

**Britvic Overseas Limited**  
**Section 172 statement for year ended 30 September 2023**

The directors are aware of their duty under s172(1) of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its stakeholders as a whole, and in doing so, to have a regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
  - the interests of the Company's employees;
  - the need to foster the Company's business relationships with suppliers, customers and others;
  - the impact of the Company's operations on the community and the environment;
  - the desirability of the Company maintaining a reputation for high standards of business conduct;
- and
- the need to act fairly towards all stakeholders of the Company.

The directors of the Company consider that they have had regard in material respects to the factors set out above.

The Company is a UK subsidiary of Britvic plc, a company quoted on the London Stock Exchange. The Company acts as an intermediary holding company for certain overseas trading entities, and it has no direct employees. Therefore, while the Company has a more limited number of direct third-party business relationships than other companies within the Britvic group, it considers that, indirectly, its key stakeholders reflect those of Britvic plc. The Britvic plc board determines the strategic objectives and policies of the Britvic Group to best support the delivery of long-term value, providing overall strategic direction within an appropriate framework of controls, delegated authority, and rewards. The Company follows group policies and procedures, including those relating to standards of business conduct and other stakeholders such as regulatory bodies and non-government organisations. Stakeholder engagement takes place at a group level and the Company looks to group initiatives for guidance and takes them into account in its decision making. More detail can be found on pages 31-33 of the Britvic plc Annual Report and Accounts 2023.

The Company delegates authority for day-to-day management to senior leaders, who set, approve and oversee the execution of the Company activities. Board meetings are held from time to time where the directors consider Company business, such as appointment of directors, approval of accounts, approval of dividends, guarantees and other key strategic decisions relating to business operations. In considering items of business the Company makes autonomous decisions on each item's own merits, after due consideration of the long-term success of the Company, Section 172 factors, where relevant, and the stakeholders impacted.