

# W&R Barnett Holdings Limited

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## Section 172 Statement for the year ended 31 July 2025

This statement describes how the Board of Directors of the Group and Company have taken account of the matters set out in section 172(1) (a) to (f) of the Companies Act 2006, when performing their duty to promote the success of the Group and the Company. Reference to the Group in this statement relate to both the Group and the Company.

The Board seeks to deliver long term success by working together and building relationships with all stakeholders that share our culture, values and long term goals and objectives. The Group's stakeholder engagement activities help to inform the Board in its decisions, by ensuring the Directors are aware of stakeholders' interests. The Board takes a long-term view in reaching key decisions and looks to act in the interests of stakeholders as a whole to ensure all are fairly treated.

The success of the Company is underpinned by the performance of its subsidiary undertakings (see Note 16). All of the directors are also directors of W.&R. Barnett, Limited, the parent company for all the subsidiary undertakings held by the Company. The Board of W.&R. Barnett, Limited are responsible for the overall management of the Group.

Specific steps taken to address the matters set out in sections (a) to (f) by the board of W.&R. Barnett, Limited are outlined below.

### **(a) The likely consequences of any decision in the long-term:**

The Board is responsible for establishing the good governance, strategic direction and long term vision of the Group and Company and ensuring these goals are communicated and aligned across the entire business. In setting the strategic direction and long term vision of the Group, the Board has regard for the key stakeholders as outlined in this statement.

The Board meets regularly and it considers the current performance on all aspects of the Group, including matters around market developments, financial position, human resource requirements, major capital expenditure projects, potential acquisition opportunities and future funding requirements to support the Group and Company's long term growth and sustainability.

### **(b) The interests of the company's employees:**

The Board places the health, safety and wellbeing of its employees at the forefront of our approach and encourages significant employee engagement in this process. The Group and Company have developed and committed to various divisional level Health & Wellbeing Strategies. Health, safety and wellbeing is a key item on the agenda for subsidiary board and senior management meetings and regular surveys are carried out, with a summary of key issues presented to the Group Board on a regular basis for consideration.

The Group's strategy is to attract, retain, develop and promote the best people for the job. The Group and Company aims to engage and develop all employees to reach their potential, without any form of discrimination. Regular appraisals are carried out with employees by their line managers. A wide range of training and development opportunities are made available to employees.

Presentations are given to employees on the performance of subsidiaries and the wider Group on an annual basis. Ongoing employee communication is conducted via various methods, including bulletin boards, newsletters, intranet sites and social media channels.

### **(c) The need to foster the company's business relationships with clients, end customers, suppliers and regulators:**

The Group and Company are committed to developing strong customer and supplier business relationships. Key relationships are multi-layered with multiple contact points, including senior management involvement.

The Group and Company are committed to the principles of openness and transparency in its approach to dealing with regulators and seeks to operate in a collaborative manner in all instances. The Group regularly engages in consultations with regulatory bodies, either on a standalone basis or through appropriate industry bodies and third party advisors. Further details on the Group's approach to maintaining relationships with tax authorities are included within the Tax Strategy, which is published on the Group's website.

**(d) The impact of the company's operations on the community and the environment:**

The Group provides ongoing support to a number of local, national and international charitable organisations. The Group operates a number of initiatives to support and encourage the fundraising and volunteer efforts of all employees. The Group Board receives regular updates on the Group's charitable initiatives and donations, whilst employees are kept informed via various channels, including newsletters, intranet sites and social media channels. The Group's total charitable donations during the year are noted on page 10.

The Group is committed to minimising any negative impact on the environment. Examples of initiatives within the Group include:

- Ongoing replacement of heavy good vehicles and company cars with electric vehicles;
- Recycling of waste generated from the manufacturing process in our packaging subsidiaries;
- Targets to reduce landfill disposal by using waste animal feed products as biomass;
- Installation of photovoltaic solar panels and electric car charging points at certain Group sites;
- Energy efficient lighting systems installed;
- Prosperity Agreements with the Environmental Agency Northern Ireland to reduce CO2 emissions, recycling waste and water usage; and
- Continued growth in the quantity of sustainable and organic products supplied to customers.

Further details on the Group's energy usage, greenhouse gas emissions and efficiency measures undertaken are included within our Streamlined Energy and Carbon Reporting ('SECR') on pages 11 and 13.

**(e) The desirability of the company maintaining a reputation for high standards of business conduct:**

The Board requires all Directors and senior management to maintain the highest standards of conduct whether dealing with employees, customers, suppliers or other stakeholders. Staff handbooks are distributed to employees, which outline the specific standards of conduct all employees are expected to meet.

The Group is committed to acting ethically in all of its operational matters. The Group has policies in place to ensure there is no modern slavery or human trafficking in our supply chain, or in any part of our business. Furthermore, anti-bribery and corruption policies are in place and are communicated to all employees.

**(f) The need to act fairly between members of the company:**

As a privately owned Group, the Board has a keen interest in understanding ultimate shareholder views and objectives and in reflecting those in its long-term strategic plans.

Shareholder engagement is promoted both by the Group Chairman and Group Chief Executive, with feedback and analysis communicated through Board reporting packs, supplementary information provided through specific correspondence and interactive dialogue welcomed through the Annual General Meeting.

The Group Board includes two independent non-executive directors to promote high levels of governance standards. Regular meetings are held between subsidiary boards and their shareholders and/or minority shareholders where relevant. These meetings cover both review of current business performance and future strategic direction.