

NATIONAL EXPRESS INTERMEDIATE HOLDINGS LIMITED STRATEGIC REPORT (CONTINUED)

On 17 May 2022 the Company received dividends of \$4,647,422.94 from National Express North America Holdings Limited and \$188,853.14 from National Express Group Holdings Limited, both wholly owned subsidiaries of the Company. The Company subsequently paid dividends of the same value to its parent company, National Express Group PLC.

On 20 May 2022 the Company received a dividend from National Express European Holdings Limited, a wholly owned subsidiary, of £37,710,558. The Company subsequently paid a dividend of the same value to its parent company, National Express Group PLC.

In the prior year, on 31 May 2021, the Company issued 89,817,745 new ordinary shares of £1 each in the capital of the Company to the Company's parent, National Express Group PLC, for a total subscription amount of £89,817,745. Following this, the Company made an additional investment in one of its subsidiary companies, National Express Group Holdings Limited, of £89,817,745.

S172 statement

This statement is made in accordance with section 414CZA Companies Act 2006 (as amended).

In accordance with their duties under section 172(1) Companies Act 2006, the Company's Directors have collectively, and individually, acted in a way that they consider, in good faith, promotes the success of the Company for the benefit of its members as a whole.

In doing so they have had regard for all of the factors specified in s.172(1)(a) to (f) Companies Act 2006 and given due attention and prominence to each of these factors, as demonstrated below:

(a) The likely consequences of any decision in the long term

As a wholly owned subsidiary and in line with the duty to promote the success of the Company for the benefit of its shareholder, the Company must also have regard to the overall strategy and direction of the Group. Any decisions are considered from the perspective of the Company, ensuring that decisions are beneficial to its stakeholders as well as having regard to the long-term sustainable success of the Group as a whole. This is particularly relevant to the Company when making decisions on supporting subsidiary companies through making liquidity available to them or subscribing to new shares, when the appropriateness of the structure over the longer term must be considered. For example, in May 2022 the Company assisted in a Group-wide reorganisation of intra-group lending through restructuring activities such as issue of share capital, repayment of existing debt, and receipt and payment of intra-group dividends.

(b) The interests of the Company's employees

The Company does not have any employees, with the Company's parent managing the Group-wide Human Resources (HR) function. The Group HR & Communications Director is leading on the Group's HR strategy across the Group's divisions, including the wholly owned subsidiaries of the Company. A key facet of the Group's strategy is to be the employer of choice, and the UK's trading subsidiaries are an accredited National Living Wage employer.

(c) The need to foster the Company's business relationships with suppliers, customers and others

As an intermediate holding company, the Company's main customers are other members of the National Express Group. The Company works closely with its subsidiaries regarding liquidity requirements and ensuring their capital structure and funding levels remain appropriate. During the year the Company received dividends from various subsidiary companies, and paid dividends to its sole shareholder, National Express Group PLC, and also made incremental investments in subsidiary companies.

(d) The impact of the Company's operations on the community and the environment

The Group's strategy is to be the world's greenest mass transit operator, and our environmental strategy and associated targets and metrics are determined and monitored by the Company's parent. Information on the Group's environmental strategy can be found on the National Express Group website or the 2022 annual report. The Company's directors are members of the Global Sustainability Steering Group who collectively lead on driving the environmental agenda forward across the Group, including the wholly owned subsidiaries of the Company.

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(e) *The desirability of the Company maintaining a reputation for high standards of business conduct*

Organisational values, culture and ethical standards are driven the Company's parent and followed across the Group. Examples from 2022 in this area can be found on the National Express Group website or the 2022 annual report and included how the need to maintain a high standard of business contact underpinned the approach to a potential combination during the year.

(f) *The need to act fairly as between members of the company*

During the current year the Company maintained the liquidity facilities provided to subsidiary companies, as part of the Group's continued support of its trading companies, and also paid dividends to the sole shareholder during the year. In addition, the Company issued new ordinary shares to the sole shareholder and with the proceeds provided a further investment in a wholly-owned subsidiary of the Company after reviewing & noting the intended use of the proceeds by the subsidiary. In this way the Company ensures that its sub-group of subsidiaries is financed in the most appropriate way and has sufficient liquidity to support its operations.

Key performance indicators ("KPIs")

The Company is an intermediate holding company for National Express Group PLC. For this reason, the Company's Directors believe that analysis using KPIs for the Company is not necessary or appropriate.

Principal risks and uncertainties

As the Company only acts as a holding company, its risks are derived from its subsidiary companies, as described below:

The Company's subsidiaries operations are financed principally by group loans and, to a lesser extent, by a mixture of share capital. In addition, various financial instruments, for example debtors, prepayments and accruals, arise directly from the Company's subsidiaries operations.

It is, and has been throughout the year under review, the Company's subsidiaries policy that no trading in financial instruments shall be undertaken.

The principal risks arising from the Company's subsidiaries financial instruments are credit risk, liquidity risk and interest rate risk. The board of the ultimate parent undertaking reviews and agrees policies for all of the Company's subsidiaries managing each of these risks. These policies have remained unchanged throughout the year and since the year end. Further information can be found in the Principal risks and uncertainties section of the National Express Group plc 2022 annual report. Details of how to obtain a copy of the report can be found in note 13.

Approved for issue by the board of directors


J Stamp
Director
26 May 2023