

Preliminary results for the year ended 31 December 2025
Strong delivery drives revenue growth, margin progress & mid-teens adjusted EPS growth
Upgrading medium-term organic growth target to 6-8%

Key financial highlights for year ended 31 Dec	Reported			Adjusted ⁵			
	FY 25	FY 24	Change	FY 25	FY 24	Change	CC
Revenue	\$2,439m	\$2,289m	6.5%	\$2,439m	\$2,289m	6.5%	5.0%
Operating profit	\$316m	\$325m	(2.7)%	\$544m	\$485m	12.1%	10.2%
Operating margin	13.0%	14.2%	(120) bps	22.3%	21.2%	110 bps	100 bps
Diluted EPS	8.6 cents	9.3 cents	(7.1)%	17.6 cents	15.2 cents	16.0%	
Free cash flow to equity [†]				\$362m	\$361m	0.1%	
Dividend per share	7.244 cents	6.416 cents	13%				

Percentage movements throughout this release are calculated on actual unrounded numbers.¹ Free cash flow to equity has been redefined, separating growth capex & certain non-cash items. On a comparable basis to FY24, free cash flow to equity was \$219m (2024: \$302m; also see page 15).

FY 25 financial highlights: strong delivery, in line with our guidance

- Organic revenue excluding InnovaMatrix[®] up 6.4% (2024: 6.8%); including InnovaMatrix[®] 4.8%¹; reported growth 6.5%
- Adjusted operating margin² up c.110 bps to 22.3%. Adjusted diluted EPS² up 16.0%
- Strong cash generation funding re-investment & returns: \$185m capex, \$140m dividend & \$300m share buyback

Broad-based organic revenue growth across categories, geographies and products

- **AWC⁴**: 4.1%¹ ex-InnovaMatrix[®], led by a growing contribution from ConvaFoam[™] and further Aquacel[®] Ag+ Extra[™] growth. InnovaMatrix[®] revenue of \$69m (<3% of Group), down 30% YoY
- **OC⁴**: 4.5%¹ supported by new patient starts in the US and Europe, Esteem Body[™] launch and growth in GEM
- **CC⁴**: 6.6%¹ driven by volume growth in the US, excellent customer service and growing international sales
- **IC⁴**: 12.5%¹ with continued strong demand for our infusion sets in both diabetes and non-diabetes treatments

Innovative pipeline driving new product launches and winning share

- In **AWC**, ConvaFoam[™] delivered excellent growth and is taking segment share. We also achieved EU and UK regulatory approval for ConvaNiox[™], our highly innovative wound dressing powered by nitric oxide, with revenue expected to grow from 2027
- In **OC**, Esteem Body[™] performed very strongly and is ahead of our plan. We also secured our first US Group Purchasing Organisation (GPO) contract win in over 5 years, plus a further GPO win post-year end
- In **CC**, our compact catheter GentleCath Air[™] for Women is winning segment share, and we are progressing towards launch of the male version in 2026
- In **IC**, we achieved our fastest organic growth from new customers and therapies, particularly Neria[™] Guard for AbbVie's Parkinson's disease treatment, where we have significantly extended our long-term supply contract

Confidence in FY26 outlook: another year of double-digit EPS² growth

- Group organic revenue growth excluding InnovaMatrix[®] of 5-7% (unchanged), with growth weighted to H2
- InnovaMatrix[®] revenue of c.\$20m³, representing a headwind of c. 2% of Group revenue in FY26 and c.3% in H1 26
- Adjusted Group operating margin² ≥23.0%, inclusive of c.20 bps of incremental YoY tariff costs, all in H1
- Double-digit adjusted EPS² growth (unchanged)
- Capex of \$200-\$230m, including growth capex of \$135-165m, as we invest in all categories to meet rising demand
- Strong cash generation, with c.100% equity cash conversion[†]

Increasing medium-term organic revenue growth target

- Upgrading annual organic revenue growth target to 6-8% (previously 5-7%) from 2027. This acceleration follows successful implementation of our strategy and will be driven by our rich innovation pipeline
- Mid-20s% (24-26%) adjusted operating margin² by 2027
- Sustainable double-digit adjusted annual EPS² growth and double-digit free cash flow to equity CAGR

Jonny Mason, Chief Executive Officer, commented:

"Convatec performed strongly in 2025, demonstrating further resilient growth. We delivered broad-based organic revenue growth across all categories, supported by new product launches, operating margin expansion, mid-teens growth in adjusted earnings per share and strong cash conversion.

"Looking ahead, we are increasing our medium-term revenue growth target to 6-8% from 2027. This acceleration follows the successful implementation of our strategy and is underpinned by our rich innovation pipeline. These results are also testament to our great team of Convatec colleagues who bring our promise of forever caring to life daily for the millions of people around the world who rely on our trusted medical solutions."

2025 financial summary

- Adjusted operating profit² up 12.1% to \$544m. Reported operating profit down 2.7% to \$316m, including a \$72m impairment of the Triad intangible asset given the InnovaMatrix[®] CMS rate change (page 4)
- Adjusted operating margin² of 22.3%, up c.110 bps YoY. Reported operating margin of 13.0%, down 120 bps YoY
- Adjusted diluted EPS² increased 16.0% to 17.6 cents. Net finance costs decreased \$10m YoY to \$68m given lower average net debt; adjusted tax rate unchanged at 24.0%. Reported diluted EPS 8.6 cents (2024: 9.3 cents)
- Record investment to support future growth, with growth capex of \$121m (2024: \$59m) and operational capex of \$64m (2024: \$63m) (see page 3)
- Free cash flow to equity⁵ before growth capex¹ of \$362m (2024: \$361m), representing equity cash conversion⁵ of 101% (2024: 116%). Equity cash conversion on a comparable basis to the prior year was 61% (2024: 97%)
- Secured investment grade status with all three large credit agencies, extended our financing maturity with new \$500m ten-year senior unsecured note
- Returned \$300m to shareholders via share repurchases
- Net debt of \$1,330m (2024: \$1,058m), representing an adjusted EBITDA ratio of 2.0x (2024: 1.8x), in line with target
- As a sign of confidence in our outlook and strategy, the Board recommends a final dividend of 5.367 cents, resulting in a full year dividend of 7.244 cents, an increase of 13%. The payout ratio of 40% (2024: 42%) of adjusted net profit is in the middle our target range of 35-45%

Investor and analyst presentation

The results presentation will be held at 09:00hrs (UK time) today. The event will be simultaneously webcast and the link can be found [here](#). The full text of this announcement and the presentation for the analysts and investors meeting can be found on the 'Results centre' page of the Convatec Investor Relations website ([link here](#)).

Scheduled events

Convatec Capital Markets Day 2026	9 April 2026
AGM & trading update for the 4 months ending 30 April 2026	21 May 2026
Half-year results for the six months ending 30 June 2026	4 August 2026

Dividend calendar

Ex-dividend	16 April 2026	Payment date	28 May 2026
Record date	17 April 2026		

About Convatec

Pioneering trusted medical solutions to improve the lives we touch: Convatec is a global medical products and technologies company, focused on solutions for the management of chronic conditions, with leading positions in Advanced Wound Care, Ostomy Care, Continence Care, and Infusion Care. With over 10,000 colleagues, we provide products and services in around 90 countries, united by a promise to be forever caring. Our solutions provide a range of benefits, from infection prevention, treatment for hard to heal wounds, at-risk skin and ulcerated tissue to supporting debilitating conditions, improved patient outcomes and reduced care costs. Convatec's revenues in 2025 were over \$2 billion. The company is a constituent of the FTSE 100 Index (LSE:CTEC). To learn more please visit <http://www.convatecgroup.com>

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(1) Organic growth is calculated by applying the applicable prior period average exchange rates to the Group's actual performance in the respective period and excluding acquired and disposed/discontinued businesses. Acquisitions and disposals added 20 bps to constant currency growth in 2025, shown on page 5

(2) Consistent with prior years, management present adjustments to the reported figures to produce more meaningful measures in monitoring the underlying performance of the business. These are set out in the table on page 12

(3) In October 2025, Medicare Administrative Contractors announced a price rate of \$127/cm² for Skin Substitutes and Tissue-Based Products. As reported at our [H1 25 results](#) and [November 2025 trading update](#), we expect this will impact FY26 Group revenue by 2%. As a result of this significant reduction in revenue, and in advance of returning to growth, we have recorded a \$72m impairment of the Triad Life Sciences acquisition intangible asset (see Financial Review for further details). See page 4 for more on InnovaMatrix[®].

(4) AWC is Advanced Wound Care; OC is Ostomy Care; CC is Continence Care and IC is Infusion Care.

(5) Certain financial measures in this document, including adjusted results, are not prepared in accordance with International Financial Reporting Standards (IFRS). All adjusted measures are reconciled to the most directly comparable measure prepared in accordance with IFRS in the Non-IFRS Financial Information below pages 18 to 23.

Chief Executive Officer's review – strong delivery, in line with our guidance

Performance was strong in 2025, evidenced by 6.4% organic revenue growth excluding InnovaMatrix® (4.8% including InnovaMatrix®; reported 6.5%), adjusted operating margin up c.110 bps to 22.3% and adjusted diluted EPS⁵ up 16.0% to 17.6 cents (reported diluted EPS 8.6 cents). Growth was broad-based across categories, geographies and products.

In 2025 we sold over 1 billion high-quality consumable products and are among a small number of leaders in the categories in which we operate, and we are market-leading in categories contributing over 60% of Group revenues. There are notable synergies across the Convatec categories in areas such as product and clinical development, automated manufacturing, polymer and biomaterial sciences, adhesive technologies, sales & marketing and shared mid-and-back-office processes.

Further growth in adjusted operating margin

Adjusted operating margin² increased by 110 bps to 22.3% (22.2% on a constant FX basis; 13.0% reported). This was despite a \$30m reduction in InnovaMatrix® sales (see page 4), and c.\$6m incremental tariffs YoY. Margin growth was driven by further simplification and productivity in operations and G&A, pricing and operational leverage.

Our simplification and productivity initiatives continued to progress well. In Global Quality & Operations, we further increased automation in our facilities and continued to optimise our plant network for scale and efficiency. In commercial areas, our Centres of Excellence (CoE) in Global Marketing & Sales, Pricing and Market Access & Reimbursement, positively supported our delivery across each category.

We delivered further G&A savings by expanding Convatec Business Services (CBS) beyond Finance, IT and HR activities and CBS will continue to expand in 2026, supported by ongoing adoption of AI and automation. Adjusted G&A² was flat YoY at \$166m, representing 6.8% of revenue (2024: 7.2%). Overall adjusted operating expenses represented 38.4% of revenue (2024: 39.8%).

Adjusted operating margin has increased 460 bps since 2021 (+490 bps in constant currency), despite high inflation in 2022/23. We are on track to deliver our medium-term adjusted operating margin² target of mid-20s% by 2027. Overall, our resilient business model is highly scalable and is well-positioned to deliver sustainable double-digit annual growth in adjusted EPS⁵.

Positively executing our capital allocation priorities to accelerate growth

Our strong cash generation supports both investment for growth and returns to shareholders, consistent with our clear capital allocation priorities. These are: 1) fund organic investment to drive future revenue growth and innovation; 2) pay an annual dividend consistent with 35-45% payout ratio; 3) conduct focused M&A to strengthen competitive offering, and 4) any surplus capital would be available for return to shareholders. Our target net debt to adjusted EBITDA leverage remains 2.0x (2025: 2.0x).

Having transformed key areas of our production network in recent years, our 2025 focus was on expanding capacity and new product development. We have further categorised capital expenditure. **Growth capex** develops new products and creates or increases capacity, and in 2025 was \$121m (2024: \$59m). **Operational capex** maintains our existing operations as well as improving technology, capability and productivity and in 2025 was \$64m (2024: \$63m).

As evidence of our priorities in action, in addition to increased growth capex, we grew our dividend by 13%, paid net earn-outs of \$25m in respect of historic M&A and completed a \$300m share buyback.

Given the exciting product pipeline and high demand for our products, we have identified further compelling organic investment opportunities to accelerate growth. We expect total capex in 2026 of \$200-\$230m, including growth capex of \$135-\$165m. We expect operational capex to run at c.2.5% of revenue annually. Growth capex will flex to the opportunities available, consistent with our clear capital allocation framework.

We are investing across all categories, but particularly in **IC** where we see significant demand, and our growth is underpinned by long-term contracts. We are also diversifying manufacturing across existing locations, further increasing our resilience. In **AWC**, we are adding capacity in ConvaFoam™ and investing to underpin three further product launches over the next two years (ConvaNiox™, Aquacel™ ConvaFiber™ and ConvaVac™). In **OC**, our Esteem Body™ launch is delivering ahead of plan, and we are adding further production capacity while also planning for the launch of Natura® Body in 2027. In **CC**, we are investing in the launch of GentleCath Air Pocket™ and GentleCath Air Set™, our new compact catheter products. We expect all these investments will be accretive to Group return on capital.

Accelerating organic revenue growth to 6-8% from 2027

2025 represented our fifth year of broad-based organic revenue growth within our target 5-7% range (ex-InnovaMatrix®) and our fourth year of adjusted operating margin progress.

We believe our growth is set to accelerate, driven by successful implementation of our strategy, recent product launches and our rich product pipeline. Faster growth will also be supported by higher growth capex. As a result, we are increasing our organic revenue growth target from 5-7% to 6-8%, from 2027.

Further information and our plans on how we will deliver faster growth will be provided at our Capital Markets Day on 9 April in London.

Delivering for our patients, payors and customers

Our strategy focuses on 1) superior **patient** outcomes and choice; 2) value for money for **payors** and 3) outstanding results for **healthcare professionals** (HCPs). This enables sustainable growth, despite reimbursement dynamics.

We have the strongest product pipeline in our history, with eight products launched in 2022-2025 and a further eight due to be launched in 2026-27. We have also made significant progress in generating clinical evidence and building market access capability.

Update on US reimbursement

In setting our medium-term guidance of 6-8% annual revenue growth, we assume a certain level of reimbursement dynamics. We also consider the breadth of revenues across categories, geographies and products, our innovation pipeline and new product vitality index.

Ostomy & Catheters – proposed competitive bidding program

As previously reported, [on 28 November 2025](#) Centers for Medicare & Medicaid Services (CMS) released a final rule outlining updates for the 2026 Medicare Home Health payment system and the Durable Medical Equipment, Prosthetics, Orthotics, and Supplies (DMEPOS) Competitive Bidding Program (CBP). Medicare beneficiaries currently enjoy access to a wide range of personalised catheter and ostomy products, plus significant support and advice. The proposed rule changes could impact the choice and supply available to patients and providers. CMS will follow an extensive process to implement the changes.

CMS has stated they are seeking 8-10 large, nationwide suppliers in each of Continence and Ostomy, compared to several thousand suppliers today. Should CMS proceed with CBP, we are well-placed to grow given our leading customer service and loyalty, attractive segment positions and differentiated portfolio. We continue to anticipate a 1-2% reduction in Group sales in the year of implementation, which CMS has indicated will be 2028.

Changes to biologics sector reimbursement

On [31 October 2025](#), CMS published a decision outlining their revised payment rate of \$127.28 per sq cm for skin substitutes with effect from 1 January 2026. This payment rate represented a significant price reduction for Convatec's InnovaMatrix[®] product. On [24 December 2025](#), CMS further announced that Local Coverage Determinations for skin substitutes had been fully withdrawn. Convatec welcomed this decision, which meant appropriate Medicare patients and their HCPs across the US can continue to benefit from all InnovaMatrix[®] products, nationally.

InnovaMatrix[®] is a highly effective product with significant health benefits to patients and HCPs. It has strong user feedback and real-world clinical evidence. Our randomised controlled trials continue to progress towards publication later this year.

In addition to strong clinical benefits, InnovaMatrix[®] has competitive manufacturing costs. We are well positioned to support Medicare patients and their HCPs across the United States with all InnovaMatrix[®] products, which have generated strong user feedback and clinical evidence. We see opportunities to gain volume in 2026, and believe we will deliver long-term, profitable growth from InnovaMatrix[®].

This CMS decision represents an estimated headwind in 2026 of approximately 2% of Group revenue, and therefore we expect InnovaMatrix[®] revenues in FY26 of c.\$20m (2025: \$69m). As a result of the estimated impact on future forecasts, we have recorded a \$72m impairment in respect of the intangible asset identified upon the acquisition of Triad Life Sciences in 2022 (see Financial Review).

FY26 outlook: confidence in delivering our financial targets

- Reiterating our guidance for double-digit adjusted EPS² growth (unchanged)
- Group organic revenue growth excluding InnovaMatrix[®] of 5-7% (unchanged). We expect revenue growth will be second half weighted as product launches build
- We expect the following category growth:
 - **AWC⁴**: mid-single digit growth excluding InnovaMatrix[®]. InnovaMatrix[®] revenue of c.\$20m
 - **OC⁴**: mid-single digit growth
 - **CC⁴**: mid-single digit growth
 - **IC⁴**: high-single digit growth
- Adjusted operating margin of ≥23.0%, including c.20 bps of incremental tariff costs
- We expect H1 26 adjusted operating margin will grow slightly versus H1 25, as the reduction in InnovaMatrix[®] revenue and incremental tariff costs impact H1
- If current spot rates were to hold for the remainder of FY26, the estimated tailwind to FY26 revenue growth would be c.180 bps, while the adjusted operating margin headwind would be c.30 bps
- Adjusted net finance expense of \$70-75m (2025: \$68m), assuming no material changes in US interest rates
- Adjusted book tax rate of c.24%, with the cash tax rate again lower
- Total capex of \$200-\$230m (more on page 3). Within this, we expect growth capex of \$135-165m
- Opex R&D spend of \$100-\$110m; cash costs of adjusting items of <\$20m
- Working capital growth below revenue growth

Category review

Group revenue growth was broad-based across all categories, increasing by 4.8% organic, 6.5% reported and 5.0% on a constant currency basis (net M&A added c.20 bps). Organic revenue growth ex-Innovamatrix was 6.4%.

	2025 \$m	2024 \$m	Reported growth / (decline)	Foreign exchange impact	Constant currency ² growth / (decline)	Net M&A impact	Organic ¹ growth
Revenue by Category							
AWC ex-InnovaMatrix®	684	644	6.2%	1.9%	4.3%	0.2%	4.1%
Ostomy Care	676	634	6.6%	1.6%	5.0%	0.5%	4.5%
Contenance Care	537	501	7.1%	0.3%	6.8%	0.2%	6.6%
Infusion Care	473	411	15.1%	2.6%	12.5%	-	12.5%
Group revenue excluding IMX	2,370	2,190	8.2%	1.6%	6.6%	0.2%	6.4%
InnovaMatrix® revenue	69	99	(29.7%)	-	(29.7%)	-	(29.7%)
Group revenue	2,439	2,289	6.5%	1.5%	5.0%	0.2%	4.8%

Advanced Wound Care

Revenue of \$753m increased by 1.4% on a reported basis and decreased by 0.4% on an organic basis. Excluding InnovaMatrix®, AWC organic growth was 4.1% (FY24: 4.2%). As expected, InnovaMatrix® declined by 30% to \$69m given market uncertainty around the now-withdrawn Local Coverage Determinations. As noted on page 4, we expect InnovaMatrix® revenue of c.\$20m in 2026 due to the revised payment rate of \$127.28 per sq cm for skin substitutes.

Growth was driven by good performance in North America and GEM. We saw an excellent contribution from ConvaFoam™ which is taking share in the US and Europe. Aquacel® Ag+ Extra™, our leading antimicrobial product, continued to deliver good growth.

AWC key focus areas are:

- Building on strong positions and extending recent launches to new markets:
 - Continuing to grow our leading Hydrofiber® brand Aquacel® Ag+ Extra™
 - Ongoing launch and geographic expansion of ConvaFoam™, including new capacity
 - Further enhanced commercial execution and increasing sales per employee
- Continuing to develop new products and the AWC pipeline
 - Generating clinical evidence from the ongoing European launch of ConvaNiox™, our groundbreaking nitric oxide dressing, and planning for our launch in the US (see below)
 - Aquacel™ ConvaFiber™, our enhanced Hydrofiber® dressing, approved in the EU & US, launching in H1 26
 - ConvaVac™, our single-use negative pressure wound therapy product, launching in H2 26
- Positioning InnovaMatrix® to win in US skin substitutes
 - Progressing our RCTs, reorganising our sales team and optimising our go-to-market strategy
 - Gain volumes from high-cost competitors
 - Building the foundations to deliver growth in 2027 and beyond

Update on ConvaNiox™

We were delighted to [receive regulatory approval](#) in the EU and UK in April 2025 for ConvaNiox™, which combines advanced dressing technology with multiple modalities including the antimicrobial and antibiofilm power of nitric oxide. ConvaNiox™ delivers a significantly improved healing environment (achieving 60% more DFUs healed and three times faster wound area reduction compared to standard care in an RCT¹). We have commenced a limited market release in Europe. Feedback from healthcare professionals is very encouraging and we continue to gather clinical evidence. We will also initiate the US regulatory clearance process in 2026.

Ostomy Care

Revenue of \$676m grew by 6.6% on a reported basis, by 5.0% in constant currency and 4.5% on an organic basis.

Regionally, good growth in the US was supported by our Home Services Group (HSG) with a continued increase in patient starts. Growth in Europe increased and GEM was strong.

Esteem Body™, our one-piece soft convex product, delivered very strong growth and is ahead of our expectations. Growth was also strong in our Esenta™ accessory products, which represented c.20% of OC sales. Growth was slower in Flexi-Seal™, our leading faecal management product, although we are on track to launch our updated Flexi-Seal™ Air product in H1 26.

¹ Edmonds ME, et al. Multicenter, randomized controlled, observer-blinded study of a nitric oxide generating treatment in foot ulcers of patients with diabetes-ProNOx1 study. Wound Repair Regen. 2018;26(2):228-237

We were delighted to secure a place on the Captis Vizient US Group Purchasing Organisation (GPO) contract for ostomy products in November 2025. This was our first ostomy product GPO win in over five years. Additionally, in February 2026 we secured a further GPO win in OC with Premier Inc. and Premier AscenDrive.

OC key focus areas are:

- Continuing to progress our innovation pipeline:
 - Continuing to grow and win share with Esteem Body™
 - Launching Flexi-Seal™ Air, an evolution of our leading faecal management system in the US in H1 26
 - Developing Natura® Body, our two-piece soft convex product launching in 2027
- Further improving commercial execution across the continuum of care (acute, post-acute and community):
 - Driving US new patient starts through continued close collaboration with HSG and strategic partners
 - Enhancing patient engagement through Convatec's [me+™ programme](#) in key geographies
 - Increasing interactions with HCPs through our education programmes in partnership with key stakeholders like the US Wound, Ostomy and Continence Nurse Society®

Continence Care

Revenue of \$537m grew by 7.1% on a reported basis, by 6.8% in constant currency and 6.6% on an organic basis.

Performance was driven by US volume growth as we continued to gain share, driven by our leading customer service. This was further supported by faster growth in Convatec-manufactured products, which represented c.59% of revenues, including strong growth in our GentleCath™ brands. Europe and GEM grew strongly from a low base, again adding over 1 percentage point to CC growth, and we are confident of adding at least one point to category growth again in 2026 from outside the US.

Our compact catheter GentleCath Air™ for Women continued to be well received by HCPs and customers and is taking share.

CC key focus areas are:

- Rolling out launches to new markets:
 - Further extending the launch of GentleCath Air™ for Women internationally
 - Introducing Cure™ products in Europe and GEM
 - Developing GentleCath Air Pocket™ and GentleCath Air Set™ in 2026-27
- Further improving commercial execution globally:
 - Continuing to build and strengthen commercial teams in Europe and GEM
 - Increase the proportion of Convatec-manufactured products sold in our revenue mix
 - Providing the best-connected journey and experience for customers, HCPs and payors
- Monitoring the situation around the proposed competitive bidding program outlined on page 4

Infusion Care

Revenue of \$473m grew by 15.1% on a reported basis, and by 12.5% on both a constant currency and organic basis. Growth was driven by further strong demand for Convatec infusion sets in both diabetes and non-diabetes therapies.

In diabetes, revenue growth was high single-digit as durable insulin pump penetration grew led by increasing adoption of automated insulin delivery and continuing pump innovation. Diversification of our products and customers continued to progress very well, including mylife's YpsoPump, Beta Bionics iLet and Tandem Mobi, plus our Extended Wear Infusion Set with Medtronic's 780G.

In non-diabetes therapies, revenue growth was high double-digit

as penetration of our Neria™ Guard infusion sets increased in the treatment of pain management, immunoglobulin deficiency and Parkinson's disease. Our fastest growth was in AbbVie's Parkinson's therapy, now approved in 35 countries, and we have significantly extended our long-term infusion set supply contract. Non-diabetes therapies represented c.15% of IC revenue (2024: c.10%). We are further diversifying customers with two other therapies for the treatment of advanced Parkinson's, and we look forward to supporting new partners with Neria™ Guard infusion sets.

Subsequent to the year end, [on 3 February 2026](#) we announced that our subsidiary Unomedical Devices, S.A. de C.V (Unomedical) had received a Warning Letter from the FDA, focused on reporting procedures and protocols relating to the quality management system. Unomedical takes these matters very seriously and is actively engaging with the FDA to resolve the matters identified as soon as possible. The letter does not raise concerns relating to product safety or place any restrictions on the production, marketing, manufacturing or distribution of any Unomedical products. We continue to expect our Infusion Care business to grow high single-digit percentage in 2026.

IC key focus areas are:

- Addressing and resolving the concerns identified in the FDA Warning Letter noted above
- Supporting customer innovation and expansion in diabetes:
 - Medtronic's 780G extended wear, Tandem Mobi, Beta Bionics iLet and mylife YpsoPump
 - Increasing penetration of automated insulin delivery instead of multiple daily injections
- Continuing to diversify outside diabetes:

- Supporting AbbVie's Parkinson's launch globally and Supernus in the US
- Increasing penetration of subcutaneous infusion for other therapies such as pain management
- Developing our Neria™ Guard platform to work with other therapies
- Expanding our capacity and operations:
 - To meet accelerating demand, our IC investments will significantly increase our Inset™ & Neria™ Guard platforms capacity by 2028. A material proportion of this is supported by long-term contracts
 - Increasing our resilience and diversifying our manufacturing locations

FISBE strategy summary: further strong delivery in 2025

In its fifth year, our FISBE strategy continued to deliver.

Focus: we operate across four chronic care categories, with high recurring revenue, across 12 key countries. Revenue growth was strong across these focus areas, supported by new product launches and our deep focus on customers.

Innovation: we invested c.\$103m in R&D opex in 2025. We have the strongest new product pipeline in our history and continued to strengthen Technology & Innovation capabilities. We have launched eight new products in the last three years and are extending these launches across our focus markets. We are also on track to launch a further eight in 2026-27. Our vitality index continues to demonstrate high levels of innovation. As a reminder, products launched since 2022 include:

- ConvaFoam™ in the US and key European markets
- ConvaNiox™ in selected European markets, including the UK
- Esteem Body™ in the US, Europe and GEM focus markets
- Extended Wear Infusion Set in US for the Medtronic 780G pump
- GentleCath Air™ for Women in the US and key European markets
- Infusion set for the new Beta Bionics iLet Bionic Pancreas system
- InnovaMatrix® in the US and starting to launch in Latin America
- Neria™ Guard Infusion set for AbbVie's Parkinson's therapy

Simplify: further good progress, evidenced by c.110 bps increase in adjusted operating margin. We continued to realise the benefits of the network optimisation completed in 2023-24, with more production capacity at our large Slovakia site. Ongoing investments in automation are also driving improved productivity (also see page 3).

Build: investments in R&D, capex and clinical knowledge are clear examples of adding capability to Convatec. This includes our long-term R&D US and UK R&D expansion commitment [announced in October](#). In the period we invested \$121m of growth capex (2024: \$59m). This included a new high-speed line in Infusion Care (due to be in operation from 2027), increased capacity for Esteem Body™ and ConvaFoam™ (both due in 2026) and further packaging automation in AWC. Our Marketing & Sales Centre of Excellence (CoE) launched a new global patient service platform in our [me+™ programme](#), which marked its tenth anniversary. To coincide, Convatec [published a new report](#) revealing that millions of people feel they need to hide their health conditions in plain sight.

Execute: our Strategic Pricing CoE, in collaboration with categories, supported the delivery of 30 bps improvement in pricing, included in our gross margin. Our Market Access & Reimbursement CoE continued to support our existing brands and new product pipeline. In clinical evidence, we made significant progress across all categories, including in our ongoing InnovaMatrix® Randomised Controlled Trials (RCTs), which we are on track to publish in 2026.

We are committed to executing responsibly to create value. In line with our goal to achieve net zero by 2045, we reduced Scope 1 and Scope 2 greenhouse gas emissions by 6.9% in 2025. We continued to build an inclusive culture, achieving a top decile employee engagement score. In 2025, over 210,000 HCPs and patients participated in Convatec's educational programmes, and we supported Partners In Health who reached over 250,000 people living with chronic conditions in underserved communities.

Principal risks

The Board reviews and agrees our principal risks on a bi-annual basis, taking account of our risk appetite together with our evolving strategy, current business environment and any emerging risks that could impact the business. Our system of risk management and internal controls continues to operate effectively, and updates to the principal risks and mitigation plans are made as required in response to changes in our risk landscape. Details of our enterprise risk management framework are set out in the Group's 2025 Annual Report and Accounts to be published in early March 2026.

The Board has reviewed the principal risks as at 31 December 2025. The principal risks have been assessed against the context of the global economic pressures that are impacting all businesses at present and the wider uncertain geopolitical climate. Our principal risks are set out below and listed in order of their potential impact on our ability to successfully deliver on our strategy:

1. Operational Resilience & Quality;
2. Customer & Markets;
3. Cyber & Information Security;
4. Political & Economic Environment;
5. Innovation & Regulatory;
6. Legal, Compliance & Privacy;
7. People; and,
8. Environment & Communities

We continue to monitor and manage all principal risks to ensure they are appropriately mitigated, and in 2025, we have elevated the following principal risks:

- Operational Resilience & Quality – we continue to invest in manufacturing resilience and production capacity improvements, enhancing third-party partnerships and improving our quality management procedures and systems; and
- Customer & Markets risk – global macroeconomic factors continue to impose financial spending constraints impacting healthcare pricing, reimbursement models and market growth.

In addition, we are closely monitoring the impact of global trade tensions and the geopolitical environment on our Political & Economic Environment risk.

The Board assesses the overall risk profile of the Group to ensure it is within our risk appetite. In making this assessment the Board considered the impact of the broader risk landscape including inflation and interest rates, supply chain pressures, the volatile geopolitical environment and ongoing conflicts on the business and the effectiveness of our controls and mitigation actions. We work to build further resilience in our operations and to ensure that each principal risk remains within our risk appetite.

Forward Looking Statements

This document includes certain forward-looking statements with respect to the operations, performance and financial condition of the Group. Forward-looking statements are generally identified by the use of terms such as "believes", "estimates", "aims", "anticipates", "expects", "intends", "plans", "predicts", "may", "will", "could", "targets", "continues", or their negatives or other similar expressions. These forward-looking statements include all matters that are not historical facts.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies that are difficult to predict and many of which are outside the Group's control. As such, no assurance can be given that such future results, including guidance provided by the Group, will be achieved. Forward-looking statements are not guarantees of future performance and such uncertainties and contingencies, including the factors set out in the "Principal Risks" section of the Strategic Report in our Annual Report and Accounts, could cause the actual results of operations, financial condition and liquidity, and the development of the industry in which the Group operates, to differ materially from the position expressed or implied in the forward-looking statements set out in this document. Past performance of the Group cannot be relied on as a guide to future performance.

Forward-looking statements are based only on knowledge and information available to the Group at the date of preparation of this document and speak only as at the date of this document. The Group and its directors, officers, employees, agents, affiliates and advisers expressly disclaim any obligations to update any forward-looking statements (except to the extent required by applicable law or regulation).

Financial review

Revenue grew by 6.5% on a reported basis and 5.0% on a constant currency basis. Organic revenue growth excluding InnovaMatrix® was 6.4%.

Adjusted operating profit margin was 22.3%, representing an increase of 110bps over the previous year, driven by further simplification and positive operational leverage. Adjusted operating profit margin has improved by 460bps over the past four years due to productivity initiatives and commercial discipline.

Adjusted diluted EPS increased by 16.0% to 17.6 cents per share (2024: 15.2 cents per share). Reported diluted EPS was 8.6 cents per share (2024: 9.3 cents per share). Net cash generated from operations improved by 5.1% to \$605m (2024: \$576m), with free cash flow to equity of \$362m consistent with the prior year (2024: \$361m). Equity cash conversion was 100.8% (2024: 115.6%).

For 2026, we expect further expansion of Group adjusted operating profit margin to at least 23.0% and to deliver another year of double-digit growth in adjusted diluted EPS. We are on track to deliver 5.0% -7.0% organic revenue growth excluding InnovaMatrix®, driven by our broadening product portfolio and focused commercial execution.

Reported and Adjusted results

The Group's financial performance, measured in accordance with IFRS, is set out in the Condensed Consolidated Financial Statements and Notes thereto on pages 24 to 39 and referred to in this Annual Report as "reported" measures.

The commentary in this Financial review includes discussion of the Group's reported results and alternative performance measures (or adjusted measures) (APMs). Management and the Board use APMs as meaningful measures in monitoring the underlying performance of the business. These measures are disclosed in accordance with the ESMA guidelines and are explained and reconciled to the most directly comparable reported measures prepared in accordance with IFRS on pages 18 to 23.

Revenue and revenue growth on constant currency and organic bases are non-IFRS financial measures and should not be viewed as replacements of IFRS reported revenue and revenue growth. Constant currency and organic growth are defined in the Glossary to the Annual Report and Accounts.

All values are rounded to the nearest million (\$m) except where otherwise indicated. Percentage movements throughout this report are calculated on actual unrounded numbers.

Group financial performance

	Reported	Reported	Adjusted ¹	Adjusted ¹	Adjusted @ CC ²	Change
	2025	2024	2025	2024	2025	%
	\$m	\$m	\$m	\$m	\$m	
Revenue	2,439	2,289	2,439	2,289	2,404	5.0%
Gross profit	1,371	1,284	1,481	1,396		
Operating profit	316	325	544	485		
Operating profit margin %	13.0%	14.2%	22.3%	21.2%		
Profit before income taxes	230	246	471	411		
Net profit	175	191	358	312		
Basic earnings per share (cents)	8.6¢	9.3¢	17.7¢	15.3¢		
Diluted earnings per share (cents)	8.6¢	9.3¢	17.6¢	15.2¢		
Dividend per share (cents)	7.244¢	6.416¢				

¹These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measures prepared in accordance with IFRS on pages 18 to 23.

²Adjusted 2025 at constant currency is calculated on 2025 adjusted results translated at 2024 actual FX rates.

Revenue

	2025	2024	Reported growth	Foreign exchange impact	Constant currency growth	Organic growth
	\$m	\$m	%	%	%	%
Advanced Wound Care ex-InnovaMatrix	684	644	6.2%	1.9%	4.3%	4.1%
Ostomy Care	676	634	6.6%	1.6%	5.0%	4.5%
Continence Care	537	501	7.1%	0.3%	6.8%	6.6%
Infusion Care	473	411	15.1%	2.6%	12.5%	12.5%
Group revenue ex-InnovaMatrix	2,370	2,190	8.2%	1.6%	6.6%	6.4%
InnovaMatrix revenue	69	99	(29.7)%	-	(29.7)%	(29.7)%
Group revenue	2,439	2,289	6.5%	1.5%	5.0%	4.8%

Group revenue for 2025 of \$2,439m (2024: \$2,289m) increased 6.5% year-on-year on a reported basis and 5.0% on a constant currency basis.

Adjusting for foreign exchange and acquisition and divestiture-related activities, Group revenue grew by 4.8% on an organic basis. Excluding InnovaMatrix®, Group organic revenue growth was 6.4% and driven by broad-based revenue growth across all categories. For more details about category revenue performance, refer to the Operational reviews on pages 5 to 7.

Net profit

Adjusted gross profit increased by 6.1% to \$1,481m (2024: \$1,396m) whilst adjusted gross profit margin decreased by 27bps to 60.7% (2024: 61.0%). The Group delivered productivity and pricing improvements of 130bps and 30 bps respectively, which were more than offset by the impact of inflationary pressures of 110 bps and product mix headwinds of 80bps. On a reported basis, gross profit increased by 6.8% to \$1,371m (2024: \$1,284m), with a reported gross margin of 56.2% (2024: 56.1%).

Whilst adjusted operating expenses increased by \$26m or 2.9% to \$937m (2024: \$911m), this was significantly below revenue growth and has fallen as a percentage of revenue to 38.4% (2024: 39.8%).

The increase in adjusted selling and distribution (S&D) expenses of \$24m to \$668m (2024: \$644m) was due to higher investment in the sales force associated with growing the business. Reported S&D increased by \$23m to \$668m (2024: \$645m). Adjusted R&D of \$103m (2024: \$102m) remained consistent year-on-year and, combined with an increase in R&D capital expenditure, reflected the ongoing investment in our future pipeline of new products. On a reported basis, R&D spend was in line with the prior year at \$111m (2024: \$112m).

Adjusted G&A of \$166m was similar to the previous year (2024: \$165m). Adjusted G&A as a percentage of revenue fell to 6.8% (2024: 7.2%) – we have now successfully achieved the target set out at the 2022 Capital Markets Day. Over the past four years, adjusted G&A expenses as a percentage of revenue has fallen by 490bps. We have continued to standardise technology and processes, build internal expertise and therefore reduce external third party spend and expand the scope of our Convatec Business Services (CBS). Reported G&A increased by 5.4% to \$206m (2024: \$195m) due to adjusting items which are explained in the Alternative Performance Measures section of this report.

Reported other operating expenses increased by \$63m to \$70m (2024: \$7m). During the year, an impairment charge of \$72m was recognised in respect of an intangible asset – refer to commentary in the Alternative Performance Measures section of this report.

A reconciliation between reported and adjusted operating expenses is provided in the Non-IFRS financial information section on pages 18 to 23.

The Group delivered adjusted operating profit of \$544m (2024: \$485m), representing an adjusted operating profit margin of 22.3% (2024: 21.2%). Reported operating profit decreased by 2.7% to \$316m (2024: \$325m). Adjusted net profit increased by 14.8% to \$358m (2024: \$312m), with the increase in adjusted income tax expense (explained below) more than offset by the increase in adjusted operating profit as explained above. Reported net profit decreased by 8.1% to \$175m (2024: \$191m). Adjusting items are explained on pages 11 and 12.

Taxation

	Year ended 31 December			
	2025		2024	
	\$m	Effective tax rate	\$m	Effective tax rate
Reported income tax expense	(55)	24.0%	(55)	22.5%
Tax effect of adjustments	(58)		(41)	
Other discrete tax items	-		(3)	
Adjusted income tax expense	(113)	24.0%	(99)	24.0%

The Group's reported income tax expense was \$55m (2024: \$55m). The increase in the reported effective tax rate was due to the 2024 rate benefit of a one-off release of a tax liability relating to business restructuring.

The adjusted effective tax rate of 24.0% for the year ended 31 December 2025 (2024: 24.0%) was after reflecting the tax impact of items treated as adjusting items (further details can be found in the Reconciliation of reported earnings to adjusted earnings table in the Non-IFRS financial information section on page 20). The adjusted effective tax rate was stable due to an increase in uncertain tax positions being offset by an increase in tax incentive benefits.

Earnings per share (EPS)

Adjusted basic EPS for 2025 was 17.7 cents (2024: 15.3 cents) and adjusted diluted EPS was 17.6 cents (2024: 15.2 cents), representing increases of 16.1% and 16.0% respectively.

Basic reported EPS was 8.6 cents (2024: 9.3 cents), reflecting the reported net profit divided by the basic weighted average number of ordinary shares of 2,024,809,094 (2024: 2,047,643,498).

Alternative Performance Measures (APMs)

Management and the Board make adjustments to the reported figures, where appropriate, to produce more meaningful measures in monitoring the underlying performance of the business – APMs. These are also referred to as adjusting items in the Annual Report and Accounts. The Group's APM policy can be found in the Non-IFRS financial information section on pages 18 and 19 and the following adjustments were made to derive adjusted operating profit and adjusted net profit.

	Operating profit		Fair value movement of contingent consideration		Non-operating income/(expense)		Income tax	
	\$m		\$m		\$m		\$m	
	2025	2024	2025	2024	2025	2024	2025	2024
Reported	316	325	(10)	(5)	(8)	4	(55)	(55)
Amortisation of acquired intangibles	134	136	-	-	-	-	(32)	(34)
Acquisitions and divestitures	4	2	10	5	3	-	(4)	(1)
Impairment of assets	72	-	-	-	-	-	(17)	-
Termination benefits and related costs	5	6	-	-	-	-	(1)	(2)
Other adjusting items	13	16	-	-	-	-	(4)	(4)
Other discrete tax items	-	-	-	-	-	-	-	(3)
Adjusted	544	485	-	-	(5)	4	(113)	(99)

Adjustments made to derive adjusted operating profit in 2025 included the amortisation of acquired intangibles of \$134m (2024: \$136m), of which \$95m (2024: \$94m) resulted from intangible assets arising from the spin-out from Bristol-Myers Squibb in 2008 and which will be fully amortised by mid-2026.

Acquisition and divestiture-related costs of \$4m within operating profit and \$3m within non-operating expenses consisted of costs directly related to potential and actual transactions which have been executed or aborted and the write-off of a receivable that arose as a result of the hospital care exit in 2022.

Termination costs of \$5m were in respect of one-off, fundamental transformation projects in line with our simplification and productivity initiatives. Other adjusting items reduced by \$3m to \$13m and included payments made to Karim Bitar's estate following his death in service and the settlement of a historic legal claim. The fair value movement of contingent consideration largely related to the unwinding of discount.

On 31 October 2025, the Centers for Medicare & Medicaid Services (CMS) published a decision outlining their revised payment rate of c.\$127 per sq cm for skin substitutes with effect from 1 January 2026. This payment rate impacted Convatec's InnovaMatrix® product, which is a leading porcine placental-derived extracellular matrix for the treatment of chronic, surgical and trauma wounds. Management deemed that this constituted an indicator of impairment in respect of the InnovaMatrix® product-related intangible asset held on the balance sheet. Using management's best estimate of future cash flow forecasts, a non-cash impairment charge of \$72m was recognised. This has been treated as an adjusting item in line with our APM policy.

Only \$12m of the total \$228m of adjusting items recognised within operating profit (excluding tax impact) was cash-impacting in 2025. There was also a cash outflow of \$4m (2024: \$11m) during the year in respect of adjusting items recorded as accruals in the prior year. In 2026, the total cash impact of adjusting items to be recognised within operating profit (including amounts accrued in previous years), is currently expected to be similar to 2024. For further information on Non-IFRS financial information, see pages 18 to 23.

The Board, through the Audit and Risk Committee, annually reviews the Group's APM policy to ensure that it remains appropriate, aligns with regulatory guidance and reflects the way in which the performance of the Group is managed.

Dividends and shareholder returns

Dividends are distributed based on the realised distributable reserves of the Company, which are primarily derived from the dividends received from subsidiary companies and are not based directly on the Group's consolidated retained earnings. The realised distributable reserves of the Company at 31 December 2025 were \$1,811m (2024: \$1,475m).

The Board declared an interim dividend of 1.877 cents per share in July 2025 and has recommended a final 2025 dividend of 5.367 cents per share, which would bring the full-year dividend to 7.244 cents per share (2024: 6.416 cents per share), an increase of 13% and a pay-out ratio when compared to adjusted net profit of 40% (2024: 42%). Our stated policy is a pay-out ratio of 35% to 45% of adjusted net profit but this is interpreted flexibly over time to reflect the underlying performance of the business and the Board's confidence in its future growth prospects.

The Group announced a share buyback programme on 20 August 2025 to return up to \$300m of surplus capital to shareholders. The buyback was funded from available cash reserves. This was completed in December 2025. 94,937,530 ordinary shares were bought back at a cost (inclusive of transaction costs) of £226m (\$301m) and were all held as treasury shares at the year end.

Cash Flow and Net Debt

	Adjusted 2025 \$m	Adjusted 2024 \$m
Adjusted EBITDA ¹	661	591
Working capital (outflow)/inflow ^{1,6}	(40)	7
Adjusting items ²	(16)	(22)
Operational capex ³	(64)	(63)
Operating cash flow¹	541	513
Tax paid	(54)	(52)
Free cash flow to capital¹	487	461
Net interest paid	(79)	(79)
Lease payments	(27)	(25)
Net cash inflow from lease incentives	13	-
Realised loss on settlement of FX derivatives relating to financing	(32)	-
Other ⁴	-	4
Free cash flow to equity¹	362	361
Growth capex ³	(121)	(59)
Dividends	(140)	(130)
Acquisitions and divestitures ⁵	(25)	(90)
Purchase of own shares ⁷	(326)	(11)
Non-cash movements ⁴	(22)	-
Movement in net debt	(272)	71
Net debt ¹ at 1 January (excluding lease liabilities)	(1,058)	(1,129)
Net debt¹ at 31 December (excluding lease liabilities)	(1,330)	(1,058)

1. These non-IFRS financial measures are explained and reconciled to the most directly comparable financial measure prepared in accordance with IFRS in the Non-IFRS financial information section on pages 18 to 23.

2. Details of adjusting items are provided in the adjusting items cash movement table in the Non-IFRS financial information section on page 23. Of the total cash outflow of \$16m during the year, \$4m related to accruals recorded in the prior year.

3. Operational capex is cash spent to maintain our existing operations/output. Growth capex develops new products and creates or increases capacity.
4. In 2025, non-cash movements of \$22m have been presented below free cash flow to equity and consisted of net FX loss on cash and borrowings of \$19m and amortisation of deferred financing fees of 3m. The prior year comparatives have not been restated on the basis they are not material.
5. Earnout payments of \$27m were made in respect of past acquisitions. This was offset by an inflow of \$1m following the finalisation of the working capital adjustment in respect of the 2024 acquisition of Livramedom and \$1m of proceeds arising from divestiture-related activities related to the hospital care exit in 2022.
6. Excluding the impact of adjusting items of \$16m (2024: \$22m) on adjusted EBITDA and adjusted working capital movements, EBITDA was \$640m (2024: \$574m) and the reported working capital movement was a \$33m outflow (2024: \$7m outflow).

Adjusted EBITDA

Adjusted EBITDA increased by \$70m to \$661m (2024: \$591m), with the increase in adjusted gross profit of \$85m and depreciation & amortisation charges of \$6m more than offsetting the increases in adjusted operating expenses of \$26m. These are explained in the adjusted net profit commentary section. A reconciliation of adjusted EBITDA to the closest IFRS measure is provided in the Non-IFRS financial information section on pages 18 to 23.

Free cash flow to capital

The calculation of the cash flow measures 'Operating cash flow' and 'Free cash flow to capital' have been redefined to exclude growth capex (as defined in footnote 3 of the table above), and realised losses on settlement of certain derivatives. Management considers that these changes result in improved definition and calculation of operating cash flow and free cash flow to capital. The comparative has been restated for the impact of growth capex, but not for the exclusion of realised losses on settlement of certain derivatives on the basis that this balance is not material.

Free cash flow to capital increased by \$26m to \$487m (2024: \$461m), largely driven by the increase in adjusted EBITDA of \$70m being partially offset by higher year-on-year working capital movements of \$47m and \$6m lower cash impact from adjusting items.

The Group invested \$185m (2024: \$122m) in growth and operational capex to increase manufacturing capacity and automation, develop new products, improve information technology and digital tools and maintain current operations. Of this, \$121m (2024: \$59m) related to growth capex, which has been excluded from free cash flow to capital.

The adjusted working capital outflow of \$40m (2024: \$7m inflow) was due to a combination of higher inventory levels of \$39m and an increase in trade and other receivables of \$58m being partially offset by an increase in trade and other payables of \$59m (excluding capital accruals). Inventory levels have increased primarily due to forecast demand and the strategic build of inventory. The increase in trade and other receivables is largely due to a combination of higher sales and timing of receipts whilst the increase in trade and other payables is primarily driven by the timing of payments.

Free cash flow to capital is reconciled to its nearest IFRS measure in the Non-IFRS financial information section – see page 22. The nearest IFRS measure is net cash generated from operations, which has increased by \$29m to \$605m (2024: \$576m) and is derived from reported net profit of \$175m (2024: \$191m).

Operating cash conversion was 99.4% (2024: 105.6%). The reduction in the ratio primarily reflected a higher working capital outflow. Refer to page 21 in the Non-IFRS financial information section.

Free cash flow to equity

The calculation of the cash flow measure 'Free cash flow to equity' has been redefined to exclude growth capex, as well as non-cash items such as net foreign exchange gains or losses on cash and borrowings and the amortisation of financing fees. Management considers that these changes result in improved definition and calculation of free cash flow to equity. The comparative has been restated for the impact of growth capex, but not for the exclusion of non-cash items on the basis that this balance is not material.

Free cash flow to equity slightly increased by \$1m to \$362m (2024: \$361m). This was driven by an increase in free cash flow to capital of \$26m as explained above, largely offset by realised losses on foreign exchange derivatives of \$32m. On a comparable basis to FY24, free cash flow to equity was \$219m (2024: \$302m).

Free cash flow to equity is reconciled to its nearest IFRS measure in the Non-IFRS financial information section – see page 22.

Equity cash conversion was 100.8% (2024: 115.6%) – refer to page 21 in the Non-IFRS financial information section.

Borrowings and net debt

	2025	2024
	\$m	\$m
Senior notes ¹	(990)	(495)
Credit facilities drawn ¹	(408)	(628)
Lease liabilities	(120)	(79)
Total borrowings including lease liabilities	(1,518)	(1,202)
Cash and cash equivalents	68	65
Total borrowings including lease liabilities, net of cash	(1,450)	(1,137)
Net debt ² excluding lease liabilities	(1,330)	(1,058)
Net debt² excluding leases/adjusted EBITDA²	2.0	1.8

1. Senior notes and credit facilities are stated net of unamortised financing fees of \$10m and \$3m respectively (2024: \$5m and \$6m).

2. These non-IFRS measures are explained and reconciled to the most directly comparable financial measures prepared in accordance with IFRS on pages 18 to 23.

As at 31 December 2025, the Group's cash and cash equivalents were \$68m (2024: \$65m) and total borrowings (net of deferred financing fees) were \$1,398m (2024: \$1,123m).

During the year, the Group completed the issuance of senior unsecured notes of \$500m with a tenor of 10 years and at a coupon of 5.3%. This further diversifies our capital structure, whilst expanding our debt headroom and extending our debt maturity profile significantly. The proceeds were used to fully repay the \$250m term loan due to mature in 2027 and pay down a portion of drawn debt on the revolving credit facility.

The Group's banking facility is a multicurrency revolving credit facility of \$950m maturing in 2028. The Group's senior unsecured notes of \$500m each, issued in October 2021 and 2025, mature in October 2029 and 2035 respectively.

As at 31 December 2025, \$539m of the multicurrency revolving credit facility remained undrawn.

The Group ended the period with total borrowings, including IFRS 16 lease liabilities, of \$1,518m (2024: \$1,202m). Offsetting cash of \$68m (2024: \$65m) and excluding lease liabilities, net debt was \$1,330m (2024: \$1,058m), equivalent to 2.0x adjusted EBITDA (2024: 1.8x adjusted EBITDA). We continue to target

leverage of 2x over time but are comfortable to temporarily go above or below this, dependent on M&A and other investment opportunities.

For further information on borrowings see Note 9 - Borrowings to the Condensed Consolidated Financial Statements.

Covenants

At 31 December 2025, the Group was in compliance with all financial and non-financial covenants associated with the Group's outstanding debt.

The Group has two financial covenants on its banking facilities, being net leverage and interest cover, each of which is defined, where applicable, within the borrowing documentation. Refer to Note 9 – Borrowings for details of covenants in place on the senior notes. The table below summarises the Group's most restrictive covenant thresholds and position as at 31 December 2025 and 2024.

	Maximum covenant net leverage ¹	Actual covenant net leverage ¹	Minimum covenant interest cover ¹	Actual covenant interest cover ¹
31 December 2025	3.50x	2.2x	3.5x	9.4x
31 December 2024	3.50x	1.9x	3.5x	7.6x

1. Interest cover is covenant-adjusted EBITDA/interest expense (net) and net leverage is net debt/covenant adjusted EBITDA in accordance with the definitions contained in underlying borrowing documentation and are not the same as the definitions of these measures presented in the Non-IFRS financial information section on pages 18 to 23 and applied in the commentary in this Financial review.

Group financial position

	2025	2024	Change
At 31 December	\$m	\$m	\$m
Intangible assets and goodwill	1,996	2,096	(100)
Other non-current assets	845	626	219
Cash and cash equivalents	68	65	3
Other current assets	872	728	144
Total assets	3,781	3,515	266
Current liabilities	(616)	(511)	(105)
Non-current liabilities	(1,647)	(1,315)	(332)
Equity	(1,518)	(1,689)	171
Total equity and liabilities	(3,781)	(3,515)	(266)

Intangible assets and goodwill

Intangible assets and goodwill decreased by \$100m to \$1,996m (2024: \$2,096m). An increase in goodwill of \$60m, driven by foreign exchange movements, was more than offset by a reduction in intangible assets of \$160m. This was primarily driven by the in-year amortisation of intangible assets of \$155m and a \$72m non-cash impairment in respect of the InnovaMatrix® platform (see commentary in the Alternative Performance Measures section of this report), partially offset by intangible asset additions of \$51m.

No other triggers of impairment were identified during 2025.

Other non-current assets

Other non-current assets, including property, plant and equipment (PP&E), right-of-use assets, investment in financial assets, deferred tax assets, restricted cash and other assets increased by \$219m to \$845m (2024: \$626m), largely due to a net increase of \$170m in PP&E (reflecting the continued investment in our

manufacturing facilities to maintain our existing operations and increase capacity for existing and new product lines) and an increase in deferred tax assets of \$36m due to an increase in UK carry forward losses from increased patent box benefit and the reduction in offsetting deferred tax liabilities on intangible assets from amortisation.

Current assets excluding cash and cash equivalents

Current assets, excluding cash and cash equivalents, increased by \$144m to \$872m (2024: \$728m), primarily driven by increases in inventory of \$67m and trade and other receivables of \$84m. During the year, the USD weakened significantly - excluding foreign exchange impacts, inventory increased by \$39m and trade and other receivables increased by \$58m. These are explained in the free cash flow to capital commentary.

Current liabilities

Current liabilities increased by \$105m to \$616m (2024: \$511m), largely due to increases in trade and other payables of \$111m and current tax liabilities of \$23m, offset by a decrease in contingent consideration of \$21m. Excluding foreign exchange impacts and including capital accruals, trade and other payables increased by \$89m (driven by timing of payments and increase in capital investments). The amount in working capital excludes capital accruals.

Non-current liabilities

Non-current liabilities increased by \$332m to \$1,647m (2024: \$1,315m). This was primarily due to an increase in non-current borrowings of \$275m, deferred tax liabilities of \$6m and lease liabilities of \$37m (in line with our announcement during the year of investing in a new state-of-the-art R&D hub in Manchester that is set to open in 2027).

Going concern

In assessing going concern, the Directors considered available cash resources, access to committed undrawn funding, financial performance and forecast performance, including continued implementation of our strategy, together with the Group's financial covenant compliance requirements and principal risks and uncertainties.

The same severe but plausible downside scenarios utilised in the preparation of the Viability statement were also applied in assessing going concern. Under each scenario, the Group retained significant liquidity and covenant headroom throughout the going concern period, i.e. 12 months from the date of this report.

A reverse stress test, before corporate level mitigations, was also considered to demonstrate what reduction in revenue would be required in the next 12 months to create conditions which may lead to a potential covenant breach. The outcome of this test was considered implausible given the Group's strong global market position, diversified portfolio of products and the corporate mitigations available to the Board and management.

Accordingly, the Directors continue to adopt the going concern basis in preparing the Consolidated Financial Statements.

Non-IFRS financial information

Non-IFRS financial information or alternative performance measures (APMs) are those measures used by the Board and management on a day-to-day basis in their assessment of profit and performance and comparison between periods. The adjustments applied to IFRS measures reflect the effect of certain cash and non-cash items that the Board believes distort the understanding of the quality of earnings and cashflows as, by their size or nature, they are not considered part of the core operations of the business. Adjusted measures also form the basis of performance measures for remuneration, e.g. adjusted operating profit.

It should be noted that the Group's APMs may not be comparable to other similarly titled measures used by other companies and should not be considered in isolation or as a substitute for the equivalent measures calculated and presented in accordance with IFRS (our reported measures).

In determining whether an item should be presented as an allowable adjustment to IFRS measures, the Group considers items which are significant either because of their size or their nature and arise from events that are not considered part of the core operations of the business. These tend to be one-off events but may still cross more than one accounting period. Recurring items may be considered, particularly in respect of the amortisation of acquisition-related intangible assets. If an item meets at least one of these criteria, the Board, through the Audit and Risk Committee, then exercises judgement as to whether the item should be classified as an allowable adjustment to IFRS performance measures.

The tax effect of the adjustments is reflected in the adjusted tax expense to remove the tax impact from adjusted net profit and adjusted earnings per share.

Amortisation of acquisition-related intangible assets

The Group's strategy is to grow both organically and through acquisition, with acquisitions being targeted to strengthen our position in key geographies and/or business categories or which provide access to new technology. The nature of the businesses acquired includes the acquisition of significant intangible assets, which are required to be amortised. The Board and management regard the amortisation as a distortion to the quality of earnings and it has no cash implications in the year. The amortisation also distorts comparability with peer groups where such assets may have been internally generated and, therefore, not reflected on their balance sheet. Amortisation of acquisition-related intangible assets is, by its nature, a recurring adjustment.

Acquisition-related activities

Costs directly related to potential and actual strategic transactions which have been executed, aborted or are in-flight are deemed adjusting items.

Acquisition-related costs relate to deal costs, integration costs and earn-out adjustments, including the discounting impact which are incurred directly as a result of the Group undertaking or pursuing an acquisition. Deal costs are wholly attributable to the deal, including legal fees, due diligence fees, bankers' fees/commissions and other direct costs incurred as a result of the actual or potential transaction. Integration costs are wholly attributable to the integration of the target and based on integration plans presented at the point of acquisition, including the cost of retention of key people where this is in excess of normal compensation, redundancy of target staff and early lease termination payments.

Adjusted measures in relation to acquisitions also include aborted deal costs.

Divestiture-related activities

Divestiture-related activities comprise the gains or losses resulting from disposal or divestment of a business as a result of a sale, major business change or restructuring programme. These include write-down of non-current assets, provisions to recognise inventories at realisable value, provisions for costs of exiting contracts and associated legal fees, and any other directly attributable costs. Any income from the ultimate disposal of a business or subsidiary is included in the gain or loss.

Adjusted measures in relation to divestitures also include aborted deal costs.

Impairment of assets

Impairments, write-offs and gains and losses from defined programmes and where the Group considers the circumstances of such event are not reflective of normal business trading performance or when transactions relate to acquisition-related intangible assets where the amortisation is already excluded from the calculation of adjusted measures.

Termination benefits and related costs

Termination benefits and other related costs arise from material, one-time Group-wide initiatives to reduce the ongoing cost base and improve efficiency in the business, including divestitures from non-strategic activities. The Board considers each project individually to determine whether its size and nature warrants separate disclosure. Qualifying items are limited to termination benefits (including retention) without condition of continuing employment in respect of major Group-wide change programmes. Where discrete qualifying items are identified these costs are highlighted and excluded from the calculation of adjusted measures. Due to their nature, these adjusted costs may span more than one year.

Other adjusting items

Other adjusting items include items that do not fall within the above categories but qualify as an APM in line with the Group's policy. Whilst non-exhaustive, examples of other adjusting items could include significant historic legal claims outside the normal course of business or one-time initiatives which are part of the Group's strategy to improve productivity in the business and optimise cash flows. The Board considers each item individually to determine whether its size and nature warrants separate disclosure. Qualifying costs are limited to directly attributable costs of the initiatives and any realignment costs. Due to the nature of the initiatives, these adjusted costs may span more than one year.

Revenue measures

Revenue growth on a constant currency basis represents reported revenue, as determined under IFRS, and applying the applicable prior period average exchange rates to the Group's actual performance in the respective period. Organic revenue growth is calculated by adjusting this to exclude the impact of acquisitions and divestitures. Organic revenue excluding InnovaMatrix® is presented to reflect our 2025 guidance and to exclude InnovaMatrix® revenues as the outlook was uncertain and is reconciled on page 10.

Cash flow measures

Operating cash flow is the net cash generated from operations, as determined under IFRS, less operational capex. Operational capex is cash spent to maintain our existing operations/output. Growth capex develops new products and creates or increases capacity.

Free cash flow to capital is defined as operating cash flow less tax paid.

Free cash flow to equity reflects how effectively we are converting the profit we generate into cash (after accounting for working capital, operational capital spend, adjusting items, lease incentives, realised gains or losses on foreign exchange derivatives, tax and interest). Refer to page 22 for details on how these measures are calculated. Net debt and leverage ratio are two other measures used and these are explained on page 23.

Reconciliation of reported earnings to adjusted earnings for the years ended 31 December 2025 and 2024

Year ended 31 December 2025	Revenue \$m	Gross profit \$m	Operating costs \$m	Operating profit \$m	Finance expense, net \$m	Fair value movement of contingent consideration \$m	Non-operating expense, net \$m	PBT \$m	Income tax \$m	Net profit \$m
As reported	2,439	1,371	(1,055)	316	(68)	(10)	(8)	230	(55)	175
Amortisation of acquired intangibles	–	109	25	134	–	–	–	134	(32)	102
Acquisitions & divestitures	–	–	4	4	–	10	3	17	(4)	13
Impairment of assets	–	–	72	72	–	–	–	72	(17)	55
Termination benefits and related costs	–	–	5	5	–	–	–	5	(1)	4
Other adjusting items	–	1	12	13	–	–	–	13	(4)	9
Adjusted	2,439	1,481	(937)	544	(68)	–	(5)	471	(113)	358
Depreciation & Amortisation				91						
Impairment of assets				2						
Share-based payments				24						
Adjusted EBITDA				661						

Year ended 31 December 2024	Revenue \$m	Gross profit \$m	Operating costs \$m	Operating profit \$m	Finance expense, net \$m	Fair value movement of contingent consideration \$m	Non-operating income, net \$m	PBT \$m	Income tax \$m	Net profit \$m
As reported	2,289	1,284	(959)	325	(78)	(5)	4	246	(55)	191
Amortisation of acquired intangibles	–	109	27	136	–	–	–	136	(34)	102
Acquisitions & divestitures	–	(1)	3	2	–	5	–	7	(1)	6
Termination benefits and related costs	–	1	5	6	–	–	–	6	(2)	4
Other adjusting items	–	3	13	16	–	–	–	16	(4)	12
Other discrete tax items	–	–	–	–	–	–	–	–	(3)	(3)
Adjusted	2,289	1,396	(911)	485	(78)	–	4	411	(99)	312
Depreciation & Amortisation				85						
Impairment of assets				1						
Share-based payments				20						
Adjusted EBITDA				591						

Refer to the Financial review on pages 11 and 12 for commentary on the Group's adjusting items.

Adjusted operating profit margin of 22.3% (2024: 21.2%) is calculated as adjusted operating profit of \$544m (2024: \$485m) divided by revenue of \$2,439m (2024: \$2,289m). A reconciliation of adjusted operating profit to its closest IFRS measure is shown in the table above.

Reconciliation of reported operating costs to adjusted operating costs for the years ended 31 December 2025 and 2024

	2025					2024				
	S&D	G&A	R&D	Other	Operating costs	S&D	G&A	R&D	Other	Operating costs
	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m	\$m
As reported	(668)	(206)	(111)	(70)	(1,055)	(645)	(195)	(112)	(7)	(959)
Amortisation of acquired intangibles	-	17	8	-	25	1	18	8	-	27
Acquisition & divestitures	-	4	-	-	4	(1)	3	-	1	3
Impairment of assets	-	-	-	72	72	-	-	-	-	-
Termination benefits and related costs	-	5	-	-	5	1	3	2	-	6
Other adjusting items	-	14	-	(2)	12	-	6	-	6	12
Adjusted	(668)	(166)	(103)	-	(937)	(644)	(165)	(102)	-	(911)

Reconciliation of reported basic and diluted earnings per share to adjusted earnings per share for the years ended 31 December 2025 and 2024

	2025	Adjusted 2025	2024	Adjusted 2024
	\$m	\$m	\$m	\$m
Net profit attributable to the shareholders of the Group	175	358	191	312
		Number		Number
Basic weighted average ordinary shares in issue ¹		2,024,809,094		2,047,643,498
Diluted weighted average ordinary shares in issue ¹		2,034,286,390		2,056,797,417
	Cents	Cents	Cents	Cents
Basic earnings per share	8.6	17.7	9.3	15.3
Diluted earnings per share	8.6	17.6	9.3	15.2

1. See Note 6 - Earnings per share in the Notes to the Condensed Consolidated Financial Statements.

Adjusted diluted EPS has increased by 16.0% to 17.6 cents (2024: 15.2 cents). This is calculated on actual unrounded numbers.

Cash flow conversion

	Year ended 31 December	
	2025	2024
	\$m	\$m
Operating cash conversion²	99.4%	105.6%
Equity cash conversion²	100.8%	115.6%

2. Operating cash conversion is calculated by Operating cash flow/Adjusted operating profit. Equity cash conversion is calculated by Free cash flow to equity/Adjusted net profit. Operating cash flow and Free cash flow to equity cash flow have been redefined as explained in footnotes 4 and 5 on the next page.

Reconciliation of Operating cash flow, Free cash flow to capital, Free cash flow to equity

	Year ended 31 December	
	2025	2024
	\$m	\$m
Net cash generated from operations	605	576
Operational capex ³	(64)	(63)
Operating cash flow⁴	541	513
Tax paid	(54)	(52)
Free cash flow to capital⁴	487	461
Net interest paid	(79)	(79)
Payment of lease liabilities	(27)	(25)
Net cash inflow from lease incentives	13	-
Financing fee amortisation	-	(3)
Foreign exchange gain/(loss) on cash and borrowings	-	4
Proceeds from sale of PP&E	-	3
Realised loss on settlement of FX derivatives relating to financing	(32)	-
Free cash flow to equity⁵	362	361

- Operational capex is cash spent to maintain our existing operations/output. Growth capex develops new products and creates or increases capacity.
- The calculation of the cash flow measures 'Operating cash flow' and 'Free cash flow to capital' have been redefined to exclude growth capex, and realised losses on settlement of certain derivatives. Management considers that these changes result in improved definition and calculation of operating cash flow and free cash flow to capital. The comparative has been restated for the impact of growth capex, but not for the exclusion of realised losses on settlement of certain derivatives on the basis that this balance is not material.
- The calculation of the cash flow measure 'Free cash flow to equity' has been redefined to exclude non-cash items such as net foreign exchange gains or losses on cash and borrowings and the amortisation of financing fees as well as growth capex (as defined in footnote 3) and realised losses on settlement of certain derivatives. Management considers that these changes result in improved definition and calculation of free cash flow to equity. The comparative has been restated for the impact of growth capex, but not for the exclusion of non-cash items on the basis that this balance is not material.

Free cash flow to equity has increased by 0.1% to \$362m (2024: \$361m). A reconciliation of free cash flow to equity to its closest IFRS measure is shown in the table above.

Reconciliation of reported and adjusted working capital movement

	Year ended 31 December	
	2025	2024
	\$m	\$m
Reported working capital movement	(33)	(7)
(Decrease)/increase in respect of acquisitions and divestitures	(1)	3
(Decrease)/increase in termination benefits	(2)	4
(Decrease) in respect of other adjusting items	(2)	(2)
Realised (loss)/gain on settlement of FX derivatives held to manage foreign exchange risk in working capital ⁶	(2)	9
Adjusted working capital movement	(40)	7

- Realised gains and losses arising from the settlement of FX derivatives held to manage foreign exchange risk in our working capital have been included in this reconciliation as management believe this provides a more accurate view of the underlying movement in working capital.

Cash outflows from adjusting items

	Year ended 31 December	
	2025	2024
	\$m	\$m
Acquisitions and divestitures	(3)	(4)
Termination benefits and related costs adjustments	(3)	(11)
Other adjusting items	(10)	(7)
Cash outflows from adjusting items	(16)	(22)

Net debt

Monitoring net debt is important to the Group as it is an indicator of the Group's financial health and its available liquidity. It is an important decision-making tool for investment decisions and strategic planning.

Net debt is calculated as borrowings less cash and excluding lease liabilities.

	Year ended 31 December	
	2025	2024
	\$m	\$m
Senior notes ⁷	990	495
Credit facilities ⁷	408	628
Lease liabilities	120	79
Total borrowings including lease liabilities	1,518	1,202
Less: cash and cash equivalents	(68)	(65)
Less: lease liabilities ⁸	(120)	(79)
Net debt excluding leases	1,330	1,058

7. See Note 9– Borrowings of the Condensed Consolidated Financial Statements.

Reconciliation of acquisition of PP&E and intangible assets

	Year ended 31 December	
	2025	2024
	\$m	\$m
Acquisition of property, plant and equipment	(135)	(92)
Acquisition of intangible assets	(50)	(30)
Total capital spend	(185)	(122)
Split as:		
Growth capex	(121)	(59)
Operational capex	(64)	(63)

Leverage

Leverage is an important performance measurement metric for the Group as it is an indicator of financial risk, credit worthiness and operational flexibility. It is also an important consideration in strategic decision-making.

This is calculated as net debt excluding leases divided by adjusted EBITDA.

	Year ended 31 December	
	2025	2024
	\$m	\$m
Net debt excluding leases ⁸	1,330	1,058
Adjusted EBITDA ⁹	661	591
Leverage ratio x	2.0	1.8

8. Net debt excluding leases is defined and reconciled to the closest IFRS measure in the Net debt table above.

9. Adjusted EBITDA is reconciled to the closest IFRS measure in the Reconciliation of reported earnings to adjusted earnings table on page 20 of this section.

Condensed Consolidated Financial Statements

Consolidated Income Statement For the year ended 31 December 2025

	Notes	2025 \$m	2024 \$m
Revenue	2	2,439	2,289
Cost of sales		(1,068)	(1,005)
Gross profit		1,371	1,284
Selling and distribution expenses		(668)	(645)
General and administrative expenses		(206)	(195)
Research and development expenses		(111)	(112)
Other operating expenses	3	(70)	(7)
Operating profit		316	325
Finance income	4	3	5
Finance expense	4	(71)	(83)
Fair value movement of contingent consideration		(10)	(5)
Non-operating (expense)/income, net		(8)	4
Profit before income taxes		230	246
Income tax expense	5	(55)	(55)
Net profit		175	191
Earnings per share			
Basic earnings per share (cents per share)	6	8.6¢	9.3¢
Diluted earnings per share (cents per share)	6	8.6¢	9.3¢

All amounts are attributable to shareholders of the Group and wholly derived from continuing operations.

Consolidated Statement of Comprehensive Income
For the year ended 31 December 2025

Notes	2025 \$m	2024 \$m
Net profit	175	191
Items that will not be reclassified subsequently to the Consolidated Income Statement		
Remeasurement of defined benefit pension plans, net of tax	1	–
Changes in fair value of equity investments	(15)	(6)
Items that may be reclassified subsequently to the Consolidated Income Statement		
Foreign currency translation	100	(48)
Effective portion of changes in fair value of cash flow hedges	15	(11)
Changes in fair value of cash flow hedges reclassified to the Consolidated Income Statement	(10)	2
Costs of hedging	(1)	1
Other comprehensive income/(expense)	90	(62)
Total comprehensive income	265	129

All amounts are attributable to shareholders of the Group and wholly derived from continuing operations.

Consolidated Statement of Financial Position
As at 31 December 2025

	Notes	2025 \$m	2024 \$m
Assets			
Non-current assets			
Property, plant and equipment		673	503
Right-of-use assets		96	68
Intangible assets	7	646	806
Goodwill		1,350	1,290
Investment in financial assets		2	17
Deferred tax assets		59	23
Restricted cash		4	3
Other non-current receivables		11	12
		2,841	2,722
Current assets			
Inventories		416	349
Trade and other receivables		419	335
Current tax receivable		20	17
Derivative financial assets		10	18
Restricted cash		7	9
Cash and cash equivalents		68	65
		940	793
		3,781	3,515
Total assets			
Equity and liabilities			
Current liabilities			
Trade and other payables		493	382
Lease liabilities		26	22
Current tax payable		55	32
Derivative financial liabilities		7	18
Contingent consideration		32	53
Provisions		3	4
		616	511
Non-current liabilities			
Borrowings	9	1,398	1,123
Lease liabilities		94	57
Deferred tax liabilities		89	83
Contingent consideration		27	17
Provisions		3	4
Other non-current liabilities		36	31
		1,647	1,315
		2,263	1,826
		1,518	1,689
Net assets			
Equity			
Share capital		251	251
Share premium		181	181
Own shares		(303)	(16)
Retained deficit		(793)	(828)
Merger reserve		2,099	2,099
Cumulative translation reserve		(70)	(170)
Other reserves		153	172
		1,518	1,689
		3,781	3,515
Total equity and liabilities			

Consolidated Statement of Changes in Equity
For the year ended 31 December 2025

	Notes	Share capital \$m	Share premium \$m	Own shares \$m	Retained deficit \$m	Merger reserve \$m	Cumulative translation reserve \$m	Other reserves \$m	Total \$m
At 1 January 2024		251	181	–	(889)	2,099	(122)	173	1,693
Net profit		–	–	–	191	–	–	–	191
Other comprehensive expense:									
Foreign currency translation adjustment		–	–	–	–	–	(48)	–	(48)
Remeasurement of defined benefit pension plans, net of tax		–	–	–	–	–	–	–	–
Changes in fair value of cash flow hedges, net of tax		–	–	–	–	–	–	(8)	(8)
Changes in fair value of equity investments		–	–	–	–	–	–	(6)	(6)
Other comprehensive expense		–	–	–	–	–	(48)	(14)	(62)
Total comprehensive income/(expense)		–	–	–	191	–	(48)	(14)	129
Dividends paid		–	–	–	(130)	–	–	–	(130)
Purchase of shares by Employee Benefit Trust		–	–	(23)	–	–	–	–	(23)
Share-based payments		–	–	–	–	–	–	20	20
Share awards vested		–	–	7	–	–	–	(6)	1
Excess deferred tax benefit from share-based payments		–	–	–	–	–	–	(2)	(2)
Changes in fair value of cash flow hedges transferred to inventory		–	–	–	–	–	–	1	1
At 31 December 2024		251	181	(16)	(828)	2,099	(170)	172	1,689
Net profit		–	–	–	175	–	–	–	175
Other comprehensive income/(expense):									
Foreign currency translation adjustment		–	–	–	–	–	100	–	100
Remeasurement of defined benefit pension plans, net of tax		–	–	–	–	–	–	1	1
Changes in fair value of cash flow hedges, net of tax		–	–	–	–	–	–	4	4
Changes in fair value of equity investments		–	–	–	–	–	–	(15)	(15)
Other comprehensive income		–	–	–	–	–	100	(10)	90
Total comprehensive income		–	–	–	175	–	100	(10)	265
Dividends paid	8	–	–	–	(140)	–	–	–	(140)
Purchase of shares by Employee Benefit Trust		–	–	(25)	–	–	–	–	(25)
Purchase of treasury shares		–	–	(301)	–	–	–	–	(301)
Share-based payments		–	–	–	–	–	–	28	28
Share awards vested		–	–	39	–	–	–	(38)	1
Changes in fair value of cash flow hedges transferred to inventory		–	–	–	–	–	–	1	1
At 31 December 2025		251	181	(303)	(793)	2,099	(70)	153	1,518

Consolidated Statement of Cash Flows
For the year ended 31 December 2025

	Notes	2025 \$m	2024 \$m
Cash flows from operating activities			
Net profit		175	191
Adjustments for:			
Depreciation of property, plant and equipment		43	41
Depreciation of right-of-use assets		26	23
Amortisation of intangible assets		155	157
Income tax	5	55	55
Non-operating expense, net		6	5
Fair value movement of contingent consideration		10	5
Finance costs, net	4	68	78
Share-based payments		28	20
Impairment of intangible assets		72	1
Impairment of property, plant and equipment		–	7
Change in assets and liabilities:			
Inventories		(38)	28
Trade and other receivables		(58)	(27)
Trade and other payables		62	1
Provisions		(2)	(10)
Other non-current payables		3	1
Net cash generated from operations		605	576
Interest received		3	5
Interest paid		(82)	(84)
Payment of contingent consideration arising from acquisitions		(2)	(48)
Income taxes paid		(54)	(52)
Net cash generated from operating activities		470	397
Cash flows from investing activities			
Acquisition of property, plant and equipment ¹		(135)	(92)
Acquisition of intangible assets ¹		(50)	(30)
Proceeds from sale of property, plant and equipment		–	3
Acquisitions, net of cash acquired		1	(14)
Payment of contingent consideration arising from acquisitions		(25)	(23)
Net cash inflow arising from divestitures		1	–
Investment in other financial assets		–	(5)
Net cash used in investing activities		(208)	(161)
Cash flows from financing activities			
Repayment of borrowings		(250)	(98)
Proceeds from borrowings		504	–
Realised loss on settlement of FX derivatives		(32)	–
Payment of lease liabilities		(27)	(25)
Net cash inflow arising from lease incentives		13	–
Dividends paid	8	(140)	(130)
Purchase of own shares		(326)	(11)
Net cash used in financing activities		(258)	(264)
Net change in cash and cash equivalents		4	(28)
Cash and cash equivalents at beginning of the year		65	98
Effect of exchange rate changes on cash and cash equivalents		(1)	(5)
Cash and cash equivalents at end of the year		68	65

¹The comparatives have been re-presented as outlined in Note 1.5 to the Condensed Consolidated Financial Statements.

1. Basis of preparation

1.1 General information

Convatec Group Plc (the Company) is a public limited company incorporated in the United Kingdom under the Companies Act of 2006. The Company's registered office is 7th Floor, 20 Eastbourne Terrace, London, W2 6LG, United Kingdom.

The Company and its subsidiaries (collectively, the Group) are a global medical products and technologies group focused on therapies for the management of chronic conditions, with leading market positions in advanced wound care, ostomy care, continence care and infusion care.

The announcement is based on the Group's Consolidated Financial Statements which have been prepared in accordance with United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

The Financial Statements are presented in US dollars (USD), reflecting the profile of the Group's revenue and operating profit, which are primarily generated in US dollars and US dollar-linked currencies. All values are rounded to the nearest million (previously \$0.1m) except where otherwise indicated. Comparatives have been adjusted accordingly. Financial ratios are calculated using unrounded numbers.

The financial information set out in this announcement does not constitute the Group's statutory accounts for the year ended 31 December 2025 and 2024 but is derived from those accounts. Statutory accounts for 2024 have been delivered to the Registrar of Companies and those for 2025 will be delivered following the Company's Annual General Meeting. The auditor's reports on the 2025 and 2024 accounts were unqualified, did not draw attention to any matters by way of emphasis without qualifying their report and did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

1.2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements, in conformity with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRS), requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported value of assets and liabilities, income and expense. Actual results may differ from these estimates or judgements of likely outcome. Management regularly reviews, and revises as necessary, the accounting judgements that significantly impact the amounts recognised in the Consolidated Financial Statements and the sources of estimation uncertainty that are considered to be key estimates due to their potential to give rise to material adjustments in the Group's Consolidated Financial Statements within the next financial year.

In preparing the Consolidated Financial Statements, no critical accounting judgements have been identified.

Management have identified one key source of estimation uncertainty in respect of the InnovaMatrix® platform. During the year, an impairment of \$72m has been recognised (see Note 7 – Intangible assets to the Condensed Consolidated Financial Statements for further information). Following the impairment, the carrying amount of the intangible asset was \$40m at 31 December 2025. On 31 October 2025, the Centers for Medicare & Medicaid Services (CMS) published a decision outlining their revised payment rate of \$127.28 per sq cm for skin substitutes with effect from 1 January 2026. As the implementation takes effect, with a resultant change to the shape of the US market share for skin substitutes and given the

uncertainties inherent in forecasting the entry to new markets outside the US, this could result in further impairments (or reversals of the existing impairment charge) of the intangible asset.

The underlying drivers of the recoverable amount are cash flows derived from financial forecasts up to 2036 and discounted to present value. Actual performance may differ from these forecasts depending on the amounts or timing of product revenues.

The following reasonably possible changes in assumptions upon which the recoverable amount was estimated, would lead to the following changes in the recoverable amount of this asset:

	(Decrease)/ Increase in recoverable amount \$m
Increase in operating profit of 25%	17
Decrease in operating profit of 25%	(17)
Increase in revenue of 20%	15
Decrease in revenue of 20%	(11)

The range of reasonably possible outcomes within the next financial year would result in the carrying value of the asset being \$24m to \$57m.

1.3 Going concern

As discussed in the Financial review on pages 9 to 17, the overall financial performance of the business remains very strong with a robust liquidity position.

In preparing their assessment of going concern, management and the Board have considered available cash resources, actual financial performance, forecast performance from the Board approved 2026 budget and longer-term strategic plan and exposure to the Group's principal and emerging risks.

As at 31 December 2025, the Group had total liquidity of \$607m (2024: \$631m), comprising cash and cash equivalents of \$68m (2024: \$65m) and \$539m (2024: \$566m) undrawn of the multi-currency revolving credit facility maturing in 2028. The Group also had borrowings of \$1,398m (2024: \$1,123m) which, net of unamortised financing fees of \$13m (2024: \$11m), comprised of the drawn element of the multi-currency revolving credit facilities of \$411m maturing in 2028, senior unsecured notes of \$500m maturing in 2029 and senior unsecured notes of \$500m maturing in 2035 (see Note 9 - Borrowings).

Management and the Board considered severe but plausible downside scenarios linked to the Group's principal risks and also performed a reverse stress test against the base forecast to determine the performance levels that would result in a breach of covenants. The outcome of this test was considered implausible given the Group's strong global market position.

As a result, management and the Board have a reasonable expectation that the Group and Company will have adequate liquid resources to meet their respective liabilities as they become due for a period of at least 12 months from the date that the Financial Statements have been authorised and therefore believe that it is appropriate to adopt the going concern basis of accounting in preparing the Group's Consolidated Financial Statements.

1.4 Accounting standards

New standards, interpretations and amendments applied for the first time

On 1 January 2025, the Group adopted the following amendments which are mandatorily effective for the period beginning 1 January 2025:

- Lack of exchangeability - Amendment to IAS 21

The adoption during the year of the amendment to IAS 21 has not had a material impact on the Consolidated Financial Statements. Apart from these changes, the accounting policies set out in the notes have been applied consistently to both years presented in these Consolidated Financial Statements.

New standards, interpretations and amendments not yet effective

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective:

- Amendments to the Classification and Measurement of Financial Instruments – Amendment to IFRS 9 and IFRS 7 (effective for the period beginning 1 January 2026)
- IFRS 18 - Presentation and Disclosures in Financial Statements (effective for the period beginning 1 January 2027)
- IFRS 19 - Subsidiaries without Public Accountability: Disclosures (effective for the period beginning 1 January 2027)

The amendments to IFRS 9 and IFRS 7 are not expected to have a material impact on the Group's financial statements. As the Group's equity instruments are publicly traded, it is not eligible to elect to apply IFRS 19 for the purposes of the Consolidated Financial Statements of the Group.

The Group is currently finalising the expected impact of IFRS 18 on the Group's Consolidated Financial Statements, which is effective for annual periods beginning on or after 1 January 2027. Retrospective application is required, so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

Whilst the recognition and measurement of items in the Consolidated Financial Statements will not be impacted, the presentation and disclosure of certain items within the Consolidated Income Statement will be affected. To date, the following potential impacts have been identified:

- Foreign exchange gains and losses currently aggregated within non-operating expenses will be disaggregated into operating, financing and investing in accordance with the underlying nature of the transaction. Any foreign exchange gains and losses not designated as financing or investing, will be classified as operating
- Fair value movement of contingent consideration will be reclassified to be shown within operating
- A new subtotal called 'Profit or loss before financing and income taxes' to be included in the Consolidated Income Statement

Potential impacts identified to date on the Consolidated Statement of Cash Flows include:

- Operating profit will become the starting point for calculating cash flows from operating activities
- Interest paid will be reclassified from operating cash flows to financing cash flows
- Interest received will be reclassified from operating cash flows to investing cash flows

A new disclosure will be required to disaggregate functional expenses by nature (depreciation of property, plant and equipment and right-of-use assets, amortisation of intangible assets, employee benefits, impairment losses/reversals and inventory write-downs).

Other interpretations and amendments

In addition to these issued standards, there are a number of other interpretations, amendments and annual improvement project recommendations that have been issued but not yet effective that have not been adopted by the Group because application is not yet mandatory, or they are not relevant for the Group.

1.5 Prior year re-presentations

Within the Consolidated Statement of Cash Flows, cash flows associated with the acquisition of property, plant and equipment and acquisition of intangible assets have been disaggregated to provide greater clarity, and accordingly, the corresponding 2024 comparative amounts have been re-presented for consistency and comparability between periods. Acquisition of property, plant and equipment of \$92m and acquisition of intangible assets of \$30m for the year ended 31 December 2024 have been presented separately. There is no impact on cash flows, or any other subtotals presented previously.

2. Revenue and segmental information

Convatec's Executive Leadership Team (CELT) is the Group's Chief Operating Decision Maker (CODM). The CODM is the function that allocates resources and evaluates the Group's global product portfolios on a revenue basis and evaluates profitability and associated investment on an enterprise-wide basis due to shared infrastructures and support functions between the categories. Group financial information is provided to CELT for decision-making purposes with revenue included by category as disclosed below. Resources are allocated on a Group-wide basis, with a focus on both category and the key markets but primarily based on the merits of individual proposals.

Revenue by category

The Group generates revenue across four major product categories. The following table sets out the Group's revenue for the year ended 31 December by category:

	2025 \$m	2024 \$m
Advanced Wound Care ¹	753	743
Ostomy Care	676	634
Continence Care	537	501
Infusion Care	473	411
Total	2,439	2,289

1. Advanced Wound Care includes InnovaMatrix® revenue of \$69m (2024: \$99m).

Geographic information

Geographic markets

The following table sets out the Group's revenue by geographic market in which third party customers are located:

	2025 \$m	2024 \$m
North America	1,358	1,296
Europe	723	661
Rest of World (RoW) ²	358	332
Total	2,439	2,289

2. Rest of World (RoW) comprises all countries in Asia Pacific, Latin America (including Mexico and the Caribbean), the Middle East (including Türkiye) and Africa.

3. Other operating expenses

Other operating expenses were as follows:

	2025 \$m	2024 \$m
Impairment of intangible assets	72	1
Impairment (reversal)/charge of property, plant and equipment and right-of-use assets	(2)	6
Other operating expenses	70	7

Other operating expenses in the year of \$70m consisted of impairment charge of \$72m in respect of the InnovaMatrix® product-related intangible asset (refer to Note 7 – Intangible assets) offset by an impairment reversal of \$2m in respect of property, plant and equipment.

4. Finance income and expense

Finance costs, net for the year ended 31 December were as follows:

	2025 \$m	2024 \$m
Finance income		
Interest income on cash and cash equivalents	3	5
Total finance income	3	5
Finance expense		
Interest expense on borrowings	(66)	(76)
Other financing-related fees ¹	(9)	(9)
Interest expense on interest rate derivatives	(1)	–
Interest expense on lease liabilities	(5)	(4)
Capitalised interest ²	10	6
Total finance expense	(71)	(83)
Finance costs, net	(68)	(78)

1. Other financing-related fees include the amortisation of deferred financing fees associated with the multicurrency revolving credit facilities, term loan facilities and senior notes.

2. Capitalised interest was calculated using the Group's weighted average interest rate over the year of 5.2% (2024: 6.0%) and will be treated as tax deductible.

5. Income taxes

5.1 Taxation

The Group's income tax expense is the sum of the total current and deferred tax expense:

	2025 \$m	2024 \$m
Current tax		
UK corporation tax	3	2
Overseas taxation	81	66
Adjustment to prior years	2	(4)
Total current tax expense	86	64
Deferred tax		
Origination and reversal of temporary differences	(23)	(5)
Change in tax rates	–	3
Adjustment to prior years	(8)	(7)
Total deferred tax benefit	(31)	(9)
Income tax expense	55	55

5.2 Reconciliation of effective tax rate

The effective tax rate for the year ended 31 December 2025 was 24.0% (2024: 22.5%).

Tax reconciliation to UK statutory rate

The table below reconciles the Group's profit before income taxes at the UK statutory rate to the Group's total income tax expense:

	2025 \$m	2024 \$m
Profit before income taxes	230	246
Profit before income taxes multiplied by rate of corporation tax in the UK of 25.0% (2024: 25.0%)	58	62
Non-deductible/non-taxable items	(9)	5
Movement in provision for uncertain tax positions	13	4
Other ¹	(7)	(16)
Income tax expense and effective tax rate	55 24.0%	55 22.5%

1. 2025 included a \$6m impact in respect of prior year filings. In 2024, this included the release of a \$3m tax liability relating to restructuring activities in Switzerland and the \$11m impact of prior year corporate income tax filings.

The Group has worldwide operations and therefore is subject to several factors that may affect future tax charges, principally the levels and mix of profitability in different tax jurisdictions, transfer pricing regulations, tax rates imposed and tax regime reforms. The calculation of the Group's tax expense involves a degree of estimation and judgements in respect of certain items for which the tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority, specifically in relation to open tax and transfer pricing matters. Due to the high volume of intercompany transactions, the Group's evolving business model and the increasing complexity in interaction between multiple tax laws and regulations, transfer pricing requires judgement in determining the appropriate allocation of profits between jurisdictions. The Group assessed the impact of ongoing changes to the Group's operating model, the supporting documentation for the tax and transfer pricing positions, existing tax authority challenges, and the likelihood of new challenges by tax authorities.

The Group continues to believe it has made adequate provision for uncertain tax positions on open issues in accordance with IFRIC 23 Uncertainty over Income Tax Treatments. The ultimate liability for such matters may vary from the amounts provided and is dependent upon the outcome of discussions with relevant tax authorities or, where applicable, appeal proceedings. The movement includes resolutions of uncertain tax positions in the year.

The Group has applied the temporary exemption as detailed in the IASB announcement "International Tax Reform - Pillar Two Model Rules", which amended IAS 12 Income Taxes, and therefore has not recognised nor disclosed information about deferred tax assets and liabilities related to Pillar Two income taxes.

6. Earnings per share

	2025	2024
Net profit attributable to the shareholders of the Group (\$m)	175	191
Basic weighted average ordinary shares in issue (number)	2,024,809,094	2,047,643,498
Dilutive impact of share awards (number)	9,477,296	9,153,919
Diluted weighted average ordinary shares in issue (number)	2,034,286,390	2,056,797,417
Basic earnings per share (cents per share)	8.6¢ per share	9.3¢ per share
Diluted earnings per share (cents per share)	8.6¢ per share	9.3¢ per share

The calculation of diluted earnings per share for 2025 and 2024 did not contain any share options that were non-dilutive for the year, because the average market price of the Group's ordinary shares exceeded the exercise price.

7. Intangible assets

The movement in the carrying value of each major category of intangible assets is as follows:

	Product-related ¹ \$m	Capitalised software ² \$m	Customer relationships and non-compete agreements \$m	Trade names \$m	Assets under construction \$m	Total \$m
Cost						
1 January 2024	2,281	174	332	263	31	3,081
Additions	1	4	–	–	27	32
Arising from acquisitions	–	–	1	–	–	1
Write-offs	(13)	–	–	–	–	(13)
Transfers	11	25	–	–	(36)	–
Foreign exchange	(14)	(2)	(6)	–	(1)	(23)
31 December 2024	2,266	201	327	263	21	3,078
Additions	1	2	–	–	48	51
Transfers	1	10	–	–	(11)	–
Foreign exchange	57	6	12	2	2	79
31 December 2025	2,325	219	339	265	60	3,208
Accumulated amortisation						
1 January 2024	1,776	109	249	12	–	2,146
Amortisation	118	20	19	–	–	157
Write-offs	(13)	–	–	–	–	(13)
Impairment	–	–	1	–	–	1
Foreign exchange	(13)	–	(6)	–	–	(19)
31 December 2024	1,868	129	263	12	–	2,272
Amortisation	118	21	16	–	–	155
Impairment	72	–	–	–	–	72
Foreign exchange	48	3	12	–	–	63
31 December 2025	2,106	153	291	12	–	2,562
Net carrying amount						
31 December 2024	398	72	64	251	21	806
31 December 2025	219	66	48	253	60	646

1. The comparatives and policy for product related and development costs have been combined and re-presented as one category labelled product related. This is due to the similar nature of the assets within each category.
2. Capitalised software is in respect of purchased and internally generated software.

On 31 October 2025, the Centers for Medicare & Medicaid Services (CMS) published a decision outlining their revised payment rate of \$127.28 per sq cm for skin substitutes with effect from 1 January 2026. This payment rate impacted Convatec's InnovaMatrix® product, which is a leading porcine placental-derived extra-cellular matrix for treatment of chronic, surgical and trauma wounds. Management deemed that this announcement constituted an indicator of impairment in respect to the InnovaMatrix® platform intangible asset held on the balance sheet and calculated the recoverable amount of the asset.

As a result, an impairment loss of \$72m was recognised in the year. Prior to the impairment, the asset had a carrying amount of \$112m. Following the recognition of the impairment loss, the asset's carrying amount at 31 December 2025 was \$40m. The asset continues to have a remaining useful life of ten years. The recoverable amount of the asset was determined to be its fair value less costs of disposal (being the higher of its value in use and fair value less cost of disposal). The excess earnings method has been used to measure fair value less costs of disposal.

In line with IFRS 13, Fair Value Measurement, the fair value measurement of the asset has been classified as Level 3 in the fair value hierarchy as its measurement is derived from significant unobservable inputs

requiring significant management judgement. Key assumptions used in determining the fair value less costs of disposal include:

- discounted cash flows derived from financial forecasts up to 2036, which represents the end of the asset's remaining useful economic life. Cash flow projections reflect management's best estimates based on historical performance and future conditions and have been appropriately risk adjusted.
- A post-tax discount rate of 9.0% was used and reflects the current market assessment of the time value of money and risks specific to the Advanced Wound Care CGU.

A key source of estimation uncertainty has been recognised in respect of the carrying amount of this intangible asset – refer to Note 1 – Basis of Preparation. This includes sensitivity to reasonably possible changes in key assumptions.

8. Dividends

Dividends paid and proposed were as follows:

	Pence per share	Cents per share	Total \$m
Final dividend 2023	3.517	4.460	91
Interim dividend 2024	1.422	1.822	39
Paid in 2024	4.939	6.282	130
Final dividend 2024	3.639	4.594	101
Interim dividend 2025	1.399	1.877	39
Paid in 2025	5.038	6.471	140
Final dividend 2025 proposed	3.973	5.367	105

The final dividend proposed for 2025 is to be distributed on 28 May 2026 to shareholders on the register at the close of business on 17 April 2026 and is subject to shareholder approval at the Annual General Meeting on 21 May 2026. The dividend will be declared in US dollars and will be paid in Sterling at the chosen exchange rate of \$1.351/£1.00 determined on 23 February 2026.

The interim and final dividends for 2025 give a total dividend for the year of 7.244 cents per share (2024: 6.416 cents per share).

9. Borrowings

The Group's borrowings as at 31 December were as follows:

	Currency	Year of maturity	2025 Face value \$m	2024 Face value \$m
Revolving Credit Facility ¹	USD/Euro	2028	411	384
Term Loan	USD	2027	–	250
Senior Notes	USD	2029	500	500
Senior Notes	USD	2035	500	–
Interest-bearing borrowings			1,411	1,134
Financing fees ²			(13)	(11)
Total carrying value of borrowings			1,398	1,123
Current portion of borrowings			–	–
Non-current portion of borrowings			1,398	1,123

1. Included within the Revolving Credit Facility was €106m (\$125m) and £128m (\$173m) at 31 December 2025, representing 30.2% of RCF debt denominated in Euros, 41.9% of RCF debt denominated in GBP and 27.9% denominated in US dollars. As at 31 December 2024, this was €106m (\$110m) and £7m (\$9m), representing 28.6% of RCF debt denominated in Euros, 2.3% of RCF debt denominated in GBP and 69.1% denominated in US dollars.
2. Financing fees of \$13m (2024: \$11m) related to the remaining unamortised fees incurred on the credit facilities and on the senior notes.

In September 2025, the Group issued senior unsecured notes of \$500m - diversifying its debt structure, lengthening its debt maturity and reducing its refinancing risk. The Group continuously reviews its debt structure, seeking opportunities to optimise profile and pricing. The notes have a tenor of 10 years and priced at a coupon of 5.3%, demonstrating the attractiveness of the sector and confidence in Convatec's credit profile. The proceeds were partially used to prepay existing bank debt (with \$7m of discount and issuance costs incurred and to be amortised over the life of the senior notes).

As at 31 December 2025, the Group had \$411m of unsecured bank debt maturing in 2028, senior unsecured notes of \$500m maturing in October 2029 and \$500m maturing in 2035. This new debt profile will support the Group's continued investment and growth. As at 31 December 2025, \$539m (2024: \$566m) of the multicurrency revolving credit facility remained undrawn. The Group ended the period with total borrowings, net of financing fees, of \$1,398m (2024: \$1,123m).

Financial covenants

The principal financial covenants are based on a permitted net debt to covenant-adjusted EBITDA¹ ratio and interest cover test as defined in the credit facilities agreement. Testing is required on a semi-annual basis, at June and December, based on the last 12 months' financial performance. At 31 December 2025, the permitted net debt to covenant-adjusted EBITDA¹ ratio was a maximum of 3.5 times and the interest cover a minimum of 3.5 times, terms as defined by the credit facilities agreement. In accordance with the credit facilities agreement, the net debt to covenant-adjusted EBITDA¹ ratio can increase to a maximum 4.0 times for permitted acquisitions or investments.

The Group was in compliance with all financial and non-financial covenants at 31 December 2025, with significant available headroom on the financial covenants (in excess of \$837m debt headroom (2024: \$888m) on net debt to covenant-adjusted EBITDA¹ and \$408m covenant-adjusted EBITDA¹ headroom (2024: \$303m) on interest cover). Excluding the impact of interest rate swaps, the weighted average interest rate on borrowings for the year ended 31 December 2025 was 5.2 % (2024: 6.0%).

1. Covenant-adjusted EBITDA is calculated based on terms as defined in the credit facilities agreement. This is different to adjusted EBITDA, which is an alternative performance measure ("APM") as disclosed on pages 18 to 23.

Senior notes

The senior unsecured notes maturing in 2029 are subject to an interest cover financial covenant as defined in the indentures which is a minimum of 2 times, with testing required annually at 31 December on the last 12 calendar months' financial performance. There are no financial covenants attached to the senior notes maturing in 2035.

Borrowings measured at fair value

The senior notes are listed and their fair value at 31 December 2025 of \$986m (2024: \$457m) has been obtained from quoted market data and therefore categorised as a Level 1 measurement in the fair value hierarchy under IFRS 13, Fair Value Measurements. For the Group's other borrowings, the fair value is based on discounted cash flows using a current borrowing rate and is categorised as a Level 2 measurement. At 31 December 2025, the estimated fair value of the Group's other borrowings was \$375m (2024: \$679m).

10. Commitments and contingencies

Capital commitments

At 31 December 2025, the Group had non-cancellable commitments for the purchase of property, plant and equipment, capitalised software and development of \$131m (2024: \$43m).

Contingent liabilities

The Company and its subsidiaries are party to various legal claims and disputes which arise in the normal course of business. Provisions are recognised for outcomes that are deemed probable and can be reliably estimated. Management believe that any material liability in respect of legal actions and claims not already provided for, is remote.

11. Subsequent events

The Group has evaluated subsequent events through to 23 February 2026, the date the Consolidated Financial Statements were approved by the Board of Directors.

On 23 February 2026, the Board proposed the final dividend in respect of 2025 subject to shareholder approval at the Annual General Meeting on 21 May 2026, to be distributed on 28 May 2026. See Note 8 – Dividends to the Condensed Consolidated Financial Statements for further details.

12. Responsibility Statement of the directors on the Annual Report

The Responsibility Statement below has been prepared in connection with the 2025 Annual Report. Certain parts thereof are not included within this announcement.

We confirm to the best of our knowledge:

- The Financial Statements, prepared in accordance with United Kingdom adopted international accounting standards and IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company and the undertakings included in the consolidation taken as a whole;
- The Strategic Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties they face; and
- The Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary to assess the Group's and Company's performance, business model and strategy.

This Responsibility Statement was approved by the Board of Directors on 23 February 2026 and is signed on its behalf by:

Jonny Mason
Chief Executive Officer
23 February 2026

Fiona Ryder
Chief Financial Officer
23 February 2026