

Tax Strategy

The Restaurant Group
1 January 2025 – 31 December 2025

Introduction

The Restaurant Group (“TRG” or the “Group”) is an operator in the UK casual dining market. We are committed to doing business responsibly and acknowledge that TRG has a key role to play in the communities and wider environment in which we operate, in part through the taxes that we disclose and pay.

This strategy applies to Rock Bidco Limited (the “Company”) and all group companies, which together comprise The Restaurant Group, and in making this strategy available we are fulfilling our responsibilities under schedule 19 of the Finance Act 2016 (“FA 2016”). This strategy applies to “UK Taxation” as defined within paragraph 15 of schedule 19 to the FA 2016 and is the relevant taxation, as applicable, when reference to “tax” is made.

This strategy has been approved by the Board of Directors of the Group and is reviewed annually. The Board has sought to align the tax strategy with the Group’s business model and strategic objectives, and its delivery is supported by the Group’s underlying values, standards and obligations to its shareholders and other stakeholders.

Tax risk management and governance

The Group’s values and standards are communicated in our employee handbooks and through our Group policies. Our policy is to comply with all applicable laws, rules, regulations and reporting requirements relevant to the Group.

Tax risk management is important to us and is managed with appropriate business processes and controls to help ensure compliance with all legal requirements and to ensure we pay the right amount of tax at the right time.

We have established processes that enable accurate recording and reporting for tax purposes. Risks are identified and mitigated by the performance of regular reviews and reconciliations to ensure that standing data is accurate and maintained. External consultants provide tax advice and conduct audits of tax.

The Board sets the Group’s approach to tax and is accountable for the Group’s tax strategy. The Board retains oversight at Board meetings where they are updated of any significant tax issues and advised of any changes of approach.

Responsibility for the management of tax matters is delegated to the Group Chief Financial Officer of TRG, who also fulfils the role of Senior Accounting Officer for the Group for purposes of Paragraph 2, Schedule 46 of the Finance Act 2009. The Chief Financial Officer is supported by the relevant Finance Directors in each division and by the Group Finance/Tax Team, who facilitate day-to-day tax compliance as part of their ongoing processes. The Group is supported by external advisers who have the appropriate qualifications and experience and who help to ensure that any changes to tax legislation are communicated to the Group. Where relevant, new or enhanced procedures are implemented to ensure ongoing compliance.

Tax planning and tax risk

We do not engage in tax planning schemes, or arrangements that we consider could be perceived as being aggressive or artificial in nature. We seek to structure our commercial transactions in such ways that are consistent with their underlying economic consequences and to monitor and minimise any tax risk. Commercial rationale drives business approach rather than transactions being structured for tax advantage and not locating any companies in any territory (tax haven) purely for tax purposes.

We seek to maximise value for all our stakeholders. In doing this we will always aim to comply with both the letter and spirit of relevant tax legislation. Where tax incentives and exemptions are available, we apply them in a manner consistent with the intentions of His Majesty's Revenue & Customs ("HMRC") and statute.

Although there are no rigidly defined levels of acceptable tax risk, we consider tax risks as part of the broader Group-wide risk management process. When uncertainty exists, we seek appropriate external advice and will engage directly with HMRC as required.

We are committed to high standards of governance and take corporate responsibility seriously; this is mirrored in our approach to risk management within the Group.

The Board considers tax evasion, in any form, including the facilitation of tax evasion, to be unacceptable, whether under UK law or under the law of any foreign country, and the facilitation thereof by employees or other associated persons. As such, and considering the Criminal Finances Act 2017, TRG has adopted a statement of corporate values on anti-facilitation of tax evasion. The Anti-Facilitation of Tax Evasion policy is also approved annually by the Board.

Working with HMRC

We have an open and honest working relationship with HMRC. Regular quarterly calls are held with HMRC and include business risk review discussions. In the event of an error arising in any of our tax filings we will notify HMRC at the appropriate time and review our internal processes, systems and controls to mitigate any further exposure. We respond clearly and promptly to queries raised, providing detailed information in support of our response. We will always seek to come to an agreement with HMRC over differences of opinion regarding the interpretation of law. On new transactions with any significant level of tax risk, we will consult with HMRC in advance of undertaking the transaction to ensure cooperative compliance.

Reviewed/updated: November 2025

Approved for renewal by the Rock Bidco Ltd Board: 11 December 2025