

Corporate Governance Report

Directors' Report

Under the requirements of the Companies Act 2006, we are pleased to present the Directors' Report for the year ended 31 December 2024. The report does not include matters of strategic importance which are disclosed in other parts of the Annual Report and referenced accordingly.

Directors

The Directors who served the Company during the year and thereafter were as follows:

P Cobian (resigned 24 July 2025)
E Medina Malo
L M Schuler
M D Hardman (appointed 28 July 2025)

The Directors of the Company have been indemnified against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third-party indemnity provision is in force for Directors serving during the financial year and as at the date of approving the Directors' Report.

Corporate Governance Statement

Details of our governance arrangements are set out in a separate Corporate Governance Statement, shown from page [34](#).

Stakeholder Statement

Details of how we have fostered business relationships with suppliers, customers, and other stakeholders and the effect on principal decisions can be found in the "Stakeholder Interaction – S172(1) Statement" from page [15](#) and the Corporate Governance Statement from page [34](#).

UK Employee Engagement Statement

We solely operate in the UK and our people are based in the UK, apart from a small number of employees under specific circumstances. Details of our people engagement and how we have had regard to matters of concern to them can be found in the Employees section of the Strategic Report on page [10](#) and in Principle 6 of the Corporate Governance Statement on page [36](#).

Energy and Carbon Report

Disclosures concerning greenhouse gas emission, energy consumption and energy efficiency are done at a Group level and are contained in the Streamlined Energy and Carbon Statement of VMED O2 UK Limited's Consolidated Annual Report for the year ended 31 December 2024.

Dividends

The Company did not pay any dividend during the financial year ended 31 December 2024 (2023: nil).

Political Donations

In accordance with VMED O2 policy, no political donations were made or political expenditures incurred in accordance with the Companies Act 2006 during the financial year ended 31 December 2024 (2023: nil).

Research and Development

Details of our Research and Development during the year ended 31 December 2024 are included in VMED O2 UK Limited Consolidated Annual Report and Financial Statements for the year end 31 December 2024 published on the website.

Financial Risk Management Objectives, Policies and Exposure

Details of the Group's approach to financial risk management objectives and policies are set out in the "Our Risk" section of the Strategic Report on page [19](#).

Capital Structure and Rights Attached to Shares

The details of the Company's capital structure including the rights attached to shares is detailed in note 22 of the financial statements.

Going concern

Notwithstanding net current liabilities of £1,334,737 thousand as at 31 December 2024 (2023 Restated: net current liabilities of £1,074,738 thousand) and a profit for the year then ended of £128,000 thousand (2023 Restated: profit of £26,942 thousand), the financial statements have been prepared on a going concern basis, which the Directors consider to be appropriate for the following reasons:

It is not VMED O2's practice to prepare forecasts and projections for individual entities that are wholly-owned by the group, as operational and financial management is undertaken at a group level. Treasury operations and cash management for all of VMED O2's wholly-owned subsidiaries are managed on a group basis. As part of normal business practices, regular cash flow forecasts for both short and long term commitments are undertaken at the group level.

Forecasts and projections which take into account of reasonably possible downsides in trading performance, prepared for the group as a whole, indicate that cash on hand, together with cash from operations and the revolving credit facility, are expected to be sufficient for the group and hence the Company's cash requirements through to at least 12 months from the approval of these financial statements. The group has indicated its intention to continue to make such funds available to the Company as are needed. In addition, VMED O2 UK Limited has formally indicated, through a letter of intent, its intention to support the Company financially and that it does not intend to seek repayment of the amounts currently due to the Group, which at 31 December 2024 amounted to £2,506,127 thousand, during the going concern assessment period.

Whilst the detailed cash flow forecasts are prepared at the group level, the Directors have also assessed the position of the Company. This assessment indicates that, taking account of reasonably possible downsides, the Company will have sufficient resources, through funding from fellow subsidiary companies, to meet its liabilities as they fall due for that period.

As with any Company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements and have prepared the financial statements on a going concern basis.

Disclosure of information to auditor

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors and the Company's auditor, each Director has taken all the steps that he/she is obliged to take as a Director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

KPMG LLP will be reappointed under section 487(2) of the Companies Act 2006.

This report was approved by the board on 4 September 2025 and signed on its behalf by:



E Medina Malo
Director