

# Section 172 (1) Statement

The following statement is an extract from the Strategic Report of the Autovista Bidco Limited financial statement for the year ended 31 December 2021 which are available from UK Companies House website. Page references in the statement refer to pages of those financial statements.

## Section 172 (1) Statement

The directors have considered their duty under section 172 of the Companies Act 2006 to act in good faith and to promote the success of the Company for the benefit of its shareholders as a whole. In particular, the directors have had regard to:

- likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others
- the impact of the Company's operations on the community and environment
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between shareholders of the Company.

This section of the report summarises the Group's governance structure, which covers the values, and behaviours expected of its employees, engagement with stakeholders and how the directors look to ensure that the Group make decisions that drives long-term value creation.

## Decision making, values and governance

- The board is comprised of six highly experienced directors including two executive directors, three non-executive directors and the Chairman. Each member of the board has a vast depth of experience from differing career backgrounds. Whilst there are certain matters that are reserved for the board (or investors), the board otherwise exercises day-to-day decision making through delegated authority to the Executive Management Team and employees. This authority is set out, and continually updated, in the Group Authority Framework ("GAF").
- The principal decisions made by the company during the financial year were:
  - The acquisition of shares in Riio Marknad & Strategi AB (EV-volumes). EV-volumes is a leading provider of sales and forecast data relating to electric vehicles with a global data reach and customer base. The acquisition brings a complimentary dataset in a high growth area of the Automotive market. This business is expected to drive further shareholder value and greater insight to Autovista customers. Whilst the EV-volumes employees will join the Autovista Group, it is not expected that there will be any other material impact on current employees of EV-volumes as a result of the acquisition.
  - The launch of a new dealer product - Sales Solution Module (SSM). SSM was launched in the UK as the first milestone in a wider European rollout. SSM allows dealers access to valuations, live retail prices and repair estimates. It enables

customers to pinpoint the precise value of a vehicle at a glance as well as judge its market appeal and manage KPIs including stock days. This new product consolidates and enhances our product offering in line with our strategy, and it is expected that this product will transform the way that dealers are able to access business-critical pricing information.

- The launch of Autovista24. Autovista24 is a news analysis and cutting-edge multimedia content platform providing a vast amount of specialist high-quality analytics, interactive dashboards, and a wealth of information for Europe's automotive decision-makers.

Suppliers, customers, community and the environment are expected to be positively impacted by these decisions. Further details of stakeholder engagement are given later in this report.

- The Group's values of Trust, Integrity, Innovation, Openness, Inclusion and Respect were chosen by employees and are core to the Group and set the tone for how employees treat each other and customers. These values are consistently referenced in employee communications, training and a quarterly awards scheme that recognises employees that demonstrate these. These values together with the approach to flexible working has helped develop the framework of the Group's culture, which is reinforced through the actions of the Executive Management Team.
- The Group has a clear strategy which has been communicated to all employees throughout the business. This strategy ensures that all employees are clear on the focus of the business both in short term and long term (following five years). Each year, the Board undertakes a detailed review of the Group's strategy including the business plan for the following five years. Once approved by the Board the plan and strategy form the basis for financial budgets, resource plans and investment decisions. The board typically meets monthly to review the performance of the Group, engages in strategic discussions, approves plans of action to provide support to the Group through its various stages of growth and maintains an oversight of risk and compliance.
- The directors operate alongside a dedicated Group Risk and Compliance (GRC) and Legal team which is responsible for identifying, managing and reporting risk across the Group, ensuring compliance with policies, laws and regulations that govern the Group's operating activities and supporting appropriate governance and decision-making. This also includes Business Continuity Planning across the Group with the aim of ensuring the safety of employees and the continued ability to operate under adverse trading conditions including a global pandemic, severe weather, virus threats or global conflict. The risk framework includes a number of Group policies which help support s172 requirements including the Anti-slavery and Human Tracking policy, Anti-bribery, Anti-facilitation of tax evasion and Whistleblowing policies. These policies are available on the Group intranet and have been included in training sessions. During the year, the company launched a series of GRC training modules covering Governance, Risk and Compliance, Anti-Bribery and Corruption, Modern Slavery, Anti-facilitation of Tax Evasion, and Cyber Crime Awareness. Over 92% of all employees in the Group had completed these modules at the date of this report.

## Stakeholder engagement: Investor, employees, customers, suppliers and community and environment

- Investor – investors holding a majority of all investor-voting shares are entitled to appoint any number of persons as investor directors. The quorum for Board meetings requires one investor director to attend. There were eleven regular Board meetings in 2021 and at each meeting at least one investor director was present. The Board is committed to openly engaging with its investors through regular meetings and calls so that the investors understand the strategy and objectives and any feedback, issues or questions can be properly considered.
- Employees - the Group's employees are fundamental to the success of the business and the Group strives to be a fair, equitable and inclusive employer in its approach to pay, benefits and career development. As a "Fully Flexible" (remote working) organisation, our goal is for our people to feel free to work where, when and how they choose to enable colleagues to balance their personal interests with their work commitments and deliverables, to support a happier and healthier way of life. In our high-performing culture, performance is judged on output and colleagues are trusted to manage their working time effectively to meet work deadlines and goals whilst ensuring that their wellbeing is prioritised. In 2021, Autovista Group launched a health and wellbeing platform for all employees to access training and undertake workstation risk assessments to ensure they are working safely and comfortably at home. The platform includes mental health awareness training for all colleagues. Mental Health is further supported via a team of trained Mental Health First Aiders and access to the Group's Employee Assistance Programme. The Group has a schedule of online social events available throughout the year to all employees via its Autovista Connects initiative. Examples of two-way employee involvement include 'Town Hall' webinars, an active Employee Forum (with representatives from each country), local staff boards, employee feedback surveys and daily Group-wide communication through the company intranet "Chassis", which includes business news, people news, tools and resources, with over 85% of our employees actively engaging with the site on a regular basis. Autovista Group has a strong in-house Learning & Development programme, giving employees the opportunity to learn, reach their potential and develop successful careers in a company they can be proud to be a part of. In 2021, the Group's Learning & Development team delivered 48 courses comprised of 129 training sessions that reached over 86% of employees. The first wave of director training on "Directors' Duties and Corporate Governance" was rolled out for legal directors across the Group and the Executive Management Team, as a useful introduction or refresher of the duties of a legal director and best practice when it comes to corporate governance.
- Customers – the Group aims to provide high quality data and information to its customers and prides itself on developing high quality data products and services using innovation and proven research and development processes. The Group has a dedicated market research function responsible for working with customers to understand their business information needs prior to any new product development and at key points in the development process. This helps to steer the creation of new products and the redevelopment of existing ones, such as our Sales Solution Module.
- Suppliers - the Group aims to act responsibly and fairly in its engagement with suppliers and lenders since these parties are integral to the success of the business. Management monitors timely payment of supplier invoices on a monthly basis supported by business systems.
- The Group is required to meet once a year with its lenders and in practice, meetings with lenders are held on a regular basis to update on past performance and future expectations.

- Community and the environment – the Group has implemented an Environmental, Social & Governance (ESG) programme, enabling us to embed ESG into our corporate strategy. We have a dedicated ESG Steering Committee with representatives from across the business actively promoting and driving the programme, which includes sustainability, social responsibility, employee wellbeing, robust governance, and fundraising for our charity partner UNICEF. The programme is fully supported by the Executive Management Team and consists of three key objectives with goals under each objective:
  - Igniting Opportunity: We believe in social mobility and ensuring that whatever an individual's background or current circumstances, they have equal opportunity to pursue and fulfil their ambitions. We aim to tackle inequality wherever we see it, ensuring a fair outcome for all. During 2021, we completed our first Autovista internships programme and ran our first virtual work experience programme for disadvantaged young people in the UK. We have also granted all employees two paid volunteer days per year benefitting local charities and communities.
  - Championing future rights and skills: For our employees, our business, our customers and our community to succeed in the 21st century, we need to be inclusive, digital, carbon literate, and accessible - all of which champion our values and skills we develop through training and community investment. Our ESG team have been independently certified by the Carbon Literacy Project and have used these skills to develop an internal, comprehensive "Climate Change Essentials" training package which all employees will be required to complete during 2022.
  - Nurturing the environment to thrive: We appreciate that the impact of climate change falls most heavily on those least able to respond. We have a duty to lower our carbon footprint, while helping our community to build greater resilience. We have recently completed a company-wide carbon footprint assessment against all our scope 1, 2 & 3 emissions, which will enable us to achieve carbon neutrality by 2025. The first steps toward this goal that we have already completed include ensuring our data centre suppliers are using 100% renewable energy and implementing a travel policy and travel tracker for all employees.

On behalf of the board



G Catron

Director

28 April 2022