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

Audited Annual Results for the 52 weeks ended 28 December 2025
Publication of Annual Report & Accounts and Notice of Annual General Meeting
Current Trading to 28 June 2026

27 July 2026

Tortilla Mexican Grill plc, the largest fast-casual Mexican restaurant business in the UK and Europe, today provides an update on its results for the 52 weeks ended 28 December 2025 ("FY25") and on current trading.

Brandon Stephens, Founder and Group CEO of Tortilla, commented:

"I am delighted to report that Tortilla UK has delivered strong trading momentum in the first 26 weeks of 2026. Like-for-like ("LFL") sales for H1 2026 were +13.9%, supported by volume growth of +4.8%. In the 12 weeks to 22 March, LFL sales grew +6.7%, with in-store up 6.0% and delivery up 8.2%. Since expanding to a multi-aggregator delivery model in week 13 – listing simultaneously on Deliveroo, Uber Eats and Just Eat – trading has accelerated materially: LFL sales for the 14 weeks to 28 June (end of H1 2026) were +19.7%, with in-store up 6.9% and delivery up +54.1%. The Group also achieved a significant milestone with Tortilla's system sales[1] surpassing £100M in June 2026.

With the annual report & accounts ("Annual Report") now published we are turning the page on the FY25 accounting issues in France and looking to the future. Management is looking forward to executing the Company's new 3-year strategic plan, with our confidence in the business underscored by the UK and France's current LFL performance."

Highlights

Strong FY25 revenue growth and continued UK LFL outperformance versus the wider restaurant sector

- Group revenue for FY25 was £73.8m, an increase of £5.8m or 8.5% versus FY24.
- Total Group system sales for FY25 were £98.3m, an increase of £8.3m or 9.2% versus FY24.
- Total UK LFL sales grew +6.2% for the year, significantly outperforming the CGA benchmark, which reported a (1.3)% decline over the same period.
- UK LFL momentum strengthened over the course of the year: Q1 +5.9%, Q2 +4.2%, Q3 +6.9% and Q4 +7.8%.
- Resilient UK in-store LFLs in Q4 of +3.0%.

Solid FY25 performance across the franchise network

- Franchise LFL sales growth was +4.5% in the UK, +14.7% in the UAE and +2.6% in France.
- Weekly sales records were achieved across 13 franchise locations.
- Seven new franchise stores opened in FY25: three in the UK and four in the UAE.

Progress in France and early positive indicators from converted stores

- Seven Fresh Burritos sites converted successfully to Tortilla, including the flagship site at Gare du Nord in Paris.
- Early trading performance from the converted stores has been encouraging, with Q2 LFL sales of +22.1%. While considerable work is still to be done to align the France division's performance with that of the UK, management is confident that a renewed 'One Tortilla' approach to France coupled with a comprehensive 'levelling-up' programme will drive further sales and margin improvements.
- Accounting issues resolved, adding £2.7m of additional costs to French EBITDA in FY25 with no impact on the Group's FY25 cash flow or its reported adjusted net debt position at the period end.

Financial position

- Adjusted EBITDA (pre-IFRS 16)[2] for FY25 of £1.1m, comprising £6.3m in the UK following a strong performance in Q4 and a loss of £(5.2)m in France, following correcting of accounting adjustments.
- Group Adjusted net debt[3] (pre-IFRS 16) was £10.8m at period end.
- During the year, the Group successfully refinanced its debt facilities with Santander, supporting the next phase of growth.

Continued investment in technology

- The Company has launched a renewed technology strategy including a migration to Oracle's EPOS platform in both the UK and France, a comprehensive integration of data feeds into the Company's data warehouse, agentic-AI reporting to streamline financial operations, harmonisation of the French division's Sage platform to that of the UK's, deployment of an upgraded facilities management platform, and the development of an enhanced delivery reporting platform.
- Self-ordering kiosks are now operational in 38 UK restaurants, with a further two deployed in Q1 FY26. All suitable stores now have kiosks, further demonstrating the Company's tech-forward approach.

Current FY26 trading and outlook

- Strong UK trading momentum in the first half of 2026. UK LFL sales for the year to 28 June 2026 were +13.9%, supported by volume growth of +4.8%. In the 12 weeks to 22 March, UK LFL sales grew +6.7%, with in-store up 6.0% and delivery up +8.2%.
- Since expanding to a multi-aggregator delivery model in week 13 — listing simultaneously on Deliveroo, Uber Eats and Just Eat — trading has accelerated materially. UK LFL sales for the 14 weeks to 28 June were +19.7%, with LFL delivery sales of +54.1%.
- FY26 France LFL sales for the seven converted stores of +18.2% in H1 and +22.1% in Q2 specifically.
- Three Fresh Burritos sites in France - Nice, Grenoble and Nantes – have been closed, stemming cash losses. The Company is in active discussions regarding the disposal of other Fresh Burritos sites.

1. *System sales represent the sum of all sales (excluding VAT) made by both franchised and corporate stores to consumers in UK, France and the UAE.*
2. *Adjusted EBITDA defined as statutory operating profit before interest, tax, depreciation and amortisation (before application of IFRS 16) excluding exceptional costs and including other income and reflects the underlying trade of the Group.*
3. *Adjusted net debt defined as net debt / cash, can equivalent and cash in transit, excluding lease liabilities arising from application of IFRS 16.*

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

Tortilla Mexican Grill plc will publish later today its Annual Report for the financial year ended 28 December 2025, including the Notice of Annual General Meeting. These documents will be available today on the Company's website.

The Company's Annual General Meeting will be held on 25 August 2026 at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London, EC4N 6AF.

ENQUIRIES:

Tortilla Mexican Grill PLC - Via Eggmedia • Brandon Stephens, Founder & Group CEO • Richard Haley, Chief Financial Officer	**Eggmedia Ltd (Public Relations) - Tel: 07710 571452** • Ian Edmondson egg@eggmediapr.com • Ross Gow ian@eggmediapr.com
Panmure Liberum Limited (Nominated Adviser, Sole Broker) - Tel: 020 3100 2222	• Andrew Godber • Edward Thomas • Gaya Bhatt

About Tortilla Mexican Grill plc

Founded in 2007, Tortilla is Europe's largest fast-casual Mexican restaurant brand. 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 mould 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

Joining Tortilla as chair

It is a privilege to introduce my first Annual Report as Chair of Tortilla Mexican Grill plc. I joined the Board on 5th December 2025, succeeding Emma Woods, who led the Company in the four years that followed the IPO. On behalf of the Board, I would like to record our sincere thanks to Emma for her stewardship of Tortilla through what was, by any measure, an unusually demanding period for both the Company and the wider hospitality sector.

I came to Tortilla having spent much of my career building and leading consumer-facing businesses through periods of scaling, transformation, and renewal. As Chief Executive Officer of Punch Taverns, Ten Entertainment Group, Empiric, and Bill's Restaurants, and through senior roles in international franchising – including Alshaya, BAA and as a Non-Executive Director of Eathos, Tortilla's franchise partner in the Middle East – I have seen first-hand what it takes to build a hospitality business that is both differentiated and durable. Tortilla has the brand, the product and the operating model to be exactly that. The task ahead is to translate those assets into consistent, well governed execution and scale the business sustainably.

A year of significant change

2025 and the first half of 2026 have been a period of significant change for Tortilla, in which the constitution of the Board and management team have changed, and the new leadership team have taken several decisive actions in the long-term interest of the Company.

In the UK, the business returned to in store volume growth in the second half and exited the year with positive momentum that has carried into 2026, driven largely by continued improvements in product quality and the move to a multi-aggregator delivery strategy.

The Board has acted decisively with my appointment as Chair, to bring about a change to Board composition, with founder Brandon Stephens' return to the company in an executive capacity as Group Chief Executive.

In France, the integration of Fresh Burritos has proved more complex and capital intensive than originally envisaged. In May 2026 we announced that certain operating costs in our French business had been recorded on the Group's balance sheet in FY25 but were not expensed through the profit and loss account, reducing Group Adjusted EBITDA (pre-IFRS 16) for the year by up to £2.5m – a matter of accounting treatment arising from weak financial controls confined to France, without effect on our UK business or on the Group's cash position.

Completing the additional audit work required to fully identify and correct these accounting issues meant we could not publish these audited accounts within the AIM Rule 19 deadline. Therefore, trading of the Company's shares was suspended on 1 July 2026; publication of this report restores compliance, and we have sought the lifting of that suspension.

We have strengthened oversight of the French finance function to ensure lasting and permanent rigour around financial controls and reporting. Our focus now is firmly on completing the turnaround of the French business while carrying forward strong momentum in our UK business.

As set out in more detail in the Chief Executive's statement, the Board has established a clear course to exit underperforming sites in France and concentrate investment behind the converted stores where unit economics are demonstrably stronger. We are also right sizing the cost base of the business and ensuring proper business controls are in place.

Together, the actions taken during the year and since the period end – along with the Ten Key Objectives set out in the Chief Executive's statement – position Tortilla to pursue sustainable, disciplined growth from a strengthened base. Further details on the Board's assessment of going concern, viability and principal risks are set out in the Chief Financial Officer's statement and elsewhere in this Annual Report.

Leadership transition

The most consequential decision taken by the Board during the year concerned the leadership of the Company. Following careful deliberation, and with the support of our largest shareholders, the Board concluded that the next phase of Tortilla's development required a different mix of skills and experience at the top of the business.

I am pleased that Brandon Stephens, Tortilla's founder, agreed to return as Group Chief Executive Officer. Brandon's long-term shareholder alignment, deep understanding of the brand and product, and wider perspective from his work in international hospitality make him particularly well suited to leading the Company into its next chapter. The Board and I look forward to working closely with him.

Richard Haley was appointed Chief Financial Officer in 2025, bringing extensive finance leadership in FTSE and AIM listed international multi-site hospitality, retail and consumer businesses, and a strong track record in driving strategic transformation.

Rebuilding the Board

A central focus of my early tenure as Chair has been the considered rebuilding of the Board, with the explicit aim of combining strong listed company governance with direct, recent experience of scaling hospitality businesses of Tortilla's type and stage.

Following the period end, two further Non-Executive Directors joined the Board:

Marta Pogroszewska, appointed in February 2026, previously served as Managing Director and Chief Operating Officer of Bread Holdings, where she led Gail's Bakery from 27 to more than 180 sites. She has also held senior operational roles at Pret A Manger, including Operations Director, USA. Her experience of scaling a fast casual food brand with a strong culture and operational discipline will be an asset to the Board.

Gregor Grant, appointed in March 2026 as Senior Independent Director and Chair of the Audit Committee, brings extensive hospitality and financial leadership experience. As CFO of Loungers plc from 2018 to 2024, he oversaw significant estate expansion and the Company's IPO. His combination of recent listed company experience and deep sector expertise positions him well to provide financial and audit oversight.

These appointments follow that of Usman Ali, who joined the Board in early 2025 as Non-Executive Director representing Auctor Group, following Quilvest's exit from the share register.

The Board would also like to thank Keith Down, who stepped down as Non-Executive Director and Audit Committee Chair earlier this year, and Francesca Tiritiello, who stepped down from the Board to assume an expanded role as Board Advisor, leading UK and European franchise development through her advisory firm, Kikkirossi. Francesca's franchising expertise is vital to Tortilla, and her continued involvement remains important to the next phase of franchise growth.

At executive level, the business has also been strengthened with the appointments of Mac Plumpton as UK Chief Executive Officer, and Edson Diaz Fuentes as Food Ambassador.

Taken as a whole, the refreshed Board and executive team bring together founder alignment, direct hospitality scaling experience, international brand management and operations, listed company financial leadership, international franchising expertise, and committed shareholder representation. I

am confident this is the right mix of perspectives to support management, challenge constructively and govern the Company through disciplined execution rather than ambition alone.

Strategic reset and the board's role

Shortly after my appointment, I asked the executive team to step back and review the business with fresh eyes. The Vital Five framework served Tortilla well as a recovery plan and as the scaffolding for our European entry, but the Tortilla of 2026 is a materially different business from the one that adopted it.

The result of this work is the new Ten Key Objectives set out in the Chief Executive's statement, underpinned by five guiding principles: long-term thinking, quality over speed, outward benchmarking, product focus, and customer centricity.

From the Board's perspective, the long-term thinking is a critical principle that directly impacts how we govern, make decisions, and allocate capital. First, it makes explicit the trade-offs the Board and management are prepared to make, including prioritising long-term brand equity over short-term profitability where the two come into tension. And second, it commits both the Board and management to a more disciplined approach to target setting and market communication, grounded in bottom-up projections, thorough processes with appropriate oversight, conservative assumptions and clearly identified risks.

The Board will hold itself and management to these standards. Monthly executive review of initiatives and quarterly Board deep dives on key workstreams are now embedded, with customer metrics a standing Board agenda item. We are also committed to proactive, transparent engagement with shareholders, including acknowledging challenges alongside successes.

Governance, stakeholders and our people

Tortilla continues to apply the Quoted Companies Alliance Corporate Governance Code, which the Board considers appropriate for the Company's size and stage of development. Further detail on governance, risk management and the work of the Board's Committees is set out elsewhere in this report.

The Board recognises that Tortilla's long-term success depends on the trust and engagement of its stakeholders, including customers, team members, franchise partners, suppliers, shareholders and the communities in which it operates. The Section 172 statement later in this report describes how the Board has had regard to these interests during the year.

On behalf of the Board, I would like to thank every member of the Tortilla team – across our restaurants, CPKs and support offices – for their commitment and professionalism. They are the foundation of the business and central to its future success.

AGM and outlook

The Company's Annual General Meeting will be held on 25 August 2026. I encourage shareholders to attend and engage with the Board.

Looking ahead, the operating environment remains challenging, but I share the Chief Executive's confidence in the agenda now in place. Tortilla has a strengthening UK business, a clearer path forward in France, disciplined processes, an established franchise platform, and a refreshed leadership team. The Board's role is to support that team to deliver, to challenge constructively, and to ensure that the Company is governed with the discipline and transparency our shareholders expect.

I would like to close by thanking my fellow Directors for the warm welcome I have received, and our shareholders for the trust they have placed in the Board. I look forward to engaging with you in the year ahead.

DR DUNCAN GARROOD

NON-EXECUTIVE CHAIR

26 JULY 2026

Chief Executive Officer's Statement

A founder's return and a clear reset

Tortilla has been part of my life for nearly two decades. Returning as Group Chief Executive in February 2026 was a decision I made with passion for the business and conviction in the opportunity to enhance the concept, build deeper connections between Tortilla and its customers, and scale the business to reach its potential. We have a brand, a product and a team that I believe in deeply, and the job ahead is to translate those assets into sustainable, disciplined growth.

Returning to lead tortilla

When I launched Tortilla's first site in 2007, I did so with a simple conviction: that there was a gap in the market in the UK for fresh, wholesome, Californian-inspired Mexican food, served fast and prepared to each customer's taste, just like the places my wife and I grew up with in California. Nearly two decades since we launched the first Tortilla, that conviction remains unchanged. What *has* changed is the scale of the opportunity now that Mexican food is more established in the UK and Europe, and candidly, the scale of the work still ahead of us.

In 2014, after seven years of company-building, I hired my successor Richard Morris, who grew the business significantly over the next decade. Over the years I've remained closely involved with Tortilla – as founder, shareholder and Non-Executive Director. My decision to return was made in close consultation with the Chair and the Board, and with strong shareholder support. I would like to thank Emma Woods for her leadership as Chair through a pivotal period for the business. Following Emma's decision to step down, I am delighted to be working alongside our new Chair, Duncan Garrood, whose hospitality, franchise, and public markets experience is an exceptional fit for the next phase of Tortilla's development.

Reflecting on 2025

2025 was a year of progress and of difficult lessons in equal measure. In the UK, the business stabilised and returned to in-store volume growth in the second half of the year, supported by sustained investment in food quality, kiosks, loyalty and brand initiatives. Tortilla UK outperformed the wider eating out market during this period and exited the year with positive momentum that has continued to build in 2026, with LFLs of 13.9% for H1. This performance reflects both the resilience of our core proposition and the dedication of our teams.

In contrast, France has proved far more challenging. The thesis behind the strategic acquisition of Fresh Burritos remains sound: to acquire the second-largest fast-casual Mexican food operator in Europe, establish a foothold on the continent for pan-European growth, and use the scale of the business to put in place a robust supply chain and accelerate the development of an attractive, franchiseable P&L. However, the effort required to convert an underperforming operation in a country notorious for challenging regulations, of a brand that had lost customer appeal, in a market where Tortilla was unknown, with a new supply chain, and with a product category that French consumers are still discovering, is substantial. It required a level of resource, oversight and operational discipline that was insufficiently prioritised. One of my strongest motivations for returning has been to ensure that the French business receives the focused attention it requires. At the same time, the evidence of what is possible is clear: the seven stores converted to the Tortilla brand in 2025 delivered strong, immediate double-digit growth in both sales and customer transactions post-conversion. These are encouraging early signals; in absolute terms, however, average weekly sales across the converted sites remain well below UK levels, and France remains at an early stage and very much a work in progress. Conversely, the non-converted stores have continued to decline, which has been a significant drag on the France division's financial performance.

Confronted with these mixed results, the new Board and I concluded that incremental change was not enough, and that we needed to act decisively to address underperformance head-on. We have begun

to exit underperforming Fresh Burritos sites, concentrating our investment behind those converted stores where the unit economics are being proven, and taken measures to right-size the French head office costs. Our 13,000 sq ft CPK in Lille is now serving both our company-owned and franchised stores in France and provides a strong foundation from which to expand into mainland Europe. Our vision of being the leading pan-European fast-casual Mexican chain remains unchanged.

Finally, 2025 brought significant changes in our governance. We welcomed Auctor Group as our largest shareholder early in the year (following the exit of our long-standing and supportive shareholder, Quilvest) and added Auctor Managing Partner Usman Ali to the Board as a Non-Executive Director. We further strengthened our leadership with the appointment of Duncan Garrood as Chair in Q4 2025 and brought on two additional Non-Executive Directors in Q1 2026 – Marta Pogroszewska (formerly of Gail's) and Gregor Grant (formerly of Loungers) – who bring deep hospitality and public-market experience as well as knowledge of scaling businesses at Tortilla's current stage of growth. Our refreshed Board and leadership team are aligned in their commitment to building long-term shareholder value, and I want to thank every one of our Non-Executive Directors for their guidance and support through what has been a demanding period.

Why we are resetting the strategy

Stepping back into the CEO role has given me both the opportunity and the obligation to look at the business with fresh eyes. We have grown in scale and complexity – we are now larger, international, and operating with a substantial franchise platform. In short, we have reached a natural inflection point where it is evident that a more fundamental strategy reset was needed to fully unlock our long-term potential. This also means moving on from the Vital Five framework that previously guided the business' strategic direction. What the business needs now is a set of objectives with greater specificity, which are time-bound and measurable, and against which management can be held to account.

Working closely with the Board and executive team, and having briefed our ten largest shareholders, we identified Ten Key Objectives based on five guiding principles: long-term thinking, quality over speed, outward benchmarking, product focus, and customer centricity, the last of which is expressed in our new organisational North Star: "Create Fanatics, Not Just Customers." The Chair's statement sets out how these principles now shape the way the Board and management govern, set targets and allocate capital.

Tortilla's ten key objectives

Within this newly reset framework, our Ten Key Objectives will serve as a practical blueprint for the next few years.

It is designed to drive sales in the near term while building a genuinely franchiseable, scalable model for long-term European growth. An overview of the Ten Key Objectives is set out below:

1. Reach best-in-class parity on product
2. Build emotional connection with our customers
3. Embrace technology and ai
4. grow UK and Ireland franchise partnerships
5. Complete the brand conversion in France
6. Compelling unit economic model for western European franchising
7. Address the short tail of underperforming UK sites

8. modernise the UK estate with "tortilla2.0"
9. Build a three-year value creation plan
10. Set realistic targets -and hit them

These aren't just objectives and workstreams, they're significant opportunities for the business. And they're why I'm so excited about what lies ahead for this business I love.

It starts with the category itself. Mexican is one of the world's most flavourful cuisines, bridging the wholesome and the indulgent; and in a fast-casual setting it's customisable, portable, filling and tasty. Beyond the basics of burritos and tacos, it's a product range that extends from diet-specific salads and protein pots to indulgent, chorizo-and-queso-filled late-night grub. It suits a remarkable range of occasions: a quick weekday lunch, a refuel after the gym, a catch-up with friends, a shared meal before a night out, or a re-energising breakfast the morning after. Few offerings can claim such versatility, and that breadth matters commercially: more reasons to visit, across more dayparts and occasions, and a bigger opportunity per site than a single-occasion format.

It's also a model that scales wherever it's executed well. The US alone has thousands of quick-service Mexican outlets. Some attribute this to its proximity to Mexico, but the category has proven its appeal globally, with thriving taquerias and other quick-service Mexican formats across Western Europe, the Middle East, the Indian sub-continent, South-East Asia and Australia. What separates the winners is authenticity: real ingredients, prepared with care, rather than imitation-Mexican built on tired clichés. So the task ahead is less about reinvention than execution – being excellent, consistently, in a category that already works.

And we're already seeing it come through. First, the food we serve is the best it's ever been and a key driver of our current LFL performance, with real room to extend it across the day. Second, our new branding and store design, which is live now in France and in our new Leeds restaurant, brings Tortilla into line with contemporary trends: uplifting but stripped back; strong on personality yet suited to every daypart; with Mexican soul and California spirit; and equally at home in a shopping centre, a transport hub, or as your local neighbourhood 'burrito joint'. And third, our technology – an area close to my heart from my Silicon Valley days – is being modernised end to end: a new point-of-sale system; a single integrated experience across kiosks, delivery and in-store; a growing loyalty base; and a unified data platform with AI applied quietly behind the scenes, helping us serve people faster and more personally while running a leaner operation.

Do those three things well, and repeatably, and we have something rare: a brand people love, on a model that travels. The opportunity to lead fast-casual Mexican across Europe is real, and we intend to earn it one proven store at a time.

I would like to close by thanking every member of the Tortilla team – across our restaurants, our CPKs in London and Lille, and our support offices in London and Paris – for their resilience, passion and commitment throughout the past year. When I walked back into our restaurants and kitchens in those first weeks of my return, what genuinely struck me was the pride and energy of the people working for Tortilla – teams who care deeply about their stores, the food they make, the customers they serve, and their fellow colleagues. Tortilla's brand and product are only as strong as the people who bring them to life each day, and that has never been more apparent to me than in the months since my return. I am proud to be back leading Tortilla.

Current trading and outlook

Tortilla UK has delivered strong trading momentum in the first 26 weeks of 2026. LFL sales for H1 2026 were +13.9%, supported by volume growth of +4.8%. In the 12 weeks to 22 March, LFL sales grew +6.7%, with in-store up 6.0% and delivery up 8.2%. Since expanding to a multi-aggregator delivery

model in week 13 – listing simultaneously on Deliveroo, Uber Eats and Just Eat – trading has accelerated materially; LFL sales for the 14 weeks to 28 June (end of H1 2026) were +19.7%, with in-store up 6.9% and delivery up +54.1%.

While the consumer environment remains challenging, I am confident in the agenda we have set: the reset is not a reduction in our ambition, but a change in how we will deliver against it. The Group is now well positioned to deliver sustainable growth in the UK and across Europe, and renewed credibility with all our stakeholders. There's no business better poised to capture the fast-casual Mexican market in Europe than Tortilla, and I'm looking forward to leading the next phase of growth to make that a reality.

BRANDON STEPHENS

FOUNDER & GROUP CHIEF EXECUTIVE OFFICER

26 JULY 2026

Chief Financial Officer's Review

I joined Tortilla as Chief Financial Officer ("CFO") in October 2025, succeeding Josie Whelan as Interim CFO and, prior to that, Maria Denny as CFO. On behalf of the Board, I would like to wish them well for the future.

Financial discipline and rebuilding trust

Since joining, my focus has been to strengthen financial governance, reporting and capital discipline across the Group.

The comprehensive review of the Group's French business found that certain operating costs had been recorded in the balance sheet instead of being expensed through the income statement in the relevant reporting periods. Whilst the FY25 accounts reflect the correction of these errors, there may be a need to restate the half-year 2025 accounts when we report the half-year 2026 accounts.

The findings are disappointing and point to a period in which financial controls and oversight in France were not strong enough. A decentralised finance structure, unclear responsibilities between operational and finance teams, and limited Group-level review of the French ledgers allowed the errors to go undetected. Processes and accounting oversight did not keep pace with the complexity of integrating the acquired business. That is not acceptable, and I take responsibility for ensuring it does not happen again.

The Board and I have moved quickly to strengthen oversight and implement a structured programme to improve financial control, reporting discipline and accountability across the Group.

This includes:

- **Strengthened governance and oversight** – greater Group Finance involvement in local reporting, stronger balance sheet review, and clearer accountability for financial control ownership;
- **Enhanced processes and controls** – standardised month-end and year-end close procedures, with additional review of balance sheet classifications;
- **Capability and team strengthening** – investment in the French finance team and targeted training to support consistent application of controls; and

- **Systems and reporting improvements** – simplification of the legal entity structure in France, alignment to a single chart of accounts, migration to a common accounting platform and incorporation of French data into the Group data warehouse.

Together, these actions will create a more robust control framework and support a consistently higher standard of financial discipline, governance and reporting in the French division.

The Board and I recognise that trust must be rebuilt through consistent action. The steps already taken, together with the controls being embedded in FY26, are intended to deliver that.

Review of performance

My review sets out the Group's financial performance for the 52 weeks ended 28 December 2025, the framework I have put in place for financial discipline going forward, and the Group's liquidity, financing and going concern position.

Group financial KPI summary

	2025	**2024**	**Change**
Revenue	**£74.0m**	£68.0m	+8.8%
Gross profit margin	**75.2%**	76.6%	-1.4 pts
Administrative expenses	**£68.3m**	£53.3m	+28.2%
Net loss after tax	**£(15.1)m**	£(3.3)m	+354.2%
Cash generated from operations	**£7.4m**	£10.6m	-30.2%
Alternative performance measures ("APMs")			
LFL revenue growth	**5.3%**	(0.1)%	+5.4 pts
Adjusted EBITDA (pre-IFRS 16)[1]	**£1.1m**	£4.5m	-75.6%
Adjusted net cash/(debt) (pre-IFRS-16)2	**£(10.8)m**	£(5.7)m	-89.5%

[1] defined as statutory operating profit before interest, tax, depreciation, and amortisation (before application of IFRS 16), excluding exceptional costs and including other income and reflects the underlying trade of the Group. UK reported an Adjusted EBITDA of £6.3m (£5.2m in 2024), whilst France was £(5.2)m (£(0.7)m in 2024).

[2] adjusted net debt defined as net debt/cash, cash equivalent and cash in transit (including card receipts and delivery receipts), excluding lease liabilities arising from application of IFRS 16.

Revenue

Group revenue increased by 8.8% to £74.0m (FY24: £68.0m). Revenue growth was primarily driven by UK sales growth from improved food and customer experience, digital and delivery expansion and the full-year impact of France.

Gross profit margin

The Group achieved a gross profit margin of 75.2% in FY25 (FY24: 76.6%). The principal drivers of the margin movement were:

- investment in UK food quality;
- UK food cost inflation;
- delivery price discounting;
- transitional inefficiencies in France as supply shifted to the Lille CPK; and
- pricing investment in the converted French sites.

Administrative expenses

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

Administrative expenses were £68.3m (FY24: £53.3m). This includes include several items excluded from Adjusted EBITDA, which comprise:

- an impairment charge of £9.9m (FY24: £1.4m) comprising £5.1m in France given the strategic repositioning of the French estate and £4.8 in the UK reflecting an updated assessment of value-in-use across the cash-generating units and a focus on optimising the UK estate. During the year, the Group closed sites at Oxford, Brewer Street in London and Oxford Road in Manchester;
- pre-opening costs of £0.8m (FY24: £0.4m) principally labour, legal and professional fees and project support from UK Head Office management during the mobilisation of the CPK, the closure of Fresh Burritos sites and non-capital expenditure conversion to the Tortilla brand; and
- exceptional items of £0.8m (FY24: £1.5m, principally Fresh Burritos acquisition costs). In FY25 they relate primarily to site closure costs, legal and professional fees for one-off and project costs, and dual running costs during transition.

The Group ended FY25 with 114 sites (FY24: 117), comprising 65 UK company-owned, 15 UK franchise, 13 France company-owned, 9 France franchise and 12 UAE franchise.

Since the year-end, the Group has closed sites at Canterbury and Portsmouth in the UK, and Fresh Burritos sites at Nice, Grenoble and Nantes in France. In addition, one UK franchise site and two Fresh Burritos franchise sites in France closed.

Administrative expenses after adjusting for the above items were £56.8m (FY24: £50.0m).

The principal drivers of the increase in the year were:

- UK cost pressures, including above inflationary increases in employer's National Insurance, National Living Wage increases and business rates;
- the full-year impact of the French cost base, including the operating costs of the Lille CPK and the French head office; and
- continued investment in growth initiatives including marketing, brand and digital.

Alternative performance measures ("APMs")

	FY25	FY24	Change
System sales[1]	**£98.3m**	£90.0m	+9.2%
LFL revenue growth	**+5.3%**	(0.1)%	+5.4 pts
Of which: UK LFL	**+6.2%**	(0.1) %	+6.3 pts
Of which: France LFL	**+1.7%**	(15.0)%	16.7 pts
Adjusted EBITDA (pre-IFRS 16)	**£1.1m**	£4.5m	-75.6%
Of which: UK	**£6.3m**	£5.2m	+21.2%
Of which: France	**£(5.2)m**	£(0.7)m	741.8%
Adjusted net (debt) (pre-IFRS 16)	**£(10.8)m**	£(5.7)m	-89.5%

[1] *System sales represent the sum of all sales (excluding VAT) made by both franchised and corporate stores to consumers in UK, France and the UAE.*

System sales

Total Group system sales for FY25 were £98.3m, an increase of £8.3m or 9.2% versus FY24, driven by sales growth from existing owned and franchised stores in the UK, a full year of trading in France and the addition of a net four new franchise stores opened in FY25; three in the UK and a net one in the UAE.

LFL revenue growth

- Strong Group like-for-like ("LFL") revenue of +5.3% (FY24: (0.1)%) driven by strong UK performance.
- UK LFL revenue grew +6.2% for the year, significantly outperforming the CGA benchmark, which reported a (1.3)% decline over the same period.
- UK LFL momentum strengthened through the year: Q1 +5.9%, Q2 +4.2%, Q3 +6.9% and Q4 +7.8%.
- UK LFL in-store revenue of +2.9% improved by 3.6 percentage points (FY24: (0.6)%) reflecting improvements in food offering and customer experience and the roll out of self-ordering kiosks, which helps drive higher average order values.
- UK delivery LFL of +12.9% improved substantially (FY24: (10.5)%) benefiting at the start of the year from normalised comparatives following the February 2024 transition to a dual-partner strategy and later in the year from significant discounting.
- This accelerating trend has continued into FY26 with UK LFLs of +13.9% in the first half of the year.

Adjusted EBITDA (pre-IFRS16)(non-GAAP)

The Group generated Adjusted EBITDA (pre-IFRS 16) of £1.1m in FY25 (FY24: £4.5m). The UK business continues to demonstrate resilient unit economics and strong cash generation, providing the financial foundation for the Group's strategic reset.

UK Adjusted EBITDA of £6.3m (FY24: £5.2m), reflecting sales growth from the continued improvement in our food offering, sustained investment in kiosks, loyalty and brand initiatives, improved delivery economics and tight cost control.

France reported an Adjusted EBITDA loss of £(5.2)m (FY24: £(0.7)m) reflecting:

- full-year consolidation of Fresh Burritos;
- continued underperformance of non-converted stores; and
- the impact of low volumes on the efficiencies of the CPK and logistics.

Performance across the French estate has been highly polarised. Converted stores are showing strong sales uplifts and improving unit economics, while non-converted stores are continuing to decline.

In response, we have taken decisive action to exit underperforming sites and focus our capital on the converted stores where the unit economics are being proven and taken measures to right-size the French head office costs.

These actions are consistent with the Group's Ten Key Objectives, particularly the prioritisation of product quality, estate optimisation and disciplined capital allocation.

The Group uses Adjusted EBITDA (pre-IFRS 16) as its primary measure of underlying profitability. This measure excludes site pre-opening costs, share-based payments expense, depreciation and amortisation, loss on disposal of fixed assets, impairment, exceptional items, foreign exchange gains and losses 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 it is consistent with the basis on which our banking facilities and covenants are measured.

A reconciliation of statutory operating loss to Adjusted EBITDA (pre-IFRS 16) is set out below.

	FY25	**FY24**
Operating loss	**£(12.1)m**	**£(1.2)m**
Pre-opening costs	£0.8m	£0.4m
Share option expense	£0.0m	£(0.1)m
Depreciation and amortisation	£9.9m	£8.8m
(Gain) / loss on disposal of non-current assets	£(0.1)m	£0.1m
Impairment charges and lease adjustments [1]	£9.3m	£1.4m
FX (gain) / loss	£0.0m	£0.1m

Exceptional items	£0.8m	£1.5m
Other income	£(0.2)m	-
Adjusted EBITDA	**£8.4m**	**£11.1m**
IFRS 16 adjustment [2]	£(7.3)m	£(6.6)m
Adjusted EBITDA (pre-IFRS 16)	**£1.1m**	**£4.5m**

[1] Impairment charges and lease adjustments include £9.9m of impairments relating to goodwill, right of use assets and property, plant and equipment, and £0.6m of gains from other lease related adjustments.

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

Impairment review

In accordance with IAS 36, the Group determined each site as a separate cash-generating unit and reviewed goodwill, right-of-use assets and property, plant and equipment for indicators of impairment at the year-end. In the case of France, goodwill is considered across groups of cash-generating units. Value-in-use calculations have been prepared using Board-approved cash flow forecasts for the four-year period to FY29, with a terminal growth rate of 3% thereafter and a pre-tax weighted average cost of capital of 14.6% (FY24: 15.0%).

The impairment review resulted in an impairment charge of £9.9m (FY24: £1.4m), comprising charges against property, plant and equipment, right-of-use assets and goodwill. The charge reflects a small number of UK sites where the unit economics have not matured as expected (predominantly from the 2022/2023 opening cohort), the closure of a number of UK sites and, in France, a detailed assessment of the carrying value of the goodwill, other intangible assets, right-of-use assets and property, plant and equipment of the unconverted Fresh Burritos sites in light of the strategic repositioning in France. Overall, the impairment charge related to 14 UK sites, 10 French sites and all the goodwill in France.

Net loss after tax

The net loss after tax was £(15.1)m (FY24: £(3.3)m), primarily driven by the exceptional items and the trading losses in France.

Cash flow and liquidity

The UK's core business remains cash-generative. It continues to demonstrate strong cash conversion, supported by its structurally negative working capital model. The France business has consumed more cash than expected in the original business plan, hence the need for a strategic reset.

Cash generated from operations in FY25 was £7.4m (FY24: £10.6m). Net cash from investing activities was an outflow of £(4.4)m (FY24: £(6.3)m), primarily reflecting capital expenditure in three areas: (i) UK estate modernisation and kiosks £2.3m, (ii) conversion of French sites £1.2m, and (iii) completion of the Lille CPK £0.7m.

This cash-generative profile remains central to funding the Group's strategic reset without compromising balance sheet discipline.

Financing and net debt

The Group continued to engage closely and constructively with our banking partner, Santander UK plc, who has remained a supportive lender. The Group completed the refinancing of its principal banking facility in June 2025. The previous £10.0m revolving credit facility was increased to £12.5m. The refinancing provides increased liquidity and flexibility, and a maturity through to June 2028. At the year-end, £12.0m of the £12.5m facility was drawn (FY24: £7.2m of the £10.0m facility drawn). The Group ended FY25 with adjusted net debt (pre-IFRS 16) of £(10.8)m (FY24: £(5.7)m) in line with expectations. Further details of the support from Santander, including covenant waivers, are set out in the going concern section below.

In addition to the Santander facility, the Group continues to hold a portfolio of smaller term loan facilities with French banking groups (Société Générale, BNP Paribas, LCL and Crédit Agricole), acquired as part of the Fresh Burritos transaction. These contribute £0.7m to the Group's net debt at year-end (FY24: £1.3m) and amortise across the period to 2031. Since the year-end, the Group has settled the £0.1m loan with LCL on disposal of the Nice site.

Capital allocation

The Group's capital remains focused on the funding of the strategic agenda including product and ambience, customer, wider European growth, optimising and modernising the UK estate and strengthening the balance sheet.

We allocate capital against the following hierarchy:

- first, to balance sheet strengthening, including the maintenance of appropriate facility headroom and the reduction of our leverage multiple;
- second, to maintenance capital expenditure required to keep our existing estate trading safely, compliantly and to brand standard;
- third, to investments with clearly evidenced, near-term unit economics – currently, enhancing the converted stores in France, the targeted rollout of the Tortilla 2.0 store concept across the UK estate, and the foundational technology investments set out in our Ten Key Objectives (EPOS, ERP, data warehouse and loyalty);
- fourth, to selective growth investments meeting the Group internally defined return hurdles.

Investments above defined thresholds now go through a structured business-case process, with explicit unit-level assumptions, sensitivity testing and post-investment review. This is consistent with the Board's commitment, set out in the Chief Executive's statement, to evidence-based, bottom-up planning.

This framework ensures that capital prioritisation is consistent, evidence-based and aligned with long-term value creation.

Share-based payments

During the year, the Group granted Long-term Incentive Plan ("LTIP") shares to certain members of the senior leadership team. The 2025 credit reflects the ongoing vesting profile of the remaining LTIP awards, together with the awards granted during the year. The 2024 credit principally reflected forfeitures arising from the non-vesting of the 2023 LTIP tranche, where the FY24 Adjusted EBITDA performance target was not met.

Dividend

The Board has not recommended a dividend in respect of FY25 (FY24: £nil). The Group's capital remains focused on the funding of the strategic agenda including product and ambience, customer,

wider European growth, optimising and modernising the UK estate and strengthening the balance sheet. The Group's dividend policy will be kept under review as the Group's underlying profitability and cash generation develops over time.

Going concern

In assessing the going concern basis of preparation for the Group's consolidated financial statements for the 52 weeks ended 28 December 2025, the Directors have considered the Group's cash flow, liquidity, banking facilities, covenant compliance and business activities for a period of not less than 17 months from the date of approval of the financial statements.

Management has prepared detailed cash flow forecasts covering the going concern period, including a base case, a downside case incorporating Management's quantification of plausible adverse scenarios, and a severe but plausible downside ("reverse stress test") case. These forecasts consider the principal risks faced by the Group and incorporate the effects of mitigating actions available to management in adverse scenarios.

The Group has access to the £12.5m Santander revolving credit facility referred to above, which is committed until June 2028, together with an incremental short-term overdraft facility, repayable on demand, of £1.3 million obtained from Santander after the balance sheet date and the French term loan facilities described above. The Group has access to other sources of funding, if required in the event of the overdraft ceasing to be available. Together with the Group's ongoing working capital management, the Director's consider the Group has access to sufficient resources to meet its liabilities as they fall due.

As a result of the identification of the accounting issues in the French business, and the requirement to restate adjusted EBITDA within our covenant tests, the Group retrospectively breached its net leverage and fixed charge cover covenants at the December 2025 and March 2026 quarterly test dates. The correction of these errors reduced Group FY25 Adjusted EBITDA to £1.1 million. Santander UK plc has formally waived the breaches at both test dates and agreed revised covenant thresholds for June, September and December 2026, reverting to original levels from 2027. The facility remains fully available.

The Group's forecasts and projections, out to the going concern assessment period of 17 months from the date of signing the financial statements, show that the Group will operate within the covenants of its current available borrowing facilities. The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least 17 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis. The Group's going concern policy is set out in note 2.5 to the financial statements.

Looking forward

The Group is progressing through FY26 with a clearer strategy, stronger financial discipline and a more focused capital allocation framework. While work remains to be done, particularly in France, we now have the financial discipline, operational clarity and control required to deliver sustainable growth and rebuild shareholder confidence.

Key priorities for the year ahead include:

- sustaining UK LFL growth and margin improvement;
- reducing losses in France through site exits and head office rationalisation;
- disciplined capital deployment aligned to defined return thresholds;
- establishing a more rigorous, bottom-up approach to market guidance, with forecasts built from initiative-level business cases and clearly identified risks;

- continued strengthening of cash generation and balance sheet position; and
- delivery of the strategic initiatives set out in the Ten Key Objectives

Finally, a word of thanks. My first nine months as CFO have been defined by intense activity and fundamental change. I have acted swiftly and decisively to stabilise, strengthen and rebuild the finance team, with a clear focus on embedding stronger financial control, discipline and transparency. I would like to recognise those team members who have contributed to this process, often while managing increased demands and driving through important changes to processes and controls. I am grateful to every one of them, and am proud to lead the function into its next chapter. I would also like to thank our colleagues across the operations, commercial, technology and people teams in the UK and France, whose partnership with finance has been central to the progress described in this review.

I look forward to building on the foundation we have laid in the first half of 2026, and to engaging with our stakeholders in the year ahead.

RICHARD HALEY

CHIEF FINANCIAL OFFICER

26 JULY 2026

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE 52 WEEKS ENDED 28 DECEMBER 2025

	Note	52 weeks ended 28 December 2025 £	52 weeks ended 29 December 2024 £
Revenue	4	**73,989,937**	67,999,489
Cost of sales		**(18,323,090)**	(15,899,248)
Gross profit		**55,666,847**	52,100,241
Administrative expenses		**(68,291,455)**	(53,286,745)
Other income		**526,050**	-
Operating loss	4/5	**(12,098,558)**	(1,186,504)
Finance income	9	**14,139**	83,999
Finance expense	10	**(2,668,943)**	(2,214,464)
Loss before taxation		**(14,753,362)**	(3,316,969)
Tax on loss	11	**(356,634)**	(9,502)
Loss for the period and comprehensive income attributable to equity holders of the parent company		**(15,109,996)**	**(3,326,471)**
Loss per share for profit attributable to the owners of the parent during the year			
Basic and diluted (pence)	12	**(39.1)**	(8.6)

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 82 to 107 form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 28 DECEMBER 2025

	Note	28 December 2025 £	29 December 2024 £
Non-current assets			
Intangible assets	15	**1,893,648**	4,909,031
Tangible assets	16	**12,847,176**	15,169,803
Right-of-use assets	13	**24,567,489**	31,592,056
Finance lease assets	14	**201,477**	-
		39,509,790	51,670,890
Current assets			
Inventories	17	**550,095**	547,753
Trade and other receivables	18	**4,162,728**	3,299,473
Cash and cash equivalents	19	**1,608,931**	2,760,960
Finance lease assets	14	**92,500**	-
		6,414,254	6,608,186
Current liabilities			
Trade and other payables	20	**(12,706,121)**	(12,180,782)
Lease liabilities	13	**(6,655,823)**	(7,060,640)
Loans and borrowings	21	**(12,190,476)**	-
Net current liabilities		**(25,138,166)**	(12,633,236)
Total assets less current liabilities		**14,371,624**	39,037,654
Non-current liabilities			
Loans and borrowings	21	**(406,926)**	(8,433,523)
Lease liabilities	13	**(28,852,652)**	(30,489,693)
Deferred taxation	22	**(957,053)**	(600,419)
Net liabilities		**(15,845,007)**	(485,981)
Equity attributable to equity holders of the company			
Called up share capital	23	**386,640**	386,640
Share premium account	24	**4,433,250**	4,433,250
Share based payment reserve	24	**790,490**	794,585
Merger reserve	24	**4,793,170**	4,793,170
FX reserve	24	**(244,935)**	-
Retained earnings	24	**(26,003,622)**	(10,893,626)
Total equity		**(15,845,007)**	**(485,981)**

The accompanying notes on pages 82 to 107 form an integral part of these financial statements. The Company statement of financial position can be found on page 108. 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:

Richard Haley
Chief Financial Officer
26 July 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE 52 WEEKS ENDED 28 DECEMBER 2025

	Called up share capital	Share premium account	Share-based payment reserve	Merger reserve	FX reserve	Profit and loss account	Total
	£	£	£	£	£	£	£
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 30 December 2024	**386,640**	**4,433,250**	**794,585**	**4,793,170**	**-**	**(10,893,626)**	**(485,981)**
Loss for the period	-	-	-	-	-	(15,109,996)	(15,109,996)
Share-based payments	-	-	(4,095)	-	-	-	(4,095)
FX translation	-	-	-	-	(244,935)	-	(244,935)
At 28 December 2025	**386,640**	**4,433,250**	**790,490**	**4,793,170**	**(244,935)**	**(26,003,622)**	**(15,845,007)**

The notes on pages 82 to 107 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE 52 WEEKS ENDED 28 DECEMBER 2025

	Note	52 weeks ended 28 December 2025 £	52 weeks ended 29 December 2024 £
Cash flows from operating activities			
Loss for the financial period		**(15,109,996)**	(3,326,471)
Adjustments for:			
Amortisation of intangible assets	15	**34,163**	14,045
Depreciation of right-of-use assets	13	**5,333,400**	4,685,847
Depreciation of property, plant and equipment	16	**4,526,824**	4,054,126
(Gain)/loss on disposal of non-current assets	15/16	**(366,151)**	126,690
Net finance expense	9/10	**777,661**	393,782
Taxation charge	11	**356,634**	9,502
(Increase) in inventories	17	**(2,342)**	(156,032)
(Increase) / decrease in trade and other receivables	18	**(863,255)**	162,555
Increase in trade and other payables	20	**955,324**	918,854
Impairment of property, plant and equipment	16	**1,672,483**	598,291
Impairment of right-of-use assets	13	**5,350,726**	158,538
Impairment of intangible assets	15	**2,891,220**	684,757
Corporation tax received / (paid)		**-**	571,145
Share based payments	8	**(4,095)**	(45,393)
Finance cost of lease liabilities	13	**1,877,143**	1,735,062
Net cash generated from operations		**7,429,739**	10,585,298
Cash flows from investing activities			
Purchase of intangible assets	15	**(16,917)**	-
Purchase of tangible fixed assets	16	**(4,249,780)**	(4,999,191)
Interest received	9	**14,139**	83,999
Acquisitions, net of cash acquired	25	**(180,860)**	(1,350,253)
Proceeds on sale of disposal of non-current assets		**250,000**	-
Release of contingent consideration		**(249,127)**	-
Net cash from investing activities		**(4,432,545)**	(6,265,445)
Cash flows from financing activities			
Interest paid	10	**(791,800)**	(477,781)
Payments made in respect of lease liabilities	13	**(7,623,278)**	(6,853,314)
Loan drawdown	25	**2,800,000**	4,200,000
Loan repayment	25	**(461,217)**	-
Net cash used in financing activities		**(6,076,295)**	(3,131,095)
Net (decrease) / increase in cash and cash equivalents		**(3,079,101)**	1,188,758
Cash and cash equivalents at the beginning of period	19	**2,760,960**	1,644,674
Foreign exchange gain /(loss)		**13,277**	(72,472)
Cash and cash equivalents at the end of period		**(304,864)**	2,760,960

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 the subsidiaries based in the United Kingdom 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 Financial Reporting Standards as adopted by the UK ("Adopted IFRS").

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 28 December 2025 was £37,565 (29 December 2024: £861,668).

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 28 December 2025 that would have a material impact on the Group's accounting treatment.

2.4 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 28 December 2025 incorporates the results of Tortilla Mexican Grill plc and its subsidiaries for all periods, as set out in the basis of preparation.

2.5 Going concern

In assessing the going concern position of the Group for the consolidated financial statements for the 52 weeks ended 28 December 2025, the Directors have considered the Group's forecast cash flows, available banking facilities and covenant compliance over a period of at least 17 months from the date of approval of these financial statements.

In June 2025, the Group refinanced its debt facilities, agreeing a new £12.5 million Senior Facility Agreement with Santander UK plc, maturing in June 2028. At 28 December 2025 the Group had adjusted net debt of £10.8 million, excluding lease liabilities. Net debt defined as net debt / cash, cash equivalent and cash in transit (including card receipts and delivery receipts), excluding lease liabilities arising from application of IFRS 16.

As a result of the identification of the accounting issues within the French business and the requirements to restate Adjusted EBITDA within our covenants tests, the Group retrospectively breached its net leverage and fixed charge cover covenants at the December 2025 and March 2026 quarterly test dates. The breaches arose retrospectively from an accounting misstatement in the French business, in which £2.7 million of operating expenditure had been incorrectly recorded in the Group's French balance sheet. The correction of these errors reduced Group FY25 Adjusted EBITDA Pre IFRS 16 to £1.1 million. Santander UK plc has formally waived the breaches at both test dates and agreed revised covenant thresholds for June, September and December 2026, reverting to original levels from 2027. The facility remains fully available. The breach entitled Santander UK plc to require

repayment on demand at that date. On that basis, the Group did not have the right at 28 December 2025 to defer settlement of the affected borrowings for at least twelve months after the reporting date. Accordingly, those borrowings are classified as current liabilities in the consolidated statement of financial position at 28 December 2025.

Following covenant waivers received post year-end, the term loan is no longer repayable on demand. The Group expects to remain compliant with the revised covenant requirements and, accordingly, will present the portion of borrowings due after 12 months as non-current liabilities at the next reporting date.

Management has prepared detailed cash flow forecasts covering the going concern period, including a base case, a downside case incorporating Management's quantification of plausible adverse scenarios, and a severe but plausible downside ("reverse stress test") case. These scenarios demonstrate compliance with banking covenants at each quarterly test date. A severe stress scenario was also modelled; in this case, the complete exit of the Group's French operations represents a further mitigating action available to management which would restore covenant compliance. In addition, on 8 May 2026 the Group agreed an incremental short-term overdraft facility, repayable on demand, of £1.3 million with Santander UK plc to provide additional liquidity headroom. The Group has access to other sources of funding, if required in the event of the overdraft ceasing to be available. Together with the Group's ongoing working capital management, the Directors consider that the Group has access to sufficient resources to meet its liabilities as they fall due.

Subsequent to the balance sheet date, the Group initiated a structural reset of the French business to address its losses and accelerate the path to profitability. Actions already taken include a reduction to support office costs, estate rationalisation – three sites have been exited to date – and actions to drive further growth in converted stores.

A key mitigating action under an extreme downside scenario would be for the Group to exit the French business in full through a liquidation or administration process. This could immediately stem any cash losses and their associated cash outflows from the Group's forecasts and would discharge most of the liabilities of the French business, further reducing forecast cash outflows. This would leave the Group with a strong, cash generative UK business and provide significant headroom on the Group's financial covenants.

Having considered these matters, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for at least 17 months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

2.6 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.

Other revenue comprises rental income on subleased properties and bonus income in respect of certain commercial contracts.

2.7 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.

2.8 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 2024, 2025 and 2026 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.

2.9 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.

2.10 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: system sales, like for like ("LFL") revenue growth/(decline), Adjusted EBITDA (Pre-IFRS), and net cash/(debt).

System sales represent the sum of all sales (excluding VAT) made by both franchised and corporate stores to consumers in UK, France and the UAE.

Like-for-like revenue growth compares revenue for the current period with the corresponding prior period, for sites that have traded throughout both periods. Sites opened, closed or disposed of during either period are excluded until they have completed a full comparable period of trading. LFL revenue is an alternative performance measure, not defined under IFRS, and may not be comparable with similarly titled measures used by other companies. The Directors consider it a key indicator of the underlying trading performance of the Group's estate.

The Directors use Adjusted EBITDA as a primary KPI in managing the business. Adjusted EBITDA is defined as statutory operating profit before interest, tax, depreciation and amortisation (before application of IFRS 16 and excluding exceptional costs), includes

other income, and reflects the underlying trade of the Group. 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.

Net debt defined as net debt / cash, cash equivalent and cash in transit (including card receipts), excluding lease liabilities arising from application of IFRS 16. The directors consider this more accurately reflect the underlying net debt of the Group.

2.11 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.

2.12 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

2.13 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 1954 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 1954. 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 1954, 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.

2.14 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 or CGUs). Each site is considered to be a CGU in its own right.

Goodwill arising on the acquisition of Chilango Ltd has been allocated to individual CGUs based on the forecasted EBITDA expected to be generated from each CGU at the date of acquisition.

Goodwill arising on the acquisition of the Fresh Burritos group has been allocated to the group of CGUs comprising all the acquired Fresh Burritos sites, which is the lowest level at which goodwill is monitored for internal management purposes.

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.

2.15 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.

2.16 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.

2.17 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.

2.18 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 CODM reviews the Group's operations on a geographic basis and has identified the United Kingdom and France as the Group's two operating segments. These operating segments have been determined to be the Group's reportable segments under IFRS 8, as the CODM assesses performance and allocates resources separately between the UK and French operations. Further information on the Group's reportable segments is provided in note 4.

2.19 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.

2.20 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.

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.

2.21 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, drinks and energy. 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 12 months. The Group hedges energy prices where possible.

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 reduce the Group's current leverage ratios

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 £12.5m revolving credit facility held with Santander UK plc, of which £1.9m is undrawn at the year-end.

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
	£	£	£	£	£
28 December 2025					
Trade and other payables	12,706,121	-	-	-	**12,706,121**
Lease liabilities (undiscounted)	7,193,415	6,500,013	14,998,718	15,932,858	**44,625,004**
Borrowings	12,190,476	406,926	-	-	**12,597,402**
	32,090,012	**6,906,939**	**14,998,718**	**15,932,858**	**69,928,527**
29 December 2024					
Trade and other payables	12,180,782	-	-	-	**12,180,782**
Lease liabilities (undiscounted)	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**

2.22 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.

2.23 Foreign currency

Items included in the financial statements of each Group entity are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Sterling (£), which is the Company’s functional currency and the Group’s presentation currency.

Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated into the functional currency at the exchange rate ruling at that date. Exchange differences arising on the settlement or retranslation of monetary items are recognised in profit or loss.

On consolidation, the assets and liabilities of the Group’s France operations, whose functional currency is the Euro, are translated into Sterling at the exchange rate ruling at the balance sheet date. Income and expenses of these operations are translated into Sterling at average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising from this translation, together with differences arising on the translation of intragroup loans that form part of the net investment in the France operations, are recognised in other comprehensive income and accumulated in the foreign currency translation reserve within equity. On disposal of a foreign operation, the cumulative amount recognised in the translation reserve relating to that operation is reclassified to profit or loss.

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 28 December 2025 a 0.1 percent increase in the discount rate would reduce the total liabilities by £121,794 (29 December 2024: £140,000), 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 £21,500 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 28 December 2025 is an increase of £1,545,701 (29 December 2024: increase of £880,000).

An independent external consultancy was engaged to calculate the Group's post-tax WACC. As at 28 December 2025, the pretax WACC was determined to be 14.6% (29 December 2024: 15.0%). An increase in the discount rate of 1.0 percent would increase the impairment charge for the 52 weeks ended 28 December 2025 by £88,997 for UK and France (29 December 2024: £33,000), which is not considered to be material.

In the 52 weeks ended 28 December 2025, goodwill of £4,718,501, property, plant and equipment assets of £14,571,044 and right-of-use assets of £29,941,271 have been tested for impairment.

For the UK cash-generating units, management performed an impairment assessment by comparing the net present value ("NPV") of forecast future cash flows with the carrying value of the related assets. Based on this assessment, impairment charges of £5,930 were recognised against goodwill, £1,265,924 against property, plant and equipment assets and £3,529,292 against right-of-use assets. The impairment recognised reflects those sites where forecast cash flows did not provide sufficient headroom over the carrying value of the assets.

During 2026, management approved the closure of all remaining Fresh Burritos sites in France. As a result, all property, plant and equipment and right-of-use assets relating to the six Fresh Burritos sites were fully written off, resulting in impairment charges of £406,559 against property, plant and equipment assets and £1,821,434 against right-of-use assets.

For the Tortilla-converted sites in France, the recoverable amount was determined using the net present value of forecast future cash flows. An impairment review identified no headroom between carrying value and recoverable amount and, accordingly, an impairment charge of £2,885,290 was recognised against goodwill.

As a result of the impairment assessments performed during the period, total impairment charges recognised were £2,891,220 against goodwill (note 15) (52 weeks ended 29 December 2024: £684,757), £1,672,483 against property, plant and equipment assets (note 16) (52 weeks ended 29 December 2024: £598,291) and £5,350,726 against right-of-use assets (note 13) (52 weeks ended 29 December 2024: £158,538), giving a total impairment charge of £9,914,429 for the 52 weeks ended 28 December 2025.

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.

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 £418,000 decrease in depreciation in the 52 weeks ended 28 December 2025 (29 December 2024: £369,000). 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 2024, 2025 and 2026. Assumptions have been made regarding the likelihood of these criteria being met.

4. REVENUE

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Sale of goods	72,244,037	66,898,225
Franchise royalty income	1,745,900	1,101,264
	73,989,937	**67,999,489**
Geographical analysis - revenue		
UK	67,602,945	64,593,706
France	5,889,267	3,003,338
Rest of World	497,725	402,445
	73,989,937	**67,999,489**
Geographical analysis - non-current assets		
UK	35,008,098	45,456,164
France	4,501,692	6,214,726
	39,509,790	**51,670,890**

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 Board has determined that the Group has two reportable operating segments on a geographic basis: UK and France. The franchise income streams above have a minimal cost and asset base which cannot be accurately determined and are therefore not considered to be material and separable segments; Middle East franchise income is managed within, and reported to the Board as part of, the UK segment.

The Board reviews Adjusted EBITDA as the key measure of each segment's profit or loss. Adjusted EBITDA is defined as profit/(loss) from operations before depreciation, amortisation, impairment, pre-opening and site conversion costs, share-based payment expense, exceptional items, non-trading costs, foreign exchange gains/losses and other income (see note 2.10). There is no material trading between the UK and France segments and no inter-segment revenue has therefore been eliminated on consolidation.

For the 52 weeks ended 28 December 2025	UK £	France £	Total £
Total segmental revenue	68,100,670	5,889,267	73,989,937
Revenue from external customers	**68,100,670**	**5,889,267**	**73,989,937**
Loss before tax	**(2,468,893)**	**(12,284,469)**	**(14,753,362)**

For the 52 weeks ended 29 December 2024	UK £	France £	Total £
Total segmental revenue	64,996,151	3,003,338	67,999,489
Revenue from external customers	**64,996,151**	**3,003,338**	**67,999,489**
Loss before taxation	**(1,662,017)**	**(1,654,952)**	**(3,316,969)**

A reconciliation of total segment loss from operations is set out below.

Reconciliation of loss from operations before tax	52 weeks ended 28 December 2025 £	
	UK	France
Revenue	68,100,670	5,889,267
Cost of sales	(16,290,590)	(2,032,500)
Gross profit	**51,810,080**	**3,856,767**
Depreciation and amortisation	(8,763,397)	(1,355,546)
Impairment expense	(4,838,483)	(5,075,946)
Other administrative expenses	(38,999,840)	(8,978,386)
Other income	526,050	-
Operating loss	**(545,050)**	**(11,553,111)**
Finance income	14,139	-
Finance expenses	(1,937,585)	(731,358)
Loss before tax	**(2,468,893)**	**(12,284,469)**

Reconciliation of loss from operations before tax	52 weeks ended 29 December 2024 £	
	UK	France
Revenue	64,996,151	3,003,338
Cost of sales	(15,110,770)	(788,478)
Gross profit	**49,885,381**	**2,214,860**
Depreciation and amortisation	(8,258,983)	(630,104)
Impairment expense	(1,441,586)	-
Other administrative expenses	(39,918,246)	(3,037,826)
Operating loss	**266,566**	**(1,453,070)**
Other income	-	-
Finance income	83,999	-
Finance expenses	(2,012,582)	(201,882)
Loss before tax	**(1,662,017)**	**(1,654,952)**

5. OPERATING PROFIT

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Depreciation and amortisation	9,894,386	8,762,397
Impairment of right-of-use assets	5,350,726	158,538
(Gain) / loss on disposal of non-current assets	(366,151)	126,690
Impairment of fixed assets	1,672,483	598,291
Impairment of goodwill	2,891,220	684,757
Variable lease payments	1,080,709	418,846
Inventories - amounts charged as an expense	18,323,090	15,899,248
Share option credit	(4,095)	(45,393)
Pre-opening and sites conversion costs (non-GAAP)*	754,117	397,243
Exceptional items (non-GAAP)*	834,646	1,522,532
Bank arrangement fee amortisation	67,551	18,540
Auditors remuneration:		
Audit fees 2025	291,600	165,610
Audit fees 2024	35,000	-
Other assurance services	6,300	17,500

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Pre-opening costs	754,117	397,243
Number of new launches and site conversions in period	8	3

* Pre-opening costs and exceptional items were as follows:

Nature of Pre-opening & Exceptionals	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
Pre-opening costs	£	£
France site conversions (seven Fresh Burritos sites)	408,386	-
CPK opening in France	303,212	312,681
Leeds store opening (opened in January 2026)	42,519	84,562
	754,117	**397,243**
Exceptional costs	£	£
UK store closures	250,752	159,292
Asset disposal on France site conversions	309,135	-
Other*	154,759	77,737
Acquisition of Fresh Burritos	-	1,285,503
Audit over-run	120,000	-
	834,646	**1,522,532**
Total	**1,588,763**	**1,919,775**

* Other includes non-recurring legal and professional fees, dual running costs and other one-off items

6. EMPLOYEES

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

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	No.	No.
Operations staff	1,032	1,127
Head office staff	63	61
	1,095	**1,188**

	£	£
Wages and salaries	23,133,700	21,026,142
Social security costs	2,427,258	1,462,167
Pension costs	356,503	279,981
Share based expense /(credit) (note 8)	(4,095)	(45,393)
	25,913,366	**22,722,897**

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

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Short-term employee benefits	650,719	615,000
Post-employment benefits	2,592	3,000
	653,311	**618,000**

7. DIRECTORS' REMUNERATION AND KEY MANAGEMENT INFORMATION

The highest paid Director received remuneration of £229,000 (2024: £223,000).

The number of Directors receiving pension contributions was 3 (2024: 2).

The share-based payment credit arising from the Directors' participation in the Company's LTIP scheme was £211,648 (2024:£45,393).

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 61 to 64.

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 2024 and 2025 financial years. The Adjusted EBITDA target for 2024 has not been met, similarly the target for 2025 has not been met. Therefore, the options that were due to vest after three years have been forfeited. The CSOP options carry an exercise price of 181 pence and were granted on 8 October 2021. The CSOP options will expire on 8 October 2031. As at 28 December 2025, 69,722 CSOP options remain outstanding under this award; the associated market value options (Tranche 1 and Tranche 2) have all lapsed or 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. The options will expire on 1 December 2024. As at 28 December 2025, 205,714 of these options remain outstanding.

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. The options will expire on 10 May 2026. As at 28 December 2025, 343,579 of these options remain outstanding.

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. The nil-cost options will expire on 1 May 2027 *(NB: the workbook's vesting-date field for this tranche shows 2 May 2027 — confirm which is correct before finalising)* and 29 July 2027 respectively, in line with their vesting dates. As at 28 December 2025, 551,428 options expiring 1 May 2027 and 217,392 options expiring 29 July 2027 remain outstanding. The market value options are subject to a separate exercise price and window under the scheme rules and will expire on 2 January 2028. As at 28 December 2025, all 119,081 market value options remain outstanding.

In the 52 weeks ended 28 December 2025, 1,193,609 nil-cost 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 2025, 2026 and 2027, 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. The options will expire on 23 June 2028. As at 28 December 2025, all 1,193,609 options remain outstanding, with no forfeitures arising during the period.

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:

	28 December 2025	28 December 2025	29 December 2024	29 December 2024
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
	#	£	#	£
Outstanding at beginning of the period	2,455,232	0.5	2,245,991	1.2
Granted during the period	1,193,609	-	1,285,859	-
Exercised during the period	-	-	-	-
Forfeited during the period	(948,316)	-	(1,076,618)	1.5
Outstanding at the end of the period	**2,700,525**	**0.1**	**2,455,232**	**0.5**

The awards outstanding at the end of 28 December 2025 have a remaining weighted average contractual life of nineteen months (29 December 2024: nineteen months) and an exercise price of £0.41 (29 December 2024: £0.46). At the end of 28 December 2025 nil awards were exercisable (29 December 2024: 543,392).

The Group recognised total credits related to the above equity-settled share-based payment transactions in the form of options during 52 weeks ended 28 December 2025 of £4,095 (29 December 2024: credit of £45,393) and related employer National Insurance charge of £33,746 (29 December 2024: £14,743).

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

	28 December 2025		29 December 2024	
	Jun-25	May-24	Jul-24	Dec-24
Share price at grant date (pence)	42p	47p	53p	51p
Exercise price (pence)	-	-	-	52p
Expected volatility (%)	47%	58%	57%	53%
Option life (years)	3	3	3	3
Risk free interest rate (%)	3.95%	4.11%	3.96%	4.12%

9. INTEREST RECEIVABLE

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Bank interest income	**14,139**	**83,999**

10. INTEREST PAYABLE AND SIMILAR EXPENSES

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Bank interest payable	791,800	477,781
Finance cost on lease liabilities	1,877,143	1,736,683
	2,668,943	**2,214,464**

11. TAXATION

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
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	-	-
Total current tax	**-**	**26,779**
Deferred tax		
Current year	366,355	-
Origination and reversal of timing differences	(9,721)	(17,277)
Total deferred tax	**356,634**	**(17,277)**
Total tax charge for the period	**356,634**	**9,502**

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 28 December 2025	52 weeks ended 29 December 2024
Loss on ordinary activities before tax	(14,753,362)	(3,316,969)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK and France of 25% (2024 UK and France: 25%):	(3,688,340)	(829,242)
Effects of:		
Expenses not deductible for tax purposes	2,814,770	415,580
Capital allowances in excess of depreciation	366,355	140,616
Other timing differences, primarily arising from operating lease accounting		(157,893)
Movement in unprovided deferred tax	873,570	440,441
Adjustments to tax charge in respect of prior periods	(9,721)	-
Total tax charge for the period	**356,634**	**9,502**

At 28 December 2025, the Group had unused carried forward tax losses of £8,979,179 (31 December 2024: £5,255,809). £8,661,129 of carried forward tax losses relate to France group entities, (29 December 2024: £1,768,479) 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 and are expected to be fully utilised in future periods. The rate used to calculate the deferred tax balances at 28 December 2025 is 25% (29 December 2024: 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 28 December 2025	52 weeks ended 29 December 2024
Loss used in calculating basic and diluted loss	(15,109,996)	(3,326,471)
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)	**(39.1)**	**(8.6)**

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 as they are anti-dilutive, they have been disregarded in the calculation of diluted EPS.

13. LEASES

Right-of-use assets	
£	
At 01 January 2024	**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**
Additions	3,815,971
Disposals	(156,412)
Depreciation	(5,333,400)
Impairment	(5,350,726)
At 28 December 2025	**24,567,489**

Lease liabilities	
£	
At 01 January 2024	**(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)**
Additions	(3,815,971)
Interest expense	(1,877,143)
Lease payments	7,623,278
Disposals	111,694
At 28 December 2025	**(35,508,475)**

The right-of-use asset relating to land and buildings in the UK and France had a gross carrying amount of £60.3m as at 28 December 2025 (29 December 2024: £64.3m). Accumulated depreciation amounted to £35.7m (29 December 2024: £32.7m), resulting in a net book value of £24.6m as at 28 December 2025 (29 December 2024: £31.6m).

Differences arising on foreign exchange translation are considered immaterial.

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
	£	£	£	£	£	£
28 December 2025	6,655,823	5,978,718	12,564,902	10,309,032	28,852,652	35,508,475
29 December 2024	7,060,640	6,242,115	13,205,294	11,042,284	30,489,693	37,550,333

The Group has 30 (2024: 40) 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 28 December 2025, the total expense arising from variable lease payments amounted to £1,080,709 (52 weeks ended 29 December 2024: £418,846).

The majority of UK leases are covered by the Landlord and Tenant Act 1954 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 1954, 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 reasonably certain.

14. FINANCE LEASE RECEIVABLE

	52 weeks ended 28 December 2025	52 weeks ended 29 December 2024
	£	£
Current (due within one year)	92,500	-
Non-current (due after more than one year)	201,477	-
	293,977	-

The finance lease receivable represents the present value of future minimum payments receivable. The current portion represents amounts due within twelve months of the balance sheet.

15. INTANGIBLE ASSETS

	Computer software	Leasehold rights	Goodwill	Total
	£	£	£	£
Cost				
At 01 January 2024	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**
Additions	16,917	-	-	16,917
Disposals	-	-	(106,917)	(106,917)
At 28 December 2025	**44,994**	**82,928**	**5,403,258**	**5,531,180**
Amortisation				
At 01 January 2024	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**
Amortisation charge	4,227	29,936	-	34,163
Impairment	-	-	2,891,220	2,891,220
At 28 December 2025	**22,137**	**39,418**	**3,575,977**	**3,637,532**
Net book value				
At 28 December 2025	**22,857**	**43,510**	**1,827,281**	**1,893,648**
At 29 December 2024	10,167	73,446	4,825,418	4,909,031

Differences arising on foreign exchange translation are considered immaterial.

Goodwill

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

	28 December 2025	29 December 2024
	£	£
Brewer Street	-	110,374
Brushfield Street	171,507	171,507
Chancery Lane	117,126	117,126
Croydon	104,577	104,577
Islington	-	5,930
London Bridge	543,801	543,801
London Wall	363,928	363,928
Manchester	526,342	522,886
Goodwill arising on acquisition of Chilango Ltd	1,827,281	1,940,129
Goodwill arising on the acquisition of Fresh Burritos	-	2,885,289
	1,827,281	**4,825,418**

At the acquisition date, goodwill is allocated to each CGU or group of CGUs expected to benefit from the combination.

Goodwill arising on the acquisition of Chilango Ltd has been allocated to individual CGUs based on the forecasted EBITDA expected to be generated from each CGU at the date of acquisition.

Goodwill arising on the acquisition of the Fresh Burritos group has been allocated to the group of CGUs comprising all the acquired Fresh Burritos sites, which is the lowest level at which goodwill is monitored for internal management purposes.

16. TANGIBLE ASSETS

	Long-term leasehold property	Plant and machinery	Fixtures and fittings	Total
	£	£	£	£
Cost				
At 1 January 2024	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**
Additions	110,402	3,022,488	1,116,890	4,249,780
Disposals	(383,713)	(1,065,135)	(112,777)	(1,561,625)
At 28 December 2025	**18,089,860**	**11,241,919**	**10,081,722**	**39,413,501**
Depreciation				
At 01 January 2024	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**
Charge for the period	1,808,524	1,115,821	1,602,479	4,526,824
Disposals	(330,814)	(757,323)	(100,388)	(1,188,525)
Impairment charge	933,397	579,982	159,103	1,672,482
At 28 December 2025	**13,172,007**	**5,513,470**	**7,880,847**	**26,566,324**
Net book value				
At 28 December 2025	**4,917,853**	**5,728,449**	**2,200,877**	**12,847,176**
At 29 December 2024	7,602,271	4,709,576	2,857,956	15,169,803

Differences arising on foreign exchange translation are considered immaterial.

17. INVENTORIES

	28 December 2025	29 December 2024
	£	£
Food and beverage for resale	550,095	547,753

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 £18,323,090 (52 weeks ended 29 December 2024: £15,899,248).

18. TRADE AND OTHER RECEIVABLES

	28 December 2025	29 December 2024
	£	£
Trade receivables	817,371	743,556
Other receivables	1,223,961	1,284,958
Prepayments and accrued income	1,178,713	1,270,959
Other taxation and social security	942,683	-
	4,162,728	**3,299,473**

Trade receivables, includes the following:

- Cash due from third party delivery providers and these are settled the week immediately following the week in which the sale was recorded;
- Cash due from debit and credit card sales, that are settled within a few days of the sale being recorded; and
- Amounts owed by the Group's franchise partners, which are due within 30 days of the end of the period.

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

Other taxation and social security consist of VAT receivable relating to the French operations, representing amounts recoverable from the tax authorities.

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.

19. CASH AND CASH EQUIVALENTS

	28 December 2025	29 December 2024
	£	£
Cash at bank and in hand	1,608,931	2,760,960

Cash and cash equivalents comprise cash at bank, in hand and cash in transit. The fair value of cash and cash equivalents is the same as their carrying value.

i. Reconciliation to cash flow statement

The above figures reconcile to the amount of cash shown in the statement of cash flows at the end of the financial year as follows:

	28 December 2025	29 December 2024
	£	£
Balances as above	1,608,931	2,760,960
Bank overdraft (see note 21)	(1,913,795)	-
	(304,864)	**2,760,960**

20. TRADE AND OTHER PAYABLES

	28 December 2025	29 December 2024
	£	£
Trade payables	(5,109,121)	(4,664,955)
Other taxation and social security	(2,489,667)	(2,192,159)
Other payables	(1,821,015)	(1,535,772)
Accruals and deferred income	(3,286,318)	(3,787,896)
	(12,706,121)	**(12,180,782)**

21. LOANS AND BORROWINGS

	28 December 2025	29 December 2024
	£	£
Bank overdraft	(1,913,795)	-
Bank loans - falling due within one year	(10,276,681)	-
Bank loans – falling due after one year	(528,064)	(8,465,962)
Amortised issue costs	121,138	32,439
	(12,597,402)	**(8,433,523)**

In June 2025, the Group entered into a new financing arrangement with Santander UK plc to refinance and extend its debt facilities. The Company now has a new £12.5m Senior Facility Agreement maturing in June 2028, replacing the existing £10.0m facility which was due to mature in September 2026. The facility contains options to extend the term by one or two years. The new facility provides increased headroom, a longer maturity profile and greater flexibility to support the Group's next phase of growth. The facility accrues interest at rates of 2.75% - 4.00% plus SONIA. The facility is secured by a debenture over the assets of the Group and is presented net of capitalised amortised issue costs.

Arrangement fees of £121,138 were incurred as part of the refinancing and are 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.

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%.

Refer to Note 2.5 Going Concern for further details regarding the loan arrangements.

22. DEFERRED TAXATION

	Deferred taxation liability
	£
At 1 January 2024	617,696
Charged to profit or loss	(17,277)
At 29 December 2024	**600,419**
Charged to profit or loss	356,634
At 28 December 2025	**957,053**

	28 December 2025	29 December 2024
	£	£
Accelerated capital allowances	(1,123,888)	(1,474,650)
Tax losses carried forward	79,512	874,231
Other short term timing differences	87,323	-
	(957,053)	(600,419)

23. SHARE CAPITAL

	28 December 2025	29 December 2024
	£	£
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 proceeds 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.

24. 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.

Translation reserve

The Group records exchange differences arising on the translation of foreign operations in the foreign currency translation reserve within equity. This reserve accumulates gains and losses resulting from the translation of the financial statements of foreign subsidiaries from their functional currencies into the Group's presentation currency. The balance in the reserve is reclassified to profit or loss upon the disposal or partial disposal of the related foreign operation.

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.

25. ANALYSIS OF NET DEBT

	At 29 December 2024	Cash flows	Loan drawdown	Loan repayment	Additions and disposals of leases	Finance expense	At 28 December 2025
	£	£	£	£	£	£	£
Cash at bank and in hand	2,760,960	(3,952,029)	2,800,000	-	-	-	1,608,931
Bank overdraft	-	(1,913,795)	-	-	-	-	(1,913,795)
Bank loans	(8,433,523)	21,148	(2,800,000)	461,217	-	67,551	(10,683,607)
Lease liabilities	(37,550,333)	7,623,278	-	-	(3,704,277)	(1,877,143)	(35,508,475)
Net debt	**(43,222,896)**	**1,778,601**	**-**	**461,217**	**(3,704,277)**	**(1,809,592)**	**(46,496,946)**

	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 28 December 2025 the Group had Adjusted net debt (as defined for bank covenant purposes) of £10.8 million, excluding lease liabilities. Net debt defined as net debt / cash, cash equivalent and cash in transit (including card receipts and delivery receipts), excluding lease liabilities arising from application of IFRS 16. Net debt is considered an Alternative Performance Measure (APM) and is used by management and lenders to assess the Group's underlying financing position and covenant compliance.

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 subsidiary	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%

The registered address for all above named subsidiaries based in the United Kingdom is 1st Floor Evelyn House, 142-144 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 28 December 2025: California Grill Ltd, Chilango London Ltd, and Chilango Mexican Ltd.

27. RELATED PARTY TRANSACTIONS

Mexican Grill Ltd was charged monitoring fees of nil for the 52 weeks ended 28 December 2025 (29 December 2024: £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.

Mexican Grill Ltd was charged fees of £35,000 for the 52 weeks ended 28 December 2025 (29 December 2024: nil) by Auctor Group in its capacity as a shareholder.

Tortilla Mexican Grill plc was charged consulting fees of £18,477 for the 52 weeks ended 28 December 2025 (29 December 2024: £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.

Brandon Stephens received a fee of £42,719 during 2025 in connection with his role as an advisor to the Board of our French operating subsidiary Tortilla Mexican Grill France SAS. Francesca Tiritiello received a fee of €21,332 (paid to Kikkirossi Sàrl) during 2025 in connection with her role as Chair of the Board of our French operating subsidiary Tortilla Mexican Grill France SAS.

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 £231,981 at 28 December 2025 (29 December 2024: £215,000).

30. POST-BALANCE SHEET EVENTS

The following material events occurred between 28 December 2025 and the date of approval of these financial statements.

Covenant waivers and incremental facility
Subsequent to the year end, following the identification and correction of accounting errors within the French business, the Group retrospectively breached its net leverage and fixed charge cover covenants at the December 2025 and March 2026 test dates. Santander UK plc formally waived these breaches and agreed revised covenant thresholds for June, September and December 2026, reverting to the original levels from 2027. The facility remains fully available to the Group. In addition, on 8 May 2026 the Group agreed an incremental overdraft facility of £1.3 million with Santander UK plc to provide additional short-term liquidity headroom.

French business reset
Subsequent to the year-end, the Group initiated a structural reset of its French business to address its losses and accelerate the path to profitability. Actions already taken include a reduction to support office costs, estate rationalisation and actions to drive further growth in converted stores, Since the year-end stores at Nice, Grenoble and Nantes have been closed, stemming cash losses.

UK rightsizing
The Group has also closed loss making sites at Portsmouth and Canterbury since the year-end.

31. ALTERNATIVE PERFORMANCE MEASURES (NON-GAAP)

	28 December 2025	29 December 2024
	£'m	£'m
Operating loss	**(12.1)**	**(1.2)**
Pre-opening costs	0.8	0.4
Share based payments	0.0	(0.1)
Depreciation and amortisation	9.9	8.8
Loss on disposal of other non-current assets	(0.1)	0.1
Impairment charges and lease adjustments*	9.3	1.4
FX (gain) / loss	0.0	0.1
Exceptional items	0.8	1.5
Other income	(0.2)	0.0
Adjusted EBITDA	**8.4**	**11.0**
IFRS adjustment*	(7.3)	(6.5)
Adjusted EBITDA (pre-IFRS 16)	**1.1**	**4.5**

Adjusted EBITDA is defined as statutory operating profit before interest, tax, depreciation and amortisation (before application of IFRS 16 and excluding exceptional costs), includes other income, and reflects the underlying trade of the Group.

*Impairment charges and lease adjustments include £9.9m of impairments relating to goodwill, right of use assets and property, plant and equipment, and £0.6m of gains from other lease related adjustments.

	28 December 2025	29 December 2024
	£'m	£'m
Net debt		
Statutory net debt	46.5	43.2
IFRS 16 lease liabilities	(35.5)	(37.6)
Delivery in transit	(0.2)	-
Adjusted net debt	**10.8**	**5.7**

Net debt defined as net debt / cash, cash equivalent and cash in transit (including card receipts and delivery receipts), excluding lease liabilities arising from application of IFRS 16. The directors consider this more accurately reflect the underlying net debt of the Group.

COMPANY STATEMENT OF FINANCIAL POSITION AS AT 28 DECEMBER 2025

	Note	28 December 2025 £	29 December 2024 £
Fixed assets			
Investments	3	1,250,911	1,504,133
Current assets			
Debtors: amounts falling due within one year	4	2,400,799	2,400,799
Creditors: amounts falling due within one year	5	(786,176)	(997,738)
Net current assets		**1,614,623**	**1,403,061**
Total assets less current liabilities		**2,865,534**	**2,907,194**
Net assets		**2,865,534**	**2,907,194**
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	790,490	794,585
Profit and loss account	7	(2,744,846)	(2,707,281)
		2,865,534	**2,907,194**

The accompanying notes on pages 82 to 107 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 £37,565 (2024: £861,668).

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:

Richard Haley
Chief Financial Officer
26 July 2026

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE 52 WEEKS ENDED 28 DECEMBER 2025

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£
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**
Loss for the period	-	-	-	(37,565)	(37,565)
Share based payments	-	-	(4,095)	-	(4,095)
At 28 December 2025	**386,640**	**4,433,250**	**790,490**	**(2,744,846)**	**2,865,534**

The notes on pages 110 to 112 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 DECEMBER 2025

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 01 January 2024	**1,549,526**
Credit– Mexican Grill Ltd	(45,393)
At 29 December 2024	**1,504,133**
Credit – Mexican Grill Ltd	(4,095)
Contingent consideration release – Chilango Ltd	(249,127)
At 28 December 2025	**1,250,911**

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

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

4. DEBTORS

	28 December 2025	29 December 2024
	£	£
Amounts owed by group undertakings	2,377,098	2,377,098
Other debtors	23,701	23,701
	2,400,799	**2,400,799**

Amounts owed by group undertakings are repayable on demand and are non-interest bearing; however, the Company considers the debtor as a non-current asset, as it does not expect to realise the asset within 12 months of expiry date.

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	28 December 2025	29 December 2024
	£	£
Amounts owed to group undertakings	(786,176)	(700,547)
Other creditors		(250,000)
Accruals and deferred income	-	(47,191)
	(786,176)	**(997,738)**

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

Comparative information for 29 December 2024 relating to amounts owed to group undertakings has been restated to reflect movements of in intra-group balances that had previously been included in amounts owed from group undertakings. The restatement has reduced the respective asset and liability by £207,316.

6. SHARE CAPITAL

	28 December 2025	29 December 2024
	£	£
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 23 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.