

**Go-Ahead Investment Bidco Limited
(the “Company”)**

Pursuant to The Companies (Miscellaneous Reporting) Regulations 2018, please find set out below a Section 172(1) Statement for the Company. This statement has been extracted from page 4 of the Company’s Annual Report and Financial Statements for the 15-month period ended 31 December 2023 (available at Companies House) and has been made available on the website of The Go-Ahead Group Limited (www.go-ahead.com).

Compliance with Section 172(1) of the Companies Act 2006

The Company acts in its capacity as a holding investment company, is not actively trading, has no employees or business relationships in the form of suppliers, customers and others, and its activities do not impact the community and environment. The Company’s immediate parent and controlling party is Go-Ahead Investment Parent Limited which owns 100% of the Company. The ultimate parent company and controlling party of Parent, and therefore the Company, is Go-Ahead Investment Topco Limited, (Topco) which is indirectly owned by Kinetic TCo Pty Ltd (Kinetic) (51%) and Global Via Infraestructuras SA (Globalvia) (49%).

The Company’s only direct stakeholders are therefore Parent and the Company’s wholly owned subsidiary the Go-Ahead Group Limited as well as banks with which it carried out any borrowing.

During the 15-month period, principal decisions included the acquisition of the Go-Ahead Group, payment of dividends, Board appointments and approval of accounts and were based on a consideration of, and sought to align with, the purpose and strategy set by the Company’s indirect investors, Kinetic and Globalvia, for the Go-Ahead Group as a whole.

In making such decisions, the Board’s desire to act fairly for its sole member, maintain a reputation for high standards of business conduct, and consider the long-term consequences of the decisions underpinned the way it operated.

During the 15-month period the Board approved the following changes to its composition:

- Hackwood Secretaries Limited (Company No: 2600095) resigned as secretary on 2 August 2023;
- Mr Ion Nafria Ascolizaga resigned as director on 27 October 2022;
- Mr James Martyn Culley, Mr Javier Perez Fortea and Mr Daniel Quintero Martinez were appointed as directors on 18 October 2022; and
- Mr Luis Mur Gil and Mr Miguel Angel Parras Ruiz De Azua resigned as directors on 18 October 2022.