

S172 Statement

The Directors recognise their obligations under S172 of the Companies Act 2006 as well as other factors they have considered relevant when making decisions.

During the year the Directors identified what they considered to be Principal Decisions (the “Decisions”) being taken by the Company as well the Company’s key stakeholders. The Directors have considered the composition of the Board and are satisfied that there is sufficient representation to enable the equal consideration of all stakeholders to be taken into account when Decisions are taken.

The Company operates within the larger Belron Group of Companies (the “Group”) and all Directors are members of the Global Leadership Team (“GLT”). The Directors recognise that Group initiatives have a direct impact on the Company but believe that their attendance at Board, Audit and Remuneration Committee meetings of the parent company – Belron Group SA - together with their attendance at GLT Meetings provides them with sufficient information to ensure initiatives which may have an impact on the Company are carefully considered at Board Meetings alongside the impact on the Company’s stakeholders. Key areas such as strategy and financing arrangements are considered at a Group level however attendance at Group and GLT meetings helps to ensure that the Company’s stakeholders have a voice and the impact on them is given consideration.

The Company employs over 200 people. As a result of the global COVID-19 pandemic the health and safety of staff was a prime consideration for the Company during 2020 and discussed at all Board meetings. In March 2020 all staff, following UK Government guidance, were requested to work from home. The Company’s significant IT investment in recent years enabled this to happen with minimal disruption to the Company’s operations. The Company has provided support to employees for both their mental and physical well-being including providing additional equipment as needed to enable people to work safely. When lockdown restrictions were eased the Company’s offices were made accessible on a limited basis with significant health and safety guidelines in place including one-way systems, hand sanitiser stations, restricted numbers allowed to attend and a requirement to book work stations in advance in order to minimise the number of people in the Company’s premises.

In April 2020 some of the Company’s staff were furloughed which in turn placed an additional burden on those who continued working. Unfortunately in June 2020, despite the cessation of all but non-critical spend during the height of the crisis, the Company had to take the difficult decision in to reduce staffing levels and as a result the Company’s workforce was reduced by approximately 12%.

Communication was a key factor to the on-going success of the Company during 2020. During a period of uncertainty and stress the Board felt it was important to maintain communication with all stakeholders. Contact with staff was through regular team meetings as well as Company-wide briefings.

A number of staff surveys were carried out during the year and the responses reviewed by the Board. The feedback resulted in the formation of a working party made up of representatives from each department with the aim of mapping out future ways of working to enable staff to work, as far as possible, in ways that will accommodate both their individual requirements and the needs of the business. As well as the Company surveys conducted during 2020 the Group launched its first Employee Engagement Survey with 96% of the Company’s employees taking part and the results pertaining specifically to the Company were reviewed by the Board. Areas of improvement were identified and these will be discussed at future Board Meetings. Employee engagement will continue to be monitored by short follow up pulse surveys which give employees a voice in the board room.

Lines of communication with other stakeholders impacted by the pandemic eg suppliers and customers, was maintained through regular contact with key account contacts. The Directors acknowledged that the pandemic impacted both suppliers and customers and where customers were facing significant cash flow issues the Company, wherever possible, provided support with extended payment terms. At the height of the COVID-19 crisis in April and May 2020 the Company negotiated deferred payment terms with some suppliers but took remedial action as soon as possible to settle the outstanding sums and return to normal payment terms.

The Directors consider the financial stability of the Company to be a key factor for the ongoing success and future of the Company. During the year the Group increased its Revolving Credit Facility from

€280M to €400M. The Directors acknowledged that this Group Decision was also of benefit to the Company, noted that the Company is a guarantor to the facility and agreed that the availability of additional cash flow during a time of extreme uncertainty was beneficial to the Company and its stakeholders.

The Group's annual Spirit of Belron Challenge, in which the Company's employees have always played a significant role, had to take a different format in 2020 due to the ban on international travel and social mixing and the "Spirit of Belron Race Around the World Challenge" took place instead. The event was held over a five-day period with the aim being for everyone in the Group to work together and run, walk, cycle and swim around the world as many times as possible. The event raised a total of EUR 1.7M of which just over EUR 92,000 was raised by the Company's employees and collectively the Group's employees 'travelled' over 4 times around the world.

Despite the restraints placed on social interaction the Company continued to support causes local to its operations including foodbanks, local schools and sports clubs, the Egham Museum and the Village centre - Englefield Green (who assist everyone in the community from babies to the elderly).

The Directors acknowledge their duty to promote the long-term success of the Company for its shareholder and at the same time recognise that as the Company forms part of the wider Belron Group they need to act in way which not only takes account of its immediate shareholder but also the wider Group and the ultimate shareholders.