BEACON RAIL FINANCE (EUROPE) LIMITED

SECTION 172 (1) STATEMENT

Section 172(1) indicates that a director of a company must act in the way he 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 the likely consequence of any decision in the long term, the interests of the company's employees, the need to foster the company's business relationships with suppliers, customers and others, the impact of the company's operations on the community and the environment, the desirability of the company maintaining a reputation for high standards of business conduct and the need to act fairly as between members of the company.

Overarching all decision-making processes is the Board's view on sustainability and its impact on all stakeholders:

Sustainability

The Company has set out the following sustainability principles to drive its business decision making process:

- We make safety central to everything we do.
- To engage with our stakeholders to understand their needs and concerns and take steps to know everything necessary to manage Beacon as a sustainable business in an integrated, collaborative way.
- Challenge ourselves to identify and adopt best and leading-edge practice across our sustainable business themes and objectives, and particularly in relation to the health, safety and wellbeing of all our stakeholders.
- Comply with all applicable laws and wherever possible go beyond compliance and look ahead to build resilience against risk and value for the future.
- Operate to the highest standards of business ethics and security through company and internal understanding whereby everyone takes responsibility, supported by robust policy and implementation processes.
- Recognise our potential to influence and support the future of sustainable rail and in particular our role in meeting the challenges of moving towards net zero. and net positive carbon economies.

Stakeholders

In acting in good faith in promoting the success of the Company, the Directors consider relationships with its key stakeholders:

Customers

The Company leases a diverse fleet of rolling-stock within the United Kingdom primarily under long-term leases. When engaging with customers, the Company focuses on:

- Building long-term collaborative relationships to drive innovation and meet shared technical goals and challenges.
- Exceeding expectations on service delivery and certainty.
- Maximising the value of our asset base through quality, reliability and longevity.

The Company is actively involved in working with its customers on alternative fuel trials, battery-operated solutions and other hybrid options focused on decarbonisation and the longevity of its assets.

Suppliers

Maintaining relationships and trust with our customers and suppliers is vital to the Company. We strive to consider and act on the impacts of our business on the public and wider society, our wider supply chain and the environment. The Company is committed to dealing with suppliers in a fair, timely and professional manner while conforming to internal processes and controls.

Safety is central to the Company's engagement with all stakeholders in a business relationship. We seek to work collaboratively with our customers and suppliers through building long-term collaborative relationships to drive innovation and meet shared technical goals and challenges. We strive to abide by contractual payment terms for our suppliers to foster our relationship and maintain the high quality of our assets. The Company publishes its payment practices and statistics on https://www.gov.uk/check-when-businesses-pay-invoices

Employees

The Company does not have any direct employees and has a Rail Equipment Management Agreement with its parent which provides the Company with all necessary management and administrative services, including lease origination, lease administration, technical asset management, portfolio investment management, accounting, financial reporting, tax compliance and reporting and all other necessary administrative support. The related party provides these services directly or through its other subsidiaries.

Creditors/Lenders

While the Company sources all its financing from related parties, it is an obligor under the Common Terms Agreement within its debt platform. The Common Terms Agreement provides, inter alia, for financial covenants for the obligors regarding loan-to-value and debt service coverage, and portfolio covenants regarding the remaining weighted average lease term, permitted business, permitted acquisitions and disposals, and asset type diversification.

The Company, as an obligor, is actively involved in long-term forecasting in assessing long-term compliance with covenants under the debt platform including sensitivities that the Board deems appropriate to assess remote but plausible down-side scenarios.

Shareholders

The Company actively engages with its direct shareholder, Beacon Rail Leasing S.à r.l. and its ultimate shareholder, Infrastructure Investments Fund (IIF Int'l Holding GP Ltd.). The ultimate shareholder assists the Company in providing financing for its projects and has actively supported the acquisition of major capital projects including its Voyager, Mk5A and Class 803 passenger fleets since it acquired the Company and its related parties in 2017.

A representative of the professional investment adviser to the Infrastructure Investments Fund is on the Company's board of directors.

Conflicts of Interest

The Board is actively engaged in outlining and ensuring compliance with relevant conflict of interest policies. Where potential conflicts are identified, the relevant Director is not involved in the decision-making process.

Principal Decisions in 2025

Acquisitions and originations

The Board of Directors provides oversight for the remarketing of the Company's fleet, as well as procurement of additional assets to enhance the growth or the Company.

During the year ended December 31, 2025, the Company did not undertake any new acquisitions.

Disposals

During 2025, the Company sold 55 freight wagons recognizing net proceeds of £ 1.5 million.

Dividends

During the years ended December 31, 2025 and 2024, the Company distributed dividends of £ 8.7 million and £ 19.8 million, respectively, out of its available profits.

When assessing the Company’s ability to distribute a dividend, the Board of Directors reviews among other factors, cash on hand, cashflow forecasts, reinvestment requirements of the Company, access to capital to fund its future growth and continued financial support of its shareholder.