



NG Bailey



SECTION 172

STATEMENTS

SUBSIDIARY REPORTING

FOR THE PERIOD FROM

1 MARCH 2025 TO 27 FEBRUARY 2026

SUBSIDIARY REPORTING INCLUDING SECTION SECTION 172 STATEMENTS

In accordance with the Companies Act 2006, the following subsidiaries of NG Bailey Group Limited are required to prepare a statement in the strategic report of their financial statements which describes how the directors have regard to the matters set out in section 172 (1) (a) to (f) when performing their duties as a director under section 172 of the Companies Act 2006 (commonly known as a “section 172 statement”):

- NG Bailey Limited
- The Freedom Group of Companies Ltd.
- NG Bailey Facilities Services Limited
- NG Bailey IT Services Limited
- OSM Ventilation Limited
- NGBF Holdings Limited

The section 172 statement must be made available on a website. As the companies are under common control and management, the section 172 statement is identical across the subsidiaries and has been included below.

Section 172, Companies Act 2006

In line with Section 172 of the Companies Act 2006, the Board's priority is to ensure that the Directors have acted both individually and collectively in a way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole with regard to all its stakeholders and maintaining a reputation for high standards of business conduct. In carrying out this duty during the period, the Directors have had regard for, amongst other matters, the areas set out in the table overleaf.

The Company is part of the NG Bailey Group and the Directors are also directors of the ultimate parent company, NG Bailey Group Limited. Consequently, much of this reflects group-wide governance and activity and further information can be found within the NG Bailey Group Limited financial statements.

Area of consideration Demonstrated by

Reputation of the business



The NG Bailey Group has a proud heritage and a proven track record of achievement spanning more than 100 years. We are a business founded on our values of Passion, Integrity, Responsibility and Excellence, which guide the Company's strategy, decision making, processes and culture. The Directors recognise that maintaining a strong reputation is fundamental to the long-term success of the Company and believe that this is best achieved through robust governance, high standards of business conduct and responsible decision making on a day-to-day basis. The Directors actively consider the impact of their decisions on the Company's reputation and relationships with key stakeholders, including employees, customers, suppliers and the wider community, when reviewing strategy, performance, risk management and major business decisions.

Our shareholders and wider family



The Company is a subsidiary and part of the family-owned NG Bailey Group. The Bailey family's Guiding Principles set out their long-term aspirations for the business, including leadership excellence, being a great place to work and acting as a responsible business. The Directors seek to align the Company's strategic direction with these Guiding Principles to support the long-term success and sustainability of the business.

The Group's Chair and the two family non-executive Directors provide the primary routes for communication between the Group and the shareholders, ensuring appropriate oversight, engagement and alignment on key strategic matters. An understanding of the NG Bailey Group shareholders' expectations and priorities is gathered through a programme of communications with the shareholders and wider family.

Impact on communities and the environment



We recognise our responsibility to operate in a way that contributes positively to the communities and society in which we work, and consider the impact of the Company's activities on local communities, society and the environment when reviewing strategy, performance and significant business decisions. We have established communication channels with communities to listen to their views and we support our employees, customers and suppliers in their charitable and voluntary activities and community projects, recognising the role these play in delivering positive social impact.

During 2025/26, the Group refreshed its Responsibility and Impact strategy, aligned to the *Journey to 2030* strategy. This refreshed approach provides greater clarity on how responsibility and impact are considered alongside commercial performance, and how these considerations are embedded into decision making and delivery across the business. A key element of the strategy is the important role the Group's capabilities play in supporting the decarbonisation of the UK economy, through the delivery of services that enable low-carbon buildings and infrastructure, strengthen resilient and sustainable transport and power networks, and support measurable reductions in emissions for customers. The Group has long standing commitments to reducing its environmental impact, including science-based carbon reduction targets approved by the Science-Based Targets initiative (SBTi). Together, these commitments support long-term value creation and reflect the increasing importance of responsibility and impact to the Group's customers, partners and other stakeholders.

Strategy and long-term impact



The Directors of the Company, by virtue of their positions on the NG Bailey Group Limited Board, consider the likely consequences of their decisions on the long-term success and stability of the Company when making strategic and significant operational decisions throughout the period. Long-term considerations are embedded into the Group Board's agenda through standing items, including health and safety, operational and people matters, financial performance, strategy, risks and opportunities, market conditions, cyber security and sustainability.

The Group's strategy, *Journey to 2030*, provides a clear long-term framework for sustainable growth and value creation, balancing financial performance with investment in people, responsible business practices and effective risk management. The Group Board reviews and approves the Group's strategy annually and monitors progress against strategic priorities through regular reporting on financial and non-financial performance.

Strategic decisions are informed by the Group's risk management framework (and its application with the Company), which supports the identification and assessment of risks and opportunities and their potential impact on the Group's long-term objectives.

Relationships with employees



The Directors recognise people are central to the Company's long-term success. The Company seeks to create a positive, inclusive and engaging working environment aligned to the NG Bailey Group's values. During the period, the Ways of Working Charter was introduced, which sets out a shared understanding of expected behaviours and ways of working across the Group. The Company engages regularly with employees through a range of communication channels, including leadership briefings, internal communications and team level engagement. Employee feedback is gathered through the annual employee survey, alongside other formal and informal channels, and is used to inform decision making, policy development and organisational priorities. The Company continually reviews and updates its people offering to ensure it remains competitive, relevant and supportive of employee wellbeing.

Relationships with suppliers



Our supply chain partners play a key role in the long-term stability and success of the Group. We recognise the importance of managing our supply chain in a responsible and sustainable way and of maintaining strong, collaborative relationships with suppliers and subcontractors. The Company seeks to work with supply chain partners who share its commitment to high standards of safety, quality, ethical conduct and sustainability. During the period, the Company continued to enhance its approach to supply chain management, including the implementation of a new supply chain management system, providing improved visibility, consistency and control across supplier onboarding, performance management and risk assessment. The Company recognises the importance of paying its supply chain on time, as demonstrated by our payment performance metrics which are consistently industry leading. This approach supports supply chain resilience, responsible procurement practices and long-term value creation for the Company and its stakeholders.

Relationships with customers



We seek to build and maintain long-term, trusted relationships with customers by delivering projects and services that meet customer requirements and expectations, supporting the Company's reputation for reliability, quality and responsible delivery. The Company engages with customers through regular contract delivery meetings, account management processes and formal feedback mechanisms, using this insight to support continuous improvement and inform future decision making. Customer feedback and market insight help shape service delivery, commercial approach and strategic priorities, supporting repeat business and long-term partnerships across the Company's chosen markets. We have long-standing relationships with many of our customers and customer retention rates remain high across the business.



NG Bailey



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