

The Boots Company PLC – Section 172 of the Companies Act

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 long-term success of the company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to:

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

As a part of their induction, the Directors of the Company are briefed on their duties including those under Section 172(1) and they can access professional advice on these either from the Company Secretary or, if they judge necessary, from independent advisors for effective discharge of their duties.

When making any decisions, during the year ended 31 August 2021, the Directors considered, both individually and together, the matters set out in Section 172(1)(a-f) and have acted in a way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members, as a whole. When making decisions, the Directors take into account the viewpoints of the Company's stakeholders, including employees, suppliers, customers and others as further detailed below.

The Directors welcome feedback and will continue to review how the company and its executive committee can improve engagement with both all stakeholders. Below are some of the ways in which the Directors have engaged with various stakeholders and fulfilled their duty under this section.

Employees

The Company does not have any direct employees and as such, any duties completed on behalf of the Company are undertaken by employees of the wider WBA Group. The Company therefore adheres to all WBA Group governance policies.

In line with the wider WBA Group, the Directors pursue a policy to promote diversity and inclusion amongst Group employees who are engaged in carrying out duties on behalf of the Company. The Company, either directly or through its affiliate companies, has various formal and informal processes to actively engage with its employees. These include employee performance reviews/appraisals, communications through email, intranet, bulletin boards and 'town hall' meetings. The Directors use these processes and engagements to understand employees' views and take these into account while making decisions. By way of example, employee engagement surveys are undertaken covering the majority of the workforce, with results reported to the Board. Survey results are cascaded throughout the organisation, actions are identified through collaboration with the wider employee teams and resulting actions are communicated to colleagues.

Employees are kept informed of the Company's performance and strategy through regular executive briefings and 'town hall' meetings. Employee engagement is encouraged via 'Q&A' forums before and during these events to provide employees with the opportunity to submit questions and/or feedback to the leadership teams, with responses being provided either during or following the event. Employee surveys are frequently used following such events to allow employees to provide feedback. To continue to engage with colleagues and ensuring their health, safety and wellbeing during the ongoing COVID-19 pandemic, such events have been held remotely.

The Company monitors employee-related matters including engagement activities, survey results, diversity, staff retention rates, whistleblowing activity, learning and development activity, pay and reward including gender pay gap along with other initiatives. Throughout the year, key messages are cascaded to all colleagues throughout the organisation.

Customers

The Company's customers who purchase the rights to the use of the Boots brands and intellectual property are fellow Group undertakings, and therefore management are able to consult freely with the customers to understand their views and opinions. The Customers' interests are considered in key decisions such as changes to the store portfolio or other strategic decisions involving the brands and intellectual property.

Suppliers

The Directors aim to ensure that the Company operates fairly, transparently and with integrity with its suppliers. The Company and its associates engage with its suppliers through multiple channels, both formally and informally. These engagements provide the Directors and the wider teams with a broad and diverse understanding of the suppliers and their priorities which enables the Company to consider the interests of its suppliers whilst making decisions.

The Company engages with and monitors key suppliers around ethical, environmental and sustainability matters with any changes to such requirements being communicated back to suppliers. The Board seeks to maintain strong supplier partnering relationships with key suppliers whilst considering the need to obtain value for money and the desired levels of service for customers.

Communities

Boots has a unique place in the heart of the communities it serves across the UK. For 170 years, the Company has used its pharmacy-led expertise and support to help improve the health and wellbeing of local communities. The Company continues to demonstrate an ongoing commitment to operating as a socially responsible business and recognises the active role it can play in helping to build happier and healthier communities.

The Directors of the Company and the wider WBA Group value an open dialogue with the communities in which the business operates. This allows the Directors to understand how these communities view the business and the emerging needs of these communities. It also enables the Directors to take into account the impact of their decisions on these communities. The Company, through its associated companies, engages with the wider community through multiple means which could include social media, charity events and engagement with various associations, amongst others.

The outbreak of COVID-19 in the prior financial year has continued to impact both the Company and various stakeholders associated with the Company. The Directors of the wider Group have engaged with multiple stakeholders, both formally and informally, using processes and methods discussed above to consider their views and interests, while making decisions that would promote the long-term success of the Company for all its members. Some of these decisions include:

- a. implementing contingency plans to maintain continuity of operations and ensuring provision of service to customers throughout the wider Group of companies;
- b. continued implementation of measures to keep all employees of the wider Group healthy and safe, including the installation of protective equipment and other safeguarding measures across all premises; and
- c. ensuring adequate funding is available to support continuity of business through these adverse conditions.