Section 172 (1) Statement

The directors of the Company have a duty to promote the success of the Company as laid out in section 172 (1) of the Companies Act 2006 (the “Act”) which is summarized as follows:

A director of a company must act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

a) the likely consequences of any decision in the long term;

b) the interests of the company’s employees;

c) the need to foster the company’s business relationships with suppliers, customers and others;

d) the impact of the company’s operations on the community and the environment;

e) the desirability of the company maintaining a reputation for high standards of business conduct; and

f) the need to act fairly as between members of the company.

As directors of a Refinitiv group company, we are provided with induction materials including the Corporate Secretarial Guide for Subsidiary Directors, Officers and Others which covers our duties and responsibilities as a director of a Refinitiv company in addition to other key principles for directors and officers of Refinitiv entities.

In discharging our duties under section 172 (1) of the Act, we have due regard to the factors set out above where relevant for the Company. As the Company does not have any employees, suppliers or customers and acts as a holding company within the Refinitiv group, points (b), (c) and (d) are not wholly relevant, but we are still mindful of these factors as they pertain to the Group.

We also have regard to promoting the long-term success of the Group as a whole when considering matters in respect of the Refinitiv subsidiaries in which the Company holds an investment.

The Refinitiv Code of Conduct and Business Ethics (the “Code”) applies to all directors of Refinitiv entities. Where aspects of the Code are relevant for the Company, such as making ethical decisions, the directors have due regard to the contents and requirements of the Code and hold themselves and others to the policies and high ethical standards described in the Code when making decisions as directors of the Company.


Shareholders

The Company is a wholly owned indirect subsidiary of Refinitiv Holdings Limited whose board is made up of representatives from its shareholders, private equity funds managed by Blackstone and from Thomson Reuters. Through this engagement, we feel there is effective dialogue with and input from our ultimate shareholders.