

SECTION 172(1) STATEMENT

This statement describes how the Members of the Board of Directors of the Company (the 'Board') fulfil their obligations under section 172 of the Companies Act 2006.

Section 172 requires that a Director of a Company acts in a way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members, and in doing so have regard (amongst other matters) to the following factors:

- (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, clients and others;
- (d) the impact of the Company's operations on the community and the environment;
- (e) the reputation for a high standard of business conduct; and
- (f) the need to act fairly as between members of the Company.

The Directors confirm that during the year under review, they have acted to promote the long-term success of the Company for the benefit of its shareholder, having due regard to the likely consequences of any decision in the long term and the broader interests of other stakeholders.

Due to the size and scale of the Company, the Directors delegate authority for the executive management of the Company to the Company's senior management. The Directors routinely monitor the delegation of authority, ensuring that it is regularly updated, while retaining ultimate responsibility.

Consequence of any decision in the long term

The Company is an indirect subsidiary of Deloitte NSE, a member firm of Deloitte Touche Tohmatsu Limited ('DTTL'). As part of Deloitte NSE, the Company has adopted the Deloitte Shared Values (see the Statement of Corporate Governance Arrangements for these shared values) which demonstrate how the Company will realise its ambition and grow value for all its stakeholders.

The Directors recognise that the decisions they make today will affect the Company's long-term success and are guided by Deloitte's Shared Values in the decision-making process, specifically, the balance between short-term and long-term investments. Certain values ('Lead the way' and 'Collaborate for measurable impact') incorporate our aim to identify and develop new business opportunities that will facilitate sustainable growth in the future.

Interests of employees

Employees have a crucial role in delivering the Company's strategy and creating value, therefore, the maintenance of a diverse and highly skilled workforce is key to the Company's success.

To this end, the Company works to attract, develop, and retain talent equipped with the right skills and employees are always considered as part of executive management's discussions and decision-making.

The Directors are committed to continuous talent development; equal opportunity, fair pay practices and fostering an inclusive culture; and safe and healthy work environments. During the year, employee health, safety, and wellbeing, learning and development as well as diversity and inclusion have been a prominent focus of management discussions. Communication channels with employees and other stakeholder relationships during the year are summarised in the next section.

Fostering business relationships with our key stakeholders

Clients

Understanding the needs of the Company's clients in a dynamic and changing marketplace helps it to provide more relevant and effective services.

Engagement with the Company's clients includes:

- Continued development of services across each industry sector;
- Experienced Marketing and Bid teams;
- Analysis of client renewal cycles and new business opportunities;
- Appointment of relationship managers across key clients; and
- Social media engagement and online tools, including newsletters and thought leadership content.

The Company continues to be a market leader in areas such as Enterprise Resource Planning and delivering major programmes that involve complex change in digital and data transformation.

In addition to advising clients to adopt certain technologies to solve a problem, we also implement and operate these technologies for them. This is key to enabling our clients to deliver the value they have promised to their own stakeholders, whether that be clients, shareholders, or wider society. From cloud technology, to building an ecommerce platform or adopting an AI tool, our capabilities continue to evolve.

Deloitte NSE continues to invest in its technology, including GenAI tools, to work with clients to adapt and transform with digital technologies, building new digital solutions and embedding the right tech to create value in businesses and public services. In addition, our expertise in ESG regulation and reporting has enabled our clients across industries to make a real impact on their journey to net zero.

By focusing on our clients' biggest issues, we support them in delivering meaningful change, for example, achieving digital transformation ambitions, meeting sustainability and climate commitments, or adapting business models in response to the geopolitical and regulatory landscape.

The Company remains committed to driving the kind of transformation needed by our clients, society, and the planet.

Employees

The company seeks to inform and consult with its employees regularly to involve them in the success of the business and to reward their efforts accordingly.

Engagement with the Company's employees includes:

- Annual engagement surveys e.g. Engage for Change surveys, town halls, webinars and dedicated health and wellbeing campaigns;
- Deloitte intranet and local sites;
- Regular team and one-to-one meetings and continuous training and professional development; and
- Business resource groups and focus groups.

The Company's culture of listening has continued to improve. Prioritising our efforts where it matters most for our people, including listening to the feedback from our inclusion council and our twelve diversity networks to guide our efforts on diversity and inclusion. The Company has prioritised investing in our people, including their wellbeing and ensuring that they have the support they need through important moments in their lives. In the current year, the Company has continued to invest in reward, including the introduction of an enhanced package of family-friendly policies with an equal family leave policy to better support colleagues who have become new parents, paid time off for fertility treatment, additional paid leave for parents of babies receiving neonatal care and further support for carers. In addition, Deloitte University EMEA, a world class learning and development facility that brings together people from across EMEA, has provided the Company's people leaders with a new targeted people leader development programme.

Suppliers

Certain services the Company provides to its clients depend on services and supplies it procures from different organisations.

Engagement with the Company's suppliers includes:

- Reporting of payment practices and payment terms;
- Contractor surveys, workshops, site visits and direct conversations; and
- Regular meetings with key/preferred suppliers of business support services.

Communities

The Company is committed to addressing some of society's most pressing challenges by supporting local communities through facilitating its professionals to use their skills and expertise to help people and organisations. Engagement with the Company's communities includes social investment programmes, volunteering or working on pro-bono work and fundraising.

Specific initiatives include:

- 5 Million Futures;
- Partnering with the Earthshot Prize; and
- WorldClimate.

A further description of these activities is located at the Deloitte LLP 2025 Annual Report website at: <https://www.deloitte.com/uk/en/about/governance/content/annual-review-2025.html>

Impact of operations on the community and the environment

The sustainability strategy programme is Deloitte NSE's commitment to achieve science-based net zero across its operations and value-chain, drive responsible climate choices within the organisation and be a catalyst for change. Deloitte NSE's near-term (2030) greenhouse gas reduction goals have been validated by the Science Based Targets initiative (SBTi) as 1.5 degrees Celsius-aligned, science-based targets. Deloitte NSE has also committed to set long-term emissions reduction targets based on the guidelines set out in the SBTi Corporate Net-Zero Standard. This encompasses collaborating with clients, alliance partners and suppliers with the goal of reducing our carbon footprint. Please refer to the Non-financial and Sustainability Information Statement on pages 6 to 16, for further information on the policies and initiatives designed to minimise the Company's environmental impact.

Maintaining high standard of business conduct

Each of the member firms of DTTL is required to conduct business in accordance with applicable laws, regulations, and professional standards, providing quality service to clients and building trust and confidence in all markets the Company operates in. In addition, Deloitte NSE implements internal policies and standards to address important professional behaviour that may not be governed by professional requirements. Deloitte NSE has an ethics program which provides support to build ethical judgement and decision-making skills in all employees, further supported by a detailed local code of conduct easily accessible to all staff. Deloitte NSE has an appointed Ethics Officer and provides ethics training and channels for consulting on difficult issues and reporting suspected misconduct.

In light of its business and ownership, the Company aligns itself with those goals, and the Board therefore takes all decisions with the aim of maintaining the Company's reputation for high standards of business conduct. The Board promotes a culture of upholding the highest standards of business conduct and regulatory conduct and ensures these core values are communicated to the Company's employees through the organisation's intranet and regular email communications and embedded in the Company's policies and procedures and employee induction and training programmes.

Acting fairly between members

The Company's direct sole shareholder is D&T Consulting Holdings Limited and the ultimate parent undertaking and controlling party is Deloitte NSE LLP. As these entities are part of the DTTL group, the interests of these entities are generally very closely aligned.

Decision-making in practice

During the current year, the Board approved several key transactions outlined below. In making these decisions, the interests of and the impact on all stakeholders were considered.

Interim dividends, shares issued and financing

The Directors recommended an interim dividend of £175 million (2024: £38.6 million) in the current year (Note 8) and issued 87.5 million new ordinary shares in exchange for cash of £87.5 million (Note 16) and received a £87.5 million unsecured term loan from its immediate parent D&T Consulting Holdings Limited. In making these decisions, the Board considered a range of factors. These included the long-term viability of the Company; its expected cash flows; the ongoing need for strategic investments in the business and its workforce and the market outlook, as well as the expectations of its immediate parent company and intermediate parent, Deloitte LLP.



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