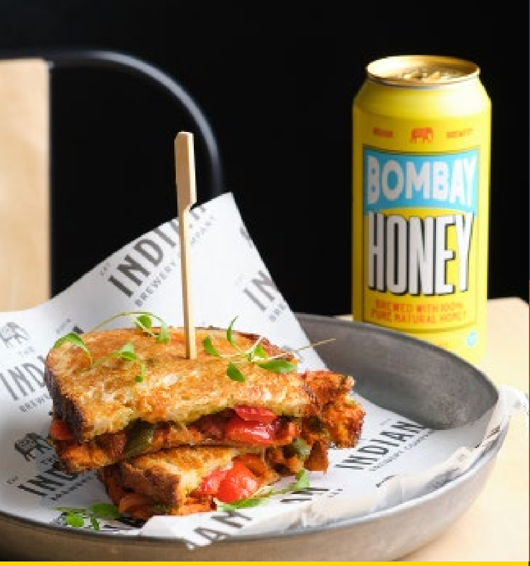
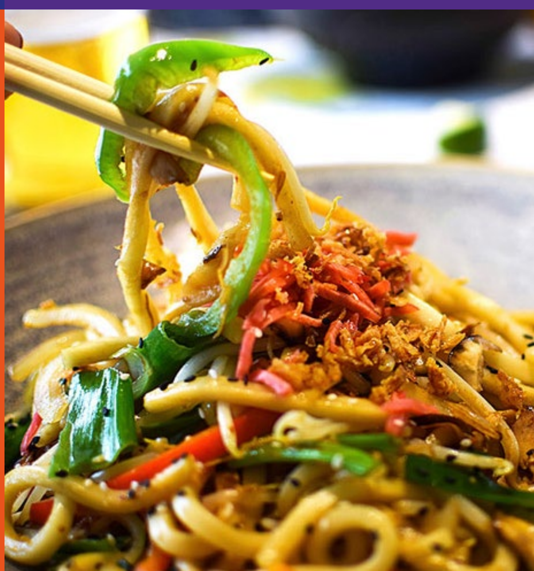


trgc YOUR JOURNEY OUR SERVICE

BARBURRITO
MÉXICAN EATERY

Annual Report and Accounts 2025



The Restaurant Group Ltd

Company number: SC030343

Contents

About us

TRG Concessions ("TRGC") has 35 years' experience providing exceptional hospitality to the travelling public across the UK and beyond. Our extensive brand portfolio includes multiple service styles, from table service to QSR to pubs and bars. We create bespoke concepts catering to our clients' needs and establish partnerships to franchise incredible third-party brands. Our record of innovation, partnership and performance will ensure we remain a market leader in this industry.

In 2005 the UK's first burrito bar landed with Barburrito opening in Manchester Piccadilly gardens, taking more than inspiration from Mexico's spirited culture, fresh ingredients, and irresistibly flavoursome food. We're well-established pioneers of the burrito game but we'll never stop perfecting the hand made to order burrito and developing our range of protein packed, superfood filled naked bowls. Each of our stores are unique, offering delicious food and incredible service with customer loyalty that just can't be bought.

trgc | YOUR JOURNEY OUR SERVICE

BARBURRITO MÉXICAN EATERY

The Restaurant Group Limited: Annual Report and Financial Statements
for the 52 weeks ending 28 December 2025

Company number: SC030343

Business review

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 2025, the challenging economic backdrop that characterised 2024 persisted and in some respects intensified. The increases to the National Minimum Wage and higher Employer National Insurance Contributions, which both came into effect in April 2025, created further significant upward pressure on our labour costs – a challenge acutely felt across the hospitality sector, where wages represent a disproportionately high share of the overall cost base.

While further interest rate reductions provided some welcome relief to consumer sentiment, discretionary spending remained highly selective.

Airport passenger volumes in the airports that TRG Concessions traded in saw +2.5% growth vs 2024, with passenger volumes on a blended basis being above 2019 levels.

Business review

Concessions

Our Concessions business delivered like-for-like sales growth of 2.9% during the year, with some impact seen from increased food and beverage competition opening across multiple airports where we trade. Like-for-like ('LFL') sales are calculated based on the sites that were open and trading for the full period in both periods.

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.

Our Concessions business delivered a strong, resilient performance through 2025, underpinned by disciplined cost control, improving guest metrics, and continued momentum in passenger penetration. The business continued to navigate inflationary cost headwinds supported by sustained savings across labour, cost of goods, utilities, and overheads.

Performance across the estate reflected both the benefits of our diversification, and the usual terminal, and airline mix dynamics. Heathrow remained robust overall, with T5 benefiting from stronger passenger volumes, and we continued to progress improvements in T3. Manchester was a standout contributor, with Terminal 2 significantly ahead of forecast, supported by penetration growth and competitor opening delays, and we managed the orderly exit of Manchester T1 trading on 19 November as the terminal closed.

The continued evolution of the brand portfolio remained a key focus in 2025, ensuring we stay the partner of choice for airport operators. We expanded, refreshed, and strengthened our presence through:

- Opening new restaurants, Sanfords Luton, Primo Volo Glasgow, Sanfords Glasgow, Fletton Luton, Giraffe T3 Heathrow, Wafflemeister T4 Heathrow, Aura Bar T3 Heathrow and Wild Olive T4 Heathrow
- Successfully taking over the operations of four wagamama restaurants at Gatwick and Heathrow, deepening our partnership with the wider TRG Wagamama business across UK travel hubs
- Closing East Midlands, Hilton 1751, Bournemouth, Shake Shack, and three locations in Manchester T1, following the terminal closure, simplifying the estate, and ensuring focus remains on the highest value opportunities

On 26 July 2026, following the reporting date and prior to the approval of these financial statements, the Group completed the disposal of TRG Concessions Limited to Areas. The transaction resulted in the sale of the Group's investment in TRG Concessions Limited. Completion occurred after satisfaction of customary closing conditions.

Business review continued

Growth opportunities

Our team remains firmly focused on renewing contracts, refurbishing existing premises, and securing new space, whilst maintaining disciplined, returns led capital deployment. We continue to progress a strong pipeline of live and future opportunities, including multiple active tenders, alongside further openings in development, positioning us well to grow share in an increasingly competitive market.

Barburrito

Our Barburrito business delivered like-for-like sales growth of 1.3%. The growth was particularly strong in the delivery side of the business with like-for-like growth of 19.4%, indicating the brand's ability to adapt to the quickly changing landscape of the QSR industry.

Our Barburrito business delivered a notably improved profit outcome through 2025, reflecting a sustained focus on margin conversion and controllable costs.

Guest metrics remained a clear strength, with satisfaction at 4.68 against a 4.50 target, and sentiment NPS at 79 against a benchmark of 60.

Corporate structure

The Concessions & Barburrito division is part of The Restaurant Group ("TRG" or "TRG corporate group"), which previously reported on a consolidated basis for all its business divisions through its former main holding company, The Restaurant Group Ltd. Following a restructuring in early 2025, The Restaurant Group Ltd entity no longer owns the Brunning & Price and Wagamama divisions, and each of TRG's constituent divisions, including Concessions & Barburrito, now reports in the UK as a separate business in its own right (although they remain under the common ownership of Rock Bidco Ltd, a Jersey company).

Any references to "Group" in this Annual Report refer to the Concessions & Barburrito division, and those entities still owned by The Restaurant Group Ltd. References to "TRG" or "TRG corporate group" mean the wider TRG business, including its Brunning & Price and Wagamama divisions and other holding companies. Included within this consolidation, as well as the operating entities for the Concessions & Barburrito, is TRG (Holdings) Ltd, which continues to act as a central provider of certain head office services and as a contracting entity for services used across the wider TRG corporate group.

Financial review

Key performance metrics

The key performance metric of the Group is Adjusted EBITDA. In 2025, Group Adjusted EBITDA was £62.0m (2024: £12.8m), Refer to Note 25 for the Adjusted EBITDA reconciliation. The statutory results have been prepared on a continuing operations basis and the key statutory financial measures are summarised below.

Statutory results

The key statutory financial measures are summarised below and are prepared on a continuing operations basis:

	Statutory results (IFRS 16) Continuing Operations	
	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m
Revenue	221.0	188.5
Operating profit / (loss) (pre-Exceptional)	8.7	(14.9)
Exceptional items	(30.0)	(5.0)
Operating loss	(21.3)	(19.9)
Loss before tax	(6.4)	(52.8)
Loss after tax	(15.4)	(39.7)

The group also recorded a profit after tax of £26.8m from discontinued operations for the results of the Wagamama and Pubs businesses which are no longer consolidated into the Group following the restructuring on 30 January 2025.

Revenue

Revenue from continuing operations for the year was £221.0m (2024: £188.5m), which represented an increase of 17.2% on the prior year, with the majority of growth recognised in the Concessions business (2025: £205.7m, 2024: £173.4m). Revenue in the Barburrito business was consistent year on year.

Operating loss (pre-Exceptional)

The pre-Exceptional operating profit / (loss) has increased from a loss of £14.9m to a profit of £8.7m. This has been driven by an increase in gross margin, reflecting stronger sales performance and continued operational efficiencies, which more than offset inflationary pressures, including increases in the National Living Wage and National Insurance Contributions.

Administrative expenses have decreased as a result of head office costs being recharged to entities under common control following the January 2025 group restructure. Refer to Note 8 for further information on the restructure.

Exceptional items

Exceptional items for the year include £18.0m (2024: £0.0m) of insurance proceeds offset by £21.9 (2024: £5.0m) of net impairment charges, £24.7m of amounts no longer receivable and £1.4m (2024: £0.0m) of group restructuring costs.

The Group received £18.0m (2024: £0.0m) on the settlement of a Covid-19 business interruption insurance claim. The claim was made by The Restaurant Group Ltd on behalf of the full Group which existed at the time and prior to the restructuring which took place in January 2025.

Impairment charges have arisen for particular sites and head office assets 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. An impairment charge has been booked to the PPE and ROUA for these sites.

The Group has recorded a £24.7m expense in respect of prior periods of intercompany receivables that are no longer recoverable within exceptional items. This primarily reflects adjustments arising from the finalisation of historical group relief positions relating to entities that formed part of the Group prior to the disposal of the leisure division in 2023.

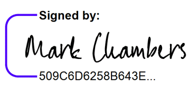
Further details are set out in Note 6 to the financial statements.

Cash flow

Refer to the statement of cash flows on page 17 and Note 19 to the consolidated financial statements for further details of cash flow movements during the year.

Tax

The Group recorded a taxation charge of £9.0m on a pre-tax loss of £6.4m arising in respect of its continuing operations (2024: £13.1m tax credit). This primarily reflects significant prior year adjustments arising from the resolution of historical group relief balances with entities that have been disposed of or dissolved. These adjustments have increased the current year tax charge and are not expected to recur at a similar level in future periods.



Mark Chambers
Director

27 July 2026

Corporate Governance report

Board of Directors

As of 27 July 2026, the Board of The Restaurant Group Ltd consists of three Directors, comprising two Executive Directors and one Non-Executive Director representing the Company's indirect parent shareholder, Rock Bidco Ltd, a vehicle indirectly owned by the Apollo Funds and managed by affiliates of Apollo Global Management, Inc. The current members of the Company's Board are:

Mark Chambers

Mark, who has sat on the Company's Board since 15 September 2023, has extensive experience in finance and the hospitality sector, including as CEO of The Restaurant Group's Leisure division prior to his appointment as TRG 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.

Alex van Hoek

Alex, Lead Partner for European Private Equity at Apollo, was appointed a Director on 21 December 2023. Alex joined Apollo in New York in 2010. Since 2021, he has been based in London, and oversees the firm's activities 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

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 Group CEO at The Restaurant Group since 2019 and has sat on the Company's Board since 1 August 2019. Andy is also Non-Executive Chair of Sharps Bedrooms and a Trustee of the charity Only A Pavement Away.

Governance structure and the role of the Board

Apollo acquired the Concessions & Barburrito business in December 2023 as part of its acquisition of The Restaurant Group plc, along with TRG's Wagamama Division and Brunning & Price Pubs Division. Following a refinancing and restructuring in early 2025, a Jersey entity, Rock Bidco Ltd, now acts as the main holding company and strategic decision-making entity for the wider TRG corporate group, with The Restaurant Group Ltd (as renamed post delisting) retaining direct ownership of only the Concessions & Barburrito Division, and acting as the main holding company for that business. The TRG Ltd Board has responsibility for the Division and its day-to-day management, with the support of the Concessions & Barburrito senior leadership team. TRG (Holdings) Ltd, a wholly owned subsidiary, acts as a central services provider for certain functions shared across all TRG divisions.

The Company's Board oversees the operating model that aims to deliver the Division's business and strategic priorities within the TRG corporate group. The Board is also responsible for providing values-based leadership to the Company and for effective corporate governance, setting the Company's ethical standards and ensuring the business meets its obligations to all stakeholders. The Board has a formal Schedule of Matters Reserved solely for its consideration, which was last reviewed and approved by the Board in September 2025.

Board meetings

The Board met 11 times during the year, for a mix of scheduled and ad-hoc meetings. For scheduled meetings, comprehensive papers are provided to the Directors ahead of the meeting through a secure online portal.

Independent advice

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

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

Concessions & Barburrito is included in the TRG corporate group insurance programme, which provides 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 receives twice-yearly ESG updates on sustainability matters.

Risk management

The Board has ultimate responsibility for ensuring that risks to the business are effectively identified and appropriately mitigated. For a description of the risk management process and identified key risks affecting the business, see pages 7 to 8.

Remuneration

Decisions on Executive Director remuneration are made at TRG corporate level. No Director is involved in any decisions regarding their own remuneration.

Board and senior management diversity

The Company adheres to the TRG Equality, Diversity and Inclusion policy. It does not have explicit targets for gender representation on the Board or at senior management levels but affirms its commitment to equality of treatment regardless of age, disability, gender (or gender reassignment), sexual orientation, marital or civil partner status, pregnancy or maternity, colour, ethnic or national origin, religion or belief.

Stakeholders and Board decision-making

The Board is 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.

Senior leadership team

The Concessions & Barburrito senior leadership team manages the day-to-day operation of the business, under the oversight of the Company's Board. The SLT meets on a monthly basis. Senior executives also provide monthly trading updates and business reviews to the Group CEO and Group CFO, which are also circulated to the full Rock Bidco Ltd board.

Compliance

The Company followed the Wates Corporate Governance Principles for Large Private, with the relevant disclosures signposted in the table below.

Corporate Governance report continued

Principle	Compliance
1. Purpose and Leadership	The Board provides oversight and leadership to the group, as set out in the Section 172 statement on page 6 and this Corporate Governance statement on page 4.
2. Board Composition	The Board comprises the two executive Directors and one Apollo representative. Their relevant skills and experience are set out in this Corporate Governance statement on page 4.
3. Director Responsibilities	The processes through which the Directors exercise their responsibilities is set out in this Corporate Governance statement on page 4.
4. Opportunity and Risk	The Board takes a long-term view of the risks and opportunities facing the business – for further details, please see this Corporate Governance statement and the Risk report on pages 7 to 8.
5. Remuneration	An outline of how remuneration decisions are taken is included in this Corporate Governance statement on page 4.
6. Stakeholder Relationships and Engagement	Details of how the Board engages with stakeholders are set out in the Section 172 statement on page 6.

By order of the Board

Signed by:
Mark Chambers
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Mark Chambers
Director

27 July 2026

Section 172 statement

Background

This statement provides details of how the Directors considered the interests of key stakeholders and the broader matters set out in section 172(1)(a) to (f) of the Companies Act.

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 has responsibility for setting the objectives and strategy of the Concessions & Barburrito business, 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 formally reviews and considers the business's forward strategy.
(b) the interests of the Company's employees	Employee matters are considered as part of the strategic review noted above, while employee data is included in the monthly business reviews circulated to the Board. The results of the employee survey are presented to the Board annually, while Health and Safety statistics are a discrete 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 are included in the monthly business reviews circulated to the Board and are also considered by the Board as part of the annual strategy review. The TRG CFO and the Group Procurement Director meet directly with key suppliers on a regular basis.
(d) the impact of the Company's operations on the community and the environment	The Board receives updates twice a year on the Company's ESG programme, and the Concessions & Barburrito CEO also sits on the ESG Steering Committee. The Committee is responsible for the delivery of the sustainability agenda, and met once a quarter in 2025 to provide direction and review progress.
(e) the desirability of the Company maintaining a reputation for high standards of business conduct	Concessions & Barburrito and the wider TRG corporate group have clear policies and processes covering Anti-Bribery and Corruption, Whistleblowing and other ethical issues, which are reviewed and approved by both boards and published on the corporate TRG website.
(f) the need to act fairly as between members of the Company	The Restaurant Group Ltd has a single shareholder. The Company does not have different types of shares with different voting or capital rights.

Principal risks and uncertainties

Risk management process

Ultimate responsibility for risk management within the Concessions & Barburrito business sits with the Company's Board, under its Terms of Reference and Matters Reserved. In 2025, a new online risk management platform managed by the Risk & Compliance and Legal & Governance teams was introduced into which Concessions & Barburrito executives and senior managers (as well as those responsible for cross-TRG functions) input and assess known and potential risks, together with related controls / mitigations and forward actions. Owners and contributors to each risk are required to review and rate these risks and test controls on a quarterly basis, with the results being reported to the Company's Board (and the Rock Bidco Ltd board) each quarter.

Risk framework

Risks are categorised according to a formal framework set at TRG level, with owners assigned to the individual risks specific to the business that sit within each main category.

Strategic	Risks that arise from an organisation's business strategy and objectives. For example, entering a new market or launching a new product may have strategic risks associated with it.
Financial	Risks that arise from an organisation's financial operations and management. Examples include credit risk, market risk and liquidity risk.
Operational	Risks that arise from an organisation's day-to-day activities and processes. Examples include technology failures, safety incidents, employee errors or supply chain disruptions.
Climate	Risks that arise in relation to the changing climate and legislative, consumer, investor and business responses to this. They are divided into two major categories: (1) risks related to the transition to a lower-carbon economy and (2) risks related to the physical impacts of climate change.
Legal / Compliance	Risks that arise from an organisation's failure to comply with laws, regulations or industry standards. Examples include contract disputes, intellectual property disputes, employment law violations, data privacy violations or noncompliance with environmental regulations.
Reputational	Risks that arise from damage to an organisation's reputation, image or brand. Examples include product recalls, lawsuits or negative media coverage.

Key risks and mitigations

The key risks currently rated as most significant to the Concessions & Barburrito business are set out below:

Risks	Mitigating factors
Economic climate and consumer sentiment • Suppressed levels of consumer spending due to ongoing or renewed cost-of-living pressures, including from the impact of conflict in the Middle East • Reduction in passenger numbers impacting airport sites • Prices may be higher than customers are willing to pay • Brands fail to attract new customers, or new competition takes significant market share	• 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 • Monthly divisional business reviews • Maintaining varied portfolio of QSR, casual dining, coffee, bakery and other brands, both franchise and proprietary
Supply chain pricing / cost inputs • Failure to secure competitive pricing throughout the supply chain, leaving the business vulnerable to cost inflation • Additional costs to business from increases to national insurance rates, minimum wage, and business rates and other taxes • Higher sourcing costs / supply issues for ingredients caused by increased climate-related extreme weather events impacting harvests • Increases in energy costs and other input factors caused by international conflicts	• Monitoring food price inflation with central buying team and adjusting menus where appropriate • Pushing through appropriate price increases to offset cost inflation • More detailed monitoring of key cost lines through budget process • Dual sourcing of essential products
Supplier assurance • Potential hazards and failures from non-TRG suppliers not meeting required food safety, legal or quality standards	• Regular supplier visits by Technical and Buying teams to check operations and procedures • All key suppliers are visited at least once every 12 months, with greater frequency for those identified as a risk

Principal risks and uncertainties continued

Risks	Mitigating factors
Cyber and data security • Cybersecurity failure or incident leading to data loss, disruption of services and trading or reputational damage • Leak of customer or other personal data, resulting in substantial regulatory penalties and reputational damage • AI models inadvertently exposing sensitive guest or other data	• Multi factor authentication or secure single sign-on enabled where available • Cybersecurity awareness onboarding for staff • Regular phishing simulations • Penetration testing undertaken for external infrastructure and network • Annual assessment of any areas of non-compliance with Cyberessentials standards • Regular review of privacy and data policies • Group privacy committee reviews relevant processes and procedures and recommends actions • Introduction of AI policy to regulate use of AI tools within the business
Major allergen or other safety incident • Illness or loss of life from an allergic reaction to food • Other safety incident causing injury or loss of life	• Robust Food Safety and Supplier Assurance policies • Robust compliance training, including Level 3 manager safety training • Detailed technical specification database, and sampling regime based on risk • Any allergen or other major safety incidents are reported to the Board as part of compliance report • Allergen disclaimer and nutritional information on all brand websites / menus • Third-party hygiene and safety audits are carried out twice yearly

Signed by:
Mark Chambers
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Mark Chambers
Director

27 July 2026

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, including certain disclosures normally included in the Directors' report which have instead been integrated into the Strategic report (from page 1).

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.

Directors

The Directors of the Company during the period and up to the date of approval of these financial statements were as follows:

- Mark Russell Chambers (appointed 15 September 2023)
- Andrew Hedley Hornby (appointed 1 August 2019)
- Alexander Thomas van Hoek (appointed 21 December 2023)

The following individuals acted as Directors for part of the reporting year:

- Maria Eugenia Gandoy Lopez (resigned 23 September 2025)
- Christopher Harwood (resigned 23 September 2025)

Indemnity Provisions

The Company maintains Directors' and Officers' liability insurance through the TRG corporate group insurance programme. Each Director of the Company also has a deed of indemnity in place. 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 2025 financial year and remain in force for the current and past Directors of the Company.

Corporate Governance

As the main UK holding company for the Concessions & Barburrito business within The Restaurant Group, the Company adheres to the Wates Principles for Large Private Companies. Please see the Corporate Governance statement on pages 4 to 5 for further details.

Dividend

The Company paid £124,991,787 by way of an interim dividend to its immediate parent in FY2025. The Directors have not recommended a final dividend payment for the 2025 financial year (FY2024: nil).

Acquisition of own shares

The Company did not acquire any of its own shares in the 2025 financial year (FY2024: nil).

Political Donations

The Company did not make any political donations during the year (FY2024: nil).

Financial risk exposure and policies

The Group's policy on the use of financial instruments is set out in Note 1 to the financial statements. The Group's approach to financial risk management is set out in Note 21. Please see also the business and operational risks as set out in the Risk section on pages 7 and 8.

Post-balance sheet events

On 26 July 2026, following the reporting date and prior to the approval of these financial statements, the Group completed the disposal of TRG Concessions Limited to Areas. The transaction resulted in the sale of the Group's investment in TRG Concessions Limited. Completion occurred after satisfaction of customary closing conditions.

As the disposal occurred after the reporting date, it has not been reflected in the carrying values recognised in these Group financial statements. The transaction is therefore treated as a non-adjusting event after the reporting date. The Group expects to provide certain transitional services to the purchaser for a limited period following completion under a transitional services arrangement.

The directors have considered the impact of the disposal and do not believe that it affects the Group's ability to continue as a going concern for the period of at least twelve months from the date of approval of these financial statements.

Likely future developments

The planned future development of the business is set out in the Business review on pages 1 to 2.

R&D activities

The Group does not engage in material research and development activities.

Overseas branches

The Company does not operate any registered branches, nor currently conduct any business operations, outside the UK.

Employee participation and engagement

Relevant information is made available to colleagues through a variety of channels, including intranet services, a dedicated staff app, and regular email communication and updates. A colleague survey is undertaken every year with the results circulated and reviewed internally and reported to the Board. Employee metrics. Including those relating to training, health and safety matters and employee turnover are provided on a regular basis to the Board. See also the Section 172 Statement on page 6.

Employment of disabled persons

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

Engagement with suppliers and customers

Details of the Company's approach to customers and business partners are included in the Business review from page 1. The Company's Section 172 Statement on page 6 sets out how the Directors have taken into account the needs of suppliers, customers and other stakeholders in decision-making.

Energy use and emissions

As a large unquoted UK Company, The Restaurant Group Ltd is required under the Streamlined Energy and Carbon Reporting (SECR) regulations to report its annual energy use and associated greenhouse gas emissions relating to gas, electricity and transport fuel, as well as an intensity ratio and information relating to energy efficiency action.

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. The market-based method reflects emissions from energy that companies have purposefully chosen, for example by purchasing certificate-backed renewable energy.

Directors' report continued

As part of the refinancing and restructuring that completed in January 2025, The Restaurant Group Ltd transferred its interest in TRG's Wagamama and Pubs Divisions to other group holding companies, retaining direct ownership of only the TRG Concessions & Barburrito Division. As a result, while the comparative figures for FY2024 represent the energy use and emissions for the combined TRG corporate group, those for FY2025 cover only those for the remaining operations. The figures for Wagamama and Pubs are published in the Annual Reports for Wagamama (Holdings) Ltd and Brunning and Price Ltd respectively.

Energy use

		2024 Consumption (consolidation of wider group)	2025 Consumption
Natural Gas and other Fuels (Scope 1)	kWh	75,206,448	1,895,247
Grid-supplied Electricity (Scope 2)	kWh	75,416,190	10,852,360
Transportation (Scope 3)	kWh	2,046,323	316,876
Total Energy Consumption	kWh	152,668,961	13,064,483

Mandatory emissions reporting

			Location-based		Market-based	
Scope	Emission Sources	Unit	2024	2025	2024	2025
Scope 1 (Combustion / facility operation)	Natural Gas, Other Fuels and Refrigerants	tCO_2e	14,671	348	14,671	348
Scope 2 (Purchased electricity)	Grid-supplied Electricity	tCO_2e	15,615	1,921	692	143
Scope 1 and 2 total		tCO_2e	30,286	2,269	15,363	491
Scope 1 and 2 intensity metric		tCO_2e/£1m turnover	35	10	18	2
Scope 3 mandatory emissions reporting Transportation emissions from business travel in rental car or employee-owned vehicles where company is responsible for purchasing the fuel		tCO_2e	489	71	489	71

Greenhouse gas reporting methodology

- The emissions data above has been calculated 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.
- 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.
- Estimations have been undertaken to cover missing data
- Energy recharged by landlords for sites where we do not hold the energy supply contract has been classed as non-renewable where we do not have confirmation of green supply.
- Our energy efficiency actions during 2025 included:
  - Replacement of a number of existing non-LED light fittings in Barburrito sites, and replacement of any residual non-LED lighting identified during regular maintenance and refurb activity.
  - Proactively maintained equipment to ensure it was operating efficiently and checked set points to reduce energy consumption.
  - Launched a new sustainability learning module, which includes content on energy saving behaviours. This is compulsory for all new joiners to complete.

Disclosures 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
Director

27 July 2026

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
Director

27 July 2026

Independent Auditor's report

Opinion

We have audited the financial statements of The Restaurant Group Limited ('the parent company') and its subsidiaries (the 'group') for the period ended 28 December 2025 which comprise the Consolidated Income Statement, the Consolidated Balance Sheet, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash flows, the parent company Balance Sheet, the parent company Statement of Changes in Equity and the related notes 1 to 25 for the group and notes 1 to 7 for the parent company, including a summary of 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 28 December 2025 and of the group's profit 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 31 July 2027.

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 set out on pages 1 to 11, 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.

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.

Independent Auditor's report continued

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 11, 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.

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 UK Companies Act 2006, Health & Safety and food hygiene laws, Minimum Wage regulations and the UK Tax legislation.
- We understood how The Restaurant Group Limited is complying with those frameworks by making enquires of management and those responsible for legal and compliance procedures. We corroborated our enquires through our review of board minutes and papers provided to the Board of Directors.
- We assessed the susceptibility of 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.
- 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 with management, and performing journal entry testing.

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:
J M Carlyle
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Julie Carlyle
Senior statutory auditor
for and on behalf of Ernst & Young LLP, Statutory Auditor

London

27 July 2026

Consolidated income statement

	Note	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Continuing operations			
Revenue		221.0	188.5
Cost of sales		(202.8)	(184.7)
Exceptional cost of sales	4	(21.9)	(5.0)
Gross loss		(3.7)	(1.2)
Other income	5	12.6	–
Administrative expenses before exceptional items		(22.1)	(18.7)
Exceptional items	4	(8.1)	–
Operating loss	2	(21.3)	(19.9)
Finance costs	6	(8.6)	(33.0)
Finance income	6	23.5	0.1
Loss before taxation		(6.4)	(52.8)
Tax on (loss)/ profit	7	(9.0)	13.1
Loss from continuing operations		(15.4)	(39.7)
Discontinued operations			
Profit after tax from discontinued operations	8	26.8	2.0
Profit / (loss) for the year		11.4	(37.7)
Other comprehensive income		–	–
Total comprehensive profit / (loss)		11.4	(37.7)

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

Consolidated balance sheet

	Note	28 Dec 2025 £m	29 Dec 2024 £m
Non-current assets			
Intangible assets and goodwill	9	0.3	596.6
Property, plant and equipment	10	26.3	260.6
Right of use assets	11	96.6	232.6
Trade and other receivables	13	0.4	5.2
Loan due from parent company	13	244.2	–
Deferred tax assets	17	6.4	–
		374.2	1,095.0
Current assets			
Inventories		1.1	7.3
Trade and other receivables	13	4.4	15.7
Cash and cash equivalents		34.2	16.9
Corporation tax asset		3.4	2.4
		43.1	42.3
Total assets		417.3	1,137.3
Current liabilities			
Bank overdrafts		–	(12.0)
Borrowings	20	–	(234.4)
Trade and other payables	14	(56.7)	(143.9)
Provisions	15	(4.6)	(14.3)
Lease liabilities	16	(31.9)	(58.9)
		(93.2)	(463.5)
Net current liabilities		(50.1)	(421.2)
Non-current liabilities			
Deferred tax liabilities	17	–	(57.8)
Provisions	15	(6.4)	(2.9)
Lease liabilities	16	(92.1)	(285.8)
		(98.5)	(346.5)
Total liabilities		(191.7)	(810.0)
Net assets		225.6	327.3
Equity			
Share capital	18	221.0	221.0
Share premium		4.0	4.0
Other reserves		–	3.1
Retained earnings		0.6	99.2
Total equity		225.6	327.3

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 27 July 2026 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 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
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
Profit for the period	–	–	–	11.4	11.4
Distribution to parent	–	–	(1.2)	(110.0)	(111.2)
Share based payment scheme	–	–	(1.9)	–	(1.9)
Balance as at 28 December 2025	221.0	4.0	–	0.6	225.6

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

Consolidated statement of cash flows

	Note	28 Dec 2025 £m	29 Dec 2024 £m
Operating activities			
Cash generated from operations	19	82.2	136.6
Interest paid		(7.7)	(45.6)
Corporation tax paid		(0.6)	(3.1)
Net cash flows from operating activities		73.9	87.9
Investing activities			
Purchase of property, plant and equipment		(25.3)	(42.3)
Purchase of intangible assets	9	(0.4)	(5.9)
Purchase of investment		–	(0.6)
Net cash flow from disposal of subsidiary	8	5.9	–
Net cash flows used in investing activities		(19.8)	(48.8)
Financing activities			
Net proceeds from issue of ordinary share capital	18	–	5.2
Repayment of obligations under leases	16	(24.8)	(45.3)
Net cash flows used in financing activities		(24.8)	(40.1)
Net increase / (decrease) in cash and cash equivalents		29.3	(1.0)
Cash and cash equivalents at the beginning of the year		4.9	5.9
Cash and cash equivalents at the end of the year	20	34.2	4.9

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 28 December 2025 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 assessed the Group and Parent Company's ability to continue as a going concern for the period to 31 July 2027 which is at least 12 months from the date of approval of these financial statements.

The assessment reflects the disposal of the Concessions business on 26 July 2026. Following completion of the disposal, the Group's revolving credit facility and related debt arrangements have been terminated as the Concessions business was a guarantor under those facilities. As a result, the Group and Parent Company have no external borrowings and will no longer be subject to financial covenant testing.

Following the disposal of the Concessions business, the Group and Parent Company will principally comprise the Group Head Office and the Barburritos business. The Head Office function operates on a full cost recovery basis, with all material costs recharged to other companies within the TRG Corporate Group, principally Wagamama and Brunning & Price, together with a small mark-up.

The Directors' assessment is therefore focused on liquidity of the Group and Parent Company. Cash flow forecasts prepared for the going concern period demonstrate that the Group and Parent Company maintain positive liquidity throughout the period, supported by retained cash balances and established recharge arrangements within the TRG Corporate Group. The timing of costs incurred recharge receipts is contractually agreed between TRG, Wagamama and Brunning & Price, and forms part of a long-established process which can be evidenced through historical operation. The head office costs are recharged with a small mark-up which provides the Group and Parent Company with security over the future liquidity and protects the Group and Parent Company against potential cost increases.

The Directors have considered potential downside scenarios and concluded that the risk of the Group and Parent Company exhausting their available liquidity is remote as the revenue earned from the Barburrito business would need to decrease by 19% from the 2025 actuals. Accordingly, the Directors do not consider there to be a realistic scenario that would result in the Group and Parent Company being unable to meet their obligations as they fall due during the assessment period.

Based on the assessment performed, the Directors have a reasonable expectation that the Group and Parent Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing these financial statements.

(c) Basis of preparation

The consolidated financial statements include 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 28 December 2025 was a 52-week period, with the comparative period to 29 December 2024 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.

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, which 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 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(t) below.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

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. The Directors do not consider that there is a material impact on the financial statements from climate change in the current period.

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:

- Classification and Measurement of Financial Instruments (Amendments to IFRS 7 and IFRS 9) (effective date 1 January 2026)
- Presentation and disclosure in financial statements (IFRS 18) (effective date 1 January 2027 – not yet endorsed in the UK)
- Annual improvements to IFRS Accounting Standards – Volume 11 (effective date 1 January 2026)
- Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7 (effective 1 January 2026)

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 which is 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.

- Lack of exchangeability (Amendments to IAS21) (effective due date 1 January 2025)

(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) 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(k) below). 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.

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:

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.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

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.

(f) 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.

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).

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

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 12 for the sensitivity analysis on the discount rate.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

(g) 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 expected credit loss.

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.

The Group assesses for impairment using the expected credit losses model as required by IFRS 9. For receivables from parent 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.

(h) 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.

(i) 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.

(j) 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.

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.

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 and there is evidence that the recoverable amount exceeds the carrying amount. 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.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

(k) 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 and the liability can be measured reliably. 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.

(l) 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.

(m) 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.

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.

(m) Deferred and current tax (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 future 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 future 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.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

(n) 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.

(o) Revenue

Revenue represents sales from restaurants 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.

(p) Other income

Other income primarily relates to management fees charged to entities under common control for the provision of administrative services, together with other non-recurring income.

Revenue from management services is recognised in accordance with IFRS 15, Revenue from Contracts with Customers. The Group recognises revenue when control of the promised services is transferred to the customer and the related performance obligations are satisfied. Management service arrangements generally comprise a series of distinct services that are substantially the same and are transferred continuously over the contractual period. Accordingly, revenue is recognised over time as the services are rendered, reflecting the pattern in which the benefits of the services are consumed by the recipient entities.

The transaction price is based on contractual fee arrangements and is invoiced on a cost recovery basis with an agreed mark-up. Revenue is recognised in the amount to which the Group expects to be entitled in exchange for the services provided.

The Group has concluded that it acts as a principal in relation to the provision of head office management and administrative services, as it controls the specified services before they are transferred to the recipient entities. The Group is primarily responsible for fulfilling the services, has discretion in determining how the services are provided and bears responsibility for the overall management and delivery of the services. Accordingly, revenue from these arrangements is recognised on a gross basis within other income, with the associated costs recognised within administrative expenses as incurred.

Other non-recurring income is recognised when the Group obtains the right to consideration and the relevant performance obligations, where applicable, have been satisfied.

(q) 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.

(r) 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.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

(s) 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.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss. The Group has chosen to eliminate all intra-group balances between the continuing and discontinued operations without any adjustments.

Cash flows from discontinued operations are included in the consolidated statement of cash flows and are disclosed separately in Note 8 (i).

Additional disclosures are provided in Note 8. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

(t) 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:

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 12, 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 and the calculation of the future cash flows. These have been disclosed with sensitivities in Note 12.

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.

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, judgmental 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.

Notes to the consolidated financial statements continued

1 Material accounting policy information continued

(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 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.

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.

2 Operating profit / (loss)

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

	2025 £m	2024 £m Re-presented
Amortisation (Note 9)	2.4	2.0
Depreciation on right of use asset (Note 11)	31.5	22.6
Depreciation on property, plant and equipment ("PPE") (Note 10)	19.4	3.1
Loss on disposals of PPE	1.8	1.1
Net impairment of PPE and software (Note 9 and 10)	10.3	3.0
Impairment of right of use assets (Note 11)	11.6	2.5
Auditors remuneration	0.3	0.3

	2025 £m	2024 £m
Fees payable to the Company's Auditor for the audit of the Group's and parents annual accounts	0.3	0.3
Total audit fees	0.3	0.3

Non-audit fees of £6,500 (2024: £6,500) were incurred in relation to other assurance services during the period.

Notes to the consolidated financial statements continued

3 Staff costs

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

	2025	2024 Re-presented
Restaurant staff	2,313	2,150
Administration staff	204	175
	2,517	2,325

(b) Staff costs (including Directors) comprise:

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Wages and salaries	64.0	58.5
Social security costs	6.6	4.5
Pension costs and salary supplements	1.1	1.0
Total staff costs	71.7	64.0

Staff costs for FY2025 and FY2024 are representative of the continuing operations of the Group.

(c) Directors' emoluments

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Salaries	2.8	2.4
Pension contributions	0.0	0.0
Benefits in kind	0.0	0.0
Total Director emoluments	2.8	2.4

The number of Directors to whom pension benefits are accruing at the period end is two (2024: 2).

The highest paid Director's emoluments were as follows:

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Total amount of emoluments	1.5	2.4

(d) Discontinued operations

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m
Staff costs from discontinued operations	18.3	185.4
Total	18.3	185.4

Notes to the consolidated financial statements continued

4 Exceptional items

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Included within cost of sales:		
– Impairment charges – property, plant and equipment	(8.7)	(4.0)
– Impairment reversal – property, plant and equipment	2.1	1.7
– Impairment charges – software & IT development	(3.7)	–
– Impairment charges – right of use assets	(11.6)	(10.0)
– Impairment reversals – right of use assets	–	7.3
	(21.9)	(5.0)
Included within administration costs:		
– Exceptional income in relation to insurance proceeds	18.0	–
– Restructuring costs	(1.4)	–
– Related party amounts no longer recoverable	(24.7)	–
	(8.1)	–
Exceptional items for the year from continuing operations	(30.0)	(5.0)
Exceptional items for the year from discontinued operations	(0.3)	43.8

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"), software & IT development 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 12 for further details on the impairment review.

Restructuring Costs

The Group has incurred costs in relation to the disposal of the Wagamama and Pubs businesses during the year. These costs have been recognised as exceptional administrative expenses. In addition, £0.3m of exceptional costs from discontinued operations were recognised relating to disposal and associated restructuring activities.

Income in relation to insurance proceeds

The Group received £18.0m (2024: £0.0m) on the settlement of a Covid-19 business interruption insurance claim. The claim was made by The Restaurant Group Ltd on behalf of the full Group which existed at the time and prior to the restructuring which took place in January 2025.

Related party amounts no longer recoverable

The Group has recorded a £24.7m expense in respect of prior periods of intercompany receivables that are no longer recoverable within exceptional items. This primarily reflects adjustments arising from the finalisation of historical group relief positions relating to entities that formed part of the Group prior to the disposal of the leisure division in 2023.

Following completion of the detailed review and settlement of historic group relief claims, it was determined that certain group relief receivable balances previously recognised by the Group were no longer recoverable. These balances related to group relief allocations with entities that have subsequently been disposed of or dissolved. As a result, the remaining receivable balances have been written off in the current year and recognised as an exceptional item.

At the time the original group relief balances were recognised, the allocations between entities were based on management's best estimates using the information available at that date, as the underlying individual company tax returns and associated group relief allocations had not yet been fully finalised. Following the disposal of the leisure division, the Group commenced a comprehensive review of these historical positions. This process, which began in late 2023, was completed during the current year upon submission and agreement of all relevant corporation tax returns and consequential group relief allocations.

The resulting adjustments reflect the resolution of these historic matters and the write-off of residual receivable balances for which future economic benefit is no longer expected to be realised.

Notes to the consolidated financial statements continued

5 Other Income

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m
Income in relation to provision of management services	12.6	–
Other income	12.6	–

Other income relates to the provision of management services to entities under common control of £12.6m (2024: £0.0m).

6 Finance costs and income

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Interest payable to parent company	(2.5)	(26.1)
Unwinding of discount on lease liabilities	(5.3)	(5.3)
Other interest payable	(0.8)	(1.6)
Total finance costs	(8.6)	(33.0)
Interest receivable from parent company	23.4	–
Other interest receivable	0.1	0.1
Total finance income	23.5	0.1
Net finance costs from continuing operations	14.9	(32.9)
Net finance costs relating to discontinued operations	(1.0)	(12.7)
Total net finance costs	13.9	(45.6)

7 Income tax expense / (credit)

(a) Analysis of charge in the period

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Current tax:		
Current tax on profit for year	6.2	1.1
Adjustments in respect of prior years	(26.2)	–
Total current tax	(20.0)	1.1
Deferred tax:		
Origination and reversal of temporary differences	10.9	7.8
Adjustments in respect of prior year	3.2	(3.4)
Total deferred tax	14.1	4.4
Total tax charge for the year	(5.9)	5.5
Comprising:		
Continuing operations – underlying	9.0	5.5
Discontinued operations	(14.9)	–
Total tax charge for the year	(5.9)	5.5

Notes to the consolidated financial statements continued

7 Income tax expense / (credit) continued

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% (2024: 25%).

The differences are explained below:

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m Re-presented
Profit / (loss) on ordinary activities before taxation from continuing operations	(6.4)	(70.0)
Profit / (loss) on ordinary activities before taxation from discontinued operations	12.1	36.1
Profit / (loss) on ordinary activities multiplied by rate of tax 25% (2024: 25%)	1.4	(8.1)
Effects of:		
Adjustment in respect of previous years	(22.9)	(3.4)
Expenses not deductible for tax purposes	7.6	5.1
Income not taxable	(2.3)	(0.1)
Depreciation / impairment on non-qualifying assets	2.3	3.7
Adjustments /movements in respect of unrecognised deferred tax assets	8.0	8.3
Total tax (credit) / charge for the year	(5.9)	5.5

Non-qualifying assets are assets which do not qualify for capital allowances or any other revenue deduction under tax legislation. Accordingly, the related expenditure is not tax deductible and gives rise to a permanent difference.

Group relief provided to or received from other entities within the wider TRG corporate group is generally paid for by the receiving entity, except for in certain circumstances.

The Group has recorded a current tax credit in respect of prior periods of £26.2m. This primarily reflects prior year adjustments arising from the resolution of historical group relief balances with entities that have been disposed of or dissolved. Following the disposal of the leisure division in 2023, the Group undertook a review and finalisation of historic group relief positions relating to periods in which those entities formed part of the same tax group. At the time the original group relief balances were recognised in 2023, for that period and earlier, the allocations between entities were based on management estimates, reflecting the information available at that point, as detailed entity-level tax returns and group relief allocations had not yet been fully finalised. The review process commenced in late 2023 and was completed in the current year following the submission of all relevant individual company tax returns and consequential group relief allocations.

The Group is within the scope of the Global Minimum Tax regime, commonly referred to as Pillar Two, based on model rules developed by the Organisation for Economic Co-operation and Development (OECD). The Group has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

Pillar Two legislation has been enacted in the UK for accounting periods beginning on or after 31 December 2023. Under this legislation, the Group is required to pay top-up tax in the UK on profits of its subsidiaries that are taxed at an effective tax rate below 15%, calculated on a jurisdictional basis. In addition, top-up taxes may arise in other jurisdictions in which the Group operates where qualifying domestic minimum top-up taxes have been enacted.

There is no top-up tax charge included within the current tax expense for the current period as no charge has arisen in the current year.

Notes to the consolidated financial statements continued

8 Discontinued operations

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 TRG corporate group, with each individual business division now headed by a separate holding company.

Brunning and Price Ltd, Blubeckers Ltd, Wagamama (Holdings) Ltd and their related subsidiaries are therefore classified as discontinued operations following the transfer of the shareholdings to the new holding companies.

The results of the discontinued operations are presented below:

Results of discontinued operations

	Note	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m
Revenue		50.4	679.6
Cost of sales		(31.5)	(570.5)
Exceptional cost of sales		–	(42.1)
Gross profit		18.9	67.0
Administration costs		(5.5)	(31.9)
Exceptional administration costs		(0.3)	(1.7)
Operating profit		13.1	33.4
Interest payable		(1.0)	(12.7)
Profit before tax from discontinued trading operations		12.1	20.7
Tax on profit from trading activities	6	14.7	(18.7)
Profit after tax from discontinued trading operations		26.8	2.0

(i) Cash flows from (used in) discontinued operations

	52 weeks ended 28 Dec 2025 £m	52 weeks ended 29 Dec 2024 £m
Net cash flows from operating activities	(16.2)	108.4
Net cash flows from investing activities	(1.1)	(51.0)
Net cash flows from financing activities	(2.2)	(21.7)
Net cash flows from the year	(19.5)	35.7

(ii) Calculation of loss on disposal

	Note	£m
Intangible assets	9	590.6
Property, plant and equipment	10	229.7
Right of use assets	11	157.2
Provisions	15	(1.0)
Deferred tax liability	17	(78.3)
Lease liabilities	16	(248.5)
Inventories		5.6
Cash and cash equivalents		(5.9)
Trade and other receivables		25.4
Trade and other payables		(45.4)
Book value of net assets sold		629.4
Disposal consideration		(519.8)
Transaction costs		0.4
Loss on disposal		110.0

Notes to the consolidated financial statements continued

9 Intangible assets

	Goodwill £m	Trademarks & licence £m	Franchise agreements £m	Software & IT development £m	Total £m
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
Charged during the year	–	–	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
Cost					
At 30 December 2024	352.0	236.0	21.9	22.2	632.1
Additions	–	–	–	0.4	0.4
Disposals	(352.0)	(236.0)	(21.9)	(9.5)	(619.4)
Transfer between categories				0.1	0.1
At 28 December 2025	–	–	–	13.2	13.2
Accumulated amortisation and impairment					
At 30 December 2024	16.7	–	9.1	9.7	35.5
Charge for the period	–	–	–	2.4	2.4
Disposals	(16.7)	–	(9.1)	(3.0)	(28.8)
Transfer between categories	–	–	–	0.1	0.1
Impairment	–	–	–	3.7	3.7
At 28 December 2025	–	–	–	12.9	12.9
Net book value					
At 29 December 2025	–	–	–	0.3	0.3

Notes to the consolidated financial statements continued

10 Property, plant and equipment

	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)
Transfer 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 29 December 2024	176.7	83.9	260.6

	Land and buildings £m	Fixtures, fittings & equipment £m	Total £m
Cost			
At 30 December 2024	326.7	159.7	486.4
Additions	10.6	12.6	23.2
Transfer between categories	–	(0.1)	(0.1)
Disposals	(10.5)	(8.9)	(19.4)
Discontinued operations	(276.1)	(110.5)	(386.6)
At 28 December 2025	50.7	52.8	103.5
Accumulated depreciation			
At 30 December 2024	150.0	75.8	225.8
Provided during the year	11.2	8.2	19.4
Transfer between categories	–	(0.1)	(0.1)
Impairment	5.0	1.6	6.6
Disposals	(9.7)	(7.9)	(17.6)
Discontinued operations	(113.8)	(43.1)	(156.9)
At 28 December 2025	42.7	34.5	77.2
Net book value			
At 28 December 2025	8.0	18.3	26.3

The Group has carried out impairment testing of property, plant and equipment as described in Note 12. During the prior 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.

Notes to the consolidated financial statements continued

11 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.

	2025 £m	2024 £m
Right of use assets at the beginning of year	232.6	213.6
Additions	47.8	28.6
Arising on business combination	–	15.6
Disposals	(159.2)	(1.1)
Reclassification to net investment in sublease	(0.5)	(0.4)
Depreciation	(31.5)	(41.9)
Remeasurements	19.0	39.0
Impairment charges	(11.6)	(20.8)
Right of use assets at reporting date	96.6	232.6

When indicators of impairment exist, right of use assets are assessed for impairment. As described in Note 12, all non-current assets were assessed at the end of the 2025 financial year. Included within disposals is £157.2m relating to discontinued operations.

12 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 events and circumstances giving rise to impairment triggers for the year relate to the ongoing cost-of-living crisis, as well as lease expiries falling due within the impairment review period. The indicators for the impairment reversals relate to sites where there is evidence of revenue growth that supports the reversal of impairments. Sites that were closed, disposed, or disrupted during a financial year are not considered for impairment reversal. The company has assumed used a growth rate of between 3.4% to 4.4% across 2026 to 2028. The same approach and assumptions are used for assets with indefinite and finite useful lives, noting that the cashflow 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 underlying cash flows used have been updated to reflect changes in market conditions that existed at year-end, where appropriate.

Revenue forecasts are prepared on a site-by-site basis using a bottom-up approach. The forecasts are informed by each site's historical trading performance and supported, where relevant by available external market information to corroborate key assumptions. Forecasts are developed through discussions with key management personnel and individual store managers, ensuring that local trading conditions and operational insights are appropriately reflected. In addition, management considers known and planned future events specific to each store that may impact cash flows over the short, medium and longer term.

The forecasts assume sales growth over the explicit forecast period and are restricted to the remaining lease term reflecting the period over which the Group expects to derive economic benefits from those assets. The resulting site-level forecasts are reviewed and challenged by senior management and are formally approved by the Board.

The discount rate applied in the impairment assessment represents management's estimate of the pre-tax rate of return that a market participant would require for an investment generating cash flows equivalent to those of the relevant CGUs. The rate is based on the Group's weighted average cost of capital and reflects current market assessments of the time value of money and the risks specific to the assets for which the future cash flow estimates have not been adjusted.

The recoverable amount is highly sensitive to changes in the discount rate applied. As a result modest movements in the discount rate could have a significant impact on the value in use calculation and consequently, on the outcome of the impairment assessment. The discount rate is therefore considered to be a significant assumption. For 2025, we have applied a post-tax discount rate on the post-tax cash flows of 8.5% (the equivalent pre-tax rate is 11.31%). The underlying cash flows used have been updated to reflect changes in market conditions that existed at year-end, where appropriate.

Notes to the consolidated financial statements continued

12 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 £21.9m (2024: £5.0m) has been recognised, of which £6.6m (2024: £2.3m) was recorded against property, plant and equipment ("PPE"), £3.7m (2024: £nil) was recorded against software and a further £11.6m (2024: £2.7m) against right of use assets (excluding goodwill).

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:

2025

Sensitivity	Change applied	Decrease in net impairment expense £m	Increase in net impairment expense £m
Sales forecast	+ / – 1%	(0.2)	0.4
Inflation forecast (labour and other costs)	– / + 1%	(0.3)	0.2
Discount rate	– / + 1%	(0.4)	0.1

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

Notes to the consolidated financial statements continued

13 Trade and other receivables

	28 Dec 2025 £m	29 Dec 2024 £m
Current:		
Trade receivables	2.2	8.8
Prepayments	1.1	5.3
Net investment in subleases	0.2	–
Other receivables	0.9	1.6
Total trade and other receivables due in less than one year	4.4	15.7
Non-current:		
Net investment in subleases	0.4	5.2
Loan due from parent company	244.2	–
Total trade and other receivable due after one year	244.6	5.2

Trade receivables are primarily amounts due from investments and subtenants. The Group considers the probability of default to be remote and therefore no expected credit loss has been recognised.
The loan due from parent company is not expected to be settled within 12 months from the balance sheet date. Interest is charged at a rate of SONIA plus 8% per annum. The Group assesses the expected credit loss to be immaterial.

14 Trade and other payables

	28 Dec 2025 £m	29 Dec 2024 £m
Current:		
Trade payables	12.4	40.7
Other taxation and social security	8.6	27.6
Other payables	4.9	13.3
Accruals	30.8	62.3
Total current liabilities	56.7	143.9

15 Provision for liabilities

	28 Dec 2025 £m	29 Dec 2024 £m
Property cost provisions	–	0.5
Dilapidations provisions	3.6	10.5
Non-perimeter sites provisions	7.4	5.6
Contingent consideration arising on business combination (Note 24)	–	0.6
Balance at the end of the year	11.0	17.2
Analysed as:		
Amount due for settlement within one year	4.6	14.3
Amount due for settlement after one year	6.4	2.9
As at 28 December 2025	11.0	17.2

	Contingent consideration £m	Property cost provisions £m	Dilapidations provisions £m	Non-perimeter sites provisions £m	Total £m
At 30 December 2024	0.6	0.5	10.5	5.6	17.2
Remeasurement	–	(0.1)	(6.0)	3.4	(2.7)
Disposal	(0.6)	(0.4)	–	–	(1.0)
Transfers	–	–	–	–	–
Amounts utilised	–	–	(0.9)	(1.6)	(2.5)
At 28 December 2025	–	–	3.6	7.4	11.0

Notes to the consolidated financial statements continued

15 Provision for liabilities continued

Dilapidations provision

Dilapidations includes a best estimate of the liability in respect of a constructive obligation to meet certain lease payments of a restaurant, the liability for which is considered probable on the closure of that restaurant. The provision has been remeasured in the year using the cost per square metre incurred on recent assets as a key input.

Non-perimeter sites provision

Following the sale of The Restaurant Group (UK) Ltd ("TRG (UK)") in 2023, 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 costs expected to be incurred by the Group as a result of its indemnification obligations to the acquiring entity.

16 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.

	28 Dec 2025 £m	29 Dec 2024 £m
At 29 December 2024	344.7	301.9
Additions	47.2	28.6
Business acquisition	–	15.2
Unwinding of discount on lease liabilities	6.9	18.2
Cash payments made	(31.7)	(63.5)
Liabilities extinguished in disposals	(254.1)	(1.6)
Remeasurements	11.0	46.1
Foreign exchange valuation	–	(0.2)
At 28 December 2025	124.0	344.7
Analysed as:		
Amount due for settlement within one year	31.9	58.9
Amount due for settlement after one year	92.1	285.8
	124.0	344.7

Included within liabilities extinguished in disposals is £248.5m relating to discontinued operations.

The Group leases various buildings which are used for the purpose of operating 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 2025, variable lease payments amounted to £39.4m (2024: £36.6m).

As at 28 December 2025, the Group was committed to one lease with future cash outflows which had not yet commenced (2024: two).

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 £0.2m.

Notes to the consolidated financial statements continued

16 Lease liabilities continued

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 £1.8m (2024: £0.4m), while decreasing by 1% would lead to a decrease of £1.1m (2024: £7.3m).

(b) Group as a lessor

Investment in subleases

	28 Dec 2025 £m	29 Dec 2024 £m
Amounts due within one year	0.2	1.0
Amounts due after one year	0.4	5.5
Total net investment in subleases[1]	0.6	6.5

1 Included within trade and other receivables.

There is no variable lease income from subleases in the current or prior year.

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.

	28 Dec 2025 £m	29 Dec 2024 £m
Amounts receivable in the next year	0.2	1.0
Amounts receivable in 1-2 years	0.2	0.9
Amounts receivable in 2-3 years	0.2	0.9
Amounts receivable in 3-4 years	–	0.9
Amounts receivable in 4-5 years	–	0.8
Amounts receivable after 5 years from the balance sheet date	–	4.3
Unearned finance income	(0.1)	(2.6)
	0.5	6.2

Operating leases

	28 Dec 2025 £m	29 Dec 2024 £m
Amounts receivable in the next year	–	–
Amounts receivable in 1-2 years	–	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
	–	1.7

Notes to the consolidated financial statements continued

17 Deferred taxation (assets) / liabilities

	Capital allowances £m	Intangible assets £m	Share options £m	Losses £m	Other Temporary differences £m	Deferred gains £m	Total £m
At 1 January 2024	12.8	63.8	(0.1)	(24.4)	(1.1)	2.4	53.4
Adjustments in respect of prior periods	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
Adjustments in respect of prior periods	(1.4)	0.1	–	4.0	0.4	0.1	3.2
Charged / (credited) to the income statement	0.8	(1.4)	–	13.1	(1.6)	–	10.9
Deferred tax disposed	(20.3)	(62.2)		5.4	1.2	(2.4)	(78.3)
At 28 December 2025	(1.2)	–	–	(3.7)	(1.6)	0.1	(6.4)

	28 Dec 2025 £m	29 Dec 2024 £m
Deferred tax asset consists of:		
Capital allowances in advance of depreciation	(1.2)	19.7
Intangible assets	–	63.5
Share options	–	–
Losses	(3.7)	(26.2)
Other temporary differences	(1.6)	(1.6)
Deferred gains	0.1	2.4
At 28 December 2025	(6.4)	57.8
There are unrecognised deferred tax assets at the period end as follows:		
Tax losses	(13.5)	4.4
Fixed assets	–	4.4
Intangibles	–	3.3
Temporary differences	–	6.1
Corporate interest restriction	–	4.6
At 28 December 2025	(13.5)	22.8

The Group has recognised a deferred tax asset on the basis that it is probable that sufficient taxable profits will be available within the UK tax group to utilise the losses, supported by convincing other evidence management has. This assessment is supported by the presence of consistently profitable entities within the UK tax group, the Company's ability to surrender losses under the UK group relief regime, and management approved forecasts demonstrating that the losses are expected to be utilised by FY2028.

Deferred tax assets are available for recognition as the Group receives benefit by way of payment at the tax rate for the losses surrendered to the other group companies within the same tax group. The Group has recognised a deferred tax asset of £6.4m (2024: liability (£57.8m)) in the current year.

The Group have an unrecognised deferred tax asset of £13.5m relating to gross unutilised losses of £54.1m (2024: £82.5m). The losses do not expire under current tax legislation.

Notes to the consolidated financial statements continued

18 Share capital and reserves

	Share capital £m	Share premium £m	Other reserves £m	Retained earnings £m	Total equity £m
Balance as at 29 December 2024	221.0	4.0	3.1	99.2	327.3
Profit for the period	–	–	–	11.4	11.4
Distribution to parent	–	–	(1.2)	(110.0)	(111.2)
Share based payment scheme	–	–	(1.9)	–	(1.9)
Balance as at 28 December 2025	221.0	4.0	–	0.6	225.6

The shares have a par value of 28.125p each (2024: 28.125p). There were no new shares issued this year. During the prior year, 5,575,582 ordinary shares were issued for consideration of £5.1m, resulting in £3.7m of share premium. The Group has no treasury shares.

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.

At the prior year end, other reserves represented the Group's share-based payment transactions and foreign currency translation reserve, which have been disposed of in the current period as a result of the group restructure.

The distribution to parent in retained earnings of £110.0m relates to the loss on disposal that has arisen due to the disposal of the Wagamama and Pubs divisions in the year. Refer to Note 8 for further details.

19 Cash generated from operations

	28 Dec 2025 £m	29 Dec 2024 £m
Loss before tax from continuing operations	(6.4)	(52.8)
Profit before tax from discontinued operations	12.1	20.7
Profit / (loss) before tax	5.7	(32.1)
Net interest payable	(20.7)	27.5
Impairment – PPE	6.6	13.5
Impairment – ROUA	11.6	20.8
Impairment – intangibles (software)	3.7	0.1
Impairment – goodwill	–	12.2
Settlement of pre-existing relationship	–	3.6
Gain on investment	–	(2.1)
Reduction in contingent consideration	–	(1.6)
Depreciation	50.9	68.3
Amortisation	2.4	4.9
(Increase) / decrease in inventory	0.6	(0.3)
(Increase) / decrease in trade and other receivables	8.9	2.7
Increase / (decrease) in trade and other payables	(4.6)	(7.9)
Increase / (decrease) in provisions	(5.2)	(2.4)
Increase / (decrease) in payable to parent company	–	2.4
(Gain) / loss on termination of ROUA	2.4	1.1
(Gain) / loss on termination of lease liabilities	(5.6)	(1.6)
(Gain) / loss on disposal of PPE	–	1.9
(Gain) / loss on disposal of intangibles	0.2	0.3
Unwind of lease liabilities	6.9	18.2
Lease remeasurement	(8.0)	7.1
Amounts under common control no longer recoverable	26.4	–
Cash generated from operations	82.2	136.6

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:

	28 Dec 2025 £m	29 Dec 2024 £m
Cash and cash equivalents	34.2	4.9
Net investment in subleases	0.6	6.2
Trade and other receivables[1]	4.2	14.7
Total financial assets	39.0	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:

	28 Dec 2025 £m	29 Dec 2024 £m
Trade and other payables	56.7	143.9
Lease liabilities (current)	31.9	58.9
Borrowings – at floating interest rates	–	234.4
Short-term financial liabilities	88.6	437.2
Lease liabilities (non current)	92.1	285.8
Long-term financial liabilities	92.1	285.8
Total financial liabilities	180.7	723.0

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

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	Total £m
Within one year	33.1	56.7	89.8
Within one to two years	28.9	–	28.9
Within two to three years	23.0	–	23.0
Within three to four years	16.0	–	16.0
Within four to five years	13.9	–	13.9
After five years	27.9	–	27.9
Finance costs	(18.8)	–	(18.8)
At 28 December 2025	124.0	56.7	180.7

	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

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.

The Group has no financial assets or liabilities that require measurement using Level 1, Level 2 or Level 3 measurement techniques as defined by IFRS 13.

Net debt

	Cash and cash equivalents £m	Borrowings £m	Lease liabilities £m	Total £m
At 1 January 2024	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)
Repayment of obligations under leases – principal	(24.8)	–	24.8	–
Repayment of obligations under leases – interest	(6.9)	–	6.9	–
Non-cash movements in the year	-	234.4	189.0	423.4
Net cash inflow	61.0	–	–	61.0
At 28 December 2025	34.2	–	(124.0)	(89.8)

As part of the January 2025 group restructuring, the £234.4m loan was repaid in exchange for shares in the disposed companies.

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 28 December 2025, the Group has one live sublease with a rent receivable balance of £0.1m (2024: £1.0m). No sublease receivables were written off during the reporting period (2024: £0.1m).

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.

(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.

Notes to the consolidated financial statements continued

21 Financial risk management continued

(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 loan due from parent and the interest charged on the loan. A 1% rise or fall in interest rates will have a £1.1m (2024: £2.3m) impact on interest income.

(d) 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.

(e) 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.

22 Ultimate parent undertaking

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 the year end was Rock Bidco Holdings Ltd, a company incorporated in Jersey.

23 Related party transactions

As disclosed in Note 13, the Group has a £244.2m loan due from its parent company, Rock BidCo Holdings Ltd. Interest receivable of £23.4m (2024: £0.0m) in relation to this balance has been recognised in the Income Statement.

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 TRG corporate group, with each individual business division now headed by a separate holding company. The loan due to the parent that existed at the prior year balance sheet date of £234.4m was settled as part of this refinancing. In addition, a loss on sale of £110.0m was generated from the disposal of the Wagamama and Pubs divisions – refer to Note 8.

Since the reorganisation, TRG Holdings Ltd incurs the head office costs and recharges these costs to Wagamama Limited and Brunning and Price Limited, in proportion to the revenue earned by Wagamama Limited, Brunning and Price Limited and the wider TRG Corporate Group. These head office recharges are settled in cash and no interest is charged on overdue amounts. Other income of £12.6m has been recognised in the income statement in relation to these services. At the balance sheet date there are the following amounts outstanding from entities under common control:

	28 Dec 2025 £m	29 Dec 2024 £m
Brunning and Price Limited	0.2	–
Wagamama Limited	0.9	–

On 26 January 2025, four sites were transferred to TRG Concessions Limited from Wagamama Limited, an entity in the wider TRG corporate group. Property, plant and equipment with a net book value of £1.4m (2024: £0.0m) has been recognised as additions in the year in relation to these four sites along with a right of use asset and lease liability for the value of £5.2m (2024: £0.0m). The Group incurs franchising fees from Wagamama International (Franchising) Limited, an entity in the wider TRG corporate group, in relation to these four sites. Fees for the year ended 28 December 2025 were £0.6m (2024: £0.0m) and the outstanding payable at year end in relation to this balance is £0.1m (2024: £0.0m).

As disclosed in Note 4, the Group was due amounts from entities under common control in relation to historic group relief balances of £24.7m following the disposal of the leisure division in 2023. During the year, following the finalisation of the group relief allocations, these amounts were deemed to no longer be recoverable and the Group has recorded an expense in the income statement as a result.

There were no other related party transactions in the 52 weeks ended 28 December 2025 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.

Notes to the consolidated financial statements continued

24 Post balance sheet events

The conflict involving Iran that commenced in early 2026, did not exist at the balance sheet date of 28 December 2025 and is therefore classified as a non adjusting event in accordance with IAS 10 "Events After the Reporting Period".

While the Group does not adjust its reported 2025 financial results for this event, the conflict may affect the Group's future operations, including potential impacts on demand levels, input costs, logistics and risk management assumptions. The Directors have assessed this when preparing the going concern assessment and will continue to monitor developments closely.

On 26 July 2026, following the reporting date and prior to the approval of these financial statements, the Group completed the disposal of TRG Concessions Limited to Areas. The transaction resulted in the sale of the Group's investment in TRG Concessions Limited. Completion occurred after satisfaction of customary closing conditions.

As the disposal occurred after the reporting date, it has not been reflected in the carrying values recognised in these Group financial statements. The transaction is therefore treated as a non-adjusting event after the reporting date. The Group expects to provide certain transitional services to the purchaser for a limited period following completion under a transitional services arrangement.

The directors have considered the impact of the disposal and do not believe that it affects the Group's ability to continue as a going concern for the period of at least twelve months from the date of approval of these financial statements.

25 Adjusted EBITDA reconciliation

	28 Dec 2025 £m	29 Dec 2024 £m
Operating loss	(21.3)	(19.9)
Add: Exceptional items	30.0	5.0
Add: Depreciation of PPE	19.4	3.1
Add: Depreciation of ROUA	31.5	22.6
Add: Amortisation of intangible assets	2.4	2.0
Adjusted EBITDA	62.0	12.8

Company balance sheet

	Note	28 Dec 2025 £m	29 Dec 2024* £m
Non-current assets			
Investments in subsidiary undertakings	4	741.2	133.4
Loan due from subsidiaries	5	–	814.5
Loan due from parent	6	244.2	–
		985.4	947.9
Current assets			
Other receivables		–	301.0
Current liabilities			
Bank overdraft		–	(12.0)
Trade and other payables		–	(236.3)
Borrowings		–	(234.4)
Loan due to subsidiaries	6	(688.6)	–
		(688.6)	(482.7)
Net assets		296.8	766.2
Capital and reserves			
Called up share capital		221.0	221.0
Share premium account		4.0	4.0
Retained earnings		71.8	541.2
Total equity		296.8	766.2

* Restated – refer to Note 2

The Company's loss for the year was £344.4m (2024: £52.8m profit – restated).

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

The financial statements were approved by the Board of Directors on 27 July 2026 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 1 January 2024	219.5	0.3	1.9	488.4	710.1
Profit for the financial period (restated) – Note 2	–	–	–	52.8	52.8
Total comprehensive income for the period	–	–	–	52.8	52.8
Shares issued	1.5	3.7	–	–	5.2
Share based payment scheme	–	–	(1.9)	–	(1.9)
Balance as at 29 December 2024 (restated)	221.0	4.0	–	541.2	766.2
Loss for the financial period	–	–	–	(344.4)	(344.4)
Other comprehensive income	–	–	–	–	–
Total comprehensive income for the period	–	–	–	(344.4)	(344.4)
Dividends Paid	–	–	–	(125.0)	(125.0)
Balance as at 28 December 2025	221.0	4.0	–	71.8	296.8

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 (FRS 101). 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.

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.

2 Restatement of comparatives

Where the Company has amounts due from or due to group undertakings, interest is recorded at a rate of SONIA plus 8%. The interest receivable and interest payable for the year was omitted from the financial statements for the year ended 29 December 2024. The adjustment below also reflects the related tax impact as a result of group relief.

The amounts due from and due to Group undertakings within current assets and current liabilities had been offset within the balance sheet at the year ended 29 December 2024. In accordance with IAS 32, these should be presented gross except where the Company has a legally enforceable right to offset and the intention is to settle the balance on a net basis.

As a result, the prior period comparatives have been restated to take account of the above errors.

	As originally disclosed £m	Adjustment (interest, net of tax) £m	Adjustment (gross up) £m	As restated £m
Balance sheet at 29 December 2024				
Trade and other receivables	0.1	99.4	201.5	301.0
Trade and other payables	(15.7)	(19.1)	(201.5)	(236.3)
Retained earnings	460.9	80.3	–	541.2

3 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.

Notes to the Company financial statements continued

4 Investments in subsidiary undertakings

	Total £m
Cost and net book value	
At 29 December 2024	133.4
Loan capitalisation	1,046.0
Impairment in subsidiary	(438.2)
At 28 December 2025	741.2

On 30 January 2025, the Company entered into a unilateral loan note agreement with TRG (Holdings) Ltd, superseding previous intercompany arrangements. As part of this restructuring, the Company elected to waive the intercompany balance and capitalize £1,046.0m which had been previously held as a receivable. This amount has been added to the cost of investment in the subsidiary, representing a capital contribution. No gain or loss was recognized on this transaction.

An impairment of £438.2m has been recognised in the year. Following the impairment, the Directors believe that the carrying value of the investments is supported by their underlying net assets.

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
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
D.P.P. Restaurants Ltd[1]	England and Wales	Dormant
Chiquito Ltd[1]	England and Wales	In liquidation
C&B HoldCo Ltd[1]	Jersey	Holding company

1 Indirectly owned.

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

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 28 December 2025.

5 Loans due from subsidiary

On 30 January 2025, the previous loan from TRG Holdings Ltd 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 4 for further details.

6 Loans due from parent and loans due from subsidiaries

Interest is charged on amounts owed by Group undertakings at a rate of SONIA plus 8% (2024: 8%) per annum. These are due for repayment on demand.

7 Post balance sheet events

The conflict involving Iran that commenced in early 2026, did not exist at the balance sheet date of 28 December 2025 and is therefore classified as a non adjusting event in accordance with IAS 10 "Events After the Reporting Period". While the Company does not adjust its reported 2025 financial results for this event, the conflict may affect the Company's future operations, including potential impacts on demand levels, input costs, logistics and risk management assumptions. The Directors have assessed this when preparing the going concern assessment and will continue to monitor developments closely.

On 26 July 2026, following the reporting date and prior to the approval of these financial statements, the Group completed the disposal of TRG Concessions Limited to Areas. The transaction resulted in the sale of the Company's investment in TRG Concessions Limited. Completion occurred after satisfaction of customary closing conditions.

As the disposal occurred after the reporting date, it has not been reflected in the carrying values recognised in these Company financial statements. The transaction is therefore treated as a non-adjusting event after the reporting date. The Company expects to provide certain transitional services to the purchaser for a limited period following completion under a transitional services arrangement.

The directors have considered the impact of the disposal and do not believe that it affects the Company's ability to continue as a going concern for the period of at least twelve months from the date of approval of these financial statements.

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

Company information

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