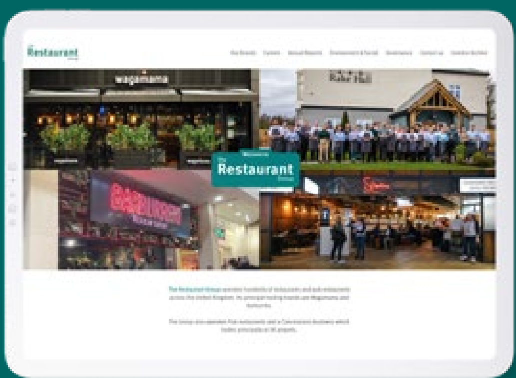
The Restaurant Group

Annual Report 2024

The Restaurant Group Limited: Annual Report and Financial Statements for the 52 weeks ending 29 December 2024
Company number: SC030343

Contents



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About us

The Restaurant Group operates approximately 300 restaurants and pubs. Our principal trading brands are Wagamama and Brunning & Price – we also operate a multi-brand Concessions business which trades primarily at UK airports.

wagamama

BARBURRITO MÉXICAN EATERY

Brunning & Price LIMITED

trgc YOUR JOURNEY OUR SERVICE

Business review

About TRG

The Restaurant Group (TRG) is one of the UK's biggest hospitality businesses with a diverse portfolio of well-known and highly rated restaurant and pub restaurant brands. Our principal trading brands are Wagamama and Brunning & Price. We also operate a multi-brand Concessions business which trades principally in UK airports and own the Barburrito Mexican brand. In addition, as at year end, the Wagamama business operated eight Wagamama restaurants in the US and 55 franchised restaurants across Europe and the Middle East.

- Wagamama is the only UK pan-Asian brand concept of scale and is one of the UK's market-leading premium casual dining brands. The business has a consistent and strong track record of market LFL sales outperformance.
- Our Brunning & Price Pubs business is a premium food-led concept and also has a consistent and strong track record of market LFL sales outperformance.
- TRG Concessions has over 25 years' experience of providing exceptional hospitality to the travelling public. Trading principally at UK airports, the portfolio includes table service, counter service, sandwich shops, pubs and bars from existing TRG brands, bespoke concepts and franchised third-party brands.
- Barburrito is a Mexican brand focused on serving fast, fresh and healthy Mexican food. In June 2025, it celebrated its 20th anniversary.

Market review

During 2024, we finally started to see food inflation easing in our primary market in the UK, although the upward pressure on wage costs continued with a further significant increase in the National Minimum Wage. The positive impact of interest rate reductions on consumer sentiment was also quickly eroded by the autumn budget statement with concerns surrounding the impact of Employer National Insurance increases on wage growth, employment and broader investment.

Although the economic backdrop remains challenging, we continue to focus on food quality and great customer service, while managing our cost base efficiently to maintain margins. We have continued our measured approach to new store openings while investing in new technology to support customer initiatives, such as our new Wagamama loyalty scheme, "soul club".

Divisional performance

wagamama

Wagamama

The business has a consistent and strong track record of market like-for-like sales outperformance which continued in 2024, with like-for-like sales growth of 2.8%, representing continued outperformance versus the market (as measured by the CGA Coffer Business Tracker). Customer ratings have remained excellent with December 2024 average NPS scores of +42 (as measured by BrandVue) positioning Wagamama among the top two casual dining brands in the UK.

The key activities during the year driving the Wagamama performance were:

- **Menu innovation:** In 2024, we launched several exciting new innovations for our guests, including the May introduction of a premium trade-up dish, the duck saku saku soba, which achieved 3.9% participation within the first three months, making it our fifth-highest selling main in this period.

  In October, we invested into the shareables category, launching three variants of hot honey chicken and a vegan version, achieving a combined participation of 8.5%, and a lighter snack of koko 'prawn' crackers, which delivered 3.9% participation. This saw our sides participation following the October menu launch grow from 67.0% to 76.8% (+9.8%). The hot honey chicken has become one of our highest performing dishes with a VFM score of 94.2% and had the highest satisfaction score of 2024 with 96.6%.
- **Focus on guest loyalty and rewards:** In July 2024, we launched our first ever loyalty programme, soul club, a unique app-led platform where members can earn stamps for free menu items, and receive access to exclusive food-led content, events and giveaways. This programme was introduced to say thank you to our loyal guests, and to incentivise repeat visits and brand engagement. By the end of 2024, we achieved over 800,000 sign-ups, with members transacting an average of 1.6 times since joining the scheme.

Business review continued

- **Culture-charged marketing:** In 2024, our marketing strategy was to drive long-term brand growth and saliency, talkability, and short-term sales growth. We introduced culturally relevant and credible food influencers including Alfie Steiner and Rahel Stephanie and continued to invest in our student community through a high-reaching partnership with GK Barry, supported in paid media. We remained front of mind across the year with paid media across radio, digital and social, showcasing our menu innovation, new soul club loyalty programme, cookbook launch, and Deliveroo partnership.
- **Community-first activations:** Charitable partnerships and community activations remained a focal point across the year, which included the introduction of a partnership with mental health charity Shout, featuring a £40,000 donation and event activation support across the year. We worked with the charity Only A Pavement Away to organise a Wagamama and TRG sponsored walk, raising over £15,000. We also continued to have a presence in our communities with the regional marketing plan and delivered support for community-based charities via our bowl to soul fund, including the London LGBTQ Centre, the Spencer Trust, Everyone on Boards and more.

Growth opportunities

Wagamama UK new openings

Wagamama continues to grow the number of restaurants in the UK, while remaining focused on the existing estate. The new site opening programme allows the business to grow the size of its estate year-on-year on a selective basis while ensuring that new sites deliver attractive returns. In 2024, Wagamama opened ten new sites in line with the proven strategy of finding sites that have multiple reasons for guests to visit, including shopping destinations and entertainment hubs, or virgin territory where Wagamama does not currently operate. Wagamama has a strong pipeline of future sites and in 2025 will open six new sites, including two in Dublin and one in Belfast. Wagamama has previously operated in both Northern and Southern Ireland via a franchise partnership, however these new sites will be company owned. The other sites include a city in the north of England where there is currently no Wagamama located, a newly built premium designer shopping outlet and a shopping park on the outskirts of a major city.

Wagamama US

Our US business was previously managed through a 17.5% investment in a US associate entity, Wagamama USA LLC, which had full control of the operations of the US business. On 28 May 2024, we acquired the 82.5% interest held by the majority investor, CVC Ramen LLC, thereby bringing our US locations under full control of the Group.

Wagamama International franchise

At year end, our Wagamama franchise business comprised 55 sites across Europe and the Middle East. We opened five new international sites in 2024, with openings in the UAE, Italy, Cyprus, Greece and Malta. We are exploring opportunities to further accelerate our international footprint, and we've signed a deal to enter the Indian market through airports and expect to open several new sites in 2025.

Brunning & Price

Pubs

Our Brunning & Price Pubs division has maintained a consistently strong performance throughout 2024.

The business delivered full-year LFL sales growth of 5.1%, representing a continued outperformance versus the market (as measured by the CGA Coffer Business Tracker).

Customer sentiment remains very strong with social media scores (consolidation of Google, Facebook and Tripadvisor scores) averaging 4.63/5 for the last 12 months to December 2024, our highest ever rating. In 2024, we introduced NPS, a widely used measure within the industry, in order to get more granular insight into our service scores. In year, the business delivered an average score of 67, which is seen as exceptionally high. We are particularly pleased that Brunning & Price was recognised as the best pub group in the UK by CGA Pub Track for the second year running, which is a credit to the strong leadership and delivery of the teams over many years.

The key drivers of this continued market outperformance are:

- **Good customer demographics:** On average, around 60% of the total population that live within a 15-minute drive of each site form part of a higher income demographic, and there are usually at least 25,000 people within these catchments.
- **High-quality property estate in defensible, well-invested locations:** Our sites are typically located in rural and suburban locations (c.80%) with expansive layouts and limited competition nearby, which has been instrumental in the Group's ability to trade strongly over the years. Over 70% of our pubs have more than 100 outside seats, which is particularly beneficial through the summer trading period.
- **Customer-centric decision-making:** Our strategy, product quality, service and model evolution is informed by customer feedback and needs. "What would our customers think?" remains a central question at all decision points.

Growth opportunities

Our Pubs business is a high-quality asset with significant potential to create further value. The B&P offer has proved timeless, and the business has consistently outperformed the market. Alongside the existing B&P model, we believe there is also a growth opportunity in the provision of bedroom sales beyond what we currently have in the estate, and the intention is to build a pipeline of new openings to include this additional income stream, with an aspiration to deliver three to six new sites per year from 2026.

Business review continued

Concessions

Our Concessions business delivered strong results with like-for-like sales growth of 7.6%.

Our consistently strong performance demonstrates the strength of the diversified brand portfolio and our ability to adapt to changing consumer preferences across all the airports where we operate.

The continued evolution of the brand portfolio was a key focus in 2024, ensuring we remain the partner of choice for airport operators. We strategically expanded our presence through:

- Successfully refurbishing and relaunching two existing locations in Glasgow airport, William Beardmore and Caledonia.
- Opening the first UK Jones the Grocer restaurant and Express concept in T2 Heathrow.
- Opening a new extension in our Heathrow T5 Giraffe location, creating additional seating within the already established and highly successful family-friendly dining experience.
- Successfully launching the T2 Manchester Giraffe location, enhancing our presence in this key regional hub.
- The successful transformation of Hudson Bar & Grill into the UK's largest airside Brewdog bar at Edinburgh airport and the conversion of the Nicholas Culpeper pub into the new Sussex House Kitchen & Bar at Gatwick airport, refreshing both of these locations with concepts that better align with changing passenger preferences.
- Taking over three Wagamama locations at Heathrow and Gatwick airports, expanding our relationship with the TRG-held Wagamama business across UK travel hubs.

Growth opportunities

Our team remains focused on renewing contracts, refurbishing existing premises, and securing new space, growing our presence in an increasingly competitive market. We are committed to maintaining our position as the partner of choice for full-service casual and premium dining options across the UK airport landscape, with particular emphasis on optimising performance during the critical Q2 and Q3 periods, which represent c.60% of our annual revenue.

Barburrito

Our Barburrito business delivered strong results with like-for-like sales growth of 8.4%, which was significantly ahead of the market. The growth was particularly strong in the delivery side of the business with like-for-like growth of 28.4%, indicating the brand's ability to adapt to the quickly changing landscape of the QSR industry.

A key focus of 2024 was improving the performance and profitability of the brand, achieving this through:

- A focus on wastage to substantially reduce the cost of goods
- Forensic approach to labour to establish efficiencies
- Drive for improved guest experience leading to high social ratings

Corporate restructuring and refinancing

Following year end, the Group completed a restructuring on 30 January 2025 under which the business was split into three discrete divisional silos, comprising, respectively, Wagamama, Pubs, and Concessions and Barburrito, each with their own financing arrangements, which will report for FY2025 onwards as separate businesses. The Restaurant Group Ltd has ceased to act as the main UK holding company of the Group, although, as a legal entity, it will continue to report on behalf of the Concessions and Barburrito division for FY2025. Wagamama (Holdings) Ltd and Brunning and Price Ltd will act as the main reporting entities for the other two divisions respectively and will issue consolidated accounts for those divisions.

All three divisions and their associated legal entities remain under the shared ownership of Rock Bidco Ltd, a Jersey company. For more details, please see Note 25 in the consolidated financial statements.

Financial review

Statutory results

The key statutory financial measures are summarised below and are stated after the impact of exceptional costs and on a continuing operations basis:

	Statutory results (IFRS 16) 52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Revenue	868.1	824.0
Operating profit/(loss)	13.5	29.8
Loss before tax	(32.2)	(19.6)
Loss after tax	(37.7)	(25.5)

Revenue from continuing operations for the year was £868.1m (FY2023: £824.0m), which represented an increase of 5.4% on the prior year, with growth across our Wagamama, Pubs and Concessions businesses.

The statutory operating profit of £13.5m (FY2023: £29.8m) is due to the strong trading performance and the results of cost control, offset by the impact of rental adjustments in respect of IFRS 16.

Net interest costs of £45.7m (FY2023: £49.4m) remains in line with prior year and expectation. The interest rate caps limited SONIA rates to 0.75% until November 2025 on £125m of gross debt, and until November 2026 on £100m of gross debt.

Cash flow

Net cash flow from operating activities was £87.9m (FY2023: £51.1m). The increase in operating cash flow is driven by the underlying performance of the remaining divisions following the divestment of the Leisure business.

Net cash flow used in investing activities was £48.8m, in line with the prior year (FY2023: £51.4m).

Net cash flow used in financing activities was £40.2m (FY2023: £21.5m). In the current year this primarily arose from repayments of the Group lease obligations.

Summary cash flow for the year is set out below:

	Note	29 Dec 2024 £m	31 Dec 2023 £m
Operating activities			
Cash generated from operations	19	136.6	96.6
Interest (paid)/received		(45.6)	(44.8)
Corporation tax (paid)/repayment		(3.1)	(0.7)
Net cash flows from operating activities		**87.9**	**51.1**
Investing activities			
Purchase of property, plant and equipment		(42.3)	(44.2)
Proceeds from disposal of property, plant and equipment		–	5.7
Purchase of intangible assets	8	(5.9)	(4.8)
Acquisition of investment		(0.6)	(0.6)
Payment on disposal of subsidiary	7	–	(7.5)
Net cash flows used in investing activities		**(48.8)**	**(51.4)**
Financing activities			
Net proceeds from issue of ordinary share capital	17	5.2	1.4
Repayment of obligations under leases	16	(45.3)	(44.7)
Repayment of borrowings	20	–	(358.0)
Drawdown of borrowings	20	–	364.5
Cash received from/(paid for) derivative financial instruments		–	15.3
Net cash flows used in financing activities		**(40.1)**	**(21.5)**
Foreign exchange movement		–	–
Net decrease in cash and cash equivalents		**(1.0)**	**(21.8)**
Cash and cash equivalents at the beginning of the year	20	5.9	27.7
Cash and cash equivalents at the end of the year	20	**4.9**	**5.9**

Financial review continued

Exceptional items

A net exceptional pre-tax charge of £48.5m has been recorded in the year (FY2023: £55.8m) in relation to continuing operations. These costs in the main relate to impairment of assets, estate restructuring and impairment of goodwill following the acquisition of the remaining 82.5% interest in the US Wagamama business.

Tax

The Group recorded a taxation charge of £5.5m on a pre-tax loss of £32.2m arising in respect of its continuing operations (FY2023: £5.9m tax charge) resulting in an effective tax rate ("ETR") of (16.9%) on the loss incurred.

The ETR is lower than the statutory rate of UK corporation tax of 25% as set out in Note 6 and has resulted in a tax charge on loss rather than a tax credit. This is partly because acquisition costs and losses associated with the Wagamama entity based in the United States are non-tax deductible. Depreciation on non-qualifying assets has also contributed to the higher tax charge and ETR.

Signed by:

Mark Chambers

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Mark Chambers
Chief Financial Officer

22 September 2025

Section 172 statement

Background

This statement provides details of how the Directors of The Restaurant Group Ltd considered the interests of key stakeholders and the broader matters set out in section 172(1)(a) to (f) of the Companies Act when performing their duty to promote the success of the Company under section 172 and the Board's activities in this respect during the reporting year. For more details on how the Group as a whole managed its relationships with stakeholders and its responsibilities to the wider community and environment, please see the Environment and social report from page 10.

Regular Board activities

s.172 consideration	Example Board actions
(a) the likely consequences of any decision in the long term	Under its Schedule of Matters Reserved, the Board had responsibility for setting the objectives and strategy of the Group, focused on its long-term, sustainable success and on generating value for shareholders and benefits for other stakeholders and wider society. Each year, the Board reviews and considers the strategy and three-year plans of its key business divisions as well as reviewing the strategic direction of the Group as a whole.
(b) the interests of the Company's employees	The Board was responsible for setting and monitoring the culture of the Group and reviews employee issues as part of the strategic reviews noted above. Health and Safety statistics were a standing item on Board agendas.
(c) the need to foster the Company's business relationships with suppliers, customers and others	Customer satisfaction scores and customer engagement metrics were considered by the Board as part of its review of individual division strategies throughout the year. The Group CFO meets with the top three suppliers annually, or as required by the Group Procurement Director, to ensure strategic plans are aligned. The Company engages with peers through its membership of UK Hospitality, the Zero Carbon Forum and the Sustainable Restaurant Association.
(d) the impact of the Company's operations on the community and the environment	The Board received updates twice during the year on the activities of the Group's Preserving the Future programme, which is overseen by a steering committee whose members include the CEO, the CFO and the divisional CEOs/MDs, as well as the directors of relevant Group functions. The Committee is responsible for the delivery of the sustainability and climate change agenda, and meets once a quarter to provide direction and review progress.
(e) the desirability of the Company maintaining a reputation for high standards of business conduct	The Group has clear policies and processes covering anti-bribery and corruption, whistleblowing and other ethical issues, which are reviewed and approved by the Board and published on the corporate website. Any potential and actual conflicts of interest at Board level are all recorded, monitored and managed by the Legal & Governance function.
(f) the need to act fairly as between members of the Company	Since December 2023, the Company has had a single shareholder. The Company does not have different types of shares with different voting or capital rights. Representatives of the Company's main shareholder and ultimate controller, Apollo, sat on the Board throughout 2024.

Principal risks and uncertainties

Risk management process – the Risk Committee

The Senior Management Risk Committee supported and assisted the Board in its oversight of the key risk exposures of the Company and future risk strategy during the reporting year. It was responsible for identifying the risks that the Group faced and for reviewing the controls and mitigations that were in place and future action plans. The Committee had responsibility for governance of the Company's risk management processes, for monitoring and assessing the effectiveness of the risk management systems, and for reporting on risk management and risk exposures to the Audit Committee and/or Board.

The Committee is chaired by the Group Chief Financial Officer. Its standing membership during 2024 comprised the General Counsel/Company Secretary, the Group Finance Director, the Chief Information Officer, the Group People Director, the Group Purchasing Director, the Group Property Director and the Head of ESG Programme. Both Group functions and the individual business divisions maintain risk registers, which all fed into the reports reviewed by the Committee. The full Risk Committee met three times during the reporting year, with the key risks summary being reported up to the Audit Committee.

The Risk Committee maintains a watch on emerging risks, as well as those relating to climate change and the environment, to ensure that the appropriate steps are taken at the right time. The potential impacts of climate change on the business are recorded through a register managed by our ESG function and are currently acknowledged within the key risks as part of the Group's broader supply chain risks.

For 2025, the Group is onboarding a new risk reporting platform to ensure effective and consistent collation of risk data from across the divisional silos and group functions, to enable full rolling monitoring of risks and their associated controls, and to drive additional mitigations and actions.

The key material risks as currently identified by the Directors are listed below, together with the main controls and mitigations that are in place.

Risk area	Mitigating factors
Consumer demand and economic climate	
• Ongoing impact from cost-of-living increases and inflation levels and global economic changes • Impact from competitors in hospitality market and changes in consumer preference and choices • Risks from expansion of estate, especially internationally	• Ongoing focus on ensuring value for money offering across the brands with regular price benchmarking against competitors • Ongoing focus on guest satisfaction scores and ratings • Weekly trading meetings to review and assess any adaptation required to trading plans • Monthly business reviews for each division, which are then circulated to the TRG Board • Launch of Wagamama soul club loyalty programme
Supply chain and cost inflation	
• Increases in cost of goods sold inflation due to commodity, distribution and utilities cost rises within the supply chain, including due to world events including conflicts in Ukraine and the Middle East • Increased labour costs due to Employer National Insurance and National Minimum Wage increases from April 2025 • Higher sourcing costs/supply issues for ingredients caused by increased climate- related extreme weather events impacting harvests • Possible impact from imposition of global tariffs	• Streamlined supply base • Identifying and delivering against a pipeline of commercial opportunities which includes bringing new suppliers to market • Dual sourcing of essential products • Monthly reviews in place with key partners to monitor performance • Inflation tracked by brand with monthly sign-off in place tracking forecast vs actuals • All anticipated energy consumption for next 12 months hedged as from April 2025 • Review and potential adaptation of menus

Principal risks and uncertainties continued

Risk area	Mitigating factors
Cybersecurity and data	
• Risk of cyber or other incident leading to data loss or corruption, disruption of services or reputational damage • Loss or leak of customer or other personal data leading to reputational damage and/or enforcement fines	• Vulnerability assessments conducted monthly, and remediation works undertaken by IT department • Cyber Essentials gap analysis conducted annually • Annual penetration tests for all external services and regular phishing tests • Cyber insurance in place • Enhancement/expansion of privacy team resources • Clear lines for privacy governance and accountability through Privacy Committee
Allergens	
• Serious allergen incident involving adverse customer reaction or death as a result of failure of procedures on site or incorrect ingredient data being provided by suppliers	• Detailed database built up by ingredient/supplier and testing process including physical verification • Allergy advice and information available on websites and menus • Staff training focused on asking about allergies, allergen controls and reinforcing best practice • Weekly monitoring of training status for current and new employees, with compliance statistics sent out to the operations teams • Food technical team operate scheduled supplier checks • Any allergen incidents are reported to the Board as part of compliance report • Allergen incidents investigated and tracking of incidents to identify trends/issues and mitigate quickly
Employee recruitment and retention	
• Failure to attract, retain or develop colleagues	• Continued improvement of onboarding and induction process, focused on the first 90 days of employment • Employee turnover and other people metrics for each division are reported monthly to the Board • Leadership development and management programmes • Extension of apprenticeship schemes across brands • Ongoing focus on wellbeing and mental health as part of the employee proposition

Non-financial and sustainability information statement

As recommended by the Walker guidelines for private equity reporting, the following non-financial disclosures are included as below:

Information relating to environmental matters (pages 10 to 12 and our climate-related financial disclosures from page 16)

Information relating to our employees (pages 14 to 16)

Information relating to social matters (pages 13 to 14)

Information relating to respect for human rights (page 15)

Information relating to anti-corruption and anti-bribery matters (page 15)

Climate-related financial disclosures

To comply with the Companies Act 2006, as amended by the Companies (Strategic Report) (Climate-Related Financial Disclosure) Regulations 2022, the following climate-related financial disclosures are included as below:

a) a description of the governance arrangements of the Company in relation to assessing and managing climate-related risks and opportunities (page 16);

b) a description of how the Company identifies, assesses, and manages climate-related risks and opportunities (page 16);

c) a description of how processes for identifying, assessing and managing climate-related risks are integrated into the overall risk management process in the Company;

d) a description of

   i. the principal climate-related risks and opportunities arising in connection with the operations of the Company (pages 16 to 17), and

   ii. the time periods by reference to which those risks and opportunities are assessed (page 16);

e) a description of the actual and potential impacts of the principal climate-related risks and opportunities on the business model and strategy of the Company (pages 16 to 17);

f) an analysis of the resilience of the business model and strategy of the Company, taking into consideration different climate-related scenarios (pages 18 to 19);

g) a description of the targets used by the Company to manage climate-related risks and to realise climate-related opportunities and of performance against those targets (page 20); and

h) the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and a description of the calculations on which those key performance indicators are based (page 20).

Environmental and social report

Our Preserving the Future programme

TRG is a responsible business, and we are committed to playing our part in helping to address the significant environmental and social challenges we currently face as a society. This starts in our own operations, but by working closely with our suppliers, partners and customers, we can have a positive impact that spreads far beyond our restaurants.

We launched our Preserving the Future ESG Programme in 2021. The programme aligns to several of the UN Sustainable Development Goals as well as key stakeholder priorities, and has executive-level sponsorship, a steering committee that meets quarterly, with representation from divisional and functional leaders, and a dedicated programme lead. This provides strong governance and oversight and ensures that our environmental and social initiatives are prioritised across the Group.

To further ensure that sustainability is built into day-to-day business decisions, each operating division has its own sustainability plan, which supports the Group programme. Progress on divisional plans is reviewed quarterly by the management teams of each division.

We have been active members of the Sustainable Restaurant Association (SRA) since 2017 and we were extremely proud to again be awarded 3 stars (the highest rating) in the SRA Food Made Good rating for 2024-25 for our Wagamama, Brunning & Price, and Concessions and Barburrito divisions, based on an assessment carried out in H2 2023.

We also improved our scores across all three divisions versus our last assessment. Food Made Good is the world's largest food service sustainability programme (**Home – Food Made Good UK**) providing a recognised industry standard for measuring sustainability across the hospitality sector. The assessment focuses on areas across sourcing, society, and the environment. Areas where we performed strongly across all our brands included our work to reduce our carbon footprint across all scopes, and our focus on ensuring traceability and managing environmental and societal impacts throughout our supply chain.

We are a founding member of the UK hospitality sector Zero Carbon Forum, a non-profit industry collaboration of UK hospitality businesses, with a common aim to decarbonise our sector, and played an active role in developing the sector plans to reduce emissions. Our UK business is committed to the Zero Carbon Forum goal to achieve net zero across all scopes by 2040 and we recognise that by collaborating and aligning action with our peers, we can amplify our impact and achieve net zero more quickly and cost effectively.

Our Preserving the Future programme is structured under three pillars:

Conserving Resources in our Own Operations	Working with Partners on our Sustainability Journey	Supporting People and Communities
Maintain renewable electricity for directly contracted supplies	Engage with suppliers and distributors to reduce emissions across our supply chain	Care for our customers and communities
Improve our energy and water efficiency	Sustainable and responsible sourcing practices	Care for our colleagues
Reduce waste and increase recycling	Sustainable restaurant design and fit outs	Foster a representative, diverse and inclusive environment
Improve the sustainability of our packaging		

Conserving resources in our own operations

In our own operations, where we have direct control, we place a strong focus on conserving resources and reducing emissions, including through buying renewable electricity, working to improve our energy and water efficiency, reducing waste and increasing recycling, and striving to ensure our packaging is as sustainable as possible.

Energy

Energy management

Having trialled an energy management system in eight sites in 2023, we put this system into all of our Wagamama new openings in 2024, and installed the technology in an additional 12 sites in the core estate, bringing the total number of sites with the technology to 30 sites (as at end 2024). The system allows us to remotely monitor and control the energy usage of different pieces of equipment within each site, highlighting areas of energy wastage and allowing us to take immediate action to address these. Results to date have been encouraging, with core estate sites where the technology was installed in 2024 showing

Environmental and social report continued

an average reduction of over 10% in electricity consumption vs the same period in 2023 prior to installation. We are planning a further roll out of this technology in 2025, and will assess its suitability for other parts of the Group.

Alongside this activity, in 2024 we continued to further embed our energy saving culture and promote energy saving behaviours with our restaurant teams. During 2024, our Wagamama business continued working with a third-party energy analytics company who provide sites with data analytics and coaching on best practice and cost benefits, to help drive behavioural change and reduce energy use. This included initiatives such as the "Save while you Sleep" campaign, which focuses on reducing energy usage during non-trading hours, and Fire Up guidance, which sets out the specific time to switch on individual pieces of equipment. Our property team also works closely with our finance and restaurant teams to address any spikes in energy use identified through our energy consumption reporting. In 2024, our teams across the Group were challenged to reduce their energy usage (like-for-like sites) vs the prior year, which was achieved. In 2025 we will continue to focus on managing energy use, including by working with suppliers to ensure we use energy efficient equipment in our restaurants for new fit outs and replacement equipment across all divisions.

We continue to purchase renewable electricity for all direct supplies on our national contract. All volumes purchased are covered by Renewable Energy Guarantee of Origin (REGO) certificates and are reflected in our market-based emissions footprint.

Electrification

We install electric kitchens in all new Wagamama sites where grid capacity allows, with energy management technology and other efficiency measures such as heat reclamation installed to ensure we are as energy efficient as possible. All 10 new Wagamama sites opened in 2024 are fully electric sites and we are developing a plan to gradually reduce and eventually remove gas from our existing estate. During 2024, we created the first tranche of "electric-ready sites" across the Wagamama and Brunning & Price estate. These sites have sufficient electric capacity to support all-electric kitchens, and we aim to convert a number of these to electric in 2025. Our Concessions sites are already predominantly all-electric.

Water

Water is an essential resource for our operations, but we recognise that water stress in the UK is increasing as a result of the changing climate. Our Environment Policy sets out our commitment to minimise water use while maintaining operational viability, and the hygiene needs of guests and team members. In new Wagamama sites in 2024 we fitted low-flow taps, efficient flush systems, water management software and leak detection and we have started to introduce these water-saving measures to our existing sites.

Waste

We are committed to reducing waste in our operations and increasing recycling. For sites where we manage the waste and recycling contract, all operational waste is diverted from landfill and 56% is recycled. This is achieved by separating food, dry mixed recycling and glass from general waste. We are working with our waste partner and restaurant teams to ensure compliance with new legislation on waste and recycling. Our non-recycled general waste is used to create energy at energy recovery facilities.

Food waste reduction

We have a strong focus on reducing food waste. We limit prep waste through processes such as knife skills training to maximise yields, and cross-menu ingredient utilisation. We limit spoilage waste through inventory management and forecasting, as well as analysis of spoilage waste to understand key wasted items. We have removed use-by dates for low-risk items and use oil sensor technology to minimise waste by preventing the changing of cooking oil too frequently. We also have processes in place to minimise plate waste, including tools to ensure correct portioning. In our Barburrito business we work with Too Good To Go to sell food at discounted prices that would otherwise go to waste, saving over 30,000 "surprise bags" of food through this partnership in 2024. We also have arrangements with distributors to donate food that cannot be shelf-life extended to food bank charities.

In 2024, we carried out a plate waste audit exercise in a sample of our Brunning & Price pubs. This has produced some useful insights into the most frequent items of food left on plates, and we are developing interventions to address these.

With the aim to reduce packaging waste, in 2024, some of our Brunning & Price sites started working with a company that collects glass bottles and cleans them for re-use, eliminating the need for recycling, as well as reducing the emissions associated with glass packaging.

Packaging

We are committed to continuous improvement in the sustainability of our delivery packaging. Wagamama introduced new recyclable packaging in 2023, developed with advice from experts including the UK Recycling Association, UK waste collectors, suppliers and product designers. We continue to review the market to ensure our packaging remains as sustainable as possible, while still practical for transporting Wagamama dishes.

Wagamama continues to operate its bowl return initiative 'Bowl Bank', created in response to differing kerbside recycling practices across the UK, which allows customers to return their packaging to their local restaurant to ensure it is recycled.

Our Barburrito brand uses a mix of compostable and recyclable packaging.

Working with partners on our sustainability journey

Engaging with suppliers and distributors to reduce emissions across our value chain

As a founding member of the Zero Carbon Forum, we previously provided input to the development of the high-level sector roadmap to net zero, which was based on high-level emissions estimates for key emissions categories drawn from participating member companies. We subsequently worked with an external consultancy to

Environmental and social report continued

identify our own specific decarbonisation levers, such as supply chain engagement, climate sourcing policies and menu evolution to address our emission hotspots, which are primarily in food and drink purchases.

As most of TRG's carbon footprint comes from emissions in our supply chain, we ideally need our key suppliers to have decarbonisation targets aligned to our own, and for them to understand their product-level emissions and carbon reduction opportunities so they can take action. We have developed an extensive supplier engagement programme to support suppliers to meet these requirements. We survey all of our key suppliers annually to understand their carbon maturity, including their sustainability agenda, targets, and availability of data. In 2024, we continued our programme of in-person workshops for lower and medium carbon-maturity suppliers to clearly communicate our expectations and provide them with the knowledge they need to start their carbon measurement and reduction journey. To date, 86 participants from 56 suppliers have attended our initial workshop (including 25 participants in 2024). In 2024, we also provided ongoing support to suppliers via fortnightly drop-in sessions, and ran an advanced workshop on product carbon footprinting, for suppliers who had already attended the initial workshop.

Since 2023, all individuals within the procurement team have had sustainability objectives, and all members of the team have undergone training on decarbonisation. The team are working with suppliers and brands to identify and quantify decarbonisation initiatives, for example changing packaging formats, moving to circular processes, or introducing regeneratively farmed ingredients. Carbon emissions and reduction plans are now discussed at supplier review meetings, and requirements are included in policies, tenders, supplier reviews, and contracts where appropriate.

In 2024, we also worked with a specialist menu carbon data company to bring ingredient level carbon data into the menu management system for Wagamama, so that the carbon intensity of ingredients can be considered as part of the menu design process. This will be rolled out to the rest of the Group in 2025.

Sustainable and responsible sourcing practices

We are committed to responsible sourcing throughout our managed supply chain, ensuring our customers get good-quality, high-welfare, and responsibly sourced food on their plates.

All TRG-managed suppliers to our UK business must meet the requirements of our suite of responsible sourcing policies, comprising our Technical Supplier and Raw Materials Assurance Policy, our Ethical Sourcing Policy, our Animal Welfare Policy and our Supplier Environmental Policy, and where possible and applicable we look to apply these to our international operations. We conduct routine supplier audits to ensure suppliers are operating to our high standards. We are a member of the Supplier Ethical Data Exchange (Sedex), which facilitates measurement and improvement in ethical and responsible practices across the supply chain. Where appropriate, we request our suppliers to register and be risk assessed with Sedex (or equivalent as agreed with TRG).

This includes all food and drink suppliers to our UK business, who must:

- Sign up to and meet the requirements of our responsible sourcing policies and other relevant policies;
- Upload their Modern Slavery Statement as part of their onboarding and ongoing review; and
- Be certified to the British Retail Consortium Food Safety Global Standard or GFSI equivalent, or working towards this. We work closely with smaller, local suppliers to support them on their journey to achieving GFSI certification, ensuring that in the meantime they are fully compliant with all other requirements of our polices.

Once approved, suppliers are plotted on a risk assessment matrix to determine the frequency of ongoing audits and visits required to ensure the safe supply of product to TRG. Any non-conformances raised as part of an audit require evidence of corrective action to be submitted.

During our supplier visits, technical scorecards are completed and supplier KPIs monitored. Suppliers are actively encouraged to drive a continuous improvement culture in all categories measured by our technical scorecard.

Sustainable restaurant design and fit outs

We always aim to design and fit out our restaurants in a responsible manner. We routinely re-use and refurbish furniture, signage, catering equipment and lighting across all our divisions, and continually look for ways to increase this. Purposeful reuse is woven into the design of our Brunning & Price pubs, with reclaimed furniture and artwork helping to create a look and feel that is unique to each location.

During 2024, our Wagamama business worked with a sustainability consultancy to obtain an official SKA certification for our new Wagamama Clarks Village site, and we are proud to have been awarded Gold. The SKA rating is an assessment method, benchmark and standard for non-domestic fit-outs, which covers over 100 good practice measures across eight areas: energy and CO_2, waste, water, pollution, transport, materials, project delivery, and wellbeing. Example measures incorporated in the Clarks Village Wagamama included an all-electric cookline, heat pumps, energy monitoring and control, water management software, materials with high recycled and recyclable content, including recycled chopstick tables, FSC timber, low-VOC paints and fitout VOC monitoring.

We have incorporated a number of best practices into our standard fit-outs, with the aim for future new Wagamama openings to implement an SKA gold-aligned design plan.

Brunning & Price has several initiatives in place to support biodiversity on our pub sites, including a gardeners' guide, pond improvements, wildflower meadows and installation of wildlife habitats such as bird, bat and bug boxes. In 2024, our pubs took part in the No Mow May initiative for the first time, with areas of lawn left wild for the month to support pollinators and other wildlife.

Environmental and social report continued

Supporting people and communities

Care for our customers and communities

The health and safety of our customers and employees is extremely important to us. The Group has extensive procedures to ensure we mitigate risks to our customers and teams as far as possible, with clear procedures and standards in place.

The Health and Safety Policy and working manuals in place are under constant review to take into account business practice changes. Updates to the policy are deployed through training programmes and manager briefings and are documented on our learning management systems. All employees also undergo refresher training at intervals to cover compliance requirements and refresh team understanding.

Compliance is measured through a combination of external third-party audits and internal audits. Site managers are responsible for completing due diligence checks on a daily, weekly and monthly basis, with regards to health and safety standards.

During the reporting year, compliance training was undertaken across all UK divisions, with completion statistics monitored on a monthly basis by our learning and development teams and the risk function report to our management and Board. Refresher training frequency is completed based on risk assessments conducted by the risk team. Compliance training statistics were reported to our management and Board each month in relation to the following areas: Allergy, Food safety (level 2), Health and safety (level 2), Fire safety, and GDPR.

All UK restaurants/pubs including head office also maintain emergency procedures and business continuity plans, which include details of procedures to follow in case of specific events.

Reporting of injuries

In 2024, the UK Group reported 72 accidents under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013 (compared to 91 in 2023), with no deaths or dangerous occurrences.

Food safety

At year-end 2024, over 99% of our restaurants and pubs scored four stars or above (including pass ratings in Scotland) where rated under the Food Hygiene Rating Scheme, a sign of excellence in both food safety and hygiene, with 97% at five stars (or a pass rating in Scotland). We continue to invest significant time and resources in health and safety matters across the Group, to further enhance the clean, safe environment for our customers and colleagues.

We continue to undertake extensive work on food safety risks (including allergens and other dietary intolerances) and menu-allergen risk reduction and training. Our teams "ask about allergy" on every order, to allow a proper discussion about allergy and intolerance needs and how these can be serviced. We conduct supplier visits and audits to ensure suppliers are operating to our high standards (see responsible sourcing section on page 12).

Allergens

Our pubs offer a Coeliac UK-accredited gluten-free menu to cater for those with coeliac disease. The menus offer a range of classic dishes including gluten-free burgers, pastas, pizzas, and fish and chips. Wagamama has a non-gluten menu and has innovated to provide more non-gluten choices.

Across the Group, our allergen information is available in restaurants, pubs and online on our brand websites, allowing customers to view dishes that are suitable based on individual allergies and intolerances. We categorise the 14 allergens as detailed in legislation, and continually work to reduce the allergen risk profile in our dishes.

Serving alcohol responsibly

We promote responsible drinking and offer a wide range of alcohol-free beers, low-alcohol wine, soft drinks and juices.

Nutrition and health

We are committed to offering a healthy choice for our customers. The nutritional balance of menus is incorporated into the menu design process, and in accordance with regulations in England, we also display calorie information on menus. We have an ongoing nutritional enhancement programme in place, where we target salt, sugar and calorie reduction and other nutritional improvements to our dishes.

As in previous years, there continue to be no genetically modified foods or trans fats in any of our products, and we have banned artificial colours that cause hyperactivity in children from all our products served to children. Our brand standards are developed to ensure that all additives used are in line with industry best practice.

We continue to develop our vegan and plant-based menus to support flexible diet choices. Our vegan menu in Wagamama is certified by the Vegan Society and our food development teams across our brands work closely with plant-based suppliers to develop new dishes.

We will continue to explore new ways to help our customers to make healthy and sustainable choices in 2025. Our Healthy & Sustainable Food and Drink Forum meets every six to eight weeks to share learnings and insights across our divisions.

Our communities

During 2024, we continued to support our colleagues with their fundraising efforts and community activities. We partnered with several charities across the Group, predominantly focusing on supporting individuals' mental health, supporting families with food and warm hubs, and on education.

The Group continues to support Only A Pavement Away, an industry charity committed to supporting people facing homelessness, prison leavers and veterans who are struggling to get into work or find housing. A sponsored walk held in 2024 with participants from across our divisions, raised a total of £19,500 for this charity.

Environmental and social report continued

In 2024, all divisions in the Group aligned their charity partnership focus, to predominantly support Shout, a free, confidential, 24/7 text messaging service for anyone who is struggling to cope. As an online service, the charity attracts younger people, which aligns with the average age of our team. Our contributions to Shout amounted to over £200,000 in 2024, including donations through our partnership with Pennies, which continues to flourish. We have a number of team members within The Restaurant Group who dedicate their time to Shout, by supporting the charity as volunteers.

TRG Concessions also has a long-standing, over 10-year relationship with School Club Zambia, raising over £20,000 in 2024 to support new schools and education for Zambian children.

Our Brunning & Price pubs are proud to support the communities they serve. Each pub actively fundraises for charities that matter most to them and their local area. Our teams raise funds through regular events such as quiz nights, cake sales and dog walks. In 2024, our Pubs division collectively raised £12,780 supporting their communities.

In 2024, Brunning & Price's annual company-wide Snowdon Challenge raised over £4,000 and helped support a number of charities including Mountain Rescue, Hospice of the Good Shepherd, Parkinsons UK and the Mental Health Foundation.

Care for our colleagues

Our people

We believe that a great customer experience is key to our business success and therefore our most important asset is our people. As of December 2024, we employed approximately 15,400 people. Our teams are passionate about the food and drink they serve and support each other to ensure the best customer service in all of our restaurants and pubs, taking huge pride in their work. We embrace diversity and employ colleagues of many different nationalities.

It is very important to us that our team members have a voice and feel involved when they work with us. Our Colleague Engagement Steering Group, which was previously chaired by one of our Non-Executive Directors, is now chaired by our Group People Director, and focuses on engagement-related initiatives across the divisions. A Group-wide team engagement survey was again completed in 2024 with 75% of our team across the Group submitting their feedback. Our team continue to be hugely positive, with year-on-year improvements across the majority of categories in all divisions. Our team felt supported with their mental health, and over two-thirds felt they had opportunities to succeed and grow, and that we were committed to our social and environmental agenda. Across the Group over 77% of our team felt proud to work for us, and that they were supported by their manager and colleagues.

Colleague support

In 2024, we continued to support our colleagues with their mental and physical wellbeing. We focused on providing honest, supportive and consistent communication to all colleagues and continued to utilise our app-based communication and engagement tools, ensuring all colleagues were able to receive and share both personal and Company updates. We saw very high levels of usage across our teams. Health and wellness were our core focus, ensuring we nurtured our colleagues and gave them the support they needed, particularly in areas of physical, financial, and mental health. These platforms are also utilised to promote internal and external activities, run competitions, and drive positive engagement across our colleague community.

Financial wellbeing has remained a key priority, with teams across all divisions receiving regular support. We re-communicated our salary finance benefit, which offers early access to earned wages.

We provide employee assistance via an app to ensure information is accessible 24/7. Wherever requested, face-to-face counselling is available for all our team. Mental health training is available to senior managers in our restaurants and pubs.

To increase retention levels and improve colleague satisfaction, we offer benefits and rewards programmes across each of our divisions. Recognition platforms are used extensively in Concessions, offering a combination of online and offline recognition, for example thank you messages, awards, vouchers and thank you cards. Our Pubs division, Brunning & Price, continued to build upon the team discounts, recognition and rewards platform introduced during 2023. Wagamama offers a variety of reward and recognition schemes, including Wokstars for chefs and Inventive Incentive for managers, as well as events for teams.

Ensuring we feed our teams whilst in work is a priority. In Wagamama, shift food allowances for our teams range from £14 to £24 per day. Concessions offer our teams breakfast and lunch/dinner when working a 6-8 hour shift in an airport. Brunning & Price offers a free shift meal of choice.

Each division within TRG also offers a range of discounts for friends and family members, from 30-50% off food and drinks.

Building our team

During 2024, we continued to invest in a variety of media channels, including our careers websites, to drive brand awareness and applications, ensuring all possible new team members were fully aware of our business and positive culture.

We continue to ensure we are fully transparent on "working life" in our businesses. Our teams' stories of growth, teamwork, inclusiveness and pride clearly contributed to the high level of applications. Our levels of engagement, retention and growth are constantly improving from a strong foundation. Retaining and growing our team is critical to our business success, and this has been evident again in 2024 performance.

Our team development

In 2024, we continued to enhance our learning and development. We focused on our on-the-job learning to help support the development of our colleagues, complemented with e-learning and face-to-face delivery, all delivered by our dedicated brand and Group learning and development teams.

Environmental and social report continued

All new managers in our restaurants are enrolled in the manager in training and leadership programmes. This gives a structured pathway to be successful leaders with us. The programme ranges from four to 12 weeks training, which covers all aspects of operational management, focusing heavily on leadership skills, and underpinned with the culture, behaviours and values of each division.

Development of our internal talent continues to be high on our agenda through multiple development programmes. Each division has developed internal career paths to ensure we give each of our team the opportunity to grow into leadership roles; we aim to achieve over 50% internal appointments across our management roles, in some cases achieving in excess of 75% internal appointments.

Apprenticeship programmes and investing in our employees' development are at the heart of our learning programmes, which benefits our wider team member population. With a high proportion of younger people joining hospitality (a significant proportion of our new team are 16 to 21 year olds) our entry-level programmes are critical so that our colleagues can continue their education with TRG. We work alongside various external companies who support young people with the transition into employment. All of our internal development programmes are aligned with our apprenticeship programme, providing a flexible and personalised approach to development and progression across the Group. We offer a suite of apprenticeships across all roles, ensuring that at all levels we are supporting progression, with chef-led team development our main priority. For example, within Wagamama we offer a number of programmes supporting development in current and potential roles. These encompass both back and front of house roles, and degree-level apprenticeships for manager and support office leadership.

We continue to evolve our apprenticeship programme to align with the needs of our colleagues, offering bespoke schemes for those looking to progress in hospitality but also for those who wish to learn a skill independent of their role or career path, such as project leadership, marketing, or HR (for example a CIPD qualification), with the aim of progressing to our head office and support roles.

Foster a representative, diverse and inclusive environment

Our employment commitments

The Restaurant Group is committed to being a fair and inclusive employer and employment with the Group offers everyone equal rights, career development and promotion prospects. Our recent colleague engagement survey confirmed a huge majority of our colleagues felt they had equal opportunities regardless of age, race, gender, sexual orientation, disability or religion, with over 85% of respondents across all our divisions agreeing with this statement. We ensure as far as possible that the diversity of our teams reflects the diversity of the customers we serve. Within the Wagamama and Concessions divisions we provide a year-long events calendar celebrating all aspects of our diverse team, including events relating to religion, sexuality, ethnicity and gender, creating an environment of acknowledgement, education and celebration.

TRG will continue to ensure all of our employees understand they have a voice and will be heard, not only in shaping our people programmes, but also in the event of any serious occurrences of unethical behaviour, discrimination, harassment, or health and safety concerns. We have safe sanctuary schemes across our Group which are embedded through our induction, development and cultural programmes.

We are committed to paying our colleagues fairly and equitably for the roles they are doing. Our most recent gender pay gap analysis showed a relatively balanced picture in Wagamama but that overall, across the Group, men tend to be over-represented in higher-paid roles, driving the gender pay gap. We are taking action to address this, including through initiatives such as the "inclusion allies" group within Wagamama, and flexible working to give teams more flexibility to fit work around other life commitments and improve female representation in back of house roles.

The Group pays all of its colleagues at least the National Minimum Wage appropriate to their age. Tips are not included in this rate, and all gratuities are additional to their hourly rate and are paid directly to colleagues. Cash tips are self-declared, and only tips paid by credit card have tax deducted by the Company. In addition, no administration fee is charged by the Company.

If a colleague makes us aware of any disability, or becomes disabled during their employment with us, then our policy is to offer assistance and explore ways of overcoming any difficulties they may have at work and make the necessary adjustments to help them wherever possible.

Our commitment to equality and human rights is discussed in the induction for all colleagues and covered in our online policies and employee handbooks. Our policies include a Human Rights Policy, an Equality and Diversity Policy, a Family Friendly Policy, a Whistleblowing Policy, and a Harassment and Bullying Policy. The various management skills courses offered cover the responsibilities of the management team in upholding these policies to ensure a safe and respectful working environment.

Anti-bribery and corruption

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships. All colleagues must declare all hospitality or gifts given or received over a certain minimum value, and all expense claims relating to hospitality, gifts, or payments to third parties must be submitted in accordance with our expenses policy, and the reason recorded for that expenditure. Anyone offered, or asked to make, a bribe or who suspects any bribery or corruption has occurred is obliged to notify the Company Secretary without delay. So far as we are aware, there were no incidences of bribery or corruption during 2024.

Climate-related financial disclosures

The climate-related financial disclosures outlined below comply with the requirements of the Companies Act 2006, as amended by the Companies (Strategic Report) (Climate-Related Financial Disclosure) Regulations 2022.

Governance

Our Board has ultimate responsibility for strategy and risk management and for maintaining an effective system for managing risks, including climate-related risks.

The Board delegates some of its responsibility in relation to climate-related risks and opportunities to the management Risk Committee and the Steering Committee (SteerCo) of its Preserving the Future ESG Programme.

Risk identification and management, integration into overall risk management process

Climate-related risks and opportunities are identified and updated quarterly by our ESG function through horizon scanning activity with reference to external sources and in consultation with the business. Understanding of the risks was further developed through a scenario analysis activity conducted in Q1 2024 (see pages 18 and 19 for further detail).

Climate-related risk management is fully integrated into the overall risk management process of TRG, with a dedicated risk register and representation at Risk Committee meetings, which are chaired by the TRG Group CFO. The risk register identifies gross risk, likelihood of occurrence, mitigating controls and potential financial impact. Each risk is assigned a business owner who is responsible for monitoring the risk and undertaking mitigating actions where appropriate. Where required, specific action points are agreed at Risk Committee meetings. Material from all risk registers feeds into the consolidated view of the Group's key risks as disclosed on pages 18 and 19. For example, the climate-related risk of higher sourcing costs for ingredients caused by extreme weather events feeds into the supply chain inflation principal risk. Climate-related risks and opportunities also inform activities within our ESG programme, which is overseen by a SteerCo chaired by the TRG Group CEO. The SteerCo meets quarterly and provides bi-annual updates to the Board.

Principal climate-related risks and opportunities

The principal climate-related risks and opportunities arising in connection with the operations of TRG are outlined in the table below, along with mitigating actions in place or being considered. We also include the assessment of the potential financial impact in the short, medium and long term under the two different climate scenarios considered: a "below 2 degrees" scenario in which there are higher transition risks, and a "3 degrees+" scenario in which there is rapid warming, with higher physical climate-related risks.

Impact is assessed with reference to three time periods: short (0-3 years to align with the period considered in the budgeting cycle), medium (3-7 years to capture transition risks and opportunities and long (7+ years to capture physical risks and opportunities and align with longer term liabilities). Financial impact ranges used are aligned with those used in TRG's risk management process for 2024, with "high" representing a material impact on profitability at Group level, "high-medium" representing a moderate impact on profitability at Group level or a material impact on specific areas of the business, "low-medium" reflecting a limited impact on profitability at Group level or moderate impact on specific areas of the business, and "low" representing very limited impact on profitability at Group level or limited impact on specific areas of the business.

Impacts on business model and strategy

As set out below, climate change will present both risks and opportunities to our business in the short, medium and longer term, in the form of physical and transition risks and opportunities. These feed into the development of our ESG Programme, and our business plans more broadly.

Risks and opportunities

Risk/opportunity type & description	Example mitigating actions being taken/ considered as part of strategy development	Potential financial impact (pre mitigation)			
		Scenario	Short term	Medium term	Long term
Climate Physical Risk (acute or chronic) **Higher sourcing costs and supply issues for ingredients caused by increase in extreme weather events**, environmental degradation impacting harvests, and transportation disruption.	• Dual sourcing of key ingredients • Maintaining a large UK stock holding to mitigate international supply disruption • Purchasing team track and budget for impact of low-yield harvests • Investigating options with suppliers for vertical farming (fresh produce), and regenerative agriculture See also mitigating factors included regarding supply chain inflation risk on page 7.	1.5-2°C	HM	H	H
		3°C+	HM	H	H

Climate-related financial disclosures continued

Risk/opportunity type & description	Example mitigating actions being taken/ considered as part of strategy development	Potential financial impact (pre mitigation) Scenario	Short term	Medium term	Long term
Climate Physical Risk (acute) **Increased climate change-related extreme weather events in the UK** (e.g. heatwaves, floods, storms) causing reduced footfall, site closures and impacting staff travel and wellbeing.	• Maintaining a portfolio of brands that are differently impacted by weather events such as heatwaves • Proactive maintenance, including fit for summer/ winter programmes • Flood risk assessed on all sites, and new site criteria considers flood risk; business continuity plans in place • Experience of adapting menus to suit warmer conditions	1.5-2°C	L	HM	HM
		3°C+	L	HM	H
Climate Transition Risk **Costs of transitioning from gas to electric.** To decarbonise our sites, we need to transition from gas to electric, supply upgrades are sometimes needed and electricity is currently more expensive than gas in the UK.	• Phased plan for electrification to spread costs (and Wagamama new sites all electric where grid capacity permits) • Energy efficiency technology installed where possible to reduce running costs • Landlords contribute to cost of supply upgrades where possible • Monitoring government plans to "rebalance" gas/ electric costs, and upgrade grid • Majority of airport concessions already all-electric	1.5-2°C	LM	HM	LM
		3°C+	LM	LM	LM
Climate Transition Risk **Reputational/market risk of failing to meet sustainability commitments and decarbonise in line with net zero trajectory** and stakeholder expectations (e.g. customers, colleagues, large landlords, etc.)	• 2040 target aligned with hospitality sector and adjacent sectors (BRC, NFU), and developing plans to ensure decarbonisation built into business strategy • Education and support for suppliers on data collection and decarbonisation • Wagamama 50% plant-based menu • Partnership with menu carbon data provider to ensure carbon considered as part of menu development	1.5-2°C	LM	LM	LM
		3°C+	L	LM	HM
Climate Transition Risk (Policy) **Introduction of policy measures targeting carbon emissions and wider environmental impacts** e.g. carbon tax on operational emissions, or high emission inputs, products or transport (fertiliser, plastic, beef, shipping), or changes to waste and recycling systems.	• Electric kitchens default for new UK Wagamama sites from 2024 (where grid capacity permits) • Developing phased plan for electrification to reduce potential future liability around gas • Working with suppliers to reduce emissions of products supplied • Developing plant-rich and lower carbon options on our menus; climate training for chefs	1.5-2°C	LM	HM	H
		3°C+	L	LM	LM
Opportunity to attract more climate and nature-aware customers in response to changing customer preferences (e.g. toward plant-based dishes).	• See actions above re reputational/market risk	1.5-2°C	LM	HM	HM
		3°C+	L	LM	LM
Opportunity to attract and retain employees who want to work for a company taking positive action on climate/other ESG issues.	• Increasing employee communications and engagement activity re sustainability	1.5-2°C	LM	HM	HM
		3°C+	L	LM	LM
Opportunity to reduce emissions and costs through investment in energy efficient equipment, energy saving and waste reduction measures.	• Piloting and rolling out proven technology to reduce energy usage • Targets built into waste services provider contract for increased recycling rates	1.5-2°C	L	L	LM
		3°C+	L	L	L

Climate-related financial disclosures continued

Qualitative scenario analysis

To improve understanding of the potential climate-related risks and opportunities under different scenarios we completed a qualitative scenario analysis in Q1 2024. This work informed the further development of our climate risk register, and will feed into future strategy development and business planning.

Our scenario analysis qualitatively considered one transition scenario and one physical scenario, over three time horizons described on pages 18 and 19, to 2040. Exploring the potential impacts under a "below 2 degrees" transition scenario in which there is rapid decarbonisation, and a "3 degrees+" physical scenario in which there is rapid warming, enables us to 'stress test' our business operations and strategy.

The exercise considered all operating segments: Wagamama, Brunning & Price, and Concessions and Barburrito, in addition to our supply chain, and colleagues from each of these areas were engaged in sessions to review and assess the potential material impacts (risks and opportunities), and the strategic response options available for their respective business areas under each scenario. The eight Wagamama US sites (as at end 2024), which were only partially traded under TRG ownership in 2024, were excluded from the scenario analysis on the basis of materiality.

For each risk and opportunity identified, the likelihood of occurrence, and the potential level of financial impact were assessed at Group level, for each of the scenarios and time horizons. The respective scoring was guided with reference to criteria defined in the Group risk management process. Assessment of financial impact qualitatively considered the potential impact on financial performance (revenue, expenditure), and the resulting financial position for the Group. This enabled us to assess our resilience under the two pathways explored.

Scenario assumptions

Assumptions for each scenario were defined with reference to two Network of Central Banks and Supervisors for Greening the Financial System (NGFS) scenarios, an authoritative third-party source that is widely used and may facilitate comparability. The scenarios include a 2-degree or lower scenario and are sufficiently varied to cover a range of future outcomes, in line with CFD guidance.

Scenario assumptions overview

Scenario	**Below 2 degrees scenario** Global warming is limited to 1.5-2°C above pre-industrial levels by 2100.	**3 degrees+ (current policies) scenario** Global warming rises to 3-4°C above pre-industrial levels by 2100.
Primary source	NGFS Net Zero 2050 Scenario Phase IV release, November 2023 *Net Zero 2050 is an ambitious scenario that limits global warming to 1.5°C through stringent climate policies and innovation, reaching net zero CO_2 emissions around 2050. The UK reaches net zero for all GHGs by 2050.*	NGFS Current Policies Scenario Phase IV release, November 2023 *Current Policies assumes that only currently implemented policies are preserved, leading to high physical risks. Emissions rise until 2080, leading to 3°C of warming and severe physical risks. This includes irreversible changes, such as higher sea level rise.*
Potential impacts	Higher level of transition risks • Immediate policy reaction; stringent measures introduced • Fast technology change • Severe weather events increase, but rate of change starts to slow in the long term • Behaviour change, including partial shifts towards lower-emission diets; increased awareness and support for climate action	Higher level of physical risks • Current policies only; no further strengthening • Slow technology change • Increasingly severe weather events, accelerating in the long term vs transition scenario • Some behaviour change, in response to physical impacts of climate change
Common assumptions	TRG business operations and business model remain broadly unchanged, except for implementation of the business's strategic priorities. TRG suppliers, customer base and workforce remain steady and broadly unchanged, except for growth associated with meeting strategic priorities.	

Climate-related financial disclosures continued

Summary results of scenario analysis

Our refresh exercise assessed the potential material impacts (risks and opportunities) to the business under the transition and physical scenarios. The potential impacts for each scenario and time horizon are summarised on pages 16 to 17, alongside current and future mitigation actions.

Below 2 degrees: transition scenario

In this scenario, the most significant impacts would be seen in financial performance through increased capital and operating expenditure. This relates to higher sourcing costs in our supply chain (due to physical impacts and transition impacts, such as carbon pricing); increased costs in response to extreme weather impacts in the UK, electricity supply upgrades and costs associated with electrification. As a result of supportive policy measures and the actions taken by TRG to decarbonise, the reputational/market risk is less pronounced than in the physical scenario.

The impact of opportunities is greater within this scenario. In the long term, potential increases in operational expenditure may see a return on investment, with a reduction in ongoing energy costs achieved via efficiencies from electrification. This is supported by rapid technological advancements. Under this scenario there is also an opportunity for Wagamama to benefit from growth in the plant-based market, with increased revenue, market share and enhanced brand value.

3 degrees+ (current policies): physical scenario

In the physical scenario, the most significant impacts would be seen in financial performance due to a combination of increased expenditure and reduced revenue. Higher costs relate to sourcing in our supply chain (due to increased disruption to food production from physical impacts), and energy costs for increased cooling and refrigeration requirements. Reduced revenue is caused by inclement weather impacting delivery trade for Wagamama, and different extreme weather events impacting footfall.

Our analysis also identified water as an emerging risk in the long term, with drought conditions likely to impact water availability for our suppliers, impacting supply cost and availability.

Opportunities are less pronounced within this scenario. While less significant compared with the transition scenario, Wagamama may benefit from increased customer support in response to policy inaction, with moderate increase in revenue and brand value.

Assessment of resilience

The analysis highlighted that the risks and opportunities identified are more likely to impact in the short to medium term in the transition scenario, which overall presents a greater financial risk to the business. In the physical scenario, the risks presented from the physical impacts of climate change are more likely to materially impact in the long term. In addition, the diversity and flexibility of TRG's brands and operational locations across our portfolio provides some mitigation against isolated risks.

Our review of the strategic response options available to us indicates that the business is well-positioned to respond. The exercise has provided an understanding of the following areas to monitor and impressed upon us the need to ensure that we proactively strengthen our position:

- Higher sourcing costs/supply issues for ingredients: continue to explore options to enhance supply resilience and lower costs.
- Costs associated with electrification: advance planning and gradual phasing of site electrification.

The outputs facilitated an update to our climate risk and opportunities register, which is updated on an ongoing basis with reference to the scenarios considered. As we continue our work to enhance our resilience to climate change, this will enable us to explore new risk mitigation and opportunity-realisation strategies under the governance of our risk management process.

Progressing our ESG agenda is of strategic and financial importance to the business and improves resilience. Whilst taking action to reduce our emissions and achieve efficiencies requires investment, it presents opportunities to enhance our long-term value: reducing operational costs by optimising energy usage, managing exposure to climate-related policy and regulation, and enhancing supply-chain resilience to ensure product availability and security of supply.

Climate-related financial disclosures continued

Targets and KPIs

The table below sets out the key targets and KPIs used to manage climate-related risks and realise climate-related opportunities.

Risk/opportunity	Target/ goal	KPI	2024 result
Higher sourcing costs/supply issues due to climate-related extreme weather (chronic or acute)	All key ingredients to be dual sourced	% of key ingredients (as defined by the business) dual sourced	100% of key ingredients (as defined by the business) dual sourced
Increased climate change-related extreme weather events in the UK	Business continuity plans in place for all sites and reviewed/refreshed annually	Divisions with BCPs refreshed within last 12 months (to cover all sites within the division)	BCP review/refresh completed in reporting period for all divisions
Costs of transitioning from gas to electric	New Wagamama sites to incorporate energy efficiency technology from 2024	% of Wagamama new site openings incorporating energy efficiency technologies	100% of Wagamama new site openings in 2024 incorporated energy efficiency technology
Reputational/market risks of failing to meet sustainability commitments Policy risks re introduction of measures targeting carbon emissions (e.g. carbon taxes) Opportunity to attract climate conscious customers and employees	Net zero by 2040 (science-aligned definition)[1]	tCO_2e Scope 1, 2, and 3	N/A – 2040 target; baseline pending finalised FLAG guidance
	Maintain renewable electricity across directly contracted supplies	% of electricity from renewable sources (REGO backed) for sites where we hold the supply contract	>99% of electricity from renewable sources for sites[2] where we hold the electricity supply contract
	Reduction in Group energy usage vs prior year	% reduction in Group energy consumption vs prior year (like-for-like sites with AMRs)	Reduction vs prior year achieved
	Electric kitchens in Wagamama new site openings where grid capacity allows	% of Wagamama new site openings with electric kitchens	100% of Wagamama new site openings in 2024 now fully electric
	Maintain 50% vegan/ vegetarian menu in Wagamama	% of Wagamama menu items that are vegan or vegetarian	50% target maintained during 2024

1 UK business target aligned with the Zero Carbon Forum and UKH target for the UK hospitality sector.
2 Not 100% due to sites pending transfer to renewable electricity supply contract.

Greenhouse gas emissions and energy usage

As a large UK unquoted company, The Restaurant Group Ltd is required under the Streamlined Energy and Carbon Reporting (SECR) regulations to report annually on its Scope 1 and 2 greenhouse gas emissions, and its business travel emissions under Scope 3, where the Company is responsible for purchasing the fuel. We are also disclosing our Scope 3 footprint.

We report both location and market-based footprints to illustrate the benefits of renewable purchasing. A location-based method involves using an average emission factor that relates to the grid on which energy consumption occurs, so does not take into account any renewable purchasing that exceeds the grid average. A market-based method reflects emissions from energy that companies have purposefully chosen, for example renewable energy. Under the market-based approach our emissions intensity was broadly flat from 2023 to 2024.

Climate-related financial disclosures continued

Greenhouse Gas emissions (continuing operations)

Scope	Emission sources	Unit	Location-based 2023[2] (restated)	Location-based 2024	Market-based[1] 2023[2] (restated)	Market-based[1] 2024
Scope 1 (Combustion/facility operation)	Natural Gas, LPG, FGAS	tCO_2e	13,664	14,671	N/A	N/A
Scope 2 (Purchased electricity)	Electricity	tCO_2e	15,192	15,615	1,036	692
Scope 1 and 2 total[1]		tCO_2e	28,856	30,286	14,700	15,363
Scope 1 and 2 intensity metric		tCO_2e/£1m turnover	35	35	18	18
Scope 3 mandatory emissions reporting (Emissions from business travel in rental car or employee-owned vehicles where company is responsible for purchasing the fuel)		tCO_2e	608	489		

1 Market based total Scope 1 and 2 uses location-based Scope 1 figures.
2 2023 data restated to include 12 months of actual data (prior year report used 1 month of estimates); continuing operations only.

Note that data above includes landlord recharged sites classified as Scope 1 and 2, using an operational control approach. These sites are classed as non-renewable where we do not have confirmation of green supply.

Energy consumption used to calculate emissions above

	Unit	2023[1]	2024
Combustion (Scope 1)	kWh	78,022,380	75,206,448
Electricity/heat/steam/cooling (Scope 2)	kWh	73,366,823	75,416,190
Scope 3 transport (as above)	kWh	2,515,181	2,046,323
Total energy consumption	kWh	153,904,384	152,668,961

1 Restated to show continuing operations only.

Scope 3 (continuing operations)

	Unit	2023	2024
Scope 3 upstream All relevant categories: purchased goods and services, capital goods, fuel and energy-related activities, upstream transportation and distribution, waste generated in operations, business travel, employee commuting	tCO_2e	199,204	216,127
Scope 3 downstream All material categories, including downstream transportation and distribution, and franchises	tCO_2e	5,967	8,805

Climate-related financial disclosures continued

Scope 3 emissions

We have worked with an external carbon accounting partner to produce our Scope 3 inventory in accordance with the GHG Protocol. In 2023, we moved to a new provider, whose methodology incorporates a spend-based screen. At present, the inventory calculation predominantly uses industry average carbon factors applied to a combination of volume-based and spend-based data to calculate emissions. In our 2024 data we have started to include some supplier-specific emissions within several categories. We plan to replace industry average carbon calculations with supplier specific emissions as we work proactively with our suppliers to help them provide these.

As is the case across the industry, our ability to track Scope 3 emissions is still limited due to the complexity of measurement, particularly within agricultural supply chains. Activity to improve the quality of our Scope 3 inventory and datasets is ongoing, and is an important enabler of our decarbonisation programme. This year we have improved the data quality for Wagamama food and drink items within the Scope 3 purchased goods and services category by using emissions data provided by our specialist menu carbon data partner, where supplier specific data is not available. While the business has not materially changed its purchased goods and services, this improved data quality has driven an increase in reported Scope 3 upstream emissions in 2024. Data improvements will be extended to the rest of the Group in 2025. Downstream Scope 3 emissions have also seen an increase, driven by a reduced level of estimations relating to franchises (category 14) and the inclusion of end-of-life treatment of sold products (category 12).

Greenhouse gas reporting methodology

- Our methodology has been based on the Greenhouse Gas Protocol.
- We have reported on all the measured emissions sources required under the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended.
- This includes emissions under Scope 1 and 2 and Scope 3 business travel emissions, where the Company is responsible for purchasing the fuel.
- Emissions relating to energy recharged by landlords for sites where we do not have the energy supply contract have been calculated assuming non-renewable supply where we do not have confirmation of green supply.
- Conversion factors for UK electricity (location-based methodology), gas and other emissions are those published by HM Government.
- The location-based method reflects the average emissions intensity of the grid on which the energy consumption occurs (using grid-average emission factor data).
- The market-based method reflects emissions from the energy that has been purchased from the supplier, for example renewable energy.
- Our energy efficiency action is detailed on pages 10 to 11.

Signed by:
Mark Chambers
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Mark Chambers
Chief Financial Officer

22 September 2025

Corporate Governance report

Introduction/background

During the reporting year, the Company's Board consisted of five Directors, comprising two Executive Directors – the Chief Executive Officer and the Chief Financial Officer – and three Non-Executive Directors representing the Company's only shareholder, Rock Bidco Ltd, a vehicle indirectly owned by the Apollo Funds and managed by affiliates of Apollo Global Management, Inc. Apollo acquired the business in December 2023 – prior to that, the Company held a premium listing on the London Stock Exchange.

During the reporting year, the Company's Board was the central strategic decision-making forum for all subsidiary entities and business divisions within The Restaurant Group. Following the refinancing and corporate restructuring that completed in January 2025, the Group was reorganised into separate divisional silos for each constituent business with their own separate UK holding companies. The Company now acts as the holding company solely for the Concessions silo, with Rock Bidco Ltd taking over as the main strategic decision-making entity for the wider Group. For upcoming financial years, the individual silo holding companies will report on a consolidated basis for each division separately. The new group governance structure, where appropriate, devolves relevant strategic decisions to those individual Boards.

Board of Directors

The members of the Company's Board during the reporting year, who now meet as the Rock Bidco Ltd Board instead, were as follows:

Alex van Hoek

Alex, a partner at Apollo, was appointed a Director following the Apollo acquisition and acts as Chair of the Board. Alex joined Apollo in New York in 2010. Since 2021, he has been based in London and oversees the firm's efforts in various sectors in Europe, including consumer, retail, and transportation and logistics. Alex has been involved in multiple private equity transactions and currently serves as a director at The Restaurant Group, Great Canadian Gaming and Evri. Prior to joining Apollo, Alex was an analyst at Deutsche Bank.

Andy Hornby (CEO)

Andy is an experienced CEO with strong consumer and digital credentials, having previously worked for companies including Ladbrokes Coral and Alliance Boots. He has been CEO at TRG since August 2019. Andy is also Non-Executive Chair of Sharps Bedrooms and a Trustee of the charity Only A Pavement Away.

Mark Chambers (CFO)

Mark has extensive experience in finance and the hospitality sector, including as CEO of TRG's Leisure division prior to his appointment as Group CFO from September 2023. He previously worked as managing director, retail, at GVC Holdings plc (now Entain plc), as well as holding senior finance positions at Giles Insurance and Norman Broadbent.

Eugenia Gandoy

Eugenia is a private equity principal at Apollo who has been involved in deals in Europe across the consumer, retail and business service sectors. She joined the Board on the Apollo acquisition. Prior to joining Apollo in 2016, she worked in investment banking at Goldman Sachs.

Chris Harwood

Chris is an operating partner at Apollo, and joined the Board following the Apollo acquisition. He joined Apollo in 2022 and is responsible for leading Apollo Portfolio Performance Solutions in EMEA. Chris was previously a managing director in portfolio operations at Centerbridge Partners from 2016 to 2022. Prior to that, he worked at Doughty Hanson Private Equity, Dixons Retail Group and Accenture.

The role of the Board

For the reporting year, the Board set and oversaw the strategic direction of the entire Group as well as the business operating model that aimed to deliver those strategic priorities. It looked to ensure the necessary resources were in place to achieve these priorities and reviewed management's performance in terms of their delivery. The Board was also responsible for providing strong values-based leadership to the Company and for effective corporate governance, setting the Company's ethical standards and ensuring the business met its obligations to all stakeholders.

The Board has a formal Schedule of Matters Reserved solely for its consideration, which included the following:

- responsibility for the long-term, sustainable success of the Company and Group;
- approval of the annual budget and business plan;
- approval of the Group's year-end reports;
- approval of significant capital expenditure;
- significant disposals of assets;
- acquisitions and disposals of businesses; and
- approval of key Group policies.

A Delegation of Authority Matrix, reviewed and approved by the Board, sets out the extent to which matters are delegated as well as the authority levels within senior management at which specific decisions can be taken and expenditure authorised.

Board Committees

During the reporting year, the Board was supported by two Board Committees – an Audit Committee and a Remuneration Committee – with only the Company's Non-Executive Directors as members. Both committees operated under agreed Terms of Reference, which were reviewed, and amended if necessary, annually by the Board. The Audit Committee was responsible for overseeing financial reporting and announcements, risk management and internal controls when requested, and reported up to the full Board on these matters. The Remuneration Committee's remit was to review and make recommendations on remuneration matters for the Executive Directors when necessary. Membership of the Committees was as follows:

Audit

- Eugenia Gandoy
- Chris Harwood
- Alex van Hoek

Remuneration

- Eugenia Gandoy
- Chris Harwood
- Alex van Hoek

Corporate Governance report continued

Board and Committee meetings

The Board held regular, scheduled meetings during the reporting year to review the Company's financial and operational performance and other matters. When issues requiring the attention of the Board or one of its Committees arose outside the regular schedule, additional meetings were arranged as necessary, or decisions made by means of a written resolution. Comprehensive papers were provided to the Directors ahead of Board or Committee meetings through a secure online portal.

During 2024, the Board met on six occasions for scheduled meetings, and eight times in total.

Independent advice

All Directors had access to the advice and services of the Company Secretary and were entitled to take independent professional advice if necessary, at the expense of the Company.

Conflicts of interest and independence

A record is kept by the Company Secretary of Directors' interests and any potential or actual issues that may arise, and the Board reviewed potential conflicts of interest where necessary at each meeting. Directors had continuing obligations to update the Board on any changes to these conflicts or matters which may impinge upon their independence, and also provide annual confirmations of their interests and other appointments as part of the year-end process.

Directors' and Officers' liability ('D&O') insurance

The Company maintains D&O insurance to cover the cost of defending civil and criminal proceedings brought against an individual acting in their capacity as a Director or Officer of the Company.

Environment and sustainability

The Board acknowledges its responsibility to minimise the Company's impact on the environment and supports and promotes efforts to reduce the Company's energy consumption and carbon emissions, water usage and waste. The Board received twice-yearly ESG updates from the Preserving the Future programme, whose steering committee is chaired by the CEO. Our CFD disclosures as well as details of our environmental policies and practices, and our commitment to sustainable and ethical sourcing, are contained in the Environmental and Social report from page 10.

Risk management

The Board had ultimate responsibility for ensuring that business risks across the Group were effectively identified and appropriately mitigated. The day-to-day management of business risks was the responsibility of the senior management team and individual divisions, as overseen by the Senior Management Risk Committee. For the report of the Risk Committee and a description of the Group's Key Risks, see from page 7.

Remuneration

Decisions on all-staff remuneration, such as the level of annual pay increase and the level of annual bonus payout, are made by the Board, either directly or on the recommendation of the Remuneration Committee. Decisions on executive Director remuneration are made ultimately by the shareholder. No Director is involved in any decisions on their own remuneration.

Senior management diversity

As at the year-end, the gender make-up of the Group was as follows:

	Female	Male	Total
Board	1	4	5
Senior management[1]	1	3	4
All employees	7,336	8,095	15,431

1 Senior management defined as direct reports to the CEO, excluding the CFO and EA.

Stakeholders and Board decision-making

The Board was required to act in the way it considers would be most likely to promote the success of the Company for the benefit of its members as a whole, and in so doing, have regard to the interests of certain stakeholders and the other matters set out in section 172 of the Companies Act 2006. For information on the Board's decision-making and consideration of stakeholder interests, see the section 172 Statement on page 6.

By order of the Board

Signed by:
Mark Chambers
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Mark Chambers
Chief Financial Officer

22 September 2025

Corporate Governance report continued

Compliance

The Company followed the Wates Corporate Governance Principles for Large Private Companies and reports in line with the Walker Guidelines for Disclosure and Transparency in Private Equity, with the relevant disclosures noted in the tables below.

Wates Principles

Principle	Compliance
1. Purpose and Leadership	The TRG Board provided oversight and leadership to the group, as set out in the Section 172 statement on page 6 and this Corporate Governance report. Wider discussion of the Group culture can be found on the ESG report on pages 10 to 15
2. Board Composition	The Board comprised the two executive Directors and three Apollo representatives. Their relevant skills and experience are set out in this Corporate Governance report
3. Director Responsibilities	The processes through which the Directors exercised their responsibilities is set out in this Corporate Governance report
4. Opportunity and Risk	The Board takes a long-term view of the risks and opportunities facing the business, and delegated regular management of the business risks to the Senior Management Risk Committee – for further details, please see this Corporate Governance report and the Risk Committee report on pages 7 to 8
5. Remuneration	An outline of how remuneration decisions are taken is included in this Corporate Governance report
6. Stakeholder Relationships and Engagement	Details of how the Board engaged with stakeholders are set out in the Section 172 statement on page 6. Additional details on the Group's engagement with its workers and other stakeholders are included in the ESG report on pages 14 to 15

Walker Guidelines

Requirement	Compliance
Details of private equity firm	Apollo Global Management Inc. (for more details, see p 23)
Board composition	The Board comprises the CEO, CFO and three Apollo representatives (for more details, see page 23)
Financial position and risks	See the Financial review on pages 4 to 5 and Note 21 to the Financial Statements on page 67
Analysis of development and performance during year and year-end position	See the Business and Financial reviews on pages 1 to 5
Review of principal risks and uncertainties	See the Risk Committee report on pages 7 to 8
Financial and non-financial KPIs	See the Financial review on page 4 and the ESG report on page 20
Strategy and business model	See the Business review on pages 1 to 3
Trends and factors affecting future development, performance or position	See the Business review on pages 1 to 3
Information about environmental matters, employees, and social, community and human rights	See the ESG report and CFD disclosures on pages 10 to 22 and also the Section 172 statement on page 6
Gender diversity information and DEI	See this Corporate Governance report on page 24 and also the ESG report on page 15
Audited report and accounts to be available on website	TRG's Annual Report and Accounts are available on the Company's website at this link: **www.trggroupltd.com/annual-reports/**
Audited report and accounts to be available within 6 months of year end	The Annual Report and Accounts were signed on 22 September 2025, outside the deadline
Unaudited half-year report to be published within 3 months of half year	The Company no longer acts as the main holding and reporting entity for the Group and a half-year report will not be published.

Directors' report

The Directors' report comprises these pages and the other sections and pages of the Annual Report and Accounts cross-referred to below, which are incorporated by reference. As permitted by legislation, certain disclosures normally included in the Directors' report have instead been integrated into the Strategic report (from page 1), as set out below.

The Company

The Restaurant Group Ltd is a private limited company, registered in Scotland under company number SC030343 and with its registered office at 1 George Square, Glasgow G2 1AL. Until the Apollo acquisition, the Company was listed on the London Stock Exchange under its former name, The Restaurant Group plc. Its shares were delisted on 22 December 2023, and its re-registration as a private company was effective on 2 January 2024.

Directors

The current Directors of the Company are:

- Andy Hornby (appointed 1 August 2019)
- Mark Chambers (appointed 15 September 2023)
- Eugenia Gandoy (appointed 21 December 2023)
- Chris Harwood (appointed 24 January 2024)
- Alex van Hoek (appointed 21 December 2024)

Indemnity provisions

The Company maintains Directors' and Officers' liability insurance. Deeds have been executed indemnifying each Director of the Company as a supplement to the D&O insurance cover. The indemnities, which constitute a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006, were in force during the 2024 financial year and remain in force for the current Executive Directors and for past Directors of the Company.

Corporate governance arrangements

The Company has adopted the Wates Corporate Governance Principles for Large Private Companies andaims to report in line with the Walker Guidelines for Disclosure and Transparency in Private Equity. For further details, please see the Corporate Governance report from page 23.

Dividend

The Directors have not recommended a dividend payment for the 2024 financial year (FY2023: nil)

Political donations

The Company did not make any political donations during the year (FY2023: nil)

Financial instruments and risk

The Group's policy on the use of financial instruments and the Group's financial instruments, financial risk management, key terms and debt covenants are set out in Notes 20 and 21 to the financial statements.

Post-balance sheet events

On 30 January 2025, TRG completed a reorganisation and refinancing, under which the individual business divisions were split into three discrete operational silos with separate financing arrangements. As a result, Rock Bidco Ltd, a Jersey entity, has replaced The Restaurant Group Ltd as the main group holding company for the wider Group, with each individual business division now headed by a separate holding company. In addition, the loan to parent company of £234.4m was settled as part of this refinancing.

Pubs

In relation to the Pubs business, TRG Ltd forgave all intercompany balances owed to it by Brunning and Price Ltd, Blubeckers Ltd and their related subsidiaries and TRG Ltd then transferred 100% of its shareholdings to Pubs Pledgeco Ltd, a newly incorporated entity. Pubs Pledgeco subsequently transferred this shareholding to its subsidiary, Pubs Holdco Ltd.

TRG Ltd subsequently sold its shareholding in Pubs Pledgeco Ltd to Rock Bidco Ltd, removing itself from the Pubs ownership chain.

The Pubs division's freehold and long leasehold real estate assets were sold at fair value to Pubs Propco Ltd, a fellow subsidiary of Pubs Holdco Ltd, which granted leases back to the relevant operating entities. Brunning and Price Ltd is the main operating company for the Pubs division.

Wagamama

TRG Ltd also forgave all intercompany balances owed to it by Wagamama (Holdings) Ltd and its related subsidiaries. As part of the refinancing, Wagamama issued £330m in senior secured notes through its newly incorporated subsidiary Waga Bondco Ltd. The bond was issued on The International Stock Exchange with a coupon of 8.5%. Under the new structure, Wagamama (Holdings) Ltd is now the lead UK parent entity for the Wagamama business and entities.

Concessions and Barburrito

These businesses remain under the ownership of TRG Ltd. Please see Note 25 in the Consolidated financial statements.

Likely future developments

The development of the business is set out in the Business review in the Strategic report from page 1.

R&D activities

The Group does not expend material sums on research and development activities.

Overseas branches

The Company does not operate any registered branches outside the UK.

Directors' report continued

Employee participation and engagement

The action taken during the year in relation to employee participation and engagement, including in terms of monitoring culture and values, is included in the Environmental and Social report from page 14, as well as in the section 172 statement on page 6.

Employment of disabled persons

The Company's policy towards disabled employees is included in the Environmental and Social report on page 15.

Engagement with suppliers and customers

Details of the Company's approach to suppliers, customers and other business partners are included in the Environmental and Social report from page 11, while the Company's section 172 Statement on page 6, sets out how the Directors have taken into account the needs of business partners and other stakeholders in decision-making.

Energy use and emissions

The disclosures concerning energy use and greenhouse gas emissions are included in the Environmental and Social report on page 21.

Going concern

The Directors have prepared the Group's going concern assessment for the period to 30 September 2026 ("the Period"). The going concern assessment comprises a base case cash flow forecast which is based on the Board-approved budget, downside sensitivities which reflect the Directors' view of a severe but plausible downside, and the reverse stress test on the Group's liquidity and financial covenants. Assumptions and underlying cash flows used have been updated post Board approval and adjusted to reflect changes in the market post year end The going concern assessment demonstrates that the Group will have sufficient available liquidity to meet its liabilities as they fall due and will remain in compliance with its financial covenants for the period. For more details, please see Note 1 in the consolidated financial statements.

Disclosure to Auditor

In the case of each of the persons who are Directors at the time the report is approved, the following applies:

- as far as the Director is aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- the Director has taken all of the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

By order of the Board

Signed by:
Mark Chambers
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Mark Chambers
Chief Financial Officer

22 September 2025

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with UK-adopted international accounting standards ("IFRSs"), and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group and the Company for that period. In preparing these financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently
- make judgements and accounting estimates that are reasonable and prudent
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- provide additional disclosures when compliance with the specific requirements in IFRSs and in respect of the parent company financial statements, FRS 101, is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and Company financial position and performance
- in respect of the Group financial statements, state whether UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements
- in respect of the parent company financial statements, state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and/or the Group will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's and Group's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and enable them to ensure that the Company and the Group financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic report, Directors' report and financial statements that comply with that law and those regulations. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

The Directors confirm, to the best of their knowledge:

- that the consolidated financial statements, prepared in accordance with UK-adopted international accounting standards give a true and fair view of the assets, liabilities, financial position and profit of the parent company and undertakings included in the consolidation taken as a whole
- that the Annual Report, including the Strategic report, includes a true and fair review of the development and performance of the business and the position of the Company and undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face
- that they consider the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary to assess the Company's position, performance, business model and strategy

For and on behalf of the Board

Signed by:
Mark Chambers
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Mark Chambers
Chief Financial Officer

22 September 2025

Independent Auditor's report

to the members of The Restaurant Group Ltd

Opinion

We have audited the financial statements of The Restaurant Group Ltd ('the parent company') and its subsidiaries (the 'group') for the year ended 29 December 2024 which comprise the Group Consolidated Income Statement, the Group Consolidated Balance Sheet, the Group Consolidated Statement of Changes in Equity, the Group Consolidated Cash Flow Statement, the Parent Balance Sheet, the Parent Statement of Changes in Equity, the Group related notes (1 to 25) and the Parent related notes (1 to 6), including material accounting policy information. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 29 December 2024 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period to 30 September 2026.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's report continued

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 28, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Independent Auditor's report continued

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are Companies Act 2006, Health & Safety and food hygiene laws, Minimum Wage regulations and the UK Tax legislation.
- We understood how the Group and parent is complying with those frameworks by making enquires of management and those responsible for legal and compliance procedures, including those Charged with Governance and the Company Secretary. We corroborated our enquires through our review of board minutes, papers provided to the Board of Directors and correspondence received from regulatory bodies.
- We assessed the susceptibility of the Group and the Company's financial statements to material misstatement, including how fraud might occur by meeting with management within various part of the business to understand where they considered there was susceptibility to fraud. We also considered performance targets and their influence on efforts made by management to manage earnings or influence the perception of analysts. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing top-side journal entries which did not follow the standard process flows and were designed to provide reasonable assurance that the financial statements were free from material fraud or error. Where necessary, we engaged our internal specialists to support the design and execution of our procedures.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved a review of board minutes to identify noncompliance with laws and regulations, enquires of the Company Secretary and management, and journal entry review.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at **www.frc.org.uk/auditorsresponsibilities**. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Julie Carlyle

Senior statutory auditor

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

23 September 2025

Consolidated income statement

	Note	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Continuing operations			
Revenue		868.1	824.0
Cost of sales		(755.2)	(697.8)
Exceptional cost of sales	4	(46.8)	(23.9)
Gross profit		**66.1**	**102.3**
Administrative expenses before exceptional items		(50.9)	(49.3)
Exceptional administrative expenses	4	(1.7)	(23.2)
Operating profit		**13.5**	**29.8**
Finance costs before exceptional items	5	(45.8)	(41.4)
Exceptional finance costs	4	–	(8.7)
Finance income before exceptional items	5	0.1	0.7
Loss before taxation	2	**(32.2)**	**(19.6)**
Tax on loss before exceptional items	6	(5.5)	(10.9)
Exceptional tax on loss	4	–	5.0
Loss from continuing operations		**(37.7)**	**(25.5)**
Discontinued operations			
Profit after tax from discontinued operations	7	–	5.3
Loss for the year		**(37.7)**	**(20.2)**
Other comprehensive income			
Foreign exchange differences on consolidation		1.9	–
Total comprehensive loss		**(35.8)**	**(20.2)**

All amounts relate to continuing activities.

The accompanying notes are an integral part of these financial statements.

Consolidated balance sheet

	Note	29 Dec 2024 £m	31 Dec 2023 £m
Non-current assets			
Intangible assets and goodwill	8	596.6	596.0
Property, plant and equipment	9	260.6	258.6
Right of use assets	10	232.6	213.6
Trade and other receivables	12	5.2	4.2
Investments		–	0.6
		1,095.0	**1,073.0**
Current assets			
Inventories		7.3	7.0
Trade and other receivables	12	15.7	20.1
Cash and cash equivalents		16.9	15.5
Corporation tax asset		2.4	0.5
		42.3	**43.1**
Total assets		**1,137.3**	**1,116.1**
Current liabilities			
Bank overdrafts		(12.0)	(9.6)
Borrowings	20	(234.4)	–
Trade and other payables	13	(143.9)	(147.2)
Provisions	14	(14.3)	(5.5)
Lease liabilities	15	(58.9)	(50.6)
		(463.5)	**(212.9)**
Net current liabilities		**(421.2)**	**(169.8)**
Non-current liabilities			
Borrowings	20	–	(226.5)
Deferred tax liabilities	16	(57.8)	(53.4)
Provisions	14	(2.9)	(14.1)
Lease liabilities	15	(285.8)	(251.3)
		(346.5)	**(545.3)**
Total liabilities		**(810.0)**	**(758.2)**
Net assets		**327.3**	**357.9**
Equity			
Share capital	17	221.0	219.5
Share premium		4.0	0.3
Other reserves		3.1	1.2
Retained earnings		99.2	136.9
Total equity		**327.3**	**357.9**

The accompanying notes are an integral part of these financial statements.

The financial statements of The Restaurant Group Ltd (company registration number: SC030343) were approved by the Board of Directors and authorised for issue on 22 September 2025 and were signed on its behalf by:

Signed by:
Mark Chambers
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Mark Chambers
Director

Consolidated statement of changes in equity

	Share capital £m	Share premium £m	Other reserves £m	Retained earnings £m	Total equity £m
Balance as at 1 January 2023	215.2	–	1.6	157.1	373.9
Loss for the period	–	–	–	(20.2)	(20.2)
Other comprehensive income	–	–	–	–	–
Total comprehensive income	**–**	**–**	**–**	**(20.2)**	**(20.2)**
Share-based payments	–	–	2.6	–	2.6
Current tax taken to other reserve	–	–	0.5	–	0.5
Foreign exchange gain on translation	–	–	(0.3)	–	(0.3)
Issue of new shares upon exercise of share options	4.3	0.3	(3.2)	–	1.4
Balance as at 31 December 2023	**219.5**	**0.3**	**1.2**	**136.9**	**357.9**
Loss for the period	–	–	–	(37.7)	(37.7)
Other comprehensive income	–	–	1.9	–	1.9
Total comprehensive income	–	–	1.9	(37.7)	(35.8)
Issue of shares	1.5	3.7	–	–	5.2
Balance as at 29 December 2024	**221.0**	**4.0**	**3.1**	**99.2**	**327.3**

The accompanying notes are an integral part of these financial statements.

Consolidated statement of cash flows

	Note	29 Dec 2024 £m	31 Dec 2023 £m
Operating activities			
Cash generated from operations	19	136.6	96.6
Interest (paid)/received		(45.6)	(44.8)
Corporation tax (paid)/repayment		(3.1)	(0.7)
Net cash flows from operating activities		**87.9**	**51.1**
Investing activities			
Purchase of property, plant and equipment		(42.3)	(44.2)
Proceeds from disposal of property, plant and equipment		–	5.7
Purchase of intangible assets	8	(5.9)	(4.8)
Purchase of investment		(0.6)	(0.6)
Payment on disposal of subsidiary	7	–	(7.5)
Net cash flows used in investing activities		**(48.8)**	**(51.4)**
Financing activities			
Net proceeds from issue of ordinary share capital	17	5.2	1.4
Repayment of obligations under leases	16	(45.3)	(44.7)
Repayment of borrowings	20	–	(358.0)
Drawdown of borrowings	20	–	364.5
Cash received from/(paid for) derivative financial instruments		–	15.3
Net cash flows used in financing activities		**(40.1)**	**(21.5)**
Foreign exchange movement		–	–
Net decrease in cash and cash equivalents		**(1.0)**	**(21.8)**
Cash and cash equivalents at the beginning of the year	20	5.9	27.7
Cash and cash equivalents at the end of the year	20	**4.9**	**5.9**

The accompanying notes are an integral part of these financial statements.

Notes to the consolidated financial statements

1 Material accounting policy information

The Restaurant Group Ltd (the "Company" or "TRG Ltd") is a private company incorporated and registered in Scotland. The consolidated financial statements of the Group for the year ended 29 December 2024 comprise the Company and its subsidiaries (together referred to as the 'Group'). The principal activity of the Group during the period continued to be the operation of pubs and restaurants.

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with UK-adopted international accounting standards ("IFRS") and as applied in accordance with the provisions of the Companies Act 2006.

(b) Going concern basis

The Directors have prepared the Group's going concern assessment for the period to 30 September 2026 ("the period"). The going concern assessment comprises a base case cash flow forecast which is based on the Board-approved budget, downside sensitivities which reflect the Directors' view of a severe but plausible downside, and the reverse stress test on the Group's liquidity and financial covenants. Assumptions and underlying cash flows used have been updated post Board approval and adjusted to reflect changes in the market post year end. The going concern assessment demonstrates that the Group will have sufficient available liquidity to meet its liabilities as they fall due and will remain in compliance with its financial covenants for the period.

Financing arrangements

As disclosed in Note 25, in January 2025 the Group restructured, with the Company selling its investments in Wagamama and the Pubs divisions to Rock Bidco Ltd, a holding company within the Group. Following the transaction the Group also secured a £25m revolving credit facility (RCF) supported by a four-bank syndicate, due in 2030. The RCF has a net debt leverage covenant of 3.5x which is required to be complied with where the Group has drawn over 40% of the RCF at the quarterly test dates (known as the Spring Test). Where the RCF is less than 40% drawn at the quarterly test date the net debt leverage covenant is not required to be complied with. The interest rate on the RCF is SONIA plus an agreed margin, currently 4%, which adjusts in line with changes in debt leverage. The Group forecasts that the RCF covenant will not be breached during the going concern period in the base case or when downside sensitivities are applied.

Market factors

The UK economy is forecast to grow by 1.0% in 2025 according to the OBR, with expectations improving to 1.9% in 2026. Inflation is expected to average 3.2% in 2025 and reduce to 2.0% for 2026.

The Group considers the growth and inflation rates to be relatively stable and manageable within the Group's financial planning, however the Group continues to monitor the inflation forecasts given current global economic uncertainty, including how the US tariffs could impact global markets. In assessing this, the Group considered its exposure to the impacts from the US tariff announcements, with the Group concluding it does not expect a material adverse impact on the business.

Base case assumptions

The base case scenario includes the following assumptions:

- Revenue growth through menu price increases.
- Cost increases in line with current inflation and known legislation increases (including National Minimum Wage and Employer NICs) offset by cost-saving initiatives across the business.
- The Group expects to manage wage inflation and other cost pressures effectively, maintaining a stable EBITDA margin.
- The base case scenario demonstrates the Group is able to maintain sufficient liquidity and operate within its financial covenants throughout the period.

Downside scenario

While the Directors believe the base case forecast is the likely scenario to materialise, there are wider macroeconomic challenges facing the industry and therefore the Directors consider it appropriate to model downside sensitivities, which consider the following assumptions:

- Revenue decreases by 5% from the base case, with the reduction coming from a decrease in sales volume.
- Cost assumptions remain consistent with the base case.
- The downside case scenario demonstrates the Group is able to maintain sufficient liquidity and operate within its financial covenants throughout the period.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Reverse stress test

The Directors have also performed a reverse stress test to assess the impact of more severe adverse trading conditions. To breach available liquidity, the Group would need to experience more than a 23% decline in sales from FY2024 actuals. To activate the Spring Test and consequently breach the covenant, the Group would need to experience more than an 14.4% decline in sales from FY2024 actuals. The Directors concluded that the level of decline required to eliminate the Group's liquidity or breach the RCF covenant are implausible given the current economic forecasts in the industry, the historical performance of the business in challenging economic environments and the performance of the business so far in FY2025.

Mitigating actions

The Directors identified the following mitigating actions which could be performed to increase available liquidity if the downside scenario were to materialise. These mitigations are not expected to be required by the Group.

- Removal of uncommitted development capital expenditure, including new store openings.
- Working capital management around the timing of the Spring Test dates to ensure the RCF covenant is not required to be tested.

Based on these forecasts, the current economic outlook, and the available mitigating actions, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the going concern period to 30 September 2026. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

(c) Basis of preparation

The consolidation includes all entities over which the Company had control, directly or indirectly, over financial and operating decisions.

The financial year runs to a Sunday within seven days of 31 December each year which will be a 52 or 53-week period. The period ended 29 December 2024 was a 52-week period, with the comparative period to 31 December 2023 being a 52-week period.

The consolidated financial statements are presented in pounds sterling and all values are rounded to the nearest hundred thousand except when otherwise indicated. They have been prepared on the historical cost basis, with the exception of derivative financial assets which are held at fair value.

The consolidated financial statements are prepared in accordance with UK Adopted International Accounting Standards (IFRS) and in accordance with the provisions of the Companies Act 2006, require management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Significant judgements and estimates are disclosed in Note 1(x), below.

Risk management

The Group's risk assessment process identified a number of material risks to the business together with mitigating plans established to manage the risks in accordance with our risk appetite; see the Strategic report. Climate related risks were included as an integral element of individual risks identified, where appropriate.

In preparing the financial statements, the Directors considered the impact of climate change, particularly in the context of the risks identified in the Group's climate-related financial disclosures in the Strategic report. The Directors do not consider that there is a material impact on the financial statements from climate change in the current period. In particular, climate change was considered in respect to the following areas:

- the carrying value and useful economic lives of property, plant and equipment;
- estimations of cash flows used in impairment assessments of non-current assets; and
- going concern assessment, including capital expenditure forecasts.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

As the Group's risk assessment process is iterative and the impact of any risk can change over time, the Group will continue to assess whether climate change has had or will have a material impact on the business, its operations, and the preparation of financial statements.

New standards and interpretations not yet adopted

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRSs that have been issued but were not yet effective and had not yet been adopted by the UK Endorsement Board:

- Power Purchase Agreements – Amendments to IFRS 9 and IFRS 7 (effective date 1 January 2027)
- Classification and Measurement of Financial Instruments (Amendments to IFRS 7 and IFRS 9) (effective date 1 January 2026)
- Lack of exchangeability (Amendments to IAS 21) (effective date 1 January 2025)
- Presentation and disclosure in financial statements (IFRS 18) (effective date 1 January 2027 – not yet endorsed in the UK)

At the date of authorisation of these financial statements, there is expected to be no material impact to the Group's financial statements from IFRSs, IFRICs or other standards or interpretations that have been issued but which are not yet effective, with the exception of IFRS 9 and IFRS 18 which are currently being assessed by the Directors. The Group will adopt the new and revised IFRSs as and when they become effective.

Changes in accounting policies

The Group has adopted the following new standards and interpretations. These have not had a material impact on the financial statements.

- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) (effective date 1 January 2024)
- Non-current Liabilities with Covenant (Amendments to IAS 1) (effective date 1 January 2024)
- Lease Liability in Sale and Leaseback (Amendments to IFRS 16) (effective date 1 January 2024)
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7) (effective date 1 January 2024)

(d) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company possesses power over the investee, has exposure to variable returns from its involvement with the entity and has the ability to use its power over the investee to affect its returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(ii) Transactions eliminated on consolidation

Intragroup balances and any gains and losses or income and expenses arising from intragroup transactions are eliminated in preparing the consolidated financial statements.

(e) Foreign currency – transactions and balances

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the date of the balance sheet. Transactions in foreign currencies are translated into sterling using a monthly average exchange rate. The resulting exchange differences are recognised in the consolidated income statement. Exchange differences arising from the retranslation of the net equity in associates is recognised in other comprehensive income.

(f) Property, plant and equipment ('PPE') and intangible assets

Items of property, plant and equipment are stated at cost less accumulated depreciation and net impairment losses (see 1(l) below). Freehold property relates to sites for which the Group owns the freehold. Leasehold property improvements relate to capital expenditure on the premises which are outside of the lease agreements underpinning the right of use assets ("ROUA") and are separately recognised on the balance sheet as PPE.

Cost is the amount of cash or cash equivalents paid or the fair value of the other consideration given to acquire an asset at the time of its acquisition or construction.

Capital expenditure costs

The Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that enhanced future economic benefits embodied with the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the income statement as an expense as incurred.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Depreciation

Depreciation is charged to the income statement on a straight-line basis to the residual value over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Freehold land	Indefinite
Freehold property	50 years
Leasehold property improvements	Term of lease or 50 years, whichever is lower
Fixtures and equipment	3-10 years
Computer equipment	3-5 years

The estimated useful lives and residual values applied are reviewed at each reporting date with any changes in estimates being applied prospectively.

Intangible assets – Goodwill

All business combinations are accounted for by applying the acquisition method. Goodwill represents amounts arising on acquisition of subsidiaries. In respect of business acquisitions that have occurred to date, goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is not subject to amortisation but is formally tested for impairment at least annually or when an impairment trigger has arisen (see accounting policy (m)).

Intangible assets – Trademarks

Trademarks are recognised at fair value less any accumulated impairment losses. Trademarks are allocated to groups of CGUs defined by the original acquisition group. Trademarks assessed to have an indefinite useful economic life are formally tested for impairment at least annually or when an impairment trigger has arisen (see 1(l) below).

Intangible assets – Franchise agreements

Franchise agreements are stated at fair value less any accumulated amortisation and accumulated impairment losses. Franchise agreements are amortised to the income statement using the straight-line method over 15 years, which is the shorter of their estimated useful lives and periods of contractual rights.

Software and IT development

Software and IT development are stated at cost less any accumulated amortisation and accumulated impairment losses. Software and IT development are amortised to the income statement using the straight-line method over three to five years.

For implementation costs in a cloud service contract which are distinct from the related software, the costs are recognised as an expense as incurred (as the service is received) unless this gives rise to a separate intangible asset. The costs of services provided by the cloud vendor, which are not distinct from access to the software, are recognised as an expense over the period of access to the software.

(g) Leases

i) Right of use assets

Right of use assets are initially measured at the value of the corresponding lease liability and subsequently adjusted for depreciation and for any remeasurement of the lease liability. Right of use assets are assessed for impairment where required by IAS 36.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful economic life of the right of use asset or the end of the lease term.

ii)Lease liabilities

Lease liabilities under IFRS 16 are initially recorded at the present value of future lease payments (discounted using the Company's incremental borrowing rate, which we estimate with reference to our debt facilities and observed bond yields).

Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), less any lease incentives receivable and variable payments.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Lease liabilities may be recalculated in some situations as stipulated by IFRS 16, including where the terms of a lease are modified, which can also result in a separate lease being recognised. They are remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. Such changes to the amount of the lease liability will also be reflected in the corresponding right of use asset, except where a reduction in the asset would result in a negative outcome, in which case the asset's value is reduced to nil and the residual credit recorded in profit or loss.

In determining the lease term and assessing the length of the non-cancellable period of a lease, an entity shall apply the definition of a contract and determine the period for which the contract is enforceable. A lease is no longer enforceable when the lessee and lessor each has the right to terminate the lease without permission from the other party with no more than an insignificant penalty.

iii) Short-term leases and leases of low-value assets

The Group has elected not to recognise right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (being those less than £3.5k), including IT equipment.

The Group recognises the lease payments associated with these leases as an expense in the period the expense is incurred.

Group as lessor

The Group has a number of contractual headlease agreements in place with its landlords, giving the Group the option to sublease these properties to licensees. Where the sublease transfers substantially all the risks and rewards of ownership of the underlying asset, the head lease right of use asset has been derecognised and a net investment in the sublease will be recognised. Where the sublease does not transfer substantially all the risks and rewards of ownership of the underlying asset, the headlease has been recognised as a right of use asset and liability on the consolidated balance sheet, while any subleases are recognised as operating leases. This operating lease recognition is based on the substance of the transaction, as the sublease has a shorter tenure than the headlease and once the sublease ends, the use and benefit of the property returns to the Group.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Termination options

Some leases contain termination options exercisable by the Group before the end of the non-cancellable period. These extension and termination options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension or termination options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

Discount rate

Lease liabilities under IFRS 16 are initially recorded at the present value of future lease payments discounted using the Group's incremental borrowing rate, which was estimated with reference to our debt facilities and observed bond yields, calculated on a lease-by-lease basis. Lease liabilities are subsequently unwound using the same discount rate and included in finance expense in the Group income statement. Refer to Note 11 for the sensitivity analysis on the discount rate.

(h) Financial assets

Classification

The classification of financial assets depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Financial assets are classified as current when they are expected to be realised within 12 months after the reporting date. All other financial assets are classified as non-current.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets and non-current assets. The Group's loans and receivables comprise trade receivables, amounts receivable from parent undertakings and other receivables.

Other receivables are amounts due from suppliers or subtenants in the ordinary course of business. Other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment less expected credit loss.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Recognition and measurement

Loans and receivables

Loans and receivables are recognised when the Group becomes party to the contractual provisions of the instrument and are subsequently carried at amortised cost using the effective interest rate method, less provisions for impairment less expected credit loss. Impairment of financial assets is based on management's estimate of future cash inflows and is performed at each reporting date.

The Group assesses for impairment using the expected credit losses model as required by IFRS 9. For receivables fromparent undertakings and trade receivables, a simplified approach to expected credit losses is applied. Therefore, the Group does not track changes in credit risk but instead has established a provision based on its historical credit loss experience. The expected credit loss is not material in the current or prior period. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed.

Fair value through profit and loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the income statement.

(i) Financial liabilities – Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value isrecognised in the income statement over the period of the borrowings using the effective interest method. The effective interest rate is calculated upon initial recognition of a financial liability and discounts contractual cash flows through the life of the related financial instrument.

In calculating the contractual cash flows management has used external estimates of the future SONIA rate and management forecasts of Group performance used within the going concern assessment.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. This is also applicable to fees for amendments to the loan facilities. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that itis probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

An exchange of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. In a non-substantial modification, the liability is restated based on the net present value of the revised cash flows discounted at the original effective interest rate.

Financial liabilities are classified as current unless the Group has the unconditional right to defer settlement beyond 12 months from the balance sheet date.

(j) Inventory

Inventory is stated at the lower of cost and net realisable value. Cost is determined in accordance with the weighted average inventory costing model, including applicable commercial discounts. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(k) Cash and cash equivalents

Cash and cash equivalents comprise bank balances, cash balances on hand and in restaurants, and cash-in-transit for credit card transactions made within 72 working hours, providing there is no risk of cash return.

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months and earn interest at the respective short-term deposit rates.

(l) Impairment of non-current assets

Whether the carrying amount of non-current assets are impaired is formally determined by considering indicators of impairment annually. Impairment for tangible assets is tested on the basis of each individual cash generating unit (CGU) – an individual restaurant or multiple sites that are in close proximity, where trading is interdependent. For intangible assets, the testing is performed at the level of the relevant group of CGUs that benefit from the goodwill or other intangible asset. An impairment loss is recognised whenever the carrying amount of an asset or its CGU exceeds its recoverable amount. This requires the determination of the lowest level of assets which generate largely independent cash flows and their recoverable amount, based on estimating the value-in-use or the fair value less cost of disposal of these assets or CGUs, and comparing these to their carrying value. Impairment losses for property, plant and equipment and right of use assets are recognised in the income statement.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Impairment losses recognised in prior periods for property, plant and equipment and ROUA shall be reversed where there is an indication that the impairment no longer exists. Where an impairment reversal is recognised, the carrying amount of the asset will be increased to its recoverable amount with the increase being recognised in the income statement. This increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

For goodwill and assets that have an indefinite useful economic life, the recoverable amount is estimated annually. Goodwill impairment losses are recognised in the income statement and are not subsequently reversed.

(m) Share-based payment transactions

The Group previously operated a number of share-based payment schemes. These schemes allowed Group employees to acquire shares of the Company and all options are equity-settled. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The Black-Scholes model is used to measure the fair value of the options granted. At the end of each reporting period, the Group revised its estimates of the number of options that were expected to vest based on the non-market vesting conditions and service conditions.

The Group recognised the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

(n) Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money.

Provisions for dilapidations are recognised on a lease-by-lease basis and are based on the Group's discounted best estimate of the likely cash outflows required to settle the Group's contractual commitments.

(o) Onerous property costs

The Group has a number of site-related contractual commitments that are onerous and not included in the scope of IFRS 16. Where these exist, typically for closed sites or loss-making trading sites, the Group provides for its estimate of the minimum cost of exiting the contracted commitments, such as service charges and dilapidations obligations, where these are included in the contracts with landlords.

Estimates have been made with respect to the amounts of future expenditures for site closure costs, which are reviewed monthly and are based on readily available information at the reporting date as well as management's historical experience of similar transactions. Remeasurement of the onerous property costs is reviewed and calculated annually at the balance sheet date.

(p) Deferred and current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised, or the liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Where deferred tax assets and liabilities arise in the same entity, or group of entities, and there would be a legal right to offset the assets and liabilities were they to reverse, the assets and liabilities are also offset in the Group balance sheet.

(q) Pensions

The Group makes contributions for eligible workers into defined contribution pension plans and these contributions are charged to the income statement as they are accrued. The Group does not operate any defined benefit plans.

(r) Revenue

Revenue represents sales from restaurants, pubs and concession sites, including food and beverages and both dine-in and delivery sales (excluding value added tax and voluntary gratuities left by customers for the benefit of employees), and is recognised at the point of completion of a transaction with a customer. Commission payable on delivery is recognised in cost of sales.

For dine-in sales, the performance obligation is satisfied upon delivery of food to the consumer and payment is received same day. The performance obligation for delivery sales is satisfied upon delivery of the food to the driver and payment is received weekly from the delivery provider.

Where the Group operates a concession unit under a franchise agreement, it acts as principal in this trading arrangement. All revenue from franchise arrangements is recognised by the Group at the point of sale, and licensing fees are recognised in cost of sales as the goods are sold.

Where the Group acts as a franchisor in a trading relationship, loyalty revenue is accrued in line with reported sales performance once revenue can be reliably measured.

The Group operates a customer loyalty programme where customers accumulate points for purchases made, which can be redeemed for discounts on future purchases. The loyalty points provide a material right to the customer and are therefore considered a separate performance obligation under IFRS 15.

At the time of the initial sale, the transaction price is allocated between the goods sold and the loyalty points based on their relative stand-alone selling prices. The portion of the transaction price allocated to the loyalty points is deferred and recognised as a contract liability until the points are redeemed or expire.

The Group estimates the stand-alone selling price of the loyalty points based on the discount that will be provided and the expected redemption rate. Revenue related to the loyalty points is recognised when the points are redeemed or when it is no longer probable that the points will be redeemed.

(s) Other income – rental income

Rental income is derived from sites where the Group is the lessor. Rental income is recognised in the income statement as earned. Provisions are made for any expected credit losses. Where any lease incentives are provided to the lessee (such as rent-free periods), such incentives are accounted for as a reduction in lease income over the lease term.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

(t) Expenses

Commercial discounts

Commercial discounts represent a reduction in cost of goods and services in accordance with negotiated supplier contracts, the majority of which are based on purchase volumes. Commercial discounts are recognised in the period in which they are earned and to the extent that any variable targets have been achieved in that financial period.

Exceptional items

In order to illustrate the trading performance of the Group, presentation has been made of performance measures excluding those exceptional items which it is considered would distort the comparability of the Group's results. Exceptional items are defined as those items that, by virtue of their unusual nature or size, warrant separate additional disclosure in the financial statements in order to fully understand the performance of the Group.

Exceptional items are then further detailed in Note 4.

(u) Investments

Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. During prior years, the Group held an investment of 17.5% in Wagamama USA LLC, which operates a chain of Wagamama restaurants in America. On 28 May 2024, the Group acquired the remaining 82.5% equity interest in the US Wagamama associate (Wagamama USA LLC) from its majority owner (CVC Ramen LLC). As a result of this transaction, the Group now owns 100% of Wagamama USA LLC.

Investments in associates are accounted for using the equity method. Under the equity method, the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the entity's net assets. The investor's share of the associate's profit or loss is recognised in the investor's profit or loss up until such point as the net investment is nil. The accumulated excess losses are not recognised.

Investments in associates are classified as non-current assets unless they are expected to be realised within 12 months after the reporting period.

Other investments

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

The Group has not irrevocably elected to classify at fair value through OCI.

(v) Dividends

In accordance with IAS 10 Events after the Balance Sheet Date, dividends declared after the balance sheet date are not recognised as a liability at that balance sheet date and are recognised in the financial statements when they have received approval by shareholders.

(w) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is subsidiary acquired exclusively with a view of resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

(x) Critical accounting judgements and estimates

In applying the Group's accounting policies, as described above, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised, and to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making these critical judgements and estimates, actual outcomes could be different. The most significant of these are below:

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Estimates

Estimates and underlying assumptions are reviewed by management on an ongoing basis, with revisions recognised in the period in which the estimates are revised, and in any future period affected. The areas that may have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

i) Impairment of non-current assets

As disclosed in Note 11, the impairment reviews of non-current assets require several estimates to determine the value-in-use of each CGU. The key estimates are in relation to the discount rate, the calculation of the future cash flows and the longer-term growth rate. These have been disclosed with sensitivities in Note 11.

The range of possible cash flow outcomes is sensitised, as disclosed in Note 11. The future cash flows have been forecast taking into account the "base case" scenario as outlined in the going concern section of this note. This has then been grown at applicable rates for a two-year period. The growth rates are based upon industry inflation expectations, as well as country-specific inflation forecasts.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the CGU's recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimated future cash flows used to determine the asset's recoverable amount since the last impairment loss was recognised. In addition, judgemental risk factors are applied to the cash flows so as to take account of the higher risk volatility associated with improved trading expectations. If that is the case, the carrying amount of the previously impaired non-current asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such a reversal is recognised in the consolidated income statement. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's carrying amount, less any residual value, on a straight-line basis over its remaining useful economic life.

ii) Lease discount rate

The Group cannot readily determine the interest rate implicit in leases; therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right of use asset in a similar economic environment. The Group estimates the IBR using observable inputs, such as UK government bond yields, and makes specific adjustments, for example a top-up risk premium (3%) to reflect the Group's credit risk and the specific risks associated with the leased assets. A change in the IBR used to measure the lease liabilities at inception could materially change the value of the lease liabilities recognised. The lease discount rate is sensitised in Note 11.

iii) Acquisition of Wagamama US – purchase price allocation ("PPA")

As per Note 24, the Group acquired the remaining equity interest in Wagamama USA LLC, accounting for this using the acquisition method in accordance with IFRS 3 Business Combinations. Under this method, the identifiable assets acquired and liabilities assumed are recognised at their acquisition-date fair values, a key estimate. Intangible assets (other than goodwill) have been estimated to have £nil value at the date of acquisition, 28 May 2024, on the basis that the acquired business is expected to be loss-making for the 3 years post-acquisition. The cash flows used as the basis for this estimate are consistent with those disclosed in the going concern section of this note. The remaining intangible assets acquired, i.e. goodwill, have been fully impaired at the balance sheet date – refer to Note 11.

Fair values of property, plant and equipment ("PPE") and right of use assets ("ROUA") have been estimated on a site-by-site basis at the acquisition date. It was determined that the majority of the PPE relates to leasehold improvements and therefore cannot be extracted and sold separately, and hence is deemed to have no standalone fair value. The ROUA value has been estimated assuming the market rent per the lease, in line with the lease calculations disclosed elsewhere in this note. While the ROUA was estimated to hold a value at acquisition, following a full impairment review as per Note 11, this has been fully impaired at the balance sheet date.

The net book value of the other assets and liabilities at the acquisition date has been deemed to be a reasonable proxy for fair value.

The other key estimate is related to the estimated contingent consideration at the date of acquisition, which was based on trading performance for the period from August 2024 to August 2025 (the first 12 months following the Arlington site's opening) based on sales for three sites (Arlington, Tampa and Dallas) over that period. This estimate has also been based on sales forecasts and has been revised throughout the year – refer to Note 4 for further details.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

Critical accounting judgements

The following critical judgements that the Directors made in the process of applying the Group's accounting policies have the most significant effect on the amounts recorded in the financial statements.

i) Lease term

IFRS 16 defines lease term as the non-cancellable period of a lease together with options to renew or break a lease, if the lessee is reasonably certain to exercise that option. The assessment of lease term is a significant judgement. Where leases include an option to extend or reduce the lease term, the Group makes a lease-by-lease assessment as to whether it is reasonably certain that the option will be exercised. This assessment considers the length of the time before any renewal or break option is exercisable, plus current and forecast site trading.

ii) Indefinite useful economic life of trademarks

When trademarks are acquired, the Company is required to assess the useful economic life of that trademark. The Group has assessed that the Wagamama trademark has an indefinite useful economic life and does not amortise this asset.

This assessment is based on an annual review of the current strength of the trademark using a set of agreed criteria which include LFL sales growth versus the market, Net Promoter Score (NPS), staff retention and investment in the brand. All of these indicate that the brand remains relevant and demonstrates Wagamama's relative strength in the market. In addition, the Group has committed to invest to maintain the brand's market-leading position, and following the refinancing, has the required funding to deliver on that commitment.

2 Operating profit

Profit for the year has been arrived at after charging/(crediting):

	Continuing operations 2024 £m	Discontinuing operations 2024 £m	Continuing operations 2023 £m	Discontinuing operations 2023 £m
Amortisation (Note 8)	4.9	–	3.6	–
Depreciation on right of use asset (Note 10)	41.9	–	36.7	3.0
Depreciation on property, plant and equipment ("PPE") (Note 9)	26.4	–	26.0	1.8
(Gain)/loss on disposals of PPE	1.8	–	–	(1.5)
Net impairment of PPE and software (Note 8 and 9)	13.5	–	(0.8)	2.2
Impairment of right of use assets (Note 10)	20.8	–	14.8	4.1
Impairment of goodwill (Note 8)	12.2	–	9.2	–

	2024 £m	2023 £m
Fees payable to the Company's Auditor for the audit of the Group's annual accounts	0.9	0.9
Fees payable to the Company's Auditor for the audit of the subsidiaries' annual accounts	0.3	0.1
Total audit fees	**1.2**	**1.0**
Other assurance services	0.4	0.1
Total non-audit fees	**0.4**	**0.1**
Total Auditor's remuneration	**1.6**	**1.1**

3 Staff costs

a) Average staff numbers during the year (including Directors)

	Dec 2024	Dec 2023
Restaurant staff	15,014	17,130
Administration staff	454	412
	15,468	**17,542**

Notes to the consolidated financial statements continued

3 Staff costs continued

b) Staff costs (including Directors) comprise:

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Wages and salaries	293.3	290.7
Social security costs	23.5	21.5
Share-based payments	–	1.7
Pension costs and salary supplements	3.8	3.8
Total staff costs	**320.6**	**317.7**

Staff costs for FY2024 and FY2023 are representative of the continuing operations of the Group. The FY2023 comparatives do not include staff costs incurred in FY23 related to the leisure business, disposed in October 2023. The FY2023 comparative average staff numbers shown in Note 3 (a) are inclusive of the employees of the leisure business.

c) Exceptional items

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Severance pay	–	0.5
Total	**–**	**0.5**

d) Directors' emoluments

The Directors' emoluments were as follows:

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Aggregate emoluments	3.2	3.0
Aggregate amounts (excluding shares) receivable under long-term incentive schemes	–	2.9
Aggregate amount of compensation for loss of office	–	0.4
Total Director emoluments	**3.2**	**6.3**
Charge in respect of share-based payments	–	0.7
Total Director emoluments	**3.2**	**7.0**

The number of Directors to whom pension benefits are accruing at the period end is 2 (2023: 2).

The highest paid Director's emoluments were as follows:

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Total amount of emoluments and amounts (excluding shares) receivable under long-term incentive plans	1.4	3.3
Salary supplements	–	–
	1.4	3.3
Charge in respect of share-based payments	–	0.3
Total	**1.4**	**3.6**

e) Discontinued operations

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Staff costs from discontinued operations	–	43.5
Total	**–**	**43.5**

Notes to the consolidated financial statements continued

4 Exceptional items

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Included within cost of sales:		
– Impairment charges – property, plant and equipment	15.6	15.0
– Impairment reversal – property, plant and equipment	(2.1)	(15.8)
– Impairment charges – intangible assets (software)	0.1	–
– Impairment charges – right of use assets	31.8	14.8
– Impairment reversals – right of use assets	(11.0)	–
– Impairment charges – goodwill	12.2	9.2
– Impairment charges – joint venture	0.2	0.8
– Estate restructuring	–	(0.1)
	46.8	**23.9**
Included within administration costs:		
– Settlement of pre-existing relationships	3.6	–
– Gain on investment	(2.1)	–
– Acquisition costs	1.5	–
– Remeasurement of contingent consideration	(1.6)	–
– Refinancing costs	0.3	–
– Professional fees for various corporate activities	–	22.8
– Business Transformation	–	0.4
	1.7	**23.2**
Included within interest payable/receivable:		
– Refinancing costs	–	8.6
– Loss made on derivative financial instruments	–	0.1
	–	**8.7**
Tax effect of exceptional items	–	(5.0)
Exceptional items for the year from continuing operations	**48.5**	**50.8**
Exceptional items for the year from discontinuing operations	**–**	**(3.3)**

Impairment

Impairment charges and reversals explained below have been classified as exceptional items, by virtue of their size, nature or incidence, with consideration given to consistency of treatment with prior years and between gains and losses, which warrant separate additional disclosure in the financial statements in order to fully understand the performance of the Group.

Impairment charges/(reversals) – property, plant and equipment ("PPE") and right of use assets ("ROUA")

Impairment charges have arisen for particular sites where performance has not been as strong as expected, and forecast future cash flows indicate performance will either continue to deteriorate or not recover to expected levels. As a result, an impairment charge has been booked to the PPE and ROUA for these sites.

The impairment reversal is a direct result of the continued trading improvement of the specific sites to which it relates. The future outlook of these sites supports the increased value in use.

See Note 11 for further details on the impairment review.

Impairment – goodwill

On 28 May 2024, the Group acquired the remaining 82.5% equity interest in the US Wagamama associate (Wagamama USA LLC) from its majority owner (CVC Ramen LLC). The goodwill arising has been fully impaired at 29 December 2024, see Note 24 for further details.

Notes to the consolidated financial statements continued

4 Exceptional items continued

Acquisition costs

During the current period, the Group acquired the remaining 82.5% equity interest in its US Wagamama associate (Wagamama USA LLC) from its majority owner (CVC Ramen LLC) (see Note 24). The transaction resulted in total costs of £1,522,000 incurred for legal and professional fees linked to the acquisition.

Remeasurement of contingent consideration

At the year end, management undertook a reassessment of the fair value of contingent consideration arising from the Wagamama US acquisition (see Note 24). As part of this exercise, updated forecasts and revised expectations regarding the achievement of performance targets linked to the contingent payments were reviewed. This remeasurement resulted in a £1,591,000 decrease in the liability recognised at the balance sheet date and an exceptional credit to the income statement in the current year.

Estate restructuring

The Group has assessed the sites it regards as having onerous obligations for closed and closing sites based on the current forecast projections and has increased the provision accordingly. This provision for onerous sites relates to service charges and dilapidations, whilst the business rates and the costs to exit for onerous sites are treated as an exceptional item in FY2023 and expensed as incurred. Such costs incurred in FY2024 have been recognised in underlying administrative expenses.

Gain on fair value investments

In FY24, a gain of £2,119,000 (2023: £nil) was recognised upon remeasurement to fair value of the Group's investment in Punch Bowl Social as at the balance sheet date. This investment was disposed as part of the acquisition of Wagamama US during FY2024. Further details are included in Note 24.

5 Finance costs and income

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Bank interest payable	–	26.5
Interest payable to Group undertakings	26.1	–
Unwinding of discount on lease liabilities	18.1	14.1
Amortisation of facility fees	–	0.7
Other interest payable	1.6	0.1
Trading finance costs	**45.8**	**41.4**
Loss on derivative financial instrument	–	0.1
Exceptional refinancing cost (Note 4)	–	8.6
Total finance costs	**45.8**	**50.1**
Unwinding of discounts on investments in subleases	–	(0.2)
Other interest receivable	(0.1)	(0.5)
Total finance income	**(0.1)**	**(0.7)**
Net finance costs from continuing operations	**45.7**	**49.4**
Net finance costs relating to discontinued operations	–	(2.4)
Total net finance costs	**45.7**	**47.0**

Notes to the consolidated financial statements continued

6 Income tax expense/(credit)

a) Analysis of charge in the period

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Current tax:		
Current tax on profit for year	1.1	0.7
Adjustments in respect of prior years	–	–
Total current tax	**1.1**	**0.7**
Deferred tax:		
Origination and reversal of temporary differences	7.8	6.8
Adjustments in respect of prior year	(3.4)	0.3
Charge/(credit) in respect of rate change on deferred tax	–	0.3
Total deferred tax	**4.4**	**7.4**
Total tax charge/(credit) for the year	**5.5**	**8.1**
Comprising:		
Continuing operations – underlying	5.5	10.9
Continuing operations – exceptional items	–	(5.0)
Discontinued operations	–	2.2
Total tax charge/(credit) for the year	**5.5**	**8.1**

b) Factors affecting total tax charge

The tax assessed on the profit on ordinary activities for the period varies from the standard rate of corporation tax in the UK of 25% (2023: 23.52%).

The differences are explained below:

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Loss on ordinary activities before taxation	(32.2)	(12.1)
Loss on ordinary activities multiplied by rate of tax 25% (2023: 23.52%)	(8.1)	(2.8)
Effects of:		
Adjustment in respect of previous years	(3.4)	0.3
Expenses not deductible for tax purposes	5.1	6.6
Income not taxable	(0.1)	(3.5)
Effect of tax rate changes	–	0.3
Depreciation/impairment on non-qualifying assets	3.7	2.1
Share options	–	(0.7)
Amounts not recognised	8.3	3.6
Impairment on goodwill	–	2.2
Total tax (credit)/charge for the year	**5.5**	**8.1**

Non-qualifying assets are assets which do not qualify for capital allowances or any other revenue deduction under tax legislation. Therefore, such amounts result in a permanent difference.

On 20 June 2023, Finance (No.2) Act 2023 was substantively enacted in the UK, introducing a global minimum effective tax rate of 15% (referred to as the Pillar Two rules), which is assessed on the TRG ownership group.

As the Group is primarily UK-based with minor overseas operations, the incremental tax arising under the Pillar Two rules is not expected to be material. The legislation implements a domestic top-up tax and a multinational top-up tax and will apply to the Group from the financial year ending 29 December 2024 onwards. The Group has applied the exception under IAS 12.4A to recognising and disclosing information about deferred tax assets and liabilities related to top-up income taxes.

Notes to the consolidated financial statements continued

7 Discontinued operations

In October 2023, the Group entered into a transaction to dispose of its Leisure business comprising 75 trading sites (principally comprising the brands Frankie & Benny's and Chiquito) and associated restaurant and management team employees. As part of the transaction, TRG paid a cash contribution of £7.5m to the acquirer.

i) Results of discontinued operations

	Note	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Revenue		–	114.8
Cost of sales		–	(104.6)
Exceptional cost of sales		–	(11.1)
Gross profit		**–**	**(0.9)**
Administration costs		–	(3.6)
Exceptional administration costs		–	(0.7)
Operating loss		**–**	**(5.2)**
Interest payable		–	(2.6)
Interest receivable		–	0.1
Loss before tax from discontinued trading operations		**–**	**(7.7)**
Tax on loss from trading activities	6	–	(4.5)
Exceptional tax on loss	6	–	2.3
Loss for the year from discontinued trading operations		**–**	**(9.9)**
Profit on sale of discontinued operations		–	15.2
Profit after tax from discontinued trading operations		**–**	**5.3**
Reconciliations of exceptionals:			
– Net impairment reversals relating to property, plant and equipment		–	(2.2)
– Net impairment charges relating to right of use assets		–	(4.1)
– Estate restructuring		–	(4.8)
		–	(11.1)
– Professional fees for various corporate activities		–	(0.8)
		–	(11.9)
Profit on sale of discontinued operations:		–	15.2
Net exceptional items for the year from discontinued operations	4	**–**	**3.3**

ii) Cash flows from (used in) discontinued operations

	52 weeks ended 29 Dec 2024 £m	52 weeks ended 31 Dec 2023 £m
Net cash flows from operating activities	–	8.3
Net cash flows from investing activities	–	0.3
Net cash flows from financing activities	–	(7.2)
Net cash flows from the year	**–**	**1.4**

Notes to the consolidated financial statements continued

7 Discontinued operations continued

iii) Effect of disposal on the financial position of the Group

	Note	Dec 2023 £m
Intangible assets	8	0.1
Property, plant and equipment	10	11.5
Right of use assets	9	19.5
Provisions	14	3.1
Deferred tax asset	16	20.1
Lease liabilities	15	(77.9)
Inventories		0.9
Book value of net assets sold		**(22.7)**
Disposal contribution paid to acquirer		7.5
Profit on disposal		**(15.2)**

8 Intangible assets

	Goodwill £m	Trademarks & licence £m	Franchise agreements £m	Software & IT development £m	Total £m
Cost					
At 1 January 2023	352.0	236.0	21.9	12.5	**622.4**
Additions	–	–	–	4.8	**4.8**
Disposals	–	–	–	(0.1)	**(0.1)**
Disposal to BTG (Note 7)	–	–	–	(0.5)	**(0.5)**
At 31 December 2023	352.0	236.0	21.9	16.7	**626.6**
Accumulated amortisation and impairment					
At 1 January 2023	7.5	–	5.9	4.9	**18.3**
Charged during the year	–	–	1.6	2.0	**3.6**
Impairment (Note 11)	9.2	–	–	–	**9.2**
Disposals	–	–	–	(0.1)	**(0.1)**
Disposal to BTG (Note 7)	–	–	–	(0.4)	**(0.4)**
At 31 December 2023	16.7	–	7.5	6.4	**30.6**
Net book value					
At 31 December 2023	335.3	236.0	14.4	10.3	**596.0**
Cost					
At 1 January 2024	352.0	236.0	21.9	16.7	**626.6**
Additions	–	–	–	5.9	**5.9**
Disposals	–	–	–	(0.4)	**(0.4)**
At 29 December 2024	352.0	236.0	21.9	22.2	**632.1**
Accumulated amortisation and impairment					
At 1 January 2024	16.7	–	7.5	6.4	**30.6**
Charge for the period	–	–	1.6	3.3	**4.9**
Disposals	–	–	–	(0.1)	**(0.1)**
Impairment	–	–	–	0.1	**0.1**
At 29 December 2024	16.7	–	9.1	9.7	**35.5**
Net book value					
At 29 December 2024	335.3	236.0	12.8	12.5	**596.6**

Notes to the consolidated financial statements continued

8 Intangible assets continued

TRG UK (incl. Wagamama)

The recoverable amount of the goodwill and trademarks at 29 December 2024 has been based on value in use estimates using forecasts approved by the Board. The projected cash flows have been discounted using a rate based on the Group's pre-tax weighted average cost of capital of 11.85% (2023: 11.2%) that reflects the risk of these assets. Cash flows are extrapolated in perpetuity with an annual growth rate of 0-3% (2023: 0-3%). See Note 11 for further details on the pre- and post-tax discount rates.

The Directors do not believe that there is a reasonably possible change in assumptions which would result in goodwill being impaired.

Wagamama USA

On 28 May 2024, the Group acquired the remaining 82.5% equity interest in the US Wagamama associate (Wagamama USA LLC) from its majority owner (CVC Ramen LLC) with goodwill assessed to be £12.2m. The goodwill arising has been fully impaired at 29 December 2024. The projected cash flows have been discounted using a rate based on the Group's pre-tax weighted average cost of capital of 11.85% (2023: 11.2%) that reflects the risk of these assets. See Note 11 for further details on the pre- and post-tax discount rates.

9 Property, plant and equipment

	Land and buildings £m	Fixtures, fittings & equipment £m	Total £m
Cost			
At 2 January 2023	565.7	207.5	**773.2**
Additions	12.9	32.7	**45.6**
Disposals	(27.8)	(13.7)	**(41.5)**
Disposal to BTG (Note 7)	(139.4)	(93.6)	**(233.0)**
At 31 December 2023	411.4	132.9	**544.3**
Accumulated depreciation			
At 2 January 2023	334.8	180.7	**515.5**
Provided during the year	11.1	16.7	**27.8**
Impairment (Note 11)	13.1	3.3	**16.4**
Impairment reversals	(11.5)	(3.5)	**(15.0)**
Disposals	(23.9)	(13.6)	**(37.5)**
Disposal to BTG (Note 7)	(134.0)	(87.5)	**(221.5)**
At 31 December 2023	189.6	96.1	**285.7**
Net book value			
At 31 December 2023	221.8	36.8	**258.6**

Notes to the consolidated financial statements continued

9 Property, plant and equipment continued

	Land and buildings £m	Fixtures, fittings & equipment £m	Total £m
Cost			
At 1 January 2024	411.4	132.9	**544.3**
Additions	5.8	38.0	**43.8**
Removal of depreciated assets	(87.5)	(7.4)	**(94.9)**
Disposals	(3.0)	(3.8)	**(6.8)**
At 29 December 2024	326.7	159.7	**486.4**
Accumulated depreciation			
At 1 January 2024	189.6	96.1	**285.7**
Provided during the year	11.6	14.8	**26.4**
Removal of depreciated assets	(87.5)	(7.4)	**(94.9)**
Transfers between categories	29.9	(29.9)	**–**
Impairment	9.6	3.9	**13.5**
Disposals	(3.2)	(1.7)	**(4.9)**
At 29 December 2024	150.0	75.8	**225.8**
Net book value			
At 31 December 2024	176.7	83.9	**260.6**

The Group has carried out impairment testing of property, plant and equipment as described in Note 11. During the year, the Group performed an exercise to true up the property, plant and equipment asset register and has removed historically fully depreciated assets shown in the table above as 'removal of depreciated assets'. There is no impact on the net book value of the property, plant and equipment.

The difference between the purchase of property, plant and equipment in the cash flow statement and the additions to property, plant and equipment in this note relates entirely to fixed asset accruals. The net book value of land and buildings is split between freehold £92.3m (2023: £100.0m), long leasehold £1.2m (2023: £1.3m) and short leasehold £83.2m (2023: £120.5m).

10 Right of use assets

Set out below are the right of use assets recognised in the Group's balance sheet and movements therein during the year. All assets relate to access to and use of property and there is, therefore, no analysis of assets into different classes of use.

	2024 £m	2023 £m
Right of use assets at the beginning of year	213.6	241.0
Additions	28.6	10.1
Arising on business combination	15.6	–
Disposals	(1.1)	(1.4)
Disposals to BTG (Note 7)	–	(19.5)
Reclassification to net investment in sublease	(0.4)	–
Depreciation	(41.9)	(39.7)
Remeasurements	39.0	42.0
Foreign exchange valuation	–	–
Impairment (charge)/reversal on continuing operations (Note 4)	(20.8)	(14.8)
Impairment on discontinued operations	–	(4.1)
Right of use assets at reporting date	**232.6**	**213.6**

When indicators of impairment exist, right of use assets are assessed for impairment. As described in Note 11, all non-current assets were assessed at the end of the 2024 financial year.

Notes to the consolidated financial statements continued

11 Impairment reviews

Each year the Directors assess goodwill and assets with an indefinite useful life for impairment. For finite useful life assets (PPE, ROUA and intangibles) the Directors assess whether there is any indication that an asset may be impaired, and if there are indicators, the Directors will perform an impairment assessment. In the current year, impairment indicators for finite useful life assets were present and the Directors performed the following impairment assessment.

Approach and assumptions

The same underlying forecast assumptions are used for assets with indefinite and finite useful lives, noting that the cash flow forecasts used for finite useful lives only cover the finite period.

The approach to impairment reviews for PPE and ROUA relies upon "value in use" tests per cash generating unit ("CGU"). In the Group, each site is considered a separate CGU, as each site generates its own cash flows and operates independently from one another, with revenue and costs driven per site. The approach to the impairment review for goodwill is based on the collated value of the CGUs as a group.

Assumption	2024	2023
Discount rates (pre-tax)		
Wagamama	11.1%	11.2%
Pubs	11.7%	11.2%
TRG	10.6%	11.2%
Terminal growth rate		
Wagamama	3.0%	3.0%
TRG	2.0%	3.0%

Discount rates used in the value in use calculations are estimated with reference to our weighted average cost of capital. For 2024, we have applied a post-tax discount rate on post-tax cash flows of 8.9% for Wagamama, 9.15% for Pubs and 9.25% for the remaining TRG businesses. Assumptions and underlying cash flows used have been updated post Board approval and adjusted to reflect changes in the market post year end.

Despite reducing inflationary pressures in the UK during 2024, risks to consumer demand are expected to continue into 2025 leading to potential impairment of assets.

For the current period, value in use estimates have been prepared on the basis of the forecast described in Note 1, above, under the heading "Going concern basis", which are extended for a further two years, followed by the application of the terminal growth rate for goodwill and the lease term for PPE/ROUA.

The most significant assumptions and estimates relate to revenue forecast on site-by-site cash flows. These use sales growth and a terminal growth rate of 3% or 2%, as demonstrated in the table above. The events and circumstances giving rise to the impairment charge for the year relate to the ongoing cost-of-living crisis, which has resulted in a reduced budgeted performance from 2025 to 2027. The indicators for the impairment reversals relate to sites which are expected to deliver like-for-like sales growth from 2025 to 2027 and are booked once a site has had two years of improved trading. There is no accounting standard or consistent definition of 'like-for-like sales' across the industry. Company like-for-like sales are calculated by comparing the performance of all mature sites (traded for at least 65 weeks) in the current period vs. the comparable period in the prior period. Sites that were closed, disposed, or disrupted during a financial year are excluded from the 'like-for-like' calculation.

Results of impairment review – goodwill

The goodwill relating to the UK business has a carrying value of £335.3m as at 29 December 2024. An impairment assessment has resulted in significant headroom above the carrying value and therefore no impairment has been recognised (see Note 10).

The goodwill arising on the US business acquisition was assessed to be £12.2m, which has been fully impaired in the period (see Note 24). The Group impaired the goodwill as based on the current forecasts the value in use does not support the recovery of the balance.

In the prior year, a charge of £9.2m was recorded as impairment to the goodwill predominantly in relation to Barburrito.

Notes to the consolidated financial statements continued

11 Impairment reviews continued

Results of impairment review – other non-current assets

The CGUs for non-current assets represent specific sites which are assessed on a site-by-site basis for impairment purposes in terms of PPE, ROUA and intangible assets.

Impairment charges and reversals have been recorded at a number of specific CGUs where performance expectations have deteriorated or improved, respectively, since the previous impairment assessment. The impairment reversal is a direct result of the continued trading improvement of the specific sites to which it relates. The future outlook of these sites supports the increased value in use. Refer to Note 4 for a breakdown of the charge/reversal per level of assessment. The impairment charge relates to sites where performance has not been as strong as expected and the forecast future cash flows indicate that an impairment charge exists.

Impairment has been recorded in a number of specific CGUs, as well as impairment reversals. A net impairment charge of £34.4m (2023: £20.3m) has been recognised, of which £13.5m (2023: £1.4m) was recorded against property, plant and equipment ("PPE"), £0.1m (2023: £nil) recorded against intangibles (software), and a further £20.8m (2023: £18.9m) against right of use assets (excluding goodwill). This is a gross impairment charge of £47.5m (2023: £35.3m), offset by impairment reversals of £13.1m (2023: £15.0m).

Sensitivity to further impairment charges

The key assumptions used in the recoverable amount estimates are the discount rates applied and the forecast cash flows. The Company has conducted a sensitivity analysis taking into consideration the impact on key impairment test assumptions arising from a range of possible trading and economic scenarios as well as discount rates used.

i) Sensitivity to property, plant and equipment and right of use asset impairment:

2024

Sensitivity	Change applied	Decrease in net impairment expense £m	Increase in net impairment expense £m
Sales forecast	+ / - 1%	(3.1)	3.5
Inflation forecast (labour and other costs)	+ / - 1%	(4.9)	6.4
Discount rate	+ / - 1%	(2.8)	2.6
Terminal growth rate	+ / - 1%	(1.2)	1.1
Freehold Valuation	+ / - 5%	(0.7)	0.8

2023

Sensitivity	Change applied	Decrease in net impairment expense £m	Increase in net impairment expense £m
Sales forecast	+ / - 1%	(11.2)	8.4
Inflation forecast(labour and other costs)	+ / - 1%	(9.2)	8.1
Discount rate	+ / - 1%	(2.1)	1.8
Terminal growth rate	+ / - 1%	(1.0)	0.7
Freehold Valuation	+ / - 5%	(1.0)	2.1

Notes to the consolidated financial statements continued

11 Impairment reviews continued

ii) Sensitivity to goodwill impairment:

2024

Sensitivity	Change applied	Increase in net impairment expense £m
Sales forecast	- / + 1%	–
Inflation forecast	- / + 1%	–
Discount rate	- / + 1%	–
Terminal growth rate	- / + 1%	–
Freehold Valuation	- / + 5%	–

2023

Sensitivity	Change applied	Increase in net impairment expense £m
Sales forecast	- / + 1%	7.8
Inflation forecast	- / + 1%	7.4
Discount rate	- / + 1%	4.7
Terminal growth rate	- / + 1%	25.8
Freehold Valuation	- / + 5%	0.1

12 Trade and other receivables

	29 Dec 24 £m	31 Dec 23 £m
Current:		
Trade receivables	8.8	15.3
Prepayments	5.3	4.4
Other receivables	1.6	0.4
Total trade and other receivables due in less than one year	**15.7**	**20.1**
Non-current:		
Net investment in subleases	5.2	2.3
Long-term receivables	–	1.9
Total trade and other receivable due after one year	**5.2**	**4.2**

Trade receivables are primarily amounts due from investments, subtenants and franchisees. The Group considers the probability of default to be remote and therefore no expected credit loss has been recognised.

The £nil (2023: £1.9m) in long-term receivables relates to a $2.5m USD loan arrangement the Group had with a US-based restaurant business. The loan had an annual interest rate of LIBOR +10% and matured in FY2024.

13 Trade and other payables

	29 Dec 24 £m	31 Dec 23 £m
Current:		
Trade payables	40.7	41.5
Other taxation and social security	27.6	32.4
Other payables	13.3	13.3
Accruals	62.3	60.0
Total current liabilities	**143.9**	**147.2**

Notes to the consolidated financial statements continued

14 Provision for liabilities

	29 Dec 24 £m	31 Dec 23 £m
Property cost provisions	0.5	0.5
Dilapidations provisions	10.5	10.6
Non-perimeter sites provisions	5.6	8.5
Contingent consideration arising on business combination (Note 24)	0.6	–
Balance at the end of the year	**17.2**	**19.6**
Analysed as:		
Amount due for settlement within one year	14.3	5.5
Amount due for settlement after one year	2.9	14.1
As at 29 December 2024	**17.2**	**19.6**

	Contingent consideration £m	Property cost provisions £m	Dilapidations provisions £m	Non-perimeter sites provisions £m	Total £m
At 31 December 2023	**–**	**0.5**	**10.6**	**8.5**	**19.6**
Arising on business combination	2.2				2.2
Remeasurement	(1.6)	0.6	(0.4)	1.4	–
Disposal	–	–	–	–	–
Transfers	–	–	0.6	–	0.6
Amounts utilised	–	(0.6)	(0.3)	(4.3)	(5.2)
At 29 December 2024	**0.6**	**0.5**	**10.5**	**5.6**	**17.2**

Contingent consideration

Contingent consideration arose from the Wagamama US acquisition (see Note 24) during the year. Updated forecasts and revised expectations regarding the achievement of performance targets linked to the contingent payments were reviewed and resulted in a remeasurement of £1.6m credited in the P&L through exceptional items (Note 4).

Property cost provisions

A provision is made for property-related costs for the period that a sublet or assignment of the lease is not expected to be possible. The amount and timing of the cash outflows are subject to uncertainty. The average period over which the provision is expected to be utilised is 4.9 years which is a key assumption in the valuation of the provision. An increase of one year in the expected period over which a sublet or assignment is not expected to be possible would result in an increase in the provision of £84k, whilst a decrease would result in a reduction in the provision of £57k. Included within the amounts disposed within the year are £nil (2023: £3.1m) of provisions relating to the discontinued operations.

Dilapidations provision

Dilapidations includes a best estimate of the liability in respect of a constructive obligation to meet certain lease payments of a restaurant operated by an associate, the liability for which is considered probable on the closure of that restaurant, most likely within a year.

Non-perimeter sites provision

Following the sale of The Restaurant Group (UK) Ltd in the prior year, the Group is liable for the lease payments and certain other costs associated with the disposed company's non-trading sites.

The Group has recognised a net liability for its contractual obligations set out within the SPA to the acquirers of TRG UK for those costs associated with the non-trading sites that the Group expects to reimburse. This provision comprises the net of costs expected to be incurred by the Group as a result of its indemnification obligations to the acquiring entity less the expected proceeds from the successful sale of disposed non-trading freehold sites (£5.6m). It is expected that the net liability will be settled within FY2025.

Notes to the consolidated financial statements continued

15 Lease liabilities

a) Group as a lessee

Set out below are the movements in the carrying amount of lease liabilities during the period. All leases relate to access to and use of property.

	29 Dec 24 £m	31 Dec 23 £m
At 31 December 2023	301.9	396.0
Additions	28.6	10.0
Business acquisition	15.2	–
Unwinding of discount on lease liabilities	18.2	16.7
Cash payments made	(63.5)	(61.4)
Liabilities extinguished in disposals	(1.6)	(8.1)
Liabilities extinguished on disposal to BTG (Note 8)	–	(77.9)
Remeasurements	46.1	26.6
Foreign exchange valuation	(0.2)	–
At 29 December 2024	**344.7**	**301.9**
Analysed as:		
Amount due for settlement within one year	58.9	50.6
Amount due for settlement after one year	285.8	251.3
	344.7	**301.9**

The Group leases various buildings which are used for the purpose of operating pubs and restaurants. The leases are non-cancellable with varying terms and renewal rights.

In addition to the unwinding of discount on lease liabilities noted in the above table and depreciation on right of use assets, the Group is exposed to leases where future cash outflows are not reflected in the lease liabilities because the agreements are based on variable lease payments in the form of turnover rent. In 2024, variable lease payments amounted to £36.6m.

As at 29 December 2024, the Group was committed to two leases with future cash outflows which had not yet commenced (2023: none).

Sensitivity to changes in assumptions

Termination options

Some leases contain termination options exercisable by the Group before the end of the non-cancellable period. These extension and termination options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension or termination options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

The Group has estimated that the potential future lease payments, should it exercise the termination options, would result in a decrease in cash outflows of £4.1m.

Discount rate

Lease liabilities under IFRS 16 are initially recorded at the present value of future lease payments discounted using the Group's incremental borrowing rate, which we estimate with reference to our debt facilities and observed bond yields, calculated on a lease-by-lease basis. Lease liabilities are subsequently unwound using the same discount rate and included in finance expense in the Group income statement. Increasing the discount rate by 1% would lead to an increased interest expense of £0.4m (2023: £4.1m), while decreasing by 1% would lead to a decrease of £7.3m (2023: £4.1m).

Notes to the consolidated financial statements continued

15 Lease liabilities continued

b) Group as a lessor

Investment in subleases

	29 Dec 24 £m	31 Dec 23 £m
Amounts due within one year	1.0	0.4
Amounts due after one year	5.5	2.3
Total net investment in subleases[1]	**6.5**	**2.7**

1 Included within trade and other receivables.

There is no variable lease income from subleases in the current or prior year. The increase in the Group's net investment in subleases is due to a new sublease agreement entered into during the current year with a remaining lease period of 18 years as at the reporting date.

Finance leases

Undiscounted lease receipts relating to finance leases for future years are set out in the table below.

There is no undiscounted unguaranteed residual value within the amounts recognised.

	29 Dec 24 £m	31 Dec 23 £m
Amounts receivable in the next year	1.0	0.4
Amounts receivable in 1-2 years	0.9	0.3
Amounts receivable in 2-3 years	0.9	0.3
Amounts receivable in 3-4 years	0.9	0.3
Amounts receivable in 4-5 years	0.8	0.3
Amounts receivable after 5 years from the balance sheet date	4.3	2.2
Unearned finance income	(2.6)	–
	6.2	**3.8**

Operating leases

	29 Dec 24 £m	31 Dec 23 £m
Amounts receivable in the next year	–	0.1
Amounts receivable in 1-2 years	0.1	0.1
Amounts receivable in 2-3 years	0.1	–
Amounts receivable in 3-4 years	0.1	–
Amounts receivable in 4-5 years	0.1	–
Amounts receivable after 5 years from the balance sheet date	1.3	0.7
	1.7	**0.9**

Notes to the consolidated financial statements continued

16 Deferred taxation

	Capital allowances £m	Intangible assets £m	Share options £m	Losses £m	Corporate Interest restriction £m	Other Temporary differences £m	Deferred gains £m	Total £m
At 1 January 2023	**(4.4)**	**65.1**	**(0.4)**	**(27.3)**	**(3.9)**	**(6.2)**	**2.9**	**25.8**
Adjustments in respect of prior periods	0.3	(0.5)	–	–	–	0.4	–	0.2
Charged/(credited) to the income statement	2.9	(0.8)	0.3	1.4	3.9	(0.5)	–	7.2
Deferred tax extinguished on disposal	14.0	–	–	1.5	–	5.2	(0.5)	20.2
At 31 December 2023	**12.8**	**63.8**	**(0.1)**	**(24.4)**	**–**	**(1.1)**	**2.4**	**53.4**
Adjustments in respect of previous years	0.7	1.1	0.1	(4.2)	–	(1.1)	–	(3.4)
Charged/(credited) to the income statement	6.2	(1.4)	–	2.4	–	0.6	–	7.8
At 29 December 2024	**19.7**	**63.5**	**–**	**(26.2)**	**–**	**(1.6)**	**2.4**	**57.8**

	29 Dec 24 £m	31 Dec 23 £m
Deferred tax liability consists of:		
Capital allowances in advance of depreciation	19.7	12.8
Intangible assets	63.5	63.8
Share options	–	(0.1)
Losses	(26.2)	(24.4)
Other temporary differences	(1.6)	(1.1)
Deferred gains	2.4	2.4
At 29 December 2024	**57.8**	**53.4**
There are unrecognised deferred tax assets at the period end as follows:		
Tax losses	4.4	0.4
Fixed assets	4.4	–
Intangibles	3.3	–
Temporary differences	6.1	–
Corporate interest restriction	4.6	3.9
At 29 December 2024	**22.8**	**4.3**

The Group have recognised a deferred tax asset where management's projections support the assumption that it is probable that the results of future operations will generate sufficient taxable profits to utilise these deferred tax assets. This judgement is performed annually and based on budgets and business plans for the coming years, including planned commercial initiatives.

In FY2024 the Group recorded an accounting loss of £27.2m which was driven by non-recurring expenses including the impairment of goodwill and RoUA relating to the Wagamama USA LLC acquisition, presented through exceptional items. When excluding these non-recurring expenses the Group would have recognised a profit in the year, and the Group continues to be generate taxable profits. The Group is forecasting future taxable profits, based on the cash flow forecasts as reviewed and sensitised as per Note 11 which support the recognition of the deferred tax asset.

There is an unrecognised deferred tax asset in relation to Wagamama US, relating to PPE (£16.4m), leases (£22.7m), losses (£14.0m), corporate interest restriction (£17.2m) and goodwill (£12.2m). Unrecognised losses relate to US losses which cannot be used against UK profits. These losses do not have an expiration date, however the amount carried forward is limited to 80% of taxable income. As there is no taxable profits in the US being forecast to support recoverability, these deferred tax assets are not recognised.

The Group is subject to the Corporate Interest Restriction (CIR) rules introduced by the UK government as part of the Finance (No. 2) Act 2017, which limit the tax deductibility of net interest expenses. There is an unrecognised deferred tax asset of £4.6m (2023: £3.9m) in relation to the CIR, and losses in respect of this were utilised during the year. Previously carried forward CIR may not be available for FY24 reactivation due to the change in ownership structure.

Notes to the consolidated financial statements continued

17 Share capital and reserves

	Numbers	£m
Share capital		
Authorised, issued and fully paid		
At 31 December 2023	780,360,400	219.5
Shares issued in the year	5,575,582	1.5
At 29 December 2024	**785,935,982**	**221.0**

The shares have a par value of 28.125p each (2023: 28.125p). During the year, 5,575,582 ordinary shares (2023: 15,298,002) were issued for consideration of £5.1m (2023: £4.6m), resulting in £3.7m (2023: £0.3m) of share premium.

The Group has no treasury shares.

Share premium

The share premium account is used to record the aggregate amount or value of premiums paid when the Company's shares are issued/redeemed at a premium.

Other reserves

Other reserves represents the Group's share-based payment transactions and foreign currency translation reserve.

18 Share-based payment schemes

Historically, the Group operated two share-based payment schemes. On 21 December 2023, the Company was acquired by Rock Bidco Ltd (a special purpose vehicle indirectly owned by the Apollo Funds, managed by affiliates of Apollo Global Management, Inc.), and as part of the acquisition all share options were subject to accelerated vesting and therefore no share options were outstanding at the point these financial statements were issued.

Restricted Share Plan

The Group operated a Restricted Share Plan, which granted nil-cost options with a three-year vesting period to executive Directors and certain other senior employees, subject to specified underpin conditions. As a result of the acquisition of the Group in December 2023, vesting of the outstanding options granted under the plan was accelerated for all participants on a pro-rata basis. All those options were exercised on completion of the transaction.

Year ended 29 December 2024

Period during which options were granted	Type of award	Fair value	Outstanding at the beginning of the year	Forfeited	Exercised	Lapsed	Outstanding at the end of the year	Exercisable at the end of the year
2020	Restricted share plan	54.0	–	–	–	–	–	–
2021	Restricted share plan	127.0	–	–	–	–	–	–
2022	Restricted share plan	66.0	–	–	–	–	–	–
2023	Restricted share plan	65.0	–	–	–	–	–	–
Total number			–	–	–	**–**	**–**	**–**

Year ended 31 December 2023

Period during which options were granted	Type of award	Fair value	Outstanding at the beginning of the year	Granted	Exercised	Lapsed	Outstanding at the end of the year	Exercisable at the end of the year
2020	Restricted share plan	54.0	5,730,973	–	(5,712,984)	(17,989)	–	–
2021	Restricted share plan	127.0	2,001,310	–	(1,894,391)	(106,919)	–	–
2022	Restricted share plan	66.0	3,463,591	–	(2,150,572)	(1,313,019)	–	–
2023	Restricted share plan	65.0	–	6,549,323	(1,994,608)	(4,554,715)	–	–
Total number			**11,195,874**	**6,549,323**	**(11,752,555)**	**(5,992,642)**	**–**	**–**

Owing to the terms of the instruments, their fair value is estimated to match the market value of shares at the date of grant.

Notes to the consolidated financial statements continued

18 Share-based payment schemes continued

Vesting of share options under the Restricted Share Plan was dependent on continuing employment as set out in the scheme rules, although in exceptional circumstances, employees were permitted to exercise options before the normal vesting date.

Save As You Earn

Under the Save As You Earn (SAYE) scheme, the Board granted options over shares in The Restaurant Group plc to UK-based employees of the Group. Options were granted with a fixed exercise price equal to 80% of the average market price of the shares for the five days prior to invitation. Employees paid a fixed amount from their salary into a savings account each month for the three-year savings period. At the end of the savings period, employees had six months in which to exercise their options using the savings in place. If employees decided not to exercise their options, they could withdraw the funds saved, and the options expired. Exercise of options was subject to continued employment within the Group, subject to standard good leaver provisions. In exceptional circumstances, employees were permitted to exercise these options before the end of the three-year savings period. Options were valued using the Black-Scholes pricing model.

The acquisition by Apollo resulted in the SAYE share option maturity dates all being revised to December 2023, with participants having a further six months to exercise if they chose not to exercise on completion of the transaction or within 20 days of completion. If employees elected to exercise on completion, they were entitled to a one-off compensation cash payment funded by Rock Bidco Ltd.

Of the revised outstanding balance, the majority of participants opted to exercise their options on completion of the acquisition, resulting in a £1.9m cash payment. Some options were exercised during the six-month exercise window, after which point any unexercised options lapsed.

Year ended 29 December 2024

Period during which options were granted	Exercise price	Outstanding at the beginning of the year	Granted	Forfeited	Exercised	Lapsed	Outstanding at the end of the year	Exercisable at the end of the year
2018	239.5p	–	–	–	–	–	–	–
2019	112.7p	3,873	–	–	–	(3,873)	–	–
2020	52.0p	119,358	–	(35,108)	(55,328)	(28,922)	–	–
2021	88.0p	175,064	–	(1,636)	–	(173,428)	–	–
2022	30.0p	1,108,055	–	–	(382,826)	(725,229)	–	–
2023	38.6p	763,763	–	–	(19,318)	(744,445)	–	–
Total number		**2,170,113**	**–**	**(36,744)**	**(457,472)**	**(1,675,897)**	**–**	**–**
Weighted average exercise price (pence)		**39.1**	**–**	**53.6**	**33.0**	**40.4**	**–**	**–**

Notes to the consolidated financial statements continued

18 Share-based payment schemes continued

Year ended 31 December 2023

Period during which options were granted	Exercise price	Outstanding at the beginning of the year	Granted	Forfeited	Exercised	Lapsed	Outstanding at the end of the year	Exercisable at the end of the year
2018	239.5p	3,120	–	(3,120)	–	–	–	–
2019	112.7p	169,720	–	(144,859)	–	(20,988)	3,873	3,873
2020	52.0p	1,786,210	–	(71,723)	(1,020,436)	(574,693)	119,358	119,358
2021	88.0p	506,881	–	(33,950)	–	(297,867)	175,064	175,064
2022	30.0p	11,785,801	–	(5,795,409)	(3,013,632)	(1,868,705)	1,108,055	1,108,055
2023	38.6p	–	4,030,936	(3,044,014)	(83,942)	(139,217)	763,763	763,763
Total number		**14,251,732**	**4,030,936**	**(9,093,075)**	**(4,118,010)**	**(2,901,470)**	**2,170,113**	**2,170,113**
Weighted average exercise price (pence)		**35.9**	**38.6**	**34.7**	**35.6**	**41.3**	**39.1**	**39.1**

The weighted average remaining contractual life for the shares outstanding at the end of the period is nil as any outstanding options that were not exercised by 20 June 2024 lapsed (2023: 6 months).

19 Cash generated from operations

	29 Dec 2024 £m	31 Dec 2023 £m
Loss before tax from continuing operations	(32.2)	(19.6)
Profit before tax from discontinued operations	–	7.5
Loss before tax	(32.2)	(12.1)
Net interest payable	27.5	42.4
Exceptional/non-cash items	–	(32.2)
Share-based payments	–	2.6
Impairment – PPE	13.5	1.4
Impairment – ROUA	20.8	14.8
Impairment – intangibles (software)	0.1	–
Impairment – goodwill	12.2	9.2
Settlement of pre-existing relationship	3.6	–
Gain on investment	(2.1)	–
Reduction in contingent consideration	(1.6)	–
Depreciation	68.3	71.6
Amortisation	4.9	3.6
(Increase)/decrease in inventory	(0.3)	(1.4)
(Increase)/decrease in trade and other receivables	2.8	10.9
Increase/(decrease) in trade and other payables	(7.9)	(13.6)
Increase/(decrease) in provisions	(2.4)	(0.6)
Increase/(decrease) in payable to parent company	2.4	–
(Gain)/loss on termination of ROUA[1]	1.1	–
(Gain)/loss on termination of lease liabilities[1]	(1.6)	–
(Gain)/loss on disposal of PPE[1]	1.9	–
(Gain)/loss on disposal of intangibles[1]	0.3	–
Unwind of lease liabilities[1]	18.2	–
Lease remeasurement[1]	7.1	–
Cash generated from operations	**136.6**	**96.6**

1 Included within exceptional/non-cash items in 2023.

Notes to the consolidated financial statements continued

20 Financial instruments

Financial assets

a) The financial assets of the Group, which are measured at amortised cost, comprise:

	29 Dec 24 £m	31 Dec 23 £m
Cash and cash equivalents	4.9	5.9
Net investment in subleases	6.2	2.7
Trade and other receivables[1]	14.7	17.2
Total financial assets	**25.8**	**25.8**

1 Trade and other receivables excludes net investment in sublease shown separately.

Financial liabilities

(a) The financial liabilities of the Group, all of which are measured at amortised cost, comprise:

	29 Dec 24 £m	31 Dec 23 £m
Trade and other payables	143.9	147.2
Lease liabilities (current)	58.9	50.6
Borrowings - at floating interest rates	234.4	–
Short-term financial liabilities	**437.2**	197.8
Long-term borrowings – at floating interest rates	–	226.5
Lease liabilities	285.8	251.3
Long-term financial liabilities	**285.8**	477.8
Total financial liabilities	**723.0**	675.6

b) The financial liabilities of the Group, which are measured at fair value through income statement, comprise:

	29 Dec 2024 £m	31 Dec 2023 £m
Contingent consideration arising on business combination (Note 24)	**0.6**	–

Capital risk management

The Group manages its capital to ensure that it will be able to continue as a going concern while looking to maximise returns to shareholders. The capital structure of the Group consists of equity (comprising issued share capital, other reserves and retained earnings), amounts owed to Group companies and cash and cash equivalents. The Group monitors its capital structure on a regular basis through cash flow projections and consideration of the cost of financing its capital.

Secured liabilities and assets pledged as security

At 29 December 2024, no assets were pledged by the Group as security on its borrowings from Rock Bidco Ltd, the immediate parent undertaking.

The maturity profile of anticipated gross future cash flows, including interest, relating to the Group's non-derivative financial liabilities, on an undiscounted basis, are set out below:

	Lease liabilities £m	Trade & other payables £m	Floating rate loan £m	Total £m
Within one year	60.5	143.9	234.4	**438.8**
Within one to two years	53.1	–	–	**53.1**
Within two to three years	47.6	–	–	**47.6**
Within three to four years	44.2	–	–	**44.2**
Within four to five years	36.6	–	–	**36.6**
After five years	225.1	–	–	**225.1**
Finance costs	(122.4)	–	–	**(122.4)**
At 29 December 2024	344.7	143.9	234.4	**723.0**

Notes to the consolidated financial statements continued

20 Financial instruments continued

	Lease liabilities £m	Trade & other payables £m	Floating rate loan £m	Total £m
Within one year	51.2	147.2	–	**198.4**
Within one to two years	48.5	–	–	**48.5**
Within two to three years	40.5	–	–	**40.5**
Within three to four years	35.0	–	–	**35.0**
Within four to five years	31.8	–	–	**31.8**
After five years	331.4	–	226.5	**557.9**
At 31 December 2023	538.4	147.2	226.5	**912.1**

Fair value of financial assets and liabilities

Financial assets at fair value

There were no transfers between Levels 1, 2 and 3 fair value measurements during the current or prior period.

As part of the business combination transaction, contingent consideration of £2.2m was recognised. This was valued by management using Level 3 techniques based on management's best estimate of expected performance of the acquired operations. Refer to Note 24 for further information. The Group has no other financial assets or liabilities that require measurement using Level 1, Level 2 or Level 3 measurement techniques as defined by IFRS 13.

Long-term borrowings

The borrowings within the Group relate to the drawn term loan and revolving credit facility held by the parent company, Rock Bidco Ltd, and subsequently passed down to the TRG Group. The total term loan held by the parent is £300.0m (2023: £300.0m), of which £226.5m (2023: £226.5m) has been transferred to the Group. In addition, a revolving credit facility of £18.0m (2023: £nil) was drawn during the year.

The Group paid the full interest charge for the £300m term loan on behalf of Rock Bidco, equating to £36.2m. The interest charge applied to the Group's portion of the loan is £26.1m. As a result, the principal borrowings payable to Rock Bidco of £244.5m is presented net of the £10.1m receivable for the overpayment of interest, resulting in a payable of £234.4m at the balance sheet date. At 29 December 2024, the Group's borrowings contained no covenant requirements.

These balances have been settled post year end as a result of the refinancing and restructuring of the Group and hence have been presented as current – refer to Note 25 for further details.

Net debt

	Cash & cash equivalents £m	Borrowings £m	Lease liabilities £m	Total £m
At 1 January 2023	27.7	(213.4)	(396.0)	**(581.7)**
Net repayments of borrowings	(358.0)	358.0	–	–
Proceeds from new borrowings	364.5	(364.5)	–	–
Repayment of obligations under leases – principal	(44.7)	–	44.7	–
Repayment of obligations under leases – interest	(16.7)	–	16.7	–
Non-cash movements in the year	–	(6.6)	32.7	**26.1**
Net cash inflow	33.1	–	–	**33.1**
At 31 December 2023	**5.9**	**(226.5)**	**(301.9)**	**(522.5)**
Net repayments of interest on borrowings	(10.1)	10.1	–	–
Proceeds from new borrowings	18.0	(18.0)	–	–
Repayment of obligations under leases – principal	(45.4)	–	45.4	–
Repayment of obligations under leases – interest	(18.1)	–	18.1	–
Non-cash movements in the year	–	–	(106.3)	**(106.3)**
Net cash inflow	54.6	–	–	**54.6**
At 29 December 2024	**4.9**	**(234.4)**	**(344.7)**	**(574.2)**

Notes to the consolidated financial statements continued

21 Financial risk management

(a) Credit risk

The Group's exposure to credit risk arising from trade and other receivables primarily relates to rebates and given the strong trade relationship maintained with suppliers, the related credit risk is low. The Group also has exposure to credit risk arising from net investment in subleases, for which an impairment assessment is performed at each reporting date.

The Group's exposure to credit risk arising from its operations is minimal given that the customer base is large and unrelated, and that the overwhelming majority of customer transactions are settled at the point of the transaction through secure electronic means or cash.

Subleases

The credit risk in relation to net investment in subleases is subject to the Group's policy and procedures relating to credit risk. As at 29 December 2024, the Group has seven live subleases with a rent receivable balance of £1.0m (2023: £3.9m). £0.1m sublease receivables were written off during the reporting period (2023: £nil).

The impairment analysis is performed at each reporting date. The credit quality of each tenant is assessed individually to estimate the probability of default for the expected credit loss calculation. The assessment is based on forward-looking information of each tenant such as individual financial performance as well as wider economic conditions and monitoring the days past due with respect to outstanding rent. The exposure at default is considered to be the carrying value of the outstanding rent for the remainder of the sublease agreement.

Franchisees

The credit risk in relation to franchisee debtors is subject to the Group's policy and procedures relating to credit risk. As at 29 December 2024, the Group has 17 franchisee debtors (2023: 15) in relation to Wagamama, with a gross receivable balance of £1.1m (2023: £0.9m). The impairment analysis is performed at each reporting date for franchisees also. The expected credit loss ("ECL") relating to franchisees as at 29 December 2024 was £0.7m (2023: £0.3m).

(b) Liquidity risk

The Group adopts a prudent approach to liquidity risk management, maintaining sufficient cash and utilising funding available through its parent's committed credit facilities. On the basis of the cash held and ongoing cash generation through the Group's restaurant operations, the Group is able to fully meet all of its obligations as they fall due.

(c) 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 relates primarily to the Group's long-term debt obligations and has been controlled historically through the use of fixed and floating rate debt. A 1% rise or fall in interest rates will have a £2.3m (2023: £2.3m) impact on interest expense.

(d) Foreign currency movement

During the year, there was foreign currency gain of £1.9m (2023: £nil). In order to mitigate this risk, the US business funds itself to the extent that it can and therefore transacts in USD to USD. Funding will be given to the US entity only as and when required.

(e) Price risks

The Group is exposed to price risk due to fluctuations in the costs of ingredients, utilities, and labour. To mitigate this risk, management monitors changes in consumer pricing for its products and services to manage the potential impact on revenue and profitability, and continually reviews pricing strategies to respond appropriately to market and cost changes.

(f) Cash flow risk

The Group is exposed to cash flow risk primarily due to fluctuations in operational cash flows and interest rates. Management monitors cash flow forecasts on a daily basis to ensure that the Group has sufficient cash reserves at all times.

Notes to the consolidated financial statements continued

22 Ultimate parent undertaking

Following the acquisition of The Restaurant Group Ltd on 21 December 2023, the ultimate controlling entity is Apollo Global Management, Inc., which is registered in the US and listed on the New York Stock Exchange.

The immediate parent company at year end was Rock Bidco Ltd, a company incorporated in Jersey.

23 Related party transactions

As disclosed in Note 20, in December 2023, the Group entered into a 7-year £226.5m term loan from its immediate parent undertaking, Rock Bidco Ltd. During 2024, a further £18.0m revolving credit facility was provided from Rock Bidco Ltd. These balances and the respective interest have been settled post year end following the refinancing and restructuring of the Group – see Note 25.

There were no other related party transactions in the 52 weeks ended 29 December 2024 other than those relating to key management personnel. Remuneration in respect of key management personnel, defined as the Directors for this purpose, is disclosed in Note 3.

24 Business combination

On 28 May 2024, the Group acquired the remaining 82.5% equity interest in the US Wagamama associate (Wagamama USA LLC) from its majority owner (CVC Ramen LLC). As a result of this transaction, the Group now owns 100% of Wagamama USA LLC.

The acquired entity operates Wagamama-branded restaurants across America with eight sites at the point of acquisition. The acquired entity complements the existing UK operations of the Group and provides access to the US market. The step acquisition resulted in no remeasurement gain or loss associated with the existing equity interest of 17.5%. The acquisition-date fair value of the equity interest in Wagamama USA LLC held immediately before the acquisition date was £nil.

Assets acquired and liabilities assumed

The purchase price allocation accounting for the business combination has been completed and the fair value of identifiable assets and liabilities of Wagamama USA LLC as at the date of acquisition were:

	Fair value recognised on acquisition £m
Assets	
Right of use assets	15.6
Inventory	0.2
Trade and other receivables	0.3
Cash and cash equivalent	0.2
	16.3
Liabilities	
Trade and other payables	(3.8)
Lease liabilities	(15.4)
	(19.2)
Total identifiable assets and liabilities at fair value	**(2.9)**
Goodwill arising upon acquisition	12.2
Settlement of pre-existing relationship (see Note 4)	3.6
Purchase consideration transferred	**12.9**

Notes to the consolidated financial statements continued

24 Business combination continued

Purchase consideration

	£m
Cash	0.9
Contingent consideration[1]	2.2
Promissory note issued[2]	5.1
PBS valuation[3]	4.7
Total consideration	**12.9**

1 As part of the purchase agreement with the previous owner, contingent consideration has been agreed. Contingent consideration payable on 30 September 2025 ranges from £nil to £4,350,000 based on trading performance for the period from August 2024 to August 2025 (the first twelve months following Arlington site's opening) based on sales for three sites, (Arlington, Tampa and Dallas) over that period. Contingent consideration has been estimated at the point of acquisition. See Note 4 for the revision to estimated contingent consideration as at the balance sheet date.

2 As part of the purchase agreement, a promissory note was issued to the previous owner by a parent undertaking of the Group. The Group's liability related to this note was capitalised as part of issued share capital following the completion of the acquisition (Note 17).

3 PBS Valuation relates to the fair value of investment in Punch Bowl Social ("PBS"), a chain of US themed restaurants held by the Group (£2,767,000) and debt owed by PBS (£1,978,000) which were waived as part of the purchase consideration.

4 As part of the acquisition accounting, the pre-existing relationship between Wagamama USA LLC and the Wagamama Group was settled. This resulted in a loss being recognised on acquisition with the credit being recognised in goodwill.

The fair value of the trade receivables amounts to £177,000 which is also the gross amount of trade receivables, and it is expected that the full contractual amounts can be collected. The fair value of other receivables of £131,000 is also expected to be recovered in full.

From the date of acquisition, Wagamama US contributed £10.3m of revenue and loss of £2.8m before tax from continuing operations of the Group. If the combination had taken place at the beginning of the year, revenue from continuing operations for the Group would have been £875.4m and loss before tax from continuing operations for the group would have been £17.0m.

Goodwill arising upon acquisition has been fully impaired. Refer to Note 8. This goodwill impairment is not deductible for tax purposes.

Transaction costs of £1.6m were incurred during the current period and expensed as exceptional acquisition costs.

25 Post balance sheet events

On 30 January 2025, TRG completed a reorganisation and refinancing, under which the individual business divisions were split into three discrete operational silos with separate financing arrangements. As a result, Rock Bidco Ltd, a Jersey entity, has replaced The Restaurant Group Ltd as the main group holding company for the wider Group, with each individual business division now headed by a separate holding company. In addition, the loan to parent company of £234.4m was settled as part of this refinancing.

Pubs

In relation to the Pubs business, TRG Ltd forgave all intercompany balances owed to it by Brunning and Price Ltd, Blubeckers Ltd and their related subsidiaries and TRG Ltd then transferred 100% of its shareholdings to Pubs Pledgeco Ltd, a newly incorporated entity. Pubs Pledgeco subsequently transferred this shareholding to its subsidiary, Pubs Holdco Ltd.

TRG Ltd subsequently sold its shareholding in Pubs Pledgeco Ltd to Rock Bidco Ltd, removing itself from the Pubs ownership chain.

The Pubs division's freehold and long leasehold real estate assets were sold at fair value to Pubs Propco Ltd, a fellow subsidiary of Pubs Holdco Ltd, which granted leases back to the relevant operating entities. Brunning and Price Ltd is the main operating company for the Pubs division.

Wagamama

TRG Ltd also forgave all intercompany balances owed to it by Wagamama (Holdings) Ltd and its related subsidiaries. As part of the refinancing, Wagamama issued £330m in senior secured notes through its newly incorporated subsidiary Waga Bondco Ltd. The bond was issued on The International Stock Exchange with a coupon of 8.5%. Under the new structure, Wagamama (Holdings) Ltd is now the lead UK parent entity for the Wagamama business and entities.

Concessions and Barburrito

These businesses remain under the ownership of TRG Ltd.

There are no further subsequent events to note which impact these financial statements.

Company balance sheet

	Note	29 Dec 2024 £m	31 Dec 2023 £m
Non-current assets			
Investments in subsidiary undertakings	3	133.4	128.2
Loans to subsidiary undertakings	4	814.5	826.4
		947.9	954.6
Current assets			
Other receivables		0.1	3.2
Current liabilities			
Bank overdraft		(12.0)	(9.6)
Trade and other payables		(15.7)	(8.4)
Borrowings	5	(234.4)	–
		(262.1)	(18.0)
Total assets less current liabilities		**685.9**	**939.8**
Borrowings	5	–	(226.5)
Net assets		**685.9**	**713.3**
Capital and reserves			
Called up share capital		221.0	219.5
Share premium account		4.0	0.3
Other reserves		–	5.1
Retained earnings		460.9	488.4
Total equity		**685.9**	**713.3**

The Company's loss for the year was £27.5m (2023: £35.2m).

The accompanying notes are an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 22 September 2025 and signed on its behalf by:

Signed by:
Mark Chambers
509C6D6258B643E...

Mark Chambers
Director

Company registration number: SC030343

Company statement of changes in equity

	Share capital £m	Share premium £m	Other reserves £m	Retained earnings £m	Total equity £m
Balance as at 2 January 2023	**215.2**	**–**	**2.5**	**453.2**	**670.9**
Loss for the financial period	–	–	–	35.2	35.2
Total comprehensive income for the period	**–**	**–**	**–**	**35.2**	**35.2**
New share issued upon exercise of share options	4.3	0.3	**(3.2)**	–	1.4
Share based payment scheme	–	–	2.6	–	2.6
Balance as at 31 December 2023	**219.5**	**0.3**	**1.9**	**488.4**	**710.1**
Loss for the financial period	–	–	–	(27.5)	(27.5)
Other comprehensive income	–	–	–	–	–
Total comprehensive income for the period	**–**	**–**	**–**	(27.5)	(27.5)
Shares issued	1.5	3.7	–	–	5.2
Share based payments	–	–	(1.9)	–	(1.9)
Balance as at 29 December 2024	**221.0**	**4.0**	**–**	**460.9**	**685.9**

The accompanying notes are an integral part of these financial statements.

Notes to the Company financial statements

1 Accounting policies and basis of preparation

Basis of preparation

The Company accounts have been prepared under the historical cost convention and in accordance with UK Accounting Standards. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. As permitted under FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, business combinations, financial instruments, fair values, presentation of a cash flow statement and certain related party transactions.

The financial statements are presented in sterling, rounded to the nearest hundred thousand.

The Company applies the same accounting policies as the Group. In addition, the Company applies the following accounting policies.

Going concern basis

The financial statements have been prepared on a going concern basis. For further details of the basis of this going concern assessment, please refer to Note 1 of the consolidated financial statements.

Investments

Investments are valued at cost less any provision for impairment. The investments have been assessed for impairment at the balance sheet date considering the underlying financial positions and projected profit forecasts of the Company's subsidiaries. No impairment has been recognised.

Financial liabilities – borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. This is also applicable to fees for amendments to the loan facilities. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Share-based payment transactions

The Group operated a share option programme which allowed employees of the Group to acquire shares in the Company. The scheme was closed following the acquisition of TRG Ltd and its subsidiaries by Apollo in December 2023. Refer to Note 18 in the consolidated financial statements for further details.

2 Profit attributable to members of the Company

As permitted by section 408 of the Companies Act 2006, a separate profit and loss account has not been presented for the Company.

All costs of employees and Directors are borne by a subsidiary undertaking. There are no employees in the Company.

3 Investments in subsidiary undertakings

	Total £m
Cost and net book value	
At 31 December 2023	**128.2**
Issue of promissory note	**5.2**
At 29 December 2024	**133.4**

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

On 28 May 2024, the Company indirectly acquired the remaining 82.5% equity interest in the US Wagamama associate (Wagamama USA LLC) from its partner (CVC Ramen LLC). As a result of this transaction, the Company indirectly owned 100% of Wagamama USA LLC at the balance sheet date; see Note 24 of consolidated financial statements for more details. The addition during the year reflects the additional investment in the Company's indirect subsidiary, Ramen USA Ltd, which then subsequently invested in Wagamama USA LLC. Following the year end, TRG Ltd has been removed from the ownership structure of Wagamama; see Note 6 for further details.

Notes to the Company financial statements continued

3 Investments in subsidiary undertakings continued

Impairment indicators of the investment value have been identified due to the loss-making nature of the Group. Management has assessed the investment values for impairment, noting that the total value in use of each CGU within the Group (as described in Note 11 to the consolidated financial statements) provides significant headroom above the carrying value of the investment. Additionally, following the restructure of the Group post year end (see Note 6), the value in use of the remaining businesses within the Group (Concessions and Barburrito), still have a value significantly in excess of the investment carrying value. As a result, the Directors believe that the carrying value of the investments is supportable and no impairment is required.

As at year end, the Company owned 100% of the issued share capital of the companies listed below, either directly or indirectly:

	Location	Nature of business
TRG (Holdings) Ltd	England and Wales	Holding company
Brunning and Price Ltd[1]	England and Wales	Pub operator
Blubeckers Ltd[1]	England and Wales	Pub operator
Ribble Valley Inns Ltd[1]	England and Wales	Pub operator
TRG Concessions Ltd[1]	England and Wales	Pub and restaurant operator
TRG Leisure Ltd[1]	England and Wales	Holding company
Barburrito Group Ltd[1]	England and Wales	Restaurant operator
Mabel Topco Ltd[1]	England and Wales	In liquidation
Mabel Midco Ltd[1]	England and Wales	In liquidation
Mabel Mezzco Ltd[1]	England and Wales	In liquidation
Wagamama Group Ltd[1]	England and Wales	Dormant
D.P.P. Restaurants Ltd[1]	England and Wales	Dormant
Food & Fuel Ltd[1]	England and Wales	In liquidation
Chiquito Ltd[1]	England and Wales	In liquidation
Wagamama Restaurants Ireland Ltd[1]	Ireland	Restaurant operator
Ramen USA Ltd[1]	England and Wales	Holding company
Wagamama USA Holdings, Inc[1]	Delaware, USA	Holding company
Wagamama, Inc[1]	Delaware, USA	Holding company
Wagamama (Holdings) Ltd[1]	England and Wales	Holding company
Wagamama Ltd[1]	England and Wales	Restaurant operator
Wagamama International (Franchising) Ltd[1]	England and Wales	Franchise company
Wagamama CPU Ltd[1]	England and Wales	Food production company
Wagamama NY 55 3rd LLC[1]	Delaware, USA	Former operating company
Wagamama USA LLC[1]	Delaware, USA	Central operating company
Wagamama Boston One LLC[1]	Delaware, USA	Operating company
Wagamama USA 2015 LLC[1]	Delaware, USA	Central operating company
Wagamama NY 210 5th LLC[1]	Delaware, USA	Former operating company
WUSA Star Metals Atlanta LLC[1]	Delaware, USA	Former operating company
WUSA 1050 Water Tampa LLC[1]	Delaware, USA	Restaurant operator
WUSA Clarendon Arlington LLC[1]	Delaware, USA	Restaurant operator
WUSA Uptown Dallas LLC[1]	Delaware, USA	Restaurant operator

1 Indirectly owned.

The registered address for all companies based in England and Wales is 5-7 Marshalsea Road, London, England, SE1 1EP.

The registered address for all US companies is c/o Corporation Trust Company, 1209 Orange St, Wilmington, DE 19801.

The registered address for the Irish company is 5th Floor, 76 Sir John Rogerson's Quay, Dublin Docklands, Dublin 2, D02 C9D0, Ireland.

The Restaurant Group Ltd has guaranteed the liabilities of TRG (Holdings) Ltd, TRG Concessions Ltd, Barburrito Group Ltd, D.P.P. Restaurants Ltd and TRG Leisure Ltd under section 479A and C of the Companies Act 2006. As such, these subsidiaries will take advantage of the audit exemption set out within section 479A for the year ended 29 December 2024.

Notes to the Company financial statements continued

4 Loans to subsidiary undertakings

On 22 November 2022, the Company was assigned £128.0m of receivable benefit from Mabel Midco Ltd in return for the extinguishment of its loan due from TRG (Holdings) Ltd for the same amount. Following the assignment, the Company holds a receivable from TRG (Holdings) Ltd. Interest is payable at a rate of 8% plus SONIA per annum with interest accruing quarterly on to the balance outstanding. The remaining balance at the balance sheet date is £814.5m. Subsequent to the year-end, the loan to subsidiary undertaking has been derecognised and added to the cost of the investment at the same value, with no gain or loss recorded. Please refer to Note 6 for further details of post year-end impairment considerations.

5 Long-term borrowings

The borrowings within the Company relate to the drawn term loan and revolving credit facility held by the parent company, Rock Bidco Ltd, and subsequently passed down to TRG Ltd. The total term loan held by the parent is £300.0m (2023: £300.0m), of which £226.5m (2023: £226.5m) has been transferred to the Company. In addition, a revolving credit facility of £18.0m (2023: £nil) was drawn during the year.

The Group paid the full interest charge for the £300m term loan on behalf of Rock Bidco, equating to £36.2m. The interest charge applied to the Group's portion of the loan is £26.1m. As a result, the principal borrowings payable to Rock Bidco of £244.5m is presented net of the £10.1m receivable for the overpayment of interest, resulting in a payable of £234.4m at the balance sheet date. At 29 December 2024, the Company's borrowings contained no covenant requirements.

These balances have been settled post year end as a result of the refinancing and restructuring of the Group and hence have been presented as current – refer to Note 6 for further details.

6 Post balance sheet events

On 30 January 2025, TRG completed a reorganisation and refinancing, under which the individual business divisions were split into three discrete operational silos with separate financing arrangements. As a result, Rock Bidco Ltd, a Jersey entity, has replaced The Restaurant Group Ltd as the main group holding company for the wider Group, witheach individual business division now headed by a separate holding company. In addition, the loan to parent company of £234.4m was settled as part of this refinancing.

Pubs

In relation to the Pubs business, TRG Ltd forgave all intercompany balances owed to it by Brunning and Price Ltd, Blubeckers Ltd and their related subsidiaries and TRG Ltd then transferred 100% of its shareholdings to Pubs PledgeCo Ltd, a newly incorporated entity. Pubs PledgeCo subsequently transferred this shareholding to its subsidiary, Pubs HoldCo Ltd.

TRG Ltd subsequently sold its shareholding in Pubs PledgeCo Ltd to Rock Bidco Ltd, removing itself from the Pubs ownership chain.

The Pubs division's freehold and long leasehold real estate assets were sold at fair value to Pubs PropCo Ltd, a fellow subsidiary of Pubs HoldCo Ltd, which granted leases back to the relevant operating entities. Brunning and Price Ltd is the main operating company for the Pubs division.

Wagamama

TRG Ltd also forgave all intercompany balances owed to it by Wagamama (Holdings) Ltd and its related subsidiaries. As part of the refinancing, Wagamama issued £330m in senior secured notes through its newly incorporated subsidiary Waga Bondco Ltd. The bond was issued on The International Stock Exchange with a coupon of 8.5%. Under the new structure, Wagamama (Holdings) Ltd is now the lead UK parent entity for the Wagamama business and entities.

Concessions and Barburrito

These businesses remain under the ownership of TRG Ltd. As mentioned in Note 4, subsequent to the year-end, the loan to subsidiary undertaking of £814.5m has been derecognised and added to the cost of the investment at the same value, with no gain or loss recorded, taking the value of TRG Ltd's investment in TRG (Holdings) Ltd to £947.9m. An equal derecognition has taken place of the liability in TRG (Holdings) Ltd, with the credit taken to equity. As noted above, TRG (Holdings) Ltd sold its investments in the Pubs and Wagamama businesses following the restructuring of the group in January 2025, and therefore the value of this investment is currently reflecting the value within the remaining TRG group, being Concessions and Barburrito, and is equal to the underlying net assets of TRG (Holdings) Ltd. Management has not yet performed a full impairment assessment subsequent to the year-end, however notes that the estimated value in use of the Concessions and Barburrito businesses as at 29 December 2024 equal a combined £444m, therefore suggest an indicative non-cash impairment of c.£500m in the parent company, effectively waiving intercompany balances. A formal impairment process will take place at the FY2025 year-end and appropriate entries recorded at that balance sheet date.

There are no further subsequent events to note which impact these financial statements.

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