Miroma Holdings Ltd – FYE June 2025

Section 172 of the Companies Act 2006

The directors are fully aware of their duty to promote the success of the Group for the benefit of its members as a whole in accordance with section 172 of the Companies Act, and in doing so to have regard to the matters set out in section 172(1) (a) - (f).

The Board delegates day-to-day management and decision-making to its senior management team, but it maintains oversight of the Group's performance, and reserves to itself specific matters for approval. Then, by receiving regular updates on business performance, activities and objectives, the Board monitors that management is acting in accordance with agreed strategy. Processes are in place to ensure that the Board receives all relevant information to enable it to make well-judged decisions in support of the Group's long-term success. Details of the decisions and activity in the year are shown in review of business on page 1.

Achieving long-term value for our shareholders

The Board recognises the critical importance of open dialogues and fair consideration of the Group's members. We communicate with our shareholders through our annual report and accounts and face-to-face meetings.

Investing in people

Our employees are the driving force behind our purpose and growth. Our success is driven by the talent and effort of our workforce. We recognise that interaction between the Board and senior management is crucial for maintaining the welfare of our people and future success. The Board holds regular meetings with senior management and in turn divisional heads are required to engage fully with their staff. Training budgets are included in all group companies.

The Board continues to monitor the effectiveness of the Diversity and Inclusion D&I policies, in line with the D&I statement.

The desirability of the Group maintaining a reputation for high standards of business conduct

The Group provides services to a wide range of clients. Each of the member firms of Miroma Group is required to conduct itself in such a manner as to advance the good reputation of the Miroma Group. The Board therefore takes all decisions with the aim of maintaining the Group's reputation for high standards of business conduct.

The need to act fairly as between members

The interests of the Miroma Holdings Ltd subsidiaries are generally closely aligned. Annual meeting of key group employee shareholders is held to provide information and answer questions.

Relationships with suppliers, customers and others

Our business relies on good relationships. Management is regularly briefed on new and existing client relationships. By nature, our business works in collaboration with our clients: we use agile processes and build business to better serve our client needs based on what they tell us. We have a zero-tolerance approach to practices which are at odds with our values and culture, for example corruption and bribery. We are committed to acting ethically and with integrity in all business dealings.

The environment and our communities

The Group is committed to minimising environmental risk and continual improvement of environmental performance through group operations. The Board is updated regularly through routine formal and informal reporting. The Board considers the long-term impact of its operations as part of its sustainability strategy. The Board recognises the importance of contributing to the local community and considers it a vital part of achieving our purpose. A number of actions are in progress including (but not limited to) an assessment of our direct carbon footprint, a review of our active client and supplier base and standardisation of policies and procedures.

The directors have considered the impact of climate change. There is no impact on the fair values or useful economic lives of assets and liabilities.