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Section 172 Statement

The directors, in the performance of satisfying their obligations set out in section 172 Companies Act 2006, are under a duty to act in good faith for the benefit of its shareholders whilst having regard to and promoting the long-term success of the company. When making key decisions, the directors have considered the impact of business decisions on key stakeholders and the importance of maintaining high standards of business conduct. The directors continue to conduct its operations with integrity and fairness, in accordance with the group's Code of Conduct, which sets out the principles and values that guide how the business maintains the highest ethical and legal standards.

For administrative efficiencies, key stakeholder engagements of the company (which is part of the Virgin Media O2 group) are conducted at group level, led by members of the executive management team (each referred to as an executive sponsor). Each executive sponsor heads a business division and has delegated authority to manage the day-to-day matters within their division. Each executive sponsor is supported by specialist teams who are responsible for understanding the requirements of the key stakeholders and ensuring that the executive sponsors and the directors are fully informed on such matters before making key strategic decisions. Details of the group's stakeholder relationship and engagement can be found in the Corporate Governance Report of the consolidated Annual Report of VMED O2 UK Limited for the year ended 31 December 2024.

In discharging their responsibilities as directors of the company, the directors have adopted the Virgin Media O2's group governance framework. In addition to considering best practice, the directors have also taken into account the interest of key stakeholders when making decisions to promote the long-term success and sustainability of the company. As an example, the directors considered the long-term success of the company and its wider stakeholder in making the decision to propose a resolution to the sole shareholder for the capital reduction by way of the cancellation of the share premium account in order to create distributable reserves.

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

Julia Boyle

J L Boyle
Director

Date: 3 September 2025