

# Section 172 statement

**Decisions made by the Board must balance the occasional conflicting needs and priorities of our key stakeholders, whilst also ensuring they promote the long-term success of the Group.**

This duty is enshrined in section 172 of the Companies Act 2006 ('s.172') which requires a director of a company to act in good faith and promote the success of the company for the benefit of its members as a whole. In doing so, they must also have regard (amongst other things) to a range of factors set out in section 172(1) of the Companies Act, including the interests of stakeholders.

Engagement with stakeholders plays a hugely important role in ensuring that our Directors fully understand their needs and make well-informed decisions that consider different priorities. We recognise that not every decision will benefit all stakeholders, and we inevitably have to make trade-offs between stakeholder groups from time to time. By taking account of the Company's purpose and values together with its strategic aims, and closely following our decision-making process, we aim to make sure that our decisions are fair and consistent.

The preceding pages on stakeholder engagement and pages 68 to 71 of the Governance Report provide examples of how the Directors performed their s.172 duties during the year.

The Board confirms that during the year under review, it has acted to promote the long-term success of the Company for the benefit of its shareholders whilst having due regard to the factors set out in section 172(1) (a) to (f) of the Companies Act 2006.

Signed for and on behalf of the Board

**Nick Wilkinson**  
CEO



The table below outlines other areas of this report that set out how the Board has had regard to s.172 factors when making decisions:

s.172 factor	Where to find more information	Page
(a) likely consequences of any decisions in the long term	→ Chair's statement	4
	→ Business model	8
	→ CEO review	13
	→ Stakeholder engagement	30
	→ Board activities	68
(b) interests of the company's employees	→ Stakeholder engagement	30
	→ NF&SI statement	36
	→ Board activities	68
	→ Remuneration Committee report	88
(c) need to foster the company's business relationships with suppliers, customers and others	→ Business model	8
	→ Stakeholder engagement	30
(d) impact of the company's operations on the community and environment	→ CEO review	13
	→ Sustainability	26
	→ TCFD report	40
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(e) desirability of the company maintaining a reputation for high standards of business conduct	→ Sustainability	26
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	→ Risk management	48
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(f) need to act fairly as between members of the company	→ Business model	8
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	→ Directors' report	119