volatility	106.9%	106.9%	106.9%	106.9%	106.9%	106.9%
Expected option life	3 years	3 years	3 years	3 years	3 years	3years
Expected dividends	Nil	Nil	Nil	Nil	Nil	Nil
Risk-free interest rate (based on UK Government bonds)	4.458%	3.621%	4.360%	4.337%	4.549%	4.166%
Fair value at measurement date	**$0.02**	**$0.02**	**$0.01**	**$0.02**	**$0.05**	**$0.05**

A 1% change in the fair value on share based payment charge for the year would result in an increase or decrease of $86,000 posted to the income statement.

	December 2023 Black Scholes	November 2023 Black Scholes	October 2023 Black Scholes	July 2023 Black Scholes	June 2023 Black Scholes	March 2023 Black Scholes	January 2023 Black Scholes
Weighted average share price	$0.08	$0.07	$0.07	$0.13	$0.10	$0.08	$0.08
Exercise price	$0.08	$0.07	$0.08	$0.14	$0.09	$0.07	$0.08
Expected volatility	82.0%	82.0%	82.0%	82.0%	82.0%	82.0%	82.0%
Expected option life	3 years	1.5 years	3 years	3 years	3 years	3 years	3 years
Expected dividends	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Risk-free interest rate (based on UK Government bonds)	4.61%	4.62%	4.71%	4.98%	5.14%	3.24%	3.33%
Fair value at measurement date	**$0.03**	**$0.02**	**$0.02**	**$0.04**	**$0.03**	**$0.03**	**$0.02**

The expected volatility is calculated by reviewing the volatility of the Group's share price over a 3 year period.

24. Leases

The Group leases assets including office accomodation that are held within property, plant and equipment. Further details of these leased assets are included within Note 12.

Information about leases for which the Group is a lessee is presented below.

Analysis of property, plant and equipment between owned and leased assets	2024 ($000)	2023 ($000)
Net book value of property, plant and equipment owned	**188**	269
Net book value right-of-use assets	**185**	404
Total	**373**	**673**

Lease liabilities	2024 ($000)	2023 ($000)
Less than one year	**196**	214
Greater than one year	**—**	195
Total	**196**	**409**

Amounts recognised in profit or loss	2024 ($000)	2023 ($000)
Interest on lease liabilities	**38**	13
Expenses relating to short-term leases	**79**	107
Total	**117**	**120**

25. Capital management policy

The primary objective of the Group's capital management is to ensure that it has the capital required to operate and grow the business at a reasonable cost of capital without incurring undue financial risks. The Board periodically reviews its capital structure to ensure it meets changing business needs. The Group defines its capital as its share capital, share premium account and retained earnings, plus the long-term loan. There have been changes to the capital requirements each year as the Group has required regular, suitable levels of capital injections to fund development.

The Group also manages capital by monitoring its net debt position, calculated as total liabilities (as shown in the statement of financial position) less cash and cash equivalents.

The net debt position at 31 December 2024 and 2023 was as follows:

	2024 ($000)	2023 ($000)
Total liabilities	**58,797**	33,766
Cash and cash equivalents	**(6,524)**	(13,948)
Net debt	**52,273**	**19,818**

26. Related party transactions

During the year the Company had intercompany loan balances with some of its subsidiaries as follows: Shield TX (UK) Limited: $160,437,810 due to the Company (2023: $126,173,755 due to the Company); Shield TX (Switzerland) AG: $3,763,624 due to the Company (2023: $3,658,068 due to the Company); and Shield Therapeutics Inc.: $1,970,773 due from the Company (2023: $1,919,395 due from the Company). All intercompany loans have an interest rate of 11.0% (2023: 11.5%) per annum.

Key Management remuneration is disclosed on page 34 within the Directors' Remuneration Report.

During the year the Group entered in to a $5.7M milestone monetisation financing arrangement with its majority shareholder, AOP Health International Management AG. The balance as at 31 December 2024 was $6,394,058 (2023: $Nil).

Glossary and advisors

AIM	Alternative Investment Market
CGU	Cash-Generating Unit
CHF	Chronic Heart Failure
CKD	Chronic Kidney Disease
CMO	Contract Marketing Organisation
CRO	Contract Research Organisation
EMA	European Medicines Agency
EPO	European Patent Office
EU5	Five largest European markets (France, Germany, Italy, Spain and the UK)
FDA	U.S. Food and Drug Administration
GI	Gastrointestinal
GFR	Glomerular Filtration Rate
GxP	Good Clinical/Laboratory/Manufacturing Practice
H2H	AEGIS-Head-to-Head clinical study
Hb	Haemoglobin
HCP	Health Care Professional
IBD	Inflammatory Bowel Disease
ID	Iron Deficiency
IDA	Iron Deficiency Anaemia
IP	Intellectual Property
IRT	Iron Replacement Therapy
IV	Intravenous
NDA	New Drug Application (U.S.)
PDUFA	Prescription Drug User Fee Act (U.S.)
QCA	Quoted Company Alliance
QMA	Quality Management Agreement
R&D	Research and Development
TRX/rx	Prescription
WHO	World Health Organization

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