

## **Section 172(1) statement**

**Year ending 31 December 2024**

**This statement summarises how the directors have exercised their duties with regards to the matters set out in Section 172 (a to f) of the Companies Act 2006.**

The Directors of the Group, in line with their duties under Section 172(1) of the Companies Act 2006 act in the way they consider, in good faith, would be most likely to promote the success of the Group 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 interest of the Group's employees,
- c) the need to foster the Group's business relationships with suppliers, customers, and others,
- d) the impact of the Group's operations on the community and the environment
- e) the desirability of the Group maintaining a reputation for high standards of business conduct, and
- f) the need to act fairly as between members of the group.

The Directors have performed their duties as follows:

### **Customers**

The Group's customer base is primarily comprised of quick service restaurant franchisors and franchisees. The Chief Executive Officer, members of the Executive Leadership Team, and local market leadership teams have regular contact with the customer, including attendance at franchisee committee meetings and global conferences. Customer feedback is given on the Group's Key Performance Indicators including service, cost, safety, sustainability, innovation, and food quality measures. The Group prioritises and actions accordingly to ensure standards of excellence are met. Refer to the Food Safety & Quality Management Programme details below under the "Suppliers" section as an example. Martin Brower is honoured to be recognised by our partners for outstanding service and performance, receiving multiple awards for going above and beyond to support our customers' purpose and mission.

The Group continues to fortify and strengthen its long-term partner relationships and ensure strategic alignment with its customers.

### **Suppliers**

The Group works closely with suppliers to build and maintain an effective supply chain solution for the customer. The Group regularly organises and participates in supplier summits, leading coordination and collaboration efforts in support of our main customer. Martin Brower's Food Safety & Quality Management Programme (FSQMP) provides standardised global procedures and documentation; track and trace; cold chain and product security assurance; and automated functionality and product data visibility from supplier to restaurant backroom. The global OneBI Quality and Compliance solution has utilised advanced analytics to develop aggregated global data and insight across all products, suppliers, and customers. The use of data and analytics allows visibility to support identifying and managing quality-related supply chain disruption. Data insights are shared with suppliers and customers about issues which may impact food safety or quality. Examples include availability or quality of ingredients relating to current or developing issues, including political unrest or climate change.

The Group is driving forward with its refreshed digital strategy and application roadmap focused on structuring a resilient digital supply chain that meets customers' evolving needs. In 2024, we improved our resilience even further, moving our core systems to the cloud and rolling out innovative new services across the markets. The Group is continuing to:

- Utilise artificial intelligence, machine learning, improved user interfaces, and expanded data analytics to enhance supply chain efficiency.
- Prioritise resilience, security, and mobility to strengthen communication portals with our customers and suppliers.

- Implement a global data management platform that promotes collaboration and enables efficient stock level management and response to market volatility. This platform will provide global visibility and reporting across all market domains.
- Extend our reach to offer supply chain services to a wider variety of customers.
- Leverage global synergies across markets to accelerate speed to market when delivering new services.
- Adopt a comprehensive cybersecurity resilience framework to protect against evolving threats and reduce cyber risk.

### **Employees**

Our people are at the heart of everything we do. That's why it's the first pillar in our global business strategy. We strive to create an environment of true connection and care by building programs that better enable us to action People First in every facility and office that proudly bears the Martin Brower name. From strengthening our engagement and development opportunities to building a more inclusive organization to reinforcing a culture of safety and wellness – we're always asking ourselves, how can we be better?

When it comes to engaging and developing our people, we aim to create an environment where everyone can achieve their highest potential. Through career development opportunities, our annual talent and performance management cycle, and our commitment to promoting from within, we aim to help our Team Members grow and reach their career goals. In 2024, we continued to leverage experience maps for key leadership positions to help HR and senior leaders build better development plans for people moving into new roles. We also continued to strengthen engagement with our people. In 2024, we spent time in many of our facilities, hosting employee roundtable discussions and doing driver ride-alongs to better understand how we can improve employee engagement. We continued our town hall format that provided an opportunity for leadership to share critical updates with a wider audience of employees and to answer their most pressing questions.

One of the Group's most important People First priorities is workplace safety and employee wellbeing. Martin Brower exemplifies "putting people first" through its safety and wellness programs. The Group continues to use new technology, tools, and training to reinforce safe practices that reduce injuries, to share safety tips, provide mental health and physical wellness resources both on the job and at home, and to support the right to disconnect.

We recognize that the unique abilities, experiences, and cultural backgrounds of our team members will help us innovate and deliver a sustainable future. We also aim to foster an unrivalled culture of inclusion throughout our organization, one that embraces similarities and differences. Martin Brower has a comprehensive set of employment practices designed to achieve that objective. In particular, Martin Brower's equal opportunities policy is designed to create an environment in which all employees are encouraged to develop their individual potential, whatever their sex, race, religion, colour, age, or disability. The same opportunities for training, career development, and promotion are available to all employees, including those with disabilities, insofar as that disability does not prevent them from performing their job or any suitable alternative available job. Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of staff members becoming disabled, every effort is made to ensure that their employment with the Group continues and that appropriate accommodations are arranged. In 2024, our Diversity, Equity, and Inclusion Council continued to make progress in a number of areas to help drive our organisation towards a stronger, more inclusive Martin Brower. For example, in a market where nouns are either feminine or masculine, we changed all job descriptions and job postings to include both feminine and masculine versions of job titles.

Thanks to efforts like these, we have been recognized as an employer of choice in every market we operate. In 2024, we are proud to report that five of our markets were recognised as a Great Place to Work, with France, Korea, and the UK markets additionally receiving other leading national employment recognition and accreditation.

### **Business Conduct**

Ethics are the cornerstone of our business; it is a core policy to comply with all applicable laws and to maintain the highest level of ethical conduct when conducting business. The UK Group complies with all applicable anti-bribery, anti-corruption, and anti-slavery laws, including child labour laws, in the countries in which it operates.

Martin Brower has an Office of Ethics and Compliance, which serves to uphold our guidelines for business conduct and company values daily. The Office of Ethics and Compliance maintains a 24/7 Ethics Hotline number and e-mail and has a strict non-retaliation policy for potential issues reported in good faith. Martin Brower offers several ethics training courses and workshops on ethical business leadership and administers an annual mandatory ethics certification.

### **Group**

Senior leaders from each company within the Group participate in periodic meetings to align on the strategic vision and long-term goals and discuss key priorities and initiatives, considering all relevant shareholders. A mid-year strategic review reaffirmed its relevance and applicability amid ongoing supply chain disruptions and market volatility. Consequently, there were no significant strategic changes impacting group operations in 2024.

The Company regularly engages with its parent, wholly owned affiliates, non-controlling interests, and minority interest partners to review and approve distributions and capital allocation across the business.

### **Community and Environment**

Martin Brower is dedicated to strengthening the communities in which our people and customers work, live and play. We are also committed to conducting business in an ethical manner and complying with all applicable anti-bribery, anti-corruption, and anti-slavery laws, including child labour laws, in the countries in which we operate.

To support these commitments, the Group provides key opportunities for team members to make a difference by serving as vibrant ambassadors, providing sponsorship, fundraising, and volunteering support when and where it is most needed. In 2024, our team members contributed to many worthy causes in their local communities, including through:

- Toy and clothing drives
- Financial donations to support local charities
- Food drives
- Fundraising events
- Employee payroll deductions to support Ronald McDonald House Charities (RMHC)

Additionally, in 2024, in partnership with our customer, the Group donated over 300 tonnes of food to local Ronald McDonald House Charities, food banks, and schools.

Martin Brower is proud to be a signature supporter of Ronald McDonald House Charities® (RMHC) – an independent non-profit organisation that provides a range of support to seriously ill children and their families when they need it most.

The Group is proud to have volunteered thousands of hours, supported hundreds of events, and donated £248k.

In 2024, Martin Brower launched the Moving Communities Forward initiative that challenged global employees to volunteer 20,000 hours collectively. Employees around the world exceeded the goal and volunteered more than 21,300 hours, with the Group contributing almost 8,000 of these hours.

**This statement has been approved and is fully supported by the Board of Directors.**

**18th June 2025**