

SELFRIDGES GROUP

Selfridges Group
Corporate Governance Statements 2020/21

Corporate Governance Statements

For the year ended 30 January 2021, under the Companies (Miscellaneous Reporting) Regulations 2018, SHEL Holdings Europe Limited, together with certain of its subsidiary undertakings and affiliated companies (together, the “Selfridges Group”), has for the second year continued to apply the Wates Corporate Governance Principles for Large Private Companies (the “Wates Principles”) as an appropriate framework for its corporate governance practices.

The Wates Principles, which were published by the Financial Reporting Council (“FRC”) in December 2018 require qualifying companies to publish their corporate governance statement together with a directors’ duties, employee engagement and stakeholder engagement statement (as applicable) on a website.

We have set out below the required statements in accordance with with the new reporting regulation.

Selfridges Retail Limited, as the main UK trading entity, has made available its required statement on its website, which can be found [here](#).

SHEL Holdings Europe Limited

Section 172 Statement

The directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of the Company taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006:

- a) the likely consequence 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; and
- e) the desirability of the company maintaining a reputation for high standards of business conduct.

In discharging their duties, the directors have regard to these matters. There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

The Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both the Company and subsidiary level. The Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") were adopted across the Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties,

to promote the success of the Group companies and regulate the behaviour and activities of the Company's and its subsidiaries' boards and each of their respective executive committees.

In 2020, the Group adopted a new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the "Vision and Purpose"). There are three core values that underpin the Vision and Purpose: to inspire our people, to respect our world and to drive creativity and innovation. As outlined in the Directors' report of SHEL's Annual Report and Financial Statements, our Code of Ethics describes how we use our values to achieve the Vision and Purpose. The Board and Executive Management are committed to the Vision and Purpose and to the creation of long-term sustainable value, for the benefit of its sole shareholder and wider stakeholders. Long-term success is monitored by the Board, as well as its parent company. Further details of the corporate governance arrangements in place are set out in the Directors' report of SHEL's Annual Report and Financial Statements. As part of the Vision and Purpose and corporate governance arrangements in place, supporting and retaining a highly skilled workforce across the Group is recognised as essential for long term success. As such, we support, inspire and develop our team members, continuing to ensure that the subsidiaries each have their own dedicated and tailored approach to employee engagement, as well as sustainability and financial targets which are monitored by the Board.

Stakeholder engagement is a key component of the Group's approach to corporate governance (details of which are set out in the Stakeholder engagement statement) and is considered an important part of the Company's long-term success. The Company has a long tradition of engaging with each of its stakeholders and obtaining their perspectives as appropriate.

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The directors ensure that Board meetings are held when appropriate and that the meetings are adequately recorded.

During the reporting year, the Board of directors met to approve certain decisions, including the appointment of the Group Risk Advisory Committee in light of the Covid-19 pandemic, to put in place a £10m facility with a company within the Group, to appoint the Selfridges Group Diversity and Inclusion Advisory Council and to approve certain corporate reports to be published, including tax strategy statement and modern slavery statement.

Further details on how the Board had regard to the matters set out in Section 172 are outlined in the Directors' report of SHEL's Annual Report and Financial Statements.

Employee engagement statement

In its role as a holding company and UK-based Head Office of the subsidiaries, it considers the employees of its subsidiaries when making any decisions which may affect them. In the UK, all employees are employed by Selfridges Retail Limited. Selfridges Retail Limited has disclosed a detailed employee engagement statement in respect of UK employees in the Group in its annual financial statements for the current reporting period.

The Company and its directors recognise that it is always important for team members to feel informed, involved and inspired by the Vision and Purpose. Across the Group, the need for supportive and clear communication and strong engagement has been paramount through the period of the pandemic, store closures, changes to government rules and Covid-secure working arrangements throughout 2020.

Stakeholder engagement statement

The Company believes that only through ongoing dialogue with stakeholders across the Group can it successfully deliver its Group strategy and create long-term sustainable value, for the benefit of its sole shareholder and wider stakeholders. The Company engages regularly with its subsidiaries and its parent company. Engagement with stakeholders is critical for the Group as it enables the directors of the Company and the respective subsidiaries to appropriately consider the implications of their decisions.

The Company is a holding company and the UK-based Head Office of a Group that has a clearly defined Vision and Purpose, with the customer at the heart. We recognise that our retail businesses are best placed to engage their respective customers and stakeholders directly and have appropriately delegated responsibility for day-to-day engagement. This is reviewed by the Board on a regular basis and as practicable, including at the time when significant decisions are being made that may impact stakeholders.

Examples of engagement undertaken by our subsidiary businesses include regular customer surveys, receiving direct feedback from customers, and input from personal shopping and customer relations platforms. Suppliers are welcomed to visit stores and offices with relationship meetings taking place regularly, and suppliers' ideas and recommendations fed back into system and process design, deadlines, business readiness and decision making.

The Company and our businesses as appropriate regularly engage with other key stakeholders: law enforcement, regulators and local authorities, local businesses, local business improvement or community representation groups, charities and non-governmental organisations.

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Corporate Governance Statement

For the reporting period, the Company applied the Wates Principles, in accordance with The Companies (Miscellaneous Reporting) Regulations 2018. This report sets out how the Wates Principles were applied.

The Group recognises the importance of good governance and, whilst being a private, family-owned business, one of the core principles of the Group's strategy is that we are transparent, both in how we communicate with each other within the Group and externally, with the outside world.

The Board delegates key matters and stakeholder engagement to its subsidiaries. The subsidiaries report back to the Board and/or Executive Management of the Company via various committees and periodic meetings, as part of wider risk management and internal controls in place across the Group, allowing the Board to demonstrate its oversight of any delegated responsibilities. The details regarding Company board meetings and key decisions made in 2020 are set out in the Strategic report of SHEL's Annual Report and Financial Statements

Each of the 6 Wates Principles have been considered individually within the context of the Company's specific circumstances and a short supporting statement is set out below to explain how each principle has been applied.

The Six Wates Principles and how these are applied:

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1. Purpose and Leadership

As set out in the Strategic report, the Group has adopted the Vision and Purpose.

The Board and Executive Management ensure that that the Group operates its business in line with the Vision and Purpose.

The Company's main role is oversight of its subsidiaries, being iconic retail brands including Brown Thomas and Arnotts in Ireland, Selfridges in the UK and de Bijenkorf in the Netherlands. These iconic retail brands provide leading retail experiences for customers worldwide through its store network and online platforms.

The Board is committed to a culture of strong ethical behaviour as embodied in the Group Values: to inspire our people; to respect our world; and to drive creativity and innovation, which together are central to the Vision and Purpose.

Our Group Code of Ethics sets out standards of behaviours required from the directors, team members and those we engage with, including our partners.

Our Selfridges Group Diversity and Inclusion Advisory Council, together with its terms of reference, was appointed in August 2020 to encourage, promote and celebrate greater inclusion and diversity across Selfridges Group as part of a culture built on respect and trust.

2. Board Composition

The Board, Executive Management and each of the Committees across the Group consist of individuals who are appointed to their roles with consideration of skills, experience, capability and their ability to lead the business with effective and strategic decision making.

Board meetings are held at least once a year and more often as required. In addition to approving any strategic and other key decisions, board meetings are held to approve the payment of any dividends, to appoint and remove directors, to approve the financial statements, as well as to approve other corporate reporting, such as the Group's tax strategy and modern slavery statement.

Other business may be addressed as required at board meetings or through written resolutions.

3. Director Responsibilities

All new directors and new members of the Executive Management team are provided with an orientation and training programme covering their duties and responsibilities.

The directors and Executive Management also have opportunities to participate in training when there are key changes in legislation and guidance, and they are kept up to date on new market developments. This enables the directors and Executive Management to continue to be aware of the environment in which they make decisions and ensure that their decision-making is underpinned by good governance.

All Board members and Executive Management have access to the advice and services of the Company Secretary.

The directors and Executive Management are aware of their duties should conflicts of interest arise. A formal request asking directors to disclose any conflict or potential conflict is sent out and collated once a year. The articles of association of the Company contain conflict provisions to ensure that the directors do not breach their duties. These provisions also support the directors in their duty to exercise independent judgement.

The Company engages independent external advice on key matters as required.

The Board, delegated to Executive Management as appropriate, reviews the public reports required to be published by the Company and its subsidiaries each year, including financial statements, gender pay gap report, modern slavery statement and tax strategy reports.

The Board is committed to reviewing and, where appropriate, improving its operational governance and ensuring that the Company's strategy, as well as the proper discharge of directors' duties, are fully considered and demonstrably remain central to all Company decisions.

The Group Risk Management Committee (RMC) meets bi-annually, and more regularly as necessary. The RMC operates under its Terms of Reference which cover its role, remit, quorum and purpose of meetings.

The RMC supports the Board in identifying and managing key corporate risks, identifying actions for directors and managers to address or mitigate risks or to improve controls. The RMC meetings are chaired by the Group Finance Director.

The Board and the RMC are supported by Executive Management and other senior team members from across the Company. The subsidiaries each have their own risk committees, which feed into the RMC. The RMC provides a bi-annual report and update to the Company's parent company.

An Audit Committee is in place in respect of each of the operating subsidiaries. At least one representative of the Board sits on each Audit Committee. The Audit Committee meetings take place bi-annually and are also attended by representatives from Group Audit and Risk and Group Legal.

The Company sets the agenda for the subsidiaries' Audit Committees to ensure the Audit Committees cover all key areas required for appropriate oversight of subsidiaries.

The Board discusses and approves the key topics and themes arising from previous Audit Committees. There are also audit and governance committees of the parent company that are attended by certain of the Company's directors and representatives of Executive Management and senior team members as required. This provides a robust review of all subsidiaries and ensures that the directors of the Company and its sole shareholder have oversight and an understanding of the principal risks and opportunities (as further detailed below) within the subsidiaries' businesses and are able to satisfy their duties as directors of the Company.

4. Opportunity and Risk

The Board and the RMC are committed to regularly reviewing the Company's and its subsidiaries' principal risks and opportunities to ensure that these are adequately addressed. This is with a view to ensuring the Company is promoting and delivering long term value to the shareholder, in line with the Group's strategy.

Principal risks have been identified across the Company at a department, project and subsidiary level. Risks are assessed on a matrix of impact (financial and reputational) and likelihood, with target risks noted and a plan to address, mitigate or improve the risk position where possible. This is supported by input from the Audit and Risk Management Committees. The key corporate risks are as identified in the Strategic Report of SHEL's Annual Report and Financial Statements.

All risks have mitigation plans in place.

The directors regularly discuss and receive updates on key risk matters and ensure these are factored into decisions made, with appropriate controls in place such as policies, formal contracts with third parties and insurance coverage, each where appropriate. Significant capital expenditure projects are reviewed by senior individuals as part of a capital approval process. The risks of each significant transaction are reviewed against internal mechanisms and monitored on ongoing basis.

Given the heightened risk to operations throughout the Covid-19 pandemic, the Board appointed a group advisory committee to meet at least weekly in order to monitor and advise on the planning, response and recovery activities of the Company and its subsidiaries.

5. Remuneration

The Group has a Remuneration Committee which reviews the compensation for defined senior team members of the Company and across the Group at least once per year. This is governed by the Remuneration Committee's Terms of Reference which outline the Remuneration Committee's remit and responsibilities.

The Remuneration Committee ensures that each subsidiary has a fair and competitive reward framework based on grade, size of role and responsibility. Bonus schemes are underpinned by the Company's financial and operating performance as well as individual performance, values and behaviours in line with the Group's strategy as well as an independent advisor not directly employed by the Company.

The Remuneration Committee meetings are always attended by a representative of the shareholder to support engagement.

6. Stakeholder Relationships and Engagement

The Board regularly engages with its sole shareholder and ensures the shareholder is kept abreast of developments both at Company and subsidiary level. This includes Audit Committee meetings as referred to above, budget meetings and strategic business reviews, in respect of each subsidiary's business.

The Group HR function oversees an annual employee engagement survey across the Group, with surveys carried out during the year as required. The surveys are completed by team members across the Group. There is a robust process in place for analysis of the results and feedback is considered by the Board and Executive Management in decision making.

As detailed in the Stakeholder Engagement Statement, the Board has delegated day-to-day engagement with key stakeholders across the Group to the respective subsidiaries and ensures oversight via regular engagement with the respective subsidiaries.

SREL Retail Limited

Section 172 Statement

The directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of the Company taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006:

- a) the likely consequence 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.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

The Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the Company Secretary and are aware of their duties as directors.

The Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") were adopted across the Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of the Group

companies and regulate the behaviour and activities of the Company's and its subsidiaries' boards and their respective executive committees.

Responsibility for the implementation of any decisions remain with the Company, with ongoing monitoring of governance processes in accordance with the Groups' approach to governance.

During the year the Company met to approve its financial statements. The Company did not make any principal decisions.

Stakeholder engagement statement

The principal stakeholders which the Board consider when making its decisions are its parent company and the Group, as well as team members (employees), suppliers and our customers. Directors consider a number of factors when making

their decisions, including the impact of these decisions on our stakeholders. The Company believes that only through ongoing dialogue with its stakeholders can it deliver its new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the "Vision and Purpose"), adopted by the Group in 2020. The Company engages regularly with its subsidiaries, its parent and the Group. As part of the corporate governance strategy the Company adopted, engagement is also delegated throughout the Group in respect to customer and team member engagement and this is regularly fed back to the directors who apply this knowledge when residing on their respective Boards.

As above, the corporate governance strategy also supports the principal decision making of the directors.

This, and regular engagement with retail businesses, supports the directors' decision making as the directors are kept informed of engagement with stakeholder groups by the Group.

SFP Holdings Limited

Section 172 Statement

The Directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of Selfridges Group taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006:

- a) the likely consequence of any decision in the long term.
- b) the interests of the group's employees.
- c) the need to foster the group's business relationships with suppliers, customers and others.
- d) the impact of the group's operations on the community and the environment.
- e) the desirability of the group maintaining a reputation for high standards of business conduct.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

Selfridges Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both Selfridges Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the Company Secretary and are aware of their duties as Directors.

The Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") were adopted across Selfridges

Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of Selfridges Group companies and regulate the behaviours and activities of the Company's and its subsidiaries' boards and each of their respective executive committees.

Responsibility for the implementation of any decisions remain with the Group, with ongoing monitoring of governance processes in accordance with the Group's approach to governance.

During the year the Board met to approve certain decisions, including approval of annual financial statements. The Group also considered and resolved to extend an existing loan facility, the details of which are set out in these financial statements; as part of this process the directors took into account the financial position of the Group and the interests of its stakeholders.

Stakeholder Engagement Statement

The principal stakeholders which the Board considers when making its decisions are its immediate parent company and Selfridges Group, as well as suppliers and customers, as appropriate in accordance with the Group's approach to governance.

The Directors consider a number of factors when making decisions including the impact of these decisions on our stakeholders.

The Group believes that only through ongoing dialogue with its stakeholders (directly or indirectly, as appropriate) can it deliver its new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the Vision and Purpose)

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adopted by Selfridges Group in 2020. The Group engages regularly with its immediate parent company and Selfridges Group.

Engagement with customers and team members is substantially delegated throughout Selfridges Group to the respective subsidiary businesses and this is regularly fed back to the Directors via the established channels in place across Selfridges Group, enabling Directors to apply this knowledge when residing as directors on their respective Boards.

As above, the corporate governance strategy also supports the principal decision-making of the Directors. This, and regular engagement with the retail businesses, supports the Directors' decision-making as the Directors are kept informed of engagement with stakeholder groups by Selfridges Group.

As part of their decision-making process in respect of the reporting year, the Directors considered the solvency of the Group, its stakeholders as referred to above and had regard to the impact of their decisions on Selfridges Group.

Selfridges Financing Limited

Section 172 Statement

The Directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of Selfridges Group taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006:

- a) the likely consequence of any decision in the long term.
- b) the interests of the group's employees.
- c) the need to foster the group's business relationships with suppliers, customers and others.
- d) the impact of the group's operations on the community and the environment.
- e) the desirability of the group maintaining a reputation for high standards of business conduct.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

Selfridges Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both Selfridges Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the Company Secretary and are aware of their duties as Directors.

The Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") were adopted across Selfridges

Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of Selfridges Group companies and regulate the behaviours and activities of the Company's and its subsidiaries' boards and each of their respective executive committees.

Responsibility for the implementation of any decisions remain with the Group, with ongoing monitoring of governance processes in accordance with the Group's approach to governance.

During the year, the Company Board met to approve certain decisions, including approval of annual financial statements. The Company also considered and resolved to extend an existing loan facility, the details of which are set out in these financial statements; as part of this process the Directors took into account the financial position of the Company and the interests of its stakeholders.

Stakeholder Engagement Statement

The principal stakeholders which the Board considers when making its decisions are its immediate parent company and Selfridges Group, as well as suppliers and customers, as appropriate in accordance with the Group's approach to governance.

The Directors consider a number of factors when making their decisions, including the impact of these decisions on our stakeholders. The Company believes that only through ongoing dialogue with its stakeholders can it deliver its new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the Vision and Purpose) and adopted by the Group in 2020. The Company engages regularly with its subsidiary, its parent and

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Selfridges Group. Engagement with customers and team members is substantially delegated to the respective affiliate businesses and this is regularly fed back to the Directors via the established channels in place across the Group, enabling Directors to apply this knowledge when residing as directors on their respective Boards.

As above, the corporate governance strategy also supports the principal decision-making of the Directors. This, and regular engagement with the retail businesses, supports the Directors' decision-making as the Directors are kept informed of engagement with stakeholder groups by Selfridges Group. Examples of engagement undertaken by businesses within Selfridges Group can be found in the Strategic Report.

Selfridges Properties Limited

Section 172 Statement

The Directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of Selfridges Group taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006:

- a) the likely consequence of any decision in the long term.
- b) the interests of the group's employees.
- c) the need to foster the group's business relationships with suppliers, customers and others.
- d) the impact of the group's operations on the community and the environment.
- e) the desirability of the group maintaining a reputation for high standards of business conduct.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

Selfridges Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both Selfridges Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the Company Secretary and are aware of their duties as Directors.

The Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") were adopted across Selfridges

Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of Selfridges Group companies and regulate the behaviours and activities of the Company's and its subsidiaries' boards and each of their respective executive committees.

Responsibility for the implementation of any decisions remain with the Group, with ongoing monitoring of governance processes in accordance with the Group's approach to governance.

During the year, the Company Board met to approve certain decisions, including approval of annual financial statements. The Company also considered and resolved to extend an existing loan facility, the details of which are set out in these financial statements; as part of this process the Directors took into account the financial position of the Company and the interests of its stakeholders

Stakeholder Engagement Statement

The principal stakeholders which the Board considers when making its decisions are its immediate parent company and the Group, as well as suppliers and customers, as appropriate in accordance with the Group's approach to governance.

The Directors consider a number of factors when making their decisions, including the impact of these decisions on our stakeholders. The Company believes that only through ongoing dialogue with its stakeholders can it deliver its new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the "Vision and Purpose") and adopted by the Group in 2020. The Company engages regularly with its immediate parent company and

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Selfridges Group. Engagement with customers and team members is substantially delegated throughout Selfridges Group to the respective subsidiary businesses and this is regularly fed back to the Directors via the established channels in place across the Group, enabling Directors to apply this knowledge when residing as directors on their respective Boards.

As above, the corporate governance strategy also supports the principal decision-making of the Directors. This, and regular engagement with the retail businesses, supports the Directors' decision-making as the Directors are kept informed of engagement with stakeholder groups by Selfridges Group.

As part of their decision-making process in respect of the reporting year, the Directors considered the solvency of the Company, its stakeholders as referred to above and had regard to the impact of their decisions on the Group.

Selfridges Manchester Limited

Section 172 Statement

The Directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of Selfridges Group taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006:

- a) the likely consequence of any decision in the long term.
- b) the interests of the group's employees.
- c) the need to foster the group's business relationships with suppliers, customers and others.
- d) the impact of the group's operations on the community and the environment.
- e) the desirability of the group maintaining a reputation for high standards of business conduct.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

Selfridges Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both Selfridges Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the

Company Secretary and are aware of their duties as Directors.

The Wates Corporate Governance Principles for Large Private Companies (the "Wates Principles") were adopted across Selfridges Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of Selfridges Group companies and regulate the behaviours and activities of the Company's and its subsidiaries' boards and each of their respective executive committees.

Responsibility for the implementation of any decisions remain with the Group, with ongoing monitoring of governance processes in accordance with the Group's approach to governance.

During the year, the Company Board met to approve certain decisions, including approval of annual financial statements.

Selfridges & Co Limited

Section 172 Statement

The directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of the Company taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (f) of the Companies Act 2006.

- a) the likely consequence of any decision in the long term.
- b) the interests of the company's employees.
- a) 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.

The Directors of the Company understand the application and execution of Section 172 duties and demonstrate this in their decision making. Directors are kept up to date on new legislation and market developments by the Company Secretary and are encouraged to attend at least one face to face directors' duties training session each year, with a key focus of the training being Section 172.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate. Selfridges Group operates under high standards at corporate governance which underpin the

importance of the role of statutory directors, at both Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the Company Secretary and are aware of their duties as directors.

The Wates Corporate Governance Principles for Large Private Companies (the 'Wates Principles') were adapted across Selfridges Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of Selfridges Group companies and regulate the behaviour and activities of the Company's and its subsidiaries' boards and each of their respective executive committees.

Responsibilities for the implementation of any decisions remain with the Company, with ongoing monitoring of governance process in accordance with the Group's approach to governance.

During the year the Company met to approve its annual financial statements and to approve an investment in its subsidiary company, Selfridges Retail Limited.

Stakeholder Engagement Statement

The principal stakeholders which the Board considers when making its decisions are its parent company and the Group, as well as team members (employees), suppliers and customers, as appropriate in accordance with the Group's approach to governance.

The Directors consider a number of factors when making decisions, including the impact of these decisions and our stakeholders. The

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Company believes that only through ongoing dialogue with its stakeholders (directly or indirectly, as appropriate) can it deliver its new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the 'Vision and Purpose'), adapted by the Group in 2020. Engagement with customers and The team members is substantially delegated throughout Selfridges Group to the respective subsidiary business and This is regularly fed back to the Directors via the established channels in place across the Group enabling the Directors to apply knowledge when residing as directors and their respective Boards.

As above, the corporate governance strategy also supports the principal decision-making at the Directors. This, and regular engagement with the retail business, supports the Directors' decision-making as the directors are kept informed at engagement with stakeholder groups.

Selfridges Holdings Limited

Section 172 Statement

The directors of the Company have acted in a way that it considers, in good faith, would be the most likely to promote the long-term success of the Company taking into account, amongst other matters, the matters set out in Section 172(1) (a) to (e) of the Companies Act 2006.

- a) the likely consequence 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.

There may be other factors relevant to certain decisions, which may also be taken into account as appropriate.

Selfridges Group operates under high standards of corporate governance which underpin the importance of the role of statutory directors, at both Group and subsidiary level. Directors are kept up to date on new legislation and market developments by the Company Secretary and are aware of their duties as directors.

The Wates Corporate Governance Principles for Large Private Companies (the 'Wates Principles') were adopted across Selfridges Group and provide a framework for the Group's corporate governance standards. This is primarily to support the directors in meeting their statutory and fiduciary duties, to promote the success of Selfridges Group companies and regulate the behaviour and activities of the Company's and its subsidiaries' boards and each at their respective executive committees. Responsibilities for the implementation of any decisions remain with the Company, with ongoing monitoring of governance process in accordance with the Group's approach to governance.

During the year the Company met to approve its annual financial statements and to approve on investment in its subsidiary company.

Stakeholders Engagement statement

The principal stakeholders which the Board considers when making its decisions are its immediate parent company and the Group, as well as suppliers and customers.

The Directors consider certain factors when making decisions including the impact of these decisions and our stakeholders. The Company believes that only through ongoing dialogue with its stakeholders (directly or indirectly, as appropriate) can it deliver its new strategy to reinvent retail and to imagine and create a sustainable future for our customers (the 'Vision and Purpose'), adapted by the Group in 2020. Engagement with team members and customers is substantially delegated throughout Selfridges Group to the respective subsidiary business and this is regularly fed back to

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the Directors via the established channels in place across the Group enabling the Directors to apply knowledge when residing as directors on their respective Boards.

As above, the corporate governance strategy also supports the principal decision-making of the Directors. This, and regular engagement with the retail business, supports the Directors' decision-making as the directors are kept informed of engagement with stakeholder groups.

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