RNS Number : 4623J
Tortilla Mexican Grill PLC
21 May 2025

21 May 2025

Tortilla Mexican Grill plc
("Tortilla", the "Group" or the "Company")

Audited Annual Results for the 52 weeks ended 29 December 2024
Publication of Annual Report & Accounts and Notice of Annual General Meeting

Strong progress with rejuvenated UK operations and strategic entry into Europe through the acquisition of Fresh Burritos

Tortilla Mexican Grill plc ("Tortilla"), the largest and most successful fast-casual Mexican restaurant group in the UK and Europe, announces its Annual Results for the 52 weeks ended 29 December 2024 (the "Period").

Andy Naylor, Chief Executive Officer of Tortilla, commented:

" I am pleased to report good progress over the last 12 months towards our strategic goal of becoming a pan-European fast casual Mexican restaurant business. When I stepped into the CEO role in April 2024, my first priority was to return the UK business back to in-store sales growth and improve profitability and I am delighted we have seen a turnaround in in-store volume growth and UK market outperformance, through investments in food, brand and technology. The second priority was to commence our European growth plans with the Fresh Burritos acquisition in France last summer. We have made solid strides with the integration: hiring a strong management team, launching a central kitchen in Lille, and converting all corporate owned stores to Tortilla's food offering. However, we have been delayed in our store conversion schedule, largely due to lengthy French planning approvals. These conversions are now due to commence shortly, with the vast majority of stores expected to be converted by the end of 2025."

Financial highlights

- Revenue increased by 3.5% to £68.0m (2023: £65.7m) due to the strategic acquisition of Fresh Burritos in France, the addition of one UK company-owned site and a strong contribution from our franchise network.
- UK like-for-like (LFL) sales recovered strongly, improving from 6% decline in March to 6% growth by December.
- Group LFL sales marginally declined by 0.1% (2023: +3.6%), impacted by a challenging Q1 and Q2; strong rebound in H2 highlights improving momentum.
- Adjusted EBITDA (pre-IFRS 16) of £4.5m (2023: £4.6m) with an increase in the UK to £5.2m (2023: £4.6m) offset by the expected early-stage losses from our acquisition of £0.7m (2023: nil).
- Gross profit margin held strong at 76.6% (2023: 77.3%); UK in-store margin improved by 0.5% however France contributed a dilutionary impact as expected prior to the build of our central kitchen in Lille.
- Operating cash generation increased to £10.7m (2023: £9.9m), demonstrating strong underlying cash flow.
- Loss before tax of £3.3m (2023: £1.1m), driven by the one-off exceptional cost relating to the acquisition of Fresh Burritos, and an impairment charge recorded in the period in respect of a small number of UK locations

Operational highlights

- **Rejuvenated UK operations led to a LFL sales turnaround and improved UK profitability**, highlighting progression made since launching the Vital 5 strategic pillars in April 2024), driven by sales recovery, process automation, improved buying power, installation of solar panels at the Central Production Kitchen and AI plugs in stores to reduce energy costs, whilst also continuing with the successful hedging strategy on food and utilities to shield from volatility.
- **Invest in brand to drive growth** : Revitalised the quality of Tortilla's menu to drive frequency and attract new customers by improving recipes and sourcing of product and the food quality is now better than ever.
- **Fuelled brand growth** through new partnerships and multi-channel activation with food-focused campaigns and enhanced digital engagement. High-impact quesadilla sampling campaign reaching 7.2m+ across press, social and influencer activities.
- **Invest in team and technology:** New loyalty app launched in August 2024 including features like referral schemes, notifications and order-ahead functionality. The app now has 196,000 users and became the No1 Food & Drinks app during National Burrito Day in April 2025. Rollout of self-order kiosks expanded: 11 new sites equipped in 2024, with 20 more planned in 2025 (12 installed YTD); kiosk sites demonstrated increase in efficiency, speed and average order value resulting in >10 percentage points increase in LFL sales versus non-kiosk sites.

- **Doubling down on franchise:** Further strengthened the relationship with existing high-calibre franchise partners. SSP, focused on travel hubs, achieved 5% LFL sales growth in 2024, opened three new stores, and signed a five-year extension to double the estate to 18 sites. Eathos in the Middle East delivered +23.5% LFL sales growth, indicating strong potential for further franchise opportunities in the region.
- **Develop brand internationally:** entry into Europe with the strategic acquisition of Fresh Burritos, including the acquisition of 13 company-owned leasehold sites in high quality locations across Paris and other major French cities, and the franchise rights to the Fresh Burritos brand and the network of 15 franchised locations at year end. The acquisition provides a springboard for franchise growth across Europe with a strategically located Central Production Kitchen (CPK) located in Lille launched post year-end in Q1 2025.

Post-period end trading & outlook

- Q1 2025 UK LFL sales increased by 5.9%, outperforming the UK restaurant market by 8 percentage points. Q2 period to date at +6.2%, with the UK outlook for the full year in line with management expectations.
- Four new franchise locations have opened YTD in 2025: Liverpool Street and Victoria Station (UK, with SSP) and Silicon Central Mall and Circle Mall (Middle East, with Eathos). Two further openings by our franchise partners expected in 2025 - one through SSP in the UK, and one with Eathos in the Middle East.
- Following the launch of the Central Production Kitchen in Lille, France, during Q1, the last step in our integration of the Fresh Burritos business is to convert the stores to Tortilla. Last year, we made the strategic decision to pause the conversion and rebranding of our Fresh Burritos stores as we embarked on a comprehensive brand and interior design refresh. While this initiative was intended to ensure we launched the brand properly in France, we have encountered unforeseen delays due to the complex planning approval processes in France, which means on average a couple of months delay in uplift in sales per store compared with our previous market guidance. We are however pleased to announce that we are now poised to begin the conversion of our French stores to Tortilla with the first conversions scheduled to commence towards the end of the summer. With the enhanced brand identity and improved store designs, we are confident in our ability to achieve our long-term goals in the French market.
- Strategic focus in 2025 on driving UK sales volumes, launching the refreshed brand in France, and leveraging new technology and loyalty initiatives for sustained profitable growth.

Publication of Annual Report & Accounts and Notice of Annual General Meeting

Tortilla Mexican Grill plc will publish later today its annual report and accounts for the financial year ended 29 December 2024 (the "Annual Report"), including the Notice of Annual General Meeting. These documents shall be available today on the Company's website.

The Company's Annual General Meeting will be held on 19 June 2025 at the offices of Panmure Liberum Limited, 25 Ropemaker Street, London, EC2Y 9LY.

ENQUIRIES

Tortilla Mexican Grill PLC Emma Woods, Non-Executive Chair Andy Naylor, CEO Maria Denny, CFO	Via Eggmedia
Panmure Liberum Limited (Nominated Adviser, Sole Broker) Andrew Godber Edward Thomas Nikhil Varghese	Tel: 020 3100 2222
Eggmedia Ltd (Public Relations) Ian Edmondson Ross Gow	Tel: 07710 571452 egg@eggmediapr.com ian@eggmediapr.com

For further information, visit www.tortillagroup.co.uk

NOTES TO EDITORS

About Tortilla Mexican Grill plc

Founded in 2007 by a San Francisco duo, Tortilla is Europe's largest fast-casual Mexican restaurant brand. With 81 UK locations (of which 14 are franchise stores), 27 in France (of which 14 are franchise stores) and 12 franchise stores in the Middle East, Tortilla serves 7 million+ meals annually, offering authentic California-style burritos, tacos and salads.

Through the acquisition of Chilango in the UK in 2022 and Fresh Burritos in France in 2024, as well as franchise partnerships with SSP Group plc, Compass UK & Ireland and Eathos, the brand continues to expand globally.

Tortilla breaks the mold of typical takeaways, combining quick service with quality ingredients to serve affordable, made-to-order meals in under 90 seconds, in cosy environments fitting for lunch or dinner and a beer with friends. The menu is fully customisable - there are thousands of flavour combinations to try - with produce that's fresh, never frozen, 70% plant-based and vegan-friendly, higher welfare meats and free from artificial flavours or preservatives.

Emphasising sustainability, Tortilla only uses recycled and recyclable packaging, 100% renewable electricity and sends zero waste to landfill.

Headquartered in London and listed on the London Stock Exchange (LSE: MEX), Tortilla employs over 1,200 people.

CHAIR'S STATEMENT

CHAIR'S STATEMENT

I am pleased to say 2024 has been **a year of significant progress** for Tortilla, marking a return to sector outperformance in the UK and laying the foundation for growth across Europe, with the acquisition of Fresh Burritos, the largest burrito business in France and the second largest in Europe behind Tortilla.

Andy Naylor took over as CEO in March 2024, and launched the **Vital Five** strategy. This plan focuses on five key pillars to strengthen our position as Europe's largest fast-casual Mexican chain.

1. Improve UK profitability
2. Invest in brand to drive growth
3. Invest in team and technology
4. Double down on franchise
5. Develop Tortilla internationally

The management team have put in place the foundations of the Vital Five Strategy over the last twelve months, with those efforts yielding positive early results. While there is more work to be done, the Board expects to see these efforts increasingly contribute to sales and profitability over the course of 2025.

Specific achievements during 2024:

i. Revitalising our UK operations: Against a challenging backdrop of declining volumes across the sector over the last 24-months, the team fixated on in-store volume growth. We are pleased to report that by the end of the year Tortilla's UK business returned to year-on-year volume growth. Moreover, we took the strategic decision to slow down UK openings and directed significant efforts towards enhancing profitability, including a focus on improving the performance of our short tail of loss-making stores.

   A crucial contributor to in-store volume growth has been an obsessive **focus on our food offering.** We conducted a comprehensive strategic food review which, combined with considerable investment in equipment at both the stores and our Central Production Kitchen, resulted in improvements to every core topping across the menu as well as the highly popular introduction of quesadillas at lunchtime. Other efforts included our first kids-meal offering and a significant ramp-up in the number of limited-time-offer campaigns, which have proven to be strong drivers of footfall and sales.

   Another key focus area for management in 2024 was driving brand awareness, particularly outside of London where awareness is not as strong. While further work is required in 2025, we saw an increase in prompted brand awareness from 18% to 19%[1] in 2024.

   In anticipation of the conversion of the Fresh Burrito stores in France to Tortilla branded stores, in 2024 we undertook Tortilla's first brand refresh since 2010 alongside an overhaul of our interior design, resulting in a more contemporary and purposeful design than our current store fitouts. We look forward to showcasing this new design in France and as part of a broader UK store refresh project.

ii. Introducing effective tech: In 2024, we successfully piloted self-ordering kiosks, which have proven to increase sales and efficiency. Encouraged by these results, we are now implementing kiosks out more widely, alongside continued improvements to the overall customer experience.

   We also launched our first loyalty app, which has been well-received by customers and is driving repeat purchases. Both initiatives represent important investments in our long-term strategy, and we look forward to refining and expanding these technology-driven growth levers in the years ahead.

iii. Investment in team and culture: We have implemented a new internal development framework to create clear career paths for our employees, alongside leadership training and the introduction of the "Burrito Masters" competition to foster a sense of camaraderie and excellence in our stores. These efforts have led to higher employee satisfaction and reduced turnover, strengthening Tortilla's position as an employer of choice.

iv. Strengthening our franchise partnerships: 2024 also marked a year of growth in our franchise operations with our UK franchise partners SSP and Compass opening four new stores in aggregate. A key milestone was the five-year extension of our development agreement with SSP, which will see us more than double the number of SSP sites in the UK over the coming years.

v. Expanding internationally: Establishing a foothold in continental Europe has been a critical priority for Tortilla for years, as part of our long-term strategy to be the leading fast-casual Mexican operator throughout Europe. To this end, after an extensive review of several options, we acquired the second largest burrito business in Europe after Tortilla, Fresh Burritos in France, in July 2024. This acquisition provided us with 13 company-owned stores in prime locations across Paris and other major French cities, as well as the franchise rights to a network of 18 franchised locations. Our objective is to convert the majority of our company owned stores to the Tortilla brand in 2025. While we purposefully delayed the conversions to finalise the aforementioned brand refresh and new interior design in order to launch the brand properly in France, we unfortunately had further delays from France's notoriously challenging local planning approval processes and timelines. The conversion of the Fresh Burritos stores to Tortilla is the last step in our integration of the Fresh Burritos business, with the Tortilla food offering now live in all owned stores following the launch of our 14,000 sqft Central Production Kitchen in Lille earlier in 2025.

Board changes:

As part of our ongoing transformation, we saw key changes at the Board level in 2024. Andy Naylor transitioned from CFO to CEO in April 2024, taking the reins from Richard Morris, who stepped down after a decade at the helm.

In early 2025 we also said goodbye to Quilvest Capital Partners, a global private equity firm that has been an investor in Tortilla since 2011. As part of this significant change we welcomed Auctor Group, a technology holding company, as our largest shareholder; and were pleased to announce that Usman Ali, Managing Partner at Auctor, took on a role as Non-Executive Director on the Tortilla Board. This appointment further emphasises Tortilla's strategic focus on technology as one of our Vital 5 growth pillars.

2025 - Year 2 of Vital 5 with key focus being driving growth in the UK and converting the French stores

In conclusion, 2024 was a year of progress, driven by a new strategy, and a renewed focus on food, ambience, technology and brand awareness. The progress we have made has shored-up key areas of the business, put in place foundational building blocks to drive the Vital Five, and given us confidence in our future prospects. The Board is excited about the opportunities that lie ahead.

As we step into 2025, we will be leveraging the positive momentum generated last year to continue to drive profitable growth in the UK. Whilst in France, we will see the final step in the acquisition of Fresh Burritos, with Tortilla finally establishing a long-awaited foothold on the continent, paving the way for expansion across Europe.

Emma Woods
CHAIR
20 May 2025

CHIEF EXECUTIVE OFFICER'S STATEMENT

As the Chair's report has highlighted, 2024 was a year of significant progress and I am pleased with the momentum the business is building.

I took over as CEO in April 2024 and my first priorities were UK in-store like-for-like sales (LFL)[2] which improved from a 6% decline in March 2024 to 6% growth by year-end, and our UK profitability which rose from £4.6m in 2023 to £5.2m in 2024 ("Adjusted EBITDA").

Secondly, we began expanding into Europe with the Fresh Burritos acquisition in France last summer.

This progress was an output of the first year of 'Tortilla's Vital 5' strategy:

1. Improve UK profitability
2. Invest in brand to drive growth
3. Invest in team and technology
4. Double down on franchise
5. Develop Tortilla internationally

I have explained below the focus area for each pillar.

Improve UK profitability

Our UK restaurant margin improved by 2 percentage points last year, as we made progress in improving our profit conversion year-on-year by becoming more efficient and strengthening our purchasing power and supplier relationships. A key focus has been securing long-term supply contracts to protect margins in an uncertain environment with rising costs. In response to significant labour cost inflation, we have also taken steps to reduce unproductive labour in our stores by automating certain processes at the central kitchen. UK profitability also benefitted by the increased in-store like-for-like sales as the year went on, and renegotiation of our delivery strategy. As we move through 2025, we will continue to benefit from these cost-saving initiatives while we keep driving profitability through volume growth.

Invest in brand to drive growth

As the Chair report highlights, we have reconsidered all our core menu items, testing new approaches to improve our recipes. This has resulted in the introduction of our new asado chicken, along with recipe adjustments to our beans, salsas and slow-cooked proteins to enhance quality, flavor and the overall eating experience. Additionally, we have also invested in new cooking equipment for our quesadillas, enabling us to serve them all day in under 60 seconds - something that previously took about five minutes and was only available after 2pm. This led to our "ditch the sandwich" campaign offering quesadillas at a competitive entry price point to increase visit frequency and attract new customers.

We have also introduced limited-time-offers (LTOs) and brand collaborations to generate excitement around our food and engage both our customers and excited our teams. This strategy has been successful so far and something we plan to expand on in 2025 and beyond.

As well as stronger food, in 2024, the Group has made progress in our marketing efforts, focusing on driving customers through our doors through brand collaboration, monthly influence specials, and targeted events. The launch of our new loyalty app in August has enabled us to continue to provide generous offers to our loyal customers and also direct targeted marketing to increase visit frequency and raise the average order value. By year-end we had 79,000 loyalty customers.

One of the standout moments was National Burrito Day in April 2024, where we gave away free burritos and bowls to both new and existing loyalty members. Following the success in 2024, this was repeated in 2025 and became an even bigger success with our app ranked number one in Food and Drinks category and number two in all UK free apps (just behind Chat GPT). The event reached a 6.9m audience via press, and we added 62,000 new users to our loyalty app during the event. This is a great achievement and an important future sales driver, as our active loyal users visit our stores more frequently and tend to spend 5% more than the average customer. We now have 196,000 loyalty users, and we will continue to engage with our loyal customers offering them new incentives and rewards while working to attract new users to sign up to the app.

Invest in team and technology

Technology has played a crucial role in our growth this year. In 2023, we opened our first self-ordering kiosk site in London Wall, located in the City of London's financial district. After seeing strong results and some further pilot site testing, we expanded to 11 new kiosk sites in 2024, with another 20 planned for 2025. The customer feedback has been positive as the kiosks help reduce the waiting time during busy periods, ensure a smoother flow of customers, and allow customers to browse our menu at their own speed. This has resulted in both increased volume and higher average order values, with kiosk sites seeing more than 10 percentage points improvements in like-for-like sales compared with pre-kiosk installation and versus non-kiosk stores. As we roll out further kiosks in 2025, we are also further refining the customer journey to ensure it is as seamless as possible from a customer point of view.

As mentioned above, we also launched our first loyalty app in August, which includes features like referral schemes, notifications and order-ahead functionality. The app not only enhances the customer experience but also allows us to target specific loyalty groups directly, such as lapsed users, to drive greater visit frequency - an important part of our growth strategy.

In addition, we implemented a new internal data warehouse and business intelligence tool to improve data quality and speed up analysis and report creation. This has enabled us to make more informed decisions, stay agile, and respond quicker to changes in market conditions and consumer behaviour.

Another key priority has been to make Tortilla an employer of choice. This year, we hired a new Head of Learning and Development and introduced an internal development framework to provide clear career paths. We also launched "Burritos Masters", a fun competition across stores to recognise and celebrate the best burrito roller in the company, highlighting the hard work and dedication of our store teams. In addition, I have worked with the rest of the Executive team to increase face-to-face touchpoints with store managers through quarterly business updates, and regular social events. These efforts, coupled with all food news, have had a positive impact on company culture, and our employees now feel more connected and prouder to work at Tortilla. This is reflected in our high employee engagement scores in our Employee Engagement Survey (97.7% completion rate, with an overall engagement of 79%, up from 45% in 2023), and a significant reduction in staff turnover, down to 90% in 2024 from 119% in 2023, and with our most recent rolling 12-month turnover rate end of Q1 2025 at 84%.

We are also committed to promoting diversity, equity and inclusion, ensuring that all employees feel valued and respected, regardless of their background. This is demonstrated by that over 50% of our workforce is non-British, 51% of our management roles are filled by women, and nearly half of our team is under 25.

We are also proud of the steps we have taken to reduce our environmental impact and work towards our ESG targets. During the year Tortilla installed a state-of-the art 60.68kWP solar PV system at our UK central production kitchen, which will lead to a reduction of 11 tonnes of carbon a year. Furthermore, the Group also implemented an AI powered solution to manage plugged-in devices, resulting in a 32% reduction in energy consumption in our plugged-in devices during a successful trial at ten sites. This has now been rolled out across the full estate, and we expect significant improvements in energy efficiency and sustainability, with the full impact to be seen in 2025.

Double down on franchise

Franchising is a key element of our business strategy and will play an even greater role in our growth as we expand into new markets. Our straightforward operating model is well-suited for franchising due to offering flexibility in site format, a simple kitchen setup and a central production food model that ensures consistent high-quality food and an efficient labour structure without reliance on chefs. In addition, our established brand, purchasing power and investment in marketing and food development provide valuable support to our franchisees.

In 2024, we were pleased to further strengthen our relationship with our existing UK franchise partners, SSP Group ("SSP") and Compass Group ("Compass"). With SSP, we focus on expanding within travel hub locations, and with Compass, we target higher education campuses across the UK. These sites have continued to perform well with strong like-for-like sales growth (SSP +5% LFL sales). In 2024, SSP opened three new sites, with a further two opened in the first quarter of 2025 and more planned for later in the year. Compass opened one site during the year. I am especially pleased that in September 2024, we were able to sign a new five-year development agreement with SSP, which will see the number of sites double over the duration of the contract to a minimum of 18 Tortilla units.

Alongside this, our Middle East franchise business with Eathos has also performed strongly, with +23.5% like-for-like sales in 2024, giving us confidence to explore further franchise opportunities in the region. We have opened two new sites in the Middle East in 2025 YTD, with another one planned for this year in Abu Dhabi.

Following the acquisition of Fresh Burritos, we now have a franchisee network in France. With the strategically placed new central kitchen in Lille, we see significant growth potential for further franchise expansion in mainland Europe as we leverage our position as Europe's largest fast-casual Mexican restaurant brand.

Develop Tortilla internationally

In the summer of 2024, we completed the strategic acquisition of Fresh Burritos, the second largest fast-casual Mexican restaurant group in Europe and the largest in France, for a total consideration of €3.95m (£3.34m). This acquisition was an immense step forward in our international expansion plans and to further strengthen our franchising strategy. We acquired 13 company-owned leasehold restaurants, in prime locations across Paris and other major French cities, as well as the rights to the Fresh Burritos brand and a network of 18 franchise locations at point of acquisition.

Since the acquisition, we have been focused on building a local team in France, currently led by our French Managing Director, Gilles Boehringer, who previously served as VP of Development & Franchise for KFC France. In addition, we introduced a new central production kitchen in Lille, which became fully operational in February 2025, now serving both our own and franchise stores. At nearly three times the size of our UK central kitchen, it enables us to produce consistent food at scale for the European market.

With the central kitchen now up and running, our focus for 2025 will be to roll out our new and refreshed store design in France. This will involve converting the majority of our own Fresh Burritos stores to Tortilla stores throughout the year with the first few planned for late summer.

While the UK will always be the heart of Tortilla, this acquisition gives us an important footfall in France and provides a solid platform for expanding our franchise network across Europe. We will update our shareholders with any significant developments as they arise.

Current trading and outlook

We continue to see steady year-on-year profit improvements in the UK, leveraging on our 2024 initiatives. Although the market in 2025 continues to be soft due to challenging macro-economic conditions, our UK LFL sales for Q1 2025 showed promising growth at +5.9%, outperforming the wider restaurant sector by 8 percentage points. We remain confident that our investment in food, technology and marketing will continue to support robust LFL sales growth going forward and we confirm that the full year outlook for the UK is in line with management expectations.

Since year-end we have opened four stores with our franchise partners: two in the UK (Liverpool Street station and Victoria station) in partnership with SSP, and two in the Middle East (Silicon Central Mall and Circle Mall) through Eathos.

In France, our team has worked hard to get the central production kitchen in Lille up and running, and we are pleased to now be serving both company-owned and franchise stores with food prepared in the CPK. Last year, we made the strategic decision to pause the conversion and rebranding of our Fresh Burritos stores as we embarked on a comprehensive brand and interior design refresh. While this initiative was intended to ensure we launched the brand properly in France, we have encountered unforeseen delays due to the complex planning approval processes in France, which means on average a couple of months delay in uplift in sales per store compared with our previous market guidance. We are however pleased to announce that we are now poised to begin the conversion of our French stores to Tortilla with the first conversions scheduled to commence towards the end of the summer. With the enhanced brand identity and improved store designs, we are confident in our ability to achieve our long-term goals in the French market.

I am incredibly proud of what we have accomplished over the past year, from the progress made in the UK to the expansion through our franchise partners, and the strategic acquisition of Fresh Burritos, which has provided us with an important springboard into mainland Europe. With our food offering now better than it has ever been, and exciting technology developments in progress, I am looking forward to what 2025 and beyond will bring.

Andy Naylor
CHIEF EXECUTIVE OFFICER
20 May 2025

KEY STRENGTHS

Through continuous innovation, we work hard to maintain high standards in all aspects of business. Over the past few years, the following elements have proven areas of particular strength.

Our products

Tortilla has developed a great reputation for its freshly prepared, customisable, value-for-money product range of burritos, tacos, salads and quesadillas. This has enabled us to appeal to a wide demographic, maintaining our loyal customer base and generating further customers as we grow. Our defining characteristics also align with forecasted consumer trends and preferences, providing a positive outlook for the future.

By offering great value-for-money, we have successfully expanded operations across the UK and France and are able to charge a minor delivery premium (to address delivery commission costs) while remaining highly competitive.

Embracing sector trends

The Tortilla Group observes and embraces key consumer trends, flexing our products, services, and formats to capitalise on growing demand and maintain relevance in a rapidly changing market. Our offering thus adheres to the dominant demands driving our sector, which include:

- **Healthy eating** - packed with rice, beans, vegetables and plant-based options, our menu suits those seeking healthy fast-casual food
- **Fresh and high provenance** - our freshly prepared food is from high quality, responsible sources communicated with full transparency to the consumer
- **Convenience** - Tortilla food is available in store, via takeaway or delivery, ensuring maximum

- **Convenience** - Tortilla food is available in-store, via takeaway or delivery, ensuring maximum options for optimum convenience, and reaching more customers than ever before via our multi-channel strategy
- **Customisation** - a wide range of options enable customers to tailor their Tortilla meal to their preferences and dietary requirements
- **Ethnic food** - Tortilla's authentic Mexican style food caters to consumers' growing interest in ethnic food

Flexible business model

Much of the Group's success can be attributed to our ability to adapt, flexing our business model quickly and effectively to suit circumstances and locations.

Our flexibility is driven by three key factors of our business model:

- Trading strength across eat-in, takeaway and delivery channels
- Ability to trade in small units and without extraction
- Value-for-money offering that appeals to diverse customers including students, local residents, and office workers

In contrast to similar fast-casual restaurant businesses, Tortilla has achieved significant geographical diversification throughout the UK - in terms of both presence and sales. Over half of our estate and nine of our top twenty selling stores are located outside of London, covering a wide range of sites including shopping centres, high streets, residential areas, and transport hubs. We are adept at scouting and identifying the best format for new locations.

Moreover, our scalable central infrastructure, currently a 5,500 square foot Central Production Unit ("CPU") in Tottenham Hale, and 14,000 square foot in the newly opened Central Production Kitchen in Lille, France, provides cost advantages over our direct competitors, the flexibility to increase its size in tandem with our growth strategy and the assurance that product quality remains consistent across all sites.

Marketing strategy

Through our clearly defined multi-channel marketing strategy, the Group has built and maintained a loyal and diverse customer base. The launch of our new loyalty app in 2024 has enabled us to not only continue to provide generous offers to our loyal customers but also use direct marketing to increase visit frequency and raise the average order value.

The Group focuses on driving customers through the doors through brand collaboration, monthly influence specials, and targeted events.

With a large proportion of customers in the younger age demographic (aged 16-34), we achieve significant engagement via social media and our vast influencer network drives widespread engagement across the most popular social media platforms, sharing bite-size videos reaching millions of views.

Strong leadership

Tortilla's senior Management team continues to excel in its ability to deliver strong and sustainable growth. Under the stewardship of an experienced Board of Directors, our team has continued to execute Tortilla's growth strategy effectively, taking full advantages of opportunities as they arose and conducting all activity with kindness, integrity and ownership.

We focus on hiring the best people at all levels and work hard to propagate our strong culture and values throughout the organisation.

Our Board and senior Management team regularly visit stores and speak with teams and guests to ensure a strong connection between corporate objectives and on-the-ground practice.

Cost effective hiring model

The simplicity of Tortilla's food means that recipes and methods are straightforward, and managers can train those with limited experience to high levels of competency within a short time period. We can therefore focus on hiring those with the values and behaviour we seek, enabling us to maintain our culture and avoid the negative impact of any potential market staff shortages.

This also helps us to hire from within our stores' local communities, reducing travel time and cost for employees.

Property portfolio and strategy

At the end of 2024, the Group had 117 sites worldwide: 68 UK sites we operate ourselves (65 Tortilla, three Chilango), seven UK sites franchised to SSP Group, five UK sites franchised to Compass Group, ten franchised sites in the Middle East, 13 French sites we operate ourselves, and 14 franchised sites in France. The Group's property portfolio is entirely leasehold.

Within the UK, the Group's portfolio of sites is well diversified with respect to locations, with 32 sites within the M25 area and 36 sites outside of it. Three of Tortilla's top ten stores (by profit) are located outside of the M25. As customers of fast-casual operators tend to be primarily impulsive purchasers, sourcing locations with high footfall is a critical part of boosting brand awareness and generating sales.

sourcing locations with high footfall is a critical part of boosting brand awareness and generating sales.

Tortilla's property portfolio

The Group's success is driven by our proven property strategy with flexibility across site locations and formats. We generally target locations ranging from 60 square metres to 200 square metres. The estimated capital expenditure per site (excluding delivery-only kitchens) ranges from £375,000 to £500,000 (excluding landlord contribution) depending on the size of the unit, site condition and store front requirements.

The Group aims for a 30% minimum target investment hurdle for its return on capital employed. Our sites are primarily located in high street areas, residential locations, shopping centres and transport hubs as these high footfall locations provide seven-day trade with lunch and dinner availability, helping the brand appeal to a wider range of consumers and trade throughout the day.

New sites

New sites have historically been a core driver of Tortilla's development. Tortilla opened eight sites in 2014, and five/six sites per year in 2015, 2016 and 2019, but slowed this rollout in 2017 and 2018 as rents did not provide the necessary value at that time. Understandably, site openings slowed in 2020, but we accelerated our pipeline by opening seven sites in 2021 (four bricks and mortar and three delivery kitchens) along with two new SSP Group franchise units. 2022 was a record year for growth with a total of 18 additions to the estate. Growth continued in 2023 with the addition of 6 Tortilla sites, and one SSP Group franchise unit. In 2024 we increased our UK portfolio with a further five sites, one Tortilla site and four franchise sites, whilst we also expanded internationally by the acquisition of Fresh Burritos in France which included 13 company own stores, and the franchise rights to 14 stores at year end.

New sites will continue to play a key role in our targeted growth trajectory, and the Board see the strategic merit in accelerating our growth through existing and new franchising partnerships and are evolving the mix of new openings to focus more heavily on franchising whilst we take a more targeted approach on the rollout of own stores, focusing on Grade A locations where the brand has high awareness. We are still in line with our IPO growth aspiration, having doubled our rollout commitment in 2022.

Entrance into Europe

In July 2024, the Group acquired the French Burritos business, marking the beginning of Tortilla's journey into mainland Europe. The acquisition of 13 company-owned stores in prime locations across Paris and other major cities, as well as a network of 14 franchised locations at year end, enables Tortilla to reach a strong footfall in France. These stores are planned to be converted to Tortilla stores, strengthening our brand awareness and paving the way for global recognition of the Tortilla name.

Earlier in 2025 we launched a new Central Production Kitchen in Lille, which has enabled Tortilla's food offering to be made in our French stores. The new Lille kitchen is 3x the size of our existing facility in the UK, placing us in a strong position for future growth, and acting as a springboard into other European countries.

CHIEF FINANCIAL OFFICER'S REVIEW

Group financial KPI summary

	2024	**2023**	**Change**
Revenue	£68.0m	£65.7m	+ 3.5%
Gross profit margin	76.6%	77.3%	- 0.7% pts
Administrative expenses	£53.3m	£50.1m	+ 6.4%
Net loss after tax	(£3.3m)	(£1.1m)	+ 204%
Cash generated from operations	£10.5m	£9.9m	+ 5.8%
Alternative performance measures ("APMs")			
LFL revenue growth	(0.1)%[1]	3.6%[2]	- 3.7 ppts
Adjusted EBITDA (pre-IFRS 16)[3]	£4.5m	£4.6m	- 2.0%
Net cash/(debt) (pre-IFRS-16)[4]	(£5.7m)	(£1.3m)	- 335%

[1] defined as the percentage change in like-for-like sales compared to 2023.

[2] defined as the percentage change in like-for-like sales compared to 2022.

[3] defined as statutory operating profit before interest, tax, depreciation, and amortisation (before application of IFRS 16 and excluding exceptional costs) and reflects the underlying trade of the Group. UK reported an Adjusted EBTIDA of £5.2m (£4.6m in 2023), whilst France was (£0.7)m
The reconciliation to profit from operations is set out below in this section of the report.

[4] defined as cash and cash equivalents less gross debt. Calculated on a pre-IFRS 16 basis and so does not include lease liabilities.

Revenue

Revenue increased 3.5% to £68.0m compared to £65.7m in 2023. This was attributable to the following:

- The addition of 13 company-owned sites in France from the acquisition of the Fresh Burritos Group.
- The addition of one new company-owned UK site, four UK franchise sites, and the annualisation of the 2023 openings. The Group remains ahead of its aim of opening 45 new sites across the five years following its IPO in October 2021.
- The inclusion this year of income generated from food sales made to franchise partners, rather than as a credit to our cost of sales. This adjustment contributed 1.1% to our revenue growth. The prior year impact of 0.9% has not been adjusted in the comparatives as this is not deemed to be material to the financial statements.
- An underlying 0.1% decline in in-store LFL across the estate driven in particular by a challenging Q1 which saw a -6% decline. This improved to growth of 6% in the last quarter following the renewed focus on an improved food offer, brand awareness and technology.
- A 11.2% decrease in LFL delivery sales, following the strategic decision to move improve delivery profitability by moving to dual-platform end of February 2024.

Gross profit margin

The Group achieved a gross profit margin in 2024 of 76.6% (2023: 77.3%). This 0.7% decrease was driven primarily by a -0.9% impact of the reclassification of the income generated by food sales made to franchise partners, as described above. There is also a -0.2% impact due to a lower margin achieved in France, as in 2024 the Group had not yet moved over to a central production kitchen. The underlying margin achieved in in-store sales in the UK improved by 0.5%, reflecting effective negotiations with the Group's main food suppliers.

Administrative expenses

Under application of IFRS 16, administrative expenses exclude property rents (except for turnover rent) and incorporate the depreciation of right-of-use assets.

Administrative costs increased by 6.3% year-on-year to £53.3m. Of this increase £4.4m (8.8%) is due to the acquisition of Fresh Burrito. The balance relates to increased UK costs due to the National Minimum Wage increase, higher business rates, and some investment in marketing to assist brand awareness.

Administrative expenses include exceptional items of £1.5m in 2024 (2023: £0.4m). In 2023 exceptional items primarily consisted of a new site planned which was subsequently aborted, and restructuring costs, while across 2024 £1.3m of costs are associated with the Fresh Burritos acquisition.

We also incurred an impairment charge of £1.4m in 2024 (2023: £0.3m), impacting 6 stores, which reflects tough market conditions. The discount rate used for the weighted average cost of capital (WACC) was 15.0% pre-tax (2023: 15.1%). See note 3 to the Financial Statements for more information.

Net Loss after tax

Net loss after tax position is (£3.3m) (2023: £1.1m), an increase of 204%, which is primarily driven by the exceptional item costs related to the Fresh Burritos acquisition flagged above and impairment of some stores to bring them in line with their respective profitability.

Adjusted EBITDA (pre-IFRS 16) (non-GAAP)

The Group utilises Adjusted EBITDA (pre-IFRS 16) as the primary assessment metric of profitability. A reconciliation of this measure compared to profit from operations is below.

	52 weeks ended 29 December 2024	**52 weeks ended 31 December 2023**
	£	**£**
(Loss)/profit from operations	**(1,186,504)**	**684,110**
Pre-opening costs	397,243	344,570
Share option expense	(45,393)	387,443
Depreciation and amortisation	8,762,397	8,155,815
Loss on disposal of fixed assets	126,690	40,746
Impairment	1,441,586	289,901
Exceptional items	1,522,532	437,756
FX loss	67,035	-

Non-trading costs	3,612	18,540
IFRS 16 adjustment*	(6,614,043)	(5,793,606)
Adjusted EBITDA (pre-IFRS 16)	**4,475,155**	**4,565,275**

*The IFRS 16 adjustment relates to the impact of IFRS 16 on rental expenses contained within administrative expenses.

The Group generated £4.5m of Adjusted EBITDA (pre-IFRS 16), a total decrease of £0.1m compared to 2023. The £4.5m of Adjusted EBITDA in 2024 is comprised of £5.2m generated by the UK estate (+£0.6m vs 2023), offset by £(0.7m) generated by the France subgroup.

The increase in UK profitability reflects steadily improving LFL performance during the year aided by improvements to the food offer, and investment in technology, such as self-ordering kiosks and our loyalty app. It also reflects better profit conversion year-on-year through improved delivery economics, improvements in buying margins and focus on cost control. We believe this puts us in a strong position to continue to drive profitable growth in the UK in 2025.

Since the acquisition of Fresh Burritos, we have worked on stabilising the business operationally and are confident that following the launch of the central production kitchen and the conversion of the Fresh Burritos stores to Tortillas, the business will become profitable in 2026.

Cash flow and liquidity

The core business remains highly cash generative with a 5.8% increase in cash generated from operations.

Working capital requirements are by nature low and are indeed negative, with cash from in-store customers received and recognised at the point of sale. Hence, trade and other receivables in the main relate to delivery partner receipts and landlord deposits. Trade and other payables relate to supplier credit terms, wages and utility accruals. Additionally, fast delivery times and Central Production Unit (CPU) efficiencies allow for low stock level requirements, meaning inventories are kept at a minimum. This negative working capital position should continue to grow in line with expansion plans.

Cash expenditure on property, plant and equipment increased by £0.5m largely due to the construction of our new Central Production Kitchen in Lille, France. This is offset by lower expenditure for the construction of new company-owned sites in the UK.

The acquisition of the Fresh Burritos group resulted in a net cash outflow of £1.4m. Further details are given in note 25 to the Financial Statements.

The Group is confident it can pay its current liabilities as they fall due, as consumers pay at the point of sale and the inventory is used before supplier payment is due. The Group also have an overdraft facility of £2.5m with Santander which can be utilised for any unforeseen events. The overdraft is part of and not in addition to the revolving credit facility referred to below.

Financing and net debt

The Group had cash balances of £2.8m on 29 December 2024, which translated to a net debt position of £5.7m (2023: net debt of £1.3m), excluding IFRS 16 lease liabilities.

The Group's £10.0m revolving credit facility (RCF) is held with Santander UK plc and comprises of a drawn balance of £7.2m at 29 December 2024 with a further £2.8m of undrawn facility available to the Group. £4.2m of the facility was drawn during 2024 in order to finance the Fresh Burritos acquisition.

The financing facility attracts interest at a rate of 2.75% above SONIA, subject to an upward-only ratchet based on increased net leverage levels and is secured until 14 September 2026.

A number of further facilities were brought into the Group as part of the Fresh Burritos acquisition, which is contributing £1.3m to the Group's net debt position at 20 December 2024. These comprise of 13 separate loan facilities held with French banking groups. See note 20 of the Financial Statements for further information.

Share based payments

Share-based payments

In 2024, the Group granted further Long-Term Incentive Plan (LTIP) shares to the senior leadership team. Share-based payment credits of £0.05m were recognised in 2024 (2023: £0.39m) relating to the Group's Long Term Incentive Plan ("LTIP") created as part of the Group's admission to the Alternative Investment Market ("AIM"). The small release in 2024 is driven by the reversal of the share-based payment charge relating to options forfeited in 2024.

Further details around vesting conditions are disclosed in note 8.

Dividend

The Board did not recommend a dividend for 2024. The Group's capital will be focused on growth over the coming years with the dividend policy subject to re-assessment going forward.

Going concern

In assessing the going concern position of the Group for the consolidated financial statements for the year ending 29 December 2024 the Directors have considered the Group's cash flow, liquidity and business activities for a period of not less than twelve months from the date of approval of these financial statements.

During 2024, as mentioned above, the Group drew down £4.2m from the available debt facilities in order to finance the Fresh Burritos acquisition, and at 29 December 2024 has access to a further £2.8m of financing.

Management of the Group has prepared forecasts for a period of not less than twelve months from the date of approval of these financial statements, which include a base case and a downside case (with the latter incorporating management's quantification of realistic worst case scenarios). As part of the going concern assessment, these projections incorporate the effect of mitigating actions that might be necessary to maintain cash, facility and covenant headroom in adverse scenarios.

Upon consideration of these analyses and the principal risks faced by the Group, the Directors are satisfied that the Group has adequate resources to continue in operation for the foreseeable future. Accordingly, the Directors have concluded that it is appropriate to prepare these financial statements on a going concern basis. The going concern policy is also reflected in note 2.6 of the financial statements.

Maria Denny
CHIEF FINANCIAL OFFICER
20 May 2025

Consolidated statement of comprehensive income
For the 52 weeks ended 29 December 2024

	Note	**52 weeks ended 29 December 2024 £**	52 weeks ended 31 December 2023 £
Revenue	4	**67,999,489**	65,674,965
Cost of sales		**(15,899,248)**	(14,883,204)
Gross profit		**52,100,241**	50,791,761
Administrative expenses		**(53,286,745)**	(50,107,651)
Operating (loss)/profit	5	**(1,186,504)**	684,110
Finance income	9	**83,999**	31,900
Finance expense	10	**(2,214,464)**	(1,801,176)
Loss before tax		**(3,316,969)**	(1,085,166)
Tax on loss	11	**(9,502)**	(7,377)
Loss for the period and comprehensive			

income attributable to equity holders of the parent company		**(3,326,471)**	**(1,092,543)**
(Loss) / earnings per share for profit attributable to the owners of the parent during the year			
Basic and diluted (pence)	12	**(8.6)**	(2.8)

There were no items of recognised income or expense other than as shown in the Consolidated statement of comprehensive income above. All activities relate to continuing operations.

The notes on pages 21 to 49 form part of these financial statements.

Consolidated statement of financial position
As at 29 December 2024

	Note		29 December 2024		31 December 2023
			£		**£**
Non-current assets					
Intangible assets	14		**4,909,031**		2,627,039
Tangible assets	15		**15,169,803**		14,119,801
Right-of-use assets	13		**31,592,056**		29,520,494
			51,670,890		46,267,334
Current assets					
Inventories	16	**547,753**		358,861	
Trade and other receivables	17	**3,299,473**		3,135,075	
Cash and cash equivalents	18	**2,760,960**		1,644,674	
		6,608,186		5,138,610	
Current liabilities					
Trade and other payables	19	**(12,180,782)**		(9,749,505)	
Lease liabilities	13	**(7,060,640)**		(5,670,902)	
Net current liabilities			**(12,633,236)**		(10,281,797)
Total assets less current liabilities			**39,037,654**		35,985,537
Non-current liabilities					
Loans and borrowings	20		**(8,433,523)**		(2,949,021)
Lease liabilities	13		**(30,489,693)**		(29,532,937)
Deferred taxation	21		**(600,419)**		(617,696)
Net assets			**(485,981)**		**2,885,883**
Equity attributable to equity holders of the company					
Called up share capital	22		**386,640**		386,640
Share premium account	23		**4,433,250**		4,433,250
Share based payment reserve	23		**794,585**		839,978
Merger reserve	23		**4,793,170**		4,793,170
Retained earnings	23		**(10,893,626)**		(7,567,155)
Total equity			**(485,981)**		**2,885,883**

The accompanying notes on pages 21 to 49 form an integral part of these financial statements.

The Company statement of financial position can be found on page 50.

The financial statements of Tortilla Mexican Grill plc (registration number 13511888) were approved and authorised for issue by the board and were signed on its behalf by:

Maria Denny

CHIEF FINANCIAL OFFICER
20 May 2025

Consolidated statement of changes in equity
For the 52 weeks ended 29 December 2024

	Called up share capital	Share premium account	Share-based payment reserve	Merger reserve	Profit and loss account	Total
	£	£	£	£	£	£
At 02 January 2023	386,640	4,433,250	[illegible]	4,793,170	[illegible]	[illegible]

At 02 January 2023	**386,640**	**4,433,250**	**452,535**	**4,793,170**	**(6,474,612)**	**3,590,983**
Loss for the period	-	-	-	-	(1,092,543)	**(1,092,543)**
Share based payments	-	-	387,443	-	-	**387,443**
At 01 January 2024	**386,640**	**4,433,250**	**839,978**	**4,793,170**	**(7,567,155)**	**2,885,883**
Loss for the period	-	-	-	-	(3,326,471)	**(3,326,471)**
Share-based payments	-	-	(45,393)	-	-	**(45,393)**
At 29 December 2024	**386,640**	**4,433,250**	**794,585**	**4,793,170**	**(10,893,626)**	**(485,981)**

The notes on pages 21 to 49 form part of these financial statements.

Consolidated statement of cash flows
For the 52 weeks ended 29 December 2024

	Note	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Cash flows from operating activities			
Loss for the financial period		**(3,326,471)**	(1,092,543)
Adjustments for:			
Amortisation of intangible assets	14	**14,045**	5,166
Depreciation of right-to-use assets	13	**4,685,847**	4,344,878
Depreciation of property, plant and equipment	15	**4,054,126**	3,805,769
Loss on disposal of tangible assets	15	**126,690**	40,746
Net finance expense	10	**393,782**	269,491
Taxation charge	11	**9,502**	7,377
(Increase) / decrease in inventories	16	**(156,032)**	38,222
Decrease/ (Increase) in trade and other receivables	17	**162,555**	(327,477)
Increase in trade and other payables	19	**918,854**	639,436
Impairment of property, plant and equipment	15	**598,291**	289,901
Impairment of right-to-use asset	13	**158,538**	-
Impairment of intangible assets	14	**684,757**	-
Corporation tax received / (paid)		**571,145**	(3,402)
Share based payments		**(45,393)**	387,443
Finance cost on lease liabilities	13	**1,735,062**	1,531,685
Foreign exchange loss		**(72,472)**	-
Net cash generated from operations		**10,512,826**	9,936,692
Cash flows from investing activities			
Purchase of tangible fixed assets	15	**(4,999,191)**	(4,535,117)
Interest received	9	**83,999**	31,900
Acquisitions, net of cash acquired		**(1,350,253)**	-
Net cash from investing activities		**(6,265,445)**	(4,503,217)
Cash flows from financing activities			
Interest paid	10	**(477,781)**	(282,849)
Payments made in respect of lease liabilities	13	**(6,853,314)**	(5,881,752)
Loan drawdown		**4,200,000**	-
Net cash used in financing activities		**(3,131,095)**	(6,164,601)
Net increase/ (decrease) in cash and cash equivalents		**1,116,286**	(731,126)
Cash and cash equivalents at the beginning of period	18	**1,644,674**	2,375,800
Cash and cash equivalents at the end of period		**2,760,960**	1,644,674

Notes to the consolidated financial statements

1. General information

Tortilla Mexican Grill plc, the "Company" together with its subsidiaries, "the Group", is a public limited company whose shares are publicly traded on the Alternative Investment Market, "AIM", and is incorporated and domiciled in the United Kingdom and registered in England and Wales (registration number 13511888).

The registered address of Tortilla Mexican Grill plc and all subsidiaries is 142-144 New Cavendish Street, London, W1W 6YF, United Kingdom. A list of the Company's subsidiaries is presented in note 26.

The Group's principal activity is the operation and management of restaurants trading under the Tortilla, Chilango, and Fresh Burritos brands within the United Kingdom, France, and the Middle East.

Judgements made by the directors in the application of these accounting policies have been discussed in note 3.

2. Accounting policies

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and in accordance with International Accounting Standards as adopted by the UK.

Tortilla Mexican Grill plc has taken advantage of the exemption under section 408 of the Companies Act 2006 to not present its own statement of comprehensive income. The loss for the single entity Tortilla Mexican Grill plc for the 52 weeks ended 29 December 2024 was £861,668 (31 December 2023: £5,479).

2.2 Basis of preparation of financial statements

The consolidated financial information contained in this document includes the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity and the consolidated statement of cash flows, and related notes for the companies which comprise the Group.

The financial statements have been prepared on an accruals basis and under the historical cost convention unless otherwise stated. The financial statements are presented in GBP.

2.3 New standards, amendments and interpretations adopted

The Directors do not consider that there are any new standards or amendments applicable for the 52 weeks ending 29 December 2024 that would have a material impact on the Group's accounting treatment.

2.4 Standards issued but not yet effective

The following standards are applicable for financial years beginning on/after 1 January 2025:

- IAS 21 - Lack of Exchangeability

The following standards are applicable for financial years beginning on/after 1 January 2026:

- IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments

When applied, none of these amendments are expected to have a material impact on the Group.

2.5 Basis of consolidation

The consolidated financial information incorporates the financial statements of the Group and all of its subsidiary undertakings. The financial statements of all Group companies are adjusted, where necessary, to ensure the use of consistent accounting policies. Where the Group has power, either directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities, it is classified as a subsidiary.

The statement of financial position as at 29 December 2024 incorporates the results of Tortilla Mexican Grill plc and its subsidiaries for all periods, as set out in the basis of preparation.

2.6 Going concern

In assessing the going concern position of the Group for the consolidated financial statements for the 52 weeks ended 29 December 2024, the Directors have considered the Group's cash flow, liquidity and business activities.

During 2024 the Group drew down £4.2m from the debt facilities in order to finance the acquisition of Fresh Burritos group. At 29 December 2024, £2.8m of the facility remained undrawn. The Group had cash balances of £2.8m on 29 December 2024 which translated to a net debt position of £5.7m, excluding lease liabilities.

As part of their going concern assessment the Directors have prepared forecasts for a minimum period of twelve months from the date of approval of the financial statements. In addition, certain adverse scenarios have been considered for the purposes of stress and sensitivity testing. In these adverse scenarios, the Group would have sufficient liquidity to remain in compliance with its covenant obligations.

Upon consideration of this analysis and the principal risks faced by the Group, the Directors are satisfied that the Group has adequate resources to continue in operation for the foreseeable future, a period of at least twelve months from the date of this report. Accordingly, the Directors have concluded that it is appropriate to prepare these financial statements on a going concern basis.

2.7 Revenue

Revenue represents the amount receivable from customers for goods and services, exclusive of VAT and discounts.

The Group has recognised revenue in accordance with IFRS 15. The standard requires revenue to be recognised when goods or services are transferred to customers and the entity has satisfied its performance obligations under the contract, and at an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services.

The Group's revenue comprises of:

- Food and beverage sales at restaurants with one performance obligation that is satisfied when control is transferred to the customer at the point of sale, which is usually when payment is received, and no contract assets or contract liabilities are created. The Group also generates revenue with third-party delivery partners, which is payable the week after the revenue was recorded. Revenue comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Group's activities. Revenue is shown net of sales/value added tax, returns and discounts; and

- Franchise fees from the Group's role as franchisor in the UK, France, and Middle East. Revenue comprises ongoing royalties based on the sales results of the franchisee and up-front initial site fees. Royalty revenue is accrued in line with reported sales performance once revenue can be reliably measured. Upfront initial site fees are recognised on opening of the associated franchisee restaurant.

The Group operates a loyalty scheme for customers which entitles the customer to free products after a specified number of purchases. IFRS 15 requires entities to recognise a liability for the provision of these products as the customer, in effect, pays the Group in advance for future goods. The Group has not recognised this liability as the value is not considered material.

2.8 Employee benefits

Short-term benefits
Salaries, wages, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the period in which the associated services are provided by employees of the Group.

Defined contribution plan
Contributions to defined contribution schemes are charged to the consolidated statement of comprehensive income in the year to which they relate.

2.9 Share-based payments

A transaction is accounted for as a share-based payment where the Group receives services from employees and Directors and pays for these in shares or similar equity instruments.

The Group makes equity-settled share-based payments to certain employees and Directors. Equity-settled share-based schemes are measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant, measured by use of an appropriate valuation model.

The fair value determined at the grant date of the equity-settled share-based payment is recognised as an expense in the statement of comprehensive income on a straight line basis over the vesting period.

The vesting is dependent on achievement of specific performance conditions for the 2023, 2024 and 2025 financial years. The share-based payment expense will be modified if it is determined that these performance conditions will not be met.

Share options are forfeited when an employee ceases to be employed by the Group unless determined by the board to be a 'Good Leaver'. A participant who ceases employment by reason of death, injury, ill-health or disability is also deemed a good leaver.

2.10 Current and deferred tax

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Group operates and generates income.

Deferred tax balances are recognised where the carrying amount of an asset or liability in the consolidated statement of financial position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and jointly controlled entities where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the deferred tax liabilities or assets are settled or recovered. Deferred tax balances are not discounted.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company; or
- different company entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets and liabilities are expected to be settled or recovered.

2.11 Alternative performance measures ("APMs")

The Group has identified certain measures that it believes will assist the understanding of the performance of the business. These APMs are not defined or specified under the requirements of IFRS. The Group believes that these APMs, which are not considered to be a substitute for, or superior to, IFRS measures, provide stakeholders with additional useful information on the underlying trends, performance and position of the Group and are consistent with how business performance is measured internally.

The Group's APMs are: like for like ("LFL") revenue growth/(decline), Adjusted EBITDA (Pre-IFRS), Operating cash flow and net cash/(debt).

The Directors use Adjusted EBITDA as a primary KPI in managing the business. This measure excludes exceptional items, share option expenses and site pre-opening costs and applies pre-IFRS 16 treatment of leases. The Directors believe this measure gives a more relevant indication of the underlying trading performance of the Group and is also the measure used by the banks for the purposes of assessing covenant compliance.

2.12 Intangible assets

Goodwill
Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is tested for impairment on an annual basis.

Other intangible assets
Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is charged so as to allocate their cost over their estimated useful life on a straight line basis. Computer software assets have a finite useful life, which is determined to be 3 years.

2.13 Property, plant and equipment

Items of property, plant and equipment are initially recognised at cost. As well as the purchase price, cost includes directly attributable costs.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis, which is reviewed at each balance sheet date:

Short-term leasehold property	- over the lease term
Plant and machinery	- over 5 years
Fixtures and fittings	- over 3 years

2.14 Leases

Right-of-use assets
The Group recognises a right-of-use asset at the lease commencement date. Right-of-use assets are initially measured at the same amount as the lease liability, reduced for any lease incentive received. Subsequently, right-of-use assets are amortised on a straight line basis over the remaining term of the lease and are assessed for impairment at each balance sheet date. The majority of leases are covered by the Landlord and Tenant Act 1985 which gives the right to extend the lease beyond the termination date. The Group expects to extend the majority of leases covered by the Landlord and Tenant Act 1985. This extension period is not included within the lease term as the termination date cannot be determined.

Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed lease payments less any lease incentives receivable. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. Where the Group expects to extend the leases covered by the Landlord and Tenant Act 1985, the extension period is not included within the lease term as the termination date cannot be determined and these are not reasonably certain.

Subsequently, lease liabilities are increased to reflect the interest cost on the liability and reduced for the lease payments made, which are recognised on a straight-line basis over the term of the lease. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, for example a rent review or a change in the lease term.

When a lease liability is remeasured, the Group adjusts the carrying amount of the liability to reflect the payments to be made over the revised term, which are discounted at a revised discount rate. An equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being depreciated over the remaining (revised) lease term. Lease payments which are variable in nature and are not linked to any index or rate are expensed in the period to which they relate.

2.15 Impairment

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Each site is considered to be a CGU in its own right.

Goodwill arising on the acquisition of Chilango Ltd and the Fresh Burritos group has been allocated to individual cash-generating units based on the forecasted EBITDA expected to be generated from each cash-generated unit at the date of acquisition.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.16 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of the cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Inventories are measured on a first-in-first-out basis.

2.17 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value. Payments taken from customers on debit and credit cards are recognised as cash.

2.18 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. Income is recognised from these investments only in relation to distributions receivable from post-acquisition profits. Distributions received in excess of post-acquisition profits are deducted from the cost of the investment.

2.19 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker ("CODM"). The CODM has been identified as the management team including the Chief Executive Officer and Chief Financial Officer.

The Directors have taken a judgement that individual sites meet the aggregation criteria in IFRS 8, constituting one operating and one reporting segment and hence have concluded that the Group only has a single reporting segment, as discussed in note 4.

2.20 Equity instruments

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Group's ordinary shares are classified as equity instruments.

2.21 Financial instruments

The Group does not trade in financial instruments and all such instruments arise directly from operations.

Financial assets
Financial assets held at amortised cost are trade and other receivables and cash. All trade and other receivables are initially recognised at transaction value, as none contain in substance a financing transaction.

Trade receivables are all due for settlement within one year. Due to their short-term nature, the Directors consider the carrying amount of trade and other receivables to equal their fair value.

Fees paid on the establishment of loan facilities are recognised as transactional costs of the loan and the fee is capitalised as a prepayment for liquidity services and amortised straight line over the period of the facility to which it relates.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting year for objective evidence of impairment. The Group applies the IFRS 9 simplified approach to measure expected credit losses using a lifetime expected credit loss (ECL) provision for financial assets. To measure expected credit losses on a collective basis, financial assets are grouped based on similar credit risk and ageing. There are no expected credit losses as consideration for goods is received at the point of sale.

Interest income is recognised in the Statement of comprehensive income and is included in the "finance income" line item.

Financial liabilities
Financial liabilities held at amortised cost include trade and other payables, lease liabilities and borrowings. Trade and other payables are initially recognised at transaction value as none represent a financing transaction. They are only derecognised when they are extinguished.

There are no material differences between the carrying values of financial assets and liabilities held at amortised cost and their fair values.

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Interest payable is recognised in the Statement of comprehensive income and is included in the 'finance expenses' line item.

2.22 Financial risk

The Group's activities expose it to a variety of financial instrument risks. The risk management policies employed by the Group to manage these risks are detailed below. The primary objectives of the financial instrument risk management function are to establish risk limits and then ensure exposure to risks remains within these limits.

Interest rate risk
The Group is exposed to interest rate risk as the Group's borrowings have an interest rate of SONIA plus a margin.

Commodity price risk
The Group is exposed to movements in wholesale prices of food and drinks. The Group sources the majority of its products in Europe, however there is the risk of disruption to supply caused by external factors, for example political or economic factors. The Group always benchmarks any cost changes and typically fixes prices for periods of between three and six months.

Capital risk
The Group manages the capital structure to ensure it will be able to operate as a going concern, whilst maximising the return to shareholders. The Directors look to optimise the debt-to-equity balance and may adjust the capital structure by paying dividends to shareholders, returning capital to shareholders, issue new shares or sell assets to reduce debt. The Directors intend to maintain low net leverage levels as the Group's operating cash flows are sufficient to fund the addition of new restaurants to the portfolio.

Credit risk
The Group's credit risk is attributable to trade and other receivables and cash with the carrying amount best representing the maximum exposure to credit risk. The Group places its cash only with banks with high-quality credit standings. Trade and other receivables relate to day-to-day activities which are entered into with creditworthy counterparties.

Liquidity risk
Liquidity risk is the risk that the Group may encounter difficulties in meeting its financial obligations as they fall due. They may arise from the Group's management of working capital, finance charges and principal repayments on its debt. Following the acquisition of the Fresh Burritos group, the Group's liquidity risk profile includes the working capital and funding requirements of the French operation.

The Group has access to a £10m revolving credit facility held with Santander UK plc, of which £2.8m is undrawn at the year end. Of this undrawn amount, £2.5m has been allocated to an ancillary facility, an overdraft, which was not utilised at 29 December 2024. As part of the Group's acquisition of Fresh Burritos group on 5 July 2024, fifteen bank loans totalling £1,335,928 were acquired.

The Directors regularly review cash flow forecasts to determine whether the Group has sufficient reserves to meet obligations and take advantage of opportunities.

Maturity analysis

	Within 1 year	**1 to 2 years**	**2 to 5 years**	**Over 5 years**	**Total**
	£	**£**	**£**	**£**	**£**
29 December 2024					
Trade and other payables	12,180,782	-	-	-	**12,180,782**
Lease liabilities	8,514,332	6,998,525	16,087,227	16,610,119	**48,210,203**
Borrowings	-	7,770,634	585,777	77,112	**8,433,523**
	20,695,114	**14,769,159**	**16,673,004**	**16,687,231**	**68,824,508**
31 December 2023					
Trade and other payables	9,749,505	-	-	-	**9,749,505**
Lease liabilities	5,804,285	5,548,013	13,630,276	18,373,748	**43,356,322**
Borrowings	-	-	2,949,021	-	**2,949,021**
	15,553,790	**5,548,013**	**16,579,297**	**18,373,748**	**56,054,848**

Lease liabilities in table are undiscounted for purposes of report

2.23 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

3. Critical accounting estimates and judgements

The Group makes certain judgements, estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including the expectations of future events that are believed to be reasonable under the circumstances. Judgements that have been made by the directors in the application of these accounting policies that fall within the scope of IAS 1 paragraph 125 have been discussed below.

Determining the discount rate for IFRS 16

At the commencement date of property leases the lease liability is calculated by discounting the lease payments. The discount rate used should be the interest rate implicit in the lease. However, if that rate cannot be readily determined, which is generally the case for property leases, the lessee's incremental borrowing rate is used. This being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Directors carried out a review of the historic borrowing rates of the Group and historic bond rates together with analysis of the lease terms. They concluded that the use of a single discount rate applied to all leases signed prior to 2 January 2022 is a reasonable approach. Based on this analysis a discount rate of 3.4 percent has been applied. Subsequently, discount rates have been applied on a lease-by-lease basis, in order to reflect the increasing risk-free rate during this period. These discount rates range from 4.9 percent to 7.3 percent.

For the lease liabilities at 29 December 2024 a 0.1 percent increase in the discount rate would reduce the total liabilities by £140,000 (31 December 2023: £11,000), which is not considered to be material. Therefore this is not considered to be a key source of estimation uncertainty.

Impairment of goodwill, right of use assets and property, plant and equipment

Goodwill, right-of-use assets and property, plant and equipment are reviewed for impairment when there is an indication that the assets might be impaired by comparing the carrying value of the assets with their recoverable amounts. The recoverable amount of an asset or cash generating unit (CGU) is determined based on value-in-use calculations prepared on the basis of the Directors' estimates and assumptions. Individual sites are viewed as separate CGUs.

The key assumptions in the value-in-use calculations include the growth rates of revenue and expenses, together with the Group's weighted average cost of capital (WACC), which is used as a discount rate. Projected cash flows are based on financial budgets approved by the Board covering a four year period. Beyond this four year period, projected cash flows have been based on a 3.0% growth rate until the end of the lease terms. The value-in-use calculations also factor in the cost of maintaining the assets, set at £21,000 per annum for each site based on historic averages, and the impact of direct overhead costs.

For the leases held in Chilango Ltd, a further key assumption in the value-in-use calculations was that the leases with terms ending in less than five years would be able to be renewed with terms of 10 years, in line with the term lengths of leases held by Mexican Grill Ltd. If this assumption was incorrect, the maximum potential impact on the impairment charge for the 52 weeks ended 29 December 2024 is an increase of £880,000 (31 December 2023: increase of £1,605,818).

An independent external consultancy was engaged to calculate the Group's post-tax WACC. As at 29 December 2024, the pretax WACC was determined to be 15.0% (31 December 2023: 15.1%). An increase in the discount rate of 1.0 percent would increase the impairment charge for the 52 weeks ended 29 December 2024 by £33,000 (31 December 2023: £nil), which is not considered to be material.

In the 52 weeks ended 29 December 2024, goodwill of £5,510,175, property, plant and equipment assets of £15,768,094 and right-of-use assets of £31,750,594 have been tested for impairment. Detailed impairment testing resulted in the recognition of an impairment charge of £598,291 (52 weeks ended 31 December 2023: £289,901) against property, plant and equipment assets (note 15), an impairment charge of £684,757 (52 weeks ended 31 December 2023: £nil) against goodwill (note 14), and an impairment charge of £158,538 (52 weeks ended 31 December 2023: £nil) against right-of-use assets (note 13).

As these assumptions have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year, these are considered to be key sources of estimation uncertainty.

Business combinations

The acquisition of the Fresh Burritos group has been accounted for using the acquisition method under IFRS 3. The identifiable assets and liabilities are recognised at their fair value at the date of acquisition. Determining the fair value of these assets and liabilities involved a degree of estimation. In particular, the goodwill held within the Fresh Burritos group was not determined to be separately identifiable and so the fair value of this goodwill was adjusted to £nil. Additionally, a fair value adjustment was recognised in respect of the right-of-use assets to reflect the expected cash flows to be generated by the leases over their remaining terms, which is a source of significant estimation uncertainty.

Useful economic lives of property, plant and equipment

The depreciation charge is dependent upon the assumptions used regarding the useful economic lives of assets. A 10 percent increase in average useful economic lives would result in a £369,000 decrease in depreciation in the 52 weeks ended 29 December 2024 (31 December 2023: £346,000). This is not considered to be material and therefore this judgement is not deemed to be a key source of estimation uncertainty.

Share-based payments

The charge for share-based payments is calculated according to the methodology described in note 8. The Black-Scholes model requires subjective assumptions to be made including the volatility of the Company's share price, fair value of the shares and the risk free interest rates.

The vesting of certain share-based payments is dependent on the achievement of specific performance and expansion targets over the three financial years 2023, 2024 and 2025. Assumptions have been made regarding the likelihood of these criteria being met. A 25% increase in likelihood would result in a £33,000 increase in share-based payment charge in the 52 weeks ended 29 December 2024 (31 December 2023: £21,175). This is not considered to be material and therefore this judgement is not deemed to be a key source of estimation uncertainty.

4. Revenue

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Sale of goods	66,898,225	64,848,049
Franchise royalty income	1,101,264	826,916
	67,999,489	65,674,965
Geographical analysis - revenue		
UK	64,593,706	65,348,619
Rest of Europe	3,003,338	-
Rest of World	402,445	326,346
	67,999,489	65,674,965
Geographical analysis - non-current assets		
UK	45,456,164	46,267,334
Rest of Europe	6,214,726	-
	51,670,890	46,267,334

IFRS 8 Operating Segments requires operating segments to be based on the Group's internal reporting to its Chief Operating Decision Maker ("CODM"). The CODM is regarded as the management team of the Chief Executive Officer and the Chief Financial Officer.

The Group has five income streams:

- UK sales from Group-operated restaurants
- UK franchise sales from franchised restaurants
- Middle East franchise sales from franchised restaurants
- France sales from Group-operated restaurants
- France franchise sales from franchised restaurants

The franchise aspects of the business have a minimal cost and asset base which cannot be reliably determined and therefore they are not considered to be material and separable segments, and are not separately monitored. There are similar economic characteristics between the franchise aspects and the Group-operated restaurant business, with each following a similar sales and EBITDA trajectory. These have been reviewed by the Directors along with the non-financial criteria of IFRS 8. It is the Directors' judgement that despite some short-term variability, all income streams have similar economic characteristics in the medium and long-term and meet the criteria for aggregation into a single reporting segment. Therefore, no segmental analysis is provided. While the nature of the Group's business is not considered to encompass separate operating segments for the reasons outlined above, there geographical monitoring and therefore analysis is presented in line with IFRS 8 paragraph 33.

5. Operating profit

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Depreciation and amortisation	8,762,397	8,155,814
Impairment of right-of-use assets	158,538	-
Loss on disposal of fixed assets	126,690	40,747
Impairment of fixed assets	598,291	289,901
Impairment of goodwill	684,757	-
Variable lease payments	418,846	692,886
Inventories - amounts charged as an expense	15,889,248	14,883,204
Share option (credit)/expense	(45,393)	387,443
Pre-opening costs (non-GAAP)**	397,243	344,570
Exceptional items (non-GAAP)*	1,522,532	437,756
Bank arrangement fee amortisation	18,540	18,540
Auditors remuneration:		
Audit fees	165,610	133,000
Other assurance services	17,500	9,700

* Exceptional items in 2024 includes £1.3m of costs incurred in relation to the acquisition of Fresh Burritos (see note 25).

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Pre-opening costs	397,243	344,570
Number of new launches in period	3	6

** Pre-opening costs include costs of £84,562 for the opening of one UK site, and costs of £312,681 for the conversion of an acquired site in Strasbourg, France, to the Tortilla brand and the opening of our Central Processing Kitchen in Lille, France.

6. Employees

The average monthly number of employees, including the directors, during the period was as follows:

	52 weeks ended 29 December 2024 No.	52 weeks ended 31 December 2023 No.
Operations staff	1,127	1,094
Head office staff	61	52
	1,188	1,146

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Wages and salaries	21,026,142	19,634,665
Social security costs	1,462,167	1,164,438
Pension costs	279,981	220,650
Share based (credit)/expense (note 8)	(45,393)	387,443
	22,722,897	21,407,196

Directors' remuneration, included in staff costs, was as follows:

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Short-term employee benefits	762,000	585,205
Post-employment benefits	2,000	2,643
	764,000	587,848

7. Directors' remuneration and key management information

The highest paid Director received remuneration of £223,000 (2023: £231,000).

The number of Directors receiving pension contributions was 2 (2023: 2).

The share-based payment credit arising from the Directors' participation in the Company's LTIP scheme was £160,000 (2023: expense £219,000).

There are no Key Management Personnel other than the Directors. Further information about the remuneration of individual Directors is provided in the Annual Remuneration report on pages 48 to 51 of the annual report.

8. Share based payments

A transaction is accounted for as a share-based payment when services are paid for in shares or similar equity instruments.

The Group issues equity-settled share-based payments to Directors and certain members of staff. Equity-settled share-based schemes are measured at fair value at the date of grant, using the Black Scholes valuation model. The expected life used in the model is adjusted, based on Management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

The Tortilla Mexican Grill plc Long-Term Incentive Plan 2021 ("LTIP")

Under the LTIP, options were awarded to Directors and members of the senior management team. 50 percent vests after three years and the remaining 50 percent vests after the fourth year. The vesting is dependent on achievement of specific Adjusted EBITDA targets for the 2023 and 2024 financial years. The Adjusted EBITDA target for 2023 has been met, however the target for 2024 has not been met. Therefore the options that were due to vest after three years have been forfeited.

In the 52 weeks ended 1 January 2023, 205,714 nil cost options were awarded under the LTIP to Directors which will vest on 1 December 2024. The vesting is dependent on the Directors' continuous employment.

In the 52 weeks ended 31 December 2023, 600,387 nil cost options were awarded under the LTIP to Directors and members of the senior management team which will vest on 10 May 2026. The vesting of the awards made to Directors is dependent on achievement of specific performance and expansion targets over the three financial years 2023, 2024 and 2025, as well as the Directors' continuous employment. The vesting of the awards made to members of the senior management team is dependent on continuous employment only.

In the 52 weeks ended 29 December 2024, 1,166,778 nil cost options and 119,081 market value options were awarded under the LTIP to Directors and members of the senior management team which have a vesting period of 36 months. The vesting of the awards made to Directors is dependent on achievement of specific expansion targets over the three financial years 2024, 2025 and 2026, as well as the Directors' continuous employment. The vesting of the awards made to members of the senior management team is dependent on continuous employment only.

Awards are forfeited if the employee leaves the Group before the awards vest, except under the circumstances where the employee is considered a 'Good Leaver'.

Details of the share awards outstanding are as follows:

	29 December 2024 Number of share options #	29 December 2024 Weighted average exercise price £	31 December 2023 Number of share options #	31 December 2023 Weighted average exercise price £
Outstanding at beginning of the period	2,245,991	1.2	1,946,046	1.6
Granted during the period	1,285,859	-	600,387	-
Exercised during the period	-	-	-	-
Forfeited during the period	(1,076,618)	1.5	(300,442)	1.8
Outstanding at the end of the period	2,455,232	0.5	2,245,991	1.2

The awards outstanding at the end of 29 December 2024 have a remaining weighted average contractual life of nineteen months (31 December 2023: nineteen months) and an exercise price of £0.46 (31 December 2023: £1.16). At the end of 29 December 2024 543,392 awards were exercisable (31 December 2023: none).

The Group recognised total credits related to the above equity-settled share-based payment transactions in the form of options during the 52 weeks ended 29 December 2024 of £60,136 (31 December 2023: charge of £369,021) and related employer National Insurance charge of £14,743 (£31 December 2023: £18,422).

The fair values were calculated using a Black Scholes model. The inputs used for fair valuing awards granted during the period were as follows:

	29 December 2024			31 December 2023
	May-24	Jul-24	Dec-24	
Share price at grant date (pence)	47p	53p	51p	107p
Exercise price (pence)	-	-	52p	-
Expected volatility (%)	58%	57%	53%	56%
Option life (years)	3.0	3.0	3.0	3.0
Risk free interest rate (%)	4.11%	3.96%	4.12%	3.88%

9. Interest receivable

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Bank interest income	83,999	31,900

10. Interest payable and similar expenses

	52 weeks ended 29 December 2024 £	52 weeks ended 31 December 2023 £
Bank interest payable	477,781	269,491
Finance cost on lease liabilities	1,736,683	1,531,685
	2,214,464	1,801,176

11. Taxation

	52 weeks ended 29 December 2024	52 weeks ended 31 December 2023
Current tax		
UK corporation tax on profits for the period	-	-
France corporation tax on profits for the period	26,779	-
Adjustments in respect of previous periods	-	(610,319)

Adjustments in respect of previous periods		(610,319)
Total current tax	26,779	(610,319)
Deferred tax		
Origination and reversal of timing differences	(17,277)	617,696
Total deferred tax	(17,277)	617,696
Total tax charge for the period	9,502	7,377

Factors affecting tax charge for the period

The tax assessed for the period differs from the standard rate of corporation tax in the UK and France of 25%. The differences are explained below:

	52 weeks ended 29 December 2024	**52 weeks ended 31 December 2023**
Loss on ordinary activities before tax	(3,316,969)	(1,085,166)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK and France of 25% (2023 UK: 25%):	(829,242)	(271,292)
Effects of:		
Expenses not deductible for tax purposes	415,580	91,098
Capital allowances in excess of depreciation	140,616	608,059
Other timing differences, primarily arising from operating lease accounting	(157,893)	129,693
Movement in unprovided deferred tax	440,441	60,138
Adjustments to tax charge in respect of prior periods	-	(610,319)
Total tax charge / (credit) for the period	9,502	7,377

At 29 December 2024, the Group had unused carried forward tax losses of £5,265,402 (31 December 2023: £3,037,488). £1,768,479 of carried forward tax losses relate to France group entities, which have not been recognised as a deferred tax asset as the timing of utilisation is uncertain. The remainder are held with UK group entities which are expected to be fully utilised in future periods. The rate used to calculate the deferred tax balances at 29 December 2024 is 25% (31 December 2023: 25%).

12. Earnings / (Loss) per share

Basic earnings/(losses) per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of shares outstanding during the period.

	52 weeks ended 29 December 2024	**52 weeks ended 31 December 2023**
Loss used in calculating basic and diluted loss	(3,326,471)	(1,092,543)
Weighted average number of shares for the purpose of basic and diluted earnings per share	38,664,031	38,664,031
Basic and diluted loss per share (pence)	**(8.6)**	**(2.8)**

In accordance with IAS 33, diluted EPS must be presented when a company could be required to issue shares that would decrease earnings per share or increase the loss per share. However, IAS 33 stipulates that diluted EPS cannot show an improvement compared to basic EPS. In this case, as the inclusion of potential ordinary shares would result in an improvement, they have been disregarded in the calculation of diluted EPS.

13. Leases

Right-of-use assets	**£**
At 01 January 2023	31,035,358
Additions	3,682,001
Arising from acquisition	-
Disposals	(851,987)
Depreciation	(4,344,878)
At 31 December 2023	**29,520,494**

Additions	4,486,940
Arising from acquisition	4,094,256
Disposals	(1,665,249)
Depreciation	(4,685,847)
Impairment	(158,538)
At 29 December 2024	**31,592,056**

Lease liabilities	**£**
At 01 January 2023	(36,723,889)
Additions	(3,682,004)
Arising from acquisition	-
Interest expense	(1,531,685)
Lease payments	5,881,752
Disposals	851,987
At 31 December 2023	**(35,203,839)**
Additions	(4,487,023)
Arising from acquisition	(4,642,972)
Interest expense	(1,735,062)
Lease payments	6,853,314
Disposals	1,665,249
At 29 December 2024	**(37,550,333)**

Carrying amount by maturity of the Group lease liabilities

	Within 1 year £	**1 to 2 years £**	**2 to 5 years £**	**Over 5 years £**	**More than 1 year £**	**Total £**
29 December 2024	7,060,640	6,242,115	13,205,294	11,042,284	30,489,693	37,550,333
31 December 2023	5,670,902	5,195,183	11,769,439	12,568,315	29,532,937	35,203,839

The maturity analysis for the undiscounted lease liabilities is detailed in note 2.22.

The Group has 40 (2023: 33) lease contracts that include variable lease payments in the form of revenue-based rent top-ups. The Group also has certain leases with lease terms of 12 months or less. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. In the 52 weeks ended 29 December 2024, the total expense arising from variable lease payments amounted to £418,846 (52 weeks ended 31 December 2023: £692,886).

The majority of UK leases are covered by the Landlord and Tenant Act 1985 which gives the right to extend the lease beyond the termination date. The majority of French leases are covered by similar legislation in France, governed primarily by the Code de commerce articles L145-1 to L145-60. The Group expects to extend the leases covered by the Landlord and Tenant Act 1985, however this extension period is not included within the lease term for the purposes of calculating the above lease liabilities because the termination date cannot be determined and these are not reasonable certain.

14. Intangible assets

	Computer software £	**Leasehold rights £**	**Goodwill £**	**Total £**
Cost				
At 01 January 2023	15,500		2,624,886	2,640,386
At 31 December 2023	**15,500**		**2,624,886**	**2,640,386**
Arising on acquisition	12,577	82,928	2,885,289	2,980,794
At 29 December 2024	**28,077**	**82,928**	**5,510,175**	**5,621,180**
Amortisation				
At 01 January 2023	8,181		-	8,181
Amortisation charge	5,166		-	5,166
At 31 December 2023	**13,347**	**-**	**-**	**13,347**
Amortisation charge	4,563	9,482	-	14,045
Impairment	-	-	684,757	684,757
At 29 December 2024	**17,910**	**9,482**	**684,757**	**712,149**

Net book value

At 29 December 2024	**10,167**	**73,446**	**4,825,418**	**4,909,031**
At 31 December 2023	2,153	-	2,624,886	2,627,039

Goodwill

The components of goodwill comprise the amounts arising on acquisition of the following businesses:

	29 December 2024 £	31 December 2023 £
Brewer Street	110,374	334,647
Brushfield Street	171,507	171,507
Chancery Lane	117,126	117,126
Croydon	104,577	104,577
Islington	5,930	466,414
London Bridge	543,801	543,801
London Wall	363,928	363,928
Manchester	522,886	522,886
Goodwill arising on acquisition of Chilango Ltd	1,940,129	2,624,886
Goodwill arising on the acquisition of Fresh Burritos (see note 25)	2,885,289	-
	4,825,418	**2,624,886**

At the acquisition date, goodwill is allocated to each group of CGUs expected to benefit from the combination. Each site is considered to be a separate CGU for impairment purposes and therefore the goodwill was allocated to individual sites. The goodwill allocation was based on the forecasted EBITDA that was expected to be generated.

15. Tangible assets

	Long-term leasehold property £	Plant and machinery £	Fixtures and fittings £	Total £
Cost				
At 01 January 2023	16,049,266	5,128,645	6,692,407	27,870,318
Additions	1,995,101	960,842	1,579,174	4,535,117
Disposals	(51,995)	(860,302)	(765,619)	(1,677,916)
At 31 December 2023	**17,992,372**	**5,229,185**	**7,505,962**	**30,727,519**
Additions	803,688	2,780,168	1,415,335	4,999,191
Arising on acquisition	-	1,395,405	220,110	1,615,515
Disposal	(432,889)	(120,192)	(63,798)	(616,879)
At 29 December 2024	**18,363,171**	**9,284,566**	**9,077,609**	**36,725,346**
Depreciation				
At 01 January 2023	8,068,909	3,269,990	2,810,318	14,149,217
Charge for the period	1,238,432	640,731	1,926,606	3,805,769
Disposals	(34,288)	(849,855)	(753,026)	(1,637,169)
Impairment charge	289,901	-	-	289,901
At 31 December 2023	**9,562,954**	**3,060,866**	**3,983,898**	**16,607,718**
Charge for the period	1,180,809	917,411	1,955,906	4,054,126
Arising from acquisition	-	624,503	161,094	785,597
Disposals	(510,015)	(81,909)	101,735	(490,189)
Impairment charge	527,152	54,119	17,020	598,291
At 29 December 2024	**10,760,900**	**4,574,990**	**6,219,653**	**21,555,543**
Net book value				
At 29 December 2024	**7,602,271**	**4,709,576**	**2,857,956**	**15,169,803**
At 31 December 2023	8,429,418	2,168,319	3,522,064	14,119,801

16. Inventories

	29 December 2024 £	31 December 2023 £

Food and beverage for resale	547,753	358,861

There is no material difference between the replacement cost of inventories and the amounts stated above.

Total inventory recognised as an expense in the consolidated statement of comprehensive income during the period was £15,899,248 (52 weeks ended 31 December 2023: £14,883,204).

17. Trade and other receivables

	29 December 2024 £	31 December 2023 £
Trade receivables	743,556	404,241
Other receivables	1,284,958	1,713,007
Prepayments and accrued income	1,270,959	1,017,827
	3,299,473	3,135,075

Trade receivables primarily relate to sales due from third party delivery providers and these are settled the week immediately following the week in which the sale was recorded. There are also amounts owed by the Group's franchise partners, which are due within 30 days of the end of the period.

Other receivables consists of deposits held by third parties, generally landlords, and franchise income accrued but not yet invoiced to third parties.

The Group held no collateral against these receivables at the balance sheet dates. The Directors consider that the carrying amount of receivables are recoverable in full and that any expected credit losses are immaterial.

18. Cash and cash equivalents

	29 December 2024 £	31 December 2023 £
Cash at bank and in hand	2,760,960	1,644,674

Cash and cash equivalents comprise cash at bank, in hand and cash in transit. Cash in transit comprises card payment receipts, which are received on the next working day. The fair value of cash and cash equivalents is the same as their carrying value.

19. Trade and other payables

	29 December 2024 £	31 December 2023 £
Trade payables	(4,664,955)	(2,768,567)
Other taxation and social security	(2,192,159)	(2,119,292)
Other payables	(1,535,772)	(940,674)
Accruals and deferred income	(3,787,896)	(3,920,972)
	(12,180,782)	(9,749,505)

20. Loans and borrowings

	29 December 2024 £	31 December 2023 £
Bank loans - falling due after one year	(8,465,962)	(3,000,000)
Amortised issue costs	32,439	50,979
	(8,433,523)	(2,949,021)

As part of the Group's IPO on 8 October 2021, the existing facilities were repaid and a new financing arrangement was signed with Santander UK plc. This is a £10m senior facility, repayable in full on 14 September 2026, with a drawn balance at 29 December 2024 of £7.2m (31 December 2023: £3.0m). The Group has allocated £2.5m of the remaining undrawn amount to an ancillary facility, an overdraft, which was not utilised at 29 December 2024 or 31 December 2023. Arrangement fees of £93,000 were incurred as part of the refinancing and this is being amortised to the Group consolidated statement of comprehensive income over the term of the facility. The loan balance is being recognised net of these arrangement fees.

The facility accrues interest at rates of 2.75% - 3.25% plus SONIA and the overdraft attracts interest at a rate of 2.75% plus SONIA when utilised. These loans are secured by a debenture over the assets of the Group and are presented net of capitalised amortised issue costs.

As part of the Group's acquisition of Fresh Burritos group on 5 July 2024, thirteen bank loans totalling £1,335,928 were acquired. These loans are held across Société Générale S.A, BNP Paribas, LCL S.A (Credit Lyonnais) and Crédit Agricole. The term dates of these loans vary in length and are repayable over the period from 27 May 2025 to 12 July 2031, with interest rates ranging from 1 - 3%.

21. Deferred taxation

Deferred taxation liability

	liability £
At 1 January 2023	-
Charged to profit or loss	617,696
At 31 December 2023	**617,696**
Charged to profit or loss	(17,277)
At 29 December 2024	**600,419**

	29 December 2024 £	31 December 2023 £
Accelerated capital allowances	(1,474,650)	(1,444,558)
Tax losses carried forward	874,231	826,862
	(600,419)	(617,696)

22. Share capital

	29 December 2024 £	31 December 2023 £
Allotted, called up and fully paid		
38,664,031 Ordinary shares of £0.01 each	386,640	386,640

Ordinary shares entitle the holder to participate in dividends and the process on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have a par value of £0.01 and the Company does not have a limited amount of authorised capital.

23. Reserves

Share premium account

The share premium account records the amount above the nominal value received for shares sold.

Share based payment reserve

The Group presents employee share options as an adjustment to own equity through this reserve until the point that the shares are awarded and cease to be conditional awards.

Merger Reserve

The merger reserve represents the excess over nominal value of the fair value consideration for the business combination of Tortilla Mexican Grill plc and Mexican Grill Ltd during the Group's IPO. This was satisfied by the issue of shares in accordance with Section 612 of the Companies Act 2006.

Profit and loss account

The accumulated net profits and losses of the Group.

24. Analysis of net debt

	At 31 December 2023 £	Cash flows £	Amounts arising on acquisition of subsidiaries £	Loan drawdown £	Additions and disposals of leases £	Finance expense £	At 29 December 2024 £
Cash at bank and in hand	1,644,674	(3,263,616)	179,902	4,200,000			2,760,960
Bank loans	(2,949,021)		(1,335,928)	(4,200,000)		51,426	(8,433,523)
Lease liabilities	(35,203,839)	6,853,314	(4,642,972)		(2,821,774)	(1,735,062)	(37,550,333)
Net debt	(36,508,186)	3,589,698	(5,798,998)	-	(2,821,774)	(1,683,636)	(43,222,896)

	At 2 January 2023	Cash flows	Additions and disposals of leases	Finance expense	At 31 December 2023

	£	£	£	£	£
Cash at bank and in hand	2,375,800	(731,126)	-	-	1,644,674
Bank loans	(2,930,481)	-	-	(18,540)	(2,949,021)
Lease liabilities	(36,723,889)	5,881,748	(2,830,013)	(1,531,685)	(35,203,839)
Net debt	(37,278,570)	5,150,622	(2,830,013)	(1,550,225)	(36,508,186)

25. Business combinations

On 5 July 2024, the Company entered into a transaction to acquire the Fresh Burritos Group. This included 100% of the issued share capital and voting rights of six entities FB GDN, LADJ & CO, FB VDE, FB NICE, FB CARRE SENART, and FB STRAS51, and the trade and assets of seven further restaurants: FB ATLANTIS SARL, FB BERCY SARL, FB BETHUNE SARL, FB CERGY SARL, FB GRENOLBLE SARL, FB NANTES SARL, and FB SAINT-LAZARE SARL.

The purpose of the acquisition was to grow the Group's business by entering into a new market in France.

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value	Fair value adjustments	Fair value
	£	£	£
Non-current assets			
Intangible assets	1,104,368	(1,019,784)	84,584
Tangible assets	846,489	-	846,489
Right-of-use assets	4,642,973	(548,717)	4,094,256
Total non-current assets	6,593,830	(1,568,501)	5,025,329
Current assets			
Inventories	32,860		32,860
Trade and other receivables	326,953		326,953
Cash and cash equivalents	179,902		179,902
Total current assets	539,715	-	539,715
Liabilities			
Trade and other payables due within one year	(942,687)	177,247	(765,440)
Loans and borrowings due after more than one year	(1,553,542)	217,614	(1,335,928)
Lease liabilities	(4,642,972)		(4,642,972)
Total liabilities	(7,139,201)	394,861	(6,744,340)
Total identifiable net liabilities	**(5,656)**	**(1,173,640)**	**(1,179,296)**
Goodwill			**2,885,289**
Total purchase consideration			**1,705,993**

Fair value of consideration paid:	
Cash	1,530,155
Contingent consideration	175,838
Total purchase consideration	**1,705,993**

At acquisition date, the acquired entities reported goodwill and licence fees of £1,019,784 within intangible assets. These were not considered to be separately identifiable and therefore a fair value adjustment was made in respect of these.

The lease liabilities of £4,642,972 were calculated on acquisition in line with IFRS 3. These were calculated as if the lease inception date was the acquisition date.

The goodwill arising on the Fresh Burritos acquisition is not deductible for tax purposes.

The contingent consideration was dependent on the finalisation of the net non-banking debt of the acquired entities as at the date of acquisition. The contingent consideration was outstanding as at 29 December 2024, however subsequent to the period year this has been finalised and settled in full.

The revenue included in the consolidated statement of comprehensive income since 5 July 2024 contributed by the Fresh Burritos group was £3,003,338. The Fresh Burritos group also contributed losses of £1,639,477 over the same period. Had the Fresh Burritos group been consolidated from 1 January 2024, the consolidated statement of comprehensive income would have included revenue of £4,777,665 and losses of £2,651,939.

An amount of £1,285,503 has been charged to the Statement of comprehensive income in the 52 weeks ended 29 December 2024 in respect of acquisition costs and is recognised within administrative expenses.

26. Subsidiary undertakings

The subsidiaries of Tortilla Mexican Grill plc, all of which have been included in the consolidated financial information and comprise the Group, are as follows:

Name	Registered Office	Principal activity	Holding
Mexican Grill Ltd	United Kingdom	Operation of restaurants	100%
Mexican Grill International Franchise Ltd	United Kingdom	International franchising	100%
California Grill Ltd	United Kingdom	Holding leases	100%

Chilango Ltd	United Kingdom	Operation of restaurants	100%
Chilango City Ltd	United Kingdom	Holding leases	100%
Chilango London Ltd	United Kingdom	Holding leases	100%
Chilango Mexican Ltd	United Kingdom	Holding leases	100%
Chilango UK Ltd	United Kingdom	Holding leases	100%
Tortilla Mexican Grill France SAS	France	Financing subsidiaries	100%
Tortilla Restaurants SAS	France	Operation of restaurants	100%
Tortilla Franchise SAS	France	Franchising	100%
FB CARRE SENART	France	Operation of restaurants	100%
FB GDN	France	Operation of restaurants	100%
FB NICE	France	Operation of restaurants	100%
FB STRAS51	France	Operation of restaurants	100%
FB VDE	France	Operation of restaurants	100%
LAJD & CO	France	Operation of restaurants	100%
			100%

The registered address for all above named subsidiaries based in the United Kingdom is 1st Floor Evelyn House, 142 New Cavendish Street, London, UK, W1W 6YF.

The registered address for all above named subsidiaries based in France is 4 rue de Marivaux, 75002, Paris, France.

The shares held in all above named subsidiaries are ordinary shares.

The below subsidiaries will apply the parent guarantee audit exemption under section 479A of the Companies Act 2006 for the purposes of their reporting for the period ended 29 December 2024: California Grill Ltd, Chilango London Ltd, and Chilango Mexican Ltd.

27. Related party transactions

Mexican Grill Ltd was charged monitoring fees of £30,000 for the 52 weeks ended 29 December 2024 (31 December 2023: £30,000) by QS Direct SI 2 S.à.r.l, in its capacity as General Partner of the Group's shareholder QS Direct SI 2 SCA SICAR.

Tortilla Mexican Grill plc was charged consulting fees of £146,000 and non-executive director fees of £nil for the 52 weeks ended 29 December 2024 (31December 2023: non-executive director fees of £9,000) by Kikkirossi SARL, an entity incorporated in Switzerland which is wholly owned by a Director of Tortilla Mexican Grill plc.

28. Controlling party

The Directors believe that there is no ultimate controlling party of the Group.

29. Capital commitments

The Group had capital commitments of £215,000 at 29 December 2024 (31 December 2023: £nil).

30. Post-balance sheet events

The Directors consider that there are no material post balance sheet effects affecting the Group or the Company that have occurred between the end of the period and the date of publication of this report.

31. IFRS comparison to UK GAAP (unaudited)

This is a non-GAAP note and does not form part of the financial statements.

	Pre-IFRS 16 52 weeks ended 29 December 2024 £	IFRS 16 adjustments £	IFRS 52 weeks ended 29 December 2024 £	Pre-IFRS 16 52 weeks ended 31 December 2023 £	IFRS 16 adjustments £	IFRS 52 weeks ended 31 December 2023 £
Revenue	67,247,502	-	67,247,502	65,674,965	-	65,674,965
Cost of sales	(15,294,786)	147,525	(15,147,261)	(14,883,204)	-	(14,883,204)
Gross profit	51,952,716	147,525	52,100,241	50,791,761	-	50,791,761
Administrative expenses	(54,997,403)	1,710,658	(53,286,745)	(51,657,149)	1,549,498	(50,107,651)
Profit/(loss) from operations	(3,044,687)	1,858,183	(1,186,504)	(865,388)	1,549,498	684,110
Adjusted EBITDA	4,475,155	6,614,043	11,089,198	4,565,275	5,793,606	10,358,881
Pre-opening	(411,114)	13,871	(397,243)	(478,911)	134,341	(344,570)

costs						
Share based payments	45,393	-	45,393	(387,443)	-	(387,443)
Depreciation and amortisation	(4,163,840)	(4,725,247)	(8,889,087)	(3,818,112)	(4,378,449)	(8,196,561)
Impairment charge	(1,283,048)	(158,538)	(1,441,586)	(289,901)	-	(289,901)
Non-trading costs	(3,612)	-	(3,612)	(18,540)	-	(18,540)
FX loss	(67,035)	-	(67,035)	-	-	-
Exceptional items	(1,636,586)	114,054	(1,522,532)	(437,756)	-	(437,756)
Profit/(loss) from operations	(3,044,687)	1,858,183	(1,186,504)	(865,388)	1,549,498	684,110
Finance income	83,999	-	83,999	31,900	-	31,900
Finance expense	(478,063)	(1,736,401)	(2,214,464)	(269,491)	(1,531,685)	(1,801,176)
Profit/(loss) before tax	(3,438,751)	121,782	(3,316,969)	(1,102,979)	17,813	(1,085,166)
Tax (charge)/credit	(9,502)	-	(9,502)	(7,377)	-	(7,377)
Loss for the period	**(3,448,253)**	**121,782**	**(3,326,471)**	**(1,110,356)**	**17,813**	**(1,092,543)**

31. IFRS comparison to UK GAAP (unaudited) (continued)

	Pre-IFRS 16 52 weeks ended 29 December 2024 £	IFRS 16 adjustments £	IFRS 52 weeks ended 29 December 2024 £	Pre-IFRS 16 52 weeks ended 31 December 2023 £	IFRS 16 adjustments £	IFRS 52 weeks ended 31 December 2023 £
Fixed assets						
Intangible assets	4,909,031	-	4,909,031	2,627,039	-	2,627,039
Tangible assets	14,675,387	494,416	15,169,803	13,573,308	546,493	14,119,801
Right-of-use assets	(548,716)	32,140,772	31,592,056	-	29,520,494	29,520,494
Total fixed assets	19,035,702	32,635,188	51,670,890	16,200,347	30,066,987	46,267,334
Current assets						
Inventories	547,753	-	547,753	358,861	-	358,861
Trade and other receivables	4,417,207	(1,117,734)	3,299,473	4,213,507	(1,078,432)	3,135,075
Cash at bank and in hand	2,760,960	-	2,760,960	1,644,674	-	1,644,674
Total current assets	7,725,920	(1,117,734)	6,608,186	6,217,042	(1,078,432)	5,138,610
Current liabilities						
Trade and other payables	(13,672,810)	1,492,028	(12,180,782)	(11,416,127)	1,666,622	(9,749,505)
Lease liabilities	(2,441,919)	(7,060,640)	(9,502,559)	-	(5,670,902)	(5,670,902)
Total current liabilities	(16,114,729)	(5,568,612)	(21,683,341)	(11,416,127)	(4,004,280)	(15,420,407)
Non-current liabilities						
Loans and borrowings	(8,547,577)	114,054	(8,433,523)	(2,949,021)	-	(2,949,021)
Lease liabilities	2,442,002	(30,489,776)	(28,047,774)	-	(29,532,937)	(29,532,937)
Deferred taxation	(600,419)	-	(600,419)	(617,696)	-	(617,696)
Total non-current liabilities	(6,705,994)	(30,375,722)	(37,081,716)	(3,566,717)	(29,532,937)	(33,099,654)
		-				
Net assets	**3,940,899**	**(4,426,880)**	**(485,981)**	**7,434,545**	**(4,548,662)**	**2,885,883**

Equity attributable to

equity holders of the company						
Called up share capital	386,640	-	386,640	386,640	-	386,640
Share premium account	4,433,250	-	4,433,250	4,433,250	-	4,433,250
Share based payment reserve	794,585	-	794,585	839,978	-	839,978
Merger reserve	4,793,170	-	4,793,170	4,793,170	-	4,793,170
Profit and loss account	(6,466,746)	(4,426,880)	(10,893,626)	(3,018,493)	(4,548,662)	(7,567,155)
Total equity	**3,940,899**	**(4,426,880)**	**(485,981)**	**7,434,545**	**(4,548,662)**	**2,885,883**

Company statement of financial position
As at 29 December 2024

	Note		29 December 2024 £		31 December 2023 £
Fixed assets					
Investments	3		1,504,133		1,549,526
Current assets					
Debtors: amounts falling due within one year	4	2,608,115		2,608,115	
Creditors: amounts falling due within one year	5	(1,205,054)		(343,386)	
Net current assets			1,403,061		2,264,729
Total assets less current liabilities			2,907,194		3,814,255
Net assets			2,907,194		3,814,255
Capital and reserves					
Called up share capital	6		386,640		386,640
Share premium account	7		4,433,250		4,433,250
Share based payment reserve	7		794,585		839,978
Profit and loss account	7		(2,707,281)		(1,845,613)
			2,907,194		3,814,255

The accompanying notes on pages 52 to 54 form an integral part of these financial statements.

As permitted by section 408(3) of the Companies Act 2006, the Company's statement of comprehensive income has not been included in these financial statements. The loss for the period was £861,668 (2023: £5,479).

The financial statements of Tortilla Mexican Grill plc (registration number 13511888) were approved and authorised for issue by the board and were signed on its behalf by:

Maria Denny
CHIEF FINANCIAL OFFICER
20 May 2025

Company statement of changes in equity
For the 52 weeks ended 29 December 2024

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	Total equity £
At 02 January 2023	**386,640**	**4,433,250**	**452,535**	**(1,840,134)**	**3,432,291**
Loss for the period	-	-	-	(5,479)	(5,479)
Share based payments	-	-	387,443	-	387,443
At 01 January 2024	**386,640**	**4,433,250**	**839,978**	**(1,845,613)**	**3,814,255**
Loss for the period	-	-	-	(861,668)	(861,668)
Share based payments	-	-	(45,393)	-	(45,393)

At 29 December 2024	**386,640**	**4,433,250**	**794,585**	**(2,707,281)**	**2,907,194**

The notes on pages 52 to 54 form part of these financial statements.

Notes to the financial statements
For the 52 weeks ended 29 December 2024

1. General information

Tortilla Mexican Grill plc, the "Company", is incorporated and domiciled in the United Kingdom and registered in England and Wales. The registered address of Tortilla Mexican Grill plc is 142-144 New Cavendish Street, London, W1W 6YF, United Kingdom.

The Company was incorporated on 15 July 2021 and was admitted to trading on AIM on 8 October 2021. The Company is a public limited company limited by shares whose shares are publicly traded on the Alternative Investment Market of the London Stock Exchange.

The principal activity of the Company and the nature of the Company's operations are as a holding entity.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these
accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable
in the UK and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

As permitted by FRS 102, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a Company statement of comprehensive income and Company statement of cash flows, standards not yet effective, impairment of assets, related party transactions and remuneration of key management personnel.

The financial statements are presented in GBP. The financial statements present information about the Company as an
individual entity and not about the Group.

The following principal accounting policies have been applied:

2.2 Investments

Investments held as non-current assets are stated at cost less provision for any impairment. The carrying value of investments are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Shares issued in a paper for paper exchange to which local merger relief applies are booked at their nominal value.

2.3 Financial instruments

The Company enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, and loans from banks and other parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at the present value of the future cash flows and subsequently at amortised cost using the effective interest rate method. Debt instruments that are payable within one year, typically trade debtors and credit, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence is found, an impairment loss is recognised in the statement of comprehensive income.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3. Fixed asset investments

	Investment in subsidiary companies £
Cost	
At 02 January 2023	1,162,083
Additions - Mexican Grill Ltd	387,443

At 01 January 2024	**1,549,526**
Additions - Mexican Grill Ltd	(45,393)
At 29 December 2024	**1,504,133**

The investment additions in Mexican Grill Ltd relates wholly to the shared based payment for both periods.

The Company's subsidiary undertakings are shown in note 26 to the consolidated financial statements.

4. Debtors

	29 December 2024 £	31 December 2023 £
Amounts owed by group undertakings	2,584,414	2,584,414
Other debtors	23,701	23,701
	2,608,115	2,608,115

Amounts owed by group undertakings are repayable on demand and are non-interest bearing.

5. Creditors: amounts falling due within one year

	29 December 2024 £	31 December 2023 £
Amounts owed to group undertakings	(907,863)	-
Other creditors	(250,000)	(250,000)
Accruals and deferred income	(47,191)	(93,386)
	(1,205,054)	(343,386)

Amounts owed to group undertakings are repayable on demand and are non-interest bearing.

6. Share capital

	29 December 2024 £	31 December 2023 £
Allotted, called up and fully paid		
38,664,031 Ordinary shares of £0.01 each	386,640	386,640

In addition to the table above, please refer to note 22 of the consolidated financial statements, which provides information on the Company's called up share capital.

7. Reserves

Share premium account

The share premium account records the amount above the nominal value received for shares sold.

Share based payment reserve

The Group presents employee share options as an adjustment to own equity through this reserve until the point that the shares are awarded and cease to be conditional awards.

Profit and loss account

The accumulated net profits and losses of the Group.

8. Controlling party

The Directors believe that there is no ultimate controlling party of the Company.

---

[1] YouGov PLC April 2025

[2] *defined as the percentage change in like-for-like sales compared to the previous year.*

END

FR SEAFLSEISELI