

Communications Networking Services (UK) (the “Company”)

s.172(1) Statement

Section 172(1) Statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a director to have regard, amongst other matters, to the:

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

In discharging its section 172 duties the Company has regard to the factors set out above. It also has regard to other factors which it considers relevant to the decision being made. Those factors, for example, include the interests and relationships with customers and suppliers. The Company acknowledges that every decision it makes will not necessarily result in a positive outcome for all stakeholders. By considering the Company’s purpose, vision and values together with its strategic priorities and having a process in place for decision-making, it does however, aim to make sure that its decisions are consistent and predictable.

As is normal for companies in a large group, the Company delegates authority for day-to-day management to executives and then engages management in setting, approving and overseeing the execution of the business strategy and related policies. It delegates to executive management to review the Company’s financial and operational performance, risk and compliance, and health and safety matters.

The views and the impact of the Company’s activities on the Company’s stakeholders (including its customers and suppliers) are an important consideration when making relevant decisions. While there are cases where the Board itself judges that it should engage directly with certain stakeholder groups or on certain issues, the size and spread of both the stakeholders and the BT Group means that generally stakeholder engagement best takes place at an operational or group level. The Company finds that as well as being a more efficient and effective approach, this also helps it achieve a greater positive impact on environmental, social and other issues than by working alone as an individual company. For details on some of the engagement that has taken place with the Company’s stakeholders so as to help the directors to understand the issues to which they must have regard, and the impact of that feedback on decisions, please see the stakeholder pages of the BT Group plc’s 2020 Annual Report.

During the period the Company received information to help it understand the interests and views of the Company’s key stakeholders and other relevant factors when making decisions. This information was distributed in a range of different formats including in reports and presentations on financial and operational performance, non-financial KPIs, risk, environmental, social and corporate governance matters and the outcomes of specific pieces of engagement.

As a result of this, the Company has had an overview of engagement with stakeholders and other relevant factors which allows it to understand the nature of the stakeholders’ concerns and to comply with the section 172 duty to promote success of the company.

One example of how the Company has had regard to the matters set out in section 172(1)(a)-(f) when discharging its section 172 duties and the effect of that on decisions taken is the approval of the adoption of BT Group Ethical Policies and Procedures. In making this decision the Board considered a range of factors. These included the requirement to act ethically, the needs and responsibilities to our customers and suppliers, as well the expectations of our members.