

**Corporate Governance Statement**  
**Financial Year ending 31 December 2022**

The Board considered The Companies (Miscellaneous Reporting) Regulations 2018 (the “Regulations”) and reviewed the Wates Corporate Governance Principles for Private Businesses (“Wates Principles”) published on 10 December 2018 as well as the UK Corporate Governance Code, and the Board considered the Wates Principles the most appropriate for its corporate governance reporting and has applied these during the year.

<b>Wates Principle</b>	<b>How it has been applied by the Company</b>
<p><b>Principle 1</b>  <b>Purpose and Leadership</b>  An effective Board develops and promotes the purpose of a company, and ensures that its values, strategy and culture align with that purpose</p>	<p>The majority of the Directors are members of the Company’s Executive Team which meets regularly. At these meetings significant issues impacting the Company are discussed which enables the Directors to gain an understanding of the views of not only the Management Team and the key areas of focus but also the wider workforce and the Company’s stakeholders. Additionally, a majority of the Directors attend a monthly review meeting where further discussions take place to ensure that the voice of the stakeholders is heard and taken into consideration.</p> <p>The stated purpose of the Company is “to make a difference with real care” and the Board communicated this purpose throughout the business via leadership meetings and webinars and has cascaded it to every level of management so that managers in turn include it in their communication with their teams.</p> <p>Alongside the purpose, the stated values of the Company are “caring, genuine, collaborative and driven”, which the Board promoted in its messaging to employees and other key stakeholders, and which underpinned the strategy of the Board in its decision making throughout the year.</p> <p>The Board believes the clear purpose and values helped to drive the culture of the Company, and through its engagement with stakeholders the Board ensured it was in a position to listen to, and take account of, the views of its stakeholders when setting the overall strategy of the Company.</p>
<p><b>Principle 2</b>  <b>Board Composition</b>  Effective Board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a Board should be guided by the scale and complexity of the company</p>	<p>Appointments to the Board are guided by the Company’s shareholder Belron International Limited in consultation with members of the Board. The Directors do not consider it appropriate to appoint a separate Chair and Chief Executive.</p> <p>The Board is supported by an Executive Team who ensure the Board is supplied with relevant and appropriate information enabling the Directors to focus on the strategy, business needs and the interests of all stakeholders.</p> <p>The Board has identified key standing agenda items for Board Meetings and sufficient information is provided to individual</p>

<p><b>Principle 2</b> <b>Board Composition (continued)</b></p>	<p>Directors in advance of meetings to ensure transparency and allow time for challenge during the decision making process. Conflicts of interest (if any arise) are declared at every Board meeting and there is also a register of any conflicts of interest at group level.</p> <p>A Board skills evaluation is carried out at least annually to ensure there is an appropriate mix of skills as well to consider whether the Board is of an appropriate size and structure to provide effective challenge.</p> <p>The Board considers it has an appropriate balance of expertise, diversity and objectivity and does not consider it necessary to appoint any non-executive directors. The size of the Board is dictated by Belron Group policy and the Directors have agreed that the composition of the Board is appropriate to the size of the business.</p>
<p><b>Principle 3</b> <b>Director Responsibilities</b></p> <p>The Board and individual directors should have a clear understanding of their accountability and responsibilities. The Board's policies and procedures should support effective decision-making and independent challenge.</p>	<p>The responsibilities of each Director are well defined, and each Director has a clear understanding of their accountability and access to training where necessary.</p> <p>The individual directors and the Board continue to investigate and challenge the quality and integrity of the information contained in the reports they receive to ensure the systems and controls are operating effectively.</p> <p>Having reviewed the operations of the Company the Directors do not consider it necessary to form Committees of the Board. The Directors believe sufficient information is provided to the Board and individual Directors to enable efficient decision making in such areas as finance, risk, and succession planning.</p>
<p><b>Principle 4</b> <b>Opportunity and Risk</b></p> <p>A Board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value, and establishing oversight for the identification and mitigation of risks</p>	<p>The Company operates within the wider Belron Group of Companies and accordingly the Board is guided by not only its immediate shareholder, Belron International Limited, but also the strategy of the Belron Group as a whole. However, the Board, through communication with its Executive Management Team, works to identify new opportunities which not only fit with the wider strategy of the Group but also help to sustain the long-term success of the Company.</p> <p>The Board has responsibility for identifying the risks to the business, this is monitored, with the Executive management team, across the business and considered at Board meetings. The key risks are listed in the Strategic Report.</p>
<p><b>Principle 5</b> <b>Remuneration</b></p> <p>A board should promote executive remuneration structures aligned to the long-term sustainable success of a company, taking into account pay and conditions elsewhere in the company</p>	<p>The remuneration of the Directors is set at a Group level as remuneration at a senior level is guided by a wider Belron Group policy.</p> <p>For the Company, in conjunction with the Company's head of reward, the Board considered remuneration policies in relation to</p>

	<p>the employees of the Company. This included pay bands linked to responsibilities in order to incentivise management and progress through these pay bands is available.</p> <p>In addition, the Board considers, and if appropriate recommends and approves the payment of a discretionary bonus to staff based on the financial performance of the Company.</p> <p>The Company published a gender pay gap report which can be viewed on the website.</p>
<p><b>Principle 6</b>  <b>Stakeholder relationships and engagement</b>  Directors should foster effective stakeholder relationships aligned to the company’s purpose. The Board is responsible for overseeing meaningful engagement with stakeholders, including the workforce, and having regards to their views when taking decisions.</p>	<p>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.</p> <p>Engagement with customers was a key focus for the Board throughout the year. Net Promoter Score (NPS) is measured and reported to the Board so that at Board meetings the Board can consider the impact of their strategy on customers.</p> <p>The Company measures employee engagement via an annual engagement survey and a pulse survey of the whole workforce. The 2022 annual engagement survey had a response rate of 90%, with an overall engagement score for the Company of 86%, which is up 2pp on the 2021 annual survey, and 9pp on our 2022 Pulse survey, which had dropped to 77%.</p> <p>The 2pp increase to 86% shows the Company is engaging more people year on year, and pleasingly our engagement tracks above the norm when externally benchmarked against other UK organisations (Willis Towers Watson UK norm benchmark 84%).</p> <p>In order to understand the Company’s environmental impact, the Board considers the information and data provided in its Responsible Business insights report in order to identify further opportunities to continue to try to reduce our impact on the environment which we are fully committed to do.</p> <p>We report our carbon emissions in accordance with the Greenhouse Gas Protocol and in 2022 Belron® Group submitted a Commitment Letter to the Science Based Targets initiative (SBTi) to set our company-wide near-term and long-term emissions targets. Belron has committed to achieve a validated SBT from the Science Based Target initiative (SBTi) by the end of December 2024. In addition, in 2022 with the support from Belron® Group there was a significant review of our carbon reporting to ensure we captured information including carbon emissions that are in our direct control (Scope 1 and 2) and the full scope of Scope 3 emissions. As a result of this significant work we have re-established our base line year as 2021. In 2022 when compared to 2021 we have achieved a 10% reduction in our absolute carbon emissions and a 21% reduction in KG of CO2e per prime job and wholesale unit sold. We continue to purchase 100% of our electricity from renewable sources, 36% of our company car fleet is now fully electric and we are working hard to reduce our carbon emissions still further.</p>

	<p>Wherever possible we strive to reduce waste from our daily activities through our repair-first strategy and working with our supply chain partners. We also aim to maximise reuse, recycling, and recovery and eliminate landfilling waste. We divert over 95% of all our waste from landfill, recycled 100% of our glass waste and over the last 3 years we achieved a 18% reduction in KGs of waste per prime job and wholesale units sold.</p> <p>The Board and individual Directors ensure there is regular interaction with the Company's stakeholders: this can be via the sales team's interaction with insurance partners, the procurement team's interaction with suppliers or employees' involvement in local charities.</p>
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