

## **bet365 Group Limited – Section 172 Statement for the year ended 30 March 2025**

### SECTION 172(1) STATEMENT

The directors recognise that effective engagement with stakeholders and consideration of their interests is fundamental to the success of the Group. The directors discharge their duties in accordance with Section 172 of the Companies Act 2006, which requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the Group and Company for the benefit of its members as a whole. In doing this, section 172 requires the directors to have regard, amongst other matters, to:

A. The likely consequences of any decisions in the long-term.

We refer to the bet365 Corporate Governance Code, central to which is taking decisions to protect the long-term interests of the Group and the Company. Further details of which are disclosed in the Corporate Governance Statement on pages 15 to 17. Key decisions undertaken by the Board are shown on the next page.

B. The interests of the Group and Company's employees.

We refer to both our Corporate Governance Code, Value Statement and Code of Conduct, together with our Employee Engagement Statement on page 17 which demonstrate that valuing our employees is again central to the Group and Company.

C. The need to foster the Group and Company's business relationships with suppliers, customers and others.

We refer to both our Corporate Governance Code, and our Stakeholder Engagement Statement on page 6 which sets out the consideration given to our customers' needs and our "partnership approach" to our stakeholders, where an emphasis is placed on the benefit to the business of long-term relationships.

D. The impact of the Group and Company's operations on the community and environment.

We refer to our Stakeholder Engagement Statement on page 6. The Group always has and will continue to put the local community and environment at the heart of its business wherever it operates. A priority is placed on recruiting employees locally wherever possible, with a similar approach adopted with suppliers.

This approach to investing in the community has been reinforced through donations of £130.0m in the current period to support the work of the Denise Coates Foundation, which invests significantly in supporting local and national charities. The Strategy and Objective of the Foundation is included in its financial statements.

We refer to the Non-Financial and Sustainability Information statement on pages 8 to 12 which provides further detail of how the Group is working to reduce its carbon footprint. The environmental impact of the UK operations is also disclosed.

E. The desirability of the Group and Company maintaining a reputation for high standards of business conduct.

The Group's Value Statement and Code of Conduct promote a high standard of business conduct. The Group's ongoing commitment to safer gambling is detailed on page 2 and our Stakeholder Engagement Statement on page 6 demonstrates the consideration we give as a business to all Stakeholders.

F. The need to act fairly between members of the Group and Company.

There is regular dialogue with all members of the Group and Company to ensure full alignment to the Group's purpose. This includes the payment of dividends to shareholders together with ongoing communication throughout the year.

### REGULATORY

During the year key decisions taken by the Group's operating boards centred on preparation for new regulatory launches and changes, resulting in the continuation of the Group's long-standing policy of pursuing licences in markets with commercially viable regulation.

A key focus of this period was the strategic allocation of resources to facilitate launches in new markets and navigate regulatory amendments in existing territories. This investment resulted in the Group's operating entities being granted licenses in Brazil, Peru, Serbia and several additional US states. We continued to

expand our footprint in both North and South America, including the establishment and subsequently, post period end, the purchase of a new office in Denver, Colorado.

Aligning with this strategic focus, the operating boards recognised that point of consumption regulated markets offer the most robust foundation for long-term sustainable revenue. Therefore, they resolved to prioritise obtaining and maintaining gambling licenses wherever feasible, focusing resource allocation on markets with long-term sustainable revenue streams in the coming years.

It became clear that despite the cogent arguments that could be used to support continued operations in certain markets, a number of markets no longer fell within the long-term sustainable revenue category. As such, the decision was made, via the Group's operating boards, to cease operations in those markets.

#### DEMERGER

Stoke City Holdings Limited and its subsidiaries were demerged from the bet365 Group and are now owned by John Coates.

All intra-group loans were waived as part of the demerger and the Stadium and Training Ground were transferred from bet365 Group Limited to Stoke City Holdings Limited. See page 41 for details.

#### STAKEHOLDER ENGAGEMENT

The following are the key stakeholders of the Group:

| <i>Stakeholder</i> | <i>Important areas for our key stakeholders and measures taken to demonstrate their value to the business and engagement are set out below.</i>  |
|--------------------|--|
| Employees          | Please see Employee Engagement Statement (included in Corporate Governance section on page 17).  |
| Suppliers          | We value and foster strong business relationships. We aim to be a valued customer receiving best in class support and we achieve this by having supplier friendly payment terms together with regular dialogue, thereby building long-term relationships with the organisations and individuals with which we do business. Partnering with reputable and reliable suppliers is essential. The Group carries out due diligence on all new suppliers appropriate to the services delivered and territories in which they operate. Further details on the Group's supply chain can be found in our Modern Slavery statement, available on the Group's UK website. |
| Local Communities  | Where possible and appropriate, use of local suppliers and local employees is encouraged to support the local economies in which we are located, and ongoing engagement occurs as appropriate. The Group gives significant charitable donations to the Denise Coates Foundation, further detail of which can be found on page 14. Additionally, the "Stoke City Foundation" is actively involved in the provision of supporting facilities and education to the community, in particular, ensuring access to sport for underprivileged and disabled members of the community.  |
| Customers          | We consider our customers' needs by; <ul style="list-style-type: none"><li>○ delivering a safer gambling experience,</li><li>○ offering industry leading prices across the widest range of markets,</li><li>○ offering the best products, and</li><li>○ providing the highest levels of customer service.</li></ul> <p>Full details of the high priority given to keeping our customers safe are set out in the safer gambling section of our Strategic Report.</p>  |

Regulators/  
Tax  
authorities

We have open and proactive engagement with regulators globally. Dialogue with tax authorities continues worldwide, whilst we continue to operate a strong control environment with strict compliance procedures. Details of our tax strategy are available on the Group's UK website.

Being a responsible corporate citizen, we take the payment of our taxes seriously and appreciate that the tax contribution of the Group makes a sizeable contribution to the economies in which it operates. The total tax contribution to the UK Exchequer by the Group was £481.5m (2024: £364.0m), including tax on dividends paid by the Group.

Shareholders

The success of the business ensures that shareholders are rewarded and that the value of the Group is enhanced.

### **Hillside (New Media Holdings) Limited – Section 172 Statement**

#### SECTION 172 (1) STATEMENT – CONTINUED

A. The need to foster the Company's business relationships with suppliers, customers and others

The company has no suppliers or customers, but interacts with our key stakeholders. We refer to our Stakeholder Engagement Statement which sets out our “partnership approach” to our stakeholders, where an emphasis is placed on the benefit to the business of long term relationships.

B. The impact of the Company's operations on the community and environment

The Company has at all times and will continue to do so, put the local community and environment at the heart of its business globally. A priority is placed on using suppliers locally wherever possible.

We refer to the Streamlined Energy and Carbon Report (SECR) included within the bet365 Group Limited financial statements for further detail of how the Company is working to reduce its carbon footprint.

C. The desirability of the Company maintaining a reputation for high standards of business conduct

The Value Statement and Code of Conduct, embedded with the bet365 Corporate Governance Code, ensure that business conduct is of a high standard.

D. The need to act fairly as between members of the Company

There is regular dialogue with all members of the Company to ensure full alignment to both the Company's and Group's purpose with ongoing communication throughout the year.

#### KEY DECISIONS

By understanding our stakeholders and their interest, the Company has been able to factor their interests into decision making throughout the year to promote the long term success of the Company. During the year no key principal decisions were taken.

#### STAKEHOLDER ENGAGEMENT STATEMENT

The following are considered to be the key stakeholders of the Company:

*Stakeholder*                      *Important areas for our key stakeholders and measures taken to demonstrate their value to the business and engagement are set out below:*

Shareholders                      The success of the business ensures that shareholders are rewarded and that the value of the Company is enhanced.

Subsidiaries                      The Company provides appropriate investment into its subsidiary companies to allow these to meet their business objectives, ultimately enhancing value of the Company.

## **Hillside (Shared Services 2018) Limited – Section 172 Statement**

### SECTION 172 (1) STATEMENT

The directors recognise that effective engagement with stakeholders and consideration of their interests is fundamental to the success of the Company. The directors discharge their duties in accordance with Section 172 of the Companies Act 2006, which requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole. In doing this, section 172 requires a director to have regard, amongst other matters, to:

- A. The likely consequences of any decisions in the long-term

We refer to the bet365 Corporate Governance Code, central to which is taking decisions to protect the long term interests of the Company. Further details of the bet365 Corporate Governance Code can be found in the bet365 Group Limited financial statements.

- B. The interests of the Company's employees

We refer to both our Corporate Governance Code, Value Statement and Code of Conduct, together with our Employee Engagement Statement on page 6 which demonstrate that valuing its employees is central to the Company.

- C. The need to foster the Company's business relationships with suppliers, customers and others

We refer to both our Corporate Governance Code, and our Stakeholder Engagement Statement, which set out our “partnership approach” to our stakeholders, where an emphasis is placed on the benefit to the business of long term relationships.

- D. The impact of the Company's operations on the community and environment

We refer to our Stakeholder Engagement Statement. The Company has at all times and will continue to do so, put the local community and environment at the heart of its business. Priority is placed on recruiting employees locally wherever possible, with a similar approach employed to suppliers. The Company also supports the Denise Coates Foundation in respect of office space and other costs.

We refer to the Streamlined Energy and Carbon Report (SECR) included within the bet365 Group Limited financial statements for further detail of how the Company is working to reduce its carbon footprint.

- E. The desirability of the Company maintaining a reputation for high standards of business conduct

The Value Statement and Code of Conduct, embedded within the bet365 Corporate Governance Code, which the Company has adopted, ensure that business conduct is of a high standard.

- F. The need to act fairly as between members of the Company

There is regular ongoing communication throughout the year with all members of the Company to ensure full alignment to both the Group's and Company's purpose.

### KEY DECISIONS

By understanding our stakeholders and their interests, the Company has been able to factor their interests into decision making throughout the year to promote the long term success of the Company. During the year no key principal decisions were taken.

## STAKEHOLDER ENGAGEMENT STATEMENT

The following are considered to be the key stakeholders of the Company:

| <i>Stakeholder</i> | <i>Important areas for our Key stakeholders and measures taken to demonstrate their value to the business and engagement are set out below:</i>  |
|--------------------|--|
| Employees          | Please see the Employee Engagement Statement in the Directors' Report.   |
| Suppliers          | We value and foster strong business relationships. We aim to be a valued customer receiving best in class support and achieve this by having supplier friendly payment terms and prompt payment, together with regular dialogue, thereby building long term relationships with the organisations and individuals with which we do business. Partnering with reputable and reliable suppliers is essential. The Company carries out due diligence on all new suppliers appropriate to the services delivered. |
| Local Communities  | Where possible and appropriate, use of local suppliers and local employees is encouraged to support the local economies in which we are located.   |
| Customers          | We consider our customers' needs by: <ul style="list-style-type: none"><li>○ Providing the highest levels of customer service</li><li>○ Adhering to the policies set by them</li><li>○ Obtaining feedback from them on a regular basis</li></ul>   |
| Tax authorities    | We have open and proactive engagement with the tax authorities.  |
| Shareholders       | The success of the business ensures that shareholders are rewarded and the value of the Company is enhanced.   |

### **Hillside (New Media Midco) Limited – Section 172 Statement**

#### SECTION 172 (1) STATEMENT

The Directors recognise that effective engagement with stakeholders and consideration of their interests is fundamental to the success of the Company. The Directors discharge their duties in accordance with Section 172 of the Companies Act 2006, which requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole. In doing this section 172 requires the Directors to have regard, amongst other matters, to:

A. The likely consequences of any decisions in the long-term

Whilst the Company is not required to report on its Corporate Governance arrangements, the Company has continued to adopt the bet365 Corporate Governance Code, central to which is taking decisions to protect the long term interests of the Company. Further details of the bet365 Corporate Governance Code can be found in the bet365 Group Limited Financial Statements.

B. The interests of the Company's employees.

The bet365 Corporate Governance Code demonstrates that valuing its employees is central to the Company.

C. The need to foster the Company's business relationships with suppliers, customers and others.

We refer to our Stakeholder Engagement Statement which sets out our “partnership approach” to our stakeholders, where an emphasis is placed on the benefit to the business of long term relationships.

D. The impact of the Company's operations on the community and environment.

We refer to our Stakeholder Engagement Statement. The Company has at all times and will continue to do so, put the local community and environment at the heart of its business.

We refer to the Streamlined Energy and Carbon Report (SECR) included within the bet365 Group Limited financial statements for further detail of how the Company is working to reduce its carbon footprint.

E. The desirability of the Company maintaining a reputation for high standards of business conduct.

The Value Statement and Code of Conduct embedded within the bet365 Corporate Governance Code ensure that business conduct is of a high standard.

F. The need to act fairly as between members of the Company.

There is regular dialogue with all members of the Company to ensure full alignment to both the Company's and Group's purpose.

#### KEY DECISIONS

By understanding our stakeholders and their interest, the Company has been able to factor their interests into decision making throughout the year to promote the long term success of the Company. During the year no key principal decisions were taken.

#### STAKEHOLDER ENGAGEMENT STATEMENT

*Stakeholder*                      *Important areas for our key stakeholders and measures taken to demonstrate their value to the business and engagement are set out below:*

**Partnerships**                      The Company provides appropriate investment into its partnerships to allow these to meet their business objectives, ultimately enhancing the value of the Company.

**Shareholders**                      The success of the business ensures that shareholders are rewarded and that the value of the Company is enhanced.

#### **Hillside (Technology) Limited – Section 172 Statement**

#### SECTION 172 (1) STATEMENT

The directors recognise that effective engagement with stakeholders and consideration of their interests is fundamental to the success of the Company. The directors discharge their duties in accordance with Section 172 of the Companies Act 2006, which requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole. In doing this section 172 requires the directors to have regard, amongst other matters, to:

A. The likely consequences of any decisions in the long-term

Whilst the Company is not required to report on its Corporate Governance arrangements, the Company has continued to adopt the bet365 Corporate Governance Code, central to which is taking decisions to protect the long-term interests of the Company. Further details on the bet365 Corporate Governance Code can be found in the bet365 Group Limited Financial Statements.

B. The interests of the Company's employees

We refer to both the bet365 Corporate Governance Code, together with our Employee Engagement Statement in the Directors' Report which demonstrate that valuing its employees is central to the Company.

C. The need to foster the Company's business relationships with suppliers, customers and others

We refer to our Stakeholder Engagement Statement which sets out our "partnership approach" to our stakeholders, where an emphasis is placed on the benefit to the business of long-term relationships.

D. The impact of the Company's operations on the community and environment

We refer to our Stakeholder Engagement Statement. The Company has at all times and will continue to do so, put the local community and environment at the heart of its business. A priority is placed on recruiting employees locally wherever possible, with a similar approach employed to suppliers.

We refer to the Streamlined Energy and Carbon Reporting ("SECR") included within the bet365 Group Limited Financial Statements for further detail of how the Group is working to reduce its carbon footprint.

E. The desirability of the Company maintaining a reputation for high standards of business conduct

The Value Statement and Code of Conduct embedded within the bet365 Corporate Governance Code, ensure that business conduct is of a high standard.

F. The need to act fairly as between members of the Company

There is regular dialogue with all members of the Company to ensure full alignment to both the Company and Group's purpose.

#### KEY DECISIONS

By understanding our stakeholders and their interests, the Company has been able to factor their interests into decision making throughout the year to promote the long-term success of both the Company and the bet365 Group. During the year the key principal decision taken was in relation to resource allocation.

#### RESOURCE ALLOCATION

The Company have been in active dialogue throughout this period with its key stakeholders that has informed the way decisions were made surrounding which projects resources are allocated to by prioritising those projects most important to its customers.

Focus on staying at the forefront of technological advances continues as additional resources have been devoted to internal research and development alongside the migration of data centres and opening of new offices for our customers.

#### STAKEHOLDER ENGAGEMENT STATEMENT

*Stakeholder*                      *Important areas for our key stakeholders and measures taken to demonstrate their value to the business and engagement are set out below:*

**Employees**                      Please see the Employee Engagement Statement in the Directors' Report.

**Suppliers**                      We value and foster strong business relationships. We aim to be a valued customer receiving best in class support and achieve this by having supplier friendly payment terms and prompt payment, together with regular dialogue, thereby building long term relationships with the organisations and individuals with which we do business. We also perform significant due diligence on new suppliers to mitigate our supplier risk and ensuring we enter into high-quality partnerships.

**Local Communities**                      Where possible and appropriate, use of local suppliers and local employees is encouraged to support the local economies in which we are located.

**Customers**                      We consider our customers' needs by;

- Providing the highest levels of customer service,
- Adhering to the policies set by them and
- Maintaining open lines of communication.

**Shareholders**                      The success of the business ensures that shareholders are rewarded and that the value of the Company is enhanced.