Section 172(1) statement

The Board makes decisions after careful consideration of all relevant factors including, but not limited to, those specified in s.172(1) Companies Act 2006. Examples of some of the decisions taken by the Board or its Committees during the 15-months in review and an explanation of which factors the Directors had regard to when reaching such decisions, including those set out in Section 172(1)(a) to (f) of the Companies Act 2006, are set out in the table below:

Board decision	Directors' consideration of factors in accordance with s. 172(1)
Approved the sale of its North American School Bus business	• in line with the Group's commitment to disciplined capital allocation and deleveraging as well as its focus on future return-enhancing growth, the Board made the decision to sell its North American School Bus business, with the objective of enhancing financial flexibility to focus on opportunities with higher return potential
	• wider stakeholder implications for the North American School Bus business, including greater certainty for colleagues and customers in that business, longer-term financial security for the rest of Mobico and the North American School Bus business in a less capital-constrained environment while providing Mobico with a better ability to flexibly deploy its resources, including bidding and winning contracts thereby fostering business relationships and servicing more of the community
Approved the decision to integrate the UK Coach operations with Alsa	• the decision to integrate the UK Coach operations with Alsa is a key step towards creating a pan-European coach business maximises the Group's strengths, drives operating synergies and further cost efficiencies to ensure the long-term success, enhanced business relationships and reputation
	• Colleagues benefit from working more collegiately with, and learning from, each other
Approved the appointment of KPMG LLP as the Group's auditors and the extension of the accounting reference date to 31 March	• appointing KPMG LLP as the Group's new Auditor allows the Group to maintain a high standard of financial reporting, while allowing the Group to develop a relationship with a new audit firm at the same time
	• the decision to extend the accounting reference date to 31 March ensured that the Company had sufficient time to prepare the financial statements and for KPMG to have sufficient time to complete the audit. Ensuring that the Group's financial reporting is accurate is fundamental to the Group's reputation and ensures that all stakeholders have accurate to high-quality information
Approved an agreement in principle with the German PTAs for its rail services	• the agreement, once legally binding, enables a material reset and de-risking of our German Rail business to support a long-term sustainable business going forward. This reset, alongside significant operational improvements, will benefit employees and customers in the North Rhine-Westphalia and surrounding area and improves relations with the German PTAs
Approved recommendations from the Nominations Committee on the appointment of a new Executive Chair and Group CFO to the Board and various new appointments to the Group Executive Committee, including a new Group COO	• the appointments support the long-term success of the Group, as suitably experienced and qualified individuals have been appointed to the Board and Group Executive, who have strong reputations in their area of expertise to help deliver stronger financial outcomes, develop strategic objectives and support the deleverage and growth agenda
	• colleagues benefit from strong leadership being in place, especially during a period of transformation and turnaround and enhancements to culture

Board decision	Directors' consideration of factors in accordance with s. 172(1)
Adoption of revised Scope 1, 2 and 3 GHG emissions targets following the disposal of the North American School Bus business, which were approved by SBTi	• following the disposal of its North American School Bus business, the Group adopted revised Scope 1, 2 and 3 science-based greenhouse gas emissions reductions targets which received SBTi validation that such targets were in line with containing global warming to a temperature increase of no greater than 1.5°C above pre-industrialisation levels, demonstrating the Group's commitment to playing its part in society's goal of controlling climate change • further action against climate change enhancing the Group's reputation and credibility as an environmentally conscious transport business
Approved the decision not to pay an interim and full-year dividend for the period ending 31 March 2026	• in determining whether or not to recommend payment of an interim and full-year dividend, the Board considered the financial implications and long-term impacts of that recommendation, acting fairly between Shareholders who had expressed different views, alternative applications of those monies (including reinvestment and deleverage) and the impact on the Group's reputation
Reviewed and approved the Group's five-year strategic plan	• the achievement of the Group's new 'Simplify, Strengthen, Succeed' strategy will have positive outcomes for all; our colleagues will benefit from financial, career and development opportunities with better integration across the Group; our business relationships will benefit through strengthening existing relationships and developing new relationships with our customers, suppliers and our partnerships with local governments; the community and environment will benefit as we transition to zero emissions vehicles and seek to keep local communities well connected with safe and reliable transportation services; and our Shareholders and debt providers will benefit from our growth with cost and capex discipline and increased profitability through returns on their investment
Approved bids for significant opportunities to provide transportation services	• the bids would, if successful, generate revenue and profit and contribute to the Group's growth strategy and align with its Purpose, including through access to new markets and strengthening our presence in existing markets, which could create further opportunities in the long term. Our Shareholders will all benefit from our growth and increased profitability through returns on their investment, as will our existing colleagues from the increased financial stability within the Group • additional colleagues would join the Group if the bids are successful. They would benefit from our training programmes and application of our Group Safety Policies, which would teach them new skills and procedures aimed at reducing risk • the local communities served could benefit from either a new or continued service operated to the high standards set by the Group, particularly in terms of safety and in line with the Group's environmental ambitions to transition its global fleet to zero emissions vehicles • the Group chose to partner with others in some of its bid submissions, which enabled the Group to form new, or strengthen existing, stakeholder relationships
Approved the Group's modern slavery statement	• the statement confirmed the Group's zero-tolerance approach to slavery and human trafficking and sets out the steps taken by the Group during the year to ensure there was no modern slavery or human trafficking in any part of its business or supply chain and, in approving such statement, consideration was given to the Group's reputation for conducting its business in an ethical manner and with integrity and the importance of working with trusted suppliers who operate to the same high standards with respect to conduct of their business and management of their social and ethical issues

Key

Long-term impact · Employees · Fostering business relationships · Community and environment · Reputation · Acting fairly between members · Financial implications · Advancing the Purpose