TATO Holdings Limited

SECTION 172(1) STATEMENT

This statement constitutes the Company's Section 172(1) statement pursuant to the Companies Act 2006.

The Directors of Tato Holdings Limited recognise their duty under section 172(1) of the Companies Act 2006 to act in a way that 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. In doing so, the Directors have had regard, amongst other matters, to the long-term consequences of their decisions, the interests of the Company's employees, the need to foster the Company's business relationships with customers, suppliers and other stakeholders, the impact of the Company's operations on the community and the environment, the desirability of maintaining a reputation for high standards of business conduct, and the need to act fairly as between members of the Company.

Board Leadership and Decision-making

The Board is fully aware of its roles and responsibilities and provides leadership to the Group from a commercial, financial, technological and sustainability perspective. During the year ended 31 December 2025, the Board continued to focus on sustainable long-term value creation, ensuring that strategy, culture and risk management remained closely aligned.

The Board operates with a structured rolling agenda that balances the review of past performance with forward-looking strategic planning. This includes regular consideration of market conditions, investment priorities, capital allocation, principal risks and opportunities, and the resources required to deliver the Group's strategy over the medium to long term. The Board monitors progress and performance against a number of financial and non-financial KPI's.

The Main Board works with three sub-committees: Audit & Risk, Ethics & Compliance and Remuneration & Nomination. A new Sustainability Committee has been formed in early 2026 to bring a greater level of focus to matters of environment, social and climate. The role of these committees is to support the Board by providing focused oversight and recommendations in their respective areas, ensuring robust governance, effective risk management and the promotion of sustainable long-term value.

Employees and Health & Safety

The Board recognises that the Group's employees are fundamental to its long-term success. The health, safety and wellbeing of colleagues remained the Board's foremost priority throughout 2025, with Health & Safety consistently forming the first substantive item on every Board agenda. The Board reviews health and safety performance, trends and significant incidents on a regular basis and monitors the effectiveness of actions taken to improve standards across all operations.

The Board are also committed to product safety, ensuring all chemical products meet regulatory standards and are safely manufactured, handled, and used so as not to do harm to human health or to the environment.

In addition to safety, the Board considers employee engagement, capability development and organisational culture when making decisions, particularly in relation to operational change, investment and restructuring. The Board seeks to ensure that the Group continues to provide a safe, inclusive and supportive working environment that enables colleagues to perform at their best.

The Board understand the flexibility that some element of working from home affords to some families and continue where possible to facilitate employees working from home, with regular contact in place with management to ensure employee well-being.

Customers, Suppliers and Business Relationships

The Board recognises the importance of maintaining strong, collaborative and ethical relationships with customers, suppliers and other business partners. During 2025, the Board considered customer needs, service levels and product quality as part of its oversight of commercial performance and strategic initiatives. Supply chain resilience, responsible sourcing and long-term supplier relationships were also key considerations, particularly in the context of volatile global markets and input cost pressures.

The Board aims to conduct business responsibly and fairly, recognising that long-term value creation depends on trust, reliability and consistent high standards of conduct across the value chain.

Community, Environment and Sustainability

The Board acknowledges its responsibilities to the communities in which the Group operates and to the environment. Environmental, social and governance ("ESG") considerations are integrated into Board discussions and strategic decision-making, with particular focus on product stewardship, climate, regulatory compliance, environmental impact and sustainable growth.

During 2025, the Board continued to oversee the development of the Group's sustainability agenda, ensuring that progress is balanced with commercial realities and aligned to the Group's long-term objectives.

Governance, Risk and Ethical Conduct

The Board is committed to maintaining high standards of corporate governance and ethical behaviour. A framework of controls is in place to identify, assess and manage the principal risks facing the Group. The Audit and Risk Committee support the Board in monitoring the effectiveness of internal controls, financial reporting, risk management and compliance.

The Board also places significant emphasis on maintaining the Group's reputation for integrity and responsible business conduct, recognising that this is essential to sustaining stakeholder trust and long-term success.

The Group's Code of Conduct provides guidance on the standards of integrity and ethics expected to better enable the future development of the business. The Group also operates a Whistleblowing line, which is monitored by the Group Compliance Manager and any necessary actions are taken. Every year, all employees are asked to undertake refresher training on the Code of Conduct on other compliance related matters.

Shareholders, other Stakeholders and Long-Term Value

The Board engages regularly with the Company's shareholders and takes their views into account when making significant decisions. The Directors seek to balance the interests of shareholders with those of other stakeholders, recognising that sustainable long-term value creation depends on considering the wider impact of Board decisions.

As expectations continue to increase about the role of business in society it is important that the Board hears first hand from stakeholders about their perceptions of the Group's performance, direction and the opportunities and challenges that lie ahead. The Board manages this as follows:

- two non-executive Directors sit on the Board as representatives of the primary shareholders and provide oversight and challenge to the Executive Board members.
- regular updates are provided to the major shareholder base through their representatives' attendance at Main Board meetings with discussions focused on Health and Safety, financial performance, strategic planning, sustainability and corporate governance. This enables a flow of communication in both directions.
- the Board creates excellent workplace environments to encourage staff retention and loyalty; this is borne out by low staff turnover and a high number of long serving employees.
- The Group conduct a bi-annual Employee Engagement Survey (EES), the most recent in 2025. All employees are asked to provide their feedback on a range of topics and the response rate is generally above 75%. The outcome from this survey are Group and local-level action plans to address the areas of main concern raised.

The Board believes that a close working relationship with employee groups and partners is key to the continued success of the Group and a cornerstone of the business model. A robust business model, the resilience and commitment of employees and the long-term partnerships with customers and suppliers alike continue to be at the core of the Group's success.

As a result of 2025 performance, the Group will pay €34,453,000 in current corporate taxes around the world assisting host Governments to provide important services to their citizens and to pursue their economic objectives.

The Group also encourage the operating entities to pay up to 1% of pre-tax profits in charitable donations to local communities and charitable organisations. Direct economic contribution from this initiative led to charitable donations of €956,000 in 2025.
There were no political donations made during the year.

During the year the Company paid out €72,660,000 to its shareholders from its reserves. The Directors considered the impact of this distribution on the Company's long-term interests and its creditors in making this decision and concluded that the Company's solvency and interests were not prejudiced in any way given the Company's available cash and distributable reserves. The Company will continue to review its on-going dividend policy in line with its investment plans and business objectives.

With the backdrop of a very dynamic and changing business environment fuelled by socio-political upheaval, the Group has produced cashflow forecasts for full year 2026, and the Board believe that that the Group is well positioned to continue to execute its strategy, invest selectively for growth, and meet its obligations as they fall due.