# ROYAL LONDON ASSET MANAGEMENT HOLDINGS LIMITED

## SECTION 172

## FOR THE YEAR ENDED 31 DECEMBER 2025

**Section 172 statement**

The directors are mindful of their duties under Section 172 of the Companies Act 2006 to run the Company for the benefit of its members as a whole, and in doing so, to have regard (amongst other matters) to the interests of key stakeholders, which they take into consideration as part of Board discussions and decision making.

While discharging their duties and making decisions, Section 172 requires Directors to have 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 and business conduct; and
- The need to act fairly as between members of the Company.

As a subsidiary in a large Group, the Company does not have any employees. All employees engaged in the Company's business are employed by the ultimate parent undertaking, Royal London Mutual Insurance Society Limited ("RLMIS"). Further information regarding the Group's approach to its workforce and current year initiatives are disclosed in the Group's annual report and accounts. In respect of the need to act fairly as between members of the Company, as noted above the Company is a subsidiary within a large Group, and has a sole ultimate parent – RLMIS.

During 2025, the Board discussed a number of important matters and took a number of key decisions where the Board had regard to the impact on stakeholders with respect to the requirements of Section 172 as follows:

| Section 172 factor | Board discussion and stakeholder considerations |
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| The likely consequences of any decision in the long term | **Strategy**<br>The Board of Directors of RLAMH is dedicated to upholding the company's and RLAMH Group's culture and fulfilling its purpose, with the ultimate goal of enhancing value for RLAMH's parent company, RLMIS. The Board regularly reviews long-term strategy and formally approves strategic plans at least annually, ensuring alignment with the Group's overall purpose and objectives. When evaluating the strategic direction of the RLAMH Group and the company, the directors carefully consider the long-term consequences of their decisions and the potential impact on stakeholders. |
| The need to foster the Company's business relationships with suppliers, customers and others<br>AND<br>The impact of the Company's operations on the community and the environment | **Acquisition of Dalmore**<br>In 2025, RLAMH approved the purchase of Dalmore Capital, a UK-based infrastructure asset manager overseeing around £6 billion in assets across five flagship funds, with investments in several projects of national importance. Before granting approval, the Board carefully evaluated the strategic advantages, including the opportunity to expand its private assets capabilities and offer customers access to a broader array of investment choices. The Board also noted that Dalmore Capital's portfolio possesses strong environmental credentials and delivers social benefits. Among its holdings are the Thames Tideway Tunnel, 24 operational wind farms across the UK with a total capacity of 562MW, and various run-of-the-river hydroelectric schemes in Scotland. The acquisition was completed in November 2025. |
| The likely consequences of any decision in the long term<br>AND<br>The desirability of the Company maintaining a reputation for high standards of business conduct | **ICARA & Risk Appetite Framework**<br>During the year, the Board approved the Internal Capital Adequacy and Risk Assessment ("ICARA") and the Group Risk Appetite Framework ("RAF"). In reviewing and approving the ICARA, the Board considered the material risks and potential harms arising from the Company's ongoing activities and winding-down scenarios, the adequacy of capital and liquidity resources, and the need to continue to meet regulatory expectations. The Board was satisfied that the ICARA appropriately reflected the scale and complexity of the RLAMH Group's business and supported good outcomes for clients, market integrity and financial resilience.<br><br>The Risk Appetite Framework was approved to provide clear parameters within which the business operates, supporting effective risk-based decision-making and ensuring that risks are managed within acceptable tolerances. In approving the framework, the Board considered its role in promoting long-term value creation, maintaining strong regulatory compliance, and safeguarding the interests of the Company's parent and wider stakeholder group. |