SECTION 172 (1) STATEMENT

Section 172 (1) of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole.

The role of the company's Board of Directors (the Board) is to be collectively responsible for the company's long-term sustainable success, providing strategic leadership, direction and governance within a framework of effective controls. In giving due regard to their duties as directors, the Board are mindful of the principal activities and purpose of the company and its interaction with the wider Arriva group. The directors are particularly focussed on the need to foster business relationships with suppliers, customers, and others and the impact of the company's operations on the community and environment. The Board recognises that it is accountable to its stakeholders for ensuring that the company is appropriately managed and achieves its objectives in a way that is supported by the right culture and behaviours. The issues and factors which have guided the directors' decisions are outlined in the 'Principal Risks and Uncertainties' section of this report.

The company's key stakeholders which are most relevant to the decision making of the Board, include, but are not limited to:

- Suppliers;
- Deutsche Bahn AG (until 31 May 2024);
- I Squared (from 31 May 2024);
- Arriva Limited (formerly Arriva plc);
- Arriva Trains Holdings Limited;
- The Chiltern Railway Company Limited;
- Local communities in which the company is based.

The implementation of the strategy and policies of the company, including those relating to its relationships with key stakeholders, are managed locally by the board of the company, and oversight is provided by the Arriva UK Trains Leadership team. Any major matters of interest are then communicated to the Arriva Management Board (the "AMB"), a subcommittee of the board of Arriva Limited (formerly Arriva plc). The membership of the AMB includes the Managing Director of the UK Trains division.

During the financial year ended 31 December 2023 the directors did not make any principal decisions that impacted the company or its ability to meet the expectations of the company's key stakeholders.

The company takes payment practice commitments to suppliers seriously and seeks to ensure prompt payment of invoices (in line with Arriva group's defined policies) and a clear process in the event of any invoice dispute. The company believes that prompt payment of invoices is key to facilitating a good relationship with suppliers.

This report was approved by the board on 13 December 2024 and signed on behalf of the board.

A J Scott
Director