
Statement under section 172 of the Companies Act 2006

This statement, which forms part of the Strategic Report, describes how the Directors have had regard to the matters set out in section 172(1)(a) to (f) of the Companies Act 2006 (the “Act”) during 2023. The statement has been prepared in response to the obligations as set out in the Companies (Miscellaneous Reporting) Regulations 2018.

As required by section 172 of the Act, a Director of a company must act in a way s/he considers, in good faith, would most likely promote the success of the Company for the benefit of its shareholders. In doing this, the Director must 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;
- Company’s reputation for high standards of business conduct; and
- need to act fairly as between members of the Company.

In discharging our section 172 duties we have regard to the factors set out above. In addition, we also have regard to other factors which we consider relevant to the decision being made. As a Board our aim is always to uphold the highest standards of governance and conduct, taking decisions in the interests of the long-term sustainable success of the Company, generating value for our shareholders and contributing to wider society. Understanding our stakeholders is key to ensuring the Board can have informed discussions and factor stakeholder interests into decision-making. Those factors, for example, include the interests and views of our employees, suppliers and other members of our Group. By considering the Company’s Purpose, Compass and values, together with its strategic priorities and having a process in place for decision-making, we aim to make sure that our decisions are consistent and appropriate in all the circumstances. In particular:

- The strategy of the Group applies to the Company, as a member of the Group, and shapes the Company’s business operations and activities. Details of the Group’s long-term strategy can be found on pages 8 to 11 of the Group’s 2023 Annual Report, which does not form part of this report but is available at www.reckitt.com.
- We understand the importance of engaging with, and understanding the perspectives of, our workforce. Amidst the ongoing cost of living pressures, ensuring continued wellbeing for employees, both physical and mental, has been a high priority. We also recognise the benefits of personal interaction and informal discussions in learning more about the day-to-day operations; the development and execution of strategy and gathering direct insight into our culture and workforce engagement. For further details on how the Company has engaged with employees, please see page 5 of the Directors’ Report.
- The Company is committed to responsible and ethical corporate behaviour. This includes high standards of business conduct in our relationships. The Company operates under documented policies approved by the Group, including the Group’s Code of Business Conduct, Global Anti-Bribery Policy and Sourcing for Sustainable Growth Policy, and processes are in place to ensure compliance therewith. All employees of the Company engage in regular training on ethics and compliance matters and are encouraged to report any ethics concerns through a confidential “Speak Up” helpline.

We delegate authority for day-to-day management of the Company to senior management and other employees of the Company in setting, approving and overseeing execution of the business strategy and related policies, with stakeholder engagement often taking place at an operational level. Board meetings are held periodically where the Directors consider the Company's activities and make decisions. As a part of those meetings the Directors receive information on section 172 matters when making relevant decisions.

Most decisions made by the Board during the year are deemed to be routine in nature and are taken on a regular basis. Moreover, as the principal activity of the Company is the maintenance of intellectual property rights, the breadth of stakeholder and other considerations that would often apply in operating or commercial trading companies have generally not applied to the decisions made by the Directors. During the year the decisions taken by the Company included approval of the audited Financial Statements for the year ended 31 December 2022 and as part of those meetings the Directors receive information on section 172 matters when making relevant decision, including without limitation, in relation to the decision to restate the 2021 Financial Statements. In making our decisions we considered a range of factors. These included the long-term viability of the Company; its expected cash flow and financing requirements; the expectations of the Group and the need to maintain good working business relationships with suppliers.