Section 172(1) Statement

Introduction

The company recognises that strong corporate governance is crucial to safeguarding the key stakeholders in the business. Stakeholder groups have been identified, and their interests are considered during all key decisions.

Strategically, satisfying all stakeholder goals will underpin long term valuation creation and build business resilience.

Board Meetings

Board meetings are held monthly with all directors expected to attend. The agenda is sent prior to the meeting with a request for any additional items that members would like to raise.

The board formally approve, by way of a quorum, all key matters such the annual budget approval, any significant capital expenditure, bank facilities and senior management changes. It is also a forum to review health and safety performance, and consider and explore improvements to safety processes.

At board meetings, all key stakeholders are discussed in their relevant sections as follows:

- **Health and Safety** – working safely for all stakeholders (employees, clients, supply chain, shareholders, road users and local communities).

- **Sales** – clients are key stakeholders, and their requirements are discussed at length.

- **Operations** – a review of how the company is working with clients, suppliers and employee stakeholders to deliver what is required, and the impact this has on road users and the community at large.

- **Staff / Diversity / Inclusion / Ethics** – ensuring employee stakeholders are engaged-with fairly and are focused on each month at a senior level. Anti-Bribery and Anti-Slavery are covered in this section as the board takes a lead role in defining and implementing policies.

- **Financial / Project Review** – performance analysis for the shareholders to review whether the business is successfully delivering for the other stakeholders and the company itself. This review includes a focus on tax compliance.

- **Customer Focus** - with the support of National Highways, the company has developed a ‘Customer Centric Action Plan’ which focuses on reducing the impact of operations on the local community and other road users and this plan is reviewed at the meeting.

- Other items such as capital expenditure, IT, property and miscellaneous items are also covered each month.

Day-to-day decisions are delegated by the board to sub-teams that are all led by a director. The relevant director will collaborate with the wider board depending on the size and gravity of the decision, or whether it is prescribed as a reserved matter.

Decision Making

Key decisions will be made at board meetings via a voting process, as required.

Business cases will be presented to the board for agreement. These business cases are expected to have considered the business stakeholders as part of the proposal.

To achieve this, engagement with stakeholders is pivotal to understand their requirements. For example, staff surveys may be relevant to engage employees with the decision-making process as much as possible.

Culture

The success of the company has always been built on the performance, commitment and integrity of our ToppTeam and creating an environment where our employees feel valued, supported and heard remains central to delivering sustainable long-term growth.

We recognise that our workforce is our greatest asset, and we are committed to fostering an open, collaborative, innovative and inclusive culture where everyone can perform at their best.

A key priority remains the development and progression of our workforce. We are committed to providing clear career pathways, structured learning opportunities and ongoing skills development to ensure our people can grow alongside the business.

Bill Pryor
Managing Director
29th July 2026