

Statement of Compliance in relation to the QCA Code 2023

This page was last updated on 8 May 2025

The following summary sets out how the Company applies the ten principles defined in the QCA Code 2023.

Principle 1

Establish a purpose, strategy and business model which promote long-term value for shareholders

Poolbeg is a clinical-stage biopharmaceutical company focussed on the development of innovative medicines to address unmet medical needs. Poolbeg's clinical programmes target large addressable markets, such as cancer immunotherapy-induced Cytokine Release Syndrome ("CRS") and metabolic conditions such as obesity with the development of our oral GLP-1 programme, and we remain focused on maximising the potential of our pipeline of assets to generate value for our shareholders.

Poolbeg adopts a diversified pipeline approach which offers multiples shots on goal to enhance the probability of success, while applying a cost-effective development philosophy to generate high quality data that supports strategic partnering to accelerate the development of our programmes.

Principle 2

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

The Directors are committed to upholding the highest standards of ethical values and behaviours across the Board and the Company. Recognising the critical role played by the biopharmaceutical sector, the Directors are particularly mindful of ethical responsibilities that come with developing innovative medicines to address unmet medical needs. This commitment to integrity and responsible behaviour is embedded throughout the organisation, guiding decision-making at every level.

Our employees are fundamental to us achieving our long-term strategic objectives. The Company promotes a collaborative and accountable culture, where teamwork, adaptability, and a shared commitment to excellence are embedded at all levels of the organisation.

The importance of delivering success in a safe environment is not undermined. Issues of bribery and corruption are taken seriously, the Company has a zero-tolerance approach to bribery and corruption and has an Anti-Bribery and Corruption Policy in place to protect the Company, its employees and those third parties to which the business engages with. The policy is provided to staff upon joining the business to ensure that all employees within the business are aware of the importance of preventing bribery and corruption.

Principle 3

Seek to understand and meet shareholder needs and expectations

The Board attaches great importance to effective, transparent, and regular communication with both institutional and private shareholders to ensure alignment with the Company's strategic objectives.

The Company engages with shareholders through multiple channels including RNS announcements, the Company website www.poolbegpharma.com, social media ([LinkedIn](#) and [X](#)), investor presentations, and shareholder meetings as appropriate.

The Board views the Company's annual report as well as its interim report as key communication channels through which progress in meeting the Group's objectives and updating its strategic targets can be given to shareholders. In addition, the Board uses the Annual General Meeting ("AGM") as a key platform to engage with shareholders, both to give information and receive feedback about the Company and its progress. The AGM results and the results of any other General Meeting held are announced via RNS and published on the Company's website the same day. The Board carefully reviews voting trends and shareholder feedback, taking appropriate actions when concerns are raised.

The Poolbeg management team undertake meetings with key shareholders and analysts following publication of full and interim results to ensure that the Company's strategic direction and financial performance are clearly understood. The Company's Nominated Adviser, Joint Brokers and Financial PR & Investor Relations advisor provide regular feedback on shareholder sentiment, expectations, market trends, and investor concerns. The Company actively considers investor feedback from both direct engagements and third-party insights, ensuring that shareholder perspectives are incorporated into decision-making where appropriate.

Our website contains an Investors section [here](#). This section includes details on recent developments and upcoming events and provides a point of contact for Investors to provide feedback to the Company.

Principle 4

Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success

The Directors' vision for the business is to become a leading biopharmaceutical company focussed on the development of innovative medicines targeting diseases with a high unmet medical need. The business seeks to grow both through acquisition and organically. Delivery of the Group's business model is underpinned by its core values of:

- Integrity and being consistently open, honest, ethical and genuine.
- Passion and leadership with a commitment to engage and inspire others.
- Courage to be entrepreneurial enough to reach beyond boundaries.
- Acceptance and delegation of responsibility.

The Company values the feedback it receives from its stakeholders and it takes every opportunity to ensure that where possible the wishes of stakeholders are considered. The executive team is a small and dedicated team who work hard to ensure that values of the Company are an integral part of the business. The Board works closely with the executive team with clear and open communication both within and outside of the boardroom. All staff are trained to comply with best contemporary practises and the Company has an open-door policy from the executive team down, where employees' opinions and suggestions are valued and listened to.

As a growing business, effective engagement with customers and suppliers is essential to achieving our strategic objectives. Senior management maintains regular communication with key stakeholders through a range of channels, fostering strong, long-term relationships built on trust and collaboration.

Patients and the communities that surround them are one of Poolbeg's key stakeholders as we seek to address critical unmet medical needs and improve human health. We actively engage with healthcare professionals and clinical experts to ensure our programmes align with real-world clinical priorities and patient experience – helping us to shape our development plans.

The Group operates with honesty and transparency at its core. We remain conscious of the environmental impact of our day-to-day operations and are committed to minimising this wherever possible. As our development pipeline progresses, we will continue to work closely with our suppliers to ensure that environmental and social considerations are integrated into our long-term strategy.

Operating within a regulated environment, the Company undergoes client and supplier audits as required to ensure compliance and continuous improvement. We are dedicated to upholding high standards of ethical conduct and integrity across all areas of our operations. Our Anti-Bribery and Corruption Policy provides a robust framework that empower employees to raise concerns in a safe, confidential, and supportive manner.

Principle 5

Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation

Risk Management and Internal Control

The Board has ultimate responsibility for the Company's risk management and internal control systems. These systems are designed to manage, rather than eliminate, the risk of failure to achieve the Company's strategic and operational objectives. Accordingly, they provide reasonable, but not absolute, assurance against material misstatement or loss.

The principal risks and uncertainties facing the Group are set out below and described in greater detail in the Company's [Annual Report](#). This list is not exhaustive but reflects the risks the Board currently considers most material, based on available information. The Board actively monitors the risk landscape and reviews the risk profile regularly to ensure it remains aligned with the Company's strategic objectives.

The Board has implemented a risk management framework that supports the identification, assessment, monitoring, and mitigation of key business risks. This framework enables the Company to take a proactive approach to managing both risks and opportunities as they arise.

Poolbeg operates in a dynamic and highly regulated biopharmaceutical environment. The Group's success is fundamentally linked to its ability to develop and, in due course, commercialise its pipeline programmes. To effectively manage operational risks, the Board meets regularly to review progress against strategic objectives and assess emerging risks. In parallel, the senior management team meets weekly to monitor project performance, review key operational matters, and address any emerging issues.

The Board and senior management team bring significant, wide-ranging industry experience and work collaboratively to ensure robust oversight. Where required, the Board engages external advisors to provide specialist input or assist in addressing specific risks.

Risk Management Framework

The Company maintains an internal control and risk management framework designed to support the delivery of its strategic objectives while maintaining compliance with applicable legal, regulatory, and financial standards. The framework operates across four key areas:

- Continuous Disclosure – Ensuring timely and accurate communication of material information to the market;
- Operations Review – Ongoing review of performance, project delivery, and emerging risks at both senior management and Board level;
- Financial Review – Regular financial reporting, budgeting, and variance analysis to maintain financial integrity and transparency;
- Investment Appraisal – Disciplined assessment of investment opportunities, including risk and return analysis, aligned with the Group's strategy.

To ensure accountability, procedures are in place requiring the Chief Executive Officer and Chief Financial Officer to provide written confirmation to the Board that the financial statements are based on a sound system of risk management and internal controls, and that these systems are operating effectively.

Principal Risk Areas

The Company's key areas of risk include:

- Organisational Risk – Reliance on key individuals and potential impact from changes in senior management;
- Competition Risk – Active competition within the biopharmaceutical sector from companies pursuing similar therapeutic areas;
- Development Risk – Uncertainty associated with the outcome of clinical trials, where early-stage success does not guarantee later-stage results;
- Regulatory Risk – The complexity and unpredictability of regulatory approval processes across multiple jurisdictions;
- Intellectual Property Risk – Dependence on securing and maintaining strong patent protection for proprietary assets;
- Funding and Partnering Risk – The capital-intensive nature of drug development and the need to secure strategic partnerships or funding for future stages;
- M&A Risk – Uncertainty around the timing and successful execution of potential M&A or partnering opportunities;
- Macro-economic and Geopolitical Risk – Exposure to economic, political, and market conditions that may impact the Group's operations.

Governance of Risk

The Board is responsible for assessing the adequacy of internal controls and ensuring compliance with relevant laws, regulations, and professional standards. While the Company does not currently have a separate risk management committee due to its size, the full Board assumes collective responsibility for risk oversight. The need for a dedicated committee is reviewed periodically as the business grows.

Principle 6

Establish and maintain the board as a well-functioning, balanced team led by the chair

Board Structure

The Board currently consists of the Executive Chair, the Chief Executive Officer, the Chief Financial Officer and three Non-Executive Directors whose biographies are available on the Company's website [here](#). The Board members have a broad range of experience and calibre to bring independent judgement on issues of strategy and performance which helps the Board to carry out its supervisory and stewardship functions effectively and to discharge its responsibilities to shareholders for the proper management of the Group. The Board will monitor the composition and balance of the Board.

The independent Non-Executive Directors are as follows:

- Edward Gibson, Senior Independent Non-Executive Director, appointed to the Board in July 2021
- Professor Luke O'Neill, Independent Non-Executive Director, appointed to the Board in July 2021
- Professor Brendan Buckley, Independent Non-Executive Director, appointed to the Board in May 2023

Board Meetings

The Board meets formally at least five times a year with ad hoc Board meetings as the business demands. The Board meets to review, formulate and approve the Group's strategy, budgets and corporate actions and oversee the Group's progress towards its goals. There is a strong flow of communication between the Directors and senior management.

All Directors have access to the advice of the Company's lawyers and also access to independent advice, at the Company's expense, as needed. All necessary information is supplied to the Directors on a timely basis to enable them to discharge their duties effectively.

Board Committees

The Board has established an Audit Committee and a Remuneration Committee with formally delegated duties and responsibilities and with written terms of reference. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises.

Appointment and re-election

Currently the Company does not have a nomination committee, as the Board does not consider it appropriate to establish one at this stage of the Company's development. The Board will take decisions

regarding the appointment of new directors as a whole and this will follow a thorough assessment of a potential candidate's skill and suitability for the role.

The Company's Articles of Association require all new directors appointed by ordinary resolution since the previous AGM to seek election at the next AGM and one third of the other directors (or if the number is not a multiple of three, this shall be rounded down to the nearest whole number) retire annually in rotation. If there are only two directors subject to retirement by rotation at least one of them shall retire. However, following the Company's adoption of the QCA Code 2023 with effect from the financial year beginning on 1 January 2025, all Directors will submit themselves for annual election or re-election at each AGM held after that date.

Independence

The Company regards three of the Non-Executive Directors as independent. The Board has determined that Professor Brendan Buckley, Eddie Gibson and Professor Luke O'Neill are independent in character and judgement and that there are no relationships or circumstances which could materially affect or interfere with the exercise of their independent judgement. As respected industry experts Professor Brendan Buckley and Professor Luke O'Neill are also members of the Scientific Advisory Board. They receive an annual fee of £15,000 for this role which is not considered to be material in affecting their independence.

Principle 7

Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

Board Composition and Governance Support

The Board comprises the Executive Chair, the Chief Executive Officer, the Chief Financial Officer and three Non-Executive Director. The Directors believe that the Board has significant industry, financial, public markets and governance experience, possessing the necessary mix of experience, skills, personal qualities and capabilities to deliver the strategy of the Company for the benefit of shareholders over the medium to long-term. Details of each of the Board's skills and experience can be found [here](#).

The Board engages external advisers—including solicitors, accountants, the nominated adviser, and brokers - in line with the standard requirements of an AIM-listed company. The nominated adviser and solicitors provide regular updates on governance and AIM regulatory developments, including refresher training on AIM Rules when needed.

The Company Secretary and Solicitors maintain regular communication with the Executive Directors and are available to all Board members, supporting them in meeting governance and compliance obligations and are available to other members of the Board if required. Beach Secretaries Limited are engaged as Company Secretary, bringing an external perspective and a broad range of experience to support the Board.

While the Company is mindful of gender balance, Board appointments are made primarily based on the skills, experience, and knowledge necessary to support the Company's strategic objectives.

Board Skills and Experience

The Board retains ultimate accountability for good governance and is responsible for monitoring the activities of the executive team. The Board consists of:

Cathal Friel, Executive Chair has the responsibility for ensuring that the Board discharges its responsibilities and is also responsible for facilitating full and constructive contributions from each member of the Board in determining the Group's strategy and overall commercial objectives. Mr Friel is also responsible for business execution within the framework and structures defined by the Board. He engages with shareholders and other stakeholder groups to ensure a strong relationship between them and the Company.

Jeremy Skillington, Chief Executive Officer is responsible for shaping and executing the scientific strategy and direction of the Company. He engages with shareholders and other stakeholder groups to ensure a strong relationship between them and the Company.

Ian O'Connell, Chief Financial Officer is responsible for shaping and executing the financial strategy & operations and operational direction of the Company in conjunction with the senior management team.

Edward Gibson, Senior Independent Non-Executive Director chairs the Audit Committee and is a member of the Remuneration Committee.

Professor Brendan Buckley, an independent Non-Executive Director chairs the Remuneration Committee and is a member of the Audit Committee.

Professor Luke O'Neill, an independent Non-Executive Director.

Audit Committee

The Audit Committee comprises Eddie Gibson as chair, with Professor Brendan Buckley as the other member and meets at least twice a year. Eddie Gibson, the Audit Committee chair is considered to be independent and to have recent relevant financial and commercial experience including having acted as country manager for large pharmaceutical companies and having founded and led a full service market access consultancy. The principal duties of the Audit Committee are to review the interim and annual financial statements before their submission to the Board and to consider any matters raised by the auditors. The Audit Committee also reviews the independence and objectivity of the auditors.

The terms of reference of the Audit Committee reflect current best practice, including authority to:

- recommend the appointment, re-appointment and removal of the external auditors; and
- ensure the objectivity and independence of the auditors including occasions when non-audit services are provided.

The Audit Committee may seek information from any employee of the Group and obtain external professional advice at the expense of the Group if considered necessary. Due to the relatively low number of personnel employed within the Group, the nature of the business and the current control and review systems in place, the Board has decided not to establish a separate internal audit department.

Remuneration Committee

The Company has established a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director is involved in deciding their own remuneration.

The Remuneration Committee comprises Professor Brendan Buckley as chair with Eddie Gibson as the other member. Professor Brendan Buckley has substantial experience as a member of Remuneration Committees of AIM quoted companies. The Remuneration Committee considers the employment and performance of individual Executive Directors and determines their terms of service and remuneration. It also has authority to grant options as part of overall remuneration packages.

Principle 8

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

The Directors consider seriously the effectiveness of the Board, committees and individual performance.

There is regular assessment of the individual contributions of each of the members of the team to ensure that their contribution is relevant and effective, that they are committed and, where relevant, that they have maintained their independence.

The Board sets clear performance objectives in advance of each financial period and agrees key performance indicators against which progress can be clearly measured and corrective action taken as appropriate. As the Company grows, it will keep under review the need for more formal Board evaluation processes.

Principle 9

Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture

Poolbeg's future success is dependent on the experience and skills of the executive Directors and senior management to successfully execute its strategy. The loss of key contributors would present a risk to the business.

The Board believes that the senior management team is appropriately structured for Poolbeg's size and is not overly dependent upon any particular individual. Poolbeg has entered into contractual arrangements with these individuals with the aim of securing the services of each of them. Staffing levels, notice periods and contingent arrangements are kept under regular review to ensure that they are appropriate to maintain business continuity. Remuneration packages and staff rewards are reviewed to encourage the long-term maintenance of staff and to align incentivisation with Company objectives.

The Company has established a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. No Director is involved in deciding their own remuneration. With effect from the financial year beginning on 1 January 2025, a separate Directors' Remuneration Report will be included in Poolbeg's Annual Report. The annual Directors' Remuneration Report will be put to an advisory shareholder vote at each AGM held.

Base salaries are reviewed annually, with the levels of increases for Executive Directors taking account of the performance of the Group, individual performance, additional responsibilities and external indicators such as inflation and industry comparatives. Overall long-term incentives are also reviewed

annually to ensure that the Executive Directors incentives are aligned with the long-term strategic goals of the Group.

The Remuneration Committee, in discussion with the Executive Directors, review annual performance at the end of each calendar year. The Executive Chair, CEO and CFO may be eligible for annual bonuses of up to 50% of base salary, at the Company's absolute discretion. Independent Non-Executive Directors do not participate in any discretionary bonus or Company share option scheme.

In February 2024, the Company adopted an Employee Performance Incentive Plan ("EIP") for a number of key senior management, to align medium and long term objectives with those of shareholders and to encourage retention. The EIP was designed with the support of Aon, as advisor to the Remuneration Committee of the Company. Under the EIP, Executive Directors have been awarded a total of 13,917,525 nominal cost long term incentive options ("EIP Options") over ordinary shares in the Company. Vesting is conditional upon the weighted-average of the mid-market closing price of the ordinary shares in the Company being 17.945 pence or above over a period of fourteen calendar days (representing a c.85% premium to the share price at close of market on 14 February 2024). The EIP Options are also subject to acceleration in certain scenarios including a change of control of the Company.

Principle 10

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

The Board attaches great importance to effective, transparent, and regular communication with both institutional and private shareholders to ensure alignment with the Company's strategic objectives.

The Company communicates with shareholders through multiple channels including:

- RNS and RNS Reach announcements;
- the Annual Report & Accounts;
- full year and interim year results announcements;
- shareholders circulars including notice of and results of the Company's AGM and other General Meetings;
- the Company website www.poolbegpharma.com and social media platforms ([LinkedIn](#) and [X](#));
- investor presentations, Capital Markets Days, and webinars; and
- shareholder and other stakeholder meetings as appropriate.

Historical communications with shareholders are maintained on the Company website [here](#) with historical RNS and RNS Reach announcements [here](#).

The Poolbeg management team undertake meetings with key shareholders and other stakeholders on a regular basis to ensure that the Company's strategic direction and financial performance are clearly understood. Details of the Company strategy, outlook and performance are included and communicated in the Annual Report, full year and interim year results announcement and our website contains an Investors section [here](#) which includes details on recent developments and upcoming events and provides a point of contact for stakeholders to provide feedback to the Company. The Board members intend to maintain a good and continuing understanding of the objectives and views of the shareholders and other key stakeholders.