

Section 172(1) Statement

Section 172 of the Companies Act 2006 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 the:

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

The Directors understand that how we behave matters not only to our people but also to the many stakeholders who have an interest in our business. We believe that productive business relationships with our suppliers, customers and other key stakeholders are key to the success of the Company and that the interests of relevant parties should be considered when making decisions that may impact them. Though engagement is carried out at a Trainline Group level by those most relevant to the stakeholder or issue in question, the Directors receive updates on the engagement that has been undertaken, the reoccurring questions, concerns raised and the feedback provided by the Company's key stakeholders. For details on the some of the engagement that took place with the Company's stakeholders please see pages 36 to 38 of the Trainline plc FY'20 Annual Report.

When making decisions the Directors takes the course of action that they consider best leads to the success of the Company over the long-term, and when doing so also consider the interests of the stakeholders that we interact with. The Directors acknowledge that every decision made will not necessarily result in a positive outcome for all our stakeholders but by considering the Company's purpose and values together with its strategic priorities the Directors aim to make sure its decision is consistent and predictable.

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Shaun McCabe
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Shaun McCabe

Director

Trainline.com Limited

Registered number: 3846791

Registered Office: 120 Holborn, LONDON, EC1N 2TD