The future is ours to shape together

ANNUAL REPORT 2025

About this report

Materiality

This report aims to provide a fair, balanced and understandable assessment of our business model, strategy, performance and prospects in relation to material financial, economic, social, environmental and governance issues.

The material focus areas have been identified by taking into consideration:

- Matters that are critical to achieving our strategic objectives
- Key risks identified through our risk management processes
- Feedback from key stakeholders over the past year and in previous years

Improving our reporting

We are committed to providing high-quality, transparent and accessible reporting. In preparation for the upcoming requirements of the EU's Corporate Sustainability Reporting Directive (CSRD) and the related European Sustainability Reporting Standards (ESRS), we continue to align our disclosures with their key principles on a best-effort basis.

As part of this transition, we have integrated our standalone Sustainability Report into the Sustainability section of this 2025 Group Annual Report. This reflects our aim to present financial and non-financial information in a more consistent, connected and streamlined manner. We have also continued to simplify the structure and language of the report to improve readability while maintaining the depth and integrity of our disclosures.

We remain focused on further strengthening our reporting as the CSRD/ESRS requirements become formally applicable.

Table of contents

MANAGEMENT REVIEW	4
CEO review	5
Our company	9
At a glance	9
We are TIP Group	10
Our services	11
Where we operate	17
Our fleet	18
Our history	19
Our business model and value chain	20
Managing our risk	22
Financial review	27
Commercial and operational review	34
Leadership and governance	40
Board of Directors	40
Senior leadership	42
Corporate governance structures	44
Viability statement	48

SUSTAINABILITY STATEMENT	49
General	51
Basis for preparation	51
Sustainability governance	52
Sustainability strategy	60
Double materiality assessment	66
Environment	72
Our approach to climate change	72
Our approach to circular economy and resource use	84
Social	87
Own workforce	87
Workers in the value chain	97
Governance	103
Business conduct and corporate culture	103

FINANCIAL STATEMENTS	111
Consolidated statement of profit or loss	112
Consolidated statement of comprehensive income	113
Consolidated statement of financial position	114
Consolidated statement of changes in equity	116
Consolidated statement of cash flows	117
Additional information on the consolidated statement of cash flows	118
General notes	119
Specific notes	139
Company financial statements	176
Statement of profit or loss	177
Statement of financial position	178
Statement of changes in equity	179
Notes to the company financial statements	180
Board of Directors of Global TIP Holdings Two B.V.	184
Other information	185
Independent auditor’s report	186

ADDITIONAL INFORMATION	190
Corporate information	191
Forward-looking statements	193
Nineteen-year financial summary	194
Glossary and references	195
Other key terms and abbreviations	200
Acknowledgements	202

MANAGEMENT REVIEW

CEO review	5
Our company	9
At a glance	9
We are TIP Group	10
Our services	11
Where we operate	17
Our fleet	18
Our history	19
Our business model and value chain	20
Managing our risk	22
Financial review	27
Commercial and operational review	34
Leadership and governance	40
Board of Directors	40
Senior leadership	42
Corporate governance structures	44
Viability statement	48

CEO review

After more than 25 years working for TIP, I am truly honoured to share our 2025 Annual Report with you, my first as CEO of TIP Group. Over the years, many people have asked me, 'What excites you most about working for TIP?' My answer is simple: I genuinely love working here because of our wonderful people and the friendly, supportive culture we share. We are equipped with the right tools, cutting-edge technologies and bright minds, all dedicated to delivering exceptional customer experiences across every market we operate in.

As this report shows, this change in leadership does not alter our mission, and our core values and goals remain unchanged. Team spirit, integrity, passion and reliability will continue to shape how we work across workshops, offices and branches. Because these values are as strong as ever, I am convinced that we have the expertise, capabilities and determination to enable TIP Group to secure an even better position in our industry in the years to come.

I want to take this opportunity to thank Bob Fast for his outstanding leadership over the decades, and I look forward to collaborating with him in his new role as Chairman of the Supervisory Board. I would also like to extend my thanks to our Board of Directors and the Supervisory Board for the opportunity to serve our company; I am very excited and proud to lead our company into its next phase of growth.

Throughout this eventful year, I have been incredibly grateful for the positive energy of our employees, whose drive to innovate and deliver great service has made TIP Group the successful company it is today. I am equally grateful for the inspiration our customers provide, whose ever-evolving needs keep us constantly improving and present new opportunities to apply our excellence and expertise. I would also like to extend a warm welcome to new joiners of TIP Group in 2025, especially the team from our recent Renmak Limited acquisition. We look forward to working with you and learning from you as we grow.

Finally, I would like to extend my sincere thanks to our dedicated employees, valued customers, strategic partners and shareholders for your trust and support as we drive positive change at TIP Group.

Dear reader,

Despite a challenging economic environment, 2025 was a year of strong delivery for TIP Group. We grew leasing and rental revenue by 8% year over year, improved our maintenance and repair (M&R) capabilities and strengthened our TIP Insight Digital Services offering while keeping sustainability at the heart of our decisions.

Thanks to the hard work of our people and the strategic choices we made throughout the year, our total revenue increased by 6% compared to 2024. These are results we can be proud of, and I am grateful to every colleague who made them possible. At the same time, I am excited by what lies ahead: with our network, data-driven services and customer focus, I believe the best of TIP Group is still to come.

Maintaining a sharp focus on the road ahead

Looking to the future, we recognise that ensuring ongoing success depends on our ability to fulfil two core ambitions: delivering a seamless, best-in-class customer experience, and reducing the environmental impact of our sector. Fundamentally, we believe that improvements in operational efficiency and support for the energy transition can go hand in hand for TIP Group and the entire sector.

As part of our broader 'Strategy 2030', we will:

- Establish additional solar-powered TIP sites with charging infrastructure and explore other impactful energy transition initiatives
- Aim to achieve €2 billion in revenue by, representing a 60% increase from 2025 driven by focused strategic growth initiatives across key sectors
- Accelerate fleet diversification by targeting expansion in transport & logistics, waste, water, and government industry segments
- Expand service diversification, including creating refurbishment excellence centres, and broadening our geographical reach
- Defend our leading market position as a full-service equipment solutions provider by strengthening service excellence in our core trailer and vehicle lease-and-rental business
- Drive initiatives around energy transition, promote zero-emission options and solar powered solutions

"I am excited by the opportunity to lead TIP Group. With our talented, passionate teams across Europe, we are well positioned to develop innovative, sustainable solutions that inspire and create lasting, positive impacts for our industry, customers and stakeholders."

Our performance in 2025

In 2025, TIP Group weathered an uncertain business environment characterised by persistent inflation, fast-changing trade restrictions and geopolitical instability. We adapted quickly to these challenges and achieved strong business performance, with revenue up 6% to €1,263m (2024: €1,190m).

In addition, we achieved EBITDA of €520m (2024: €488m), demonstrating the success of our strategy to combine leasing and rental with maintenance services. We continued to maintain strong overall performance, with contributions of €643m (2024: €609m) and operating profits of €130m (2024: €131m). Because we continued to invest in our fleet, we grew our leasing revenue backlog substantially, by 11% to €1,765m (2024: €1,586m).

Despite central banks reducing and/or holding interest rates in many of our markets, the leasing equipment pricing environment remained challenging in 2025. Nevertheless, we maintained a strong EBITDA margin of 41% (2024: 41%) and our utilisation (UTE) also remained high at 90% (2024: 89%). We also maintained an overall contribution margin of 51% (2024: 51%) due to improved performance of our leasing and rental products, while keeping operating expenses low at 10% (2024: 10%) of revenue.

As expected, our customers continued to favour comprehensive maintenance leases to achieve efficiencies and outsource their equipment and M&R needs. Meanwhile, we continued to develop our third-party M&R product offering in 2025, both organically and through bolt-on acquisitions. M&R revenue has grown at a compounded annual growth rate of 16% over the last five years. And in 2025, it increased by 9% (2024: 18%), demonstrating our market leadership in the fragmented M&R market. Inspired by this positive outcome, we will continue to invest in acquisitions, new workshops, additional bays and modernising and reducing the environmental impact of our workshops, and adding new mobile service units to support future growth. Most of all, we recognise these achievements while knowing that there is much more work to do.

Investing in future success

We invested in approximately 7,800 new equipment units in 2025, with a focus on developing specialised units for our rental and leasing fleet. Additionally, we added about 1,100 units through acquisitions, and invested €519m in a new fleet. The average age of our fleet is 5.6 years. We also completed three fleet-related acquisitions totalling an investment of €46m.

Building on our strategic initiatives, we intensified our remarketing efforts to safeguard our fleet sales margins and offload units that are not in operational use. Our diversified remarketing model enabled us to offset fluctuations across multiple national and export markets. With a relatively strong UTE of 90% (2024: 89%) given market conditions, we sold approximately 8,500 units (2024: ~10,800) for €102m (2024: €118m) while maintaining healthy margins, demonstrating the strength of our remarketing network and our team's in-depth industry knowledge.

Driving the energy transition

Our goal is to shape a sustainable future by taking important steps and contributing to lasting positive environmental impact. Guided by our strategy, I am confident that we are moving in the right direction.

We are already well-positioned to support customers at any stage of their energy transition journey. In 2025, we saw more customers opt for clean transportation, like alternative fuel, electric or hybrid vehicles. This was reflected in the increased use of our Green Revolving Credit Facility (GRCF), from €20m in 2024 to €43m in 2025. We are also leading by example, adding 153 clean transportation units to our fleet in 2025 alone (total green units 508) and providing more charging solutions at selected sites.

Extending asset life is central to our approach, too. We know we can do more on our own energy transition journey by refurbishing our older fleet, and we refurbished 3,511 trailers in 2025. By extending the lifespan of trailers, we can significantly reduce our Scope 3 emissions and further align our operations with global sustainability goals. Looking ahead, we aim to take this beyond refurbishing our fleet to encompass leasing, refurbishment services and lease-back solutions.

People, safety, and culture

Health and safety always comes first at every TIP site. Accident prevention is our top priority, and we pursue zero harm through our 'Ambition Zer0' programme because any incident can seriously injure our people, and we never want to take that risk. Although there was an increase in workshop injuries in 2025, it resulted from the actions we took to enhance our reporting platform, which has provided more insights to help us achieve our zero-harm goal.

Beyond our worksites, we are fully committed to having a direct positive impact on the communities around us, especially those where our employees work and live (see 'Driving social impact' on page 95). I'm proud of our long tradition of fundraising for charitable causes through our Cycling for Charity and Food Drive events, as well as the work we do to raise awareness of road and site safety in the industry.

In 2025, one of the highlights for our company was earning the Great Place to Work certification in 11 of the 17 countries where we operate. This achievement shows that TIP is a preferred employer in many of our locations and marks a significant milestone in our journey to be the best employer in our industry. Being recognised as a Great Place to Work reflects that our team members genuinely enjoy working here and helps bring our culture and values to life. It also strengthens our efforts to attract talented people who want to be part of our team. Looking ahead, we're excited to expand this certification to more countries and continue creating a positive, inclusive environment where everyone can thrive.

Mitigating risk at every turn

As with any business in the sector, we face a range of challenges and uncertainties, from the resilience of European road freight volume to more persistent inflation and higher-for-longer interest rates. On the other hand, we see significant optimism about growth in the transportation industry.

In 2025, we maintained robust risk management processes for credit, asset, treasury, tax, and operational risks. Our credit losses remained low at 0.5% of revenue (2024: 0.2%), a significant achievement given the difficult economic environment. Furthermore, while inflation and the uncertain economic environment remain challenging, our financial performance demonstrated the effectiveness of our risk approach throughout 2025, which is characterised by agility and adaptability. Ultimately, our strong performance showcases the strength of our business model.

Key milestones ahead

We are firmly committed to advancing Strategy 2030, which outlines a clear path for growth, while evolving our offerings and supporting the energy transition. As part of our strategy, we will expand our full-service platform to include leasing, maintenance, repairs, roadside support, refurbishment and data-driven services.

We will also invest thoughtfully and flexibly, driving growth that improves efficiency, resilience and profitability as we work towards our 2030 and 2050 decarbonisation goals. Here's how we plan to turn this vision into reality:

- Increase the volume of new leases while keeping a sharp focus on cost efficiency and utilisation
- Invest selectively in fleet and acquisitions, with flexibility to adjust capex to market conditions
- Expand our workshop network and roadside assistance platform to meet the rising demand for maintenance and repairs
- Accelerate refurbishment and electrification where they deliver clear customer value, including charging at selected sites
- Stay close to our customers via our service teams and TIP Insight to identify new ways to add value

Above all, our focus remains on meeting our customers' needs in uncertain times. We are confident about the future of our industry, supported by its structural growth drivers, and about the strength of our position within the sector, thanks to our resilient business model. We look forward to continuing this journey of growth, sustainability and innovation in 2026 and beyond.

Arjen Kraaij
President and CEO,
TIP Group

Our company

At a glance

EBITDA
€520m
€488m

TIP Insight
49,000
39,000

ADR
€29.3
€27.5

Employees
3,085
3,059

Branches
80
87

Fleet investment
€519m
€436m

Net operating assets
€2,484m
€2,379m

UTE%
90%
89%

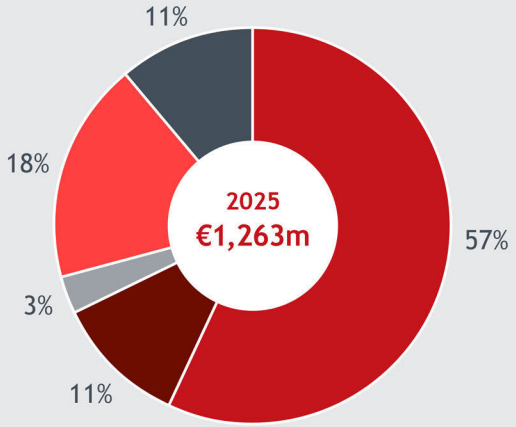
MSUs
257
259

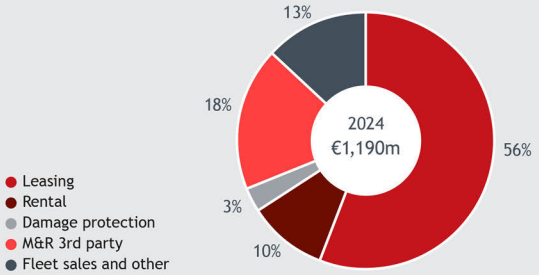
Workshops
129
128

Gearing ratio
76%
75%

Numbers versus 2024

Total revenue





We are TIP Group

TIP Group is a leading provider of equipment services in Europe, recognised for our scale, reliability and more than five decades of experience. From our origins in trailer leasing, we have grown into a full-service partner, offering trailers, trucks and specialised equipment, plus the services and digital solutions that keep fleets running efficiently and sustainably. We serve transportation and logistics customers, along with clients in the waste and water, construction, manufacturing, retail and e-commerce and other diversified industrial sectors. Customers value TIP not only for our equipment but also for the expertise and support that help them stay competitive in fast-changing industries.

Headquartered in Amsterdam, TIP Group operates from 138 service locations across 17 countries and manages a fleet of around 90,000 units, including curtainsiders, reefers, vans, chassis, tankers and specialised assets. With over 55 years of experience, we have built one of the most diverse and extensive equipment portfolios in the sector, ensuring we can support our customers wherever and whenever they need us.

Our offering covers the entire lifecycle of transportation equipment: flexible leasing and rental solutions, maintenance and repair, refurbishment roadside assistance, digital fleet management, sustainability initiatives and used equipment sales. By bringing these services together, TIP simplifies fleet management and provides a single, trusted point of support, enabling customers to focus on their core business with confidence.

Our services

Share of revenue

Leasing and rental

71%

Maintenance and repair

18%

Fleet sales, digital and other value-added services

11%

Leasing and rental

Our fleet has around 90,000 units available for leasing or rental.

Leasing: We lease a wide range of equipment with flexible financing options, including long-term lease solutions and innovative sale and leaseback structures that deliver real value to our customers.

Rental: We offer short-term rental solutions that provide total flexibility, enabling customers to maximise the utilisation of their fleet. Short-term rental solutions, which are sourced from our existing fleet, have an initial term of up to 12 months and always include maintenance services.

Damage protection: We offer a suite of tailored services to protect our customers' businesses against the costs of accidental damage, fire, theft or total loss of leased and rented equipment.

Maintenance and repair (M&R)

We have a proud history of maintaining equipment stretching back more than 55 years. This proven experience and our extensive expertise provide a solid base for our M&R services.

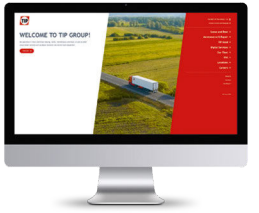
Our pan-European workshop and supplier network provides our customers with a comprehensive range of M&R services, reducing unplanned downtime while ensuring compliance with health and safety standards. Our breakdown recovery service for transportation equipment offers round-the-clock, multi-language support, 365 days per year.

All M&R services are offered on a contracted or non-contracted basis, allowing our customers to choose the solution that best suits their needs.

Fleet sales, digital and other value-added services

We offer a wide selection of high-quality second-hand trailers and trucks for sale from our own fleet, as well as from third-party fleets throughout Europe. A wide range of equipment and specifications are available. All used sales are handled by our dedicated TIP Used team.

With TIP Insight, we offer a range of telematics-based digital and connected services that take trailer telematics to the next level. This has enabled us to create a more transparent, more efficient and safer transportation ecosystem.



Find out more at
www.tip-used.com

A closer look at our Maintenance & Repair (M&R) services

We deliver comprehensive M&R services to our customers, ensuring their fleet is of the highest quality, whether they use TIP's lease and rental fleet or a third-party offering.

We help to improve our customers' fleet performance by minimising equipment downtime, which leads to more agile and profitable operations. Our comprehensive range of M&R services uniquely covers the entire equipment life cycle, from annual roadworthiness inspections and tyre servicing to complete refurbishment. These services are available on a contractual or non-contractual basis and can be tailored to meet our customers' unique needs.

Quality guaranteed

Building on more than 55 years of experience, we are experts in providing predictive, preventative and emergency over-the-road M&R services. These services are offered at TIP-owned workshops and through our extensive third-party network of more than 3,000 suppliers. Our fleet of mobile service units (MSUs) offers our customers preplanned maintenance clinics wherever required. Quality is guaranteed by the expertise of our qualified and certified mechanics, providing our customers with full peace of mind.

Maximum flexibility

Our M&R offering is designed to give our customers maximum flexibility. Our standard maintenance service provides an all-inclusive fixed rate for standard operations like regulatory inspections, equipment checks and regular body repair work. It also covers the servicing of brakes, axles, suspension, electrical components, reefer engines, tankers and tail-lifts. Maintenance rates can be contractually agreed upon, standardised across multiple locations and set on a volume/expenditure basis. These services are also available without a contract, with billing consolidated into single monthly invoices with fully itemised work records to streamline customers' administration. Our customers can access maintenance records through TIP's customer portal (FleetRadar™), including a single sign-on to our telematics platform.

> *"Our partnership with TIP is a powerful example of how smart technology and fleet services can come together to drive real change. Einride is a technology-driven transformation partner for road freight, offering a full-service ecosystem that includes electric and autonomous vehicles, digital optimisation tools and infrastructure integration. TIP's full-service e-truck rental solutions combined with our platform, powering everything from charging and deliveries to on-the-ground support, enable seamless, end-to-end electrified freight operations."*
>
> *Linnéa van Lokhorst, Head of Operations EMEA at Einride.*

Refurbishment

While M&R focuses on keeping trailers safe, operational and compliant with regulations, refurbishment takes this a step further, encompassing broader upgrades that extend trailer lifetimes, conserve resources and reduce emissions. Trailer refurbishment has become increasingly important due to the rising costs of new equipment and corporate ESG demands. TIP offers three levels of trailer refurbishment: optical, technical and full overhaul. From refreshing paintwork to replacing key components, our flexible refurbishment options extend the life of our customers' trailers. Our customers can benefit from our Refurb & Lease and Sale & Leaseback refurbishment offering.

The advantages of our M&R services

- Cost transparency with an all-inclusive fixed rate
- More profitable operations by minimising equipment downtime
- Quality guaranteed by the expertise of our certified mechanics
- 100% compliant with all safety and regulatory standards
- All data and documentation accessible in one place
- CO_2 reductions using our refurbishment service
- CO_2 reduction calculation through an ESG assessment

SPECIALISED MAINTENANCE	Tyre services		Cooler services		Tail lift service		Other ancillary services			
PERFORMANCE SERVICES	24/7 roadside assistance		On-site/mobile service		Digital service		Replacement vehicle		Pick-up services	
ADD-ON SERVICES	Compliance service		Other repairs		Damage protection		TIP parts		Refurbishment	

Next-generation digital services

We offer next-generation digital services to our customers through our TIP Insight portfolio. At the core of our digital offering is our telematics service, which equips trucks, vans and trailers with modems and additional sensors that collect real-time data. This data is consolidated into a user-friendly digital platform, providing customers with easy access to driving and maintenance insights, thereby enabling efficient fleet management and enhanced operational performance.

As of 2025, more than 49,000 units were connected. Our goal is to connect all new units and eligible units within our existing fleet. This will enhance information-sharing with customers, deliver greater value to their operations, elevate the user experience and support a more environmentally sustainable network. We work closely with customers to tailor their digital service solutions to their unique needs.

During 2025, we prepared the migration and implementation of TIP's new telematics platform, SCALAR, to replace the existing FleetConnected platform. Starting in Q1 2026, we will begin migrating all customers, users and assets into the SCALAR platform, while also providing the necessary training to all customers.

SCALAR is built on a new modular solution architecture that is designed to support seamless growth. Our move from FleetConnected to SCALAR is not just a technological shift but an evolution aimed at future-proofing our services.

Advanced digital solutions

Customers can choose from a variety of advanced digital services:

- **Real-time asset tracking:** offering movement visibility through 'track and trace' functionality
- **Electronic brake-performance monitoring system (EBPMS):** enabling predictive maintenance
- **Tyre-pressure monitoring system (TPMS):** improving safety, efficiency and compliance (UN ECE R141 regulation)
- **Live monitoring:** providing visibility of refrigeration unit temperatures and door status (open/closed)
- **FleetInspected:** enabling customers to inspect and assess asset conditions or document damage, any time, anywhere, using an integrated inspection app
- **User-friendly portal:** providing alerts and customisable reporting tools
- **Self-service portal:** enabling services such as compliance and asset condition management
- **Integration compatibility:** enabling full fleet insights by integrating a range of external telematics and fleet management systems
- **Access to compliance and repair records:** offering seamless documentation management

Advantages for our customers

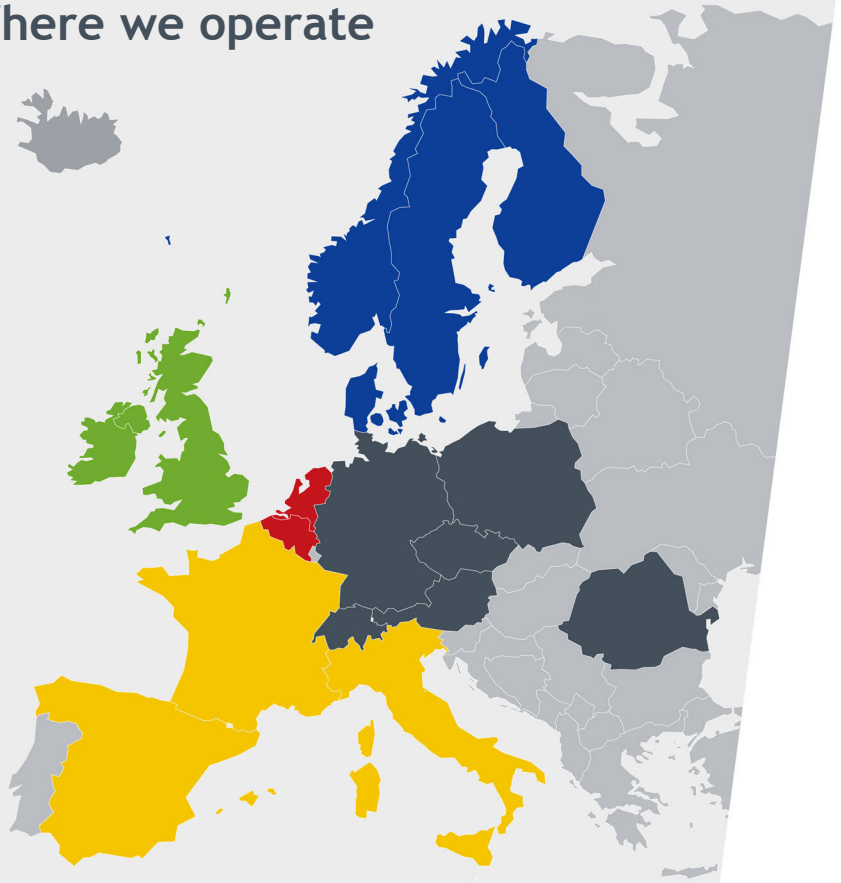
TIP Insight's digital services give customers a smarter, safer and more efficient way to manage their fleets, backed by market-leading technology and world-class support:

- **100% fleet visibility:** installations throughout the customer's fleet, including rental units
- **Seamless implementation:** hassle-free installation by certified technicians and same-day activation for leases and rentals
- **Actionable information:** real-time insights, with data updates every five minutes
- **Informed decision-making:** advanced analytics and customisable reporting
- **Enhanced safety standards:** zero-accident package, electronic brake system (EBS) and controller area network (CAN) data
- **Predictable costs:** all-inclusive pricing eliminates upfront hardware costs, installation charges and hidden fees, while a service-life warranty covers both parts and labour throughout the contract duration
- **Personalised support:** dedicated customer support with multilingual assistance in 17 European countries and integrated online support ticketing system
- **Customer announcements:** FleetRadar feature, introduced in 2025, enabling targeted messaging to TIP customer users, including system notifications and promotional campaigns
- **Streamlined operations:** unified service portal provides consolidated telematics data and full fleet insights that are compatible with external telematics and fleet systems
- **Sustainability & compliance:** predictive maintenance and real-time monitoring, with TIP refurbishment service including modems that capture second- or third-life unit data

TIP digital products and services overview

- Fleet management platforms
  - **FleetRadar™:** our online customer portal offers a complete overview of the fleet for more streamlined operations
  - **FleetConnected:** our web-based platform provides real-time trailer data for full fleet oversight and control
- Telematics devices
  - Robust, trailer-mounted devices deliver real-time information, from basic location tracking to detailed Electronic Braking System (EBS) insights and remote temperature-controlled features
- Monitoring systems
  - **TyrePlus:** TPMS to enhance safety and reduce tyre wear
  - **BrakePlus:** EBPMS to monitor brake performance and ensure optimal uptime and safety for customers
  - **DoorPlus:** our sensor and locking system enables door status monitoring and security
- Integration and connectivity
  - **DataBridge:** a standardised and secure application program interface (API) that enables seamless integration of TIP Insight services with other applications for unified fleet data
- Mobile applications
  - **FleetInspected:** an inspection app for asset condition and damage management, fully integrated with FleetRadar™ for smooth connectivity

Where we operate



Headquartered in Amsterdam, we have 138 workshops, branches and other locations throughout Europe. Our business is divided into five regions operating under the trademark name TIP Group: UK & Ireland, Benelux, Mediterranean, Central Europe and Nordics.

UK & IRELAND

Branches	20	17
Workshops	30	28
Combined EAuM	51k	44k
Headcount	750	760

BENELUX

The Netherlands and Belgium

Branches	5	5
Workshops	16	17
Combined EAuM	17k	17k
Headcount	383	391

MEDITERRANEAN

France, Italy and Spain

Branches	19	21
Workshops	27	25
Combined EAuM	24k	23k
Headcount	493	485

CENTRAL EUROPE

Germany, Austria, Switzerland, Poland, Czech Republic and Romania

Branches	24	29
Workshops	32	32
Combined EAuM	32k	32k
Headcount	955	953

NORDICS

Denmark, Norway, Sweden and Finland

Branches	12	15
Workshops	24	26
Combined EAuM	26k	25k
Headcount	504	470

Headcount figures include employees as at end-December 2025. Interns and apprentices are not included. Numbers versus 2024.

Our fleet

Our fleet consists of around 90,000 units available to our customers.

We expanded our M&R operations during the year, resulting in M&R revenue growth of 9% in 2025. We invested €519m (2024: €436m) in new trailers and trucks, maintaining our European fleet age at an average of 5.6 years old. We also made important fleet acquisitions, including a waste tanker lease business, strengthening TIP's presence in the waste sector segment.

CHASSIS
8,295
8,241

CURTAINSIDER
35,291
34,126

REEFER
13,968
14,014

SWAP BODY
4,941
5,835

TANKER
3,274
3,878

TRUCK
8,905
7,646

VAN
14,612
13,984

CLEAN TRANSPORTATION EQUIPMENT
508
355

Numbers versus 2024
Fleet numbers are as per closing on 31 December.

Our history

TIP's story dates back to 1957, when an affiliate business commenced operations in the US.

1968

1971
Listed

Began as Transport Pool, with branches in the Netherlands and Canada[1]

1975
Acquired by Gelco Corporation

1976
Renamed Transport International Pool (TIP)

1986 - 1987
Sold to a management and investor consortium

1989
Listed

1993
Acquired by

1994 - 1997
Embarked on an acquisition strategy

2003 - 2008
Bob Fast appointed CEO

Entered into 3rd party M&R services and Telematics segment

2009 - 2012
Down-sizing the business, fleet reduced to a low of 43k units

2013 - 2014
Establishment of global RCF, ABS and FLB funding facilities. Acquired by

2015 - 2018
Acquired by

Acquisitions of

2019 - 2021
Acquisitions and integration of PEMA and Trailer Wizards

- Fleet peaked at 121,000 units
- Refinancing and expansion of our global RCF and ABS facilities
- Rebranding to TIP Group

2022 - 2024
Acquisition of Ryder's UK trailer leasing, Mezger, Euro-leasing Denmark and Germany, Trailer Auto Group (TAG)[2]

2024 - Divestiture of TIP Canada

2025
Arjen Kraaij appointed new CEO

Acquisition of Renmark Limited in UK, and Kogel-rent in Germany, Spain and Bulgaria

[1] An affiliate business of TIP commenced operations in the US in 1957.
[2] UK division only.
[3] Denmark division only.

Our business model and value chain

Our approach to value creation

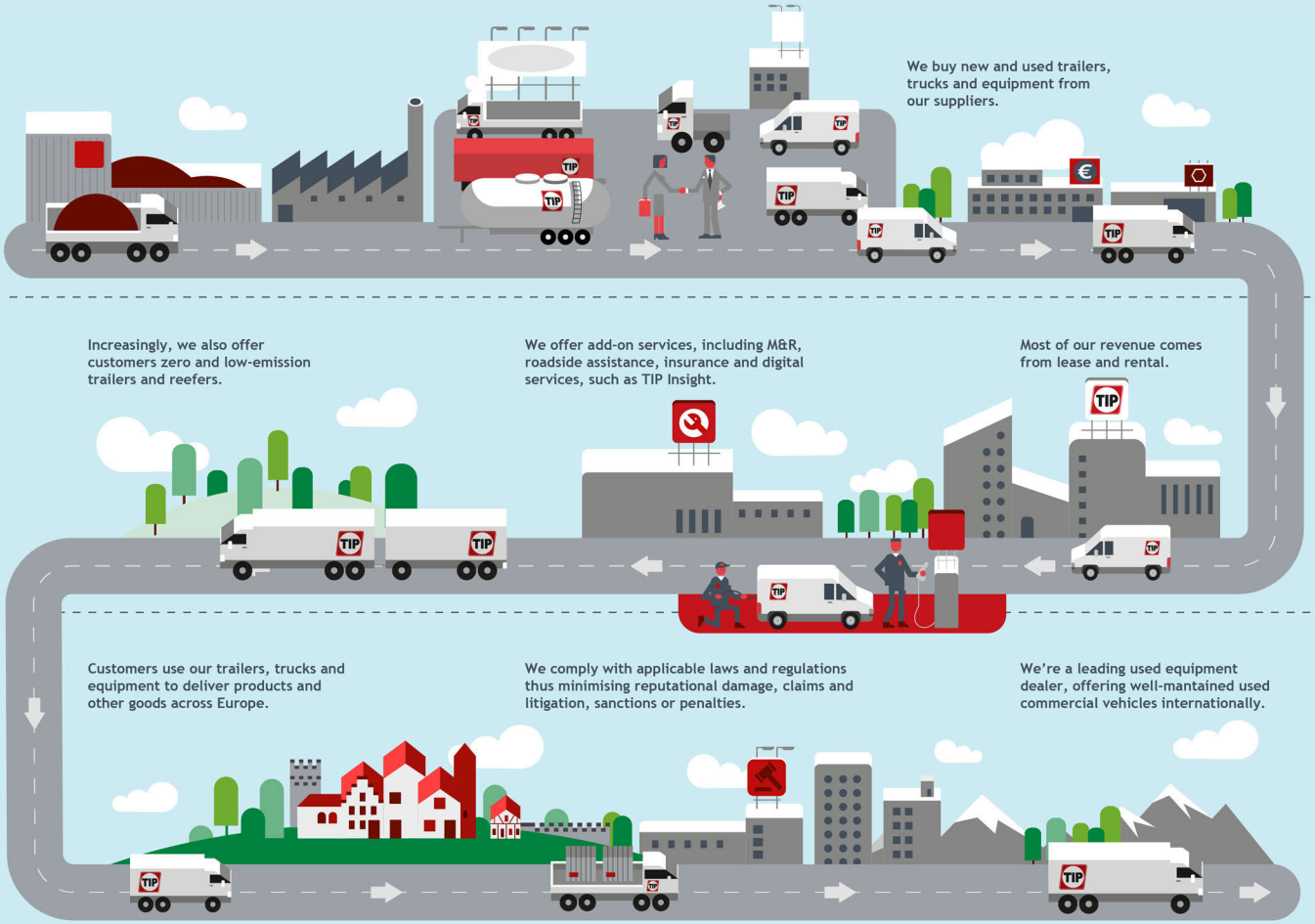
TIP Group is a vital part of the transport infrastructure across Europe, delivering essential goods to millions of consumers every day. The illustration on the next page depicts TIP Group's business model, value chain, stakeholder groups and main environmental and social impacts.

Customers	• Efficient transport and delivery of goods and products • Add-on services to improve fuel efficiency, fleet management and reduce unnecessary downtime
Employees	• Fair pay and access to training, skills development and career advancement • Healthy, safe and inclusive working environment
Shareholders and financial partners	• Attractive returns on investments and lowest possible cost of funds
Suppliers and other business partners	• Long-term relationships built on mutual trust • Regular, on-time payments for goods and services supplied
Local communities	• Reducing environmental damage from our business activities • Upholding human and labour rights throughout our businesses and supply chains • Investing in charities and other good causes through in-kind and financial contributions
Regulators	• Continued compliance with relevant laws and regulations
Industry associations	• Joint advocacy for positive policy change and stakeholder education

Our business model and value chain

MATERIAL IMPACTS

- E1 Climate Change
- E5 Resource Use & Circular Economy
- S1 Own Workforce
- S2 Workers in the Value Chain
- G1 Business Conduct



Upstream

E5 S2

- Shareholders and financial partners
- Suppliers, equipment manufacturers and other service providers

Own Operations

E5 G1 S1

- Local Communities
- Employees

Downstream

E1 E5 G1

- Consumers and local communities
- Regulators
- Industry Associations

Managing our risk

Risk is an inherent part of our business, but our comprehensive and structured risk management process allows us to approach various risks in a controlled manner. Over more than 55 years, we have built our operations and strengthened our business model through a rigorous approach to people, processes, systems and risk management.

We have concluded that risks arising from conflict areas such as Ukraine and the Middle East do not have a material impact on our business, as we have no operational presence in Ukraine, Russia or the Middle East.

During the year, we monitored the impact of changing US policies on global trade, including tariffs. These increased the likelihood of certain risks arising, risks that TIP's Executive Management Team (EMT) is ready to mitigate by taking appropriate measures.

We have grouped the key risk areas that our company faces into four main risk pillars: strategic, financial, operational and compliance. The list of risk areas below is not exhaustive; nor does the order of the risks presented reflect their importance, vulnerability or materiality.

Our approach to risk management

- The Board of Directors is responsible for TIP's overall risk management strategy, as well as having oversight of our internal risk management and control systems. To further enhance effectiveness and efficiency, the Cube Transportation Board has established an Audit Committee with a specific mandate to review our financial reporting, relationship with TIP's external auditor, internal controls, environment, health and safety (EHS) compliance, other regulatory compliance and risk management.
- The EMT oversees risk management processes in addition to the internal control framework and its effectiveness.
- The Risk Assurance team provides independent assurance on governance, risk management and internal control processes. The internal audit function is partially outsourced to an independent international audit firm.
- Strong internal controls are embedded in processes at the operational level to ensure effective risk assessment, identification and mitigation.
- Risk awareness and compliance are embedded in our company culture through regular training.

Our risks at a glance

LIKELIHOOD TO OCCUR	LOW	MEDIUM	HIGH
HIGH		B H	F I J
MEDIUM	N	C K	A
LOW	E	D L M	G
	LOW	MEDIUM	HIGH
	VULNERABILITY TO RISK		

MAIN RISK PILLARS			
Strategic	Financial	Operational	Compliance
Economic conditions A	Strategic financing G	Company digitalisation I	Laws and corporate governance M
Market developments B	Credit H	Cybersecurity J	Safety N
Competition C		People K	
Integration D		Residual value L	
ESG E			
Strategy F			

Risk type	Risk description	Risks	Impact / Likelihood	Mitigations and action plans	Impact after mitigation
A **Economic conditions**	Demand for our products and services is highly dependent on general economic conditions in Europe	• Adverse changes in economic conditions impacting customer/supplier operations, with negative results for TIP operations • High inflation • Geopolitical instability and its impact on supply chains • Borrowing costs affecting customers' decisions to lease or buy • International trade tariffs/restrictions	H/M Trend →	• Continuous monitoring of market trends • Decentralisation of customer base • Diversification of products and services • Geographical coverage • Flexible debt facilities	M
B **Market developments**	We may fail to respond adequately or in a timely manner to innovative technological changes in our industry	• New market entrants or emerging disruptive services or technologies (electrification, autonomous driving, etc) • New customer needs, such as telematics, integrated solutions or digitalisation • Slow adoption of new technologies • Inability to meet (existing and new) customer needs • Inappropriate strategies • Poor investment decisions • Inability to implement new solutions	M/H Trend →	• Continuous innovation efforts • Digital partnerships • Integrated solutions (TIP Insight, fleet management platform like Viamanta) • Gradual fleet modernisation (incl. electrification) • Regular strategic reviews • Digital strategy and Innovation committee in place • Pre- and post-investment assessments • A structured refurbishment offer	M
C **Competition**	The markets in which we operate are fragmented and competitive	• Loss of market share • Aggressive competitor strategies • Leasing competition from funders, banks and manufacturers	M/M Trend →	• Continuous monitoring of market share and competitor performance • Competitive advantage through comprehensive service offering • Proactive efforts to maintain strong relationships with customers and suppliers • Flexible lease terms and customised leasing packages • Expansion into new geographies, including workshops • Wide range of equipment • Diversified financing in place • Fragmentation of M&R service providers gives us opportunity to grow our market share in Europe	L
D **Integration**	Acquisitions may expose us to unforeseen integration obstacles or costs	• Integration risks in areas such as commercial, customer service, regulatory compliance, information technology, finance and culture • Lack of expected synergies/benefits • Inadequate integration planning and execution • Loss of key employees/customers from acquired companies	M/L Trend →	• Comprehensive cost/benefit analysis and due diligence of all acquisitions • Business Development Committee and Investment Committee • Dedicated Integration team and comprehensive integration plans • Regular investment and integration assessments • Robust governance in place to manage acquisitions and integration • Engage in proactive, transparent communication with customers and suppliers of the acquired company • Number of unintegrated entities reducing year over year	L

Risk type	Risk description	Risks	Impact / Likelihood	Mitigations and action plans	Impact after mitigation
E ESG	We have a responsibility to our stakeholders to address ESG risks that may affect the quality of our services now and in the future	• Failure to meet regulatory requirements (CSRD, EU Taxonomy, ESRS) • Damage to reputation and business due to absence and poorly documented ESG reporting and ESG framework • Failure to meet ESG targets and key performance indicators (KPIs) • Lack of adequate understanding of ESG-related risk	L/L Trend ↓	• Rigorous monitoring of ESG targets and KPIs, and continuous monitoring of new regulations • Development of a comprehensive ESG strategy, mission and framework • Dedicated ESG department • Green financing facility established • Various ongoing internal ESG initiatives across TIP Group	L
F Strategy	Ineffective or improper implementation of business strategies leading to potential financial loss due to the failure of growth initiatives	• Major deviation from TIP strategic ambition • Failing to achieve TIP 2030 Strategy • Poor understanding of TIP 2030 Strategy/Strategic ambitions	H/H	• Detailed and comprehensive plan to achieve strategic ambition and TIP 2030 Strategy • Strategy committee in place to review and support on strategy, including governance and compliance • Regular communication on strategy progress to the Board of Directors, EMT and Shareholder	M
G Strategic financing	We require capital for growth, fleet renewal, acquisitions, new branches/workshops and other strategic investments	• Failure to maintain or extend access to financing facilities • Lack of funding to grow profitably • Excessive cost of finance • Poor use of available funding sources (revolving credit facility (RCF), asset-backed securitisation (ABS), funding lease book (FLB), term loan (TL), green RCF (GRCF)) • Poor management of investor relations management	H/L Trend →	• Monitoring standalone TIP Group investment grade rating by reputed rating agency • Maintaining an appropriate gearing ratio of 76% • Diversified and flexible debt facilities (RCF, ABS, FLB, TL, GRCF) • Regular liquidity forecasts • External Financing Committee (EFC) to review funding relationships, options, strategy and compliance	L
H Credit	The risk that a customer will be unable to pay debts owed under a contract or for the delivery of a service	• Inadequate customer screening or rating • Customer default or insolvency • Customer fraud or money-laundering	M/H Trend ↑	• Strong Credit Management team and processes in place • Multiple resources to evaluate customers • Decentralised customer base • Low historical credit losses • A significant proportion of customers make payments by direct debit • Know your customer (KYC) and anti-money laundering anti-terrorism (AMLAT) processes	L
I Company digitalisation	The risk that existing processes and systems are not fit for purpose and cannot be scaled for future growth	• Insufficient transformation progress towards new fit-for-purpose technological tools • Cost overruns • New/non-integrated systems and applications due to acquisitions • Extensive manual effort • Poor data quality • Not improving customer needs	H/H Trend ↑	• Strategic initiatives on service digitalisation and process automation • Finance digitalisation and transformation projects in place with dedicated teams and resources • Ongoing and continuous modernisation and consolidation of systems, including modifications to and/or replacement of legacy systems	H
J Cybersecurity	Threats to the confidentiality, integrity or availability of our networks, systems or data (customer and non-customer), caused by cyber attacks or other breaches of our systems	• Cyber attacks • Major data security incidents • Technical information technology (IT) system failure • Digitalisation of the company • Digitalisation of customer solutions • IT integrations	H/H Trend ↑	• IT business continuity and disaster recovery plans • Information security governance • Continuous improvement of security programmes • Employee awareness training	M

Risk type	Risk description	Risks	Impact / Likelihood	Mitigations and action plans	Impact after mitigation
K **People**	Attracting and retaining good people is essential to delivering excellent performance and customer service	• Staff attrition above acceptable levels • Shortage of skilled labour in the market • Operating expenses for workforce too high	M/M Trend →	• Team spirit at the heart of our business • Well-structured and competitive benefit and reward packages • Market benchmarking of benefits • Constructive training and career development opportunities • Monitoring of employee satisfaction • Succession plans • In-house mechanics' technical academy • Great Place to Work certification	M
L **Residual value**	We bear the residual risk on the value of our vehicles	• Fluctuations in residual values in the used equipment market • Electrification of trucks/reefers • International trade tariffs/restrictions • Political risk in key export markets for fleet sales such as Eastern Europe, North Africa and the Middle East	M/L Trend →	• Continuous monitoring and review of our remarketing prices • Flexibility in fleet holding period assessment • Residual Value Committee	L
M **Laws and corporate governance**	We are subject to numerous international and local regulations. Our governance may be ineffective due to the increasing size and complexity of the business	• Failure to comply with applicable laws and regulations resulting in reputational damage, claims and litigation, sanctions or penalties (e.g., environmental, health and safety (EHS), General Data Protection Regulation (GDPR), regulatory, statutory, tax, antitrust) • Unlawful employee actions • Inappropriate levels of authority • Unclear roles and responsibilities	M/L Trend →	• Dedicated legal experts • Robust compliance framework • Regular staff training and communication on compliance, GDPR, ethics and data privacy • Remuneration, Investment and Audit Committees that support the Boards in effectively managing targeted risk and performance areas	L
N **Safety**	Our business involves the maintenance, repair and operation of heavy transportation equipment	• Lack of adequate (personal) safety measures for employees and visitors • Employee and customer accidents that could result in injuries, claims against TIP and damage to TIP's reputation	L/M Trend →	• Appropriate and rigorous health and safety policies and procedures • Safety equipment and clothing • Health and safety training and awareness initiatives • Health and safety KPIs regularly reviewed by the EMT, Board of Directors and Audit Committee	L

Management assessment of whether the risk has (since last year): ↑ Increased → Stayed constant ↓ Decreased

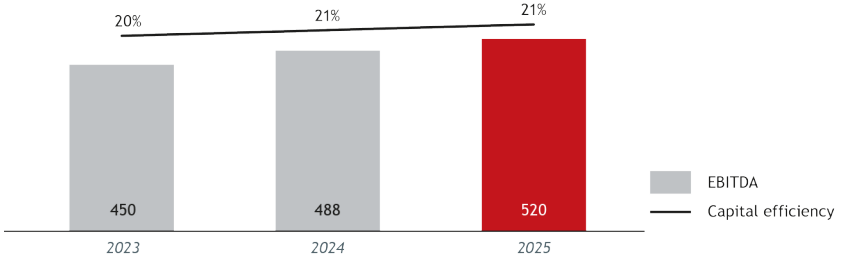
Financial review

Financial information and alternative performance measures

The financial information in this section and throughout this annual report is derived from the consolidated financial statements, including comparative data for the previous two years, as published in our 2024 and 2023 annual reports.

We have adopted a number of alternative performance measures (APMs) to provide additional useful information about the underlying trends, performance and position of the Group. The APMs are not defined by the International Financial Reporting Standards (IFRS); as such, they may not be directly comparable to APMs used by other companies. The APMs are defined in this annual report and summarised in the Glossary.

EBITDA (€m)



Financial highlights and key components of performance

€m	2023	2024	2025	% change
Leasing	613	670	717	7 %
Rental	131	124	141	14 %
Damage protection	38	39	40	3 %
Leasing and rental	782	833	898	8 %
M&R 3rd party	177	209	227	9 %
Fleet sales	108	118	102	(14)%
Other	31	30	36	20 %
Total revenue	1,098	1,190	1,263	6 %
Contribution (excluding: credit losses)	574	611	649	6 %
Credit losses	(2)	(2)	(6)	200 %
Contribution	572	609	643	6 %
Contribution %	52 %	51 %	51 %	– %
Operating expenses	(122)	(121)	(123)	2 %
EBITDA	450	488	520	7 %
EBITDA %	41 %	41 %	41 %	– %
Operating profit	134	131	130	(1)%
Operating profit %	12 %	11 %	10 %	(1)%
Net operating assets	2,267	2,379	2,484	4 %
Capital efficiency	20 %	21 %	21 %	– %

The table below outlines the impact of exchange movements, acquisitions and organic growth on our key performance components.

Key components of performance €m	Revenue	Contribution	Operating expenses	EBITDA	Operating profit
2024	1,190	609	(121)	488	131
Exchange effects	(2)	(1)	–	(1)	(1)
2024 at 2025 rates	1,188	608	(121)	487	130
Incremental impact in 2025 of:					
2024/2025 acquisitions	18	7	(2)	5	(1)
Organic growth	57	28	–	28	1
2025	**1,263**	**643**	**(123)**	**520**	**130**
% Total reported change	6 %	6 %	2 %	6 %	– %
% Total 2024 at 2025 rates	6 %	6 %	2 %	7 %	– %
% Organic change	5 %	5 %	– %	6 %	1 %

Group revenue for the year increased by 6% to €1,263m (2024: €1,190m), with growth of 8% in our leasing and rental business and 9% in M&R third party.

Leasing and rental revenue increased by 8%, predominantly driven by long-term leasing revenue, while M&R (M&R 3rd party) revenue increased by 9% to €227m (2024: €209m). Meanwhile, we continued to complement organic growth with bolt-on acquisitions of both leasing portfolios and workshops in 2024 and 2025. We invested €519m (2024: €436m) in our fleet in 2025, of which €34m (2024: €11m) was spent on zero- and low-emission units. A further €23m (2024: 28m) was largely invested in workshops and digitalisation, to modernise our platform and support future growth. Our TIP Insight product grew steadily as we continued to develop our offering to more than 49,000 connected units (2024: 39,000).

We sold ~8,500 used trailers and trucks in 2025 (2024: ~10,800), a slightly lower volume than the previous year. Fleet sale margin declined by 2% to 13% in 2025 (2024: 15%) due to market stabilisation after heavy demand on second-hand equipment in 2023-early 2024, this led to lower prices for second-hand equipment compared to the prior years.

Contribution increased by 6% to €643m (2024: €609m), in line with the revenue growth percentage and underscoring our cost efficiency. Fleet utilisation increased to 90% in 2025 (2024: 89%) due to strong market demand and timing impact of lead-times for new equipment deliveries. Our maintenance and repair contribution margin remained stable compared to the prior year at 24% (2024: 24%) with most recent workshop investments still needing to reach normal operating capacity levels.

Operating expenses increased by 2% to €123m (2024: €121m). They remained stable at a level of 10% of revenue in 2025 (2024: 10%) as we continue to focus on leveraging our existing cost base and capacity.

Our high-quality customer portfolio is the result of our robust Know Your Customer (KYC) standards, due diligence, vetting processes and strong collection discipline. In the context of the uncertain economic and geopolitical environment in 2025, credit losses increased to €6m (2024: €2m). Our average credit losses over the last three-year period is 0.3% of total revenue.

Despite modest economic growth, our EBITDA increased by 7% to €520m (2024: €488m), driven by new fleet investments, a moderate contract renewal rate and bolt-on acquisitions, as well as our success in leveraging our operating expenses efficiently. Net operating assets increased by 4% to €2,484m (2024: €2,379m), driven by fleet purchases, workshop investments, digitalisation investments and bolt-on acquisitions. These bolt-on acquisitions, combined with new investments in our fleet, workshops and digitalisation, will have an additional positive impact in 2026.

Operating profit decreased by 1% to €130m (2024: €131m), due to lower margins on our leasing and rental products, lower fleet sales margin and higher fleet depreciation as a result of increased fleet capex over the last two years.

Robust long-term cash flow model and performance

We generally purchase new fleet assets as we sign new lease agreements with customers. During difficult economic and market circumstances, we have demonstrated the flexibility of our business model by decreasing and deferring fleet purchases in line with market demand.

€m	2023	2024	2025
EBITDA (excluding the gain on fleet sales)	419	470	507
Fleet purchases	(580)	(436)	(519)
Acquisitions	(101)	(47)	(46)
Fleet sales	108	118	102
Other net capex	(29)	(28)	(23)
Net capex	(602)	(393)	(486)
EBITDA - net capex	**(183)**	**77**	**21**

As a result of the growth in our net operating assets, our capital efficiency remained stable at a level of 21% in 2025 (2024: 21%). This remains substantially higher than before the global financial crisis (2007 and 2008: 16% and 18% respectively), due to our more balanced business portfolio mix (leasing and rental; M&R 3rd party). Our capital efficiency also benefits from the continued rigorous leverage of our cost base and the effective deployment of our assets.

We have maintained a very disciplined and robust model for administrative and other operating expenses ('overheads'), which is divided into two key segments:

- Regional operating expenses support the acquisition of new customer business and the delivery of services. They consist primarily of compensation and benefits as well as third-party services related to local General Management, Commercial, Operations, Remarketing, Risk and Collections functions.
- Centralised costs comprise costs related to the SLT and the costs of support functions, which are mainly managed centrally through centres of excellence for Information Technology (IT), Human Resources (HR), Asset Management, Legal, Finance (covering treasury, accounting, tax/VAT, credit underwriting, accounts payable and billing), Operations (covering indirect sourcing, ESG and business intelligence) and Commercial (covering fleet sourcing, insurance, mergers and acquisitions (M&A), international accounts, marketing and branding).

By leveraging our pan-European IT platform, we can avoid duplicating the cost of support functions. In addition, this cost management model allows us to perform support functions in low-cost countries (LCCs), particularly for IT and finance. Using our platforms in Poland and partners in India provides additional flexibility for our overhead cost base. In addition, centralised management of our third-party suppliers allows us to consolidate our purchasing power to obtain the best prices.

Liquidity and financing

Borrowings

During 2025, we continued to make substantial progress on our borrowings-related programmes. Our objectives were to:

- Diversify our funding sources
- Optimise the size of our facilities to seize business opportunities and support our capex and acquisition programme
- Secure competitive funding rates in a declining European interest rate environment

We ended 2025 with total committed facilities, primarily for our fleet, of €2,444m (2024: €2,333m), at an average margin of 2.1% (2024: 2.0%), and five diversified funding sources:

Revolving credit facility	(RCF)
Asset-backed securitisation	(ABS)
Funding lease book	(FLB)
Term loans	(TL)
Green revolving credit facility	(GRCF)

I. RCF

Our RCF is a club deal with a consortium of banks, maturing in December 2027.

On 20 December 2023, TIP Group increased the facility, using the accordion feature, with existing and new banks in the consortium, bringing the total credit to €1,799m. We have a further accordion of €500m, which will allow us to increase the RCF, our private placement TL facilities or our green RCF in the future. In addition, we can raise up to 22.5% of net operating assets (2025: €559m) via bonds to diversify our borrowings portfolio when the market conditions are more favourable.

We sold TIP Canada in June 2024 and repaid approximately €340m as part of the sale consideration. A decrease in our expected short-term funding needs for investments (due to the uncertainty in the economic environment) in 2024, combined with the proceeds of the sale of TIP Canada, enabled TIP on 3 December 2024 to reduce the facility by €425m, bringing the total facility to €1,374m. At the same time, we extended the maturity of the facility by two years, to December 2027.

This multi-currency facility allows us to borrow in the major currencies in which we operate. Minimum interest rate hedging requirements apply.

At the end of 2025, €1,064m (2024: €1,069m) of the RCF facility was drawn.

The facility is subject to three financial covenants, with which we complied fully in 2025 and in prior years:

Covenants	2023	2024	2025
Interest cover	2.1x	1.3x	1.4x
Solvency	17 %	19 %	18 %
Loan to value	91 %	87 %	88 %

The Solvency ratio is 1% lower than last year due to the increase in the investments, relating to both organic and inorganic growth (Net capex: €486m), which did not yet reach full maturity in 2025. We expect a positive contribution to the solvency ratio in the coming years as the investments reach their maximum maturity.

II. ABS

Our original ABS facility was concluded on 10 September 2014. This private financing transaction used a Dutch law securitisation structure for operating leases, establishing a cross-border revolving securitisation facility.

On 10 December 2021, we entered into a new ABS facility under an Irish law securitisation structure for operating leases, establishing a cross-border revolving securitisation facility.

The Dutch law securitisation structure terminated on 31 December 2021. We were able to grandfather operating leases from the Dutch law securitisation to the Irish law securitisation.

The new Irish structure has achieved simple, transparent and standardised (STS) classification under the EU regulation framework for securitisation.

In December 2023, we increased the facility by €65m and extended its maturity by a further two years. In August 2025, we further increased the facility by €85m and extended the maturity date to December 2027. At the end of 2025, we had a committed senior loan facility of €350m, provided by two leading European banks, with a margin of 1.1% until December 2027. The senior facility is a multi-currency facility allowing us to borrow in the major currencies in which we operate. It requires interest rate hedges to be taken out to match the operating lease cash flow.

At the end of 2025, €277m (2024: €219m) of the Irish ABS facility had been drawn. There are two financial covenants, interest cover and solvency, that apply to the ABS facility as they do to the RCF, GRCF and TL facilities. We complied with both covenants during 2025.

III. FLB

At the end of 2025, as part of our FLB, we had lease facilities for fleet totalling €100m (2024: €73m), of which €83m (2024: €73m) had been drawn. The interest rates on these leases are ~4.0% (2024: ~3.5%). These facilities are with various funders, manufacturers and lease providers in the UK, Belgium, the Netherlands, Germany, Denmark, Spain, Ireland, France, Poland and Austria.

We also use leases for property, plant and equipment (PP&E) assets, such as land, buildings and motor vehicles, as part of our FLB. We ended 2025 with €120m (2024: €120m) of leases committed and drawn for PP&E.

IV. TL

TLs are with private placement institutions. TLs were successfully increased by €150m on 3 August 2021, with our existing private placement TL institutions. At the end of 2025, we had seven (2024: seven) TLs totalling €425m (2024: €425m). The average interest rate on these TLs is ~2.4% (2024: ~2.4%), and interest is paid quarterly. The TLs will mature in November 2026, and TIP expects to refinance them prior to maturity.

V. GRCF

At the end of 2022, we successfully raised a GRCF of €75m. This multi-currency facility is dedicated to the financing of zero- and low-emission equipment and is in line with the EU Taxonomy/green loan principles. The interest rate for this facility is 5bps lower than RCF.

At the end of 2025, €43m (2024: €20m) of the GRCF facility had been drawn.

The institutional TLs and the GRCF are equal to the RCF in terms of security, and the three financial covenants applicable to the RCF also apply to the TLs and GRCF (loan to value for GRCF being an exception). Loan to value for GRCF was fully complied with in 2025.

Covenants	2023	2024	2025
Loan to value (GRCF)	83 %	86 %	95 %

Green financing facilitates TIP's transition to a more sustainable organisation by providing competitive funding options. We have converted our RCF into a sustainability-linked loan, linking TIP Group's RCF to three ESG key performance indicators (KPIs). During the year, along with our ESG coordinators we developed three new ESG KPIs, which we fully complied with in 2025. The new KPIs are:

KPI	Base line 2024	Actual 2025
1. Scope 1,2 & 3 Emissions:		
1.a. Scope 1&2 absolute GHG Emissions (tCO_2)	16,715	14,333
1.b. Scope 3 emissions coming from suppliers, customers and dealers with science-based emission reduction targets aligned with SBTi criteria (%)	10.0 %	10.3 %
2. Number of units refurbished (per annum)	2,170	3,511
3. Leadership diversity %	17.3 %	18.8 %

Liquidity overview

We ended 2025 with a strong liquidity position, as shown below:

€m	2023	2024	2025	% change
Cash	18	8	1	(88)%
Committed unused facilities:				
RCF	418	305	310	2 %
GRCF	61	55	32	(42)%
ABS	106	46	73	59 %
FLB	49	–	17	100 %
TL	–	–	–	–
Total	652	414	433	5 %
% change		(37)%	5 %	

The €500m accordion under the RCF can also be used to raise additional TLs or GRCF, giving us the flexibility to access further liquidity in the market and continue to diversify our funding sources. In addition, we can raise up to 22.5% of net operating assets (2025: €559m) via bonds to diversify our borrowings.

We believe that reinvesting our EBITDA and fleet sales proceeds and further optimising the sizing of our financing programmes means we are in a favourable position to build and modernise our fleet base and workshop network. It also positions us to pursue advantageous acquisitions of both fleet portfolios and workshops whenever the economic cycle presents opportunities.

Liquidity governance

Our liquidity position can fluctuate significantly due to the timing of capex, working capital variations and the seasonal nature of our rental business. Short-term liquidity is reviewed on a weekly basis by the Treasury and Investor Relations (TIR) team using our weekly cash forecasts, which cover a three-month rolling period. In addition, the TIR team uses our monthly cash forecasts, which cover a 15-month rolling period, to manage longer-term liquidity and to address any additional funding needs of the business at an early stage. This monitoring includes a review of compliance with the covenants, which must be reported monthly and quarterly

under our RCF, TL, GRCF and ABS facilities to ensure we maintain sufficient headroom. Summary reports are provided to the EMT and the Board on a monthly basis.

In addition, our External Financing Committee (EFC) is required to review and approve all additional borrowing facilities, subject to Board approval where appropriate. The EFC also monitors ongoing compliance with all bank covenants, the operation of the funding facilities and strategies for maintaining good relations and open communication with funders.

Minimum contracted borrowings repayment commitments

The table below summarises the maturities of our borrowing facilities as at 31 December 2025 by year of expiry:

Minimum contracted borrowings commitments						
€m	**2026**	**2027**	**2028**	**2029**	**2030+**	**Total**
RCF	–	1,374	–	–	–	1,374
GRCF	–	75	–	–	–	75
ABS	–	350	–	–	–	350
FLB	37	32	25	29	80	203
TL	425	–	–	–	–	425
Total	**462**	**1,831**	**25**	**29**	**80**	**2,427**
% of total	19 %	76 %	1 %	1 %	3 %	**100 %**

TIP expects to extend the maturity of its borrowing facilities (RCF, GRCF, TL) during 2026.

Interest rate risk management

Our RCF (including GRCF) and ABS facilities are at floating rates and, where appropriate, and in accordance with the requirements of the lenders, may be subject to interest rate hedging. We continue to take a more conservative position than required under these facilities and ended the year with the following profile of floating rate borrowings swapped to fixed on our main facilities:

	2023		**2024**		**2025**	
	% hedged	**Duration (years)**	**% hedged**	**Duration (years)**	**% hedged**	**Duration (years)**
RCF inc. GRCF	86 %	1.4	89 %	2.2	95 %	3.0
ABS	100 %	1.7	100 %	1.7	93 %	1.6
FLB	100 %	3.2	100 %	4.0	100 %	3.6
TL	100 %	3.0	100 %	2.0	100 %	1.0
Weighted average	91 %	1.9	94 %	2.3	**96 %**	**2.5**

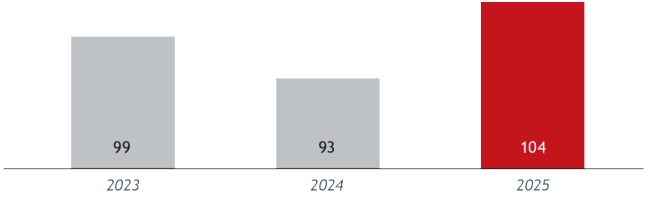
Foreign exchange risk management

Our main foreign exchange (FX) risk is in GBP, NOK and SEK, as we have both assets and cash flows in these currencies. We substantially hedge this risk by borrowing in GBP, NOK and SEK to fund our operations in the UK, Norway and Sweden respectively. We do not have any foreign currency risk in CAD following the sale of TIP Canada in June 2024. Our RCF and GRCF allow us to draw down in EUR, GBP, NOK, SEK, DKK, PLN, CHF and USD, while our ABS facility allows us to draw down in EUR, GBP, SEK and DKK. The FLB programmes are managed on a regional basis and are therefore denominated in the local currency.

Our presentation currency is the euro (€). Exposure to other currencies arises in the normal course of business. A proportion of our profits and net assets is denominated in non-euro currencies, principally the currencies mentioned above.

The table below summarises our non-euro net assets and the percentage of net assets denominated in non-euro currencies.

Non-€ net assets (€m)



% of net assets		
26%	18%	16%

[1] DKK is excluded from non-euro net assets as it is formally tied to the euro.

Events after the reporting period and other significant items

No significant events occurred after the reporting period.

Commercial and operational review

Focus on leasing and rental performance

We have a proven track record of maintaining average daily rates (ADRs) and utilisation (UTE) through our flexible and scalable business model. We use our pan-European scale to maintain UTE by transferring equipment between countries and regions to take advantage of demand and pricing conditions.

The change in ADRs over the last three years is outlined below.

€	2023	2024	2025
Prior year	24.1	25.1	27.5
FX impact	(0.3)	0.2	(0.2)
M&A impact	0.1	0.1	0.1
Other/mix impact	1.2	2.1	1.9
Current year	25.1	27.5	29.3
UTE%	90 %	89 %	90 %

In 2025, we increased our leasing revenue by 7% (2024: 9%), driven by our investment in new fleet and the full-year impact of acquisitions closed in the prior year. Re-lease rates on expiring leases increased to 45% (2024: 43%).

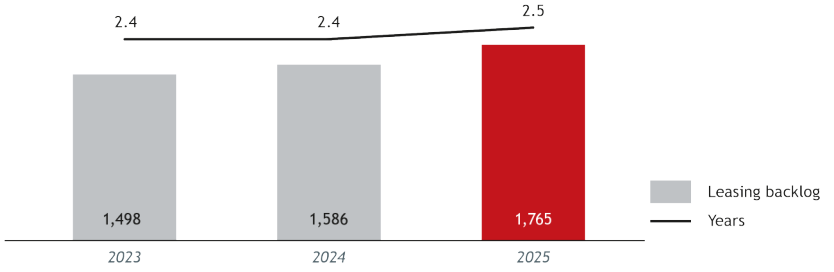
In recent years, an increasing number of our customers have chosen to maintain their fleets with us. This is reflected in the increased proportion of leases with a service maintenance option (rising from 66% in 2007 as a base year to 86% in 2025).

UTE increased by 1% compared to 2024, as a result of an increase in demand for our units due to inflation stabilisation in major economies, and the respective central banks beginning to reduce interest rates. The uncertain economic and geopolitical environment during the year led to only a modest recovery in European road transport volumes. Our business model allows us to be flexible on optimising our fleet, and so we were able to limit the impact on our UTE during the year.

Despite the uncertain economic conditions, we invested €519m (2024: €436m) in new trailers and trucks in 2025. The average age of our fleet is 5.6 years.

As a result of both lease renewals and new capex leases, we increased our leasing revenue backlog to €1,765m.

Committed leasing Revenue Backlog (€m)



Our ability to reinvest operating cash flows, combined with our unused credit facilities, will enable us to continue to invest in our fleet in 2026 to meet customer demand for new equipment leases.

Our leasing revenue in 2025 increased by 7% (2024: 9%), driven principally by the increase in our UTE combined with the increase in our leasing ADR.

Strong fleet demand and modest market conditions across Europe combined with portfolio acquisitions had a positive impact on our rental business, which grew 14% to €141m (2024: €124m). We continue to support our customers' need for flexibility with a well-maintained rental fleet, which allows them to manage peaks in demand effectively in uncertain times.

We offer our damage waiver programme, known as damage protection, on our own equipment, and the revenue it generates is linked to the UTE of our fleet. We monitor its financial performance based on long-term margin reviews. We ensure a healthy balance between revenue and costs, at both an aggregate and individual customer level, through the regular analysis of claims and customer loss ratio statistics, strict compliance with damage handling procedures and policies, and reviews of damage protection pricing, when necessary. In 2025, damage protection revenue increased slightly by €1m totalling €40m (2024: €39m).

Leasing and rental

€m	2023	2024	2025
Leasing	613	670	717
Rental	131	124	141
Damage protection	38	39	40
Revenue	782	833	898
M&R own fleet costs	(272)	(280)	(315)
Damage protection costs	(20)	(20)	(21)
Contribution	490	533	562
Contribution %	63 %	64 %	63 %

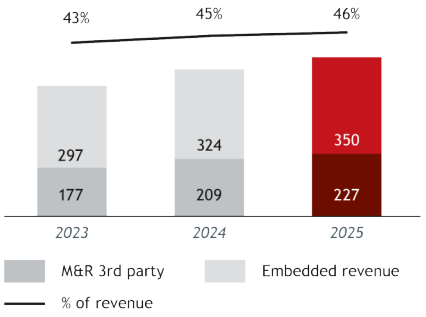
Despite a 1% increase in our UTE during the year, the leasing and rental contribution showed a small decrease in margin to 63% (2024: 64%). The principal drivers were:

- Rising cost inflation across the market led to an increase in labour and parts costs, which in turn increased maintenance costs. However, increased investment in new fleet from early 2025 onwards helped to partially stabilise cost pressures
- Increase in the portion of full-service maintenance leases, continuing a trend that has been in place for the last several years (from 66% in 2007 to 86%% in 2025)
- 2024 acquisitions, and synergy gains in 2025, were accretive to the overall contribution margin
- Improved productivity and cost control from insourcing amounted to a saving of €13.2m (2024: €10.6m)
- Damage protection margins remained strong, with customers appreciating the security that this product offering provides to them

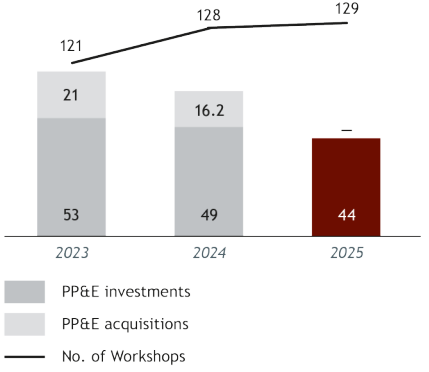
Focus on maintenance and repair performance

Our fleet M&R offering ensures compliance with regulatory standards and provides predictability of maintenance costs, enabling our customers to focus on their core business. Our M&R revenue has quadrupled since 2014 (our first published Annual report), with a significant volume generated through the maintenance embedded in our leasing and rental portfolio. Total M&R (including embedded) revenue declined to 43% of total revenue in 2025 (2024: 45%), as we have invested in newer fleet that requires less maintenance, while the product mix also shifted towards more leasing and rental revenue. The increase in M&R (including embedded) revenue by ~€44m was primarily driven by solid market demand for regular maintenance of assets and further growth of our workshop network, both organically and inorganically.

Maintenance and repair revenue (€m)



PP&E investments and acquisitions (€m)



3rd party maintenance and repair

€m	2023	2024	2025
M&R 3rd party revenue	177	209	227
Contribution	40	49	55
Contribution %	23 %	24 %	24 %

The growth in maintenance and repair revenue in 2025 was achieved at a margin of 24%, remaining stable compared to the prior year. The main drivers were:

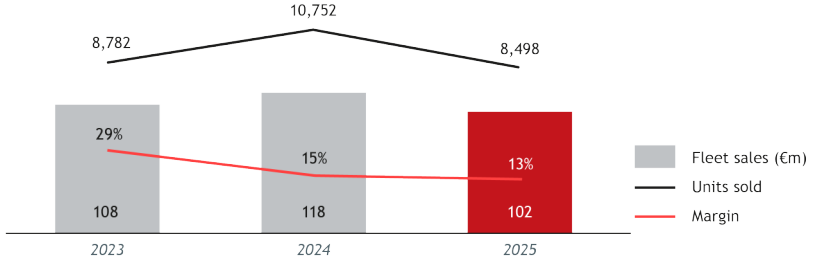
- Investments in new workshops built and acquired in 2024 and 2025 which are not yet operating at normal capacity levels
- Challenges in recruiting and retaining sufficient staff, particularly mechanics, due to a tight labour market. The continued rollout of our TIP Mechanic Academy is addressing challenges in recruiting technicians and mechanics in the countries we operate in
- General labour and parts input price pressure
- Continued investment in, and modernisation of, our workshops, which has helped to maintain stable margins

We added 5 (2024: 9) new workshops in 2025. We also closed 4 workshops during the year, to optimise the geographic spread of our network.

Focus on used assets

Sales volume in 2025 was impacted by the availability of assets due to high rental demand during the year. We sold around 8,500 units in 2025, a 21% decrease compared to 2024. The asset mix of sold units also impacted the revenue, as we sold 500 fewer rigid vehicles, tractor units and LCVs, which is 28% lower than in 2024.

Fleet sales (€m)

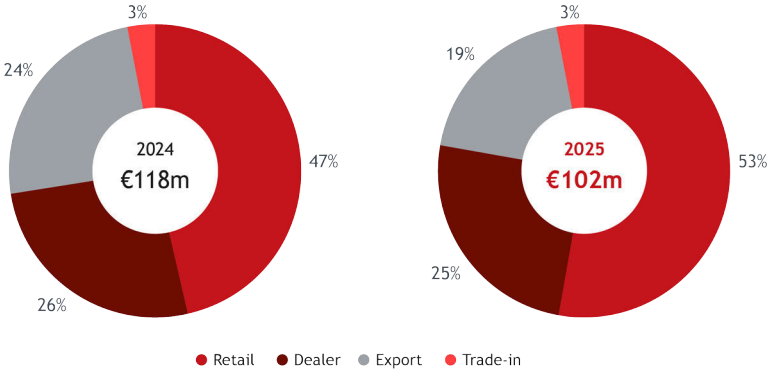


In 2025, we experienced a decrease in the fleet sales margin from 15% in 2024 to 13%. This decline was primarily driven by several key factors:

- Market stabilisation: after exceptional demand for used assets in 2022 and 2023 caused a shortage of new units, the second-hand market stabilised in the second half of 2024 and 2025
- Price sensitivity: sales prices for used trailers dropped as the supply of second-hand units increased, making buyers more price sensitive and pushing resale prices, and consequently margins, downward
- Export sales: with reduced demand for used equipment in Europe, we sold more units to export customers. These export customers typically pay less due to added transport costs and import fees, further impacting margins
- Vehicle mix effect: high rental demand in 2025 led to fewer vehicle sales. As rigid vehicles, tractor units and LCVs typically generate stronger margins, this shift in the sales mix reduced overall margin contribution

In total, we sold to approximately 1,500 customers across 47 markets. While our primary focus remains on retail customers in major European markets, we are actively expanding our network in export markets to manage used fleet effectively.

Fleet sales by end markets



Focus on acquisitions and integrations

During 2025, we maintained our strategic focus on acquiring accretive businesses to support growth, leverage our scale and expand our geographical presence. We completed 3 (2024: 5) acquisitions during the year, comprising of 3 leasing and rental portfolios, for a combined total enterprise value of €46m (2024: €47m). These acquisitions were spread across four countries (2024: four countries).

We completed three separate acquisitions of leasing and rental portfolios:

1. The fleet of MHC Mobility (Mitsubishi HC Capital) in Czech Republic adding an extra 240 trucks and trailers
2. The fleet of Kögel-Rent, Kögel Trailer GmbH in Germany and Spain adding approximately 800 trucks and trailers
3. Acquired the legal entity Renmak Limited in UK, adding an extra 66 waste tankers

We aim to integrate areas such as Finance, HR, Commercial, Operations and most IT platforms within a relatively short time of the completion of an acquisition. During this integration process, we strive to:

- Retain knowledge and skills while driving operational efficiencies and taking advantage of economies of scale
- Retain and reward employees while providing a positive working environment
- Retain existing processes and systems where they add value and enhance our business

Of the 67 acquisitions completed since the beginning of 2014 (our first published Annual report), two (2024: three) remain on separate operating systems, primarily because these businesses operate parts inventory systems that are not part of our standard operational business and financial systems in every country. In the coming year, we will focus on bringing the remaining acquisitions onto our standard processes and systems. This will further enhance productivity, simplify our reporting processes and improve the quality and consistency of the customer experience across our network.

Focus on information technology

IT performs a strategic role in the growth, productivity and resilience of our business, and our aim is to provide superior experiences for our customers, suppliers and colleagues. As a result, TIP continued to invest in its system landscape in 2025, including:

- A cloud-only application strategy that enables operational scalability and flexibility in line with business demand
- Market-leading off-the-shelf applications used in conjunction with bespoke applications that differentiate TIP from its competitors
- Continuation of our journey in 2025 to implement the Microsoft Dynamics 365 ERP solution, and completing the implementation of our Parts & Inventory Management System (PIMS) in all relevant locations
- Continued development of tools for our external stakeholders, including: the FleetRadar™ customer portal for fleet observability, and the WorkRadar supplier platform for electronic work order management
- Focus on ensuring business continuity through a continuous improvement methodology aligned to the NIST Cyber Security Framework[1]
- Cross-functional collaboration in embedding technical innovations through a holistic ‘people, process, technology’ approach

Our aim is to deliver high-quality, easy to use IT solutions that enable our business to:

- Improve the speed and quality of customer service
- Drive the productivity and efficiency for our employees
- Leverage business intelligence (Microsoft Power BI) internally and within our customer platform
- Efficiently and effectively integrate acquisitions to our ONE TIP standard processes and systems
- Drive new product implementations and continuous developments of our applications
- Take advantage of rapidly evolving technologies such as artificial intelligence and the Internet of Things
- Maintain business resilience and security in the face of cyber threats

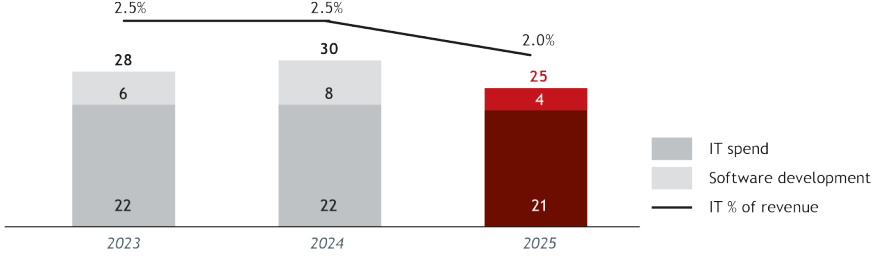
[1] NIST Cyber Security Framework is a set of cybersecurity best practices and recommendations from the National Institute of Standards and Technology (NIST)

IT investments

As our business has grown since 2014 (our first published Annual report), we have reduced our operating expenses as a percentage of revenue from 19% to 10%. During this period, our revenue almost quadrupled, with our M&R revenue growing with the same pace, the number of workshops rising from 41 to 129, and the number of branches increasing from 53 to 80.

To support this growth and drive productivity, we continue to invest in IT and software development, demonstrated by 2.0% IT spend and investments in software development as a percentage of revenue.

IT spend & software development (€m)



IT governance

Our governance infrastructure is robust, with a Technology Investment Committee in place for IT-related projects, including project plans approved by the EMT and, where material, by the Investment Committee and the Board. A member of the EMT leads these projects, with regular progress reviews being undertaken. We aim to minimise business disruption, cost and time.

Focus on insurance

We have a low appetite for insurable risks. However, we selectively accept certain insurable risks that we consider to be highly unlikely and/or where the cost-benefit analysis does not justify the premiums required for low-probability risks. Our aim is to identify and develop an insurance risk profile that will enable these risks to be monitored and managed on an ongoing basis. Insurance may be arranged either centrally or locally to minimise costs and ensure that all entities are protected against the most significant risks. Leading insurance companies underwrite our insurance policies.

We take out mandatory insurance for our fleet where it is required by law and for employee company cars. In addition, we take out a number of optional insurance policies to mitigate risks, including but not limited to general and product liability, property damage and business interruption.

Leadership and governance

Board of Directors

The Board of Directors of Global TIP Holdings Two B.V.is responsible for developing our strategy and setting corporate values, together with senior leadership, to create long-term value for our shareholder.

The Board of Directors decides what risks TIP is prepared to take in pursuit of its strategic objectives. The Board of Directors' responsibilities include constructively challenging senior leadership on operational aspects of the business, including approving budgets and reviewing the adequacy of risk management and internal controls. The Board is also responsible for providing accurate, timely and understandable information about the Group to our shareholder, lenders and other stakeholders.

On 9 December 2025, Bob Fast retired and subsequently resigned from the Board of Directors in full agreement with the Board of Directors. The Board of Directors has expressed its tremendous gratitude for Bob's significant and impactful contribution to growing TIP to its current position.

Arjen Kraaij - Dutch
President and Chief Executive Officer

Arjen was appointed as President and CEO following the retirement of Bob Fast on 9 December 2025. He joined TIP in 1997 and has held a number of leadership roles in the company, ranging from general management to commercial. In recent years, Arjen was Deputy CEO, and he led the successful acquisition strategy as well as the sourcing and asset management functions globally. He was appointed to the Board in 2018 and is based in the Netherlands.

Main responsibilities: Daily business execution, commercial, sourcing, asset management, used equipment sales and M&A

Hans van Lierop - Dutch
Chief Financial Officer

Hans was appointed CFO of TIP in May 2020. Prior to this, he held financial leadership roles at Diageo, Airtel and Massmart Walmart. In these roles, he was heavily involved in Supply Chain Management and large capex programmes, fuelling business growth and transformation. Hans brings broad international expertise from different industries, with over 25 years' experience in finance, including 15 years as a CFO. Hans was appointed to the Board in 2020 and is based in the Netherlands.

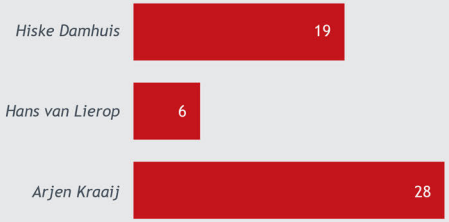
Main responsibilities: Financing, treasury, investor relations, credit risk, planning, financial reporting, accounting and tax

Hiske Damhuis - Dutch
Chief Human Resources Officer

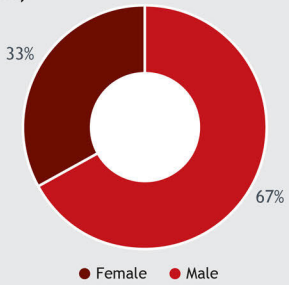
Hiske was appointed HR Director of TIP in 2006 and HR Director of GE Equipment Services in 2009. In addition, she was a member of the Board of the GE Pension fund in the Netherlands and HR Council leader for GE's businesses in the Benelux from 2010 until 2013. Hiske was instrumental in leading all the HR aspects of the TIP carve-out from GE, including employee communications, payroll and benefits and the HR information system. Before joining TIP, Hiske worked for more than 10 years in various HR roles in international business. She was appointed to the Board in 2018 and is based in the Netherlands.

Main responsibilities: People and employee communication

TIP years of experience (Board of Directors)



Gender diversity (Board of Directors)



Senior leadership

Extensive industry and international experience

The Executive Management Team (EMT) is responsible for the day-to-day management of our business, the implementation of our strategy and policies and the achievement of our objectives and results. Together with the Board of Directors, the EMT determines the company's values and ensures compliance with all applicable regulations. The EMT and the Board of Directors are responsible for the integrity of our financial reporting and control environment.

The Senior Leadership Team (SLT) consists of the Board of Directors, EMT and our regional and product vice-presidents. The SLT provides strategic advice and input on commercial and operational matters, business processes, controls and overall strategy.

Female representation on the EMT and SLT are 25% and 8% respectively.

The EMT combines the Board of Directors and the Chief Operating Officer (COO):

Paul Beadle - British
Chief Operating Officer
Main responsibilities: Operations, IT, business intelligence, EHS, ESG, integration of TIP-acquired businesses and non-fleet sourcing

Forming together with the EMT, the SLT:

Oliver Bange - German
Vice-President Central Europe Region

Mark Crossland - British
Vice-President Tankers UK

Maximilian Gellert - German
Chief Digital Officer

Michael Furnival - British
Vice-President UK & Ireland Region

Rogier Laan - Dutch
Vice-President Sales & Marketing

Frederic Notte - French
Vice-President Mediterranean Region

Christian Petersen - Danish
Vice-President Nordic Region

Peter Jan Troost - Dutch
Vice-President Benelux Region

Andy Wyatt - British
Chief Information Officer

Corporate governance structures

Our approach to corporate governance supports a secure and agile corporate structure that is designed to deliver shareholder returns and ensure effective controls are in place to protect our stakeholders.

Our shareholder, our Supervisory Board, Board of Directors and our EMT have approved our corporate governance principles. These principles guide our practices and policies in the countries where TIP operates and ensure that we remain responsive to our shareholder and other stakeholders and communities.

Our shareholder

Cube Transportation

Cube Transportation was established in 2018 for the purpose of acquiring TIP and its related subsidiaries.

In addition to providing Board of Directors and management support to TIP through the Board committees, Cube Transportation supports TIP's operating entities, including Marketing, Procurement, Financing, Treasury, Investor Relations, Finance, HR and Asset Management.

Our ultimate beneficial shareholder is ISQ Holdings, LLC, a limited liability company. Our senior leaders regularly participate in its portfolio conferences and best-practice-sharing events.

Shareholder boards

The Supervisory Board

The Supervisory Board oversees the shareholder's Board of Directors and the general management of the company. It advises the Board of Directors and coordinates strategic matters between ISQ Holdings, LLC and TIP. The Supervisory Directors are guided by the interests of the company in the performance of their duties. Members of the Supervisory Board are appointed for an indefinite period. Bob Fast was appointed as a Chairman of the Supervisory Board as of 1 January 2026.

The ***members*** of the Supervisory Board are:

Robert Alain Fast	appointed 2026
Yves Patrick Meyer-Bülow	appointed 2025
Mohamed Adel El-Gazzar	appointed 2018
Maxime Jean Pierre Jacqz	appointed 2018
Thomas Joseph Donohue	appointed 2018
David Binks	appointed 2019
Steven Keith Webber	appointed 2019
Detlef Borghardt	appointed 2019
Simon Glass	appointed 2020

The main ***responsibilities*** of the Supervisory Board are:

- Coordinating between ISQ Holdings, LLC and TIP
- Supervising the Board of Directors
- Advising the Board of Directors
- Overseeing strategic matters

The Supervisory Board members interact regularly with the Board of Directors, EMT and SLT on an individual and group basis. They also meet and participate in conference calls with broad groups of employees, on an individual and group basis.

The Board of Directors
Our Board of Directors has ultimate responsibility and accountability for the management of the business. Members of the Board of Directors are appointed for an indefinite period.

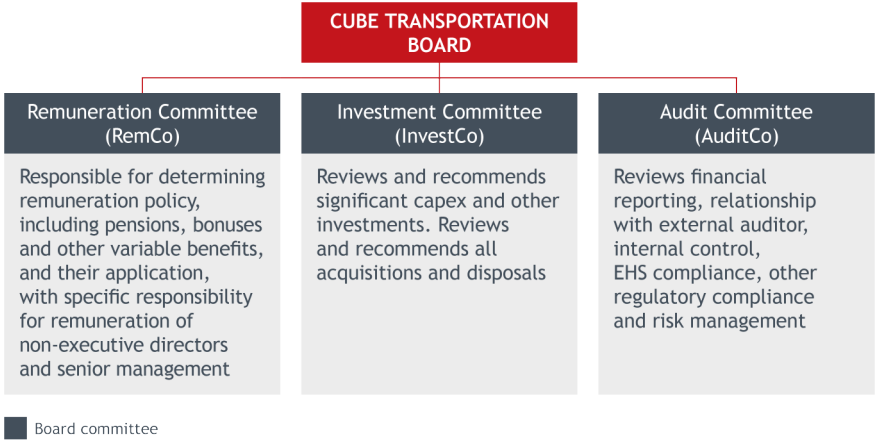
The ***members*** of the Board of Directors are:
- Arjen Kraaij
- Hans van Lierop
- Hiske Damhuis

The main ***responsibilities*** of the Board of Directors are:
- Achieving the business objectives
- Executing TIP's corporate strategy
- Assessing business growth opportunities and risks
- Managing the structure and operation of internal risk management and control systems
- Overseeing the financial reporting process
- Ensuring compliance with legislation and regulations
- Promoting corporate social responsibility
- Supervising operations and the EMT

Individual members of the Board of Directors regularly interact with the EMT and SLT on an individual and group basis. They also meet and participate in conference calls with broad groups of employees on an individual and group basis.

The Supervisory Board and the Board of Directors met three times in 2025.

Cube Transportation Board Committees
To improve effectiveness and efficiency, three joint Supervisory and Board of Directors committees were established in early 2019. The appointment of these committees and the charters governing their roles and responsibilities were approved by the members (shareholders) at the time of their establishment. These committees cover investment, remuneration, audit and compliance. They review and advise the Boards in their assigned areas of responsibility and approve matters as required by their charters. The Boards retain full responsibility for the decisions taken. Board members are entitled to attend committee meetings and receive minutes of all meetings and supporting documentation on request.



Remuneration Committee

The ***members*** of the Remuneration Committee are:

Yves Patrick Meyer-Bülow	appointed 12 March 2025
Maxime Jean Pierre Jacqz	appointed 1 January 2019
Gerard Reinder Kraaij	appointed 1 January 2026
Hiske Damhuis	appointed 1 January 2019

Investment Committee

The ***members*** of the Investment Committee are:

Yves Patrick Meyer-Bülow	appointed 12 March 2025
Maxime Jean Pierre Jacqz	appointed 1 January 2019
Gerard Reinder Kraaij	appointed 1 January 2019
Steven Keith Webber	appointed 1 January 2019
Jinzi Guo	appointed 1 January 2025

Audit Committee

The ***members*** of the Audit Committee are:

Yves Patrick Meyer-Bülow	appointed 12 March 2025
Simon Jeremy Glass	appointed 12 March 2025
Gerard Reinder Kraaij	appointed 1 January 2026
Johannes Jacobus Maria van Lierop	appointed 22 July 2020

The individual directors of the Group regularly interact with the SLT on an individual and group basis. They also meet and participate in conference calls with broad groups of employees on an individual and group basis.

Where appropriate, binding corporate resolutions are implemented to harmonise the policies of our subsidiaries and maximise efficiency.

Conflicts of interest

Decisions to enter into transactions that could give rise to a conflict of interest for members of the Board of Directors or the Supervisory Board of Cube Transportation, which are of material significance to the company and/or the relevant members of the Boards, require the approval of the Supervisory Board. The Supervisory Board is responsible for deciding how to resolve conflicts of interest between members of the Board of Directors, the SLT, our shareholder and the external auditor.

No conflicts of interest were identified during 2025.

Directors' responsibility statement

The Board of Directors is responsible for maintaining proper accounting records, safeguarding assets and preventing and detecting fraud and other irregularities. The Board of Directors is also responsible for the quality and completeness of publicly disclosed financial reports.

The Directors believe that they have complied with these requirements by providing adequate resources to maintain proper books and accounting records throughout the Group, including the appointment of personnel with appropriate qualifications, experience and expertise.

The most important elements of our control systems to ensure reliable consolidated financial statements are:

- A consistent, standardised set of accounting and reporting principles applied throughout the Group, based on our application of International Financial Reporting Standards (IFRS)
- Monthly reporting and financial results that analyse and explain developments and link them to our risk information
- Compliance with accounting and reporting standards as monitored by our Financial Controllership, Tax and Treasury and Investor Relations teams, in addition to being reviewed by our external auditors

On 12 March 2026, members of the Audit Committee met with EY Accountants BV (EY), the independent external auditors, and discussed the consolidated financial statements for 2025 and the independent auditor's report that EY had issued on those financial statements. Following this discussion, the Board of Directors authorised the consolidated financial statements for the year 2025 for issuance.

Each member of the Board of Directors hereby confirms that to the best of their knowledge:

- Our financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of TIP Group
- Additional disclosures have been provided where compliance with the specific requirements of IFRS is not sufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and performance
- Our annual report, taken as a whole, gives a fair, balanced and understandable view of the position at the balance sheet date; the development and performance of our business during the financial year, together with a description of the principal risks and uncertainties that TIP Group faces; and provides appropriate information for stakeholders to assess the Group's performance, business model and strategy

Amsterdam, 12 March 2026

Gerard Reinder Kraaij
Johannes Jacobus Maria van Lierop
Hiske Damhuis

Viability statement

The Board of Directors has made an assessment of our prospects and ability to meet our liabilities as they fall due over the medium term. This assessment has taken into account our current position and the principal risks we face, which are set out in the 'Managing our risk' section. This longer-term assessment process supports the statements on both viability, as set out below, and going concern, which is included in the 'Financial statements' section of this report.

While the Board of Directors has no reason to believe that we will not be viable in the longer term, the period over which it believes it is possible to form a reasonable expectation of our longer-term viability is the five-year period to December 2030. This is consistent with the duration of the business plan, which is prepared annually and reviewed by the Board, and the long-term contractual and commercial nature of the business. In addition, we have committed and diversified (in terms of type, duration and jurisdiction) borrowing facilities that are long term in nature and provide flexible financing for our business needs. We believe this provides a reasonable level of confidence in our longer-term outlook.

We prepare an annual budget alongside our five-year business plan. This plan takes into account both our cash flow and covenant projections. It is used to review funding arrangements and available liquidity based on expected market conditions, capex plans, used fleet sales and other factors that may affect liquidity. It also takes into account our ability to raise finance and deploy capital.

The nature of our business is such that our cash flow is counter-cyclical. In periods of improving and stable markets, we invest in our leasing and rental fleet, both to replace existing fleet and to increase the overall size of the leasing and rental portfolio. This results in improved margins and profits, but also in negative cash flow from operations during periods of rapid growth. In weak or declining markets, however, we invest less in our leasing and rental fleet and, as a result, generate significant cash flow from operations. Demand for our maintenance and repair services also tends to be counter-cyclical as equipment ages across the market, helping to generate revenue and cash in a downturn. Recognising the overall cyclicality of the business, we undertake scenario planning based on the timing, severity and duration of a downturn and subsequent recovery. These scenario plans consider the impact of economic and market cycles on revenue, margins, cash flow and overall borrowing levels.

Based on these analyses and considerations, and the Board of Director's regular monitoring and review of the risk management and internal control systems, we do not believe that there are any reasonably foreseeable events that would result in our inability to meet our liabilities as they fall due that could not be mitigated through our ability to adjust our business plans.

For the reasons set out above, the Board of Directors has a reasonable expectation that we will be able to continue in operation and meet our liabilities as they fall due over the period to December 2030.

SUSTAINABILITY STATEMENT

Executive summary of the sustainability statement	50
General	51
Basis for preparation	51
Sustainability governance	52
Sustainability strategy	60
Double materiality assessment	66
Environment	72
Our approach to climate change	72
Our approach to circular economy and resource use	84
Social	87
Own workforce	87
Workers in the value chain	97
Governance	103
Business conduct and corporate culture	103
Appendix	107

Executive summary of the sustainability statement

ECOVADIS

SILVER | Top 15%
ecovadis
Sustainability Rating
DEC 2025

EcoVadis ranked TIP Group as being in the top 15% globally of more than 150,000 companies that it assessed, and awarded TIP a silver medal for the third time in a row. Our score has gone up from 32 to 71 in four years.

REFURBISHED

3,511

UNITS, IN 2025

CLEAN TRANSPORTATION EQUIPMENT

508

UNITS, END OF 2025

NEW INSTALLED SOLAR PANELS

+10

LOCATIONS, IN 2025

Total number of TIP locations with solar panels to 27 at the end of the year.

EMPLOYER SATISFACTION

74%

EMPLOYEES

The 2025 Employee Survey found that 74% of employees view TIP as a great workplace.

In 2025, our Gender Pay Gap stood at 3%, down from 5% in 2024.

GREAT PLACE TO WORK

11

CERTIFIED COUNTRIES

Great Place To Work. Certified

TIP is a certified Great Place to Work in 11 countries.

General

Basis for preparation

ESRS 2 BP1 | **Basis for preparation of the sustainability statement**

Framework and data selection

This sustainability statement provides an overview of TIP Group's sustainability strategy and performance, and describes how we manage our impact on people and the environment. As far as possible, it has been prepared in line with the EU's Corporate Sustainability Reporting Directive (CSRD) and accompanying European Sustainability Reporting Standards (ESRS), which will now apply to TIP Group from 2027 following new measures adopted by the EU in April 2025.

In preparing this overview, we also took into account other frameworks and requirements, including our reporting commitments under the UN Global Compact.

The sustainability statement follows the same structure as set out in the ESRS: 'General', 'Environment', 'Social' and 'Governance'. In addition, this report includes an Appendix, providing further details on non-financial numbers, as well as other disclosures required for our EcoVadis assessment.

The sustainability statement of TIP Group extends to significant portions of our upstream and downstream value chain, as follows:

1. Materiality assessment: Our materiality assessment of impacts, risks, and opportunities extends to both our upstream and downstream value chain. Specifically, we have assessed the topics, sub-topics and sub-sub topics outlined in Application Requirements for Climate Change (E1), Resource Use And Circular Economy (E5), Own Workforce (S1), Workers in the Value Chain standard (S2) and Business Conduct (G1). This comprehensive assessment ensures that we capture material sustainability matters throughout our value chain
2. Policies, actions, and targets: Our climate-related policies, actions, and targets extend to our value chain, particularly in the area of greenhouse gas (GHG) emissions. We have committed to continually assess and address our Scope 3 emissions, which encompass both supplier (upstream) and customer (downstream) emissions
3. Metrics and data: We include upstream and downstream value chain data in our sustainability metrics, particularly for GHG emissions. Our disclosure of Scope 3 GHG metrics provides a comprehensive view of our climate impact across the value chain, covering both supplier and customer-related emissions

Consolidation

Unless otherwise stated, this sustainability overview has been prepared on a consolidated basis. The scope of consolidation is the same as for the financial statements. For a full account of entities included in TIP Group's consolidated financial statements, please refer to page 166.

Key accounting estimates and judgements

The contents of this report are based on internal reporting platforms, data collected from business partners and the outcomes of TIP Group's double materiality assessment (DMA). Please refer to page 68 for details of our DMA.

All environmental, social and governance (ESG) performance data was prepared by individual business teams within TIP Group and collated by the company's sustainability/environment, health and safety (EHS) department.

Where third-party sources are used, this is mentioned in the text.

Sustainability governance

ESRS 2 GOV-1 The role of the administrative, management and supervisory bodies in relation to sustainability

Sustainability is built into TIP Group's overall corporate governance framework. This ensures that the company meets regulatory requirements and considers social and environmental factors when making business decisions.

Over the past four years, we have established a dedicated Sustainability function within TIP Group to execute our sustainability strategy. This strategy is based on a comprehensive materiality assessment carried out with stakeholders from across the organisation as well as relevant external stakeholders. Our Chief Operating Officer and ESG/EHS Director have joint responsibility for our sustainability strategy, and are supported by the company's ESG Committee, established in 2021. This Committee meets monthly and consists of members of our EMT as well as our ESG/EHS Director. Its purpose is to give direction to our sustainability strategy, promote better understanding of sustainability internally and to encourage best practice across the company, alongside our Sustainability/EHS team.

The ESG Committee is chaired by our CEO, meets monthly and reports directly to TIP Group's Board of Directors. The Committee's responsibilities include:

- Development of TIP Group's sustainability strategy
- Monitoring TIP Group's sustainability impacts on stakeholders and society
- Management and oversight of sustainability-related risks (including climate risk)
- Compliance with sustainability-related laws and regulations

All Committee recommendations must be approved by TIP Group's Board of Directors. Members meet quarterly to discuss progress on the company's sustainability strategy. All three members of the Board of Directors also sit on the ESG Committee.

The Board of Directors represents TIP Group's senior executive body, responsible for the company's day-to-day management, strategy execution, compliance and reporting controls.

Monthly Board meetings include a standing agenda item covering sustainability and stakeholder engagement.

The EMT comprises the Board of Directors and the COO, and is supported by the SLT on commercial and operational issues, as well as strategy, business controls and processes; the SLT comprises our Board of Directors, plus regional and product vice-presidents. Refer to page 40 in leadership and governance for further details about our Board of Directors, EMT and SLT, along with their responsibilities, gender diversity and years of experience at TIP Group.

To ensure the effective governance of sustainability-related matters, TIP Group provides training and capacity-building opportunities to its ESG Committee board members. This is done through regular ESG Committee meetings, which serve as a platform not only for updates and strategic alignment, but also for education on sustainability risks, regulatory developments and stakeholder expectations.

The ESG Committee ensures that the Board of Directors remains informed and equipped to oversee TIP Group's sustainability strategy by:

- Delivering deep dives into regulatory frameworks such as the CSRD
- Facilitating discussions on climate science, target-setting methodologies (e.g. The Science Based Targets initiative (SBTi) and sustainable financing mechanisms
- Providing insights on evolving best practices in supply chain due diligence, employee well-being and advocacy for zero-emission freight

These touchpoints contribute to building sustainability literacy at Board level and supporting TIP Group's ability to navigate the increasing complexity of the sustainability landscape.

The Board of Directors' work is overseen by the Supervisory Board of Cube Transportation, our shareholder. Supervisory Board members advise the Board of Directors on sustainability strategy and performance.

	Board of Directors	EMT	ESG Committee
CEO	●	●	●
CFO	●	●	●
Chief Human Resources Officer	●	●	●
Chief Operating Officer		●	●
ESG/EHS Director			●
Internal Communications Director			●

TIP Group's administrative, management and supervisory bodies have established processes to ensure that the necessary skills and expertise are available or can be developed to oversee sustainability matters effectively. This is achieved through a combination of internal expertise, external consultations and continuous training programmes, aligned with the company's focus on addressing its material impacts, risks and opportunities.

(a) Sustainability-related expertise available to the bodies listed above
Internal expertise:

- TIP Group's EMT includes key members with experience in sustainability matters. The ESG Committee, chaired by the CEO, is directly responsible for ensuring that sustainability goals are integrated into the company's strategy. This includes oversight of the ESG/EHS Director, who brings specialised knowledge of health, safety and environmental issues

Access to external experts:

- The company collaborates with external advisory firms and experts in the field of sustainability. For example, Deloitte Risk Advisory B.V. was engaged to conduct an internal audit on safety processes, highlighting TIP's commitment to ensuring expert oversight on critical sustainability risks

Continuous training and development:

- TIP's management participate in regular training programmes and workshops designed to enhance their understanding of sustainability matters. These programmes focus on the latest regulatory requirements, emerging sustainability trends and best practices for managing environmental and social impacts
- The TIP Mechanic Academy, for example, is used to develop skills related to safety, fleet management and low-emission vehicle technologies, ensuring employees and management are equipped to handle sustainability challenges in operations

(b) Relevance of skills and expertise to TIP's material impacts, risks and opportunities:
The expertise and skills within the administrative, management and supervisory bodies are directly aligned with TIP's material sustainability impacts, which were identified through a double materiality assessment. The following illustrates how these skills relate to TIP's specific sustainability challenges:
Carbon emissions and fleet transition:

- Expertise in low-emission vehicle technologies and carbon management is crucial for TIP's carbon reduction targets, particularly as the company transitions to zero- and low-emission vehicles. Members of the ESG Committee and the Sustainability team are responsible for overseeing this transition, while external consultants provide additional insights on regulatory compliance and market developments in sustainable transport

Health and safety:

- TIP's management possess strong expertise in occupational safety, with the EMT members playing a key role in setting safety standards and overseeing risk assessments across the company's workshops. The regular training and audits ensure that TIP's management remains up-to-date on best practices in health and safety governance, which is critical given the nature of the company's operations involving heavy machinery

Supply chain and resource efficiency:

- Management's knowledge of circular economy principles and sustainable sourcing is essential for TIP's efforts to implement a trailer refurbishment programme and to improve supply chain sustainability. This expertise is leveraged to reduce waste, extend asset lifecycles and improve resource efficiency

Substantiating expertise through the composition of bodies listed above:
The composition of TIP's management reflects a combination of internal leadership and external expertise:

- ESG Committee: Composed of senior executives with responsibility for setting and overseeing sustainability targets across the organisation. This committee collaborates with external experts to address complex sustainability challenges
- Supervisory Board: Supervisory members are briefed regularly on sustainability matters and receive updates on the company's progress toward carbon reductions, workplace safety and resource efficiency goals

Target-setting and monitoring of material IROs

Below is the disclosure of how administrative, management and supervisory bodies and senior executive management oversee the setting of targets related to material impacts, risks and opportunities, and how progress towards them is monitored.

1. Delegation to specific management-level positions or committees:

- The Board of Directors holds ultimate responsibility and accountability for the management of TIP Group. It oversees the achievement of business objectives, executes corporate strategy, assesses business growth opportunities and risks, manages internal risk management and control systems, oversees financial reporting, ensures compliance with legislation and regulations and promotes corporate social responsibility
- Specific committees support governance:
  - The Audit Committee reviews financial reporting, relationships with external auditors, internal controls, EHS compliance, regulatory compliance and risk management.
  - The Investment Committee reviews and recommends significant capital expenditures, acquisitions and disposals
  - The Remuneration Committee oversees remuneration policies for senior management.
- The EMT is responsible for the day-to-day management of the business, implementing strategy and policies and achieving company objectives. Together with the Board of Directors, the EMT ensures compliance with regulations and integrity in financial reporting

2. Reporting lines to the administrative, management and supervisory bodies:

- The Supervisory Board oversees the Board of Directors and provides strategic guidance, ensuring coordination between ISQ Holdings, LLC (the ultimate shareholder) and TIP. The Supervisory Board interacts regularly with both the Board of Directors and the Senior Leadership Team (SLT).
- The Cube Transportation Board is responsible for setting strategy and ensuring resources are in place to deliver it. This board interacts with the Supervisory Board and Board of Directors through its committees (Audit, Investment, Remuneration).

3. Dedicated controls and procedures for managing IROs:

- TIP Group employs strong internal controls embedded in operational processes to ensure effective risk assessment, identification and mitigation. A Risk Assurance team provides independent assurance on governance, risk management and internal control processes, while internal audits are outsourced to an international audit firm
- TIP has established a dedicated sustainability function to oversee and implement the sustainability strategy. This includes an ESG Committee that supports and monitors the execution of the sustainability strategy, integrating sustainability objectives with broader business operations. TIP has also introduced guidelines and policies, like the Environmental Policy, linked to the Paris Agreement, and improved its Supplier Code of Conduct to maintain sustainability standards throughout the supply chain
- Financial risks, including credit risks, are managed by delegating authority to regional finance directors, who ensure the consistent application of policies and the regular monitoring of customer accounts. Key risk analyses and customer credit assessments are performed regularly, with escalations managed by senior finance leaders

ESRS 2 GOV-2 / Integration of sustainability-related performance in incentive schemes

At present, TIP Group does not have any incentive schemes or remuneration policies specifically linked to sustainability matters for members of our administrative, management and supervisory bodies.

ESRS 2 GOV-3 / Statement on due diligence

TIP Group has established due diligence processes in line with the ESRS and the OECD Guidelines for Multinational Enterprises. These are integrated into its governance, risk management and sustainability frameworks. Information on due diligence is disclosed throughout this sustainability statement as outlined below.

Policies Guiding Due Diligence:

- TIP Group's due diligence activities are guided by a robust governance framework of policies, frameworks and guidelines. These activities are also communicated externally via our Supplier Code of Conduct, which has been updated to strengthen sustainability requirements across the supply chain. These policies define expectations for responsible business conduct and provide the foundation for identifying, preventing and mitigating adverse impacts within TIP Group's operations and value chain

Governance and oversight of due diligence:

- Oversight of due diligence is embedded in TIP Group's governance structure. The Supervisory Board oversees the Board of Directors, ensuring that due diligence processes are aligned with the company's strategy and long-term objectives. At the executive level, the ESG Committee is responsible for monitoring the implementation of sustainability strategies, targets and related due diligence actions

Risk Identification and Assessment:

- TIP Group applies a structured risk management framework to identify and assess risks across strategic, financial, operational and compliance areas, including sustainability-related risks and impacts. The Risk Assurance Team provides independent assessments of key risks and controls, while the Audit Committee reviews risk management effectiveness, internal controls and compliance matters. This framework supports the identification and prioritisation of actual and potential adverse impacts

Monitoring and Reporting:

- Monitoring of due diligence outcomes is supported by the use of the Watershed sustainability reporting tool, which enables the collection, analysis and reporting of sustainability data across the Group. This system supports the tracking of progress against sustainability targets, including climate-related objectives, gender pay gap reduction and circular economy initiatives, and contributes to transparent and consistent reporting.

Stakeholder engagement:

- Stakeholder engagement forms an integral part of TIP Group's due diligence approach. A double materiality assessment has been conducted with internal stakeholders in accordance with ESRS and CSRD requirements to identify material impacts, risks and opportunities. In addition, TIP Group aligns its sustainability activities with the UN Sustainable Development Goals (SDGs), focusing on five priority goals, including climate action and responsible consumption and production

ESRS 2 GOV-4 / Risk management and internal controls over sustainability reporting

The scope and main features of TIP Group's risk management and internal control processes, particularly concerning sustainability reporting, are tightly integrated into the company's overall governance structure, with the ESG Committee playing a central role. Below is a detailed description:

Scope of risk management in sustainability reporting

- The ESG Committee oversees the company's sustainability strategy and ensures that sustainability-related risks are adequately identified, assessed and managed across the organisation. Sustainability risk management at TIP Group covers a broad spectrum of sustainability factors, ensuring alignment with corporate goals and external regulatory requirements like the CSRD

Main areas of focus include:

- Climate-related risks: Evaluating the impact of climate change on business operations, particularly with respect to carbon footprint reduction, energy usage and transitioning to low-emission vehicles
- Supply chain risks: Monitoring the environmental and social performance of suppliers, including compliance with TIP Group's Supplier Code of Conduct
- Operational risks: Ensuring that sustainability initiatives like trailer refurbishment and electric vehicle deployment align with broader business performance goals

Main features of risk management processes

- Materiality assessment: As part of its formal risk management approach, TIP Group performed a comprehensive materiality assessment to identify key sustainability risks and opportunities. This assessment, following the double materiality principle from the ESRS, identified areas with the greatest potential to impact both the company and its stakeholders. These results help shape TIP Group's reporting, strategy and risk management processes
- Sustainability risk integration: The ESG Committee has incorporated sustainability risks into TIP Group's formal risk management framework. This ensures that decisions made at all levels of the business, from daily operations to long-term strategic planning, factor in sustainability considerations. The committee also oversees the development and implementation of policies, including the TIP Group Environmental Policy, which is aligned with the Paris climate objectives
- Internal Controls: TIP Group has implemented robust internal control mechanisms to ensure that sustainability data is accurately captured, reported and aligned with industry standards like the CSRD. Specific policies and guidelines have been rolled out across the organisation to ensure compliance, particularly in areas like waste management, energy efficiency and labour rights

Components of internal control processes

- Data collection and reporting tools: TIP Group uses Watershed to collect and analyse sustainability performance data. This system supports the gathering of reliable baseline data to track progress against sustainability targets, ensuring consistency in reporting for both internal decision-making and external regulatory requirements
- Partnerships for carbon data: In collaboration with Watershed, TIP calculates and monitors its Scope 1, 2 and 3 carbon emissions. This enables the company to evaluate its progress toward its science-based targets (SBTs), supporting both operational performance and long-term sustainability ambitions
- Continuous monitoring: The ESG Committee monitors ongoing sustainability risks and opportunities, with frequent reviews of progress made in key sustainability programmes, such as waste reduction, energy efficiency and low-emission vehicle adoption. Local teams are encouraged to propose new sustainability initiatives, which are evaluated for potential impact on both risk and opportunity

Description of the risk assessment approach

Risk management and risk assessment is a top priority topic from TIP Group Management's perspective.

A Risk Assurance Manager is on board, reporting to the CFO, and is responsible for forming and updating the risk heatmap of the company, aligning with each risk owner about the evaluation of the risk and making sure that each risk has a risk mitigation plan.

On a bi-annual basis, a risk heatmap update study is performed with the involvement of all the EMT members. The Risk Assurance Manager holds meetings with each EMT Member to obtain their insights into new risks, changes in the risk environment and the risk appetite of the business. Each risk is assigned to an EMT member and they, with their teams, are responsible for evaluating this risk in terms of its likelihood, its impact, the vulnerability of the Group to that risk and the risk appetite. Additionally, they prepare risk mitigation plans, taking into account the appetite for that risk.

Once each risk has been considered, a heatmap alignment meeting is held. This is attended by all the EMT members, who evaluate every risk in terms of all the criteria used. These evaluation and mitigation plans form part of this annual report (see page 23 under Risk management)

The output of the Risk Assessment also serves as input to the Internal Audit Plan for the next fiscal year. An internal audit is performed each quarter, with the outputs being shared with the Audit Committee of TIP Group.

The Risk Assessment methodology was formulated by Deloitte NL in 2021, and they continue to be involved as a co-source for consultants during the quarterly internal audits

Description of main risks identified and their mitigation strategies:

	Risks	Mitigation activities	Impact after mitigation (H/M/L)
1	Customers increasingly demand strong sustainability credentials from their suppliers – poor sustainability performance may threaten customer relationships	a) Sustainability embedded in TIP value proposition b) Sustainability embedded in TIP 2030 Strategy	M
2	A superficial assessment of TIP's (double) materiality and setting incorrect priorities and unfeasible commitments /goals in TIP's sustainability strategy, poses a threat of regulatory non-compliance and reputational damage	a) Performed double materiality assessment b) Adopted sustainability strategy c) Set quantitative sustainability objectives d) Committed to Science Based Targets e) Set sustainability strategy monitoring and reporting f) Included sustainability investments in 2026 budget cycle g) Included green principles in cost-benefit-analysis (CBA) process h) Aligned sustainability strategy with CSRD requirements	L
3	Without strong governance of (supplier) sustainability, there is a threat of non-compliance with sustainability standards and poor ESG ratings	a) Included sustainability risks, including risk mitigation plan, in TIP risk matrix b) Established internal and shareholder ESG Committee c) Gap analysis and remediation of governance documentation d) Committed to sustainability framework (CSRD) e) Set up ESG Regulatory Radar f) Improved supplier sustainability governance g) Attained one-time sustainability (risk) rating in 2022 and obtained sustainability rating with EcoVadis for three consecutive years h) Established CSRD compliance team and reporting structure	L
4	Poor sustainability processes pose the risk of failing (legally required) assurance engagement	a) Refine sustainability-related processes and process governance b) Develop data collection and verification processes for CSRD reporting	M
5	Without products, skills and capabilities incorporating future technologies like electrification/alternative fuels and digital services, TIP will lose ground to more innovative competitors	a) Support rollout of TIP Insight b) Electric vehicle/alternative fuel vehicle rollout plan drafted with equipment leadership	M
6	An increasing carbon footprint will cause TIP to miss its own and international commitments, and expose it to dramatic energy cost increases	a) Established greenhouse gas (GHG) accounting for Scope 1/2/3 b) Completed carbon reduction plan c) Launched energy efficiency measures across TIP regions d) Launched photovoltaic projects across TIP regions e) Established TIP Environmental Policy f) Working to identify carbon offsetting projects g) Working on drafting Climate Transition Plan	M
7	Inefficient waste management will lead to additional costs from waste disposal providers and potential fines for violations of waste disposal laws	a) Investigate waste streams and identify potential improvements with waste disposal/management providers b) Centralise waste management across TIP network c) Improve recycling rates by accurate waste separation d) Reduce overall waste by improving workshop processes e) Developed circular economy initiatives to align with CSRD reporting requirements f) Established TIP Waste Management Framework	M
8	Not building strong refurbishment capabilities will make us increasingly dependent on lead times for new equipment and rising manufacturing costs	a) Launched national campaigns to promote equipment refurbishment b) Created refurbishment environmental impact calculator	L

	Risks	Mitigation activities	Impact after mitigation (H/M/L)
9	Failure to close the gender pay gap will cause TIP to forfeit its talent potential and attractiveness as an employer	a) Closed gender pay gap to below 5% b) Gender neutral language in job descriptions c) Committed to UN Women programme d) Expand diversity and inclusion initiatives to cover all aspects required by CSRD	L
10	Without building awareness for sustainability in the workforce, people won't buy in, putting the sustainability strategy at risk	a) Strong focus on sustainability in internal communications (recurring theme in employee business update) b) Conceptualised a sustainability roadshow c) Sustainability-related events as awareness-building measures d) Established sustainability trainings in Workday	L
11	Lack of sustainability-data-reporting capabilities will cause non-compliance with emerging global/EU/national laws, as well as with stakeholder reporting requirements	a) Designed sustainability reporting according to current and future data reporting requirements b) Made obtainable sustainability data available internally and externally	M
12	Unless it has a convincing sustainability profile, TIP will be unable to access attractive green financing sources and, given regulations like the EU Taxonomy, may lose access to financing in general	a) Transformed Revolving Credit Facility into Sustainability Linked Loan (SLL) facility b) Linked three sustainability-related KPIs to SLL facility c) Checked TIP financing structure against green financing frameworks d) Identified available subsidies/grants for sustainable investments and business conduct e) Preparing to align with EU Taxonomy	L
13	Failure to comply with CSRD requirements could result in regulatory penalties, reputational damage and loss of investor confidence	a) Implemented robust data-governance processes to ensure accuracy, completeness and audit-readiness of sustainability data b) Adopted recognised reporting frameworks (e.g., ESRS) and integrated them into internal control systems c) Conduct regular gap analyses to identify compliance shortfalls and corrective actions d) Trained key staff on CSRD requirements, sustainability data collection and reporting standards e) Engage external assurance providers early to verify methodologies and reduce audit risks f) Strengthen stakeholder communication to maintain transparency and investor confidence e) Monitor evolving regulations to stay ahead of emerging CSRD updates and enforcement practices	M

Description of the periodic reporting of findings from risk assessment and internal controls to administrative, management and supervisory bodies.

The periodic reporting of findings from TIP Group's risk assessment and internal controls concerning sustainability is a structured and systematic process. These reports are regularly communicated to the administrative, management and supervisory bodies, ensuring that decision-makers are continuously informed and engaged in the company's sustainability initiatives.

Structure of periodic reporting

Reporting to the ESG Committee:

- The ESG Committee, which is responsible for overseeing TIP Group's sustainability strategy and its integration into risk management, receives regular updates on the findings from risk assessments and internal control processes. This committee includes members of the EMT and serves as the primary body for reviewing sustainability risks and performance.
- The committee meets periodically, at least quarterly, to review the latest risk assessment results, internal control evaluations and performance against sustainability KPIs. These meetings include discussions on any material risks identified, progress toward sustainability goals and any necessary adjustments to sustainability strategies.

Quarterly and annual reporting to the EMT:

- TIP Group's EMT receives quarterly and annual sustainability reports, which provide insights into the progress of sustainability initiatives, internal control effectiveness and risk mitigation strategies. These reports summarise key findings from risk assessments, including potential risks to achieving carbon reduction, waste management targets or compliance with evolving regulations like the CSRD
- Annual reports provide a comprehensive overview of the entire year's sustainability performance, including updates on the company's carbon footprint, progress on sustainability targets and the effectiveness of internal controls in managing risks

Supervisory Board involvement:

- Findings from the risk assessment and internal control processes are also reported to the Supervisory Board on a periodic basis. The Supervisory Board reviews these findings to ensure that sustainability risks are being managed in line with the company's broader risk management framework. This board plays a crucial role in overseeing the effectiveness of sustainability-related governance, ensuring accountability and guiding high-level decision-making based on the reported risks and opportunities
- Any significant risks or deviations from the company's sustainability goals, such as delays in achieving carbon reduction targets or challenges in supplier compliance, are escalated to the Supervisory Board for further scrutiny and guidance

Periodic updates from local teams:

- In addition to formal quarterly and annual reports, TIP Group encourages its regional and local teams to provide periodic updates on their sustainability projects. These updates feed into the broader risk reporting process and provide the ESG Committee with real-time insights into any emerging risks or opportunities at the operational level
- Local teams are also responsible for flagging any deviations from planned sustainability initiatives, which are then reported upwards for review and corrective action

Reporting channels and tools

- Sustainability data platforms: TIP Group uses the Watershed data platform to collect, analyse and report sustainability performance. This platform ensures that real-time data on key sustainability metrics, such as carbon emissions and energy use, are available for inclusion in periodic reports. This data provides the foundation for risk assessment findings and internal control evaluations, making the reporting process data-driven and transparent

Sustainability strategy

ESRS 2 SBM-1 Strategy, business model and value chain

TIP Group's core operations focus on the leasing and rental of transportation equipment, maintenance and repair services and related digital solutions for its customers.

TIP is not active in the fossil fuel sector, chemicals production, controversial weapons or in the cultivation and production of tobacco. More information about our key product sectors and markets served is available on page 17 of this report. Our business model is described in the Management section of this report, on page 20. Our value chain is described in the Management section of this report, on page 21.

Our sustainability strategy: For Generations to Come

We launched our current sustainability strategy in 2021 under the name *For Generations to Come - Paving the Road to Sustainability*. Rooted in our company values, this strategy is based on our conviction that there is an unwritten contract between the different generations, and that we have a responsibility to take care of the world's resources for the sake of future generations.

As part of our strategy, we have set out two longer-term ambitions for 2050 to help us address key risks, opportunities and challenges confronting our industry:

- To become carbon neutral
- To ensure continued compliance with all applicable sustainability regulations and reporting requirements

Our flagship programmes

Our strategy is built on seven flagship programmes. While these require upfront investment, we believe they will bring longer-term advantages for our business, including more efficient resource management, lower costs, additional revenue from new products and services and access to more competitive sources of funding. At the same time, these flagship programmes will support our customers by helping them reduce emissions, increase fuel efficiency and meet their own sustainability and climate goals.

Flagship programmes: For Generations to Come

1	Management	Establish an effective sustainability function within TIP Group, strengthening internal governance of sustainability risks
2	Sustainable Products	Provide customers with more sustainable products, moving to smart, connected, electric and other low-emission vehicles
3	Carbon Footprint	Modernise workshops, branches and offices to become more energy efficient, emitting less carbon and using more renewable sources of energy
4	Circular Economy	Reuse and refurbish equipment, introducing more efficient waste management and reducing waste going to landfill or incineration
5	Corporate Social Responsibility	Improve gender equality, give back to local communities and promote continuous learning within our workforce
6	Reporting	Expand sustainability reporting to meet new regulations and demands from creditors, investors, customers and suppliers
7	Green Financing	Secure competitive funding, grants and subsidies to finance TIP Group's sustainable transition

TIP Group's contribution to the UN Sustainable Development Goals (SDGs)

Through our For Generations to Come strategy, we contribute to the UN's SDGs for 2030.

Goal	Underlying UN target	How we contribute	Impact
SDG 5: Gender equality	**Target 5.5** - Ensure women's full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life	• Target to close gender pay gap • Promoting greater gender diversity in workforce • Inclusion of anti-harassment and discrimination provisions in Respectful Workplace Conduct policy • Launched Diversity, Equity and Inclusion (DEI) initiative	
SDG 8: Decent work and economic growth	**Target 8.8** - Protect labour rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants, and those in precarious employment.	• EHS policy, dedicated EHS function and staff training • Creation of safe, secure parking for truck drivers • Inclusion of basic labour rights and health and safety standards in supply chain management	
SDG 9: Industry, innovation and infrastructure	**Target 9.4** - By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities	• Expansion of low- and zero-emission fleet, including eTrucks and eReefers • Development of digital services via TIP Insight to support greater fuel efficiency	
SDG 12: Responsible consumption and production	**Target 12.5** - By 2030, substantially reduce waste generation through prevention, reduction, recycling and reuse	• Programme to refurbish 15,160 trailers between 2022 and 2027 to extend their commercial life • Target to reduce residual waste at TIP Group operations and encourage a more circular approach to resource flows	
SDG 13: Climate action	**Target 13.2** - Integrate climate change measures into national policies, strategies and planning	• Commitment to Paris Agreement climate objectives • Reduction in carbon emissions with a view to becoming carbon neutral • Installation of solar panels and LED lighting at workshops	

Goals to which TIP Group makes a direct positive contribution

Goals to which TIP Group contributes by reducing the negative impact of its business activities

This table shows our five strategic SDGs, where TIP Group's impact is, potentially, the most material. For the remaining SDGs, we may have a positive impact through our business activities, but we do not believe this impact is material in terms of the SDGs or their underlying targets.

ESRS 2 SBM-2 / Interests and views of stakeholders

Stakeholder engagement

Our stakeholder groups

TIP Group regularly engages with stakeholders through a structured process. We use feedback from stakeholders to:

- Inform strategic decision-making, as well as to identify emerging trends and market needs
- Improve operating performance, drive greater innovation and manage potential risks
- Advance our sustainability goals and build long-term trust

We define stakeholders as those groups or individuals who may affect our business, strategy or performance – or who, in turn, may be affected by our business decisions. Through our engagement processes, we have identified eight main stakeholder groups:

customers, employees, shareholders, financial partners, suppliers and other business partners, local communities, regulators and industry associations.

The table below shows how we engage with each of these groups, our understanding of their interests and views, and the managers or teams responsible for engagement. External stakeholders also take direct part in our materiality and due diligence processes (see page 68 with DMA).

Stakeholder group	Methods of engagement	Interests and views (by stakeholder group)	Team responsible for engagement
Customers	Customer satisfaction surveys; account reviews; industry events; real-time feedback through TIP Insight	• Cleaner, more sustainable vehicles and trailers (e.g., eTrucks and eReefers) • Efficiency improvements (particularly through increased use of digital technology in maintenance and fleet management) • High-quality, reliable equipment and maintenance services	Sales & Marketing
Employees	Regular employee engagement surveys, townhall and team meetings; performance reviews and internal employee portal; social dialogue (through collective bargaining agreements)	• Ensuring a healthy, safe and inclusive working environment • Career development opportunities and fair compensation	Human Resources Management
Shareholders	Management reporting (including monthly/quarterly performance reviews and annual strategic planning)	• Continued financial growth and attractive returns • Further improvement in ESG performance and risk management • Expansion of the company's market share and continued innovation	Investor Relations & Treasury
Financial partners	Monthly, quarterly and annual reports (including updates on financial and operational performance)	• Meeting financial and ESG performance goals (as set out in loan agreements) • Debt repayments	Investor Relations & Treasury
Suppliers and other business partners	Annual supplier assessments; ongoing collaboration to ensure compliance with safety and ESG standards	• Fair and transparent procurement policies • A safe and efficient operating environment • Joint development of new, more sustainable products and services	Sourcing
Local communities	Local community initiatives and events (including Stronger Together programme)	• Reducing environmental impact of TIP Group's business operations • Job creation and contribution to local economic growth	Human Resources Management
Regulators	Regular dialogue on compliance and policy issues	• Continued compliance with environmental, health and safety and other regulations	Legal & Compliance
Industry associations	Participation in association meetings, working groups, joint advocacy and policy discussions*	• Contribution to advocacy and policy positions	Leadership

* Including the European Transport Board (ETB). As part of our strategy, we are planning to expand our engagement with the ETB. For details on the ETB, see page 106.

Management of stakeholder engagement
Stakeholder engagement is overseen by TIP Group's EMT. In addition, regional managers have specific responsibility for local community and customer engagement. Our sustainability team coordinates reporting on stakeholder engagement and leads engagement related to sustainability issues. Members of our Board of Directors and EMT also participate in stakeholder engagement (e.g., meetings with investors and customer account reviews). Our structured approach includes regular surveys, industry forums, investor briefings and direct consultations, allowing us to gather insights that shape our business strategy. By maintaining open and transparent communication with our stakeholders, we can address emerging trends, market demands and regulatory requirements while strengthening our relationships and ensuring long-term success.

The insights we gain from our stakeholders directly influence our key initiatives, from fleet electrification and digital innovation to workforce development and circular economy programmes. Based on customer and investor feedback, we have expanded our investment in eReefers and eTrucks to meet sustainability expectations. Our employee engagement efforts have also stimulated the growth of our TIP Mechanic Academy, helping us address labour shortages and upskill our workforce. Additionally, by working closely with regulatory bodies and industry associations like the European Transport Board (ETB), we contribute to shaping policies that support a more sustainable transportation industry.

Looking ahead, we are committed to deepening our stakeholder engagement efforts by expanding industry collaborations, increasing transparency in sustainability reporting and further integrating stakeholder perspectives into our strategic planning. We plan to strengthen supplier and customer engagement on sustainability initiatives. By continuously refining our engagement approach, we ensure that our stakeholders remain involved in shaping our long-term vision, fostering trust and driving sustainable growth. Insights gained from our engagement are incorporated into our strategy, planning and overall business approach to enhance performance. We use feedback, for example, to drive improvements in products and services for customers, and to decide workplace policies, strategy and long-term investments.
Recent examples include:

- Expanding our fleet of sustainable vehicles and trailers (eTrucks/eReefers) to help customers reduce their GHG emissions
- Growing digital services through TIP Insight to help increase customers' fuel efficiency
- Launching the TIP Mechanic Academy and Sales Academy to address skills shortages
- Extending communities and local employment programmes to encourage local job creation

TIP Group ensures that its administrative, management and supervisory bodies are informed about stakeholders' views and interests regarding sustainability-related impacts through the following mechanisms:

- ESG Committee:
  - A dedicated ESG Committee meets regularly to review stakeholder feedback and sustainability performance
  - The committee reports directly to the Board of Directors on key sustainability issues and stakeholder concerns

- Board reporting:
  - Quarterly sustainability updates are provided to the Board of Directors, including summaries of stakeholder engagement outcomes and emerging sustainability trends
  - Annual comprehensive sustainability report presented to the Board, highlighting key stakeholder interests and their impact on business strategy

- EMT briefings:
  - Monthly EMT meetings include a standing agenda item on sustainability and stakeholder feedback
  - Relevant department heads present stakeholder insights related to their areas of responsibility

- Stakeholder engagement dashboard:
  - A centralised digital dashboard tracks and categorises stakeholder feedback and is accessible to senior management and board members
  - Quarterly analyses of trends in stakeholder interests are circulated to leadership

- ETB involvement:
  - Regular briefings to the Board of Directors and EMT on ETB activities and industry-wide sustainability initiatives
  - Updates on policy developments and advocacy efforts stemming from ETB engagement

- Annual materiality assessment:
  - Results of the annual materiality assessment, incorporating stakeholder views, are presented to the Board of Directors and EMT
  - This assessment informs strategic decision-making and sustainability priority-setting

- Direct stakeholder engagement:
  - Board members and senior executives participate in selected stakeholder engagements, such as investor meetings and key customer reviews
  - Insights from these direct interactions are shared in the Board of Directors and EMT meetings

- Sustainability risk management:
  - The Audit Committee reviews sustainability-related risks, including those identified through stakeholder engagement
  - Quarterly risk reports to the Board of Directors incorporate sustainability and stakeholder-related risks

- Employee feedback channels:
  - Results from annual employee surveys and ongoing feedback mechanisms are summarised for review by the Board of Directors and EMT
  - HR presents key insights on employee views regarding sustainability initiatives

- Customer insights programme:
  - Quarterly reports on customer feedback related to sustainability are provided to the EMT and summarised for the Board
  - Key account managers flag significant sustainability-related customer concerns for immediate leadership attention

ESRS 2 SBM-3 Interaction of material impacts, risks and opportunities involving strategy and business model, and financial effects

1. Effects on business model

Currently, material environmental and social impacts have not affected TIP Group's business model. The core offerings of leasing & rental, maintenance & repair, fleet sales and value-added services remain unchanged. However, as part of its sustainability goals, TIP Group is setting targets to manage material impacts, risks and opportunities effectively.

While no fundamental business model shifts are expected, TIP Group recognises that sustainability considerations are becoming increasingly relevant. The shared usage of assets through leasing & rental arrangements inherently supports circular economy principles, reducing overall resource consumption and waste generation. By maximising asset utilisation across multiple users, TIP Group helps minimise environmental impact and prolong the lifespan of its fleet.

2. Effects on value chain

Sourcing and supplier engagement

- TIP Group monitors suppliers based on risk factors and provides a Supplier Code of Conduct to ensure compliance with ethical and sustainability standards
- There is a future ambition to enhance supplier engagement, which may include setting sustainability criteria for supplier selection and performance evaluations.

Downstream leased assets and use of sold products

- Market demand is already shifting toward low-emission fleets, and this trend is expected to continue
- Customers are demanding decarbonisation solutions faster, necessitating an accelerated response from TIP Group
- Demand for asset refurbishment is strong, aligning with TIP's commitment to reducing waste and extending asset life

End-of-life treatment of products
- TIP Group's circular economic model ensures that assets are reused, refurbished or recycled wherever possible
- The company is committed to principles of reduce, recycle and reuse to optimise resource efficiency and waste management

3. Effects on strategy
- TIP Group's 2030 Strategy includes an energy efficiency stream aimed at reducing operational energy consumption
- The company has set ambitious sustainability goals:
  - Carbon neutrality in operations by 2030 and across the value chain by 2050, which was updated with our commitment to near-term science-based targets in line with the Science Based Targets Initiative (SBTi). The new target is 42% combined Scope 1 and Scope 2 reductions by 2034 and a 67% Scope 3 engagement target by 2030
  - Maintaining the gender pay gap below the industry average
  - Refurbishing 15,160 units to extend the useful life of assets starting from 2022 till 2027
  - Upgrading 99% of workshops to LED lighting by 2030, significantly improving energy efficiency

4. Effects on decision-making
- Sustainability is increasingly influencing TIP Group's investment and capital allocation decisions, particularly in fleet electrification, workshop energy efficiency upgrades and refurbishment initiatives
- The company is taking steps to educate customers on sustainable fleet management, ensuring that clients are equipped to make informed, environmentally responsible decisions
- Future strategic plans include integrating sustainability criteria into procurement and supplier engagement to further enhance value chain resilience

5. Response measures and future plans
To address these evolving risks and opportunities, TIP Group has established several sustainability initiatives and frameworks:
- Waste Management Framework to ensure responsible handling of hazardous and non-hazardous waste
- Supplier Code of Conduct to enforce sustainability and ethical standards among partners
- EHS Policy to protect employees and the environment
- Compliance with the UN Global Compact (UNGC) Communication on Progress (COP)
- Sustainable Procurement Framework to enhance sourcing practices
- Environmental Policy reinforcing TIP's commitment to sustainability

6. Circular economy considerations
TIP Group's business model inherently supports circular economy principles by:
- Maximising asset utilisation through leasing and rental, reducing overall resource consumption
- Extending asset lifespan via refurbishment and repair, decreasing premature disposal
- Recycling and repurposing assets at the end of their lifecycle to minimise waste and reduce demand for new production

Double materiality assessment

ESRS 2 IRO-1 Description of the process

The Double Materiality Assessment (DMA) follows a methodology that aligns with the CSRD framework, focusing on both Impact Materiality (how operations affect sustainability) and Financial Materiality (how sustainability issues affect financial performance). Key assumptions include the view that each identified impact (social, environmental) also carries associated risks and opportunities. These are discussed in focus groups comprising TIP management and internal/external stakeholders following the initial impact assessment. Stakeholder engagement, industry trends and internal reviews are critical inputs to the process.
The process is based on a thorough evaluation of sustainability topics informed by stakeholder engagement, industry knowledge and expert analysis. It includes:

1. Specific activities, business relationships, or geographies: The process focuses on the transport and logistics sector, with particular attention paid to high-risk operational areas such as maintenance, repair and workshops across different geographical regions
2. Own operations and business relationships: The assessment considers both TIP Group's own operations and impacts arising through business relationships in its value chain, particularly in leasing, repair and maintenance
3. Consultation with stakeholders and experts: Stakeholders, including employees, customers, and value chain partners, are consulted during the materiality assessment process to ensure relevant impacts are captured
4. Prioritising negative and positive impacts: Negative impacts are prioritised based on severity and likelihood, and associated risks and opportunities are reviewed in focus groups after the initial impact assessment is completed. This ensures a balanced view of both risks and opportunities related to material impacts

The assessment uses internal stakeholder input, industry research and external benchmarks to evaluate impacts, risks and opportunities. The scope covers TIP Group's European operations in the transport sector. Focus groups are conducted to validate assumptions and ensure accurate identification of both risks and opportunities.

The assessment focuses on high-risk operations (e.g., workshops and maintenance services) and business relationships in the transport and logistics sector across key regions where TIP Group operates. Certain geographies with heightened environmental or social risks are paid greater attention.The assessment considers both TIP Group's own operations and impacts arising through business relationships in its value chain, particularly in leasing, repair and maintenance. Stakeholders, including employees, customers and value chain partners, are consulted during the materiality assessment process to ensure relevant impacts are captured.

Prioritising negative and positive impacts: negative impacts are prioritised based on severity and likelihood, and associated risks and opportunities are reviewed in focus groups once the initial impact assessment has been completed. This provides a balanced view of both risks and opportunities related to material impacts.

Description of the process used to identify, assess, prioritise and monitor risks and opportunities that have or may have financial effects:

1. Connection between impacts and financial risks/opportunities: each impact identified (social or environmental) is linked to corresponding financial risks and opportunities. These connections are discussed in focus groups after the impact assessment, ensuring that both dimensions are addressed
2. Assessing likelihood and magnitude: the likelihood and magnitude of identified risks and opportunities are assessed at multiple stages of the DMA process:
   - During the initial impact assessment, the EMT evaluates the severity and likelihood of risks and opportunities, considering both sustainability impacts and financial effects
   - These factors are also assessed through the broader DMA survey, which captures input from a wider range of stakeholders
   - Finally, the results from both the impact assessment and the DMA survey are discussed in focus group sessions, where risks and opportunities are further reviewed and validated by subject matter experts and relevant stakeholders

3. Prioritisation of sustainability-related risks: sustainability-related risks are prioritised using risk assessment tools that align with TIP Group's broader risk management strategy. Focus groups play a role in determining which risks and opportunities are most material, based on likelihood and potential financial effects.

Description of how sustainability-related risks have been prioritised relative to other types of risks:

- Identification and assessment: TIP Group identifies risks through a structured risk management framework, focusing on four key pillars: strategic, financial, operational and compliance. The Board of Directors oversees the overall risk management strategy, supported by the EMT, which manages internal controls and ensures risk identification at the operational level
- Prioritisation of risks: Sustainability-related risks, particularly sustainability risks, are prioritised alongside other risks, such as economic, market and cybersecurity threats. TIP applies a rigorous monitoring process for sustainability targets and integrates these into the broader risk management framework. Sustainability risks are managed with the same level of scrutiny as financial and operational risks, reflecting their growing material impact on the company
- Risk-assessment tools:
  TIP employs various risk-assessment tools, including:
  - Materiality assessments to evaluate sustainability impacts
  - The Watershed sustainability reporting tool for data-driven sustainability tracking
  - Credit risk models and financial health analyses for customer risk management
  - Scenario analyses for financial, operational, and strategic risks
- Monitoring and review: Ongoing monitoring is conducted by the Audit Committee and Risk Assurance team, with regular internal and external audits. TIP uses monthly reporting to track risk exposure and performance, linking results to financial outcomes and sustainability objectives

Description of the decision-making process and related internal control procedures

1. Decision-making process:
   - The Board of Directors is responsible for executing TIP's corporate strategy, assessing growth opportunities and managing internal risk and control systems. It regularly interacts with the SLT and oversees the EMT, which handles day-to-day operations
   - The Supervisory Board oversees the Board of Directors, providing strategic advice and approving major decisions, including transactions that may involve conflicts of interest. The Supervisory Board and Board of Directors meet quarterly to coordinate decision-making

2. Internal control procedures:
   - The Audit Committee reviews financial reporting, internal controls and compliance with EHS regulations. It ensures that risk management processes are effective and in line with corporate objectives
   - The Risk Assurance Team provides independent oversight of governance, risk management and internal control processes. Internal audits are outsourced to an international audit firm for additional scrutiny
   - TIP has strong internal controls embedded in operational processes for effective risk assessment and mitigation. Regular training ensures risk awareness and compliance are part of the corporate culture

3. Financial oversight:
The Board of Directors ensures accurate financial reporting and the safeguarding of assets. Compliance with accounting standards is monitored by the Financial Controllership, Tax, Treasury and Investor Relations teams, and audited by external auditors like EY.

4. Conflict of interest management:
Any decisions involving potential conflicts of interest concerning Board members require Supervisory Board approval. No conflicts of interest were identified in 2025.

These procedures ensure that decision-making at TIP Group is transparent, strategic and aligned with strong governance principles.

Material IROs and their interaction with strategy and business model

Through our DMA, finalised in 2024, we identified the following IROs, including details on their financial effects and effects on our business model, value chain and strategy. Please note that all impacts presented are material in the short, medium and long terms; the time horizons shown in the table denote the period of highest relevance for each topic.

The definitions of the impacts:

- **Actual impact:** Real effects that have already happened due to TIP Group's actions or relationships. These are impacts we can see now or in the past
- **Potential impact:** Possible future effects that might occur from TIP Group's actions or relationships. These impacts haven't happened yet but could in the future
- **Positive impacts:** They are beneficial effects the company's activities have on the environment or society
- **Negative impacts:** Adverse effects that may arise from the Company's activities, products, or business relationships on the environment or society

		Type of impact	Effect of impact on people and/or the environment	Risks and opportunities	Time horizon	Financial effects	Location on value chain
Energy							
E1	**The energy efficiency of leased vehicles significantly influences customer operating costs and satisfaction, while also affecting TIP Group's indirect environmental footprint**	Actual, positive	More energy-efficient vehicles help reduce fuel consumption and downstream carbon emissions, as well as reducing air pollution and supporting broader goals to combat climate change. The energy efficiency of our leased vehicles directly benefits customers by reducing their fuel expenses and enhancing their overall satisfaction with the vehicle's performance and cost-effectiveness	**Risks** • High upfront costs may delay adoption of more energy-efficient vehicles, affecting TIP Group's profitability **Opportunities** Increased fuel efficiency may result in: • Cost savings for customers and improved customer satisfaction • Potential new revenue streams from value-added services relating to increased fuel efficiency	Long term	**Minor.** Demand for more energy-efficient vehicles may be addressed through future fleet upgrades without the need for significant immediate investment	Upstream, Own operations, Downstream
Resource outflows							
E5	**The company's approach to asset refurbishment shapes resource consumption patterns and supports the transition to a more circular economy in the sector**	Potential, positive	Through refurbishment and re-use, TIP Group may help reduce environmental damage from landfill waste, reliance on raw materials and emissions from manufacturing new products	**Risks** • Adoption of more circular practices may require new skills and processes, leading to operational adjustments and potential challenges relating to implementation **Opportunities** • TIP Group will be able to offer refurbished assets at a lower rate than new assets, attracting cost-conscious customers and opening up new market segments	Medium term Long term	**Moderate.** Refurbishment requires investment, but provides long-term savings (through longer useful lifespan for assets)	Upstream, Own operations, Downstream

Upstream Own operations Downstream

		Type of impact	Effect of impact on people and/or the environment	Risks and opportunities	Time horizon	Financial effects	Location on value chain
Corporate culture							
G1	**TIP Group's corporate culture significantly influences employee behaviour, compliance with policies, decision-making and overall company performance**	Actual, positive	By encouraging a positive corporate culture, we deeply influence our employees by cultivating higher engagement and stronger morale, thereby enriching their daily work lives and overall well-being	**Risks** • A weak or misaligned corporate culture may lead to lower employee engagement, reduced productivity or an increase in compliance incidents **Opportunities** • A strong, positive corporate culture may lead to better retention, talent attraction and reduced risk of non-compliance	Short term Medium term Long term	**Moderate.** A strong corporate culture may contribute to reduced employee turnover, leading to lower recruitment and training costs. It may also enhance employee engagement, which in turn may boost productivity and revenue growth	
Management of relationship with suppliers including payment practices							
G1	**TIP Group's supplier relationships affect the quality, reliability and sustainability of its service offerings and business**	Actual, positive	Our robust supplier relationships ensure that our service offerings are of high quality and reliable, directly enhancing the satisfaction and confidence of our customers as they receive consistent, high-quality service	**Risks** • Legal, reputational and operational risks may result from violations of our Supplier Code of Conduct **Opportunities** • Ensuring compliance with required standards will improve our sustainability performance, reduce risk and create a more resilient supply chain	Short term Medium term Long term	**Moderate.** Strong supplier relationships enable us to negotiate more favourable pricing, leading to significant procurement cost savings, contributing to our financial efficiency	
Adequate wages							
S1	**TIP Group's wage policies directly affect employee livelihood, motivation and retention rates**	Potential, negative	Inadequate wages may lead to financial hardship for employees and their families, causing stress and anxiety, and also reduce motivation and morale in the workplace	**Risks** • Inadequate wages may lead to higher turnover, increased recruitment costs and reputational damage **Opportunities** • By improving and updating its wage policies, TIP Group can further enhance employee satisfaction and productivity, potentially improving overall business performance	Short term Medium term Long term	**Moderate.** Our approach to pay may affect employee satisfaction, motivation and retention, failure of which may lead to increased recruitment costs and reduced operating efficiency	
S1	**The company's approach to compensation influences its competitiveness in the labour market and overall operational costs**	Potential, negative	Failing to provide fair and competitive compensation in the future may lead to financial strain and reduced job satisfaction for employees, potentially causing them to seek opportunities elsewhere where their skills are more adequately rewarded	**Risks** • Failure to meet industry wage standards may result in difficulties attracting skilled workers and/or possible labour disputes **Opportunities** • A fair, transparent approach to wages can strengthen TIP Group's employer branding and market positioning, ensuring the company retains a competitive advantage in the recruitment process	Long term	**Moderate.** Our approach to pay directly affects labour costs. With the pressure to offer more competitive salaries, we anticipate increased labour costs, which could impact the company's operating efficiency and competitive positioning	

Upstream Own operations Downstream

		Type of impact	Effect of impact on people and/or the environment	Risks and opportunities	Time horizon	Financial effects	Location on value chain
Health and safety							
S1	**TIP Group's health and safety practices directly affect employee physical and mental well-being, operational efficiency and compliance with EU safety regulations**	Actual, negative	Poor health and safety practices lead to workplace accidents, injuries and mental health issues, affecting employees' quality of life, job satisfaction and productivity	**Risks** • Failure to ensure effective health and safety practices may result in accidents, injuries, increased insurance costs, legal liabilities or fines and possible reputational damage **Opportunities** • Implementing robust physical safety practices could reduce accidents, improve compliance with EU safety regulations and enhance TIP Group's operational efficiency	Short term Medium term Long term	**Moderate.** Workplace accidents lead to potential liabilities and lost workdays, which in turn increase operating costs, regulatory fines and negatively affect our capacity to generate revenue	
S1	**The company's approach to health and safety influences insurance costs, productivity, overall business resilience and commercial aspects in the context of tenders, as well as customer and supplier relationships**	Potential, positive	Strong health and safety standards empower employees to perform their roles confidently and reliably, which enhances TIP Group's reputation for operational excellence - a key factor in winning tenders and building trusted relations with customers and suppliers	**Risks** • Failure to maintain robust health and safety practices could lead to increased insurance costs, reduced productivity, diminished overall business resilience and negative impacts on commercial aspects, including our ability to secure tenders and maintain strong customer and supplier relations **Opportunities** • Developing a strong strategy for mental health and wellness could position TIP Group as a leader in comprehensive employee care and improve tender opportunities with customers and suppliers. • Our health & safety performance may increase business resilience, competitive positions in tenders, as well as our ability to conduct business successfully with customers and suppliers	Short term Medium term Long term	**Moderate.** A strong health and safety record may enhance TIP Group's credibility with our customers. This may lead to increased inclusion in tenders and higher order volumes from safety-conscious customers	

Upstream Own operations Downstream

		Type of impact	Effect of impact on people and/or the environment	Risks and opportunities	Time horizon	Financial effects	Location on value chain
Training and skills development							
S1	**TIP Group's investment in training and skills development affects employee competence, job satisfaction and overall workforce capability and competency**	Actual, positive	Continuous training and skills development empowers employees to grow professionally, improve job satisfaction and enhance their sense of purpose and contribution within the organisation	**Risks** • Inadequate training may lead to employee dissatisfaction and increased turnover, undermining morale and resulting in critical skills gaps and reduced operational efficiency, as well as impacting overall business performance **Opportunities** • Employees value ongoing training and skills development as it enhances their sense of growth and satisfaction in their roles, contributing to higher engagement, motivation and retention	Medium term Long term	**Moderate.** Training and skills development delivers moderate financial benefits by improving productivity and reducing employee turnover. When employees feel satisfied and supported in their roles, they are more likely to stay, minimising costly staff replacement and ensuring continuity, which leads to long-term cost savings and operational stability	Upstream, Own operations, Downstream
S1	**The company's approach influences its ability to adapt to technological change and maintain competitive advantage in the transportation industry**	Actual, positive	Our company's approach to technological change directly benefits employees by fostering continuous learning and skills development, enabling them to adapt effectively to new industry advancements. This commitment to employee growth strengthens their capabilities and career opportunities	Risks • Failure to provide access to learning and development opportunities may result in missed innovation opportunities for TIP Group **Opportunities** • Investing in access to training and skills development could help position TIP Group as an employer of choice in the industry	Long term	**Moderate.** Our ability to adapt to evolving industry trends by continuous training and development of our workforce directly influences our competitiveness, supports effective investment in new technologies and unlocks opportunities for both cost savings and revenue growth	Upstream, Own operations, Downstream
Measures against violence and harassment in the workplace							
S1	**The company's approach to creating an emotionally safe environment, as measured in surveys like Great Place To Work (GPTW), influences employee satisfaction and retention**	Actual, positive	By preventing violence and harassment, we support a respectful workplace, increasing employee well-being and morale	**Risks** • Failure to address incidents of violence and harassment may result in loss of reputation and difficulties in attracting and retaining talent **Opportunities** • Monitoring, preventing and addressing incidents may lead to improvements in employees' working environment	Short term Medium term Long term	**Minor.** Financial benefits relate mainly to increased long-term engagement and lower recruitment costs	Upstream, Own operations, Downstream
Measures against violence and harassment in the workplace							
S2	**The prevalence of various forms of harassment, particularly against women and other minority groups like LGBTQ+, in workplace settings throughout the value chain affects employee well-being, productivity and the overall work environment**	Potential, negative	Workplace harassment may harm employees' mental health, increasing stress and anxiety, which may result in lower job satisfaction, increased turnover and/or workforce disruption among suppliers	**Risks** • Failure to address harassment could lead to reputational damage and possible loss of our customers **Opportunities** • Anti-harassment measures throughout supply chain could limit risk and enhance TIP Group's reputation	Short term Medium term Long term	**Minor.** Direct financial costs to TIP Group remain limited, with longer-term consequences relating more to possible reputational damage and suppliers' workforce stability	Upstream, Own operations, Downstream

Upstream Own operations Downstream

Environment

Our approach to climate change

ESRS 2 E1-1 Climate change mitigation

At TIP Group, we recognise the urgent need to address climate change and align our business with global efforts to limit warming to 1.5°C, in line with the Paris Agreement. While we are still in the process of developing our comprehensive climate transition plan, we are committed to making significant strides in reducing our carbon footprint across all scopes of emissions.

Our current focus areas and preliminary strategies include:

1. Fleet transition:
   - Prioritise transitioning our highest-emitting vehicle groups to zero or low-emission alternatives, starting with our leasing and rental fleet assets like refrigerated trailers, trucks and light commercial vehicles as well as vehicles operated by us, like shunters/ terminal trucks and mobile service units (MSUs)
   - Extend the lifespan of leased assets through refurbishment to reduce capital goods emissions and end-of-life treatment emissions
2. Energy efficiency:
   - Install LED lighting at all our sites
   - Enhance insulation at high-consumption sites to reduce heat loss
3. Supply chain engagement:
   - Collaborate with suppliers to report and reduce emissions from vehicle production
   - Work with suppliers across our value chain to measure and mitigate their emissions
4. Circular economy:
   - Focus on refurbishing existing assets
   - Implement recycling campaigns for assets reaching their end of life
5. Employee engagement:
   - Enforce a green company car policy
   - Update travel and logistics policies to limit short-haul flights and promote virtual meetings

These initiatives are aligned with our broader TIP 2030 corporate strategy, which aims to position our company as a leader in sustainable transportation solutions.

We are working on developing a full climate transition plan. This comprehensive plan, which we intend to complete in 2026, will include:

- Detailed implementation strategies for each focus area
- Clear, quantifiable key performance indicators (KPIs) and targets
- Assessment of transition risks and mitigation strategies
- Defined governance structure for oversight and implementation
- Financing needs and strategies for identified initiatives

Our full transition plan will provide a roadmap for achieving carbon neutrality by 2050, in line with the European Climate Law (Regulation (EU) 2021/1119). It will detail how we intend to adjust our business model and strategy to ensure compatibility with the transition to a sustainable economy.

We are committed to transparency in this process and will provide regular updates on our progress in developing and implementing our climate transition plan. This approach ensures that our stakeholders are informed about our journey towards a low-carbon future and allows us to adapt our strategies as technologies and best practices evolve.

How targets are compatible with limiting of global warming to 1.5°C, in line with the Paris Agreement

We are committed to setting and achieving targets that are compatible with limiting global warming to 1.5°C, in line with the Paris Agreement. To ensure our targets are scientifically sound and aligned with global climate goals, we are utilising the Science Based Targets initiative (SBTi) methodology and the reduction tool within our carbon accounting platform, Watershed, to map our emissions trajectory and set appropriate reduction pathways.

Using Watershed's reduction tool, we have mapped our emissions trajectory against SBTi reduction pathways, focusing on near-term requirements over the next 5 to 10 years. This analysis provides us with a clear understanding of the reduction rates necessary to align with a 1.5°C warming scenario.
Based on our analysis, and in alignment with SBTi requirements, we propose the following targets:

1. Scope 1 & 2 emissions: 4.2% absolute reduction by 2034 from a 2024 base year
2. Scope 3 emissions: An engagement target focusing on our most significant emission categories

For Scope 1 & 2, our reduction strategy focuses on:

- Transitioning shunters, terminal trucks, MSUs and service vans to electric or alternative fuels
- Shifting company cars to electric or hybrid models
- Improving building insulation and heating efficiency
- Switching to renewable electricity sources and installing PV systems

For Scope 3, we propose an engagement target covering four key categories that represent over 98% of our Scope 3 emissions:

- Category 3.1: Purchased goods & services
- Category 3.2: Capital goods
- Category 3.11: Use of sold products
- Category 3.13: Downstream Leased Assets

Our proposed engagement target is as follows: TIP Group commits to engaging with 67% of its suppliers and customers across categories 3.1, 3.2, 3.11 and 3.13 by 2030 to set their own emissions reduction targets.

This approach allows us to cover a significant portion of our Scope 3 emissions while setting a more achievable target across multiple categories.

Addressing the challenges:

1. Fleet transition: We are accelerating our fleet electrification plans, prioritising our highest-emitting vehicle categories, such as shunters and terminal trucks
2. Supplier and customer engagement: Our engagement target will drive collaborative efforts with our value chain partners to reduce emissions
3. Innovation: We are investing in research and development of low-carbon technologies for our products and services, particularly focusing on our leased assets and sold products

By setting these targets and following the SBTi framework, we ensure alignment with CSRD requirements, including:

- Science-based targets compatible with the 1.5°C scenario
- Clear time horizons based on a 2024 base year and a 2030 and 2034 target years
- Identification of decarbonisation levers and planned actions
- Consideration of future developments and critical assumptions
- Separate targets for Scope 1, 2 and 3 emissions
- Commitment to external validation through SBTi

We recognise that achieving these targets will require significant effort and innovation across our organisation and value chain. As we develop our comprehensive climate transition plan, we will continue to refine these targets and strategies, ensuring they remain ambitious yet achievable.

TIP's more sustainable product offerings include:

Sustainable products	Description
eTrucks	We started offering eTrucks in 2022, and this has since become an important part of our sustainability strategy. All our eTrucks are 100% electric. At the end of 2025, we had 115 eTrucks with our customers
eReefers	Our eReefer fleet is key to our sustainability strategy. We currently operate around 14,000 refrigerated trailers ('reefers'), which play a vital role in transporting perishable goods, such as fruit, vegetables, meat and other foodstuffs. Standard reefers use diesel engines, but replacing them with battery-powered electric motors reduces carbon emissions during operation by 58-100%. We estimate that this could lower carbon emissions from trailers by more than 67%. The technologies used to power the eReefers include solar energy, kinetic energy (axle power) and battery-only charging. Actual emission reductions will depend on the specific technology chosen by our customers. At the end of 2025, we had 142 eReefers with our customers
eLCVs	In 2021, TIP began offering electric light commercial vehicles (eLCVs) to customers for last-mile delivery in urban environments. eLCVs are a new asset class for TIP, meaning that 100% of our LCV fleet is electric. At the end of 2025, TIP had 184 eLCV units
TIP Insight	TIP's flagship digital offering increases fleet operational efficiency and improves sustainability through four tools: • **FleetBeat:** A robust trailer-mounted telematics hardware device that provides real-time location data, enabling route optimisation • **BrakePlus:** A brake monitoring system that reduces unplanned breakdowns • **DoorPlus:** A door sensor and locking system that helps maintain the temperature of reefers and promotes security • **TyrePlus:** A tyre-pressure monitoring system. TIP estimates that under-inflating tyres by 20% can increase fuel consumption by 3%
Alternative fuel	In addition to battery electric vehicles, we are also investigating alternative fuels such as natural gas and hydrogen. At the end of 2025, we had 67 tractors which ran on alternative fuel, reducing carbon emissions by around 95% compared to a conventional diesel engine
e-maintenance	To support our work in the area of maintenance, we are investing in e-maintenance services in our workshops and plan to install more vehicle charging stations at our sites, as well as secure parking for drivers. Ultimately, we expect the logistics sector to scale up its use of electric and alternative-fuel vehicles in the coming years, with demand for e-maintenance growing accordingly

"The use of the e-reefer shows that sustainable technologies can be integrated into everyday life without compromising safety and reliability. There were no problems operating the electric refrigerated trailer safely and efficiently. We often experience astonished looks when we drive onto the customer's premises with the solar trailer, and that fills our entire team with pride. Through the rental model, we can integrate the e-reefer into our operations without risk and gain practical experience." Dane Scheumann, branch manager at Zippel Fresh.

In 2025 we invested more than €34m in sustainable fleet in the following countries:

Green fleet details	2024		2025	
Country	Number of units	NBV, €m	Number of units	NBV, €m
Belgium	47	5.5	75	8.2
Czech Republic	–	–	2	0.2
Denmark	15	1.3	24	3.3
Finland	10	0.9	11	0.8
France	158	7.2	158	6.2
Germany	24	5.3	103	24.9
Italy	41	1.4	37	1.1
Netherlands	36	3.1	51	3.7
Norway	21	2.0	27	2.3
Sweden	–	–	1	0.1
Switzerland	–	–	4	1.7
Spain	1	–	–	–
UK	2	0.2	15	2.1
Total	355	26.9	508	54.6

By focusing on these key decarbonisation levers and associated actions, TIP Group is committed to significantly reducing our carbon footprint across our operations and value chain. These efforts will not only contribute to our emission reduction targets but also position us as a leader in sustainable transportation solutions.

TIP Group acknowledges the importance of transparently disclosing the significant operational expenditures (opex) and capital expenditures (capex) required to implement our climate transition action plan. However, at this time, we are not yet in a position to provide a comprehensive breakdown of these expenditures.

The detailed assessment and quantification of the opex and capex needed to execute our climate transition strategies are integral components of our ongoing climate transition plan project. This project, which encompasses a thorough analysis of our decarbonisation pathways, associated costs, and investment requirements, is currently in progress and scheduled for completion in 2026.

At TIP Group, we recognise the importance of understanding and addressing potential locked-in GHG emissions from our key assets and products. This assessment is crucial for evaluating the feasibility of our emission reduction targets and managing transition risks. Our analysis focuses on two main areas: key assets owned or controlled by TIP Group and the use-phase emissions of our leased and sold products.

1. Key assets (Scope 1 and 2 emissions):

a) Workshop facilities:
- Our network of workshops represents a significant source of potential locked-in emissions, primarily from energy consumption for heating, lighting, and equipment operation
- Many of these facilities have long-term leases or are owned outright, with useful lives extending beyond our 2030 target date
- Mitigation Plan: We are implementing a comprehensive energy efficiency programme, including LED lighting upgrades and improved insulation. Additionally, we are transitioning to renewable energy sources, including on-site solar installations where feasible

b) Company vehicle fleet:
- Our operational fleet, including MSUs and company cars, represents another source of locked-in emissions
- While vehicle lifespans are typically shorter than our target timeframe, the current composition of our fleet includes many diesel and petrol vehicles that will continue to emit throughout their useful lives
- Mitigation plan: We are accelerating our fleet electrification programme, prioritising the replacement of high-emission vehicles with electric or hybrid alternatives. For vehicles that cannot be immediately replaced, we are exploring the use of biofuels and efficiency improvements

2. Products (Scope 3 Category 11: Use of Sold Products):

a) Leased and sold fleet:
- The most significant source of potential locked-in emissions for TIP Group comes from our leased and sold fleet, particularly diesel-powered trucks and trailers
- Many of these assets have long operational lifespans, often extending beyond our 2030 target date
- The cumulative emissions from these products over their lifetimes represent a substantial challenge to our emission reduction goals
- Mitigation plan: We are taking a multifaceted approach:
  i) Accelerating the transition to electric and low-emission vehicles in our leasing and sales offerings
  ii) Implementing our TIP Insight telematics system to optimise fleet usage and reduce fuel consumption
  iii) Exploring retrofitting options for existing fleet to improve efficiency and reduce emissions
  iv) Engaging with customers to promote the adoption of low-emission alternatives and provide education on efficient vehicle operation

Impact on emission reduction targets:
The locked-in emissions from our key assets and products pose a significant challenge to achieving our GHG emission reduction targets, particularly in the short to medium term. However, we believe that our mitigation strategies will allow us to make substantial progress:
1. For Scope 1 and 2 emissions, our energy efficiency measures and renewable energy transition for workshops, combined with the electrification of our operational fleet, should enable us to meet our 42% reduction target by 2034
2. For Scope 3 emissions, particularly those from the use of sold products, meeting our engagement target will be crucial. By working closely with our customers and offering increasingly low-emission options, we aim to reduce the impact of locked-in emissions from existing assets while transitioning to a cleaner fleet

Managing GHG-Intensive assets and products: We have developed a comprehensive management plan to address our GHG-intensive assets and products:
1. Retrofit programmes: For assets that cannot be immediately replaced, we are investing in retrofit programmes to improve efficiency and reduce emissions
2. R&D investment: We are increasing our investment in research and development of low-emission technologies suitable for heavy-duty transportation
3. End-of-life management: We are enhancing our end-of-life management processes to ensure the proper recycling and disposal of high-emission assets, minimising their long-term environmental impact

While locked-in emissions present a significant challenge, we are confident that our proactive management approach and commitment to innovation will enable us to navigate the transition to a low-carbon business model effectively. We will continue to monitor and report on our progress in managing these emissions as we work towards our climate goals.

ESRS 2 E1-4, GDR-P / Environmental Policy

Scope: The Environmental Policy applies to all of TIP Group's operations, including facilities, products, services and supply chain. It covers all employees, contractors, partners and third parties impacted by the company's activities. The policy also extends to subsidiaries and affiliated companies owned or controlled by TIP Group, across all domestic and international locations.

This policy is tied to the following material sustainability matters and IROs identified in the double materiality assessment:
- Climate change adaptation risks (physical risks)
- Climate change mitigation risks (transition risks)
- Energy-related risks and opportunities

Objectives and commitments: The main objectives of the Environmental Policy include:
- Becoming a carbon-neutral organisation by 2050
- Achieving carbon reductions in Scope 1 and Scope 2 emissions of 42% by 2034
- Sourcing 100% of electricity from renewable sources by 2040
- Installing LED lighting at >99% of workshops by 2030
- Reaching zero hazardous chemicals in workshops by 2030

The policy commits us to aligning with international goals such as the UN Sustainable Development Goals (particularly Goal 13) and the EU's climate neutrality target.

Implementation and monitoring: The Director ESG/EHS is the primary owner of the Environmental Policy and is responsible for its implementation, monitoring and review. The policy is reviewed at least once every three years, with any significant compliance issues and recommendations for changes reported to the Board of Directors.

TIP Group uses a designated sustainability management system to gather, consolidate, calculate and report sustainability-related data. This system supports monitoring progress towards sustainability objectives and prepares the company for existing sustainability frameworks like GRI and CSRD.

The policy follows the GHG Protocol standards and guidelines for emission calculations. Environmental audits and risk assessments are conducted regularly to ensure compliance and effectiveness.

The policy covers the following key areas:

a) Climate change mitigation: TIP Group has committed to becoming a carbon-neutral organisation by 2050 through its "Carbon Footprint" strategic programme. This programme aims to:
   - Achieve carbon reductions in Scope 1 and Scope 2 emissions by 2034 through a combination of reducing and offsetting emissions
   - Reduce scope 3 carbon emissions within the supply chain through responsible procurement practices
   - Offer sustainable product offerings like electric or hybrid vehicles and telematics-based services to help customers reduce their carbon footprint and reduce TIP Group's scope 3 footprint

   The policy also outlines specific measures to reduce greenhouse gas emissions, such as:
   - Implementing energy-efficient practices in workshops
   - Replacing fossil fuel heating systems with renewable sources like ground/air source heat pumps
   - Transitioning to LED lighting in buildings

b) Climate change adaptation, including the aspects below:
   - The company conducts environmental risk assessments, including climate-related risks, as part of its strategic risk management process
   - TIP Group performs Environmental Phase 1 and Phase 2 inspections when acquiring or leaving a location to assess environmental impacts
   - The policy mentions strengthening resilience and adaptive capacity to climate-related hazards and natural disasters, aligning with UN Sustainable Development Goal 13.1

c) Energy efficiency: The policy outlines several energy efficiency measures:
   - Assessing and reducing energy consumption in workshops, branches and offices
   - Improving insulation and implementing systems to minimise heat loss in buildings
   - Replacing fluorescent lighting with LED lighting
   - Optimising compressed air systems in workshops
   - Encouraging employees to adopt energy-saving practices

d) Renewable energy deployment: TIP Group has committed to sourcing 100% of its electricity from renewable sources by 2040. The policy identifies three major renewable energy sources:
   - Solar energy: Installing photovoltaic systems on as many buildings as possible
   - Wind energy: Indirectly sourcing electricity from wind energy
   - Geothermal energy: Using ground source heat pumps for heating in combination with floor heating systems

e) Other: The policy also addresses additional environmental aspects that contribute to climate change mitigation and adaptation:
   - Chemicals management: Reducing the use of hazardous chemicals and properly managing their storage and disposal to minimise environmental impacts.

ESRS 2 E1-5, GDR-A / Actions related to climate change

As part of our TIP 2030 Strategy, TIP Group has identified and initiated several key actions to mitigate our climate impact and adapt our business to a changing climate. These actions are aligned with our strategic pillars and are designed to address the material sustainability matters of climate change mitigation, adaptation and energy efficiency.

1. Fleet electrification programme

Description: A large-scale initiative to transition our leasing and rental fleet from diesel-powered to electric or alternative fuel vehicles.
Status: Underway
Coverage: Applies to our entire fleet across all geographical areas of operation, with the initial focus on high-emission vehicle categories such as shunters/terminal trucks and MSUs.
Time horizon: Medium to long term (5-10 years)
Resources allocated:
- Capex: €34.4m invested in 2025, with plans to significantly increase this investment annually
- Opex: Ongoing costs for staff training and infrastructure maintenance
- Human Resources: Dedicated electrification team established, including engineers and product specialists

Implementation process: Phased approach starting with pilot programmes in key markets, followed by broader rollout. Progress monitored through quarterly reviews by the ESG Committee.
Stakeholder involvement: Regular consultations with customers to understand their electrification needs and preferences. Collaboration with vehicle manufacturers to ensure our fleet meets evolving market demands.

2. Renewable energy transition

Description: Installation of solar panels on workshop rooftops and transition to renewable energy sources for our operations.
Status: Underway
Coverage: All owned facilities, with the initial focus on the largest workshops.
Time horizon: Short to medium term (1-5 years)
Resources allocated:
- Capex: Working to identify opportunities and then allocate capex accordingly
- Opex: Annual budget for renewable energy procurement

Implementation process: Site-by-site assessment and installation plan. Progress tracked through energy consumption metrics and emissions reductions.
Stakeholder involvement: Engagement with local energy providers and solar installation companies. Employee involvement in energy-saving initiatives.

TIP Group is committed to regularly reviewing and adjusting these actions as we progress towards our climate goals and as the external environment evolves. We will provide annual updates on the implementation progress of these actions as part of our sustainability reporting.

Decarbonisation lever type:

- **Electrification and fuel switching action: Fleet electrification programme**
  Description: Initiative to transition our leasing and rental fleet from diesel-powered to electric or alternative fuel vehicles, focusing initially on high-emission vehicle categories like shunters/terminal trucks and MSUs.
  Status: Underway.
  Time horizon: Medium to long-term (5-10 years).

- **Use of renewable energy action: Renewable energy transition**
  Description: Installation of solar panels on workshop rooftops and transition to renewable energy sources for our operations.
  Status: Underway.
  Time horizon: Short to medium term (1-5 years).

- **Energy efficiency action: Climate-resilient infrastructure development**
  Description: While primarily an adaptation measure, this action includes energy efficiency improvements in our facilities as part of the upgrade process.
  Status: Planning phase.
  Time horizon: Medium to long term (5-10 years).

- **Products change action: Sustainable fleet management platform**

  Description: Development and implementation of a digital platform to optimise fleet utilisation and reduce emissions through route optimisation and predictive maintenance. This represents a change in our product offering by enhancing our fleet with digital capabilities that contribute to emissions reduction.
  Status: Development phase.
  Time Horizon: Short to medium term (1-3 years).

ESRS 2 E1-6 GDR-T / Climate and environmental targets

TIP Group aims to achieve climate neutrality for Scope 1 and 2 emissions by 2034, and across all scopes by 2050. To track the effectiveness of its policies and actions, the company has:

- Carbon footprint assessment: Conducted full carbon footprint calculations to establish a strong emissions baseline.
- Emission reduction initiatives: Focused on reducing emissions from office operations, workshops, company vehicles and the leased vehicle portfolio. These are significant contributors to both direct and indirect emissions
- Science-Based target evaluation: TIP is exploring the feasibility of setting science-based targets (SBTs), which would guide near- and long-term emission reductions aligned with the 2050 Net Zero goal

TIP Group tracks effectiveness through regular footprint calculations and the ongoing evaluation of key emission sources, with plans to implement SBTs to enhance future tracking.

Target	Baseline year	Target year	Scope	Measures to achieve target
Reduce combined Scope 1 and 2 emissions by 42%	2024	2034	All Scope 1 and 2 emissions, as defined under the Greenhouse Gas Protocol	Reduce Scope 1 emissions from TIP Group's own service vehicles by: • Transitioning more vehicles to electric or alternative fuels (focusing on highest-emitters, including shunters, terminal trucks, mobile service units and vans) • Implementing route optimisation to reduce mileage, replacing diesel forklifts and yard tractors with electric and switching company cars to electric/hybrid Improve building insulation and heating efficiency Switch to 100% renewable electricity by 2034 by: • Installing rooftop solar panels at TIP Group workshops and depots • Agreeing long-term Power Purchase Agreements (PPAs) to ensure stable supplies of green electricity • Purchasing renewable energy certificates and/or Guarantees of Origin to cover remaining fossil fuel energy use that can't be converted to renewables Invest in EV infrastructure, including charging stations at workshops, depots and customer locations * Notes: • Based on our current commitments, we will reduce Scope 2 emissions by an estimated 94% by 2030 (equivalent to 6,310 tonnes CO_2e a year) • We estimate that switching to electric/hybrid company cars will reduce TIP Group Scope 1 emissions by 7% (equivalent to 1,209 tonnes CO_2e a year)
Reduce total scope 3 emissions	NA	2050	Emissions from TIP Group's four largest Scope 3 categories	Encourage suppliers and customers to introduce science-based carbon emission reduction targets, based on: • Continued fleet transition from diesel/petrol to EVs • Investment in developing new, low-carbon products and other services • Cooperation with network providers to ensure customer access to necessary infrastructure (charging stations etc.) Notes: • Our aim is to engage with 67% of our suppliers and customers within five years (as measured by emissions). • We will focus our efforts on emissions from four categories: purchased goods & services (3.1), capital goods (3.2), use of sold products (3.11) and downstream leased assets (3.13). Together, these categories account for more than 98% of TIP Group's total Scope 3 emissions. Based on current commitments, we expect to reduce emissions from leased assets and use of sold products by an estimated 25% by 2030 (primarily through fleet electrification).

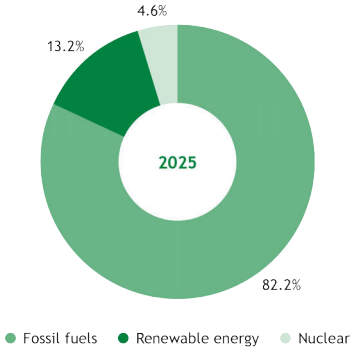
* covers Scope 3 only

ESRS 2 E1-7 Energy consumption

Energy consumption methodology and assumptions are described below:

- Data on energy consumption and energy mix covers TIP Group business operations, subsidiaries and affiliates.
- All self-generated energy from renewables comes from roof-top solar panels installed at TIP Group sites. In 2025, TIP Group generated 1,362,600 kWh of renewable energy through PV systems[1] installed at the Group's sites.

Total energy consumption related to own operations



	2023	2024	2025	% year-on-year change
Energy from fossil fuels				
Coal and coal products	93	78	77	(1.3)%
Crude oil and petroleum	51,839	32,057	30,693	(4.3)%
Natural gas	17,670	11,472	8,716	(24.0)%
Other fossil fuels	–	–	–	– %
Purchased electricity from fossil sources	11,994	9,618	10,328	7.4 %
Total energy consumption from fossil fuels	**81,596**	**53,225**	**49,814**	**(6.4)%**
Nuclear	**3,097**	**2,853**	**2,805**	**(1.7)%**
Energy from renewable sources				
Fuels made from renewables, including biomass	1,485	952	767	(19.4)%
Purchased electricity from renewable sources	4,871	11,308	7,256	(35.8)%
Self-generated energy from renewables	167	–	–	– %
Total energy consumption from renewables	**6,523**	**12,260**	**8,023**	**(34.6)%**
Total energy consumption	**91,216**	**68,338**	**60,642**	**(11.3)%**

[1] Photovoltaic (PV) systems are renewable energy installations that convert sunlight directly into electricity through the photovoltaic effect

ESRS 2 E1-8 Carbon emissions

In recent years, TIP Group has worked to improve its reporting of carbon emissions. We have set clear baselines as part of our emission reduction targets, and deepened reporting of Scope 3 emissions from upstream and downstream activities.

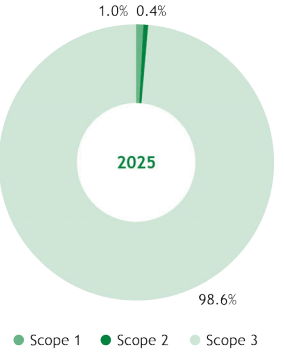
TIP Group's carbon footprint
Only a relatively small percentage of total emissions across our value chain comes from our own operations (approximately 1.4%). The rest comes from upstream or downstream activities, essentially:

- Manufacturing of trailers, trucks and other parts and components (upstream)
- The use of these by customers as part of TIP Group rental/lease agreements (downstream).

By country, figures reflect the use of our trailers and trucks, with the UK and Germany accounting for almost 70% of total Scope 3 emissions. Similarly, Scope 1 and 2 emissions reflect the location of our main business activities in Germany, UK, the Netherlands and France (see table on the next page).

In 2025, TIP Group's combined market-based Scope 1 and 2 emissions decreased by 14%. Our consumption of energy, meanwhile, declined by 11% though we still depend on fossil fuels for approximately 82% of our energy use. Scope 3 emissions showed an increase of 6% compared with 2024 data, owing to increase in categories of capital goods (3.2) and upstream transportation and distribution (3.4).

Breakdown of emissions by scope (%)



TIP Group GHG emissions
Scope 1 emissions (tonnes of CO_2e)

	2023	2024	2025	% change
Gross Scope 1 emissions	15,471	12,039	9,465	(21)%
Percentage from regulated emission trading schemes	0	0	0	n.a.

Scope 2 emissions (in tonnes of CO_2e)

Gross Scope 2 emissions:	2023	2024	2025	% change
Location-based	3,813	5,991	3,961	(34)%
Market-based	6,818	4,676	4,868	4 %

Scope 3 emissions (breakdown by category in tonnes of CO_2e)

Scope 3	2023	2024	2025	% change
Capital goods (3.2)	440,110	275,151	385,739	40 %
Downstream leased assets (3.13)*	459,143	408,240	449,582	10 %
Use of sold products (3.11)	281,296	375,360	301,482	(20)%
Purchased goods and services (category 3.1)	78,509	82,121	82,615	1 %
End-of-life treatment of sold products (3.12)	9,024	10,844	8,495	(22)%
Fuel and energy-related activities (3.3)	4,775	4,345	3,566	(18)%
Upstream transportation and distribution (3.4)	2,770	3,651	4,908	34 %
Employee commuting (3.7)	2,551	3,249	2,420	(26)%
Business travel (3.6)	1,068	591	263	(55)%
Waste generated in operations (3.5) **	793	495	261	(47)%
Upstream leased assets (3.8)***	0	77	0	(100)%
Gross Scope 3 emissions (total)	**1,280,039**	**1,164,124**	**1,239,331**	**6 %**

*An error was identified in the FY2024 Annual Report figure relating to Downstream Leased Assets (3.13). The figure has been corrected in this report. The correction does not materially impact overall conclusions.
** Figures for FY2025 reflect an updated calculation methodology. Prior year figures have not been restated and are therefore not fully comparable.
*** Upstream leased asset emissions include the impact of acquisitions completed in 2024. During the reporting period, the company initiated refinements to its calculation methodology to improve alignment between emissions accounting and acquisition data.

Total emissions by country (in tonnes of CO_2e equivalent) in 2025

Country of operation	Scope 1	Scope 2 (market-based)	Scope 2 (location-based)	Scope 3 (market-based)	Scope 3 (location-based)
Austria	66	44	73	3,160	3,158
Belgium	53	13	14	6,199	6,199
Czech Republic	2	17	11	15,908	15,907
Denmark	522	448	87	133,871	133,843
Finland	296	194	118	7,931	7,904
France	1,143	58	89	23,766	23,770
Germany	1,232	583	1,599	359,928	359,921
Ireland	54	0	14	5,017	5,017
Italy	217	266	156	14,483	14,473
Netherlands	697	1,209	744	27,349	27,320
Norway	245	73	22	16,166	16,148
Poland	200	559	420	14,121	14,111
Romania	0	4	3	3,267	3,267
Spain	204	144	65	11,862	11,849
Sweden	144	83	39	32,254	32,249
Switzerland	1	1	1	11,582	11,582
United Kingdom	4,040	1,168	499	529,053	528,958
Unspecified Country*	348	7	7	4,967	4,967
Other					
• Non-EU/EEA**				249	249
• EU/EEA***				18,198	18,198
Total	**9,464**	**4,871**	**3,961**	**1,239,331**	**1,239,090**

* Unspecified Country represents less than 0.5% of the total footprint where country-level data was unavailable.
** Australia, Hong Kong SAR China, India, Morocco, Singapore, South Africa, Tunisia, Turkey.
*** Bulgaria, Estonia, Hungary, Iceland, Lithuania, Luxembourg, Malta, Portugal, Slovakia.

GHG emissions intensity

Total emissions (sum of Scopes 1, 2 and 3)	2023	2024	2025	% change
Market-based	1,302,328	1,180,839	1,253,665	6 %
Location-based	1,298,809	1,182,058	1,252,515	6 %
Total revenue (€m)	1,098	1,190	1,263	6 %
Intensity (tonnes CO_2e per € million):				
Market-based	1,186	992	993	– %
Location-based	1,183	993	992	– %

Biogenic emissions of CO_2 from the combustion or biodegradation of biomass not included in Scope 1 GHG emissions: market-based: 239 tCO_2e

Biogenic emissions of CO_2 from the combustion or biodegradation of biomass for electricity generation not included in Scope 2 GHG emissions:
- Biogenic CO_2 emissions: market-based: 489 tCO_2e
- Biogenic CO_2 emissions: location-based: 1,385 tCO_2e

Note on methodology, assumptions and context
Sources and scope for emissions data: Approximately 38% of Scope 3 emissions are spend-based; the rest of are taken from primary data.
For the remaining emissions, we have used most recently available public data (including emission factors, third-party data and industry or country averages). Emissions data is shown for the financial year (in accordance with our Financial Statements). Calculations are made in line with provisions of the Greenhouse Gas Protocol. All entities within TIP Group are included in emissions data, where relevant (including parent companies, subsidiaries and any affiliates where we have operational control). Indirect emissions data may also include non-consolidated entities (particularly for Scope 3 categories such as purchased goods and services and downstream leased assets).

Comparability year-on-year: TIP Group made several acquisitions amounting to €46m during 2025; these were not significant enough to affect emissions data. The company's structure and core business activities remained consistent with 2024.

Calculating emissions: To calculate Scope 1 and 2 emissions, we used primary data, assumptions and third-party emission factors. Emissions were calculated based on internal data, collected using the Watershed platform.

Scope 1 emissions
Scope 1 includes emissions from TIP Group's natural gas consumption (for heating) and fuel use by company vehicles and yard equipment. Gas consumption data is taken from invoices. Where these are not available, estimates are based on the floor size of heated premises. Company vehicle data, meanwhile, is based on annual mileage and fuel type used (except in the UK, where data is based on spending). Assumptions are made, based on averages, for countries where primary data is not available.

Biogenic emissions
Figures for 2025 Scope 1 GHG emissions, include the following biogenic emissions of CO_2 from biomass combustion or biodegradation:
- Market-based: 239 tonnes of CO_2e
- Location-based: 239 tonnes of CO_2e

Scope 2 emissions
Scope 2 includes indirect emissions from TIP Group's energy consumption (electricity and district heating). Data for electricity is based on invoices. Where this is not available, estimates are based on floor size and type of premises (whether office, workshop, parking facility etc.). Emissions from district heating are calculated using data from invoices. Data is provided for both market and location-based Scope 2 emissions. All market-based emissions relate to PPAs[2] – i.e., direct contracts with suppliers of renewable energy.

Scope 3 emissions
Scope 3 includes all other indirect emissions from TIP Group's value chain (both upstream and downstream). The table shows emissions by Greenhouse Gas Protocol category.

[2] Power Purchase Agreements (PPAs) are long-term contractual agreements under which an electricity buyer agrees to purchase power directly from a specific renewable energy project at a pre-agreed price for a defined period (typically 5–20+ years).

We have excluded the following categories not considered a priority for TIP Group:

	Rationale for exclusion
Downstream transportation (3.9)	Use of TIP Group vehicles is covered under 3.13. Excluded to avoid double-counting.
Processing of sold products (3.10)	Not applicable since TIP Group does not manufacture products requiring further processing.
Franchises (3.14)	Not applicable since TIP Group does not operate a franchise model. All operations are directly owned/controlled by the company.
Investments (3.15)	Not material since TIP Group does not have significant investments in other companies or projects generating GHG emissions.

The following table shows methodology, reporting boundaries and data sources for TIP Group's four main Scope 3 categories:

Scope 3 category	Methodology for calcuation	Reporting boundaries	Data sources
Capital goods (3.2)	Based on spending data and supplier-specific emission factors. Where no supplier data is available, we applied industry averages by country.	Includes emissions from production of capital goods purchased across TIP Group entities (trailers, trucks, parts and other components, etc.).	Emission factors from Comprehensive Environmental Data Archive (CEDA), supplemented by supplier-specific data.
Downstream leased assets (3.13)	Based on data from TIP Group's fleet of leased and/or rented trailers, trucks, reefers, tankers, etc. Assumptions were also made based on average annual mileage and fuel consumption for each asset type. Load factors were excluded due to a lack of visibility/control over customer use.	Includes emissions generated by customers using TIP Group leased vehicles. Partial visibility, as we continue to track mileage during use and recover vehicles at end of lease.	Emission factors from CEDA, internal mileage data and fuel consumption estimates.
Use of sold products (3.11)	Based on total number of motorised vehicles (or other motorised assets) sold during the year, estimated remaining commercial life and projected mileage and fuel consumption.	Includes emissions generated by vehicles sold by TIP Group, usually to dealers who may re-sell them. Limited visibility after resale to dealers	Internal estimates (vehicle lifetimes, fuel consumption), emission factors from databases such as CEDA.
Purchased goods and services (3.1)	Same as 3.2 above.	Includes emissions generated by all suppliers to TIP Group parent companies, subsidiaries and affiliates, etc.	Supplier CDP reports, industry databases, emission factors from CEDA.

We acknowledge that using non-primary sources may reduce the accuracy of Scope 3 emissions data. We consider data for categories 3.6 (business travel) and 3.13 (downstream leased assets) as higher accuracy since these are based on primary data only. Data based on industry and/or country-specific averages, or direct usage, should be considered to be moderate accuracy (3.1 - purchased goods and services, 3.2 - capital goods, 3.4 - upstream transportation and distribution, 3.3 - fuel and energy-related activities and 3.5 - waste generated in operations). We consider the remaining categories (3.11 – use of sold products and 3.7 – employee commuting), based on general averages and estimations, to be lower accuracy.

TIP Group intends to take steps to further improve its emissions data accuracy, these include:

- Continuing to prioritise our most significant emission categories (3.1, 3.2, 3.11 and 3.13)
- Requesting more primary data from leading vehicle and parts suppliers (particularly for 3.1 and 3.2)
- Working with customers to refine assumptions used for downstream emissions (3.11 and 3.13)
- Continuing to update industry average factors and estimations to reflect latest data
- Where possible, identifying new data sources from suppliers to improve estimates

Emission factors

Emission factors were taken from Comprehensive Environmental Data Archive (CEDA) and other recognised sources, including the UK Government's Greenhouse Gas Conversion Factors for Company Reporting.

Our approach to circular economy and resource use

ESRS 2 E5-1 GDR-P / Policies

TIP Group is committed to protecting the environment through the more efficient use of natural resources, increased recycling of parts and materials where possible, and significantly reducing waste going to landfill.

Policies to manage resource use and circular economy
Across our operations, we generate various forms of waste. At our branches and head offices, waste consists mainly of cardboard, plastics, paper, organics, batteries and electronics. At our workshops, where M&R is carried out, waste includes aerosols, rubber, tyres, steel, aluminium etc., all treated separately.

We have clear, defined standards and selection criteria for waste management providers. We work only with best-in-class providers, who are able to report data annually.

TIP Group has three policies relating to resource use management: the company's Waste Management Framework, the Sustainable Procurement Framework and the Environmental Policy.

Waste Management Framework:
TIP Group's approach to waste management is aligned with the principles of the EU waste hierarchy: prevention, preparing for re-use, recycling, other recovery and disposal. Our Waste Management Framework recommends specific measures and practices for use at the company's head offices, branches and workshops.

Waste Management Framework Policy

Policy	Waste Management Framework
Content	Sets guidelines for measures and practices for use at the company's head offices, branches and workshops
Scope	All TIP Group employees
Relevant third-party standard	The framework is in line with SDG 12 Responsible Consumption and Production. We have committed to our target under SDG 12. We align our policy with the EU Waste Framework Directive, which sets legal requirements for managing waste according to best practice, including use of the waste hierarchy.
Corresponding material topic(s)	Resource outflows
Inclusion of stakeholder views and interests	The Waste Management Framework was created in collaboration with the EHS Team, regional operations, and local staff involved in waste activities. As with all TIP Group policies, our Waste Management Framework was approved by the EMT.

Sustainable Procurement Framework
As part of our Sustainable Procurement Framework, we aim to reduce our use of fossil fuels, water, materials and other natural resources where possible. Our Framework sets out an extensive due diligence process for procurement, based on the proposed EU Corporate Sustainability Due Diligence Directive (CSDDD). The Framework applies to all TIP Group employees in their dealings with suppliers and sub-contractors. In addition, our Framework sets out goals for supplier screening on their use of natural resources. Our aim is to screen all our high-risk suppliers and 50% of our top suppliers annually on policies, actions and performance. We also encourage suppliers to adopt best-practice waste management in line with our own operations. With the Sustainable Procurement Framework, our main objective is to execute on our sustainability strategy and ensure compliance with relevant legislation.

Environmental Policy
In addition to our Waste Management and Sustainable Procurement Frameworks, TIP Group's Environmental Policy also includes a section on the company's Circular Economy programme,

aimed at encouraging effective and efficient waste management across our organisation. See page 76 for details on the Environmental Policy.

ESRS 2 E5-2 GDR-A / How our policies address waste hierarchy

Reduce
With reduce, our priority is to reduce or prevent as much waste as possible. As part of this, we encourage industries, communities and governments to reduce virgin natural resources used to produce goods and services.

Re-use
Aside from reducing waste going to landfill, re-use lowers costs by reducing purchases of new goods and natural resources, or the need to pay providers to dispose of waste on our behalf. Re-use is especially relevant for transport equipment reaching the end of its lifecycle. For this reason, TIP Group has a programme to refurbish trailers and other equipment. With refurbishment, we expect to extend the life of a trailer by around four years. We also sell used assets, including refurbished trailers and trucks, as part of our established second-hand fleet sales business, increasing circularity and reducing the potential environmental damage associated with premature scrapping or disposal.

Recycling
Recycling supports a more circular approach by helping to divert materials from landfill and reintroducing them into the value chain. Recycling is a vital yet resource-intensive process that requires energy, water and infrastructure to convert waste into usable products. To enhance recycling, TIP Group is working towards a total waste management approach. This involves partnering with waste management providers who can ensure effective waste segregation, collection and recycling across our sites, supporting both regulatory compliance and our circularity goals. By optimising these processes, we aim to recover more materials, reduce waste going to landfill and contribute to a more sustainable use of resources.

Recovery
Recovery plays an important role in managing waste that is unavoidable. In doing so, recovery contributes to a more resource-efficient system in cases where recycling is no longer viable. The waste management providers we work with also apply best-in-class recovery processes, helping to ensure that residual waste is treated in the most sustainable and efficient way possible.

Disposal
When all else fails, materials that cannot be re-used, recycled or recovered for energy will be sent to landfill and incinerated without energy recovery. Ultimately, our ambition is to reduce waste going to landfill or incineration to zero.

ESRS 2 E5-3 GDR-T / Our circular economy targets

Refurbishment is a cornerstone of TIP Group's circular economy strategy, extending the lifespan of our assets and reducing demand for new materials. In 2025, we refurbished 3,511 units, with a goal to extend the lifespans of 15,160 units starting from 2022 till 2027. We continue our refurbishment programme, strengthening partnerships with customers to advance circularity and reduce our overall environmental impact.

ESRS 2 E5-5 / Resource outflows: Waste

In the leasing and rental sector in which TIP Group operates, waste streams are primarily generated through maintenance and repair activities, the administration of large vehicle fleets, and the end-of-life management of components and consumables associated with fleet operations.

The most significant waste streams arise from M&R operations required to keep the fleet safe, compliant and road-ready. These waste streams include:

- Used liquids and chemicals, such as waste motor oil, lubricants, antifreeze and contaminated water
- Consumable and replacement parts, including used tyres, oil filters, brake components and metal parts
- Hazardous waste, such as lead-acid batteries, aerosol cans and materials contaminated with oil or chemicals
- Packaging waste generated through the sourcing of spare parts and consumables

The waste generated by TIP Group's activities contains a mix of materials, including:

- Metals, primarily from vehicle components, brake parts and batteries
- Plastics and rubber, mainly from tyres, filters, packaging and protective materials
- Non-metallic minerals, such as residues from braking systems
- Hazardous substances, including oils, chemicals and battery components
- Biomass and mixed materials, in limited quantities, primarily from absorbents and workshop cleaning materials

TIP Group seeks to minimise waste generation and promote recycling and recovery where feasible, in line with applicable regulations and internal waste management procedures.

Waste generated in operations (weight in kilograms)

	2024	2025	% change
Hazardous waste	541,266	532,350	(2)%
Non-hazardous waste	3,592,675	3,481,965	(3)%
Radioactive waste	–	–	– %
Total waste	**4,133,941**	**4,014,315**	**(3)%**

Waste sent for disposal (weight in kilograms)

	2024		2025		% change	
	Hazardous waste	Non-hazardous waste	Hazardous waste	Non-hazardous waste	Hazardous waste	Non-hazardous waste
Incineration	31,752	259,066	293	53,093	(99)%	(80)%
Landfill	205,507	439,853	81,185	321,847	(60)%	(27)%

Waste sent for recovery (weight in kilograms)

	2024		2025		% change	
	Hazardous waste	Non-hazardous waste	Hazardous waste	Non-hazardous waste	Hazardous waste	Non-hazardous waste
Recycling	304,008	2,875,547	450,871	3,098,510	48 %	8 %
Other recovery operations	–	18,210	–	8,515	– %	(53)%

Social

Own workforce

ESRS 2 S1-2 / Engagement with our workers

At TIP Group, workforce perspectives are critical to managing both actual and potential impacts on employees. These perspectives are gathered and integrated into decision-making processes through a combination of direct feedback, structured consultations and formal engagement channels, varying depending on local context and the presence of Works Councils in different countries.

Methods of gathering workforce perspectives

- Direct engagement: Employees are invited to ask questions during employee quarterly business updates, where they can submit questions anonymously. This provides a transparent platform for employees to voice concerns and for management to address them
- Works Councils: In regions where Works Councils are present, such as the Netherlands, France and Germany, employee representatives participate in regular meetings with management. These councils ensure formal engagement through structured discussions on workplace issues and decision-making processes
- Direct access to Human Resources (HR): Employees are also able to communicate directly with the HR department to raise questions or concerns, ensuring a clear, accessible communication channel for all employees

How feedback is recorded and integrated

- Feedback from Works Council meetings is formally recorded and used to inform decision-making, particularly regarding changing employee conditions and health and safety, workplace policies and other relevant topics
- For anonymous feedback through quarterly business updates, HR collects and reviews the questions, ensuring that concerns are escalated and addressed by management in a transparent manner

Feedback is incorporated into decisions that affect the workforce. For example, during the current reporting period, safety-related feedback gathered from workers in workshops led to improvements in safety protocols to better manage risks associated with hands-on, technical work.

Communication of decisions to the workforce

- Quarterly all-employee updates serve as a forum for informing all employees about the strategy and progression of the TIP Group, and to inform everyone about all new projects and processes
- Monthly and quarterly EHS meetings serve as a forum for communicating decisions to employees, particularly changes related to safety, protocols or other workplace improvements
- Updates are also made accessible through the TIP Hub, the company's internal social intranet, where employees can access key information regarding decisions that affect them

Organisational and site-level engagement
Engagement activities occur at both the organisational and site levels, depending on the scope of the issue. For example, site-specific safety meetings ensure that localised feedback from workers in operational roles is elevated to higher levels of management, where broader policy decisions are made.

Resources allocated to engagement
The HR teams facilitate engagement, along with Works Councils. Feedback mechanisms are supported continuously and issues raised by employees are escalated appropriately.

At TIP Group, we recognise the importance of understanding and addressing the unique challenges faced by vulnerable and marginalised groups within our workforce. To this end, we have implemented several targeted measures to gain insight into their perspectives, ensuring that their voices are heard and their needs are met.

Identification of vulnerable and marginalised groups: TIP Group has identified several groups within our workforce that may be particularly vulnerable or marginalised. These groups include women, racial and ethnic minorities, people with disabilities, LGBTQ+ individuals, older workers and migrants. Our approach involves both formal and informal methods to identify and engage with these groups, ensuring we address their specific needs effectively.

Engagement strategies:

Employee Assistance Programme (EAP):
- Our EAP, provided through ComPsych, offers confidential support to all employees, including those from vulnerable groups. This programme provides psychological, legal and financial consultations, accessible 24/7, allowing employees to seek help without fear of disclosure or discrimination
- The EAP includes a network of local experts across various countries, ensuring that employees can access support in their preferred language and within their cultural context. This is particularly beneficial for migrant workers and employees facing language barriers or cultural isolation

Employee surveys:
- We conduct regular employee surveys designed to gather feedback from vulnerable groups. These focus groups are often facilitated by bilingual staff members to ensure that language is not a barrier to participation, particularly for migrant workers
- Feedback collected through this channel is analysed to identify common concerns, challenges and suggestions. This process enables us to tailor our policies and programmes to better meet the needs of these groups

Regular feedback mechanisms:
- In addition to formal surveys and focus groups, we have established continuous feedback mechanisms, such as online platforms where employees can submit questions or raise concerns anonymously and suggestion boxes. These tools allow employees to share their experiences and concerns at any time, providing ongoing insight into the challenges faced by vulnerable groups, among others

Results and impact:
- The insights gained from these engagement strategies have led to the implementation of targeted initiatives, such as cultural awareness training and the development of our DE&I Framework, Recruitment and Promotion Policy
- We have also used this feedback to enhance our EAP offerings, ensuring that the support provided is relevant and accessible to all employees, particularly those who may be at greater risk of marginalisation

TIP Group is committed to creating a workplace where all employees, regardless of their background or identity, feel valued, supported and empowered to contribute to their fullest potential. Our ongoing engagement with vulnerable groups is central to this commitment, ensuring that we continue to address their needs and promote an inclusive and equitable working environment.

TIP Group is committed to upholding the highest standards of labour rights and workplace conditions across all its global operations. While we do not currently operate under a Global Framework Agreement (GFA), we have established comprehensive agreements and social dialogue mechanisms that align closely with the objectives of such agreements.

Our Social Dialogue Commitment & Framework ensures that TIP Group consistently adheres to internationally recognised employment standards, including those set forth by the International Labour Organization (ILO). This commitment includes the respect for freedom of association, collective bargaining and the promotion of safe, equitable and non-discriminatory workplace practices. We collaborate with trade unions and employee representatives through formal structures, including Works Councils in various countries, to foster constructive relationships and maintain continuous dialogue between management and employees.

These agreements allow us to gain meaningful insights into the perspectives of our workforce. Through regular consultations, negotiations and ongoing engagement with trade unions and Works Councils, we gather feedback on issues such as labour rights, working conditions and employment practices. This engagement helps TIP Group better understand the concerns and priorities of our employees, ensuring that we continue to create a fair and supportive working environment across all regions in which we operate.

Specifically, we maintain active Works Councils in countries such as France, Germany and the Netherlands, where meetings are held regularly to ensure compliance with local laws and maintain an open channel for employee representation. These efforts demonstrate TIP Group's dedication to ensuring uniform standards of labour rights and practices throughout our global operations, similar to the principles embedded in a Global Framework Agreement.

In summary, while we do not currently have a GFA in place, TIP Group remains committed to respecting the human rights of its workforce through our Social Dialogue Commitment and Framework, ensuring that workers' voices are heard and that labour rights are upheld consistently across all our locations.

Employees are encouraged to submit reports of misconduct, concerns or questions to their Ombudsperson, HR or Compliance by:

- Filling out the web report form on EthicsPoint
- Calling a local hotline number listed on the EthicsPoint website, or
- Directly contacting them

The employee may elect to remain anonymous when using these channels unless they are located in a country in which this is prohibited.

Employees may also contact their manager or supervisor with any reports of misconduct, concerns or questions.

ESRS 2 S1-5, S1-6 / Characteristics of employees and non-employees in our own workforce

TIP Group's workforce includes the company's own employees as well as leased workers and independent contractors:

- Employees: covering key roles in management, technical services and corporate functions
- Leased workers: mainly in operational support roles, especially in our M&R business
- Independent contractors: engaged for specialist, project-based work

Most leased workers are hired via third-party employment agencies. Leased workers and independent contractors make up nearly 3.6% of our total workforce.

Across operations, we screen all employees and contractors in accordance with local laws; consequently, we consider our risk of forced or child labour to be very low.

TIP Group operates in a traditionally male-dominated industry; most of our employees, just over 80%, are men.

Underpinning our commitment to employees is TIP Group's Stronger Together programme, grouping together initiatives in four key areas:

- TIP Team (to foster team support and create a supportive workplace culture)
- TIP Learn (to improve employees' skills and knowledge)
- TIP Health and Well-being (to strengthen the company's approach to health, safety and mental well-being)
- TIP Community (to encourage employees to give back to local communities through donations and volunteering)

Workforce by gender (headcount, end-2025)

	Number of employees*	Percentage of total
Male	2,577	84 %
Female	508	16 %
Other genders	–	– %
Not reported	–	– %
Total employees	**3,085**	**100 %**

Country	Number of employees*	Percentage of total
Germany	742	24 %
UK	738	24 %
Netherlands	359	12 %
Other countries:		
Austria	71	2 %
Belgium	24	1 %
Czech Republic	9	– %
Denmark	275	9 %
Finland	88	3 %
France	299	10 %
Ireland	12	– %
Italy	95	3 %
Norway	67	2 %
Poland	124	4 %
Romania	5	– %
Spain	99	3 %
Sweden	74	3 %
Switzerland	4	– %
Total employees	**3,085**	**100 %**

* Please note this figure represents total headcount at year-end, excluding contingent workers.

Workforce by contract type and gender (headcount, end-2025)

	Female	Male	Other
Employees on permanent contracts	484	2405	–
Employees on temporary contracts	24	171	–
Employees with non-guaranteed hours contracts	–	1	–
Total employees	**508**	**2577**	**–**
Full-time employees	425	2491	–
Part-time employees	83	86	–
Total employees	**508**	**2577**	**–**

Characteristics of undertaking's employees - information on employees by region (headcount, 2025)

	Benelux		Central Europe		Mediterranean		Nordics		UK and Ireland	
	Female	Male	Female	Male	Female	Male	Female	Male	Female	Male
Number of employees	100	371	149	770	85	396	52	451	122	589
Number of permanent employees	88	341	142	683	82	387	52	429	120	565
Number of temporary employees	12	30	7	87	3	9	–	21	2	24
Number of non-guaranteed hours employees	–	–	–	–	–	–	–	1	–	–
Number of full-time employees	78	340	107	741	78	392	49	447	113	571
Number of part-time employees	22	31	42	29	7	4	3	4	9	18

Non-employees in workforce (headcount, end-2025)

	Headcount	FTE
Independent contractors	8	7
Leased workers	114	108
Total non-employees	**122**	**115**

Employee turnover (headcount, 2025)

Employees leaving company during the reporting period (including interns)	626
Employees leaving company during the reporting period (excluding interns)	608
Employee turnover (including interns)	20.3 %
Employee turnover (excluding interns)	19.8 %

ESRS 2 S1-9, S1-1 GDR-P / Adequate wages

We are committed to the fair remuneration for our employees, based on equal opportunities. TIP Group's approach to pay and benefits is set out in the company's Remuneration Commitment and Framework. In 2025, TIP Group paid out a total of €206m in compensation and benefits.

All TIP Group employees are paid an adequate wage, as defined by recognised international benchmarks, regardless of their job profile or location. Benchmark data is included in our human resources management system to ensure we continue to pay adequate wages to all employees.

Within TIP Group, certain jobs are eligible for performance-related bonuses in addition to base salaries. These jobs are mainly in commercial, operational and remarketing management. Bonuses are based on financial key performance indicators (KPIs), including sales volume and revenue, operating profit and contract values. 23% of TIP Group employees received performance-related bonuses in 2025.

As a matter of policy, we reward individual performance. Pay increases and promotions are granted on the basis of sustained performance and future potential. For 2025, our remuneration ratio, showing the gap between average pay and highest pay within the company, stood at a ratio of around 12.

All employees are paid adequate wages in line with applicable benchmarks, such as those provided by the Korn Ferry (Hay) scheme or acquired market benchmarking data. This data is uploaded to our HR-management system to ensure employees receive fair remuneration.

The Korn Ferry (Hay) scheme is a methodology which enables evaluators to objectively evaluate the relative size and complexity of jobs across an organisation.

Using the methodology, it is possible to check the robustness of an evaluation using a range of checks and balances. These include the technical consistency of the evaluation, a comparison of the weighting of job elements against equivalent roles, and the shape or profile of the job.

The distribution of the three elements of know-how, problem-solving and accountability is reviewed during each role evaluation to ensure internal consistency and alignment.

The methodology evaluates each job using the common elements, with each element being measured on a separate matrix guide chart.

Remuneration Commitment and Framework Policy

Policy	Remuneration Commitment and Framework
Content	Sets out company principles on fair remuneration (based on objective criteria), as well as overall approach to base salaries, short-term incentives and other employee recognition and rewards.
Scope	Covers all TIP Group employees
Relevant third-party standards	Linked to UN SDGs: SDG 5: Gender equality SDG 10: Reduce inequalities
Corresponding material topic(s)	Adequate wages

ESRS 2 S1-12, ESRS 2 S1-1 GDR-P / Training and skills development

TIP Group offers comprehensive training and skills development to all employees, aiming to create a culture that fosters leadership and encourages employees to take personal responsibility for career development.

All employees have access to TIP Group's online learning platform and external training. We have also developed a voluntary Personal Development Plan (PDP) to help employees identify potential areas of development, coaching needs and career and training goals, giving employees ownership over their PDPs, supported by their manager. TIP Group's Career and Performance Management & Learning Framework helps employees map out individual career paths. Our workshop staff undergo a separate, annual technical skills assessment.

TIP Group's training programmes cover the following:

- Mandatory training to ensure compliance with laws, regulations and internal policies in areas such as environmental health and safety, anti-corruption, business ethics and risk awareness
- Technical training to support development of required new skills
- On-the-job functional training, apprenticeships and intern programmes to support young talent

Training courses may be classroom-based or online, and are generally designed for specific employee groups. For example, we have leadership development and change management courses to help strengthen managers' leadership skills and adapt to change within the industry. TIP Group also has a specialist Sales Academy to help further professionalise the company's sales force, and a Mechanic Academy to upskill or certify mechanics in nine months, addressing skills shortages in this area.

In addition, TIP Group offers apprenticeships and intern programmes. Our online platform, Workday Learning, offers a variety of courses and resources covering topics such as compliance, leadership, sustainability, workplace communication, unconscious bias and tools to reduce stress.

Career and Performance Management & Learning Framework Policy

Policy	Career and Performance Management & Learning Framework
Content	Sets out our commitment to career development, performance management and training, aimed at ensuring employees have equal opportunities to grow, develop skills and improve in line with the company's strategic objectives.
Scope	All TIP Group employees
Relevant third-party standards	None
Corresponding material topic(s)	Training and skills development

Average training hours per person for employees and participation in regular performance and career development reviews

	2023		2024		2025	
	Female	Male	Female	Male	Female	Male
Average training hours per employee	–	–	6.3	8.5	4.2	6.2
Percentage of employees participating in regular performance/career development reviews	69 %	70 %	72 %	64 %	74 %	72 %
• Office workers	N/A	N/A	38 %	38 %	17 %	19 %
• Workshop workers	N/A	N/A	60 %	39 %	50 %	46 %

Note on methodology, assumptions and context:
- All figures shown in table above relate to 2025
- All employees are covered by formal performance reviews, except for employees in Germany. Germany is excluded from formal performance reviews pending a Works Council review and approval
- Nevertheless, we expect all employees to take personal responsibility for their own development, and all employees may request feedback and coaching. Furthermore, we expect all managers to provide clear directions and hold regular feedback sessions with their direct reports
- All classroom and online training sessions are included in the training figures (including management skills, essential skills, compliance, IT, online safety and technical workshop training)
- In 2025, TIP Group invested a total of €1m in learning and development. Of this, €0.6m was allocated to technical workshop training.

ESRS 2 S1-13, S1-1 GDR-P / Healthy and safe working environment

TIP Group is committed to maintaining a safe and compliant working environment. To do this, we have an EHS policy which applies to all employees, leased workers and contractors. This policy is supported by an extensive EHS Management System at TIP Group sites. This system is subject to regular audits and inspections to ensure compliance with international health and safety standards.

Given our industry, we recognise that workers face frequent safety risks, particularly those working in our M&R business, using tools and other heavy equipment. Office employees are unlikely to face such safety risks, but may be subject to other risks, such as stress or workload.

To address these risks, TIP Group complies with all EU safety regulations at our workshops and other sites, provides regular safety training, well-being support and adheres to strict health and safety protocols. Health and safety initiatives include:
- Annual health and safety weeks, to promote safety awareness
- EHS Strategy "Ambition Zer0", in place since 2020, aimed at reducing workplace accidents through training, rigorous accident investigation and the use of technology to standardise safety practices across TIP Group
- EAP supporting well-being by providing employees with access to confidential psychological, financial or legal advice

Safety initiatives apply to all employees and outside contractors, though we target training for those in operational roles, facing greater safety risks.

TIP had no own-workforce fatalities in 2025 as result of work-related injuries and work-related ill health.

Environmental Health and Safety Policy

Policy	Environmental Health and Safety Policy
Content	Sets out TIP Group's EHS management system, governance of EHS issues and compliance with rules and regulations (including processes for risk management, inspections, accident investigations, etc.).
Scope	• All TIP Group operations, including company products, facilities, services and supply chain • Subsidiaries or affiliates owned/controlled by TIP Group • All TIP Group employees, contractors, business partners and third parties potentially affected
Relevant third-party standards	• Global standards for EHS, including: ◦ US Occupational Safety and Health Administration ◦ UK Health and Safety Executive ◦ EU Framework Directive on workplace safety and health The policy also makes reference to the UN SDGs (SDG8 – Decent work and economic growth).
Corresponding material topic(s)	Health and safety
Inclusion of stakeholder views and interests	The EHS Policy has been developed in consultation with the EHS Team and the operational teams responsible for the health and safety standards in our workshops. The policy is approved by the EMT.

Health and safety incidents (own workforce)

	2023	2024	2025	% change
Fatalities in own workforce as result of work-related injuries or ill health	–	–	–	– %
Number of work-related accidents	381	402	218	(45.8)%
Work-related accident rate	64	46	37	(19.6)%
Total work days lost due to work-related accidents and ill health:				
Employees	1,066	995	2,307	131.9 %
Non-employees	2	–	20	– %

ESRS 2 S1-16, S1-1 GDR-P / Protecting human rights

We are committed to protecting our employees' human and labour rights, set out in our Labour and Human Rights Commitment and Framework and supported by mandatory annual training for all employees. This Commitment covers areas such as freedom of association, no forced or child labour and no discrimination. Employees may report any suspected violations of these standards in confidence via our EthicsPoint platform. In 2025, there were two incidents of discrimination or harassment and zero incidents of severe humans rights abuses reported within TIP Group's workforce.

Incidents of discrimination

	2023	2024	2025
Reported incidents of severe human rights violations	–	–	–
Reported incidents of discrimination (including harassment)	–	1	2
Number of discrimination complaints from employees filed through official channels	–	5	2
Fines, penalties or compensation paid to redress cases of discrimination	–	–	–

* Severe human rights violations include those relating to child or forced labour, and human trafficking etc.
* Complaints include those reported via TIP Group's EthicsPoint platform, and the company's Ombuds system only.

Labour and Human Rights Commitment and Framework Policy

Policy	Labour and Human Rights Commitment and Framework
Content	Sets out the company's respect for basic labour and human rights in the workplace, including: • Freedom of association • No forced/child labour • Non-discrimination • No harassment • Fair employment (minimum wages, working hours, benefits and working conditions etc.) • Entitlement to leave The policy also sets out minimum expectations for suppliers regarding labour and human rights in the workplace (covering minimum working age, no forced or child labour and health and safety).
Scope	All TIP Group employees (also including contingent workers)
Relevant third-party standards	UN Guiding Principles on Business and Human Rights
Corresponding material topic(s)	Measures against violence and harassment in the workplace

Driving social impact

1. TIP Mechanic Academy

Launched in 2023, the TIP Mechanic Academy (TMA) is the first of its kind in the transportation industry, with trainees becoming TIP-qualified trailer mechanics in nine months. Most mechanic training and education programmes are dedicated to car and truck maintenance, offering limited opportunities to learn trailer repair and maintenance. As most of TIP's mechanics are trailer mechanics, we decided to develop our own training programme in conjunction with a respected education partner. This major training and certification institute for the mobility sector also independently certifies our trainees and thereby guarantees the quality of our services.

The TMA is designed to provide a combination of instructor-led, online and hands-on training to enable trainees to develop the skills and knowledge required to excel as a trailer mechanic. We expanded the programme in 2025 with the development of more specialised training content. During 2025, 42 trainees graduated – in the UK, Germany, the Netherlands and Denmark, embarked into our business as newly qualified semi-trailer mechanics. On completing the course, TMA graduates receive a certificate and are eligible for a full-time position as a trailer mechanic.

We are proud we received official recognition from the 'Society of Operational Engineers' (SOE) for the TMA programme in the UK. The SOE have awarded the TMA their Certificate of Professional Competence, allowing TMA graduates to fast track to their industry-wide qualification: the Institute of Road Transport Engineers 'IRTEC'.

Thanks to the TMA, we are strengthening our mechanics' capabilities and addressing the shortage of skilled mechanics in our industry. Academy graduates are ideally placed to contribute successfully to workshop efficiency and increase the quality of our services to our clients.

2. Mechanic Team Competition

As part of our company culture, we celebrate the talents and expertise of all our employees. Our mechanics are the heroes who use their exceptional skills to keep our customers' fleets running, and they have the chance to display these skills in our annual TIP Group Mechanic Team Competition. We launched a revised version of the competition in September 2025, with currently 57 teams (114 mechanics) enrolled into the competition. The finals of the TMC competition will be held during 2026, and we are looking forward to celebrating the diverse talent.

The initiative aims to highlight the talents of our mechanics around the world, encourage teamwork and recognise their hard work, which forms the backbone of our service organisation. Preliminary rounds are held at country and regional levels, with the Group-wide finals taking place in Valencia, Spain. Participation is continuing from all five regions, and a large number of our newly qualified TMA mechanics join the challenge.

3. Food Drive

To support the communities in which we operate, we relaunched our beloved tradition in 2025: TIP's Food Drive. This Stronger Together initiative is a cornerstone of our commitment to supporting local communities. The Food Drive supported over 260 families with over 400 donation bags collected.

The Food Drive is a chance for us to come together as a team and make a real difference by combatting hunger in our local communities and helping individuals and families facing insecurity. We encouraged our employees, customers and suppliers to donate non-perishable food and other essentials, which we distributed to local food banks just before the Christmas holidays.

4. Cycling for Charity

TIP on Tour

In 2025, TIP's second Benelux charity bike ride took place in the south of France. For this edition, 35 participants representing nearly 20 different organisations – including TIP Benelux customers and suppliers – took to the road for three days of cycling to support the Friends of Sophia Foundation. The TIP on Tour participants and sponsors raised €48,061, with all funds donated to the Sophia Children's Hospital in Rotterdam, which cares for thousands of babies and children with heart defects.

Fat-Bottomed Boys & Girls

The legendary TIP UK charity cycling team, affectionately known as the Fat Bottomed Boys & Girls, has completed its 11th annual ride. This year's challenge – The Italian Job II – saw 52 riders from across the UK, Ireland, France and Italy take on over 350km of northern Italy's most scenic (and steep!) landscapes over three demanding days. And while the route was stunning, the real highlight was the incredible £110,000+ raised so far for the Dougie Mac hospice, surpassing the original £70,000 target.

5. Great Place to Work

In October 2025, TIP Group was officially certified as a Great Place to Work in 11 countries - Austria, Belgium, Denmark, France, Germany, Ireland, Italy, the Netherlands, Poland, Spain and the United Kingdom - making TIP an employer of choice in many of our geographies.

Great Place to Work is the global authority on the workplace culture, employee experience and leadership behaviours required for market-leading revenue, employee retention and innovation. The certification is based on results of the Trust Index™ survey administered by the Great Place to Work Institute, which assesses employee satisfaction in key areas.

This certification is part of our journey to being an employer of choice in the communities where we operate, supporting our recruitment efforts and confirming that our team spirit is at the heart of our business.

Workers in the value chain

ESRS 2 S2-1 MRD-P Policies

TIP Group is committed to supporting fair and respectful working conditions throughout the value chain by promoting equal treatment, preventing discrimination and addressing harassment in all forms.

Value chain workers include employees, sub-contractors and other service providers working for TIP Group suppliers or customers. These workers may be subject to workplace discrimination or harassment.

TIP Group has policies and processes aimed at helping suppliers reduce incidents of workplace discrimination and harassment. These include extensive supply chain due diligence and a Sustainable Procurement Framework, allowing us to identify, prevent and mitigate the risk of discrimination and harassment.

We have also strengthened our Supplier Code of Conduct, which sets out the minimum sustainability standards expected of our suppliers. We expect suppliers to uphold these standards and have adequate policies, processes and management systems in place to ensure human and labour rights are protected throughout their own supply chains.

TIP Group explicitly prohibits trafficking in human beings, forced labour, compulsory labour and child labour through its Supplier Code of Conduct, which applies to Tier 1 suppliers and aligns with ILO Core Conventions. These prohibitions support responsible sourcing and mitigate potential labour-related risks within the value chain.

Policy 1: Supplier Code of Conduct

Scope and coverage
TIP Group's Supplier Code of Conduct applies to all Tier 1 suppliers providing goods and services across TIP Group's value chain, including but not limited to vehicle manufacturing, parts supply, maintenance services, logistics and other operational support services.

The policy covers value chain stages from procurement to the delivery of goods and services. Due to the indirect nature of TIP Group's business model, the policy currently focuses primarily on Tier 1 suppliers, with expectations that suppliers cascade our requirements further down their own supply chains, where relevant.

Material sustainability matter and IROs addressed:
- ESRS S2 – Workers in the value chain
- Material risks related to labour standards, occupational health and safety, and supply chain continuity
- Opportunity to strengthen supplier resilience and responsible sourcing practices

Objectives, commitments and outcomes
The Supplier Code of Conduct sets out TIP Group's expectations regarding:
- Compliance with applicable labour laws and internationally recognised labour standards
- Respect for fundamental human and labour rights
- Safe and healthy working conditions
- Ethical business conduct across the supply chain

The objective of the policy is to mitigate risks of labour-related non-compliance, reduce reputational and operational risks and support stable and responsible supplier relationships. No quantitative targets are currently set; however, compliance with the Code is a prerequisite for supplier engagement.

Implementation, monitoring and accountability
The policy is implemented through:
- Integration into supplier onboarding and contracting processes
- Contractual clauses requiring suppliers to acknowledge and adhere to the Code
- Risk-based supplier reviews and engagement conducted by procurement and operations teams

Oversight and accountability sit with senior management responsible for procurement and supplier management, with support from sustainability and compliance functions.

Monitoring is primarily risk-based and proportionate to supplier type, geography and service criticality. Where non-compliance is identified, TIP Group may engage suppliers on corrective actions and, if necessary, reconsider the business relationship.

The Supplier Code of Conduct aligns with internationally recognised standards, including principles derived from the ILO Core Conventions and UN Guiding Principles on Business and Human Rights.

Stakeholder engagement
Suppliers are informed of the policy during onboarding and contract renewal processes. The Code of Conduct is made available to suppliers, who may raise questions or concerns through established procurement and compliance contact points. Feedback received is considered as part of ongoing policy review.

Policy 2: Responsible Procurement Framework

Scope and coverage
TIP Group's Responsible Procurement Framework governs procurement activities across all business segments and countries of operation. The policy applies to sourcing decisions that may influence working conditions in the value chain, particularly for suppliers providing operationally critical goods and services.

Material sustainability matter and IROs addressed:
- ESRS S2 – Workers in the value chain
- Risks related to supply chain disruption and non-compliance
- Opportunity to integrate sustainability considerations into procurement decisions

Objectives, commitments and outcomes
The policy aims to:
- Integrate sustainability and ethical considerations into procurement decisions
- Encourage responsible supplier behaviour
- Reduce exposure to labour-related risks within the value chain

The policy supports TIP Group's broader sustainability strategy by embedding expectations on labour standards and ethical conduct into supplier selection and evaluation processes.

Implementation, monitoring and accountability
Implementation is carried out through procurement procedures that consider sustainability criteria alongside commercial and operational requirements. Procurement teams are responsible for applying the policy in day-to-day sourcing decisions.

Senior accountability rests with management responsible for procurement and supply chain oversight. The policy is reviewed periodically to reflect changes in regulatory requirements, risk profile and business operations. Training and guidance are provided to procurement staff as part of broader compliance and governance processes.

Stakeholder engagement
Internal stakeholders, particularly procurement and operations teams, are involved in the application and review of the policy. Suppliers are engaged through procurement processes and contractual arrangements, and are informed of TIP Group's responsible sourcing expectations.

Policy 3: Grievance and whistleblowing mechanism (value chain relevance)

Scope and coverage
TIP Group maintains a whistleblowing and grievance mechanism that is accessible to internal and external stakeholders, including suppliers and, where applicable, value chain workers. The mechanism covers issues related to unethical conduct, legal non-compliance and potential human rights concerns.

Material sustainability matter and IROs addressed:
- ESRS S2 – Workers in the value chain
- Risk mitigation related to unidentified labour issues in the supply chain

Objectives, commitments and outcomes
The objective of the mechanism is to:
- Provide a confidential channel for raising concerns
- Enable the early identification and management of potential adverse impacts
- Support compliance with legal and ethical standards

Implementation, monitoring and accountability
The mechanism is managed under TIP Group's governance and compliance framework, with oversight by senior management. Reports are reviewed, investigated where appropriate, and addressed in line with internal procedures.

Stakeholder engagement
Information on how to access the whistleblowing mechanism is made available to relevant stakeholders. Feedback and cases raised through the mechanism inform ongoing risk management and policy review.

Limitations and future development
While TIP Group has policies in place to address material impacts, risks and opportunities related to value chain workers, data availability and visibility beyond Tier 1 suppliers remain limited. TIP Group plans to progressively enhance supplier engagement and data collection processes to strengthen implementation and monitoring over time.

ESRS 2 S2-2 / Engagement with workers in the value chain

TIP Group does not currently engage directly with value chain workers on a systematic basis, due to the indirect nature of its relationship with these workers and the predominance of Tier 1 suppliers within its value chain. As a result, the perspectives of value chain workers are not incorporated into decision-making through direct engagement mechanisms. Instead, TIP Group is informed indirectly of value chain worker perspectives through a combination of:
- Supplier engagement and dialogue conducted as part of procurement and supplier management processes
- Supplier self-assessments and contractual commitments aligned with the Supplier Code of Conduct
- Concerns raised through TIP Group's whistleblowing and grievance mechanisms, which are accessible to external stakeholders, including suppliers
- Monitoring of external developments, industry practices and regulatory expectations related to labour standards

Feedback and information obtained through these channels are considered when reviewing supplier relationships, procurement practices and relevant policies aimed at managing actual and potential impacts on value chain workers, particularly those related to labour standards, occupational health and safety and supply continuity.

TIP Group has not taken specific targeted steps to directly engage vulnerable or marginalised value chain workers. Insight is currently gained indirectly through supplier requirements, grievance mechanisms and risk-based supplier engagement.

During the current reporting period, no material issues were identified through these channels that required significant changes to TIP Group's policies or supplier management approach. Nevertheless, TIP Group recognises the importance of improving visibility over value chain worker perspectives and will continue to assess opportunities to strengthen supplier engagement and data collection over time, in line with a proportionate and risk-based approach.

TIP Group communicates its expectations and actions transparently to suppliers through contractual arrangements, policy documentation and ongoing procurement dialogue.

TIP Group does not have a GFA or other formal agreement with global trade unions or international labour federations related to the respect of human rights of workers, including value chain workers.

As such, TIP Group does not obtain insights into the perspectives of value chain workers through Global Framework Agreements, joint committees or formalised relationships with trade unions at a global level.

TIP Group's commitment to respecting human and labour rights in its value chain is instead addressed through alternative mechanisms, including its Supplier Code of Conduct (effective October 2024), which applies to all suppliers and aligns with internationally recognised standards such as the UN Guiding Principles on Business and Human Rights and ILO Core Conventions. Expectations regarding labour rights, working conditions and freedom of association are communicated through supplier contracts, procurement processes and compliance monitoring.

TIP Group does not currently have other agreements similar to a GFA in place.

ESRS 2 S2-3 GDR-A / Actions related to workers in the value chain

Action plans and resources to manage material impacts, risks and opportunities related to value chain workers

Based on its double materiality assessment, TIP Group identified material risks related to value chain workers at an aggregated level, primarily associated with labour standards, human rights, worker health and safety and ethical conduct in the supply chain. No confirmed material negative impacts on value chain workers were identified during the reporting period. Nevertheless, TIP Group has actions underway to prevent and mitigate potential negative impacts.

Action 1: Implementation of the Supplier Code of Conduct

Status: Ongoing

Description of the action

TIP Group implemented an updated Supplier Code of Conduct that sets minimum requirements for suppliers regarding respect for human rights, prohibition of forced and child labour, fair treatment, freedom of association, and safe and healthy working conditions. The action is intended to prevent and mitigate potential negative impacts on value chain workers by clearly defining expectations and consequences for non-compliance.

Material sustainability matter and IROs addressed

- ESRS S2 – Workers in the value chain
- Prevention of labour-related non-compliance
- Mitigation of reputational and supply chain disruption risks

Evidence of action

- Supplier Code of Conduct formally approved and effective as of October 2024
- Code applies to all suppliers and their subcontractors
- Code integrated into supplier onboarding, contractual arrangements and procurement processes

Actual outcome

As the code was introduced during the reporting period, quantitative outcome data is not yet available. The immediate outcome is the establishment of a clear, enforceable framework to prevent adverse labour impacts and to enable remediation where issues are identified.

Action 2: Risk-based supplier monitoring and corrective action

Status: Ongoing

Description of the action

TIP Group applies a risk-based supplier monitoring approach to identify potential labour-related risks. Where concerns arise, TIP Group engages suppliers to implement corrective actions aimed at stopping potential harm and preventing recurrence.

Material sustainability matter and IROs addressed

- ESRS S2 – Workers in the value chain
- Mitigation of risks related to labour conditions and worker health and safety

Evidence of action
- Supplier self-assessments and engagement processes in place
- Corrective action plans required where potential non-compliance is identified
- Escalation procedures, including possible suspension or termination of supplier relationships, defined in the Supplier Code of Conduct

Actual outcome
No material negative impacts requiring formal remediation were identified during the reporting period. The action supports early risk identification and preventive management of potential impacts.

Action 3: Whistleblowing and grievance mechanisms
Status: Ongoing

Description of the action
TIP Group maintains a confidential whistleblower system accessible to external stakeholders, including suppliers and their employees, enabling concerns related to labour practices or human rights to be raised.

Material sustainability matter and IROs addressed
- ESRS S2 – Workers in the value chain
- Early detection and mitigation of potential negative impacts

Evidence of action
- Whistleblower mechanism referenced in the Supplier Code of Conduct
- Internal processes in place to log, review and investigate concerns
- Non-retaliation commitment embedded in policy framework

Actual outcome
No material value-chain-worker-related grievances were reported during the reporting period. The mechanism strengthens TIP Group's capacity to identify and address issues should they arise.

Tracking and assessment processes
The effectiveness of actions aimed at preventing or mitigating negative impacts on value chain workers is monitored through:
- Supplier monitoring and engagement, including review of supplier self-assessments, follow-up discussions and corrective action plans where relevant
- Internal compliance and governance oversight
- Whistleblowing and grievance mechanisms, which provide an early-warning indicator of potential issues and are monitored for trends, recurrence or escalation needs
- Risk-based audits, conducted where potential violations are identified, to verify supplier compliance, with expectations set out in the Supplier Code of Conduct (effective October 2024)

Linking actions to effectiveness
These processes allow TIP Group to assess whether:
- Supplier expectations are clearly understood and embedded
- Potential labour-related risks are identified at an early stage
- Corrective actions, where required, are implemented and closed
- No recurring or systemic issues emerge over time

At this stage, effectiveness is demonstrated primarily through the absence of material negative impacts identified, the closure of any supplier-level issues raised, and the operational functioning of preventive mechanisms.

Data, metrics and limitations
TIP Group does not currently track quantitative performance indicators (such as injury rates, satisfaction scores or audit compliance percentages) for value chain workers. This reflects:
- The indirect nature of exposure
- The recent implementation of strengthened policies (October 2024)
- Confidentiality considerations and the low volume of reported cases

Instead, qualitative indicators, such as the nature of issues raised, responsiveness of suppliers and successful closure of concerns, are used to assess effectiveness.

Involvement of value chain workers or representatives
Value chain workers are not directly involved in tracking or assessing the effectiveness of actions. Input is received indirectly through supplier-operated grievance mechanisms and TIP Group's whistleblower system. No formal engagement with trade unions, NGOs or worker representatives is currently in place for this purpose.

Lessons learned and continuous improvement
The key lesson from the current reporting period is the importance of clear preventive governance in the absence of confirmed impacts. The introduction of the updated Supplier Code of Conduct has strengthened the foundation for future monitoring and assessment. TIP Group will continue to refine its approach as visibility improves, regulatory expectations evolve and data availability increases.

During the reporting period, TIP Group did not identify or receive reports of any severe human rights issues or incidents connected to its upstream or downstream value chain.

TIP Group monitors potential human rights risks in its value chain through supplier engagement, risk-based monitoring and its confidential whistleblower system, which is accessible to external stakeholders, including suppliers and their employees. These mechanisms are designed to identify and escalate potential severe human rights concerns, such as forced labour, human trafficking, child labour or serious occupational health and safety violations, should they arise.

No incidents meeting the threshold of severe human rights impacts, as defined under the ESRS and relevant international standards, were reported or confirmed during the reporting period. Consequently, no remediation actions related to severe human rights incidents in the value chain were required.

TIP Group remains committed to preventing severe human rights impacts through its Supplier Code of Conduct (effective October 2024), alignment with the UN Guiding Principles on Business and Human Rights and ILO Core Conventions, and ongoing supplier engagement. The company will continue to monitor its value chain and report transparently should any such incidents be identified in future reporting periods.

Governance

Business conduct and corporate culture

ESRS 2 G1-1 GDR-P / Business ethics

Our approach to business ethics is aimed at ensuring compliance with all relevant laws and regulations, as well as upholding high ethical standards within our business operations.
This approach is based on three pillars:

- Our Code of Conduct, which applies to all employees working on TIP Group sites
- Internal group policies, controls and frameworks that complement the Code of Conduct and set out minimum standards in areas such as contract management and sustainable procurement
- An Ombuds system that allows employees to report (suspected) violations of company policies or controls

To ensure compliance with our policies and standards, we provide mandatory annual training in business ethics to all TIP Group employees. This includes refresher courses, online training, in-person seminars and one-to-one training for managers and executives. In addition, we issue functional guidance to our business teams, and our Legal department ensures all policies are kept up to date with the latest changes in laws and regulations. We also provide an Integrity Handbook containing practical guidance on how to apply business ethics.

Code of Conduct Policy

Policy	Code of Conduct
Content	Sets out company values and commitments to operating in a socially responsible manner
Scope	Covers all employees
Relevant third-party standards	None
Corresponding material topic(s)	Corporate culture

Bribery and corruption risk

Given our markets, we don’t consider our business to be at high risk of bribery or corruption. We have identified three areas, however, where such risk may be present:

- Sales of used vehicles (most transactions take place at sales locations in exchange for immediate payment)
- Purchasing of goods and services (because of the possibility of kickbacks and personal incentives)
- Finance (because of the opportunities for misappropriation and/or embezzlement)

TIP notes that although these functions are more at risk, we do not consider any of them to be high risk.

Furthermore, we have taken measures to prevent bribery and corruption throughout our business, including extensive training, financial controls and two-person authorisation for payments. These measures are kept under constant review and improvements to policies, procedures and systems are made where necessary.

The criteria used to make these assessments vary according to the functions. Regarding the sales of used vehicles, the nature of the activities demand that transactions of used vehicles are done quickly at our sales locations for immediate payment. This interaction with customers could lead to a situation in which our salespeople encounter corruption and bribery aimed at circumventing TIP KYC and anti-corruption procedures. All our salespeople are trained on KYC and anti-corruption policy in relation to all transactions they deal with.

The purchasing of products and services may create opportunities for kickbacks involving TIP personnel. The relevant personnel receive regular training on TIP compliance polices.

The Finance community manages TIP's account and, without robust controls, could misappropriate or embezzle funds. TIP therefore maintains robust controls, such as requiring two authorised persons to authorise transfers.

Financial Integrity Policy

Policy	Financial Integrity Policy
Content	Sets out company's rules and standards on: • Anti-money laundering and anti-terrorism • Improper payments (bribery and corruption) • Insider trading • Financial rules, systems and reporting
Scope	Covers all employees and contractors
Relevant third-party standards	None
Corresponding material topic(s)	Corporate culture

Reporting suspected violations

Our business ethics policies require employees to report compliance concerns or breaches immediately. They can do this through Human Resources, Compliance or our Ombuds system, staffed by trained volunteers (the Ombuds system operates outside the company's management hierarchy). In addition, we also have EthicsPoint, our grievance mechanism, open to all employees and outside parties.

All complaints are investigated and disciplinary action taken, if appropriate. We also take corrective measures to ensure, if possible, the incident does not recur. Significant incidents must be escalated to the company CEO and Board of Directors. Our Respectful Workplace Conduct Policy details the process for reporting concerns; this policy includes a no-retaliation provision for employees reporting incidents in good faith.

ESRS 2 G1-2 GDR-A / Actions related to business conduct

Supply chain management

TIP Group has a Sustainable Procurement Framework to manage relations with suppliers, supported by the company's Supplier Code of Conduct. The Framework allows us to identify ESG risks in our supply chain, ensure business continuity and advance our sustainability goals. Our suppliers include mainly vendors of trailers, trucks, parts and other equipment; we also buy management and consulting services.

Under the TIP Group Sustainable Procurement Framework:

- All existing suppliers undergo an annual supply chain risk assessment; this allows us to identify high-risk suppliers based on location, industry, company size and past violations of sustainability standards (where applicable)
- High-risk suppliers are required to complete a Supplier Questionnaire, covering labour rights, health and safety, environmental performance and business ethics – the most significant risks in our supply chain. For these high-risk suppliers, we also conduct further sustainability screening, using AI
- In addition, the top 50% of suppliers (by annual expenditure) undergo a supplementary sustainability assessment, carried out by an independent third party. This covers suppliers' performance in environmental protection, labour and human rights, ethical conduct and sustainable supply chain management

We develop binding remediation plans for suppliers who fail to meet the standards set out in the Supplier Code of Conduct. These plans aim to improve performance and reduce sustainability risk. We also offer additional training and capacity building to support suppliers in implementing plans. In cases of persistent non-compliance, we may consider terminating contracts (after review by our Board of Directors).

New suppliers with an estimated annual spend of over €125,000 undergo a sustainability risk assessment as part of the company's onboarding process; those classified as high-risk are subject to further evaluation before being contracted. TIP Group does not currently include social or environmental criteria in its initial supplier selection process. We are, however, considering this as part of efforts to further strengthen our supply chain management.

We engage regularly with suppliers, helping develop long-term relationships, built on trust. We also monitor sustainability risks and incidents. The Board of Directors receives an annual report on supply chain management covering potential sustainability risks, as well as progress with supplier risk assessments and remediation plans.

To support our Financial Integrity Policy, all employees are required to maintain accurate financial records and abide by the terms of the company's:

- Travel & Living Policy, which sets out rules for expenses and receiving gifts from third parties
- Conflicts of Interest Policy, which is aimed at preventing employees' personal interests interfering with their duties to the company

As part of our Financial Integrity Policy, we do not make donations to political parties, either in cash or kind. We believe these may be perceived as attempting to gain an unfair business advantage.

We're committed to dealing with incidents of bribery and corruption as promptly as possible. Employees must notify Legal, Compliance or our Ombuds system immediately if they know or suspect improper payments have been made. Investigations follow the procedure outlined on page 87 (S1-2 - Channels).

We also provide specific anti-corruption/anti-bribery training:

- Our Financial Integrity Policy is included in annual Code of Conduct training. This training covers functions most exposed to the risk of bribery and corruption (including Finance, TIP Used and Procurement).
- Additional training is also provided to departments overseeing compliance (including Legal, Human Resources and Finance).
- All members of the Board of Directors, EMT and Cube Transportation's Supervisory Board have received anti-corruption/anti-bribery training.
- Our sales teams are trained in company Know Your Customer and anti-corruption procedures.

ESRS 2 G1-3 / Targets related to business conduct

Business conduct is addressed within the Group's overall governance framework and reflects the importance of ethical behaviour, integrity, and compliance with applicable laws and regulations. Consideration of business conduct matters is integrated into relevant governance and oversight processes in a manner proportionate to the nature, scale and complexity of the Group's activities.

The Group's approach is informed by applicable legal requirements and generally accepted principles of responsible business behaviour, and is intended to support consistent decision-making and the management of potential risks. This approach may evolve over time in response to changes in the regulatory environment and business context.

ESRS 2 G1-4 / Metrics related to corruption or bribery

During 2025, TIP Group reported one incident of bribery or corruption. Local management addressed the non-compliance, reiterated the required process, and applied an appropriate corrective action. This minor incident has been resolved and the case closed.

	2023	2024	2025
Number of confirmed corruption and bribery incidents	0	0	1

All employees receive annual training on anti-corruption and anti-bribery. This includes those in high-risk functions, managers, board members and executives. The training involves computer-based learning to ensure employees understand their responsibilities in this area and are able to comply fully.

ESRS 2 G1-5 Our approach to advocacy

TIP Group does not engage in lobbying activities directly. Instead, we work through the ETB to share views and expertise with policymakers. As a matter of policy, we do not make donations to political parties. None of our EMT or Cube Transportation Supervisory Board members has held positions in government, regulation or public administration during the past two years.

The ETB represents leading European transport and logistic companies. Together, ETB members control over 300,000 trailers. The ETB's missions are:

- To reduce the environmental impact and congestion from road freight
- To increase road safety and the competitiveness of the road transport industry

TIP Group is a founding member of the ETB. We help prepare ETB position papers and responses to European Commission proposals for directives and other regulations, subject to approval by the members of the EMT. TIP Group currently holds the position of ETB Chairman (Rogier Laan, the company's Vice-President Sales and Marketing). Within our Board of Directors, responsibility for our ETB activities lies with the CEO. Sustainability appears on the agenda of all ETB meetings.

The main topics covered by TIP Group's work with the ETB were as follows:

Topic	TIP Group position
Cross-border operation of longer, heavier vehicles within the EU	To allow the cross-border operation of European Module System vehicles between EU member states without specific bilateral agreements
EU permitted weights and dimensions	To establish consistent, EU-wide maximum and minimum weights and lengths for heavy-duty vehicles to create a level playing field across member states
Propulsion systems for trailers	To urge faster regulatory approval of technologies, such as electric-drive trailers across the EU, with an additional weight allowance to incentivise adoption
Electric recuperation axles (e-axles)	To urge EU-wide regulatory approval of e-axles, with an additional weight allowance to encourage industry investment
Zero-emission heavy duty vehicles	To propose a co-funded EU incentive scheme to purchase battery electric and hydrogen fuel-cell trucks and coaches to complement national programmes and allow cross-border use

The ETB has recently become a member of the International Road Transport Union (IRU), and its plan is to work closely with the IRU on topics that align with the ETB's priorities. As members of the IRU, the ETB will be able to engage better with EU policymakers.

ESRS 2 G1-6 Metrics in relation to payment practices

TIP Group ensures timely payments to its suppliers, in line with the EU Payment Directive. Large suppliers are typically paid within 60 days from the start of the contractual or statutory payment term, while small and medium (S/M) suppliers are generally paid within 30 days. Our standard payment terms are defined according to supplier size to promote fair and transparent business practices.

Appendix

ESRS 2 IRO-2 / ESRS content index

List of the DRs (disclosure requirement) complied with in preparing the sustainability statement

ESRS topical standards		See page
Environmental		
E1-1	Transition plan for climate change mitigation	72
E1-2	Identification of climate-related risks and scenario analysis	-
E1-3	Resilience in relation to climate change	-
E1-4	Policies related to climate change mitigation and adaptation	76
E1-5	Actions and resources in relation to climate change mitigation and adaptation	77
E1-6	Targets related to climate change	78
E1-7	Energy consumption and mix	79
E1-8	Gross Scope 1, 2, 3 GHG emissions	80
E1-9	GHG removals and GHG mitigation projects financed through carbon credits	-
E1-10	Internal carbon pricing	-
E1-11	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	-
E5-1	Policies related to resource use and circular economy	84
E5-2	Actions and resources related to resource use and circular economy	85
E5-3	Targets related to resource use and circular economy	85
E5-4	Resource inflows	-
E5-5	Resource outflows	85
Social		
S1-1	Policies related to own workforce	91, 92, 93, 94
S1-2	Engagement with own workforce and workers' representatives, existence of channels for own workforce to raise concerns or needs, and approaches to remedy	87

ESRS topical standards		See page
S1-3	Actions and resources related to own workforce	-
S1-4	Targets related to own workforce	-
S1-5	Characteristics of the undertaking's employees	90
S1-6	Characteristics of non-employees in the undertaking's own workforce	90
S1-7	Collective bargaining coverage and social dialogue	108
S1-8	Diversity metrics	108
S1-9	Adequate wages	91
S1-10	Social protection	109
S1-11	Social protection	-
S1-12	Training and skills development metrics	92
S1-13	Health and safety metrics	93
S1-14	Work-life balance metrics	-
S1-15	Remuneration metrics	110
S1-16	Incidents of discrimination and other human rights incidents	94
S2-1	Policies related to workers in the value chain	97
S2-2	Engagement with workers in the value chain, existence of channels for workers in the value chain to raise concerns or needs, and approaches to remedy .	99
S2-3	Actions and resources related to workers in the value chain	100
S2-4	Targets related to workers in the value chain	-
Governance		
G1-1	Policies related to business conduct	103
G1-2	Actions related to business conduct	104
G1-3	Targets related to business conduct	105
G1-4	Metrics related to corruption or bribery	105
G1-5	Metrics related to political influence, including lobbying activities	106
G1-6	Metrics related to payment practices	106

Additional disclosures for EcoVadis

Collective bargaining

We are committed to upholding high standards of labour rights across our operations. Although we do not currently operate under a GFA, we do have processes in place to ensure continued dialogue with trade unions and worker representatives.

Collective bargaining processes vary by country. In some countries, like the Netherlands and Germany, working conditions are negotiated through works councils. In a few other countries, working conditions are included in individual contracts or covered by industry-wide CLAs (Collective Labour Agreements). At the end of 2025, 32.1% of TIP Group's total workforce was covered by CLAs. In the Netherlands – the location of TIP Group's headquarters – this figure rises to 65.2%.

Percentage of own employees covered by collective bargaining agreements, reported by country for EEA countries where the Group has significant employment

Country	% Employees covered (2023)	% Employees covered (2024)	% Employees covered (2025)
TIP Group	26 %	31 %	32 %

Social Dialogue Commitment and Framework Policy

Policy	Social Dialogue Commitment and Framework
Content	Sets out TIP Group's commitment to employees regarding: • Freedom of association and effective recognition of the right to collective bargaining • Elimination of all forms of forced or obligatory labour • Effective abolition of child labour • Elimination of discrimination in employment and occupation • Promotion of social dialogue
Scope	All TIP Group employees
Relevant third-party standards	ILO Declaration on Fundamental Principles and Rights at Work

Social dialogue

TIP Group's Social Dialogue Commitment and Framework ensures the company adheres to internationally recognised employment standards, including those set out by the ILO covering freedom of association, collective bargaining and promotion of safe, equitable and non-discriminatory workplace practices.

Percentage of employees covered by workers' representatives in each EEA country where the Group has significant employment

Country	Employees Covered	% Employees Covered
France	299	100 %
Germany	305	41 %
Netherlands	352	98 %
Poland	124	100 %

Existence of any agreement with employees for representation by European Works Council (EWC), Societas Europaea (SE) Works Council, or Societas Cooperativa Europaea (SCE) Works Council

France	In France, employees have the CSE (classic works council) and CSSCT (EHS representatives), as defined by law.
Germany	There are only General Works Council and local Works Council agreements in existence.
Netherlands	There is no existence of any agreement with EWC, SE or SCE.
Poland	In TIP in Poland, there is no agreement with employees for representation by a EWC, a SE or a SCE.

Diversity, equity and inclusion

TIP Group has introduced a Diversity, Equity and Inclusion (DE&I) Commitment and Framework as part of our commitment to create a positive workplace and a culture of belonging together. Our DE&I framework aims to promote fairness, respect and a safe environment for all. Besides this framework, we organise initiatives to promote DE&I at our workplaces. We offer webinars to employees and launched online courses on topics such as leadership, assertiveness, inclusion, career development, unconscious bias and inclusive leadership training. We also commemorate international events, such as International Women's Day and Zero Discrimination Day to promote awareness and foster a culture of inclusion.

Gender distribution in senior management

	2023		2024		2025	
	Female	Male	Female	Male	Female	Male
Number of leaders by gender	13	65	13	62	13	56
Percentage by gender	16.7 %	83.3 %	17.3 %	82.7 %	18.8 %	81.2 %

Age distribution (TIP Group workforce)

	%	Headcount (including interns)	Headcount (excluding interns)
Under 30 years old	18 %	540	525
Between 30-50 years old	49 %	1,511	1,510
Over 50 years old	34 %	1,034	1,034

Age distribution (senior management)

Under 30 years old	0
Between 30-50 years old	26
Over 50 years old	43

Respectful Workplace Conduct Policy

Policy	Respectful Workplace Conduct Policy
Content	Sets out guidelines for workplace conduct, covering: • Anti-discrimination and harassment • Workplace violence • Approach to communications and honesty • Raising concerns and disciplinary action The policy also includes a non-retaliation clause to protect employees' reporting (suspected) incidents in good faith.
Scope	All TIP Group employees and those with whom TIP Group does business, including contractors, agents, customers, suppliers and vendors
Relevant third-party standards	None
Corresponding material topic(s)	Measures against violence and harassment in the workplace

Social protection

All TIP Group employees have access to social protection for sickness, unemployment, injury and retirement, as well as the right to parental leave; these benefits are provided either through the company or national welfare systems.

Access to social protection by life event

Major life event	Social protection provided	Coverage (% of TIP Group employees, end-2025)
Sickness	TIP Group employees are protected from loss of income due to illness through: • National health and welfare systems in their respective countries • And/or company health benefits and protection	100 %
Unemployment	Employees are covered by national unemployment systems in their countries of operation; employees may also qualify for redundancy payments and other company benefits.	100 %
Injury and acquired disability	Employees are covered by national injury compensation schemes, as well as company benefits and insurance in case of injury or disability experienced at work.	100 %
Parental leave	Employees have access to statutory parental leave in their countries of operation; they may also qualify for company parental leave (which varies by location, but often goes beyond statutory minimum leave).	100 %
Retirement	Employees are included in national state or privately-operated pension systems (to which TIP Group contributes, in accordance with local laws).	100 %

Gender pay gap

We are working to reduce our gender pay gap by encouraging greater gender diversity within our workforce and promoting more women to management positions. At the end of 2025, our gender pay gap stood at 3%, down from 5% the previous year and below our maximum target of 11%. Annual total remuneration ratio is 12%.

To calculate our gender pay gap as a financing KPI, we have excluded significant acquisitions from our calculations, including:

- Acquisitions of businesses with 50 employees or more
- Acquisitions of business with fewer than 50 employees if this, in combination with other similar acquisitions, results in the addition of 50 employees or more to TIP Group's workforce

These exclusions apply only to acquisitions made after the end of 2021 and are aimed at avoiding distortion based on recent M&A activity. Such acquisitions – particularly in M&R - may result in a significant increase in the number of male employees; this, in turn, would distort calculation of our gender pay gap and lead to a conflict between the company's growth and sustainability ambitions.

Gender pay gap (hourly compensation)

	Gender Pay Gap (2023)	Gender Pay Gap (2024)	Gender Pay Gap (2025)
TIP Group Employees	6 %	5 %	3 %

EcoVadis Disclosure	2023	2024	2025
Percentage of operational sites for which an employee health and safety risk assessment has been conducted	100%	100%	100%
Percentage of employees who received skills-related training	100%	100%	100%
Percentage of employees trained on discrimination and harassment	100%	100%	100%
Number of hours worked	6.99m	6.37m	6.29m
Ratio of the annual total compensation for the highest paid individual, to the median annual total compensation for all employees	16.9	17	11.69
Percentage of women on the organisation's board	25.0 %	25.0 %	25.0 %
Percentage of employees from a minority or vulnerable group at top management level (minority or vulnerable group = women)	14.3 %	14.3 %	20.0 %
Percentage of employees trained on specific environmental issues	31.0 %	81.0 %	55.0 %
Percentage of operational sites assessed on specific environmental risks	100.0 %	100.0 %	100.0 %
Percentage of operational sites with an environmental certification, such as ISO 14001, EMAS, ISO 50001	1.0 %	2.3 %	2.3 %
Percentage of total waste from company operations diverted from landfills	NA	84.4 %	90.0 %
Percentage of targeted suppliers that have signed the Sustainable Procurement Charter or Supplier Code of Conduct	– %	100% (6 targeted suppliers)	100% (6 targeted suppliers)
Percentage of targeted suppliers that have gone through a sustainability assessment	– %	100% (Tier 1 suppliers)	100% (Tier 1 suppliers)
Number of confirmed information security incidents	– %	– %	– %
Percentage of employees trained on business ethics	60.0 %	85.0 %	100.0 %

FINANCIAL STATEMENTS

Consolidated statement of profit or loss	112
Consolidated statement of comprehensive income	113
Consolidated statement of financial position	114
Consolidated statement of changes in equity	116
Consolidated statement of cash flows	117
Additional information on the consolidated statement of cash flows	118
General notes	119
Specific notes	139
Company financial statements	176
Statement of profit or loss	177
Statement of financial position	178
Statement of changes in equity	179
Notes to the company financial statements	180
Board of Directors of Global TIP Holdings Two B.V.	184
Other information	185

Consolidated statement of profit or loss

for the period ended 31 December

€m	Note	2025	2024
Revenue	8	1,263.0	1,190.4
Cost of sales	9	(972.6)	(905.8)
Expected credit losses	9	(6.4)	(2.2)
Gross profit		284.0	282.4
Administrative and other operating expenses	10	(153.7)	(151.4)
Amortisation of intangible assets	10	(8.7)	(8.1)
Exceptional administrative items	17	(0.6)	(4.9)
Operating profit		121.0	118.0
Finance income	14	7.2	4.3
Finance cost	14	(97.2)	(113.3)
Profit before taxes from continuing operations		31.0	9.0
Taxation	16	(10.7)	(5.1)
Net profit from continuing operations		20.3	3.9
Profit after tax for the year from discontinued operations	15	–	95.3
Net profit		20.3	99.2
Underlying operating profit from continuing and discontinued operations[1]		130.3	154.3

[1] Underlying operating profit excludes amortisation of intangible assets and exceptional items to provide a better indication of the Group's underlying business performance

Consolidated statement of comprehensive income

for the period ended 31 December

€m	Note	2025	2024
Net profit from continuing operations		20.3	3.9
Net profit from discontinued operations	15	–	95.3
Net profit		20.3	99.2
Foreign currency translation		(2.3)	5.6
Foreign currency translation reserve, net of tax		(2.3)	5.6
Cash flow hedge revaluation		(5.2)	(4.3)
Taxation	16.2	1.4	0.9
Cash flow hedge, net of tax		(3.8)	(3.4)
OCI to be reclassified to profit or loss in subsequent periods, net of tax		(6.1)	2.2
OCI for the period, net of tax		(6.1)	2.2
Comprehensive income for the period, net of tax		14.2	101.4

Consolidated statement of financial position

as at 31 December

€m	Note	2025	2024
Fleet	18	2,238.5	2,113.8
Property, plant and equipment	19	263.1	254.8
Intangible assets	20	90.8	95.7
Financial assets	21	90.3	91.0
Deferred tax assets	22	18.6	13.2
Non-current assets		2,701.3	2,568.5
Inventories	23	46.1	47.2
Trade and other receivables	24	194.7	204.7
Financial assets	21	0.5	0.7
Derivatives	27	–	3.0
Current tax assets		2.1	7.6
Cash and cash equivalents	25	1.0	8.1
Current assets		244.4	271.3
Total assets		2,945.7	2,839.8
Borrowings	26	542.5	101.5
Derivatives	27	5.0	–
Provisions	28	3.0	6.0
Trade and other payables	29	216.5	197.6
Current tax liabilities		0.9	5.0
Current liabilities		767.9	310.1

€m	Note	2025	2024
Borrowings	26	1,471.4	1,818.6
Derivatives	27	5.4	6.5
Trade and other payables	29	30.3	28.7
Deferred tax liabilities	22	28.6	28.0
Non-current liabilities		1,535.7	1,881.8
Total liabilities		2,303.6	2,191.9
Net assets		642.1	647.9
Share capital	31.1	–	–
Share premium		477.1	477.1
Retained earnings		179.7	179.4
Other reserves	31.3	(14.7)	(8.6)
Equity		642.1	647.9

Consolidated statement of changes in equity

for the period ended 31 December

€m	Note	Share capital	Share premium	Retained earnings	Other reserves	Reserve of disposal group held for sale	Equity
At 1 January 2024		–	477.1	175.8	(7.9)	(2.9)	645.0
Net profit		–	–	99.2	–	–	99.2
OCI for the period	31.3	–	–	–	2.2	–	2.2
Reserve of disposal group held for sale	15	–	–	–	(2.9)	2.9	–
Total comprehensive income		–	–	99.2	(0.7)	2.9	101.4
Dividends		–	–	(95.6)	–	–	(95.6)
At 31 December 2024		–	477.1	179.4	(8.6)	–	647.9
Net profit		–	–	20.3	–	–	20.3
OCI for the period	31.3	–	–	–	(6.1)	–	(6.1)
Total comprehensive income		–	–	20.3	(6.1)	–	14.2
Dividends	31.2	–	–	(20.0)	–	–	(20.0)
At 31 December 2025		–	477.1	179.7	(14.7)	–	642.1

Consolidated statement of cash flows

for the period ended 31 December

€m	Note	2025	2024
Operating activities			
Profit before tax from continuing operations		31.0	9.0
Profit before tax from discontinued operations		–	20.6
Profit before tax		31.0	29.6
Adjustments to reconcile profit before tax to net cash flows	a	477.4	466.8
Working capital movements	b	20.6	(21.4)
Net fleet investments	c	(460.2)	(350.3)
Net interest and tax	d	(94.0)	(121.7)
Cash flow used in operating activities of discontinued operations		–	20.5
Net cash flows from/(used in) operating activities		(25.2)	23.5
Investing activities			
Business combinations (net of cash acquired)	7	–	(11.7)
Financial assets	21	(2.4)	(8.4)
Proceeds from PP&E disposal		1.7	0.4
PP&E purchases		(18.9)	(20.2)
Intangible assets purchases		(3.9)	(8.0)
Proceeds from disposal of discontinued operations	15	–	410.0
Net cash flows from/(used in) investing activities		(23.5)	362.1
Net cash flows after investing activities		(48.7)	385.6
Financing activities			
Borrowing drawdowns		382.9	427.9
Payment of principal portion of lease liabilities		(41.6)	(37.2)
Borrowing repayments		(280.3)	(691.2)
Dividends paid	31.2	(20.0)	(95.6)
Net cash flows from/(used in) financing activities		41.0	(396.1)
Net cash flows after investing and financing activities		(7.7)	(10.5)
Cash and cash equivalents at 1 January[1]		8.1	19.1
Net increase/(decrease) in cash and cash equivalents		(7.7)	(10.5)
Net foreign exchange difference		0.6	(0.5)
Cash and cash equivalents at 31 December	15 & 25	1.0	8.1

[1] 2024 opening balance includes the cash and cash equivalents from the discontinued operations

Additional information on the consolidated statement of cash flows

for the period ended 31 December

a) Adjustments to reconcile profit before tax to net cash flows

a) Adjustments to reconcile profit before tax to net cash flows €m	Note	2025	2024
Gain on disposal of fleet		(12.9)	(18.3)
Gain on disposal of PP&E	10	(0.3)	(0.4)
(Gain)/loss on disposals		(13.2)	(18.7)
Depreciation of fleet	18	356.7	326.1
Depreciation of PP&E	19	31.0	30.8
Amortisation of intangible assets	20	8.7	8.1
Depreciation/amortisation		396.4	365.0
Finance income	14	(7.2)	(4.3)
Finance cost	14	97.2	113.3
Finance items		90.0	109.0
Other non-sale disposals related to fleet	18	6.4	6.2
Movement in provisions		(3.0)	3.6
Accrued income on derivatives		0.8	1.7
Other non-cash adjustments		4.2	11.5
Total		477.4	466.8

b) Working capital movement €m		2025	2024
(Increase)/decrease of inventories		(9.9)	(13.5)
(Increase)/decrease of trade receivables		10.0	(15.4)
Increase/(decrease) of trade payables		20.5	7.5
Total		20.6	(21.4)
c) Net fleet investments **€m**	**Note**	**2025**	**2024**
Proceeds from fleet sales		101.5	118.3
Fleet purchases		(545.4)	(451.4)
Fleet customisation expenditures paid	18	(16.3)	(17.2)
Net fleet investments		(460.2)	(350.3)

d) Net Interest and tax €m	Note	2025	2024
Interest received	21	3.6	2.9
Interest paid		(84.5)	(108.1)
Interest rate swaps realised loss	14	2.9	14.1
Debt issuance fee		(2.2)	(5.6)
Income tax paid		(13.8)	(25.0)
Net interest and tax		(94.0)	(121.7)

General notes

1. Corporate information

The consolidated financial statements of Global TIP Holdings Two B.V. (hereafter referred to as "Company" or "Parent") and its subsidiaries (hereafter collectively referred to as the "Group") for the 12 months ended 31 December 2025, were authorised for issue in accordance with resolution of the Board of Directors of the Company dated 12 March 2026. Information on the Group shareholding structure is provided in note 32.

The Company is a "besloten vennootschap" (B.V.) incorporated in the Netherlands under Dutch law and domiciled in Amsterdam. Its registered office is located at "Alpha Tower", De Entrée 33, 1101 BH, Amsterdam, the Netherlands.

The immediate parent of the Company at 31 December 2025 is Cube Transportation Europe Coöperatief U.A., a cooperative with excluded liability (coöperatie met uitgesloten aansprakelijkheid) under Dutch law. Its registered office is located at "Alpha Tower", De Entrée 33, 1101 BH, Amsterdam, the Netherlands and its Dutch Trade Register number is 58146369. The ultimate parent of the Company is ISQ Holdings, LLC, which is a limited liability company incorporated in the Cayman Islands under registration number 2464 and with its registered address at c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. ISQ Holdings, LLC is the managing member of I Squared Capital, LLC, which in its turn is the general partner of ISQ Global Fund II GP, LLC. ISQ Global Fund II GP, LLC is the general partner who exercises the exclusive management and control decisions on behalf of ISQ Global Infrastructure Fund II L.P. ISQ Global Fund II GP, LLC is a limited liability company incorporated and registered in Delaware, USA (reg: 6370470). Its registered address is at Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808, USA.

There is no natural person who ultimately is entitled to or controls (in each case whether directly or indirectly) more than a 25% share of the capital, profits, or voting rights of ISQ Global Fund II GP, LLC and the Company other than Mr. Sadek Wahba and Mr. Gautam Bhandari who indirectly control more than 25% of the Company via their indirect interest of more than 25% in ISQ Global Fund II GP, LLC. As of the date of this report, there are no investors holding 10% or more of the economic interests in the entire ISQ Global Infrastructure Funds II structure, of which ISQ Global Fund II GP is the general partner.

I Squared Capital Advisors (US) LLC ("ISQ") is an independent global infrastructure investment manager who provides investment advice to Fund II, its investors, and portfolio companies.

The firm targets high-quality, resilient assets in the digital infrastructure, energy, utilities, transport, and social infrastructure sectors.

ISQ is an investment adviser registered with the U.S. Securities and Exchange Commission (with SEC# 801-78269) which is headquartered in Miami, employing over 215 professionals managing 40+ platform companies across 50+ countries from its local offices in London, Hong Kong, Singapore, New Delhi, Sydney, and Taipei. The firm has over $36 billion of assets under management, including committed capital from some of the world's largest pension funds, sovereign wealth funds, asset managers, banks, and insurance companies from North America, Europe, Middle East, Asia, and Australia.

The principal activity of the Group is to provide leasing/rental, maintenance and repair and other value added solutions to the transportation and logistics industry.

2. Basis of preparation

a) Going concern

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as going concern in the foreseeable future.

b) Functional and presentation currency

Items included in the financial statements of each of the Group companies are measured using the currency of the primary economic environment in which each company operates (the functional currency). The consolidated financial statements of the Group are presented in euros (€) which is the functional and presentation currency of the Parent.

All values in the financial statements are rounded to the nearest hundred thousand €, except where otherwise indicated.

c) Principal accounting convention

The consolidated financial statements have been prepared under the historic cost convention as modified by the measurement at fair value of assets and liabilities acquired through business combinations and derivatives.

d) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent and its subsidiaries as at 31 December 2025 and for the 12-month period then ended.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Special purpose vehicle (SPV)

An SPV is a company created to accomplish a narrow and well-defined objective, such as the securitisation of leased assets. The financial statements of a special purpose company are included in the Group's consolidated financial statements where the substance of the relationship is that the Group continues to be exposed to risks and rewards from the securitised leased assets. The Group uses a legal entity, which was incorporated specifically for the Group's securitisation transactions and is effectively controlled by the Group. This company is therefore regarded as a subsidiary and included in the consolidated financial statements of the Group.

Specifically, the Group controls an SPV if, and only if, the Group has:

- Power over the SPV (i.e. existing rights that give it the current ability to direct the relevant activities of the SPV)
- Exposure, or rights, to variable returns from its involvement with the SPV
- The ability to use its power over the SPV to affect returns.

The Group refers to the borrowings in the SPV as asset backed securitisation debt (ABS).

e) Comparatives

The consolidated financial statements provide comparative information in respect of the previous period.

f) Statement of cash flows

The statement of cash flows has been drawn up in accordance with the indirect method, classifying cash flow as cash flows from operating, investing and financing activities. Changes in balance sheet items that have not resulted in cash flow have been eliminated for the purpose of preparing this statement.

g) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is current when it fulfils one or more of the following conditions:

- Expected to be realised or intended to be sold or consumed in a normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months of the reporting period
- Cash or cash equivalents, unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period

All other assets are classified as non-current.

A liability is current when it fulfils one or more of the following conditions:

- Expected to be settled in a normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within 12 months of the reporting period, even if the original term was for a period longer than 12 months
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

h) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with IFRS issued by the IASB and as adopted by European Union and Part 9 of Book II of the Netherlands Civil Code.

The financial data of the Company is included in these consolidated financial statements.

3. Material accounting policy information

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method, except for those combinations under common control, which are accounted for by applying predecessor accounting ("pooling of interest").

The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date including any contingent consideration payable or receivable. Acquisition-related costs are expensed as incurred and included in the expense category consistent with the nature of the expense.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any amendments to fair values within the twelve-month timeframe from the date of acquisition will be reflected in the next year's Annual Report as stipulated by IFRS 3.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in the profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

b) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group, and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties. The Group has concluded that it is the principal in its revenue arrangements since it is the primary obligor in the revenue arrangements, has pricing latitude, and is also exposed to inventory and credit risks.

In addition to the criteria above, the following revenue recognition criteria apply:

I) Leasing: consists of revenue from operating leases with a contractual duration of one year or more. Revenue from operating leases also includes an element related to maintenance and repair (M&R).

Operating lease revenue is accounted for on a straight-line basis over the lease term.

Leasing includes fees for cancellation of lease contracts and excess mileage. Cancellations of lease contracts are recognised at the point that the customers terminate the lease. Excess

mileage is recognised once the trailer mileage is ascertained, which is typically during maintenance events or at the end of the lease.

The revenue from the M&R component of the leasing contracts is recognised by reference to the cost incurred compared to the expected cost over the lifetime of the contracts. The expected M&R cost is projected based on historical M&R data per asset type, age, country and contract type.

II) Rental: consists of revenue from operating leases with a contractual duration of less than one year. Revenue from rental includes an element related to maintenance and repair. Rental revenue is accounted for on a straight-line basis over the rental term.

Rental includes fees for cancellation of rental contracts and excess mileage. Cancellations of rental contracts are recognised at the point that the customer terminates the rental. Excess mileage is recognised once the trailer mileage is ascertained which is typically during maintenance events or at the end of the rental period.

III) Damage protection: it is standard business practice for the supplier to recharge to the customer any damage to assets which occurred while the assets were in the customer's care. However, in cases where the customer buys a damage protection waiver product on top of the lease or rental, the supplier waives such recharges. This revenue is recognised on a straight-line basis over the duration of the relevant lease or rental agreement.

IV) Maintenance and repair (M&R) 3rd party: consists of revenue generated from the performance of trailer M&R services for third parties. Such services are typically performed over an indeterminate number of events within a specified period of time. M&R contracted 3rd party revenue is recognised by reference to the cost incurred compared to the expected cost over the lifetime of the contracts. The expected M&R cost is projected based on historical M&R data per asset type, age, country and contract type.

Revenue from non-contracted M&R services is recognised once the relevant service is completed.

V) Other: includes transaction fees, which represent commission income earned from third parties for sourcing equipment, equipment funding and related services. Transaction fees are recognised once the relevant transaction is completed. Other also includes buy-to-sell revenue where the Group purchases assets to resell, plus advertising and management fees charged to affiliate companies.

Deferred revenue relates to amounts billed in advance.

VI) Lease determination: the determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases.

c) Cost of sales

The following cost recognition criteria apply:

I) Maintenance and repair (M&R) own fleet: consists of costs incurred in maintaining and repairing the Group's own fleet. These costs are recognised as M&R work is performed. Accruals are recognised for costs which have been incurred but not invoiced. M&R rebills, directly charged to the customers, are included in leasing and rental revenue.

II) Damage protection: consists of repair and damage costs incurred for trailers which are subject to damage protection contracts. Costs incurred are recognised as repair work is performed. Accruals are recognised for costs which have been incurred but not invoiced.

III) Maintenance and repair (M&R) 3rd party: consists of costs incurred in providing M&R 3rd party services. Costs incurred are recognised as M&R work is performed. Accruals are recognised for costs which have been incurred but not invoiced.

IV) Other: principally consists of buy to sell costs where the Group purchases assets to resell.

V) Expected credit losses: consists of credit loss allowance related to trade receivables.

VI) Lease in: represent costs incurred from leases (less than 12 months).

VII) Fleet customisation: costs specific for the customer's needs. These costs are capitalised and depreciated over the lease term. If a contract is terminated early then the related costs are expensed to the statement of profit or loss.

VIII) Depreciation of fleet: the equipment is depreciated to holding periods and residual values determined by the Group's Asset Management team (AMT). For details see note 3i.

d) Administrative and other operating income and expenses

The following cost recognition criteria apply:

By their nature, operating expenses cannot be associated with the specific revenue items. Expenses are recognised immediately in the profit or loss when expenditure produces no future economic benefit or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the balance sheet as an asset. Expenditure is recognised when the related goods or services have been received. Accruals are recognised for all such costs which have been incurred but not invoiced.

The Group operates a policy of charging employee benefit costs to cost of sales for workshop time spent on M&R own fleet and 3rd party equipment, customer service and checking trailers in and out. Employee benefit costs are recognised when the employee has rendered the service in exchange for those benefits.

The Group also charges employee benefit costs for time spent on internally developed software to software capitalised/work in progress. Refer to m) Intangible assets for further details.

The Group operates a policy of charging rental expense to cost of sales in relation to workshop rental expense (less than 12 months).

e) Foreign currency translation

Transactions and balances

The Group companies initially record transactions in foreign currencies in subsidiary's functional currency. They are then converted to the subsidiaries functional currency at the monthly exchange rate, determined as the spot rate at the beginning of the month.

Monetary assets and liabilities denominated in foreign currencies are retranslated at each month end to the functional currency at the exchange rate then prevailing. All differences are taken to the profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Group companies

The assets and liabilities of foreign operations are translated into € at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. All exchange differences are recorded in a foreign currency translation reserve in the consolidated statement of comprehensive income.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the monthly exchange rate applicable at the acquisition date.

f) Non-current assets held for sale and discontinued operations

The Group classifies non-current assets and disposal group as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal group classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification are considered to be met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A part of the TIP Group, whose operations and cash flows can be clearly distinguished operationally and for financial reporting purposes from the other operating businesses, is classified as a discontinued operation if the component either has been disposed of or is classified as held for sale, and:

- represents a separate major line of business or geographic area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the net income/loss from continuing operations and are presented as a single amount as gain/loss from discontinued operations, net of tax in the consolidated statement of profit or loss. When an operation is classified as a discontinued operation, the comparative consolidated statement of profit or loss and consolidated statement of cash flows are restated and presented as if the operation had been classified as such from the start of the comparative year. Additional disclosures are provided in Note 15. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

g) Taxation

Taxation for the period comprises current and deferred tax. Taxation is recognised in the profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income.

The effective tax rate is subject to change as a consequence of incentive tax credits, business expenses which are not deductible for taxation, non-taxable income and irrecoverable withholding taxes which cannot be offset against other taxes due.

Current tax

Current tax is the expected taxation payable or receivable on the taxable profit for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable or receivable in respect of prior years. Current tax assets and current tax liabilities are only offset if there is a legally enforceable right to offset the recognised amounts.

Deferred tax

Deferred tax is recognised using the liability method, providing for taxable temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for tax purposes and is calculated using the enacted or substantively enacted rates that are expected to apply when the asset or liability is settled.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Future taxable profits are determined based on business plans. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction in goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off tax assets against tax liabilities and when the deferred taxes relate to the same fiscal authority.

h) Exceptional items

Exceptional items are disclosed separately in the consolidated financial statements where it is necessary to provide a further understanding of the financial performance of the Group. They are items of revenue or expense which because of their size, nature or expected infrequency merit separate presentation in the consolidated statement of profit or loss. The following items are considered exceptional if and when they occur:

- Costs of significant restructuring
- External costs related to Business Transformation that cannot be capitalised
- External costs incurred associated with the acquisition and integration of newly acquired businesses
- Significant provisions for onerous contracts
- Significant one-off legal provisions and settlements
- Significant impairments of goodwill, property plant and equipment and fleet.

i) Fleet

Fleet acquired is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the expense of replacing components of the fleet if the

relevant recognition criteria are met. When significant components of the fleet are required to be replaced, the Group capitalises such parts on existing assets and depreciates them accordingly. All other M&R costs are recognised in the profit or loss as incurred.

The following depreciation policies apply: The equipment is depreciated to holding periods and residual values determined by the Group's asset management team using internal and external data. Residual values and useful lives are reviewed periodically and adjusted prospectively, if necessary. When equipment reaches the end of the holding period, the Group will decide if the equipment should be placed on a new lease or rental term on a straight-line basis to a revised residual value. At the end of each extended holding period the Group will once again assess whether the equipment should be further leased out or sold.

The initial holding period for new equipment ranges from four to nine years, depending on the equipment type. Estimated residual values for the initial holding period for trailers range from 31% to 51% of the cost, depending on the equipment type. For trucks the estimated residual values are between 8% and 53% of the cost.

j) Government grants

Government grants are recognised in accordance with IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance.Government grants are not recognised until there is reasonable assurance that:

- the Group will comply with the conditions attached to the grants; and
- the grants will be received.

Government grants related to assets are presented in the statement of financial position by setting up the grant as deferred income and are released to profit and loss on a systematic basis over the life of the asset. Subsidies that are passed on the customer are presented within revenues as an offset to reduced customer pricing.

k) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities which represent the payment to be made for the lease obligation and right-of-use assets representing the right to use the underlying assets.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group elected to apply this policy to leases of Land and Buildings. For other asset classes, the Group separates the leasing and non-leasing components based on stand-alone prices in the event that such prices specified in the contracts.

The Group elected not to apply IFRS 16 standard to the leases of software as a service.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term or the estimated useful lives of the assets, as follows:

- Fleet 3 to 9 years
- Land and buildings 2 to 25 years
- Motor vehicles 2 to 5 years.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Reference is made to the accounting policy on Impairments.

Lease liabilities

Included in borrowings is the Group's funding lease book (FLB), measured at the present value of lease payments to be made over the lease term.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date in the event that the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group elected to apply the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office and IT equipment that are considered to be low value (below €5,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

l) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed financial plans, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These detailed plans generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year or another appropriate valuation technique is applied.

Impairment losses, including impairment on inventories, are recognised in the profit or loss in expense categories consistent with the nature of the impaired asset.

For assets excluding goodwill and brand name, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods. Such reversal is recognised in the profit or loss. The following assets have specific characteristics for impairment testing:

Fleet

The Group assesses annually whether there is an indication that an asset group may be impaired. The AMT determines asset groupings. If any indication exists, or when annual impairment testing for an asset group is required, the Group estimates the asset group's recoverable amount. An asset group's recoverable amount is the higher of an asset group's fair

value less costs of disposal and its value in use and is determined for an asset group. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Group bases its impairment calculation on projected fleet cash flows as follows:

- Direct cash flows (revenue and direct M&R cost) are determined based on the Group's most recent financial plans and applied over the remaining holding period of the asset group.
- Cash inflows arising from the disposal of the asset at the end of its holding period are based on estimated residual values.

Impairment losses are recognised in the profit or loss. In determining fair value less costs of disposal, recent market transactions are taken into account.

m) Property, plant and equipment (PP&E)

PP&E is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the PP&E and borrowing costs for long-term construction projects, if the recognition criteria are met. When significant parts of PP&E are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Depreciation is charged through the profit or loss. PP&E is depreciated over its estimated useful life to an estimated residual value on a straight-line basis on the following parameters:

Categories	Useful life (years)
Land	Indefinite
Buildings and structures	Up to 50
Leasehold improvements	Over the expected lease term
Other fixed assets	3 to 7

Residual values and useful lives are reviewed periodically and adjusted prospectively if necessary.

The Group sells PP&E, which has either reached the end of its useful life or when the Group exits a location, to 3rd parties in the ordinary course of business. Revenue is recognised when the control of the asset has been transferred to the buyer, which usually coincides with the receipt of cash. Book value of the assets sold and any costs directly associated with the sale are recorded at the same time. Sales invoices are typically issued to coincide with cash receipts. Therefore at the end of each accounting period, there are no trade receivables relating to PP&E sales on the balance sheet.

n) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets are capitalised if they meet the recognition criteria of IAS 38.

The useful lives of intangible assets are assessed as either definite or indefinite.

Intangible assets with definite lives are amortised to a residual value of zero over the useful economic life on a straight-line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a definite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense of intangible assets with definite lives is recognised in the profit or loss in the expense category consistent with the nature of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the CGU-defined level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to definite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the profit or loss when the asset is derecognised.

Capitalised software development costs

Capitalised software relates to purchased software from 3rd parties and internally developed software for use by the Group. Costs of research activities undertaken to gain new technical knowledge and understanding are recognised in the profit or loss as incurred. Costs to develop software are recognised as an asset when the Group can demonstrate its intention and ability to complete the development and use of the software in a manner that will generate future economic benefits and can measure the costs to complete the development. The capitalised cost of internally developed software includes all costs directly attributable to developing software and are amortised over its useful life. Capitalised internally developed and externally purchased software are measured at cost less accumulated amortisation and accumulated impairment, if any.

Subsequent costs on software assets are capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

Intangible assets are amortised as follows:

Categories	Useful life (years)	Amortisation Method used	Internally Generated or acquired
Goodwill	Indefinite	Not applicable	Acquired
Brand name	Indefinite	Not applicable	Acquired
Customer lists	4-17	Straight line	Acquired
Software	3-7	Straight line	Acquired/Internal

o) Inventories

Fleet/Buy to sell

Fleet held with the intention to sell within one year are carried at the lower of cost or net realisable value. The cost of inventories if it is related to owned units is the current net book value of fleet transferred to inventories and is determined for each item individually while for units acquired with the intention to be sold, the cost of inventory is the purchase price. The net realisable value is periodically reassessed for all units that have been held for sale for six months or more and adjusted if necessary.

Sales of inventories are recognised when the significant risks and rewards of ownership have been transferred to the buyer, usually upon payment. Book value of the units sold and any costs directly associated with the sale are recorded at the same time. The revenue and the related book value are recognised as revenue from the disposal of fleet and cost of disposed fleet respectively in the profit or loss. Sales invoices are typically issued to coincide with receipt of payment. Therefore at the end of each accounting period, there are no trade receivables relating to fleet sales on the balance sheet.

Parts

Parts are stated at the lower of cost and net realisable value. The costs of individual parts are determined using weighted average costs. Costs of parts are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

Parts are stated net of any provision for obsolete or slow-moving items.

p) Cash and cash equivalents

Cash and short-term deposits on the balance sheet comprise of cash at banks, restricted cash at banks and on hand and short-term deposits with a maturity of three months or less. Cash is recognised and subsequently measured at amortised cost.

Cash restricted for specific purposes in escrow accounts, if material, is included in other financial assets on the balance sheet.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

q) Financial instruments

I) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through the profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

This category generally applies to loans receivable, trade and other receivables and cash restricted in escrow accounts.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised i.e. removed from the Group's balance sheet, when either:

- The rights to receive cash flows from the asset have expired.
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a 3rd party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments that are not measured at fair value through profit or loss. The ECLs represent the difference between the contractual cash flows due in accordance with the contract and the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next twelve months (a 12 months ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (including future expected credit losses). The present value of the estimated future cash flows is discounted at the financial asset's original EIR.

For trade receivables the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the expected credit loss. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

II) Borrowings and trade payables

Initial recognition and measurement

Borrowings and trade payables are recognised at fair value, net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, the borrowings and trade payables are measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as a finance cost in the profit or loss.

Commitment fees paid for a revolving credit facility are expensed to profit or loss over the facility period.

Derecognition

Borrowings and trade payables are derecognised when the obligation under the liability is discharged, cancelled, or expired. When an existing borrowing or trade payable is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

III) Derivatives

Initial recognition and subsequent measurement

The Group uses derivatives, principally interest rate swaps, to hedge its interest rate risks. Such derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as derivative assets when the fair value is positive and as derivative liabilities when the fair value is negative.

For the purpose of hedge accounting, interest rate swaps are classified as cash flow hedges, which hedge the exposure to variability in cash flows that is attributable to an interest rate risk associated with borrowings.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to the profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to the profit or loss when the hedged item is no longer effective.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship (between the interest rate swaps and borrowings) to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is ‘an economic relationship’ between the hedged item and the hedging instrument.
- The effect of credit risk does not ‘dominate the value changes’ that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet the strict criteria for hedge accounting are accounted for as follows:

The effective portion of the gain or loss on the cash flow hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss as gain/(loss) from derivatives.

Interest payments in respect of the cash flow hedging instruments are recognised in the profit or loss as finance income or finance cost as appropriate.

Derecognition
Amounts recognised in OCI are transferred to the profit or loss when the hedged transaction is no longer effective, such as when the hedged financial income or financial expense is recognised.

If the hedging instrument expires, is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI is charged to the profit or loss over the remaining term of the instrument, if any.

q) Fair value measurement

The Group measures derivatives at fair value at each reporting date.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

r) Provisions

Provisions are recognised when:

- The Group has a present obligation (legal or constructive) as a result of a past event
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and
- A reliable estimate can be made of the amount of the obligation

In addition to the criteria above, the following policies apply:

Restructuring provision
Restructuring provisions are recognised when

- there is a detailed formal plan that identified the business or part of the business concerned, the location and number of employees affected, the detailed estimate of the associated costs, and the timeline; and
- the employees affected have been notified of the plan's main features.

s) Pension obligations

Defined contribution plans are post-employment benefit plans under which an entity pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.

Defined benefit plans are post-employment benefit plans other than defined contribution plans.

The Group is operating defined contribution plans in: the United Kingdom, Ireland, Italy, Spain, Denmark, Finland, Norway, Sweden, Belgium and the Netherlands. The yearly contribution is

usually a percentage of pay and may be further dependent on one or more factors such as age and years of service. The contribution paid by the Group is charged to the profit or loss.

In France, Germany, Switzerland, Austria, Poland, Czech Republic and Romania the Group contributes to pensions through the state social security system. These contributions paid by the Group are charged to the profit or loss.

The Group has no significant defined benefit plans or related obligations.

t) Contingent liabilities

The TIP Group is inherently exposed to legal risks. The company is involved in a number of legal proceedings in the ordinary course of business in various jurisdictions. In presenting the consolidated financial statements, management estimates the outcome of legal and arbitration matters, and takes provisions to the profit and loss account when losses with respect to such matters are more likely than not. Provisions are not recognised for matters for which an expected cash outflow cannot be reasonably estimated or that are not more likely than not to lead to a cash outflow. Some of these matters may be regarded as a contingency.

u) Cash dividend and non-cash distribution to equity holders of the Parent

The Company recognises a liability to make cash or non-cash distributions to the equity holder of the Parent when the distribution is no longer at the discretion of the Company. As per the laws of the Netherlands, a distribution is duly authorised when the general meeting of shareholders of the Company approves it.

A corresponding amount is recognised directly in equity. Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the profit or loss.

v) New standards, amendments and interpretations

Several amendments apply for the first time in 2025, but do not have an impact on the consolidated financial statements of the Group. The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

The nature and the impact of each of the following new standards, amendments and/or interpretations are described below:

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rate: Lack of Exchangeability, effective 1 January 2025

For annual reporting periods beginning on or after 1 January 2025, Lack of Exchangeability – Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specifies how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments did not have a material impact on the Group's financial statements.

w) Climate-related matters

The Group considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of possible impacts on the group due to both physical and transition risks. Even though the Group believes its business model and products will still be viable after the transition to a low-carbon economy, climate-related matters increase the uncertainty in estimates and assumptions underpinning several items in the financial statements. Even though climate-related risks might not currently have a significant impact on measurement, the Group is closely monitoring relevant changes and developments, such as new climate-related legislation. The items and considerations that are most directly impacted by climate-related matters are:

- Useful life of fleet. When reviewing the residual values and expected useful lives of assets, the Group considers climate-related matters, such as climate-related legislation and regulations that may restrict the use of assets or require significant capital expenditures.
- Impairment of non-financial assets. The value-in-use may be impacted in several different ways by transition risk in particular, such as climate-related legislation and regulations and changes in demand for the Group's products. Even though the Group has concluded that no single climate-related assumption is a key assumption for the 2024 test of goodwill, the Group considered expectations for increased costs of emission and cost increases due to stricter recycling requirements in the cash-flow forecasts in assessing value-in-use amounts.

- Fair value measurement. For fleet, the Group considers the effect of physical and transition risks and whether customers would consider those risks in their valuation. The group believes it is not currently exposed to severe physical risks, but believes that investors, to some extent, would consider impacts of transition risks in their valuation, such as increasing requirements for energy efficiency of fleet due to climate-related legislation and regulations as well as increasing demands for low-emission fleet.

4. Significant accounting judgments, estimates and assumptions

The preparation of the Group's consolidated financial statements requires the Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, costs, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, the Management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

a) Business combinations

The Executive Management Team applied the following key judgements in respect of the treatment of various acquisitions:

- Identification of a business combination: these acquisitions included assets under lease contracts and associated working capital (inputs), as well as the workforce and operations (processes) generating revenues (outputs) from these businesses; therefore these acquisitions of assets and operations are treated as business combinations rather than standalone asset purchases
- Identification of the acquirer: for each acquisition, an existing Group entity was identified as the acquirer, and it is treated as the acquirer which obtains control of the acquisition.

b) Lease classification

The lease classification is determined on a contract-by-contract basis, taking into consideration the substance of the transaction and the specific details of each lease contract. The key factor is whether or not substantially all of the risks and rewards incidental to ownership are transferred. Various criteria are used to determine the lease classification of which the most important are:

- Whether the lease transfers ownership of the equipment to the customer by the end of the lease term
- Whether the customer has the option to purchase the equipment at a price which is expected to be sufficiently lower than the fair value at the date the option becomes exercisable such that, at the inception of the lease, it is reasonably certain that the option will be exercised (frequently called a 'bargain purchase' option)
- Whether the lease term is for the major part of the equipment's economic life even if the title is not transferred
- Whether at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased equipment
- Whether the leased equipment is of a specialised nature such that only the customer can use them without major modifications being made

Based on the above criteria, the Group's lease contracts are accounted for as operating leases.

c) SPV for ABS funding

Determining whether the Group has control of an entity is generally straightforward based on ownership of the majority of the voting capital. However, in certain instances this determination will involve significant judgment, particularly in the case of structured entities where voting rights are often not the determining factor in decisions over the relevant activities. This judgment may involve assessing the purpose and design of the entity. It will also often be necessary to consider whether the Group or another involved party with power over the relevant activities, is acting as a principal in its own right or as an agent on behalf of others.

d) Taxation

The Group is subject to corporate tax in numerous jurisdictions. Estimates, when significant, are required in determining the Group provision for current and deferred tax positions. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact current and deferred tax provisions in the period in which such determination is made.

When the Group estimates the extent to which the deferred tax assets and liabilities should be recognised, the principal area of judgement is the business plan.

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

e) Determining the lease term and the discounting rate

Judgements include considerations of inputs such as likelihood of extension or early termination options, included in the lease agreements, to be exercised. Changes in assumptions about these factors could affect the reported fair value of lease liabilities.

Identifying the appropriate rate to discount the lease payments may involve significant judgement.

Determining whether it is reasonably certain that an extension or termination option will be exercised for a lease contract may involve judgement.

Estimates and assumptions

The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

The key assumptions concerning the future and other key sources of estimation of uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are described below:

a) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal or its value in use. The fair value less costs of disposal calculation is based on available data from sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the detailed financial plan for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash inflows and the growth rate or other valuation technique used for extrapolation purposes.

b) Fair value measurement of derivatives

When the fair values of derivatives recorded on the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including DCF models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values.

Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of derivatives.

c) Fair valuation of acquired net assets

Business combinations are accounted for using the acquisition method of accounting. In the course of initial consolidation, the identifiable assets, liabilities, and contingent liabilities of the acquiree are recognised at fair value.

5. Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Amendments to the Classification and Measurement of financial instruments disclosures- IFRS 9 and IFRS 7, effective 1 January 2026

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments (the Amendments). The Amendments include:

- A clarification that a financial liability is derecognised on the 'settlement date' and the introduction of an accounting policy choice (if specific conditions are met) to derecognise financial liabilities settled using an electronic payment system before the settlement date

- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at fair value through other comprehensive income (OCI)

The Amendments are effective for annual periods starting on or after 1 January 2026 with early adoption permitted for classification of financial assets and related disclosures only.
The amendments are not expected to have a material impact on the Group's financial statements.

Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7, effective 1 January 2026

In December 2024, the IASB issued Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity. The amendments apply only to contracts that reference nature-dependent electricity; the amendments:

- Clarify the application of the 'own-use' requirements for in-scope contracts
- Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts
- Add new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows

The amendments will take effect for annual reporting periods starting on or after 1 January 2026. Early adoption is allowed, but it must be disclosed. The amendments concerning the own-use exception are to be applied retrospectively, while the hedge accounting amendments should be applied prospectively to new hedging relationships designated from the initial application date. Additionally, the IFRS 7 disclosure amendments must be implemented alongside the IFRS 9 amendments. If an entity does not restate comparative information, it cannot present comparative disclosures.

The amendments are not expected to have a material impact on the Group's financial statements.

Annual Improvements to IFRS Accounting Standards - Volume 11

In July 2024, the IASB issued nine narrow scope amendments as part of its periodic maintenance of IFRS accounting standards. The amendments include clarifications, simplifications, corrections or changes to improve consistency in IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial instruments: Disclosure and its accompanying Guidance on implementing IFRS 7, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements and IAS 7 Statements of Cash Flows.

The amendments will be effective for reporting periods beginning on or after 1 January 2026. Earlier application is permitted and must be disclosed.

The amendments are not expected to have a material impact on the Group's financial statements.

IFRS 18 Presentation and disclosures in financial statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

The standard requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and it also includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes.

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18 and the amendments to the other standards are effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently assessing the impact the amendments will have on the financial statements.

IFRS 19 Subsidiaries without public accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

In August 2025, the IASB issued Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures. These amendments reduce (where relevant) the disclosure requirements of amendments and additions to IFRS accounting standards that were published between February 2021 and May 2024.

IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

The Group is currently assessing the impact the amendment will have on the primary financial statements and the notes to the financial statements.

6. Capital management

The Group's objective is to maintain a balance sheet structure that is efficient in terms of providing long-term returns to shareholders and safeguards the Group's balance sheet through economic cycles. For the purpose of capital management, capital includes issued capital, share premium and all other financial reserves.

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets the financial covenants attached to its borrowings. Should a potential breach of any of the financial covenants occur, the Group aims to proactively take all reasonable steps to prevent or remedy the situation, always in open and close communication with the Group's banking partners and investors. The table below shows the financial covenants related to the Group's principal borrowings under its revolving credit facility (RCF):

Covenants	RCF Limit	2025	2024
Interest cover	>1.1x	1.4x	1.3x
Solvency	>16%	17.7 %	18.7 %
Loan to value	<100%	87.8 %	86.7 %
Loan to value (GRCF)	<100%	95.3 %	86.1 %

The interest cover and solvency covenants also apply to the Group's ABS facilities. All covenants are tested quarterly. There have been no breaches in the financial covenants of any borrowings in the current and comparative periods nor is there any indication that it will have difficulty complying with these covenants.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of its financial covenants. To maintain or adjust the capital structure, the Group may issue new shares and monitors capital using a gearing ratio, which is net borrowings divided by total equity plus net borrowings.

€m	Note	2025	2024
Gross borrowings after foreign exchange	26	2,011.9	1,926.3
Less: cash and cash equivalents	25	(1.0)	(8.1)
Net borrowings		2,010.9	1,918.2
Equity		642.1	647.9
Capital and net borrowings		2,653.0	2,566.1
Gearing ratio		76 %	75 %

7. Business combinations

The acquisitions that took place in 2025 were all asset deals and did not qualify as a business combination under IFRS 3. As a result, the below tables only relate to the 2024 comparative figures.

Fleet

In line with the fair value requirements in IFRS 3, the fair value of the fleet has been determined using an income approach, converting the asset values and the future amounts derived from the associated lease contracts to a single present value.

Deferred tax

The deferred tax assets and liabilities mainly relate to the tax effect of accelerated depreciation for tax purposes of tangible and intangible assets as well as the right-of-use assets acquired and corresponding lease liabilities, which are not recognised for tax purposes.

Acquired lease-in assets

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities.

Goodwill

The principal factor contributing to the recognition of the goodwill on business combinations is the realisation of cost savings and other synergies, as well as the ability to redeploy assets within existing entities in the Group which do not qualify for separate recognition as intangible assets. The goodwill is expected not to be deductible for tax purposes.

Acquisitions

During 2024, the Group acquired Trailer Group Auto Limited(TAG), SARL Carrosserie de la Sarthe in France and a workshop business in Austria.

€m	2025	2024
Fleet	–	0.4
PP&E	–	2.4
Right-of-use assets	–	19.1
Intangible assets	–	10.0
Deferred tax assets	–	5.5
Inventories	–	1.5
Trade and other receivables	–	3.7
Cash and cash equivalents	–	1.8
Assets	–	44.4
Borrowings/Lease liabilities	–	19.1
Deferred tax liabilities	–	7.3
Trade and other payables	–	8.0
Liabilities	–	34.4
Total identifiable net assets acquired	–	10.0
Goodwill	–	4.4
Total consideration	–	14.4

Summary of all business combinations

Net cash flow used in business combinations	2025	2024
Cash consideration	–	14.4
Less: net cash acquired	–	(1.8)
Less: deferred consideration	–	(0.9)
Total	–	11.7

Revenue and operating profit or loss related to business combinations

The amount of revenue and operating profit of the acquirees, since the date of obtaining control, included in the Group's profit or loss were as follows:

€m	2025	2024
Revenue	–	21.3
Operating profit	–	1.4

Transaction costs of €0.3m were expensed and are included as exceptional administrative items.

Specific notes

8. Revenue

€m	2025	2024
Leasing	717.0	669.6
Rental	140.8	124.3
Damage protection	39.5	38.7
Leasing and rental	897.3	832.6
M&R 3rd party	226.8	208.7
Fleet sales	101.5	118.3
Other	37.4	30.8
Total	1,263.0	1,190.4

Included in the other revenue is an one-off amount of €11.6m relating to proceeds received for a settlement with external parties.

Included in leasing and rental is revenue attributable to maintenance of fleet units:

€m	2025	2024
Embedded maintenance revenue	350.4	324.2

9. Cost of sales

€m	Note	2025	2024
M&R own fleet		315.9	280.1
Damage protection		21.0	19.5
Leasing and rental variable costs		336.9	299.6
M&R 3rd party		172.2	159.4
Fleet sales		88.6	100.0
Other		16.7	19.8
Variable costs		614.4	578.8
Expected credit losses		6.4	2.2
Total variable costs		620.8	581.0
Depreciation of fleet	18	356.7	326.1
Lease in - low value assets		1.5	0.9
Total fixed costs		358.2	327.0
Total		979.0	908.0

10. Administrative, other operating income and expenses and amortisation of intangible assets

€m	Note	2025	2024
Employee benefits expense	11	72.9	73.3
Outside service fees	12	28.7	28.2
Travel and living		5.7	6.6
Other facilities		8.6	7.9
Office expenses		2.8	2.9
Sales promotion		2.3	1.8
Other expenses		2.0	0.3
Other operating expenses		50.1	47.7
Depreciation of PP&E	19	31.0	30.8
(Gain)/loss on disposal of PP&E		(0.3)	(0.4)
Total excluding exceptional		153.7	151.4
Exceptional items	17	0.6	4.9
Total		154.3	156.3
Amortisation of intangible assets	20	8.7	8.1

11. Employee benefits expense

€m	Note	2025	2024
Wages and salaries		166.5	160.7
Social security		28.0	26.1
Pension		10.4	9.3
Other		1.1	1.2
Compensation and benefits		206.0	197.3
Included in contribution/cost of sales		(130.7)	(121.4)
Included in software (capitalised/work in progress)		(2.4)	(2.6)
Employee benefits expense	10	72.9	73.3
Wages and salaries		57.9	58.9
Social security		10.1	10.0
Pension		4.7	4.0
Other		0.2	0.4
Total	10	72.9	73.3
Average headcount[1]		3,020	2,933

The employee benefits expense of €130.7m (2024: €121.4m) included in cost of sales contain €106.2m (2024: €99.2m) of wages and salaries, €17.9m (2024: €16.1m) of social security, €5.7m (2024: €5.3m) of pension and €0.9m (2024: €0.8m) of other salary-related expenses.

[1] *The headcount is a monthly average throughout the period.*

12. Outside service fees

€m	Note	2025	2024
IT services		17.5	17.7
Consultancy		4.2	4.7
Legal	13	2.3	1.2
Audit and accounting advisory fees		1.2	1.4
HR services		1.7	1.5
Temporary staff		0.8	0.5
Business process outsourcing		–	0.1
Banking services		0.6	0.7
Other		0.4	0.4
Total	10	28.7	28.2

13. Audit and accounting advisory fees

€m	Note	2025	2024
Fees to Group audit firm for audit of consolidated financial statements		0.9	1.0
Fees to audit firms for audit of subsidiaries pursuant to local legislation		0.2	0.3
Audit fees[1]		1.1	1.3
Tax services		0.1	0.1
Non-audit fees Group auditor[1]		0.1	0.1
Total	12	1.2	1.4

[1] Audit and other services were mainly provided by EY Accountants B.V. Tax services were provided by other entities of the EY group. Non-audit services provided by the Group auditor are within the permitted services allowed under ViO independence guidance. Fees relate to both continued and discontinued operations.

14. Finance result

€m	2025	2024
Interest income	4.1	3.8
Interest expense	(88.6)	(105.9)
Commitment fees	(2.1)	(3.9)
Amortisation of deferred fees	(6.5)	(12.8)
Funding-related finance cost	(97.2)	(122.6)
Foreign exchange income/(loss)	2.7	(2.4)
Finance cost before derivatives	(94.5)	(125.0)
Interest rate swap realised income/(loss)	1.3	11.7
Interest rate swaps fair market value adjustment	(0.9)	0.5
Derivatives[2]	0.4	12.2
Total	(90.0)	(109.0)

Funding-related costs occur on borrowings as set out in note 26. Interest expense includes €8.5m (2024: €7.1m) of interest expenses related to lease liabilities.

[2] The Group regularly enters into floating-to-fixed swaps to hedge interest rates on its RCF facility. The hedges qualify for hedge accounting, hence movements in fair market value have been reported in Derivatives (please refer to note 27 for further details).

15. Discontinued operations

The management initiated a plan to divest the Canadian operations in December 2023. As a result, the Canadian business has been reported as discontinued operations and was classified as a disposal group held for sale as of 31 December 2023.

TIP Fleet Services Canada Ltd. was sold to Canada Trailer Leasing Holdings Limited on 17 June 2024. This will allow the Canadian business to develop in the broader North American market and will enable TIP Group management to further improve its presence and offering in the European market. The fair value of the consideration amounted to USD 476m (€437m) which includes deferred consideration of USD 28.8m (€26.5m). The assets and liabilities of TIP Fleet Services Canada Ltd. were derecognised from the consolidated statement of financial position as of 17 June 2024.

The result from discontinued operations, excluding intercompany transactions, is as follows:

€m	2024[1]
Revenue	60.9
Expenses	(40.3)
(Loss)/gain from operating activities before taxes	20.6
Income taxes	(3.8)
Gain from operating activities, net of tax	16.8
Gain from the sale of discontinued operations	83.1
Loss on cash flow hedge	(3.1)
Other costs	(1.5)
Gain from discontinued operations	95.3

The gain on the sale of the Canadian business is as follows:

€m	17 June 2024
Fair value of the consideration	437.0
Carrying amount of net assets sold[2]	(347.9)
Gain on sale before recycling of the foreign currency translation reserve and the transaction costs	89.1
Transaction costs	(1.7)
Recycling of the foreign currency translation reserve	(4.3)
Gain on sale	83.1

[1] The financial year 2024 includes the results of Canada up until 17 June 2024
[2] The amount excludes intercompany balances

The carrying amounts of assets and liabilities as at the date of sale were:

€m	17 June 2024
Fleet	306.2
Property, plant and equipment	19.3
Intangible assets	79.4
Non-current assets	404.9
Inventories	5.4
Trade and other receivables	16.5
Current tax assets	0.7
Cash and cash equivalents	14.3
Current assets	36.9
Total assets	441.8
Borrowings	12.7
Trade and other payables	13.0
Current liabilities	25.7
Deferred tax liabilities	68.2
Non-current liabilities	68.2
Total liabilities	93.9
Net assets directly associated with the disposal group	347.9

16. Taxation

16.1 Taxation for the period

The major components are as follows:

€m	Note	2025	2024
Current taxation for the period		14.8	8.8
Adjustment to prior periods		0.5	0.3
Current tax		15.3	9.1
Changes in tax rates		(0.3)	—
Origination and reversal of temporary differences, tax losses and tax credits		(3.6)	(4.4)
De-recognition/(recognition) of deferred tax assets		1.4	2.1
Benefit from previously unrecognised temporary differences, tax losses and tax credits		(2.1)	(1.4)
Adjustment to prior periods		—	(0.3)
Deferred tax	22.1	(4.6)	(4.0)
Taxation and ETR		10.7	5.1

As of 31 December 2025, the Group has unrecognised deferred tax assets for an amount of € 22.8m (2024: € 23.1m). As of 31 December 2025, those tax jurisdictions concern Denmark, Finland, Poland, Norway, Romania and Spain. Please refer to note 22 for the details of the unrecognised deferred tax assets.

Effective tax rate (ETR) reconciliation

The reconciliation between the statutory tax rate in the Netherlands and the ETR for the Group is as follows:

	Total	
2025	**€m**	**%**
Profit before tax	31.0	
Dutch statutory tax	(8.0)	25.8 %
Effect of tax rates in foreign jurisdictions	(1.8)	5.8 %
Average statutory tax rate	(9.8)	31.6 %
Non-deductible expenses	(1.5)	4.8 %
Effect of changes in tax rates	0.3	(1.0)%
De-recognition/(recognition) of deferred tax assets	(1.4)	4.5 %
Benefit from previously unrecognised temporary differences, tax losses and tax credits	2.1	(6.8)%
Adjustment to prior periods	(0.4)	1.3 %
Taxation and ETR	(10.7)	34.5 %

	Total	
2024	**€m**	**%**
Profit before tax	**9.0**	
Dutch statutory tax	(2.3)	25.8 %
Effect of tax rates in foreign jurisdictions	(0.7)	7.8 %
Average statutory tax rate	(3.0)	33.3 %
Non-deductible expenses	(1.4)	15.6 %
De-recognition/(recognition) of deferred tax assets	(2.1)	23.3 %
Benefit from previously unrecognised temporary differences, tax losses and tax credits	1.4	(15.6)%
Adjustment to prior periods	—	— %
Taxation and ETR	(5.1)	56.7 %

The 2025 ETR decreased by 22.2% p.p. to 34.5% (2024: 56.7%). This is mainly caused by the following events: the average statutory tax rate decreased by 2.0% from 33.6% in 2024 to 31.6% in 2025, mainly due to a decrease in profits in jurisdictions with tax rates higher than the Dutch statutory rate and an increase in losses in jurisdictions with lower tax rates. The 2025 relative impact of the non-deductible expenses decreased by 10.8% mainly due to the impact of an decreased profit before tax. The 2025 relative impact from the benefit from previously unrecognised temporary differences has decreased by 10.0% .

Uncertain tax positions

Because the Group operates internationally and across borders, in certain cases, its tax positions are inherently uncertain. The Group is exposed to tax risks which could result in double taxation, additional tax payments, penalties and interest payments. The source of these risks could originate from local tax rules and regulations as well as international and EU regulatory frameworks. These include transfer pricing risks on internal cross-border deliveries of services, tax risks related to business restructuring, interest and potential changes in tax law that could result in higher tax expenses and payments.

Pillar Two

Pillar Two legislation has been enacted or substantively enacted in the jurisdictions the Group operates. The legislation is effective for the Group's financial year beginning 1 January 2024. The Group has applied the mandatory exception to recognising and disclosing information about deferred tax assets and liabilities arising from Pillar Two income taxes.The Group is in scope of the enacted or substantively enacted legislation and has performed an assessment of the Group's potential exposure to Pillar Two income taxes. The assessment of Pillar Two income taxes is based on the most recent financial statements for the constituent entities in the Group. Based on the assessment, in each jurisdiction where the Company operates, the Company meets at least one of the available Safe Harbour tests for 2025. Accordingly, the company has no Pillar Two current tax expense for 2025.

16.2 Deferred tax recognised in OCI during the period

€m	Note	2025	2024
Cash flow hedge	22.1	1.4	0.9
Deferred tax effect charge in OCI		1.4	0.9

Generally, no capital gains or income tax is applied to foreign subsidiaries or investments of the Dutch holding company. Hence no deferred tax is provided on the foreign currency translation reserve.

17. Exceptional items

The exceptional items are as follows:

€m	Note	2025	2024
Restructuring costs		(0.2)	(4.1)
Other operational items	a	(0.4)	(0.8)
Administrative items	10	(0.6)	(4.9)
Total		(0.6)	(4.9)

Exceptional items are income and expenses arising from events or transactions which belong to the ordinary activities, but on the basis of the nature, the size or the incidental character are disclosed separately for the purpose of providing a good insight into the result from and development in the ordinary activities of the Group.

a) Other operational items

€m	2025	2024
Acquisition and integration costs	(0.7)	(0.4)
Sale of business	0.3	(0.4)
Total	(0.4)	(0.8)

The acquisition and integration costs relate to the acquisition and integration of several newly acquired businesses in 2025 and 2024. Sale of business costs relate to the disposal of the Canadian subsidiary (please refer to note 15 for more details).

18. Fleet

€m	Note	Cost	Depreciation	Total
At 1 January 2024		3,202.9	(1,164.7)	2,038.2
Additions		451.8	–	451.8
Fleet customisation		17.2	–	17.2
Business combinations	7	0.4	–	0.4
Depreciation	9	–	(326.1)	(326.1)
Disposals		(135.7)	90.5	(45.2)
Non-sale disposals		(14.1)	7.9	(6.2)
Transferred to inventories	23	(117.1)	79.4	(37.7)
Foreign exchange movements		34.4	(13.0)	21.4
At 31 December 2024		3,439.8	(1,326.0)	2,113.8
Additions		572.5	–	572.5
Fleet customisation		16.3	–	16.3
Depreciation	9	–	(356.7)	(356.7)
Disposals		(163.8)	105.0	(58.8)
Non-sale disposals		(13.1)	6.7	(6.4)
Transferred to inventories	23	(64.3)	45.8	(18.5)
Foreign exchange movements		(40.6)	16.9	(23.7)
At 31 December 2025		3,746.8	(1,508.3)	2,238.5

The majority of the Group's fleet is pledged as collateral with respect to borrowings. Please refer to commitments and contingencies disclosed in note 34.

18.1 Right of use fleet

Included in fleet are right-of-use assets:

€m	Cost	Depreciation	Total
At 1 January 2024	181.6	(102.9)	78.7
Additions	0.4	—	0.4
Depreciation	—	(16.6)	(16.6)
Non-sale disposals	(0.5)	0.3	(0.2)
Transferred to fleet	11.1	9.5	20.6
Foreign exchange movements	3.7	(2.2)	1.5
At 31 December 2024	196.3	(111.9)	84.4
Additions	27.1	—	27.1
Business combinations	—	—	—
Depreciation	—	(15.9)	(15.9)
Non-sale disposals	(0.8)	0.7	(0.1)
Transferred to fleet	(19.5)	17.0	(2.5)
Foreign exchange movements	(3.1)	2.4	(0.7)
At 31 December 2025	200.0	(107.7)	92.3

Fleet risks

The Group manages fleet risks in three main categories:

1. Residual value risk: is the risk of losses from a decline of the fair value of the equipment below its estimated residual value at the end of the lease contract. The residual value committee is the body responsible for minimising the risk of these losses and approves the annual residual value review. The annual residual value review committee tests residual value by asset type based on historical performance, the current state of portfolio and market data.

2. Impairment risk: the Finance and Asset Management teams are responsible for the annual impairment test. The results of the test are reviewed by a management committee. The annual impairment test is performed in line with the policy described in the note 3(l), and as a result, no impairment was required to be recognised for the period.

3. Operational and concentration risk: the Group purchases trailer types across the full spectrum of offerings to maintain an optimal fleet mix, and rigorous reviews of non-standard asset types are undertaken to support resale alternatives at the end of the trailer life cycle. The Asset Management team ensures optimal utilisation of the fleet through centrally co-ordinating the potential redeployment of assets across separate geographies within the Group's operating platform. The available fleet is reviewed monthly, and the Deputy Chief Executive Officer and the Chief Remarketing Officer decide on redeployment or exit strategies. In addition, the Operations team performs weekly or monthly physical stock takes and a full asset stock take is performed bi-annually.

19. Property, plant and equipment (PP&E)

Cost €m	Note	Land	Buildings and structures	Leasehold improvements	Other[1]	Total
At 1 January 2024		48.8	284.0	6.2	37.5	376.5
Additions		3.1	35.0	0.8	5.6	44.5
Business combinations	7	–	21.5	–	–	21.5
Disposals		–	(0.1)	(0.2)	(0.5)	(0.8)
Non-sale disposals		–	(3.2)	–	(0.2)	(3.4)
Foreign exchange movements		0.3	0.5	–	0.2	1.0
At 31 December 2024		52.2	337.7	6.8	42.6	439.3
Additions		0.1	35.6	2.3	5.7	43.7
Business combinations	7	–	–	–	–	–
Disposals		(1.3)	(0.1)	–	(0.5)	(1.9)
Non-sale disposals		–	(2.3)	–	(0.3)	(2.6)
Foreign exchange movements		(0.4)	(2.3)	(0.1)	(0.6)	(3.4)
At 31 December 2025		50.6	368.6	9.0	46.9	475.1

[1] Other includes motor vehicles and IT equipment

Depreciation €m	Note	Land	Buildings and structures	Leasehold improvements	Other[1]	Total
At 1 January 2024		–	(124.9)	(4.3)	(27.6)	(156.8)
Charge for the period	10	–	(26.3)	(0.3)	(4.2)	(30.8)
Disposals		–	0.1	–	0.9	1.0
Non-sale disposals		–	2.3	–	0.1	2.4
Foreign exchange movements		–	(0.2)	–	(0.1)	(0.3)
At 31 December 2024		–	(149.0)	(4.6)	(30.9)	(184.5)
Charge for the period	10	–	(25.7)	(0.6)	(4.7)	(31.0)
Disposals		–	0.1	–	0.4	0.5
Non-sale disposals		–	1.8	–	0.3	2.1
Foreign exchange movements		–	0.7	–	0.2	0.9
At 31 December 2025		–	(172.1)	(5.2)	(34.7)	(212.0)

Net book value at 31 December €m	Land	Buildings and structures	Leasehold improvements	Other	Total
2024	52.2	188.7	2.2	11.7	254.8
2025	50.6	196.5	3.8	12.2	263.1

[1] Other includes motor vehicles and IT equipment

19.1 Right of use PP&E

Included in PP&E are right-of-use assets:

Cost €m	Land	Buildings and structures	Leasehold improvements	Other[1]	Total
At 1 January 2024	–	173.6	–	16.5	190.1
Additions	–	21.6	–	2.7	24.3
Business combinations	–	19.1	–	–	19.1
Non-sale disposals	–	(3.9)	–	(0.1)	(4.0)
Foreign exchange movements	–	0.7	–	0.1	0.8
31 December 2024	–	211.1	–	19.2	230.3
Additions	–	22.5	–	2.3	24.8
Business combinations	–	–	–	–	–
Non-sale disposals	–	(2.3)	–	(0.1)	(2.4)
Foreign exchange movements	–	(2.0)	–	0.1	(1.9)
31 December 2025	–	229.3	–	21.5	250.8

[1] Other includes motor vehicles and IT equipment

Depreciation €m	Land	Buildings and structures	Leasehold improvements	Other[1]	Total
At 1 January 2024	–	(85.5)	–	(13.0)	(98.5)
Charge for the period	–	(18.5)	–	(1.8)	(20.3)
Non-sale disposals	–	2.3	–	0.1	2.4
Foreign exchange movements	–	0.1	–	–	0.1
At 31 December 2024	–	(101.6)	–	(14.7)	(116.3)
Charge for the period	–	(20.8)	–	(2.4)	(23.2)
Non-sale disposals	–	1.8	–	0.1	1.9
Foreign exchange movements	–	0.1	–	–	0.1
At 31 December 2025	–	(120.5)	–	(17.0)	(137.5)

Net book value at 31 December €m	Land	Buildings and structures	Leasehold improvements	Other	Total
2024	–	109.5	–	4.5	114.0
2025	–	108.8	–	4.5	113.3

The Group does not have sufficient data to allocate right-of-use assets between land and buildings and structures. Therefore, the whole amount has been included in buildings and structures.

[1] Other includes motor vehicles and IT equipment.

20. Intangible assets

Cost €m	Goodwill	Brand name	Customer lists	Software	Total
At 1 January 2024	20.8	29.5	43.4	40.3	134.0
Additions	0.2	–	0.3	8.0	8.5
Business combinations	4.4	–	10.0	–	14.4
Foreign exchange movements	0.3	–	0.5	–	0.8
At 31 December 2024	25.7	29.5	54.2	48.3	157.7
Additions	–	–	–	3.9	3.9
Business combinations	–	–	–	–	–
Foreign exchange movements	0.4	–	(0.9)	–	(0.5)
At 31 December 2025	26.1	29.5	53.3	52.2	161.1

Amortisation €m	Goodwill	Brand name	Customer lists	Software	Total
At 1 January 2024	–	–	(26.9)	(26.7)	(53.6)
Charge for the period	–	–	(3.5)	(4.6)	(8.1)
Foreign exchange movements	–	–	(0.3)	–	(0.3)
At 31 December 2024	–	–	(30.7)	(31.3)	(62.0)
Charge for the period	–	–	(4.7)	(4.0)	(8.7)
Foreign exchange movements	–	–	0.4	–	0.4
At 31 December 2025	–	–	(35.0)	(35.3)	(70.3)

Net book value at 31 December €m	Goodwill	Brand name	Customer lists	Software	Total
2024	25.7	29.5	23.5	17.0	95.7
2025	26.1	29.5	18.3	16.9	90.8

The TIP brand was acquired by the Company together with the acquisition of the Group from GE in 2013. The TIP brand has a long history and is well known in the market. The Group has no plans to change the current brand. Therefore, it is classified as an intangible asset with an indefinite useful life.

Impairment testing of goodwill

Methodology and results

Goodwill acquired through business combinations has been allocated to a goodwill CGU for the purpose of impairment testing. Impairment of goodwill occurs when the carrying value of a CGU is higher than the present value of the cash that it is expected to generate (i.e. the recoverable amount). The Group reviews the carrying value of the CGU at least annually or more frequently if there is an indication that the CGU may be impaired.

The recoverable amount is based on a fair value computation. The cash flow forecasts employed for this computation are extracted from a five-year financial plan that has been formally approved by the Management. These cash flows are projected forward for an additional five years to determine the basis for a normalised terminal value calculation. Projected cash flows beyond the initial evaluation period have been extrapolated using a growth rate of 2.4% (2024: 2.2%). Such growth rate does not exceed the long term average growth rates for the countries in which the CGU operates. Costs of disposal were considered to be immaterial.

The approach is similar to the Group's acquisition modelling methodology.

The fair value represents the present value of the future cash flows, including the terminal value, discounted at a post-tax rate appropriate to the CGU. The discount rates used are in line with the Group's estimated weighted average cost of capital, arrived at using the Capital Asset Pricing Model.

The 2025 annual goodwill impairment testing process resulted in no impairment (2024: nil).

The additional disclosures are as follows:

€m	2025	2024
Carrying amount	2,587.3	2,490.0
Discount rate applied to cash flow projections	5.7%	5.2%
Fair value	4,200.0	3,900.0
Headroom	1,612.7	1,410.0
Coverage	162%	157%

Key sources of estimation uncertainty

Key assumptions include management's estimates of future profitability, capital expenditure and working capital requirements. Cash flow forecasts and key assumptions are generally determined based on historical performance together with management's expectation of future trends affecting the industry and other developments and initiatives in the business. Expected future cash flows are inherently uncertain and are therefore liable to material change over time. The key assumptions employed in arriving at the estimates of future cash flows factored into impairment testing are subjective and include projected EBITDA margins, net cash flow, discount rates used and long-term growth rates. Significant underperformance may give rise to a material write-down of goodwill which could have a substantial impact on the Group's profit and equity. Given the excess headroom, however, the likelihood of this happening is considered low.

Sensitivity analysis

Sensitivity analysis was performed by increasing the discount rate by 1 percentage point (pp) and reducing the long-term growth rate by 1 pp, which resulted in an excess in the recoverable amount over its carrying amount under each approach. Management believes that any reasonable change in any of the key assumptions would not cause the carrying value of goodwill to exceed the recoverable amount.

The table below identifies the break-even levels for key assumptions to arrive at a zero excess of the present value of future cash flows over the book value of net assets in the CGU:

Assumption		Change by:
EBITDA margin	Reduction	8.5 %
Net cash flow	Reduction	42.0 %
Discount rate	Increase	2.0 %
Long-term growth rate	Reduction	2.4 %

Impairment testing of brand name

The Group estimated the fair value less costs to sell using a discounted cash flow model based on the most recent budgets as approved by the EMT and the Board of Directors. These budgets generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

The assumptions used for the valuation of the brand name are consistent with the assumptions used for the valuation of goodwill.

The calculated fair value amounts to €280.0m, which represents a coverage of 966% compared to the carrying amount of €29.5m.

21. Financial assets

€m	2025	2024
Loan receivables at amortised cost		
At 1 January	62.9	54.6
Additions	2.6	8.3
31 December	65.5	62.9
Interest receivables		
At 1 January	0.7	0.6
Income	2.2	3.0
Received	(2.4)	(2.9)
At 31 December	0.5	0.7
Deferred consideration		
At 1 January	28.1	–
Additions	–	26.5
Interest accrued	1.2	0.7
Interest received	(1.2)	(0.3)
Remeasurement	(3.3)	1.2
At 31 December	24.8	28.1
Total	90.8	91.7
Current	0.5	0.7
Non-current	90.3	91.0

Financial assets relate to a loan granted to a related party (note 33). The deferred consideration relates to the sale of the Canadian business (note 15).

22. Deferred tax

Deferred tax assets (DTA) and liabilities (DTL) at 31 December consist of:

€m	DTA 2025	DTL 2025	DTA 2024	DTL 2024
Fleet	27.6	(27.7)	25.9	(26.7)
PP&E	0.6	(2.7)	0.8	(1.7)
Intangibles	0.7	(11.6)	0.7	(12.9)
Trade and other receivables and payables	8.3	(3.5)	7.9	(2.9)
Borrowings	1.5	–	(0.5)	–
RoU Fleet	–	(1.3)	–	(2.3)
RoU PP&E	–	(28.7)	–	(29.2)
RoU Finance lease liability	31.8	–	33.1	–
Net operating losses	17.8	–	16.8	–
Deferred tax before provisions	88.3	(75.5)	84.7	(75.7)
Provisions on net operating losses and tax credits	(3.2)	–	(3.3)	–
Provisions on other temporary differences	(19.6)	–	(20.5)	–
Provisions on deferred tax assets	(22.8)	–	(23.8)	–
Deferred tax after provisions	65.5	(75.5)	60.9	(75.7)
Allowable offset against deferred tax liabilities	(46.9)	46.9	(47.7)	47.7
Net deferred tax	18.6	(28.6)	13.2	(28.0)

TIP Group has tax losses carried forward of €75.9m as at 31 December 2025 (2024: €71.9m) of which the majority can be carried forward indefinitely. The Group recognises deferred tax assets for the tax value of losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group has not recognised deferred tax assets in respect of tax losses of €3,2m (2024: €3.3m) as the Group considers it is not probable that future taxable profits will be available to offset these tax losses with current tax liabilities. Of the total amount of unrecognised losses of €3.2m, €0.9m will expire within 5 years and €2.3m indefinitely.

In addition, the unrecognized DTA on other temporary differences primarily relates to fleet. The initial expected lives of which are approximately 4-9 years.

22.1 Net deferred tax

Movements during the period are as follows:

€m	1 January 2025	Effects of movements in foreign exchange	Recognised in income	Recognised in OCI/ equity	Transfers business combinations[2]	31 December 2025
Fleet	(0.8)	(0.1)	1.0	–	(0.4)	(0.3)
PP&E	(0.9)	–	(0.6)	–	(0.5)	(2.0)
Intangibles	(12.2)	–	1.4	–	–	(10.8)
Trade and other receivables	5.0	–	(0.2)	–	–	4.8
Borrowings	(0.5)	–	0.6	1.4	–	1.5
RoU Fleet	(2.3)	0.1	0.9	–	–	(1.3)
RoU PP&E	(29.2)	0.5	–	–	–	(28.7)
RoU Finance lease liability	33.1	(0.6)	(0.7)	–	–	31.8
Net operating losses	16.8	0.2	1.2		(0.4)	17.8
Deferred tax before provisions	9.0	0.1	3.6	1.4	(1.3)	12.8
Provisions on net operating losses and tax credits	(3.3)	–	0.1	–	–	(3.2)
Provisions on other temporary differences	(20.5)	–	0.9	–	–	(19.6)
Provisions on deferred tax assets	(23.8)	–	1.0	–	–	(22.8)
Deferred tax after provisions	(14.8)	0.1	4.6	1.4	(1.3)	(10.0)

Tax management

The Group has deferred tax assets primarily resulting from net operating losses carried forward and temporary differences that may reduce taxable profit in future periods. The realisation of these deferred tax assets depends on the Group's ability to generate sufficient taxable profit within the carried forward periods provided for in the tax law of each applicable tax jurisdiction.

The following sources of taxable profit have been considered when assessing the realisation of the deferred tax assets:

- Forecasted future profit before tax and taxable profit
- Future reversal of temporary differences
- Scheduled reversal of deferred tax liabilities
- Tax planning strategies

[2] Adjustments in this column reflect changes to deferred tax positions resulting from the finalisation of purchase price allocations for acquisitions completed in preceding financial years

The management considers that it is likely that a portion of the deferred tax assets will not be realised due to the forecasted profit before tax in some countries.

23. Inventories

€m	Note	2025	2024
Fleet held for sale			
At 1 January		17.0	30.4
Additions	18	18.5	37.7
Disposals		(29.5)	(51.1)
At 31 December		6.0	17.0
Buy to sell			
At 1 January		9.8	5.2
Additions		33.9	12.6
Disposals		(26.0)	(8.0)
At 31 December		17.7	9.8
Parts			
At 1 January		20.4	16.0
Additions		38.7	34.4
Business combinations		—	0.5
Used		(36.7)	(30.5)
At 31 December		22.4	20.4
Total		46.1	47.2

Inventories include fleet which is classified as held for sale once management decides to dispose of the equipment. Buy to sell are trailers, tankers and trucks purchased to resell.

24. Trade and other receivables

€m	Note	2025	2024
Trade receivables		159.8	167.7
Allowance for expected credit losses	24.1	(12.3)	(9.4)
Non-impaired trade receivables		147.5	158.3
VAT receivables		6.5	7.5
Prepayments		23.0	24.3
Unbilled revenue		9.4	8.8
Other		8.3	5.8
Total		194.7	204.7

Trade receivables and unbilled revenue are non-interest bearing and are generally on 30-day payment terms. Trade receivables include receivables arising from contracts with customers and other receivables. It is not possible for the Group to separate trade receivables from the contracts with customers from other receivables. VAT receivables are fully recoverable. Prepayments (mainly operating expenses) are attributable to subsequent periods and mature within one year.

Trade receivables and credit risk policies

Refer to note 36.4 on credit risk for trade receivables, which explains how the Group manages and measures credit quality of trade receivables that are neither past due nor impaired.

24.1 Allowance for expected credit losses on trade receivables

€m	Total
At 1 January 2024	10.1
Charge for the period	1.7
Trade receivables written off	(2.4)
At 31 December 2024	9.4
Charge for the period	2.9
Trade receivables written off	—
At 31 December 2025	12.3

These expenses arise due to the recognition of ECL charges of trade receivables with fixed or determinable payment.

Ageing analysis

At the end of the reporting period, the ageing analysis of non-impaired trade receivables is as follows:

Trade receivables at 31 December €m	Total	Neither past due or impaired	Past due but not impaired 1-30 days	31-60 days	61-90 days	91-120 days	>120 days
2025	147.5	112.9	22.3	5.8	2.9	1.7	1.9
2024	158.3	124.0	23.9	6.0	1.7	0.7	2.0

25. Cash and cash equivalents

€m	2025	2024
Cash at banks and on hand	1.0	8.1
Total	1.0	8.1

26. Borrowings

2025 €m	RCF	ABS	FLB	TL	GRCF	Total
At 1 January	1,069.1	218.9	193.3	424.7	20.3	1,926.3
Drawdowns	293.3	66.6	62.7	–	23.0	445.6
Repayments	(273.6)	(6.6)	(50.1)	(0.1)	(0.3)	(330.7)
Gross face value at 31 December	1,088.8	278.9	205.9	424.6	43.0	2,041.2
Foreign exchange movements	(24.8)	(2.0)	(2.5)	–	–	(29.3)
Gross value after foreign exchange	1,064.0	276.9	203.4	424.6	43.0	2,011.9
Accrued interest/commitment fees	7.6	–	–	1.7	0.3	9.6
Deferred fees	(5.9)	(1.7)	–	–	–	(7.6)
Total at 31 December	1,065.7	275.2	203.4	426.3	43.3	2,013.9
Current	7.6	71.4	36.9	426.3	0.3	542.5
Non-current	1,058.1	203.8	166.5	–	43.0	1,471.4

2024 €m	RCF	ABS	FLB	TL	GRCF	Total
At January	1,381.1	159.0	164.2	425.0	14.0	2,143.3
Drawdowns	298.8	123.1	52.2	–	6.3	480.4
Business combinations	–	–	19.1	–	–	19.1
Repayments	(625.8)	(65.4)	(44.3)	(0.3)	–	(735.8)
Gross face value at 31 December	1,054.1	216.7	191.2	424.7	20.3	1,907.0
Foreign exchange movements	15.0	2.2	2.1	–	–	19.3
Gross value after foreign exchange	1,069.1	218.9	193.3	424.7	20.3	1,926.3
Accrued interest/commitment fees	5.8	–	–	–	(0.3)	5.5
Deferred fees	(11.2)	(0.5)	–	–	–	(11.7)
Total at 31 December	1,063.7	218.4	193.3	424.7	20.0	1,920.1
Current	5.8	54.8	41.2	–	(0.3)	101.5
Non-current	1,057.9	163.6	152.1	424.7	20.3	1,818.6

26.1 Overview of principal borrowing facilities

Revolving credit facility (RCF),Term Loan facilities (TL) and green revolving credit facility (GRCF)

On 20 December 2018, the Group refinanced and signed a new financing facility with a consortium of banks providing a €967.0m multi-currency revolving credit facility. This facility matures on 31 December 2023 and can be extended up to an additional two years post 31 December 2023. On 22 November 2019, the RCF facility was increased by €183.5m via the accordion clause in the agreement, with a combination of existing and new banks. On 29 July 2021, the Group signed an agreement to refinance the existing loan facility, thereby extending the maturity till December 2025 and increasing the facility by €46.0m with the existing banks in the consortium, using the accordion feature, totalling to €1,196.5m. On 12 December 2022, we signed an agreement to refinance our existing loan facility, increasing the facility by €193.8m with our existing and new banks in the consortium, using the accordion feature, totalling to €1,390.3m. On 20 December 2023, the Group increased the facility using the accordion feature, totalling to €1,798.8m. On 3 December 2024, the Group extended the maturity of the existing loan facility to 8 Dec 2027 and voluntarily reduced the facility by €425m, totalling to €1,373.8m, reflecting short-term lower funding needs post the sale of TIP Canada in June 2024, which will result in savings on commitment fees for unutilised facilities.

The Group may draw funds under the facility in €, £, US$, CA$, SEK, NOK, PLN, CHF and DKK. The Group may elect to pay interest on a one-, three- or six-month basis. The Group's policy usually is to pay on a three-month basis.

The interest rate spread varies quarterly based on the ratio of loan outstanding compared with certain loan collateral ("loan to value") between 1.5% and 2.1%. There is a 0% RFR floor applicable to the facility. During 2025, the Group paid an average spread of 1.69% (2024: 1.69%).The Group has linked the interest rate spread to the sustainability KPI's.

The Group is required to comply with the following financial covenants:

- Solvency (equity-intangibles-deferred taxes)/(total assets-intangibles-deferred taxes)
- Interest cover (the ratio of operating profit excluding exceptional items to cash finance charges)
- Loan to value (the ratio of aggregate borrowings outstanding to borrowing base)

The Group is required to hedge the related interest payments using floating-to-fixed interest rate swaps. A minimum of 33.3% of the drawdown loan is required to be hedged till maturity of RCF.

The Group fully complied with these covenants in all periods.

The majority of the assets of the Group are pledged as collateral with respect to these borrowings. Please refer to commitments and contingencies in note 34.

On 22 November 2019, TIP entered the institutional private placement Term Loan market for the first time via the accordion clause in the agreement, raising €274.5m in term loans from five funders, as part of the acquisition of PEMA. The Group successfully increased the Term Loan by €150.0m on 3 August 2021, as part of the refinancing strategy, with the existing private placement term loan institutions. On 12 December 2022, the Group established a new accordion of €500.0m that can be used to raise fund via the RCF, GRCF and Term Loan institutions. The interest rate of this Term Loan is 2.4% and facility matures in November 2026. The Company intends to extend the facility beyond November 2026.

On 12 December 2022, the Group successfully raised a green revolving credit facility (GRCF) of €75.0m. This facility is dedicated to funding zero- and low-emission equipment and is aligned with EU taxonomy/green loan principles. The interest rate spread varies quarterly based on the ratio of loan outstanding compared with certain loan collateral ("loan to value") between 1.45% and 2.05%. There is a 0% RFR floor applicable to the facility.

The institutional Term Loans and green revolving credit facility rank *pari passu* with the RCF facility in relation to security. The three financial covenants that apply to the RCF also apply to the TL and the GRCF.

Asset-backed securitisation facility (ABS)

In December 2021, the Group set up a new ABS facility under Irish law with two leading banks and closed down its previous ABS facility, which operated under Dutch law. The countries where the Group can use this facility are the Netherlands, Belgium, France, Germany, the United Kingdom, Ireland, Denmark, Sweden and Finland. For the ABS programme, a two-step future flow securitisation structure was set up. A bankruptcy remote Irish special purpose entity, TIP Collections Designated Activity Company (TCD), wholly owned by TIP, is the legal owner of the vehicles and leases these assets to various TIP operating companies, which in turn sublease the assets to our customers. TCD sells the discounted future cash flows associated with the lease

agreements and the residual value of the assets to TIP Lease Funding Designated Activity Company (TLF) in return for funding against favourable terms. Although the shares of TLF are not owned by the Group, TLF is included into the consolidated financial statements, since it meets the IFRS 10 consolidation criteria. Vehicles which are not ABS funded remain legally owned by the respective TIP operating companies.

In December 2023, the Group extended the facility by two years, till December 2025 and increased the committed senior facility from €200.0m to €265.0m.

In August 2025, the Group extended the facility by another two years, until December 2027, and increased the committed senior facility from €265m to €350m.

This facility has no interest rate floor, and expansion to €600.0m is permitted under the RCF facilities agreement. This senior facility is a multi-currency facility which allows the Group to borrow in the major currencies in which it operates and requires interest rate hedges to be taken out to match the lease cash flows. Interest is payable on a monthly basis.

Funding lease book (FLB)

The Group has entered into, or acquired via business combinations, a number of lease contracts as customer (lessee).

The average interest rate on these leases is 4.5% (2024: 4.0%).

The Group's obligations under leases are secured by the supplier's (lessor) legal title to the leased assets. Future minimum payments, together with the present value of the net minimum lease payments, are as follows:

2025 €m	Total future minimum lease payments	Outstanding interest	Present value of minimal payments (principal amount)
Less than 1 year	45.3	8.4	36.9
Between 1 and 5 years	133.6	21.8	111.8
More than 5 years	61.1	6.5	54.6
Total	240.0	36.7	203.3

2024 €m	Total future minimum lease payments	Outstanding interest	Present value of minimal payments (principal amount)
Less than 1 year	48.3	7.1	41.2
Between 1 and 5 years	126.4	19.3	107.1
More than 5 years	52.6	7.6	45.0
Total	227.3	34.0	193.3

27. Derivatives

The Group is exposed to certain risks relating to its ongoing business operations. The primary risk managed using derivative instruments is interest rate risk.

In accordance with the Group's risk management strategy, the Group use financial instruments, such as interest rate swaps and caps to hedge against the risk of rising interest rates on its floating rate borrowings, namely its revolving credit facility (RCF) and asset based securitisation (ABS) programme. The Group's risk management strategy and how it is applied to manage risk is explained in note 36.3. Such derivative contracts are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in fair value are recognised directly in the profit or loss for all derivative instruments, except where the Group has elected to apply hedge accounting.

The Group has elected to apply hedge accounting to its derivatives under the RCF. At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

Where hedge accounting is applied, the effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is

adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Group has relationships only with financial institutions with high credit ratings in respect of derivatives to minimise credit risk exposure.

Below is an analysis of the derivatives fair value recognised in profit or loss, or OCI:

€m	Note	2025	2024
Recognised in profit or loss	27.1	(2.2)	(0.5)
Recognised in the OCI	27.2	(8.2)	(3.0)
Total		(10.4)	(3.5)
Current		(5.0)	3.0
Non-current		(5.4)	(6.5)

Revolving credit facility (RCF)

The Group enters into interest rate swaps in order to hedge against the risk of rising interest rates on its floating rate revolving credit facility. These contracts, which are entered into on a rolling basis, are expected to reduce the volatility in interest payments attributable to interest rate fluctuations in various benchmark rates. The Group has elected to apply hedge accounting to these derivates. These derivatives are designated as cash flow hedges. There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swaps match the terms of the highly probable borrowings. To test hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Asset-backed securitisation (ABS)

The Group is also required to enter into swaps in relation to its ABS facility. These swaps are not designated as hedge relationships, and hence, movements in fair value are recognised in the profit or loss.

Derivatives not designated as hedging instruments

The Group uses foreign currency-denominated borrowings in ABS structure, and foreign exchange forward contracts to manage some of its ABS balance sheet exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

27.1 Derivatives with changes in fair value recognised in the profit or loss

€m	2025	2024
Interest rate swap	(2.2)	(0.5)
Total	(2.2)	(0.5)
Current	(0.9)	0.7
Non-current	(1.3)	(1.2)

The movement of the interest rate swaps was as follows:

€m	2025	2024
At 1 January	(0.5)	2.7
Reclass to derivatives at fair value through the profit or loss from OCI	–	–
Movement in fair value through profit or loss	(1.7)	(3.2)
At 31 December	(2.2)	(0.5)

Below is an analysis of the expected future cash flows for derivatives where hedge accounting is not applied as at the year ended:

2025 €m	Less than 3 months	3 to 12 months	1 to 5 years	Total
Inflows	4.4	1.0	2.6	8.0
Outflows	(4.9)	(1.4)	(3.9)	(10.2)
Net	(0.5)	(0.4)	(1.3)	(2.2)

2024 €m	Less than 3 months	3 to 12 months	1 to 5 years	Total
Inflows	6.8	0.9	2.3	10.0
Outflows	(5.8)	(1.2)	(3.5)	(10.5)
Net	1.0	(0.3)	(1.2)	(0.5)

27.2 Derivatives with changes in fair value recognised in OCI

€m	2025	2024
At 1 January	(3.0)	1.5
Fair value during period	(5.2)	(4.5)
At 31 December	(8.2)	(3.0)
Current	(4.1)	2.3
Non-current	(4.1)	(5.3)

Below is an analysis of the expected discounted future cash flows for derivatives where hedge accounting had been applied as at the year ended:

2025 €m	Less than 3 months	3 to 12 months	1 to 5 years	Total
Inflows	8.7	19.9	31.7	60.3
Outflows	(9.1)	(23.6)	(35.8)	(68.5)
Total	(0.4)	(3.7)	(4.1)	(8.2)

2024 €m	Less than 3 months	3 to 12 months	1 to 5 years	Total
Inflows	7.8	20.7	25.0	53.5
Outflows	(7.1)	(19.1)	(30.3)	(56.5)
Total	0.7	1.6	(5.3)	(3.0)

28. Provisions

€m	Restructuring	Other	Total
At 1 January 2024	2.5	(0.1)	2.4
Charge for the period	3.8	–	3.8
Utilised	(0.2)	–	(0.2)
At 31 December 2024	6.1	(0.1)	6.0
Charge for the period	0.2	–	0.2
Utilised	(3.3)	0.1	(3.2)
At 31 December 2025	3.0	–	3.0
Current	3.0	–	3.0
Non-current	–	–	–

29. Trade and other payables

€m	Note	2025	2024
Accruals	29.1	68.8	74.8
Other creditors	29.2	25.2	25.7
Deferred revenue	29.3	55.3	41.1
Trade payables		47.1	64.1
Security deposits		19.6	17.6
Fleet payables		30.8	3.0
Total		246.8	226.3
Current		216.5	197.6
Non-current		30.3	28.7

Trade and fleet payables are non-interest bearing and are settled within agreed terms.

The Group requires security deposits to cover credit risk of customers with lower ratings or when exposure is high versus customer equity and cash flow coverage. They are returned if not used when all contracts related are paid in full by the customer. The Group may transfer the security deposit from one contract to the following contract with supporting documentation signed by the Group and the customer. Security deposits are requested at the beginning of a lease or rental from some customers according to the Group's risk management policies. They are held for various lengths of time.

29.1 Accruals

Accruals are comprised as follows:

€m	2025	2024
Compensation and benefits	19.0	20.4
Administrative and other operating expenses	17.6	19.7
M&R own fleet	19.0	20.1
Insurance	2.7	1.7
Property dilapidations	1.6	2.1
Deferred fleet sales proceeds	0.3	0.7
Other	8.6	10.1
Total	68.8	74.8

M&R own fleet relates to services provided by third parties who have not yet invoiced services provided for maintaining the Group's trailers.

Compensation and benefits include bonus and holiday pay provisions.

29.2 Other creditors

€m	2025	2024
VAT payable	11.3	10.2
Net payroll liability	5.0	4.7
Wages tax and social security	3.1	3.1
Prepaid fleet sales	1.7	2.4
Other payables	4.1	5.3
Total	25.2	25.7

29.3 Deferred revenue

Deferred revenue is comprised as follows:

€m	2025	2024
Maintenance contracts	32.6	30.9
Leasing and rental	22.6	10.1
M&R 3rd party	0.1	0.1
Total	55.3	41.1
Current	25.0	12.4
Non-current	30.3	28.7

Deferred maintenance revenue represents instances where the remaining performance obligation is expected to be completed in the next periods.

30. Pension obligations

The Group primarily operates defined contribution plans either through an insurance company or via state social security plans. Defined benefit plans are insignificant.

31. Equity

31.1 Share capital

€m	2025	2024
Authorised shares		
Ordinary shares 1,000 of €0.01 each		
Ordinary shares issued and fully paid	10.0	10.0
Total	10.0	10.0

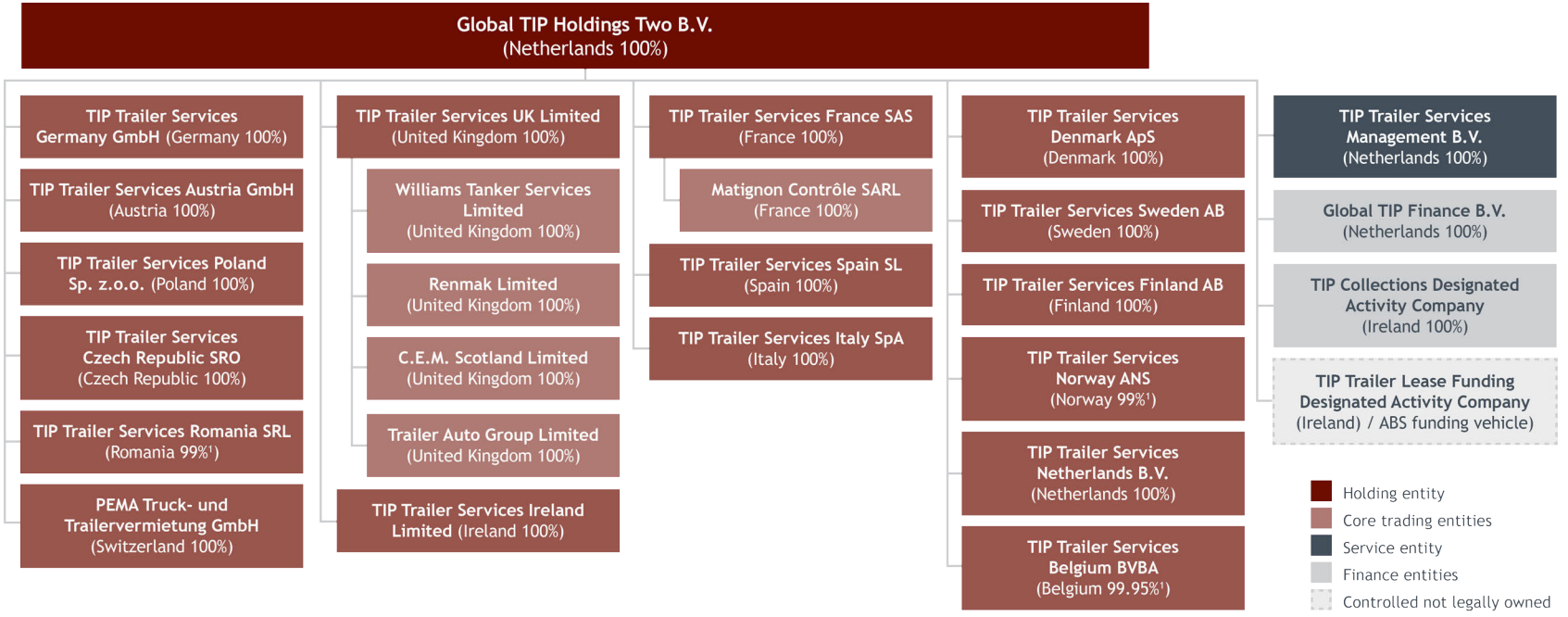
31.2 Dividends

During 2025, Global TIP Holdings Two B.V. distributed to its shareholder (Cube Transportation Europe Coöperatief U.A.) a dividend of € 20.0m as an appropriation of profit from its retained earnings.

31.3 Other reserves

€m	Note	Foreign currency translation	Cash flow hedge	Total
At 1 January 2024		(8.6)	0.7	(7.9)
Movement for the period		5.6	(4.3)	1.3
Tax impact	16.2	–	0.9	0.9
Asset held for sale		(2.9)	–	(2.9)
At 31 December 2024		(5.9)	(2.7)	(8.6)
Movement for the period		(2.3)	(5.2)	(7.5)
Tax impact	16.2	–	1.4	1.4
At 31 December 2025		(8.2)	(6.5)	(14.7)

32. Group information



[1] Balance of shares held by TIP Trailer Services Netherlands B.V.

33. Related party disclosures

a) The following table summarises current period transactions and outstanding balances with the related parties:

€m Lender/supplier	Borrower/debtor	2025	2024
Current period transactions			
Global TIP Holdings Two B.V.	Cube Transportation Europe Coöperatief	1.3	1.4
TIP Trailer Services Management B.V.	TIP Fleet Services Canada Ltd.	0.3	0.6
Other revenue		**1.6**	**2.0**
Global TIP Finance B.V.	Cube Transportation Europe Coöperatief	2.6	3.1
Global TIP Holdings Two B.V.	Canada Trailer Leasing Holdings Limited	1.2	**0.7**
Finance income		**3.8**	**3.8**
Global TIP Holdings Two B.V.	Cube Transportation Europe Coöperatief	(5.2)	(4.4)
Other costs		**(5.2)**	**(4.4)**
Total		0.2	1.4
Dividends paid			
Global TIP Holdings Two B.V.	Cube Transportation Europe Coöperatief	(20.0)	(95.6)
Total		(20.0)	(95.6)
Outstanding balances			
Global TIP Finance B.V.	Cube Transportation Europe Coöperatief	66.1	63.6
Loan receivable		**66.1**	**63.6**
Global TIP Holdings Two B.V.	Canada Trailer Leasing Holdings Limited	24.8	28.1
Deferred consideration		**24.8**	**28.1**
Total		90.9	91.7

Financial assets relate to an arm's-length loan of €66.1m granted to Cube Transportation Europe Coöperatief U.A. The loan has a floating interest rate and is fully repayable on maturity date in June 2027.

Cube Transportation Europe Coöperatief U.A. has pledged the shares of Global TIP Holdings Two B.V. as security for the RCF.

In June 2024, the Group sold TIP Fleet Services Canada Ltd to Canada Trailer Leasing Holdings Limited ("Buyer"), a related party under common control. The ultimate controlling party of both Global TIP Holdings Two B.V. and the Buyer is ISQ Holdings, LLC. Further details of the transaction are provided in Note 15. The transaction was conducted on terms equivalent to those prevailing in arm's-length transactions. As of the reporting date, the Group has an outstanding receivable from the Buyer amounting to €24.8m.

b) Compensation of key management personnel of the Group:

€m	2025	2024
Salaries	11.0	9.0
Post-employment benefits	0.4	0.6
Total	11.4	9.6

The Senior Leadership Team is considered to be the key management personnel of the Group. The amounts disclosed in the table above are recognised as an expense during the reporting period.

The shareholder has put in place a cash incentive plan in the event of a sale of the Group at set minimum levels of return. Using 2025 data and future estimates, the current view is that the plan is not projected to make a payment. As an amendment to this plan, the shareholder made prepayments in September 2023 and 2024, which amortises over a three-year period. An amount of €4.0m (2024: €2.2m) of the payment has been recognised as an expense in 2025. These prepayments represent a floor in the plan, subject to employment for a three-year period. The Non-Executive Directors do not receive pension entitlements from the Group.

Terms and conditions of transactions with related parties

Transactions with related parties are made at terms equivalent to those that prevail in arm's-length transactions. There have been no credit losses relating to the outstanding balances.

34. Commitments and contingencies

a) Assets pledged as collateral

Under the Group's various borrowing facilities referred to in note 26, the Group has pledged the following assets as security for these facilities:

Revolving credit facility (RCF) and term loan (TL)

The Group has pledged the assets below as security for this facility through fixed and floating charges:

€m	2025	2024
Fleet	1,747.9	1,747.1
PP&E	149.6	140.8
Non-current assets	1,897.5	1,887.9
Inventories	46.1	47.2
Unbilled revenue	9.4	8.8
Trade receivables	146.2	154.8
Cash and cash equivalents	1.0	0.1
Current assets	202.7	210.9
Total	2,100.2	2,098.8

The Group has also pledged shares of some of its operating companies.

The RCF facility allows for either fleet or lease contracts to be pledged separately via an SPV for securitised financing, via lease facilities and other loan facilities up to certain stipulated levels.

Green revolving credit facility (GRCF)

The Group has pledged the assets listed below as security for this facility through fixed and floating charges:

€m	2025	2024
Fleet	52.5	27.0
Non-current assets	52.5	27.0
Trade receivables	0.6	0.4
Current assets	0.6	0.4
Total	53.1	27.4

Asset back securitisation facility (ABS)

The Group has pledged the assets below as security for this facility through an SPV:

€m	2025	2024
Fleet	345.9	255.4
Non-current assets	345.9	255.4
Cash and cash equivalents	–	8.0
Current assets	–	8.0
Total	345.9	263.4

Funding lease book (FLB)

The Group's obligations under leases are secured by the lessor's legal title to the leased assets below:

€m	2025	2024
Fleet	92.2	84.3
PP&E	113.5	114.0
Non-current assets	205.7	198.3
Trade receivables	3.5	3.5
Current assets	3.5	3.5
Total	209.2	201.8

b) Capital commitments

€m	2025	2024
Fleet	168.0	174.9
PP&E	17.8	27.8
Intangible assets	11.4	9.0
Total	197.2	211.7

Number of fleet units	2,016	2,292

c) Guarantees

The Group has provided the following guarantees:

€m	2025	2024
FLB	44.6	45.5
Total	44.6	45.5

All guarantees issued are in the ordinary course of business.

The expiration periods of these guarantees are as follows:

€m	2025	2024
2025	–	1.1
2026	0.2	2.8
2027	0.3	0.3
2028	0.4	1.1
2029	17.5	18.1
2030	1.3	12.2
2031+	24.9	9.9
Total	44.6	45.5

d) Legal claims

The Group had no material legal claims outstanding at 31 December 2025, nor at 31 December 2024.

35. Committed revenue

At the end of the reporting period, the Group has committed revenue (L&R and M&R) with customers for whom the contract term was greater than 12 months. The contractually committed revenue can be split as follows:

€m	2025	2024
Within one year	576.8	528.9
Between 1 and 2 years	441.9	399.1
Between 2 and 3 years	321.6	295.1
Between 3 and 4 years	205.9	192.6
Between 4 and 5 years	119.8	106.5
More than 5 years	170.2	135.0
As at 31 December 2025	1,836.2	1,657.2

In addition, the Group has substantial operational committed cash flows from customers. This is driven by the customers' contractual commitments with their end-users for the Group's fleet. Often, customers cannot quickly change to other suppliers without costly disruption to the supply chain. Customers, therefore, continue to use and pay the same lease rate post the end of the contracted period through evergreens. In addition, many customers enter into contract extensions for additional periods which are often for two to three years. Short-term contracts can also extend into subsequent periods.

36. Financial risk management

The Group's principal financial instruments, other than derivatives, comprise trade and other receivables, and cash and short-term deposits that it derives directly from its operations. It also includes loans and borrowings and trade and other payables. The primary purpose of the Group's financial liabilities is to finance its operational activities. The Group views derivatives as risk management tools and does not use them for trading or speculative purposes.

36.1 Liquidity risk

Liquidity risk is the risk that financial liabilities that are settled in cash or by other financial assets cannot be fulfilled when they fall due, or can only be met under unfavourable economic conditions.

The Group uses cash forecasting models to monitor its risk of a shortage of funds. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash deposits and bank loans. The Group is exposed to risk associated with a concentration of its borrowings. However, access to sources of funding is sufficiently available, and the majority of the borrowing arrangements mature within one to five years of the reporting date (please refer to note 26). The Group plans to continue to diversify the maturity of its borrowings in the coming years.

The table below summarises the maturity profile of the Group's financial liabilities based on undiscounted contractual payments:

2025 €m	Note	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Interest		22.1	67.0	90.6	6.5	186.2
Borrowings repayment	26	29.5	503.4	1,405.6	73.3	2,011.8
Derivatives	27	0.9	4.1	5.4	—	10.4
Trade and fleet payables		77.9	—	—	—	77.9
Total		130.4	574.5	1,501.6	79.8	2,286.3

2024 €m	Note	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
Interest		22.1	66.7	170.7	7.6	267.1
Borrowings repayment	26	22.7	72.9	1,779.0	51.7	1,926.3
Derivatives	27	(1.7)	(1.3)	6.5	—	3.5
Trade and fleet payables		67.1	—	—	—	67.1
Total		110.2	138.3	1,956.2	59.3	2,264.0

36.2 Fair value of financial assets, borrowings and derivatives

All financial assets and liabilities, except for derivatives, are floating rate instruments or have short tenors, and therefore their carrying amount approximates fair value. All derivatives are carried at fair value. Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments.

2025				Fair value measurement using		
				Quoted prices in active markets	Significant observable input	Significant unobservable inputs
€m	Note	Carrying amount	Fair value	(level 1)	(level 2)	(level 3)
Financial assets	21	90.8	90.8	–	90.8	–
Derivatives	27	10.4	10.4	–	10.4	–
Borrowings	26	2,013.9	2,013.9	–	2,013.9	–
Total borrowings and derivatives		2,024.3	2,024.3	–	2,024.3	–

2024				Fair value measurement using		
				Quoted prices in active markets	Significant observable input	Significant unobservable inputs
€m	Note	Carrying amount	Fair value	(level 1)	(level 2)	(level 3)
Financial assets	**21**	**91.7**	**91.7**	**–**	**91.7**	**–**
Derivatives	27	3.5	3.5	–	3.5	–
Borrowings	26	1,920.1	1,920.1	–	1,920.1	–
Total borrowings and derivatives		1,923.6	1,923.6	–	1,923.6	–

Management assessed that the fair value of cash and short-term deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts mostly due to the short maturities of these instruments.

The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. There were no transfers between Level 1 and Level 2 during 2025 and 2024.

The following methods and assumptions were used to estimate the fair values:

- The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment-grade credit ratings. Derivatives valued using valuation techniques with observable market inputs are mainly interest rate swaps and floors and foreign exchange forward contracts. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs, including the credit quality of counterparties and the entity itself, foreign exchange spot and forward rates and interest rate curves.

As at 31 December 2025 and 31 December 2024, the marked-to-market value of derivative asset positions is net of a credit valuation adjustment attributable to derivative counterparty default risk, and the marked-to-market value of derivative liability positions is net of a debit valuation adjustment attributable to derivative entity's own credit risk. The changes in the credit risk of both counterparties and entity itself had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other instruments summarised at fair value.

- Fair values of the Group's borrowings are determined by using a DCF method with a discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk is assessed to be stable between the date of entering into the contract and the reporting date.
- Fair values of the Group's financial assets are determined by using a DCF method with a discount rate that reflects the counterparty risk as at the end of the reporting period.

36.3 Market, interest and foreign currency objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is supported by the Treasury team who advises on financial risks and the appropriate financial risk governance framework for the Group. All derivative activities for risk management purposes are carried out by a specialist team that has the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees on policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include loans and borrowings and derivative financial instruments. Market risk consists of interest rate risk and foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates (primarily Euribor/SONIA) relates mainly to the Group's long-term borrowing obligations with floating interest rates.

To manage this exposure, the Group enters into interest rate swaps, under which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed notional principal amount. These swaps are designated to hedge underlying borrowing obligations (please refer to note 27). The Group's strategy is to hedge a minimum of 66% of its long-term external borrowings for the duration of the borrowings. For financing via ABS, interest rate swaps are taken out to match the operating lease cash flow and duration for the financing component of the facility.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in interest rates on principal borrowings, after the impact of hedge accounting where applicable. With all other variables held constant, the Group's profit before tax and other comprehensive income are affected as follows:

2025 €m		Change in rate	Effect on profit before tax	Effect on OCI
RCF	Interest rate swaps	(0.25) p.p.	0.1	(4.2)
		0.25 p.p.	(0.1)	4.2
ABS	Interest rate	(0.25) p.p.	0.7	–
		0.25 p.p.	(0.7)	–

2024 €m		Change in rate	Effect on profit before tax	Effect on OCI
RCF	Interest rate swaps	(0.25) p.p.	0.3	(3.6)
		0.25 p.p.	(0.3)	3.6
ABS	Interest rate	(0.25) p.p.	0.5	–
		0.25 p.p.	(0.5)	–

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Foreign currency risk

Foreign currency risk is the risk that the fair value, or future cash flows, of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the centrally managed borrowings in currencies other than the functional currency, the Group's operating activities (predominantly fleet purchases and sales at subsidiary level denominated in a different currency from the subsidiary's functional currency), and the Group's net investments in foreign subsidiaries.

Under the revolving credit and ABS facilities currently in place, the Group borrows in £, SEK, NOK, PLN, CHF and DKK to naturally hedge internal loans in those currencies.

The Group manages its foreign currency risk for the ABS structure (multi-currency facility) by hedging balance sheet exposure.

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of the derivative to match the terms of the hedged exposure.

The Group hedges its exposure to fluctuations on the translation into euros for ABS Structure by holding net borrowings in different currencies and by using foreign currency swaps and forwards.

This foreign currency risk is hedged by using foreign currency forward contracts.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonable possible change in exchange rates as at 31 December, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities.
The Group's exposure to foreign currency changes for all other currencies is not material.

€m	Change in rate	Effect on profit before tax 2025	2024
£	+5%	(1.9)	(1.7)
SEK	+5%	0.2	(0.8)

The following table shows the Group's net assets after borrowings by currency:

Net assets after borrowings by currency	2025	2024
€	77 %	69 %
£	2 %	4 %
DKK	7 %	13 %
Others	14 %	14 %
	100 %	100 %

The Group does not hedge its intergroup net assets/investments after borrowings in non-reporting currency. In 2025 84% (2024: 82%) of its net assets/investments before borrowings were in € or currencies such as DKK which are formally tied to the €. When funding its UK, Swedish and Norwegian businesses, the Group principally borrows in £, SEK and NOK under its various financing facilities to substantially reduce its exposure to fluctuations in these currencies against the €. The Group assesses the residual risk of other currencies as limited.

36.4 Credit risk

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities, primarily through its leasing and M&R activities and from its financing activities, including derivative financial instruments.

Financial assets

Financial assets, which potentially expose the Group to credit risk, amount to €66.1m in receivables from the parent company and €24.8 in deferred consideration from the sale of the Canadian business. While the Group may be subject to losses up to the contract value of the financial assets in the event of non-performance by its counterparts, it does not expect such losses to occur. No collateral is required by the Group to support financial assets subject to credit risk.

Credit risk is managed by the Group in accordance with the Group's policy. Counterparty credit limits are reviewed by the Group on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Group considers a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

As at 31 December 2025, there is no indication that the loans given by the Group will not be received.

Trade receivables

The Risk team manages customer credit risk in each regional business unit, subject to the Group's established policy, procedures and controls relating to customer's credit risk management. The credit quality of a customer is assessed to define credit limits based on internal and external credit ratings that take into account financial health and payment history.

The Chief Financial Officer and the Credit Risk Director of the Group delegate credit authorities to regional Finance Directors and Risk teams. Each regional Finance Director ensures that they consistently and adequately apply the policy for performing annual reviews on customer accounts. The risk should be appropriate to the level of exposure and risk assessment of the customer, and include the maintenance of clear underwriting records identifying the rationale for agreeing to each credit line level.

The Group uses a customer's financial statements and other information (industry risk, business position perspective and other internal risks analyses) in assessing a customer's risk level. The key internal risk analyses include but are not limited to:

- Cash flow coverage analysis
- A standardised credit rating based on the financial information of the customer
- The most current data from local credit bureaus
- The customer Risk Class is updated monthly, based on analysis of the historical quality of customer payments to TIP

All customers are monitored weekly by the Finance and Risk team, and information about major overdue accounts is provided to management on a monthly basis.

A customer is moved to doubtful-account status when there is doubt about the future capacity of that customer or customer group to fulfil its payment obligations. For customers placed on doubtful-account status and having an exposure exceeding €0.5m, regional Finance Directors review all relevant risks and take appropriate actions to ensure any potential loss is mitigated. The evaluation may include, but is not limited to, a summary of updated company financial information and projections, current contractual arrangements, analysis of the gap between net book value and fair value of an asset, site visits and review of an exit strategy if the asset is retrieved. The payment profile of these customers is closely monitored.

A customer who has filed for administration or bankruptcy, or has had legal action instigated due to overdue payments, is classified as a doubtful account. All maintenance, services and other sundry offerings are stopped from the date of the classification as a doubtful account. The regional Finance Directors develop a plan to recover outstanding amounts and to retrieve any equipment. The Chief Financial Officer and the Credit Risk Director review and approve this plan.

When a customer is moved to doubtful accounts, the existing trade receivables are impaired to profit or loss. For the non-doubtful accounts, an impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The Group writes off doubtful receivables, if:

- The Group receives information that the customer does not have any assets to perform enforcement proceedings
- The enforcement proceedings were discontinued
- The probability of recovering the debt is remote, and further collection costs are likely to be higher than the debt itself
- Customer is bankrupt/insolvent and the Group's claim has been registered

Excessive risk concentration

Concentrations arise when a number of customers are engaged in similar business activities or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

The Group considers concentration risk using two key measures:

- Percentage of customers owing more than €0.25m and €1.0m
- Concentration in different credit rating classes

The summary of outstanding customers owing more than €0.25m and €1.0m is as follows:

	No. of customers owing >€0.25m	% of the non-impaired trade receivables	No. of customers owing >€1m	% of the non-impaired trade receivables
2025	81	66 %	22	47 %
2024	88	70 %	29	51 %

37. Significant external factors

Geopolitical conflict in Ukraine and the Middle East

The Group is not directly impacted by the geopolitical conflict in Ukraine or in the Middle East as the Group does not conduct any operational activity in those countries.

The Group continues to monitor developments related to these conflicts and its potential impact on the TIP Group and its customers.

38. Events after the reporting period

No significant events occurred after the reporting period.

Company financial statements

Global TIP Holdings Two B.V.
Financial statements for the period ended 31 December 2025

(company registration no. 58146369)

Statement of profit or loss	177
Statement of financial position	178
Statement of changes in equity	179
Notes to the company financial statements	180
Board of Directors of Global TIP Holdings Two B.V.	184

Statement of profit or loss

for the period ended 31 December

€m	Note	2025	2024
Revenue		–	–
Gross profit		–	–
Administrative and other operating expenses	I	(0.1)	(0.5)
Operating profit		(0.1)	(0.5)
Finance cost	II	(13.7)	(17.8)
Finance income		1.2	1.5
Gain on sale of subsidiary	V	–	83.1
Result before taxes		(12.6)	66.3
Taxation	III	3.5	4.5
Net results from subsidiaries	IV	29.4	28.4
Net profit		20.3	99.2

Statement of financial position

as at 31 December

€m	Note	2025	2024
Financial assets	IV	869.5	854.0
Non-current assets		869.5	854.0
Other receivables	–	–	–
Current tax assets	VI	3.3	4.5
Cash and cash equivalents		0.1	0.4
Current assets		3.4	4.9
Total assets		872.9	858.9
Borrowings	VII	208.9	171.5
Non-current liabilities		208.9	171.5
Borrowings	VII	21.9	39.0
Trade and other payables	VIII	–	0.5
Current liabilities		21.9	39.5
Total liabilities		230.8	211.0
Net assets		642.1	647.9
Share capital	IX	–	–
Share premium	IX	477.1	477.1
Retained earnings	IX	162.8	165.1
Other reserves	IX	2.2	5.7
Equity		642.1	647.9

Statement of changes in equity

for the period ended 31 December

€m	Note	Share capital	Share premium	Retained earnings	Other reserves	Equity
At 1 January 2024		–	477.1	164.3	0.7	642.1
Net profit		–	–	99.2	–	99.2
Movement for the period	IX	–	–	–	2.2	2.2
Dividend	IX	–	–	(95.6)	–	(95.6)
Total comprehensive income		–	–	3.6	2.2	5.8
Reclass	IX	–	–	(2.8)	2.8	–
At 31 December 2024		–	477.1	165.1	5.7	647.9
Net profit		–	–	20.3	–	20.3
Movement for the period	IX	–	–	–	(6.1)	(6.1)
Dividend	IX	–	–	(20.0)	–	(20.0)
Total comprehensive income		–	–	0.3	(6.1)	(5.8)
Reclass	IX	–		(2.6)	2.6	–
At 31 December 2025		–	477.1	162.8	2.2	642.1

Notes to the company financial statements

Basis of preparation

The company financial statements are prepared according to the provisions in part 9, Book 2, of the Netherlands Civil Code, by applying the accounting policies used in the consolidated financial statements under IFRS according to the provisions of Article 362 sub 8, part 9, Book 2, of the Netherlands Civil Code. For all the notes to the Company's balance sheet, reference is made to the notes to the consolidated balance sheet, unless stated otherwise.

Significant accounting policies

The accounting policies set out before in preparing the consolidated financial statements are also applied in the company financial statements. Investments in subsidiaries are accounted using the equity method. When the Company's share of losses exceeds its interest in the subsidiary, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued, except to the extent that the Company has incurred legal or constructive obligations, which are expected to result in an outflow of resources, or made payments on behalf of the subsidiary.

I. Administrative and other operating expenses

€m	2025	2024
Other expenses	0.1	0.5
Total	0.1	0.5

Audit and accounting advisor fees

These fees are disclosed in the consolidated financial statements (refer to note 13).

II. Finance cost

€m	2025	2024
Interest	10.1	15.0
Foreign exchange losses/(income)	3.6	2.8
Total	13.7	17.8

III. Taxation

The Company is part of the Dutch tax group for corporate tax purposes with Cube Transportation Europe Coöperatief U.A. as head of the tax group. The TIP entities Global TIP Finance B.V., TIP Trailer Services Netherlands B.V. and TIP Trailer Services Management B.V. are also part of the Dutch tax group. The Company is jointly and severally liable for all corporation tax liabilities resulting from the Dutch tax group in relation to the Dutch tax authorities. The current corporate tax benefit for 2025 is €3.5m (2024: €4.5m). Current taxes are determined at each individual entity of the Dutch tax group based on its taxable profit or loss for the period, taking into account permanent and temporary differences for the period. Deferred taxes for each individual entity of the tax group are determined on an individual basis, taking into account temporary differences on a standalone basis. The forecast profits of the Dutch tax group are used for the recognition of deferred tax assets.

IV. Financial assets

The financial assets pertain to the investment in subsidiaries and the deferred consideration related to the sale of the Canadian business (note V), payable after 3 years, interest bearing at 4.7% and includes fair value adjustment of €1.1m.

€m	2025	2024
Investments in subsidiaries		
At 1 January	825.9	968.3
Capital increase in subsidiaries	36.1	20.2
Capital decrease in subsidiaries	–	–
Sale of subsidiary[1]	–	(154.3)
Cash flow hedge (net of taxation)	(3.8)	3.4
Foreign exchange movements	(2.3)	(5.6)
Net profit from subsidiaries	29.4	28.4
Dividend received	(40.6)	(34.5)
At 31 December	844.7	825.9
Deferred consideration		
At 1 January	28.1	0.0
Additions	–	28.1
Repayment	–	–
Remeasurement	(3.3)	
At 31 December	24.8	28.1
Total	869.5	854.0

V. Discontinued operations

Management initiated a plan to divest the Canadian operations in December 2023. As a result, the Canadian business has been reported as discontinued operations and was classified as a disposal group held for sale as at 31 December 2023.

TIP Fleet Services Canada Ltd was sold to Canada Trailer Leasing Holdings Limited on 17 June 2024. This will allow the Canadian business to develop in the broader North American market, while enabling TIP Group management to further improve TIP's presence and offering in the European market. The fair value of the consideration amounted to USD 476m (€437m), which includes deferred consideration of USD 28.8m (€26.5m).
The results of discontinued operations are as follows:

€m	2025	2024
Gain from operating activities before taxes	–	20.6
Income taxes	–	(3.8)
Net profit	**–**	**16.8**
Total sales proceeds	–	437.0
Net assets directly associated with the disposal group[2]	–	(347.9)
Gain on sale before foreign currency translation reserve write-off	**–**	**89.1**
Transaction costs	–	(1.7)
Write-off of foreign currency translation reserve	–	(4.3)
Gain on sale	**–**	**83.1**
Loss on cash flow hedge	–	(3.1)
Other costs	–	(1.5)
Gain from discontinued operations	–	95.3

[1] The amount includes the intercompany balance of €193.6m between TIP Fleet Services Canada Ltd and Global TIP Finance B.V.
[2] The amount excludes intercompany balance between TIP Fleet Services Canada Ltd and Global TIP Finance B.V.

VI. Current tax

Current tax assets represent tax receivables as part of the Dutch tax group. Current tax asset movements are as follow:

	2025	2024
At 1 January	5.0	5.1
Current tax charge for the period	3.5	4.5
Settlement of tax losses with tax group	(4.6)	(4.6)
At 31 December	3.9	5.0

VII. Borrowings

The Company has the following borrowings from Global TIP Finance B.V., Amsterdam, the Netherlands.

€m	2025	2024
Borrowing 1	208.9	171.5
Borrowing 2	21.9	39.0
Total	230.8	210.5
Current	21.9	39.0
Non-current	208.9	171.5

Borrowing 1: Maturity until 31 December 2027. The interest rate is set out as Euribor +1.91% (excluding administration expenses), and the interest period is three months.

Borrowing 2: Maturity 90 days. The interest rate is set out as Euribor +0.7% (excluding administration expenses) and the interest period is one month.

VIII. Trade and other payables

The Company has the following trade payables:

€m	2025	2024
Other	–	0.5
Total	0.0	0.5
Current	–	0.5
Non-current	–	–

IX. Equity

a) Issued capital

€	2025	2024
Authorised shares		
Ordinary shares 1,000 of €0.01 each		
Ordinary shares issued and fully paid	10.0	10.0
At 1 January and 31 December	10.0	10.0

b) Retained earnings

€m	2025	2024
At 1 January	165.1	164.3
Net profit for the period	20.3	99.2
Dividend	(20.0)	(95.6)
Reclass - Internal software reserve	(2.6)	(2.8)
At 31 December	162.8	165.1

During 2025, Global TIP Holdings Two B.V. distributed to its shareholder (Cube Transportation Europe Coöperatief U.A.) a dividend of €20m from previous year's retained earnings.
In anticipation of the annual General Meeting of Shareholders adopting the annual financial statements, it is proposed that the net profit for 2025 will be added to the retained earnings. The proposed profit appropriation has not been recognised in the balance sheet as at 31 December 2025.

c) Other reserves

€m	Note	Foreign currency translation	Cash flow hedge	Internal software reserve	Total
At 1 January 2024		(11.5)	0.7	11.5	0.7
Movement for the period		5.6	(4.3)	—	1.3
Tax impact	16.2	—	0.9	—	0.9
Reclass from/(to) retained earnings				2.8	2.8
At 31 December 2024		(5.9)	(2.7)	14.3	5.7
Movement for the period		(2.3)	(5.2)	—	(7.5)
Taxation	16.2	—	1.4	—	1.4
Reclass from/(to) retained earnings		—	—	2.6	2.6
At 31 December 2025		(8.2)	(6.5)	16.9	2.2

All other reserves are legal reserves and are non-distributable by the Company pursuant to the provisions of Part 9, Book 2, of the Dutch Civil Code. There are no statutory reserves prescribed in the Articles of Association of the Company. The internal software reserve relates to internal working hours to generate this software.

X. Other

Compensation of key management personnel of the Company

The Company had no employees during 2025 and paid neither salaries nor directors' emoluments.

Financial risk management

Management's approach is covered in the consolidated financial statements (refer to note 36).

Events after the reporting period

These events are covered in the consolidated financial statements (refer to note 38).

Board of Directors of Global TIP Holdings Two B.V.

Amsterdam, 12 March 2026

Represented by

Gerard Reinder Kraaij

Director

Hiske Damhuis

Director

Johannes Jacobus Maria van Lierop

Director

Other information

Profit appropriation pursuant to the Articles of Association

In accordance with Article 23 of the Articles of Association of the Company, the profit of the financial year is at the free disposal of the General Meeting of Shareholders. The General Meeting of Shareholders may also make interim distributions insofar as the equity exceeds the reserves that must be maintained by law.

Independent auditor's report

To: the shareholder of Global TIP Holdings Two B.V.

Report on the audit of the financial statements 2025 included in the annual report

Our opinion

We have audited the accompanying financial statements for the financial year ended 31 December 2025 of Global TIP Holdings Two B.V. based in Amsterdam. The financial statements comprise the consolidated financial statements and the company financial statements.
In our opinion:

- The consolidated financial statements give a true and fair view of the financial position of Global TIP Holdings Two B.V. as at 31 December 2025 and of its result and its cash flows for 2025 in accordance with IFRS Accounting Standards as adopted in the European Union (IFRS Accounting Standards) and with Part 9 of Book 2 of the Dutch Civil Code.
- The company financial statements give a true and fair view of the financial position of Global TIP Holdings Two B.V. as at 31 December 2025 and of its result for 2025 in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The consolidated financial statements comprise:

- The consolidated statement of financial position as at 31 December 2025
- The following statements for 2025: the consolidated statement of profit or loss, the consolidated statements of comprehensive income, changes in equity and cash flows
- The notes comprising material accounting policy information and other explanatory information.

The company financial statements comprise:

- The company statement of financial position as at 31 December 2025
- The company statement of profit or loss for 2025
- The notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Global TIP Holdings Two B.V. (the company) in accordance with the "Wet toezicht accountantsorganisaties" (Wta, Audit firms supervision act), the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands.

Furthermore, we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA, Dutch Code of Ethics for professional accountants).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit, we obtained an understanding of the company and its environment and the components of the system of internal control, including the risk assessment process and the board of directors' process for responding to the risks of fraud and monitoring the system of internal control, as well as the outcomes.

We refer to section Managing our risk of the management report for the board of directors' risk assessment after consideration of potential fraud risks.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the TIP's code of conduct, the TIP's Financial Integrity Policy and incident registration. We evaluated the design and the implementation of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

We addressed the risks related to management override of controls, as this risk is present in all organizations. For these risks we have, among other things, performed procedures to evaluate whether the selection and application of accounting policies by the company, particularly those relating to subjective measurements and complex transactions, as disclosed in Note 4 significant accounting judgments, estimates and assumptions to the financial statements. We have also used data analysis to identify and address high-risk journal entries and other adjustments made in the financial reporting process. We evaluated the business rationale (or the lack thereof) of significant extraordinary transactions, including those with related parties.

When identifying and assessing fraud risks, we presumed that there are risks of fraud in revenue recognition. We designed and performed our audit procedures relating to revenue recognition responsive to this presumed fraud risk.

We considered available information and made enquiries of relevant executives, directors, internal audit, legal, compliance and human resources.

The fraud risks we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the board of directors, reading minutes, inspection of internal audit reports, and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and remained alert to any indication of (suspected) non-compliance throughout the audit. We have been informed by the board of directors that there was no correspondence with regulatory authorities. Finally, we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

As disclosed in section 'Going concern' in Note 2 (a) to the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, the board of directors made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future.

We discussed and evaluated the specific assessment with the board of directors exercising professional judgment and maintaining professional scepticism. We considered whether the board of directors' going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion.

Based on our procedures performed, we did not identify material uncertainties about going concern or management's use of the going concern basis of accounting. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Compliance with SBR Regulatory Technical Standard, including XBRL mark-ups, unaudited

We did not examine the compliance with the requirements of the Regulatory Technical Standard of the SBR domain Trade Register (including the applied eXtensible Business Reporting Language (XBRL) mark-ups) and, accordingly, do not express an opinion thereon.

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor’s report thereon.

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements.
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management report (excluding the sustainability statement) and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

The board of directors is responsible for the preparation of the other information, including the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities regarding the financial statements

Responsibilities of the board of directors for the financial statements

The board of directors is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors is responsible for such internal control as the board determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the board of directors is responsible for assessing the company’s ability to continue as a going concern. Based on the financial reporting framework mentioned, the board of directors should prepare the financial statements using the going concern basis of accounting unless the board either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The board of directors should disclose events and circumstances that may cast significant doubt on the company’s ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material misstatements, whether due to fraud or error during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The 'Information in support of our opinion' section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion. Our audit included among others:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We are responsible for planning and performing the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the financial statements. We are also responsible for the direction, supervision, review and evaluation of the audit work performed for purposes of the group audit. We bear the full responsibility for the auditor's report.

Communication

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Amsterdam, 12 March 2026

EY Accountants B.V.

Signed by W. Smit

ADDITIONAL INFORMATION

Corporate information	191
Forward-looking statements	193
Nineteen-year financial summary	194
Glossary and references	195
Other key terms and abbreviations	200
Acknowledgements	202

Corporate information

Registered office:

Alpha Tower
De Entree 33
1101 BH Amsterdam-Zuidoost
The Netherlands
Registration number: 58146369

Advisors

Auditor:
Cross Towers
Antonio Vivaldistraat 150
1083 HP Amsterdam
The Netherlands

Main legal advisor:
Amstelveenseweg 638
1081 JJ Amsterdam
The Netherlands

Contacts
Website:
www.tip-group.com

European Transport Board website:
www.europeantransportboard.com

Further information on TIP can be found on the following social platforms:

Investor relations:

Kapil Sharma
Treasury and Investor Relations Director
kapil.sharma@tip-group.com

Vasilis Patselis
Investor Relations Associate
vasilis.patselis@tip-group.com

Ivan Vorobev
Investor Relations Associate
ivan.vorobev@tip-group.com

THE GLOBAL COMPACT
WE SUPPORT

Main banking partners

ABN·AMRO · 中国银行 BANK OF CHINA · BBVA · CIC · COMMERZBANK · Deutsche Bank · HSBC · ING · J.P.Morgan · LBBW · NatWest · Rabobank · Santander · SMBC · SOCIETE GENERALE · UniCredit

Main term loan financing partners

a.s.r. · BARINGS · EMPOWER · Goldman Sachs · NEUBERGER BERMAN · RIVAGE INVESTMENT

Key banking and financing partners

JYSKE BANK · LOMBARD · MAN FINANCIAL SERVICES · Süd Leasing · SIEMENS · Sydbank Leasing · TARGO BANK · VOLVO Financial Services

Other banking and financing partners

CaixaBank · dll financial solutions partner · KBC Bank & Verzekering · PACCAR · Leasing

Forward-looking statements

Our annual report contains certain forward-looking statements, estimates and projections that are subject to significant risks, uncertainties and assumptions concerning both business and external economic factors, and as such are difficult to predict.

Actual results will vary from the anticipated results and, as such, variations may be material. The information has been provided in good faith using information available up to the date the Board of Directors approved this report. TIP, the Board of Directors and Senior Leadership Team (SLT) give no assurances that these expectations will prove to be correct. Except as required by law or regulation, TIP, the Board of Directors and SLT undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Nineteen-year financial summary

€m	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016 [1]	2017	2018	2019	2020	2021	2022	2023 [5]	2024	2025
Profit or loss																			
Revenue	503	502	401	398	375	351	323	326	372	441	517	565	626	914	955	1,134	1,250	1,190	1,263
Contribution	305	320	238	222	219	194	159	160	175	216	268	294	327	500	536	633	656	609	643
Operating expenses	(85)	(80)	(66)	(57)	(55)	(53)	(48)	(61)	(65)	(72)	(76)	(75)	(84)	(107)	(106)	(121)	(132)	(121)	(123)
EBITDA	220	240	172	165	164	141	111	99	110	144	192	219	243	393	430	512	524	488	520
Operating profit/(loss)	29	36	(24)	1	22	20	16	57	40	41	53	60	53	87	118	172	169	131	130
Balance sheet																			
Net operating assets	1,338	1,333	1,104	861	686	563	359	464	649	889	971	1,123	1,973	1,872	1,892	2,139	2,548	2,379	2,484
Net borrowings	–	–	–	–	–	–	232	258	449	667	742	883	1,591	1,480	1,586	1,756	2,131	1,918	2,013
Equity	–	–	–	–	–	–	208	519	544	552	573	304	541	528	518	638	642	648	642
Cash flow																			
Fleet investment	396	285	38	21	14	19	37	137	195	276	237	272	251	265	301	536	644	436	519
Acquisitions	–	–	–	–	–	–	–	17	44	149	9	67	865	–	11	115	101	47	46
Other investment	5	5	7	9	5	6	6	28	38	29	18	24	31	30	14	15	31	28	23
Fleet sales	(77)	(57)	(47)	(61)	(43)	(35)	(28)	(27)	(28)	(36)	(45)	(35)	(40)	(85)	(65)	(77)	(117)	(118)	(102)
Net investment	324	233	(2)	(31)	(24)	(10)	15	155	249	418	219	328	1,107	210	261	589	659	393	486

Metrics:	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016 [1]	2017	2018	2019	2020	2021	2022	2023 [5]	2024	2025
Operational																			
ADR in €	15.4	15.6	15.2	15.6	16.5	17.1	16.8	17.1	18.1	16.5	16.3	17.0	18.3	19.2	19.7	21.3	22.4	27.5	29.3
UTE	91%	87%	74%	82%	91%	86%	84%	82%	84%	86%	89%	91%	91%	87%	93%	94 %	89 %	89 %	90 %
Opex % of revenue	17%	16%	16%	14%	15%	15%	15%	19%	18%	16%	15%	13%	13%	12%	11%	11 %	11 %	10 %	10 %
Profitability %																			
Contribution	61 %	64 %	59 %	56 %	59 %	55 %	49 %	49 %	47 %	49 %	52 %	52 %	52 %	55 %	56 %	56 %	52 %	51 %	51 %
EBITDA	44 %	48 %	43 %	41 %	44 %	40 %	34 %	30 %	30 %	33 %	37 %	39 %	39 %	43 %	45 %	45 %	42 %	41 %	41 %
Operating profit	6 %	7 %	(6)%	– %	6 %	6 %	5 %	18 %	11 %	9 %	10 %	11 %	8 %	10 %	12 %	15 %	13 %	11 %	10 %
Asset returns																			
RoIC	2.1 %	2.7 %	(1.9)%	0.1 %	2.9 %	3.3 %	3.6 %	13.9 %	7.2 %	5.3 %	5.6 %	5.8 %	3.4%[2]	4.5 %	6.2 %	8.0 %	7.2 %	5.6 %	5.4 %
Capital efficiency	16 %	18 %	14 %	17 %	21 %	23 %	24 %	24 %	20 %	19 %	21 %	21 %	16%[3]	20 %	23 %	24 %	21 %	21 %	21 %
Financing																			
Net leverage ratio	– %	– %	– %	– %	– %	– %	64 %	56%	69 %	75 %	76 %	79 %	81 %	79 %	84 %	82 %	84 %	81 %	81 %
Gearing ratio	– %	– %	– %	– %	– %	– %	53 %	33 %	45 %	55 %	56 %	74 %	75 %	74 %	75 %	73 %	77 %	75 %	76 %
Net borrowings/EBITDA	–	–	–	–	–	–	2.1x	2.6x	4.1x	4.6x	3.9x	4.0x	6.5x[4]	3.8x	3.7x	3.4x	4.1x	3.9x	3.9x

1. Excludes one-time indemnification and recovery, see Glossary for further explanation.
2. 4.2% after normalising the timing impact of the PEMA and Trailer Wizards acquisitions.
3. 20% after normalising the timing impact of the PEMA and Trailer Wizards acquisitions.
4. Increase driven by the timing of the PEMA and Trailer Wizards acquisitions in December 2019.
5. 19-year history includes TIP Canada numbers from its acquisition in 2016 till its divestiture in 2024.

Glossary and references

Definitions and key alternative performance measures that supplement generally accepted accounting principles and terms

The glossary of terms below sets out definitions of terms used throughout the Management Review, Sustainability Statement and Financial Statements sections, including information derived from consolidated financial information but not presented in our financial statements prepared in accordance with IFRS. Specifically, we have referred in various sections of this report to:

Acquisitions
Business combinations and asset acquisitions not qualified as business combinations under IFRS, principally where we acquire existing/new customer contracts together with the fleet they are leasing or renting.

Branch
A physical location where lease, rental and maintenance are provided, having branch management, front-office service delivery and back-office maintenance management. Often located with a TIP workshop.

Capital efficiency
EBITDA divided by average net operating assets, which we believe to be a useful metric for measuring cash returns.

Capital expenditure (capex)
Fleet additions and customisation, excluding asset acquisitions that do not qualify as business combinations under IFRS.

Cube Transportation
Refers to Cube Transportation Europe Coöperatief U.A., the immediate shareholder of Global TIP Holdings Two B.V.

Cube Transportation Board
Refers to the Cube Transportation Supervisory Board and Board of Directors.

Damage protection
Our customer damage waiver programme offered on our own equipment only. As such, it is not an insurance product, nor is it regulated. In general, we operate an own book programme. In some cases, however, we take out insurance against these damage risks where we deem it economically appropriate to do so. The price of damage protection is set in each market, based on prevailing local market conditions, after having determined appropriate levels of insurance cover, if any, and the expected costs of managing and settling damages.

Earnings before interest, taxes, depreciation and amortisation (EBITDA)
A useful measure for management and stakeholders to indicate the potential cash generation of our business from operating activities, commonly used within our business to assess financial performance.

Fleet usage and composition

The table below provides an overview of the principal usages of our fleet by type and related definitions:

Asset		Description	Definitions
Curtainsider		General transport of goods not requiring high security	Curtainsiders, flats, tilts, other trailers
Reefer		Temperature-controlled goods - food, electronics and flowers	Reefers (including eRefeers) and temperature-controlled trailers
Van		General transport of goods requiring high security, and of parcels	Vans, bulkers
Chassis		Transport of swap bodies and containers	All chassis
Swap body		Intermodal transport	Swap bodies, excluding tanker swap bodies
Truck		Power units	All power-driven units, trucks, tractors, rigids, shunt trucks, commercial vehicles, electric vehicles and trucks with alternative fuel, excluding waste tankers and any truck with a tanker attached
Tanker		Transport of liquids, powders and waste	Tankers, waste tankers, tanker swap bodies and any truck with tanker attached
CLEAN TRANSPORTATION EQUIPMENT		Electric or alternative fuel vehicles	Electric or alternative fuel vehicles

GE Equipment Services

Formerly a multi-product commercial transportation and construction equipment leasing and rental division of General Electric (GE). GE Equipment Services contained various trading divisions, including TIP, GE Rail Services, GE Key Lease, GE Modular Space, TLS Van Rental, GE Plant Hire and GE Fleet Services. TIP was owned by GE from 1993 until 2013.

Gearing ratio

Net borrowings divided by equity plus net borrowings. This measure enables investors to assess the level of risk in the financial structure of our business.

I Squared Capital

An independent global infrastructure investment manager, with over $55bn of assets under management, which focuses on the energy, utilities and transportation sectors in the Americas, Europe and Asia.

Leasing backlog years

Refers to committed revenue at the end of the year divided by leasing revenue for that year.

Mobile service unit (MSU)

Service van equipped with tools to undertake maintenance and repair when equipment breaks down on the road, or for scheduled and unscheduled maintenance.

Net assets

Total assets after deducting all liabilities, as presented on the balance sheet in the financial statements section of this report. Net assets are equivalent to equity.

Net borrowings

Gross borrowings less cash and cash equivalents.

Net leverage ratio

Net borrowings divided by net operating assets. This measure enables investors to assess the level of risk in the financial structure of our business.

Net operating assets

Total assets after deducting cash, financial assets, intangibles and non-borrowing liabilities.

Non-borrowing liabilities

Total liabilities after deducting borrowings and derivatives.

One-time indemnification and recovery

In January 2017, an inactive distressed customer paid €9m for a combination of an indemnification for damages (€5m), fleet sales (€2m) and unpaid account receivables (€2m), which were provisioned in 2013. Over a number of years, the Group's legal and risk teams used various 'out-of-court' debt recognition processes and several land and property charges to successfully secure this payment. This transaction was recorded in the 2016 financials.

Operating expenses (opex)

Refers to the sum of employee benefit expenses and other operating expenses. Refer to notes 10 and 11 of the financial statements.

Operating profit

Refers, in the management discussion and analysis section, to the underlying operating profit, which is defined as operating profit as reported excluding exceptional items and amortisation of intangible assets.

Return on Invested Capital (RoIC)

Operating profit divided by average net operating assets. We believe that RoIC is the key measure for any leasing, rental and services business through the economic cycle, and the best medium-term indicator of the strength of the business.

Shareholder

Refers to Cube Transportation, our direct shareholder. Our ultimate shareholder is ISQ Global Infrastructure Fund II, a limited partnership managed by I Squared Capital.

UN ECE R141

From 6 July 2024, all new trailers in the EU must be equipped with a tyre-pressure monitoring system (TPMS) that supports a warning light in the dashboard of the truck. This legislation increases road safety for all road users, saves fuel costs and increases the lifetime of trailer tyres.

Strategic matters

Comprises, among other things, the reserve matter listed under the Articles of Association of the Shareholder.

Supervisory Board

Refers to the Supervisory Board of the Shareholder.

Workshop

A physical location where maintenance and repair work is performed by mechanics, supported by a workshop manager and back-office support. Work is performed on TIP's own equipment as well as on third-party assets. Sometimes located at the same site as a TIP branch.

Definitions and descriptions of key performance indicators (KPIs) and 19-year financial summary

The following are KPIs not defined elsewhere in this annual report or where additional clarification may help the reader:

Revenue, operating profit and profitability KPIs

These are measured on an underlying basis.

European Transport Board (ETB)

The ETB is a group of leading European transport and logistics companies. Its stated mission is to help reduce the environmental impact of road freight, cut congestion, increase road safety and improve the industry's overall effectiveness and efficiency.

Sustainability related definitions

ESRS
The European Sustainability Reporting Standards (ESRS) are a set of standards established under the Corporate Sustainability Reporting Directive (CSRD) in the European Union. These standards guide companies on how to report their sustainability performance and impacts in a way that is clear, consistent and comparable.

BP-1
ESRS 2 General Disclosure Requirement BP-1 – Basis for preparation of sustainability statements

BP-2
ESRS 2 General Disclosure Requirement BP-2 – Disclosures in relation to specific circumstances

GOV-1
ESRS 2 General Disclosure Requirement GOV-1 – The role of the administrative, management and supervisory bodies

GOV-2
ESRS 2 General Disclosure Requirement GOV-2 – Integration of sustainability-related performance in incentive schemes

GOV-3
ESRS 2 General Disclosure Requirement GOV-3 - Statement on due diligence

GOV-4
ESRS 2 General Disclosure Requirement GOV-4 - Risk management and internal controls over sustainability reporting

SBM-1
ESRS 2 General Disclosure Requirement SBM-1 – Strategy, business model and value chain

SBM-2
ESRS 2 General Disclosure Requirement SBM-2 – Interests and views of stakeholders

SBM-3
ESRS 2 General Disclosure Requirement SBM-3 – Interaction of material impacts, risks and opportunities with strategy and business model, and financial effects

IRO-1
ESRS 2 General Disclosure Requirement IRO-1 - Description of the process to identify and assess material IROs (impacts, risks and opportunities)

IRO-2
ESRS 2 General Disclosure Requirement IRO-2 - Material IROs (impacts, risks and opportunities) and disclosure requirements included in the sustainability statement

GDR-P
ESRS 2 General Disclosure Requirement for policies

GDR-A
ESRS 2 General Disclosure Requirement for actions and resources

GDR-M
ESRS 2 General Disclosure Requirement for metrics

GDR-T
ESRS 2 General Disclosure Requirement for targets

E1: Climate change

The ESRS is divided into different topical areas, labelled E, S, and G, corresponding to Environmental, Social and Governance dimensions. The E1, E2, etc., specifically refer to the subcategories under the Environmental (E) dimension. E1: Climate change covers how a company affects climate change and how climate change affects the company.

E5: Resource use and circular economy

The ESRS is divided into different topical areas, labelled E, S, and G, corresponding to Environmental, Social, and Governance dimensions. The E1, E2, etc., specifically refer to the subcategories under the Environmental (E) dimension. E5: Resource use and circular economy covers how a company uses resources and how well it reduces waste by re-using, recycling, and designing circular products.

S1: Own workforce

The ESRS is divided into different topical areas, labelled E, S, and G, corresponding to Environmental, Social, and Governance dimensions. Under the Social (S) dimension, the focus is on a company's impacts on people - employees, communities, customers and other stakeholders. S1: Own workforce covers how companies treat their direct employees and workers.

S2: Workers in the value chain

The ESRS is divided into different topical areas, labelled E, S, and G, corresponding to Environmental, Social, and Governance dimensions. Under the Social (S) dimension, the focus is on a company's impacts on people - employees, communities, customers and other stakeholders. S2: covers all workers in the undertaking's upstream and downstream value chain who are, or could be, materially impacted by the undertaking.

G1: Business conduct

The ESRS is divided into different topical areas, labelled E, S, and G, corresponding to Environmental, Social, and Governance dimensions. Under the Governance (G) dimension, the focus is on a company's governance structure, ethical business practices and accountability. G1: Business conduct focuses on disclosures related to ethical corporate behaviour, transparency and regulatory adherence.

Other key terms and abbreviations

ABS	Asset-backed securitisation
ADR	Average daily rate
AMLAT	Anti-money laundering anti-terrorism
BI	Business intelligence
EAuM	Equivalent asset under management
EHS	Environment, health and safety
EMT	Executive Management Team
ESG	Environmental, Social & Governance
EY	EY Accountants B.V.
FLB	Funding lease book
FTE	Full-time employee
GDPR	General Data Protection Regulation
IFRS	International Financial Reporting Standards
IT	Information technology
KPI	Key performance indicator
KYC	Know your customer
Leasing	Term of lease is greater than one year
M&R	Maintenance and repair
PP&E	Property, plant and equipment
RCF	Revolving credit facility
Rental	Term of lease is one year or less
SLT	Senior Leadership Team
TIP or TIP Group	Trading name of Global TIP Holdings Two B.V. and subsidiaries
TL	Term loan
UTE	Utilisation
VP	Vice-President

TIP

Acknowledgements

Published by
Global TIP Holdings Two B.V.
Alpha Tower
De Entrée 33
1101 BH Amsterdam Zuidoost
The Netherlands

Concept & layout
DartDesign, Amsterdam

Illustration
DartDesign, Amsterdam

Editing
Narrative Labs, The Hague

TIP provides a wide variety of products and services for transportation and logistics customers through its 138 locations across 17 countries. Our services include everything from specifying and sourcing equipment to leasing and rental, daily operations, maintenance and repair, as well as the purchase and sale of used assets.

www.tip-group.com