



Introduction:

The Directors of RE:GEN Group Ltd are committed to ensuring its business operations are undertaken in a fully compliant and well governed manner. This includes complying, collectively and individually, with the Directors obligations and duties under the Companies Act 2006 (Act). This statement details how the Directors have complied with those obligations, specifically in respect of s172 which states:

"A director of a company must act in a way he/she considers, in good faith, would be most likely to promote the 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."*

RE:GEN Group Ltd is the parent company of several subsidiary construction companies operating across the North of England. Our purpose is to enhance lives through safe, sustainable social housing regeneration.

The Group has experienced significant growth since its inception in 2020. The board is aware that sustainable growth and the achievement of its long-term strategy is reliant upon meaningful engagement with all its stakeholders. The directors consider that the Group's strength is its culture which is achieved through the embodiment of its corporate values into its daily operations and business dealings:

- We're Dynamic
- We Care
- We Challenge the Norm
- We're Trusted

RE:GEN's values were determined with its stakeholders in mind with regards to the professional standards and quality service the company's reputation is built upon. The board promotes this culture by adopting the Group values into its operational and corporate decision-making as well as the governance policies and procedures implemented across the wider Group.



We're **Dynamic.**
We **Care.**
We Challenge the **Norm.**
We're **Trusted.**

Stakeholders:

RE:GEN Group has undertaken a stakeholder mapping exercise which is reviewed at regular intervals or in the event of a material operational change.

Our map has identified a variety of stakeholders with whom we actively engage, which are primarily:

1. Our shareholders;
2. Our workforce;
3. Our immediate supply chain;
4. Our clients, which primarily includes Registered Providers and local authorities;
5. Home occupiers or tenants of the properties in which we work;
6. Community Groups and charities;
7. Central and Local Government and regulatory bodies; and
8. Financial institutions.

We actively engage with these groups and the board considers the impact of our business operations on them when making decisions for and on behalf of the company.

Our People

Shareholders:

RE:GEN Group is a privately owned company whose shareholders are also its statutory board of directors. This ensures that the strategic and operational objectives and performance of the business are communicated to and considered by our shareholders as a matter of ongoing concern. As the business has grown, the directors have acknowledged the need to engage expertise in certain operational and corporate areas. Subsequently, they have made internal appointments to ensure the expertise needed to facilitate their decision-making is available and reflects the growth and scale of the business.

Following a Group restructure in 2023, the board acknowledged that the “hands-on” management of the statutory board was no longer sustainable to facilitate the effective operation of six immediate subsidiary companies. Therefore, in Q2 FY24/25, the board approved the appointment of an Executive Board, of which several members are statutory directors and shareholders. The statutory board delegates the day-to-day operational management of the Group to the Executive Board which reports directly into the statutory board of directors.

Workforce:

Our workforce is the heart of our business, and the board acknowledges the contribution that everyone makes to our success.

The scale of our workforce has grown commensurately with the rate of our business growth. Our workforce is structured in accordance with the operations of our subsidiaries.



Alongside several central services provided by RE:GEN Group for the benefit of its subsidiaries.

The recruitment of our workforce is managed as a central function. This is intended to ensure consistent communication and standards from the point a role is advertised. Similarly, every employee receives the same information and onboarding experience including information about our business structure, our purpose and values, our policies and procedures and business standards. Our CEO has attended several onboarding sessions personally to demonstrate the investment in our culture by the board.

The board acknowledges the importance of obtaining input and feedback from our employees. We do this in several ways, including annual RE:PEP's between employee and line manager, employee engagement surveys, annual business plan presentation to the entire workforce, quarterly business publications and various committees and forums, including our People Group. We also host director site visits where a member of the statutory board attends an operational site and engages with the workforce to understand challenges being faced, performance concerns or celebrations and to hear people's experiences and feedback in their role.

An example of our workforce input being responded to and actioned upon was the implementation of our salary sacrifice car scheme. More detail of this can be found in our case study below



Supply Chain:

Our supply chain is predominantly made up of SME's and we acknowledge that they are a core part of our business and the wider industry. We engage with our sub-contractors regularly and provide transparency of pipeline and opportunities to foster long term relationships and stability of supply. This collaborative approach facilitates the confidence of our supply chain and their workforce which is generally localised labour. Whilst not a signatory, we follow the Prompt Payment Code in the payment of our supply chain. When negotiating contracts, we are mindful of the cashflow throughout the whole chain and seek to ensure terms with clients to facilitate that flow wherever possible.

The directors consider our supply chain as partners in the delivery of our services and understand that, many of the industry wide issues we face are faced by our sub-contractors. In attempting to address this, our RE:GEN Academy works closely with our supply chain members to identify and address skills gaps in labour. The Academy also works closely with Registered Provider's and their tenants and has assisted in placing unemployed members of the local communities in which we work into positions of employment within our supply chain. This contributes not only to the wider communities but assists our supply chain in achieving its own ESG targets where they exist.

We seek feedback from our supply chain and have hosted a number of supply chain events giving them an open space in which to raise queries, provide feedback or identify concerns. This allows the

board to identify and take early action to mitigate against risks in the supply chain or the wider market.

We take the health and safety of any individuals on our sites extremely seriously. Naturally, this includes our supply chain's workforce. Our experienced health and safety team take an active part in collaborating with our sub-contractors and their workforce to create a consistently safe working environment on all our sites. Our health and safety manager meets with the managing directors and other senior leaders of our sub-contractors to give and procure feedback of health and safety performance and methods of improvement. We host regular toolbox talks and share education and best practice to enhance health and safety on our sites for the benefit of anyone attending them.

Our Clients

RP's and Local authorities:

We engage regularly with our client's senior leadership teams to discuss ongoing business concerns and demands including long term agenda and challenges. We have completed a client relationship map to ensure equivalent collaboration at the right level in the respective organisation. We recognise that the SLT of our client's are not our only client stakeholders and our client mapping exercise ensures that the priorities of our client's operational teams are communicated to us at the right level of our business.

As a standard consideration in our decision-making is long term strategy, governance and legislative requirements and challenges facing our clients. The board has sought to educate itself on the internal governance processes many of our clients follow in relation to funding and budget allocations, asset management, rent reviews and the wider community challenges they face. The board has also dedicated time to understanding the implications of the Social Housing Regulations and increased focus on consumer standards. The board acknowledges that, due to the nature of the services we provide, we are in a prime place to impact tenant perception of our client's and the standards of their home.

Wherever possible, we seek to engage with clients prior to commencing any project. Time is dedicated to pre-construction meetings allowing us to plan the project with the client and identify and prepare for any challenges at the earliest opportunity.

We have invested in technology to improve our client's experience to streamline data collection allowing for a more seamless reporting exercise. This has allowed us to communicate more effectively and efficiently with our clients by giving real time updates and centralised document collation.

The board prioritises ongoing communication and collaboration with clients. To facilitate this, the appointment of our Director of Customer and Asset has been a significant appointment to the Executive team. This assists in ensuring our clients have a voice at board level and influence in our decision-making.

The Community:

Social impact – Tenants, Education providers, Community Group and Charities and the wider community generally.

The board is very aware of the impact that safe and sustainable housing has on society and the economy. It is statistically proven that the quality of housing has a direct impact on the health, education and financial stability of an individual. However, the board is aware that our reach in the community and the impact on our client's tenants goes beyond the commercial services we provide. The directors acknowledge that the business is well placed to enhance the lives of those in vulnerable communities.

The directors have taken various decisions with the wider community and our tenant stakeholders in mind. Investing heavily in RE:GEN Academy, a non-profit making entity, to deliver social impact incentives and anticipatory, employer-led training and employment programmes. Rising unemployment, a growing NEET population, and a national shift towards employer-led skills provision highlight the critical need for structured, accessible pathways into good-quality work. The Academy connects unemployed and underrepresented individuals with real jobs, real skills, and real prospects that align with current and future workforce needs of RE:GEN and its supply chain.

At an operational level, we seek tenant feedback on every project we work on and this tenant satisfaction score is monitored and reported to the board monthly.



Government and Regulators:

RE:GEN is subject to various regulatory requirements. Regulators are engaged with as and when necessary or beneficial. Each Executive director is a champion for a regulatory area, such as health and safety, data protection, consumer and social housing, HMRC etc. The business also has various internal support personnel, including governance, risk and audit, which reports directly to the board.

The board prepares an annual business plan which consists of sub-strategies which are informed by our legislative and regulatory obligations. The board takes the approach that compliance is the lowest acceptable standard and that each area of the business should strive for best practice.

A key focus of the board is carbon reduction. This relates not just in respect of the construction services we provide, but how we operate generally. More information on our net zero strategy is found within our strategic report.

Financial Institutions and Insurers:

At the time of publication, RE:GEN is a debt free business with significant reserves to enable re-investment for future growth. However, we utilise the services of several financial institutions for banking and surety facilities. The directors ensure the business liaises with them regularly to ensure the facilities in place are fit for purpose. We also provide regular updates and annual presentations on our performance and financial stability.

Case Study – Salary Sacrifice Implementation:

In June 2025, RE:GEN Group launched a Car Salary Sacrifice Scheme (Scheme) for the benefit of its employees. The launch of the Scheme was as a direct result of feedback procured from the workforce as to the benefits, they would like to see the company implement. Wider research of the recruitment market also indicated that an employer operated car scheme was an attractive benefit. Therefore, the board considered that, to assist in retaining our existing workforce and attracting the best talent from the market, the implementation of the Scheme would be in the best interest of the company.

An internal project group was created including members of our legal, finance and HR departments who oversaw the implementation of the Scheme, reporting directly to the board. It was necessary for this group to liaise with and/or consider various stakeholders' interests, including:

1. Workforce – collating the original feedback and understanding the desire and practical requirements of the Scheme to understand how it would best support the business and its staff. Due to the operational requirements of the business, many members of our workforce are required to

travel between multiple sites or offices. The consideration of the board was that the Scheme would facilitate our workforce in procuring an affordable and reliable vehicle to carry out their roles.

2. HMRC – the board instructed the project group to procure advice from tax and HR experts to fully understand our obligations and reporting requirements. The advice and research obtained was reflected in the internal governance and policies prepared in relation to the Scheme and communicated to the workforce.

3. Environmental and Government Policy – when selecting the Scheme, the board considered the impact on the environment including the potential for increased fuel emissions. The board decided to implement an electric vehicle only Scheme. This ensured that, any member taking up the Scheme would reduce the carbon emissions both in respect of their personal and professional use. Similarly, the Scheme facilitates the workforce making the switch to an electric vehicle in line with the 2030 target date.

4. Financial Institutions – it was necessary to liaise with the company's bank and its underwriters to set up the necessary accounts and provide the required financial information to facilitate the practical working of the Scheme in the most efficient manner.

5. Shareholders – the board acknowledged that the implementation of a Scheme presented a risk to the business due to the long-term commitment required and the technical administration of it. The board sought guidance from the project group to assess the risk and ensure action steps were taken to mitigate any that were identified. The board considered the risk in the long term against the importance of providing an attractive proposition for new and existing talent as well as how it would best achieve its aim for carbon reduction. The board sought input and feedback from the shareholders before implementing the Scheme.

The implementation of the Scheme was not without its challenges, and the board has used the experience to consider how to communicate and seek feedback from various stakeholders more effectively.