

# APPLICATION OF THE CODE PRINCIPLES

As Chair of the Board, I have the pleasure in presenting the corporate governance report for the year ended 29 December 2024.

The Board is committed to ensuring high standards of corporate governance and has follows the Quoted Companies Alliance Corporate Governance Code (the “QCA Code”). The 2023 version of the QCA Code (which applies for financial years commencing on or after 1 April 2024) did not apply to us during the year, and our disclosure below reflects the previous version of the QCA Code.

During the financial year ended 29 December 2024, the Company has applied and complied with the QCA Code as detailed below:

## PRINCIPLE 1

### ESTABLISH A STRATEGY AND BUSINESS MODEL WHICH PROMOTE LONG-TERM VALUE FOR SHAREHOLDERS

The Board is responsible for implementing the strategy and managing the business of the Group, and time is allocated to discuss strategic matters at each Board meeting. The Board holds a dedicated strategy session each year.

## PRINCIPLE 2

### SEEK TO UNDERSTAND AND MEET SHAREHOLDER NEEDS AND EXPECTATIONS

The Board understands the fundamental importance of ensuring and maintaining an appropriate level of dialogue with shareholders. The Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) are responsible for investor relations, with the Board ultimately being responsible for and ensuring a satisfactory dialogue with Shareholders. The Group’s financial PR agency leads the preparation, coordination and communication of all dealings with the financial community and is the primary point of contact for shareholders and third parties.

## PRINCIPLE 3

### TAKE INTO ACCOUNT WIDER STAKEHOLDER AND SOCIAL RESPONSIBILITIES AND THEIR IMPLICATIONS FOR LONG-TERM SUCCESS

The Group considers the key stakeholders to be its employees, suppliers, customers, community, and regulators.

The Board understands that the Group’s long-term success relies heavily upon strong relations with each of their stakeholders and that they must ensure that the needs of each are understood and met.

The Board is committed to ensuring a continuous and open dialogue with its stakeholders, both internal and external. It is understood that stakeholder feedback must be integrated into both the Board’s decisions and the Group’s strategy and business model as is ultimately integral to the Group’s success. Further details can be found in the Section 172 Statement on pages 16 to 17.

## PRINCIPLE 4

### EMBED EFFECTIVE RISK MANAGEMENT, CONSIDERING BOTH OPPORTUNITIES AND THREATS, THROUGHOUT THE ORGANISATION

The Board ensures that effective risk management, including the consideration of both opportunities and threats, is embedded throughout the Group. A risk management framework is in place and is reviewed by the Board on an annual basis.

The Board and Audit Committee regularly review the risk register, and in particular the principal risks facing the business, and challenge management to ensure that appropriate mitigations are in place to manage risks within the Board’s agreed appetite. During 2024, the Audit Committee has received regular updates on the documentation of the Group’s internal control framework and the development of a formal testing programme to provide additional assurance around the effectiveness of risk management and internal control systems.

Further details can be found in the Matters Reserved for the Board and the Audit Committee Terms of Reference.

Details of the key risks faced by the business and how we mitigate them are detailed on pages 18 to 21.

**PRINCIPLE 5****MAINTAIN THE BOARD AS A WELL-FUNCTIONING, BALANCED TEAM LED BY THE CHAIR**

The Nomination Committee is responsible for overseeing the structure, composition and make-up of the Board and leads the search and selection process for new Board appointments, including reviewing succession plans, evaluating the balance of skills, diversity, experience, independence and knowledge of Directors.

**PRINCIPLE 6****ENSURE THAT BETWEEN THEM THE DIRECTORS HAVE THE NECESSARY UP-TO-DATE EXPERIENCE, SKILLS AND CAPABILITIES**

Each Director brings appropriate experience to the Board. The Nomination Committee assesses the composition of the Board and its Committees, including the balance of experience, skills and capabilities, as part of its annual programme of activity and in connection with the process for any Board appointments.

**PRINCIPLE 7****EVALUATE BOARD PERFORMANCE BASED ON CLEAR AND RELEVANT OBJECTIVES, SEEKING CONTINUOUS IMPROVEMENT**

The Chair monitors the Board's performance and effectiveness on an ongoing basis through informal discussions with the Executive and Non-Executive Directors. All Board members also provide feedback to ensure meetings and supporting papers continue to evolve to support effective debate and decision making.

The Board composition has continued to change during 2024 and into early 2025, and a new governance structure has been created for the French business. The Board agreed that there would be more value in conducting a formal evaluation process once those changes were more embedded and therefore has not conducted a formal evaluation during 2024. The Board intends to conduct a formal internally facilitated evaluation process during 2025.

**PRINCIPLE 8****PROMOTE A CORPORATE CULTURE THAT IS BASED ON ETHICAL VALUES AND BEHAVIOURS**

The culture of the Group is set by the Board, and the Directors are committed to promoting a culture of honesty and ethical behaviour. All new staff to the Group receive training and information on the values and culture of the Group, as well as receiving regular communications from the senior Management team. The following policies, amongst others, are included in the Employee Handbook: Whistleblowing, Anti-Bribery, Equality and Diversity, Bullying and Harassment and Corruption and Bribery. The Group invests in creating a culture of employee engagement via the Workplace platform, in addition to which the CEO releases periodic all-employee updates.

**PRINCIPLE 9****MAINTAIN GOVERNANCE STRUCTURES AND PROCESSES THAT ARE FIT FOR PURPOSE AND SUPPORT GOOD DECISION-MAKING BY THE BOARD**

The Chair has the ultimate responsibility for corporate governance, and ensures that the Directors have access to timely, accurate and clear information from which to base their decisions, as well as ensuring that the Committees are functioning appropriately and the fiduciary requirements of the Board are being carried out.

**PRINCIPLE 10****COMMUNICATE HOW THE COMPANY IS GOVERNED AND IS PERFORMING BY MAINTAINING A DIALOGUE WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS**

The Group communicates with its shareholders through:

- the Annual Report and Accounts;
- half-year report announcements;
- RIS announcements;
- AGM;
- one-to-one meetings with large existing or potential new shareholders;
- its investor relations programme; and
- the Company's website ([www.tortillagroup.co.uk](http://www.tortillagroup.co.uk))



## COMPOSITION AND INDEPENDENCE OF THE BOARD

The Board currently consists of seven Directors: the Non-Executive Chair, two Executive Directors and four Non-Executive Directors (“NEDs”). Three of the Directors, Emma Woods, Francesca Tiritiello and Keith Down, are deemed by the Board to be independent in character and free from relationships or circumstances which could affect their judgement.

Details of each Director’s experience and background are given in their biographies on page 37. Their skills and experience are relevant and cover areas in the leisure and hospitality industries including global marketing, business development, financial management and control, corporate governance, legal and mergers and acquisitions.

The Board considers all Directors to be effective and committed to their roles.

## APPOINTMENTS TO THE BOARD AND RE-ELECTION

The Board has delegated to the Nomination Committee the tasks of reviewing the Board’s structure, size and composition, preparing a description of the role and capabilities required by a particular appointment and identifying and nominating, for the approval of the Board, candidates to fill board vacancies as and when they arise. Further details on the role of the Nomination Committee are available in its Terms of Reference which can be found on the Group’s website: <https://tortillagroup.co.uk/corporate-governance/>.

All Directors offer themselves for annual re-election, in accordance with best practice in corporate governance.

## HOW THE BOARD WORKS

The Board has overall responsibility for the Company’s purpose, strategy, business model, performance, capital structure, approval of key contracts and major capital investment plans, the framework for risk management and internal controls, governance matters and engagement with shareholders and other key stakeholders.

The Board remains committed to understanding the needs of our shareholders and the wider stakeholders and it always considers how the Board’s decisions impact them in the longer term. In the Section 172 statement on page 16 we explain who the key stakeholders are and how the Directors engage with them. The Board’s full responsibilities are set out in a formal schedule of matters reserved for its decision.

## BOARD MEETINGS

The Board has an agreed annual schedule of activity for its meetings, and the meetings of its Committees. Additional meetings may be convened outside that schedule to deal with ad-hoc matters as they arise.

Directors also have contact on a variety of issues between formal meetings. An agenda and accompanying detailed papers, covering key business and governance issues are circulated to the Board in advance of each Board meeting.

The Board normally meets at least six times per year and met on 11 scheduled occasions during 2024. Additional ad-hoc meetings may also be convened at short notice to discuss specific matters and with seven such ad-hoc meetings convened during the year principally to discuss matters relating to the acquisition and integration of the French business.

Attendance at the scheduled Board and Committees for 2024 is set out in the table below:

Director	Board Meetings	Audit Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings
Emma Woods	11/11	3/3	3/3	2/2
Andy Naylor	11/11	-	-	-
Maria Denny <sup>1</sup>	9/9	-	-	-
Brandon Stephens	11/11	-	3/3	-
Keith Down <sup>2</sup>	10/11	3/3	3/3	2/2
Loeiz Lagadec <sup>3</sup>	10/11	-	-	-
Francesca Tiritiello	11/11	3/3	3/3	2/2
<b>Past Directors:</b>				
Richard Morris <sup>4</sup>	3/3	-	-	-

<sup>1</sup> Appointed 8 March 2024

<sup>2</sup> Keith Down was unable to attend one meeting in June 2024 due to a pre-existing family commitment.

<sup>3</sup> Loeiz Lagadec was unable to attend one meeting in October 2024 due to another external commitment.

<sup>4</sup> Stepped down 31 March 2024

## DIVISION OF RESPONSIBILITIES

The Chair and Chief Executive have separate, clearly defined roles. The roles and responsibilities of the Chair and Chief Executive Officer are set out below:

Emma Woods, as Chair of the Board, is responsible for leading an effective Board, upholding high standards of corporate governance throughout the Group, particularly at Board level, and ensuring appropriate strategic focus and direction.

The Chair has the ultimate responsibility for corporate governance and ensures that the Board retains accountability for good governance and is responsible for monitoring the activities of the Senior Management team.

The CEO, Andy Naylor, has overall responsibility for proposing the strategic focus to the Board, delivery of the business model and strategy and the day-to-day management of the Group's business.

## NON-EXECUTIVE DIRECTORS

Each of the Non-Executive Directors has entered into a letter of appointment with the Company which set out the duties of the Director and commitment expected. They are expected to commit at least 20 days per annum to their role and are specifically tasked with:

- bringing independent judgement to bear on issues put to the Board;
- applying their knowledge and experience in considering matters such as strategy, company performance, use of resources and standards of conduct; and
- ensuring high standards of financial probity and corporate governance.

## HOW THE BOARD OPERATES

Certain matters are specifically reserved for decision by the Board, and these are set out in a formal Schedule of Matters Reserved for the Board. The matters reserved include decisions relating to:

- setting the Group's values and standards, including policies on employment, health and safety, environment and ethics, and ensuring workforce policies are consistent with the Group's values and supports long term success of the Group;
- the Group's strategic aims and objectives;
- the structure and capital of the Group;
- financial reporting, financial controls and dividend policy;
- approval of significant contracts and expenditure above agreed delegated authority limits;
- effective communication with shareholders; and
- any changes to Board and Committee membership or structure.

The Board has delegated other matters, responsibilities and authorities to its Board Committees, details of which are stated later in this report. Anything falling outside of the schedule of matters reserved or the Committees Terms of Reference falls within the responsibility and authority of the Chief Executive, including all executive management matters.

At each meeting, the Board reviews comprehensive financial and trading information produced by the management team for both the UK and French businesses and considers the trends in the Company's performance and its performance against strategic objectives and plans. It also regularly reviews the work of its formally constituted standing Committees as described below and compliance with the Group's policies and obligations.

All Directors are expected to attend all meetings of the Board and any Committees of which they are members, and to devote sufficient time to the Company's affairs to fulfil their duties as Directors. Where Directors are unable to attend a meeting, they are encouraged to submit any comments on paper to be considered at the meeting to the Chairman in advance to ensure that their views are recorded and taken into account during the meeting (as was the case for the Board meetings that Keith Down and Loeiz Lagadec were unable to attend during 2024 as noted in the table above).

Directors are encouraged to question and voice any concerns they may have on any topic put to the Board for debate.

## THE MAIN ACTIVITIES OF THE BOARD DURING THE YEAR

There are a number of standing and routine items included for review on each Board agenda. These include operational reports, financial reports, governance and investor relations updates. In addition, key areas put to the Board for consideration and review included:

- approval of annual and half-year report and financial statements;
- review and approval of budget;
- review and implementation of strategy;
- product development and marketing strategy;
- updated brand and brand strategy;
- approval of the acquisition of Fresh Burritos, and regular updates on the integration and strategic plans for the business in France;
- Establishing the French Board structure and governance framework and agreeing the terms of the appointment of Francesca Tiritiello as the Chair of the French Board.

## BOARD COMMITTEES

The Board is supported by three committees, each established in accordance with the recommendations of the QCA Code: the Audit Committee, the Nomination Committee; and the Remuneration Committee. Keith Down is Chair of the Audit Committee, Emma Woods is Chair of the Nomination Committee, and Francesca Tiritiello is Chair of the Remuneration Committee. The Board has determined that each Committee's members have the appropriate skills to discharge their duties. Details of the operation of the Committees are set out in their respective reports. Further detail on the roles and activity of the Audit, Nomination and Remuneration Committees are set out in their respective reports below.



## EXTERNAL ADVISORS

The Board receives annual briefings and updates from the Group's Nominated Adviser, Panmure Liberum Limited, in respect of continued compliance with the AIM Rules.

The Board seeks advice on various other matters from its Nominated Adviser and other advisers as appropriate.

## DEVELOPMENT, INFORMATION AND SUPPORT

Directors keep their skillset up to date with a combination of attendance at industry events, individual reading and study, and experience gained from other Board roles. Directors also have direct access to the advice and services of the Company Secretary. The Company Secretary supports the Chair in ensuring that the Board receives the information and support it needs to carry out its roles. Directors are able to take independent professional advice in the furtherance of their duties, if necessary, at the Company's expense.

## CONFLICTS OF INTEREST

Under the Company's Articles, the Directors may authorise any actual or potential conflict of interest a Director may have and may impose any conditions on the Director that are felt to be appropriate. Directors are not able to vote in respect of any contract, arrangement or transaction in which they have a material interest and they are not counted in the quorum. A process is in place to identify any of the Directors' potential or actual conflicts of interest.

## ACCOUNTABILITY

The Company has in place a system of internal financial controls commensurate with its current size and activities, which is designed to ensure that the possibility of misstatement or loss is kept to a minimum. These procedures include the preparation of management accounts, forecast variance analysis and other ad-hoc reports. There are clearly defined authority limits throughout the Group, including matters reserved specifically for the Board.

The documentation and assessment of internal controls has been reviewed by the Audit Committee during 2024 as described in more detail in its report on page 44.

## FINANCIAL AND BUSINESS REPORTING

The Board seeks to present a fair, balanced and understandable assessment of the Group's position and prospects in all half-year, final and any other ad-hoc reports, and other information as may be required from time to time. The Board receives a number of reports, including those from the Audit Committee, to enable it to monitor and clearly understand the Group's financial position.

## ANNUAL GENERAL MEETING (AGM)

This year's AGM will be held on 19 June 2025. The Notice of Annual General Meeting will be circulated separately to shareholders and will be available on the Company's website at [www.tortillagroup.co.uk/circulars-and-documents/](http://www.tortillagroup.co.uk/circulars-and-documents/). Separate resolutions are provided on each issue so that they can be given proper consideration and all shareholders are encouraged to submit their votes.

**EMMA WOODS**  
**CHAIR**  
**20 MAY 2025**

