Eversholt Rail Limited

Section 172(1) statement for the year ended 31 December 2025

In discharging their duty to promote the interests of the Company under section 172 Companies Act 2006, the Directors of the Company have regard to a number of factors and stakeholder interests. These are described below.

Each of these factors is considered in relation to the Group's broader operations as explained in the section 172(1) statement within the Annual report and financial statements of Eversholt UK Rails Limited for the year ended 31 December 2025.

As a wholly owned subsidiary, the Directors do not consider the factor listed in section 172(1)(f) (need to act fairly between the members of the company) is relevant to the proper discharge of their duty under section 172.

The business of the Company is the provision of asset management and administrative services to other group companies. The Company employs all the employees of the Group.

Long-term consequences of business decisions and maintaining reputation for high standards of business conduct

The Company operates in a sector characterised by long-term relationships between stakeholders, driven by a relatively small number of market participants.

Maintaining a reputation for high standards of business conduct is vital and the Company expects all members of the supply chain to always act with integrity, acting openly, honestly and ethically. The Company has zero tolerance to fraud and consistently maintains effective oversight and scrutiny processes, executed with independence and impartiality. Integrity is underpinned with policies in relation to bribery and corruption, data protection, equality, diversity and inclusion, modern slavery, fraud and whistleblowing, each of which is reinforced through appropriate training.

In addition to the core values, compliance with these requirements together with the Company’s corporate responsibility commitments, provide the framework within which the Company operates both internally and in the marketplace. Suppliers and contractors are also expected to behave in a consistent manner.

The Group provides rolling stock and rolling stock related services to Train Operating Companies (“TOCs”) and Freight Operating Companies (“FOCs”). TOCs operate rail concessions via National Rail Contracts (“NRCs”) for periods that vary from TOC to TOC but usually include a core term of between two and four years. As NRCs with privately owned TOCs expire, the concessions will be nationalised and operated by a government owned operator whose functions will eventually be integrated into Great British Railways (“GBR”). Accordingly, consideration of long-term consequences is an inherent part of the Company's decision-making processes. As a privately-owned company ultimately held by an infrastructure investor, management considers that the interests of the Company and its ultimate owners are aligned in seeking sustainable value creation over the longer term through the Company's operations, promoting long-term strategic decision-making.

These factors also drive a continuing focus on the maintenance of durable relationships with stakeholders, built on the Group's reputation with customers and suppliers.

Details of the Code of Practice that sets out the basis on which the wider Group deals with customers and other stakeholders, and other methods of stakeholder engagement designed to maintain the Group's reputation for high standards of business conduct, is in the corporate governance statement within the Annual report and financial statements of Eversholt UK Rails Limited for the year ended 31 December 2025 (“Parent Governance Statement”).

Identification of, and engagement with, stakeholder groups

The Company recognises the importance of maintaining strong relationships with its stakeholders in order to create sustainable long-term value, and the Board encourages active dialogue and transparency with all its stakeholder groups.

The Group has identified six main stakeholder groups which are relevant to the proper discharge of the duty of the Directors of relevant group companies under section 172(1) to promote the success of their company. These are:

- TOCs and FOCs – the Group's customers;
- Industry regulators and rail services sponsors - principally the Office of Rail and Road, the Department for Transport (“DfT”), Transport Scotland, Transport for Wales and Transport for London (in their role providing funding and strategic direction for major rail projects), and other public bodies involved in the UK rail industry;
- The Group's suppliers – train manufacturing companies and other suppliers who supply and maintain rolling stock;
- The Group's external lenders;
- The Group's employees; and
- The Group's owners.

Given the business of the Company, the Board believes these stakeholder groups are relevant to the proper discharge of the duties of the Directors of the Company under section 172(1):

- The Group's customers;
- Industry regulators;
- The Group's suppliers;
- The Group's employees; and
- The Group's owners.

Further details of these groups, and the main methods that the Directors have used to engage with those stakeholders during the course of the year, are set out in the Parent Governance Statement.

Impact on the environment and the community

In addition to understanding and having regard to the interests of these stakeholder groups, the Company is committed to reducing the environmental impact of the Group’s leased fleet.

Further information on the steps taken to reduce the environmental impact of the Group's operations, and on the Group's participation in industry discussions in response to the UK Government's challenge to the UK rail industry to remove all diesel-only trains by 2040, are set out in the Strategic report within the Annual report and financial statements of Eversholt UK Rails (Holding) Limited for the year ended 31 December 2025.

The Company strives to make a positive impact in the community. Further information on the Group's community and charitable activities in which the Company directly participates is set out in the Parent Governance Statement.

The Group also provides support to several industry organisations including National Rail Museum, Campaign for Better Transport and Community Rail Network.