Prestige Holdings Limited

Consolidated Financial Statements

30 November 2025

(Expressed in Trinidad and Tobago Dollars)

Contents

Prestige Holdings Limited

Statement of Management's Responsibilities

Management is responsible for the following:

- Preparing and fairly presenting the accompanying consolidated financial statements of Prestige Holdings Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 30 November 2025, the consolidated income statement, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising material accounting policy information and other explanatory information;

- Ensuring that the Group keeps proper accounting records;

- Selecting appropriate accounting policies and applying them in a consistent manner;

- Implementing, monitoring and evaluating the system of internal control that assures security of the Group's assets, detection/prevention of fraud, and the achievement of Group operational efficiencies;

- Ensuring that the system of internal control operated effectively during the reporting period;

- Producing reliable financial reporting that comply with laws and regulations, including the Companies Act and the Securities Act, 2012; and

- Using reasonable and prudent judgement in the determination of estimates.

In preparing these audited consolidated financial statements, management utilised the IFRS Accounting Standards, as issued by the International Accounting Standards Board and adopted by the Institute of Chartered Accountants of Trinidad and Tobago. Where IFRS Accounting Standards presented alternative accounting treatments, management chose those considered most appropriate in the circumstances.

Nothing has come to the attention of management to indicate that the Group will not remain a going concern for the next twelve months from the reporting date; or up to the date the accompanying consolidated financial statements have been authorised for issue, if later.

Management affirms that it has carried out its responsibilities as outlined above.

Chief Executive Officer
25 February 2026

Chief Financial Officer
25 February 2026

Independent auditor's report

To the Shareholders of Prestige Holdings Limited

Report on the audit of the consolidated financial statements

Our opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Prestige Holdings Limited (the Company) and its subsidiaries (together 'the Group') as at 30 November 2025, and their consolidated financial performance and their consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards.

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated statement of financial position as at 30 November 2025;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

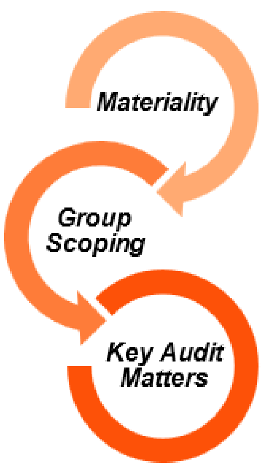
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code). We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Our audit approach

Overview



Overall materiality: $4 million which represents approximately 4% of profit before income tax

The group audit included:

Full scope audits of one subsidiary and the parent company which were deemed to be individually significant components due to risk and/or size and are headquartered and operated in Trinidad and Tobago; and

Audits of one or more financial statement line items (FSLIs) in two of the other components.

- Recognition of right-of-use assets and lease liabilities
- Remeasurement of the obligation of the Employee Share Ownership Plan (ESOP)

Audit scope

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group consists of the Company, five wholly owned subsidiaries (Weekenders Trinidad Limited, Restaurant Leasing Corporation Limited, Highway Property Limited, registered in Trinidad and Tobago, Prestige Services Limited, registered in St. Kitts and Nevis and Prestige Restaurants Jamaica Limited, registered in Jamaica) and one partially owned subsidiary (PHL (Guyana) Inc., registered in Guyana).

Full scope audits were performed on the Company and Weekenders Trinidad Limited. We also performed audit procedures over the following financial statement line items for the referenced components:

- Prestige Restaurants Jamaica Limited - right-of-use assets and lease liabilities; and
- PHL (Guyana) Inc. - right-of-use assets and lease liabilities.

The other components were considered financially inconsequential to the Group. PwC Trinidad and Tobago performed the full scope audits and the audit procedures over the in scope financial statement line items of the other components.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the consolidated financial statements as a whole.

Overall Group materiality	$4 million
How we determined it	Approximately 4% of profit before income tax
Rationale for the materiality benchmark applied	We chose profit before income tax as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users, and is a generally accepted benchmark. We chose 4% which is within a range of acceptable benchmark thresholds.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above $0.4 million, as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Recognition of right-of-use assets and lease liabilities Refer to notes 2(u) and 6 to the consolidated financial statements for disclosures of related accounting policies and balances.	
As at 30 November 2025, the Group recognised right-of-use assets of $297 million and lease liabilities of $330 million. The recognition of the right-of-use assets and lease liabilities balances is determined in accordance with the Group's accounting policy and IFRS 16 – *Leases* (IFRS 16). We focused on this area because the accounting for these leases is dependent on management's judgement in applying the requirements of IFRS 16, in particular the determination of the lease term and the incremental borrowing rates and due to the material nature to the consolidated financial statements.	Our approach to addressing the matter, included the following procedures amongst others: • evaluated the Group's accounting policy against the requirements of IFRS 16, including its application in management's calculated model, and the accounting books and records; • tested the completeness of the model by comparing individual lease agreements included therein to the population of commercial restaurants, offices and warehouse locations based on our knowledge of the Group and by inspecting the lease schedule for existing lease agreements; • inspected the lease agreements for defined lease periods considering extension and termination options; • assessed the appropriateness of management's conclusion on the term of the lease through review of relevant information and documents including lease agreements; • compared the Group's use of the incremental borrowing rate as included in the model to the bank's mortgage rate, which is considered a comparable rate; • agreed the lease payments to the underlying lease agreements; • tested the mathematical accuracy of the model through a recalculation of the right-of-use assets and lease liabilities; and • agreed outputs from the model to the relevant disclosures in the consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Remeasurement of the obligation of the Employee Share Ownership Plan (ESOP) Refer to notes 2p(iii), 14, 16 and 28 to the consolidated financial statements for disclosures of related accounting policies and balances.	
The parent company operates an ESOP that was established to acquire interest in shares of the Company under a cash-settled arrangement. In 2020, the Company ceased allocating any new ESOP shares to employees following a board approved Buyout plan to compensate employees for future shares that may have been earned through being an ESOP participant. A total of 1,118,281 unallocated treasury shares with a value of $8.927 million are stated on the Group's consolidated statement of financial position as a deduction in equity as at 30 November 2025. Also included within the trade and other payables balance of $231 million is $13 million of stock-based compensation relating to employees, which is remeasured at each statement of financial position date. On an annual basis, management remeasures the obligation related to the ESOP in accordance with IFRS 2 – *Share-based Payment*. Management accounts for any sale of treasury shares related to the ESOP in accordance with IAS 32 - *Financial Instruments: Presentation*. This is also performed within the guidelines of the parent company's accounting policy as well as the Trust Deed and rules. We focused our attention on this area due to the material nature of the balances and the significant change in share price during the current financial period.	Our approach to addressing the matter, included the following procedures amongst others: • obtained management's computations and accounting entries and updated our understanding of the process used by management; • evaluated the method used by management and whether the accounting for the treasury shares and remeasurement of the obligation and expense were in accordance with the relevant accounting standards and the Trust Deed; • obtained confirmation of the share price and value of shares held by the Trustee; • obtained confirmation of the shares held by the ESOP; • agreed and tested the mathematical accuracy, including verifying spreadsheet formulae of the computations; and • evaluated the reasonableness of the related disclosures to the consolidated financial statements.

Other information

Management is responsible for the other information. The other information comprises the Annual Report (but does not include the consolidated financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Dwayne Rodriguez-Seijas.

PricewaterhouseCoopers

Chartered Accountants
Port of Spain

Trinidad, West Indies

26 February 2026

Prestige Holdings Limited

Consolidated Statement of Financial Position

(Expressed in Trinidad and Tobago Dollars)

	Notes	As at 30 November 2025 $	2024 $
Assets			
Non-current assets			
Property, plant and equipment	5	376,996,560	353,353,977
Right-of-use assets	6	296,574,115	244,767,072
Intangible assets	7	54,719,248	57,394,854
Deferred income tax assets	9	99,519,238	79,849,368
		827,809,161	735,365,271
Current assets			
Inventories	10	80,495,966	85,979,699
Trade and other receivables	11	52,379,879	40,977,988
Due from related parties	17	27,178,061	--
Current income tax assets		5,974,768	5,974,780
Cash and cash equivalents		155,116,822	103,965,998
		321,145,496	236,898,465
Total assets		1,148,954,657	972,263,736
Equity and liabilities			
Equity attributable to owners of the parent company			
Share capital	12	23,759,077	23,759,077
Other reserves	13	40,736,506	40,603,996
Retained earnings		358,365,865	319,681,692
		422,861,448	384,044,765
Treasury shares	14	(8,926,510)	(9,557,092)
Total equity		413,934,938	374,487,673
Liabilities			
Non-current liabilities			
Borrowings	15	43,688,584	51,739,533
Deferred income tax liabilities	9	88,972,234	69,101,222
Lease liabilities	6	293,225,767	239,484,729
Other payables	16	292,968	292,966
		426,179,553	360,618,450
Current liabilities			
Trade and other payables	16	230,538,681	176,703,140
Borrowings	15	18,987,973	7,126,998
Lease liabilities	6	36,971,592	30,054,482
Due to related parties	17	7,641,108	11,668,668
Current income tax liabilities		14,700,812	11,604,325
		308,840,166	237,157,613
Total liabilities		735,019,719	597,776,063
Total equity and liabilities		1,148,954,657	972,263,736

The notes on pages 16 to 50 are an integral part of these consolidated financial statements.

On 25 February 2026, the Board of Directors of Prestige Holdings Limited authorised these consolidated financial statements for issue.

Director Director

Prestige Holdings Limited

Consolidated Income Statement
(Expressed in Trinidad and Tobago Dollars)

	Notes	Year ended 30 November 2025 $	2024 $
Revenue	18	1,422,105,767	1,350,197,331
Cost of sales	19,20	(944,010,656)	(897,588,046)
Gross profit		478,095,111	452,609,285
Other operating expenses	20	(239,458,944)	(235,943,799)
Administrative expenses	20	(109,111,640)	(98,785,964)
Other income	21	2,161,244	733,132
Operating profit		131,685,771	118,612,654
Finance costs	22	(22,107,353)	(18,155,091)
Profit before income tax		109,578,418	100,457,563
Income tax expense	23	(37,747,368)	(33,931,075)
Profit for the year		71,831,050	66,526,488
Profit attributable to:			
Owners of the parent company		70,805,458	66,425,181
Non-controlling interest		1,025,592	101,307
		71,831,050	66,526,488
Earnings per share attributable to the equity holders of the parent company			
- Basic earnings per share (exclusive of treasury shares)	24	1.15	1.08
- Diluted earnings per share	24	1.13	1.06

The notes on pages 16 to 50 are an integral part of these consolidated financial statements.

Prestige Holdings Limited

Consolidated Statement of Comprehensive Income
(Expressed in Trinidad and Tobago Dollars)

	Note	Year ended 30 November 2025 $	2024 $
Profit for the year		71,831,050	66,526,488
Other comprehensive income:			
Items that may be subsequently reclassified to profit or loss			
Gain on land revaluation	13	--	4,150,000
Currency translation differences	13	132,510	(631,041)
Total comprehensive income for the year		71,963,560	70,045,447
Attributable to:			
Owners of the parent company		70,937,968	69,944,140
Non-controlling interests		1,025,592	101,307
		71,963,560	70,045,447

The notes on pages 16 to 50 are an integral part of these consolidated financial statements.

Prestige Holdings Limited

Consolidated Statement of Changes in Equity

(Expressed in Trinidad and Tobago Dollars)

	Note	Share capital $	Other reserves $	Retained earnings $	Total $	Treasury Shares $	Total equity $
Balance at 1 December 2024		23,759,077	40,603,996	319,681,692	384,044,765	(9,557,092)	374,487,673
Profit for the year		--	--	71,831,050	71,831,050	--	71,831,050
Other comprehensive income							
Currency translation differences	13	--	132,510	--	132,510	--	132,510
Total comprehensive income for the year		--	132,510	71,831,050	71,963,560	--	71,963,560
Transactions with owners							
Transfer of treasury shares	14	--	--	--	--	630,582	630,582
Dividends declared	26	--	--	(33,146,877)	(33,146,877)	--	(33,146,877)
Balance at 30 November 2025		23,759,077	40,736,506	358,365,865	422,861,448	(8,926,510)	413,934,938
Balance at 1 December 2023		23,759,077	37,085,037	281,357,630	342,201,744	(9,587,360)	332,614,384
Profit for the year		--	--	66,526,488	66,526,488	--	66,526,488
Other comprehensive income							
Gain on land revaluation	13	--	4,150,000	--	4,150,000	--	4,150,000
Currency translation differences	13	--	(631,041)	--	(631,041)		(631,041)
Total comprehensive income for the year		--	3,518,959	66,526,488	70,045,447	--	70,045,447
Transactions with owners							
Transfer of treasury shares		--	--	--	--	30,268	30,268
Dividends declared	26	--	--	(28,202,426)	(28,202,426)	--	(28,202,426)
Balance at 30 November 2024		23,759,077	40,603,996	319,681,692	384,044,765	(9,557,092)	374,487,673

The notes on pages 16 to 50 are an integral part of these consolidated financial statements.

Prestige Holdings Limited

Consolidated Statement of Cash Flows
(Expressed in Trinidad and Tobago Dollars)

	Notes	Year ended 30 November 2025 $	2024 $
Cash flows from operating activities			
Cash generated from operations	27	239,346,119	191,098,551
Interest paid	22	(21,129,747)	(18,155,091)
Income tax paid		(36,251,010)	(29,986,907)
Net cash generated from operating activities		181,965,362	142,956,553
Cash flows from investing activities			
Purchase of intangible assets	7	(177,065)	(1,611,098)
Purchase of property, plant and equipment	5	(69,193,517)	(78,580,607)
Acquisition of subsidiary	30	--	(23,147,614)
Proceeds from disposal of property, plant and equipment		204,002	864,215
Net cash used in investing activities		(69,166,580)	(102,475,104)
Cash flows from financing activities			
Proceeds from sale of treasury shares	14	--	30,268
Proceeds from borrowings		20,247,900	30,460,913
Repayment of borrowings		(16,437,876)	(20,721,233)
Dividends paid to shareholders		(33,146,877)	(28,202,426)
Payments on lease liabilities		(32,311,105)	(32,060,070)
Net cash used in financing activities		(61,647,958)	(50,492,548)
Net increase/(decrease) in cash and cash equivalents		51,150,824	(10,011,099)
Cash and cash equivalents			
At start of year		103,965,998	113,977,097
At end of year		155,116,822	103,965,998

The notes on pages 16 to 50 are an integral part of these consolidated financial statements.

1 General information

Prestige Holdings Limited (Parent Company) was incorporated in the Republic of Trinidad and Tobago on 24 November 1972 under the Companies Ordinance, Ch. 31 No. 1 and was continued under the Companies Act, 1995 on 26 November 1997. The Registered Office of the Parent Company is 47-49 Sackville Street, Port of Spain. The Parent Company operates a chain of restaurants in Trinidad and Tobago under long-term franchise agreements for the KFC, Pizza Hut, Subway and Starbucks brands and is a public limited liability company which is listed on the Trinidad and Tobago Stock Exchange.

Prestige Services Limited is wholly owned by Prestige Holdings Limited and is incorporated in St. Kitts and Nevis. This company owns the Development Rights for the TGI Friday's Brand for the CARICOM.

Prestige Services Limited owns 100% of the share capital of Prestige Restaurants Jamaica Limited which is incorporated in the Republic of Jamaica. This company operates the TGI Friday's Brand in Jamaica.

Weekenders Trinidad Limited is wholly owned by Prestige Holdings Limited and is an amalgamated entity of Weekenders Limited and TCBY Trinidad Limited effective 25 July 2011. The company is incorporated in the Republic of Trinidad and Tobago. This company operates under a long-term franchise agreement for the TGI Friday's Brand in Trinidad and Tobago.

Restaurant Leasing Corporation Limited is wholly owned by Prestige Holdings Limited and is incorporated in the Republic of Trinidad and Tobago. The company leases the premises on which Subway head office and some of the Subway restaurants are located.

PHL (Guyana) Inc. was incorporated on the 17 February 2022 to manage upcoming restaurants in Guyana. Currently there are two restaurants, opened in April 2023 and April 2024. Shares were issued for this Company in November 2024, The Parent Company owns 75% of the shares and is responsible for the day-to-day decision making and operations of the entity.

In December 2023 Prestige Holdings Limited acquired 100% of Highway Property Limited, from its ultimate parent company Victor E. Mouttet Limited (Note 30). The company is incorporated in the Republic of Trinidad and Tobago. The company owns the property on which three of the parent company restaurants operates.

The Parent Company has entered into a Development Incentive Agreement with Pizza Familia Partnership (August 2025) for development of the Pizza Hut brand in Panama. In December 2025, Prestige Restaurants Panama, S.A. was established which is a fully owned subsidiary of the Parent Company.

The ultimate parent company is Victor E. Mouttet Limited, a privately owned company incorporated in the Republic of Trinidad and Tobago.

2 Material accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. *Basis of preparation*

The consolidated financial statements of Prestige Holdings Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations applicable to companies reporting under IFRS Accounting Standards. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of land.

The preparation of financial statements in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the consolidated financial statements are disclosed in Note 4.

2 **Material accounting policies (continued)**

a. *Basis of preparation (continued)*

Going concern

The Group continues to prepare its consolidated financial statements on a going concern basis as we believe that it will continue to realise its assets and discharge its liabilities in the ordinary course of business for the foreseeable future.

(i) *Changes in accounting policies and disclosures*

(a) *New standards, amendments and interpretations adopted by the Group*

The Group has applied the following standards, amendments and interpretations for the first time for its annual reporting period commencing 1 December 2024:

- Amendment to IAS 1 – Non-current liabilities with covenants. These amendments clarify how conditions which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these amendments. Effective for annual reporting periods commencing 1 January 2024.
- Amendment to IFRS 16 – Leases on sale and leaseback. These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Effective for annual reporting periods commencing 1 January 2024.
- Amendment to IAS 7 and IFRS 7 – Supplier finance arrangements. These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB's response to investors' concerns that some companies' supplier finance arrangements are not sufficiently visible, hindering investors' analysis. Effective for annual reporting periods commencing 1 January 2024.

There are no other IFRSs or IFRICs that are effective that had a material impact on the Group.

(b) *New standards, amendments and interpretations not yet adopted by the Group*

A number of new accounting standards and interpretations have been published that are not mandatory for 1 December 2024 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

- Amendments to IAS 21 – Lack of Exchangeability. An entity is impacted by the amendments when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose.

  A currency is exchangeable when there is an ability to obtain the other currency (with a normal administrative delay), and the transaction would take place through a market or exchange mechanism that creates enforceable rights and obligations. Effective for annual periods beginning on or after 1 January 2025.

2 **Material accounting policies (continued)**

a. *Basis of preparation (continued)*

(i) *Changes in accounting policies and disclosures (continued)*

(b) *New standards, amendments and interpretations not yet adopted by the Group (continued)*

- Amendment to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments. These amendments:
  - clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
  - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
  - add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
  - make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI). Effective for annual reporting periods commencing 1 January 2026.

- IFRS 18 Presentation and Disclosure in Financial Statements. This is the new standard on presentation and disclosure in financial statements, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:
  - the structure of the statement of profit or loss;
  - required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
  - enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

  This standard is effective for annual reporting periods commencing 1 January 2027. The Group is in the process of evaluating the impact of IFRS 18 on the consolidated financial statement.

(ii) *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control.

The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2 **Material accounting policies (continued)**

a. *Basis of preparation (continued)*

(ii) *Subsidiaries (continued)*

The Group recognises any non-controlling interest in the acquiree on an acquisition- by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date, any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 'Financial Instruments' (IFRS 9) either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

b. *Segment reporting*

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for making strategic decisions, allocating resources and assessing performance of the operating segments has been identified as the board of directors.

c. *Foreign currency translation*

(i) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities 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 Trinidad and Tobago dollars, which is the Group's presentation and functional currency. The Group includes entities operating in Jamaica and Guyana the functional currencies of those entities are Jamaica Dollars and Guyana Dollars respectively.

(ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions giving consideration to the expected currency of settlement of the transaction and any applicable currency conversion rates at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within 'Finance costs'. All other foreign exchange gains and losses are presented in the consolidated income statement within 'Administrative expenses'.

2 **Material accounting policies (continued)**

c. *Foreign currency translation (continued)*

(iii) *Group companies*

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
(b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
(c) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences are recognised in other comprehensive income.

d. *Property, plant and equipment*

Property, plant and equipment are initially recorded at cost. Land is subsequently shown at market value, based on valuations by external independent valuers at least once every five years. All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land are credited to other reserves in shareholders' equity. Decreases that offset previous increases of the same asset are charged against other reserves directly in equity; all other decreases are charged to the consolidated income statement.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost less their residual values over their estimated useful lives, as follows:

Freehold and leasehold buildings	- 10 - 50 years
Leasehold improvements	- 10 - 20 years
Plant and machinery	- 10 - 15 years
Vehicles	- 4 - 5 years
Furniture	- 5 - 12 years

The assets' residual values and useful lives are reviewed by management, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other operating expenses in the consolidated income statement.

When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

2 **Material accounting policies (continued)**

e. *Intangible assets*

(i) *Goodwill*

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGUs, or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense in the consolidated income statement and is not subsequently reversed.

(ii) *Franchise agreements – ongoing operations*

Franchise agreements for ongoing operations acquired in a business combination are initially recognised at fair value at the acquisition date and subsequently carried at cost. These assets have an indefinite useful life and are tested annually for impairment. The franchise agreement renews automatically and there is no material cost of renewal.

(iii) *Franchise fees*

The Group pays an initial fee to the Franchisor for every new store and a renewal fee upon the expiration of the initial franchise period. The initial and renewal fees are written off over the period to which they relate which range from ten to twenty years. There are no renewal fees upon the expiration of the initial franchise period for the Subway franchise.

(iv) *Development rights*

Investment in the development rights is capitalised and amortised using the straight-line method over its estimated useful life but not exceeding ten years.

f. *Impairment of non-financial assets*

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation or depreciation and are tested annually for impairment. Assets that are subject to amortisation or depreciation are reviewed 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 fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

2 **Material accounting policies (continued)**

g. *Financial assets*

(i) *Classification*

The Group's financial assets are trade and other receivables and cash and cash equivalents. It classifies its financial assets as those measured at amortised cost (Note 8 and 11).

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) *Recognition, derecognition and measurement*

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets are initially recognised at fair value, in the case of a financial asset not at fair value through profit or loss (FVPL), the transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The measurement category into which the Group classifies its debt instruments is amortised cost.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in the consolidated income statement using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in the income statement and presented in 'Administrative expenses' together with foreign exchange gains and losses. Expected credit losses are presented in 'Administrative expenses'.

h. *Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

i. *Impairment of financial assets*

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a material increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9 Financial Instruments (IFRS 9), which requires expected lifetime losses to be recognised from the initial recognition of receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and days past due.

2 **Material accounting policies (continued)**

i. *Impairment of financial assets (continued)*

The expected loss rates are based on payment terms and corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the customer's ability to settle the receivables. Macroeconomic variables used include, but are not limited to unemployment rate, gross domestic product (GDP) and inflation rate.

j. *Inventories*

Inventories are stated at the lower of cost or net realisable value. Cost is determined using the average cost method. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses.

k. *Trade and receivables*

Trade receivables are amounts due from customers for the sale of goods in the ordinary course of business. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. If collection is expected in one year or less (or, in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment.

Other receivables are carried at original invoice amount less any provision for impairment of these receivables.

l. *Cash and cash equivalents*

Cash and cash equivalents include cash at bank and in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

m. *Share capital*

Ordinary shares with discretionary dividends are classified as equity.

Incremental external costs directly attributable to the issue of new shares or options, other than in connection with a business combination, are shown in equity as a deduction, net of tax, from the proceeds.

n. *Trade payables*

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers prior to the end of the financial year. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

o. *Provisions*

Provisions for restructuring costs and legal claims are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 **Material accounting policies (continued)**

o. *Provisions (continued)*

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

p. *Employee benefits*

(i) *Short-term obligations*

Liabilities for wages and salaries, including non-monetary benefits and accumulating vacation leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as accruals in the consolidated statement of financial position.

(ii) *Pension obligations*

Retirement benefits for employees are provided by a defined contribution plan which is funded by contributions from the Company and qualifying employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Payments are made to a pension trust which is financially separate from the Company. These payments, which are in accordance with periodic calculations by actuaries, are charged against the results of the year in which they become payable. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

(iii) *Employee Share Ownership Plan (ESOP)*

The parent company operates an Employee Share Ownership Plan (ESOP) and accounts for all unallocated treasury shares as a deduction in Equity. In 2020 the board approved a Buyout plan to compensate employees for future shares that may have been earned through being an ESOP participant. This facilitated the Company cessation of allocating any new ESOP shares to employees. Shares were allocated to employees as part of their bonus are charged to administrative expenses based on the market value on the date they are allocated with a corresponding liability recorded in other payables. The liability is remeasured at each statement of financial position date and any changes in value is also charged/credited against administrative expenses. Dividends on vested ESOP shares are treated as employee compensation costs and are also charged to administrative expenses. Shares allocated to employees vested in four tranches of 25% after 30, 42, 54 and 66 months respectively. The final vesting of shares was May 2024. Employees with shares have the option to receive their award in cash or shares and as such the plan is accounted for as a cash settled arrangement.

q. *Current and deferred income tax*

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 **Material accounting policies (continued)**

q. *Current and deferred income tax (continued)*

Deferred income tax is recognised using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The principal temporary difference arises from the difference between the accounting and tax treatment of depreciation on property, plant and equipment, lease liabilities and tax losses.

r. *Revenue recognition*

The Group operates a chain of restaurants selling food and drink items. Revenue from the sale of goods is recognised when control of the products have transferred, being when the products are delivered to the customer, the customer has full discretion over the use and deployment of the products, and there is no unfulfilled obligation that could affect the customer’s acceptance of the products. Sales are usually in cash, by debit or credit card and only minimally through trade receivables. The transaction price is the amount which is invoiced to the customer, net of value added tax.

Other income comprises revenue from non-core business activities. The Group recognises other income when it can be reliably measured and it is probable that future economic benefits will flow to the Group.

s. *Borrowings*

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

t. *Dividend distribution*

Dividend distribution is recorded in the Group’s financial statements in the period in which the dividends are approved by the Board of Directors.

2 **Material accounting policies (continued)**

u. *Leases*

At inception of a contract, the Group assesses whether a contract is, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset. This may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

The Group as a lessee

The Group mainly leases commercial restaurant, warehouse and office space used in its operations. Rental contracts for these leases are typically made for fixed periods of six months to twenty years, but may have extension options, which are described below.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices stated in the contracts.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

The Group applies a single recognition and measurement approach to all leases, except for short-term leases and leases of low-value assets. At lease commencement date, the Group recognises a right-of-use asset and a lease liability in the consolidated statement of financial position.

The right-of-use asset is initially measured at cost, which comprises the initial measurement of the lease liability, any initial direct costs incurred by the Group, any lease payments made in advance of the lease commencement date (net of any incentives received) and restoration costs.

Subsequent to initial measurement, the right-of-use asset is depreciated on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

The Group does not revalue any of its right-of-use assets, however, it assesses these assets for impairment when such indicators exist.

The lease liability is initially measured at the present value of the lease payments that are not paid at the lease commencement date, discounted using the interest rate implicit in the lease. If the interest rate implicit in the lease cannot be readily determined, the Group's incremental borrowing rate is used, being the rate 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. These rates were attained from our local bankers.

2 **Material accounting policies (continued)**

u. *Leases (continued)*

The Group as a lessee (continued)

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- Lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option;
- Penalty payments for early termination of a lease unless the Group is reasonably certain not to terminate early;
- The exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- Amounts expected to be payable by the Group under residual value guarantees.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made.

The Group remeasures the lease liability when there is a change in future lease payments arising from a change in an index or rate not included in the initial lease liability, or if the Group changes its assessment of whether it will exercise an extension or termination option. Extension and termination options are included in a number of leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the consolidated income statement if the carrying amount of the right-of-use asset has been reduced to zero.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments (or credits) are recognised as an expense (or income) in the period in which the event or condition that triggers those payments. The Group did not have any variable lease payments that depends on an index or a rate for the period ended 30 November 2025.

The Group applies the short-term lease recognition exemption to its short-term leases i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the exemption for the lease of low-value assets to leases that are considered to be low value. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group as a lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. Assets leased out under operating leases are included in property, plant and equipment in the consolidated statement of financial position. They are depreciated over their expected useful lives on a basis consistent with similarly owned property, plant and equipment. Rental income (net of any incentives given to lessees) is recognised on a pattern reflecting a constant periodic rate of return on the lessor's net investment.

2 Material accounting policies (continued)

v. *Royalty expense*

Royalty expense is recognised on the accrual basis and charged to the consolidated income statement (included in cost of sales) in accordance with the substance of the relevant agreements.

w. *Fair value estimation*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value hierarchy included in IFRS 13 Fair Value Measurement (IFRS 13) has the following levels based on the inputs used to determine the fair value measurement.

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2 - The inputs are inputs other that quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - The inputs are unobservable inputs for the asset or liability.

An observable input is an input that is developed using market data such as publicly available information about actual events or transactions and that reflect the assumptions that market participants would use when pricing the asset or liability.

An unobservable input is an input for which market data is not readily available and that is developed using the best information available about the assumptions that market participants would use when pricing the asset or liability.

The fair value disclosure required by IFRS 13 for non-financial assets is included in Note 5. The fair value disclosures relating to financial instruments is disclosed in Note 8.

3 Financial risk management

a. *Financial risk factors*

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, product and emerging best practice.

The Board of Directors is ultimately responsible for the establishment and oversight of the Group's risk management framework. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

4 **Financial risk management (continued)**

a. *Financial risk factors (continued)*

(i) *Market risk*

(a) *Foreign exchange risk*

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group manages its foreign exchange risk by ensuring that the net exposure in foreign assets and liabilities is kept to an acceptable level by monitoring currency positions as well as holding foreign currency balances. The Group also utilises alternative currencies to settle foreign payments. This policy is consistent with prior years.

As at 30 November 2025, the foreign currency obligation in TT dollars arising mainly from foreign suppliers and accrued balances was $107,052,592 (2024: $90,838,612). A US dollar loan ($15,186,223) was secured in June 2024 for which payments began in June 2024. A new US dollar loan was secured in June 2025 ($20,247,900) and repayment began in July 2025.

If the currency had weakened/strengthened by 7% with all other variables held constant, post-tax profits for the year would have been $7,100,190 (2024: $6,358,703) lower/higher, mainly as a result of foreign exchange gains/losses on translation of foreign currency denominated trade payables and accruals. For the US dollar loans, this would have amounted to $1,543,891 (2024: $958,724).

There have been no changes to policies and procedures in managing the foreign exchange risks.

(b) *Cash flow and fair value interest rate risk*

The Group finances its operations through a blend of borrowings and retained earnings. The Group borrows in the desired currencies at fixed and floating rates of interest.

As the Group has no material interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises from short and long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Given the economic environment, the Group's policy is to maintain a material portion of its borrowings in interest bearing instruments that carry less interest rate risk in the medium to long term. This policy is consistent with prior years.

The Group's exposure to cash flow interest rate risk arises from the variable interest rate on three TT dollar loans and two US dollar loans. The three TT dollar loans were taken during 2019, 2020 and 2024 respectively and are all repayable within 15 years. The US dollar loan was taken in 2024 and 2025 and is repayable in 4 years and 1 year respectively.

3 **Financial risk management (continued)**

a. *Financial risk factors (continued)*

(i) *Market risk (continued)*

(b) *Cash flow and fair value interest rate risk (continued)*

	2025		2024	
	$	**%**	**$**	**%**
Variable rate borrowings	62,676,557	100	58,866,531	100

As at 30 November 2025, the variable rate borrowing obligation was $62,676,557 (2024: $58,866,531) with two TT dollar loans carrying an interest rate of 5.5% and one TT dollar loan carrying an interest rate of 4.8%, to be reset every three years. The US dollar loans bears a rate of 9.57% and 9.59% (loan 3 and loan 4 respectively in note 15) to be reset every month. If interest rates increased by 45 basis points, with all other variables held constant, post-tax profits for the year would have been reduced by $84,459 (2024: 27,344). If interest rates decreased by 50 basis points, with all other variables held constant, post-tax profits for the year would have been increased by $93,844 (2024: $30,382).

There have been no changes to the policies and procedures in managing interest rate risks.

(c) *Price risk*

The Group's exposure to price risk arises from remeasurements of the ESOP liability at each statement of financial position date. If the Company's share price had increased or decreased by 10% with all other variables held constant, post-tax profits for the year would have increased or decreased by $1,386,189 (2024: $1,275,770).

(ii) *Credit risk*

(a) *Risk management*

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to trade customers. For banks and financial institutions, only those with good standing and with a sound reputation are used. Management has assessed that there is low credit risk based on the reputable financial institutions which the Group does business with and as such no impairment losses are recognised.

No independent rating exists for trade customers and as a result an internal credit assessment is performed taking into account their financial position, past experience and other factors. Credit limits are set for trade customers which are regularly monitored. Sales to retail customers are required to be settled in cash or using major credit cards, mitigating credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers and/or specific industry sectors.

(b) *Security*

The Group does not take any security in the form of guarantees, deeds of undertaking or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

3 **Financial risk management (continued)**

a. *Financial risk factors (continued)*

(ii) *Credit risk (continued)*

(c) *Impairment of financial assets*

The potential impairment loss on trade receivables subject to the general provision requirements of IFRS 9 is immaterial for 2025 and 2024.

There have been no changes to the policies and procedures in managing credit risks.

(iii) *Liquidity risk*

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while always maintaining sufficient headroom on its un-drawn committed borrowing facilities so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets. This policy is consistent with the prior year.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are contractual undiscounted cash flows:

	6 months or less $	6 to 12 months $	Between 1 to 5 years $	Over 5 years $	Total Contractual Cashflows $
At 30 November 2025					
Borrowings - third party	15,423,862	6,961,104	29,615,440	29,165,680	81,166,086
Lease liabilities	27,343,049	27,138,741	172,940,276	247,875,131	475,297,197
Due to related parties	7,641,108	--	--	--	7,641,108
Trade and other payables, excluding statutory liabilities	212,892,993	--	--	--	212,892,993
	263,301,012	34,099,845	202,555,716	277,040,811	776,997,384
At 30 November 2024					
Borrowings - third party	5,292,258	5,267,346	38,989,134	25,232,558	74,781,296
Lease liabilities	21,337,238	21,192,893	141,681,025	168,730,143	352,941,299
Due to related parties	11,668,668	--	--	--	11,668,668
Trade and other payables, excluding statutory liabilities	161,251,673	--	292,966	--	161,544,639
	199,549,837	26,460,239	180,963,125	193,962,701	600,935,902

There have been no changes to policies and procedures in managing liquidity risks.

b. *Capital risk management*

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt. There has been no change in the policies and procedures for managing capital compared to the prior year.

3 Financial risk management (continued)

b. *Capital risk management (continued)*

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio.

The ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings and total lease liabilities (including 'current and non-current' as shown in the consolidated statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

	2025 $	2024 $
Net debt	237,757,094	224,439,744
Total equity	413,446,726	374,487,673
Total capital	651,203,820	598,927,417
Net debt to capital ratio	36.5%	37.5%

The Group is compliant with its ratios at year end.

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Cash and cash equivalents	155,116,822	103,965,998
Borrowings	(62,676,557)	(58,866,531)
Lease liabilities	(330,197,359)	(269,539,211)
Net debt	(237,757,094)	(224,439,744)
Cash and cash equivalents	155,116,822	103,965,998
Gross debt – fixed interest rates	(330,197,359)	(269,539,211)
Gross debt – variable interest rates	(62,676,557)	(58,866,531)
Net debt	(237,757,094)	(224,439,744)

	Cash $	Borrowings $	Lease liabilities $	Total $
Net debt as at 30 November 2023	113,977,097	(49,126,851)	(292,479,962)	(227,629,716)
Financing cash flow	(10,011,099)	(9,739,680)	32,060,070	12,309,291
New leases net of disposal	--	--	5,300,744	5,300,744
Effect of lease modifications	--	--	(14,420,063)	(14,420,063)
Net debt as at 30 November 2024	103,965,998	(58,866,531)	(269,539,211)	(224,439,744)
Financing cash flow	51,150,824	(3,810,026)	32,311,105	79,651,903
New leases net of disposal	--	--	(52,739,948)	(52,739,948)
Effect of lease modifications	--	--	(40,229,305)	(40,229,305)
Net debt as at 30 November 2025	155,116,822	(62,676,557)	(330,197,359)	(237,757,094)

4 **Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a. *Critical accounting estimates and assumptions*

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) *Estimated recoverable amount of intangible assets – franchise fees ongoing operations*

Franchise agreements for ongoing operations acquired in a business combination are estimated to have an indefinite useful life on the basis that these franchise agreements will renew automatically at little or no cost for an additional 20 years every time the franchise term ends. The Company has a long history of working with a number of franchisors and have always been granted renewals on those franchises without exception. On this basis management considers these intangible assets to have an indefinite useful life.

The Company tests annually whether intangible assets have suffered any impairment in accordance with the accounting policy stated in Note 2 f. and 2 g. This requires an estimation of the recoverable amount which based on the ‘value in use’ calculations of the cash-generating units to which the goodwill or other intangibles are allocated. Estimating a recoverable amount requires management to make an estimate of the expected future cash flows of the cash-generating units and also to choose a suitable discount rate and growth rate used for extrapolation purposes.

(ii) *The Group’s leasing activities*

The Group leases various offices, warehouses and restaurant locations.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, an incremental borrowing rate is used, 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 in accordance with the accounting policy stated in Note 2 u.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing data) which has a similar payment profile to the lease, the Group’s entities use that rate.

5 Property, plant and equipment

	Land $	Buildings and improvements $	Plant and machinery $	Vehicles $	Furniture $	Work in progress $	Total $
Year ended 30 November 2025							
Opening net book amount	133,690,000	112,000,078	51,013,052	8,277,957	38,522,695	9,850,195	353,353,977
Additions	--	21,803,308	21,719,328	3,719,197	6,129,255	15,822,429	69,193,517
Transfers	--	--	1,724,198	--	--	(1,724,198)	--
Depreciation charge	--	(20,569,125)	(12,809,961)	(3,180,466)	(8,991,382)	--	(45,550,934)
Closing net book amount	133,690,000	113,234,261	61,646,617	8,816,688	35,660,568	23,948,426	376,996,560
At 30 November 2025							
Cost or valuation	133,690,000	419,503,282	345,842,566	32,387,123	198,515,557	23,948,426	1,153,886,954
Accumulated depreciation	--	(306,269,021)	(284,195,949)	(23,570,435)	(162,854,989)	--	(776,890,394)
Net book amount	133,690,000	113,234,261	61,646,617	8,816,688	35,660,568	23,948,426	376,996,560
Year ended 30 November 2024							
Opening net book amount	109,290,000	99,339,816	41,787,470	4,371,333	28,998,668	5,637,296	289,424,583
Acquisition of subsidiary (Note 30)	20,250,000	3,000,000	--	--	--	--	23,250,000
Additions	--	25,189,954	18,271,163	6,289,371	12,582,636	16,247,483	78,580,607
Transfers	--	4,236,487	2,957,291	--	4,840,806	(12,034,584)	--
Disposals	--	(442,251)	--	--	--	--	(442,251)
Land revaluation	4,150,000	--	--	--	--	--	4,150,000
Depreciation charge	--	(19,323,928)	(12,002,872)	(2,382,747)	(7,899,415)	--	(41,608,962)
Closing net book amount	133,690,000	112,000,078	51,013,052	8,277,957	38,522,695	9,850,195	353,353,977
At 30 November 2024							
Cost or valuation	133,690,000	397,699,974	322,399,040	28,667,926	192,386,302	9,850,195	1,084,693,437
Accumulated depreciation	--	(285,699,896)	(271,385,988)	(20,389,969)	(153,863,607)	--	(731,339,460)
Net book amount	133,690,000	112,000,078	51,013,052	8,277,957	38,522,695	9,850,195	353,353,977
At 1 December 2023							
Cost or valuation	109,290,000	365,715,784	301,170,586	22,378,555	174,962,860	5,637,296	979,155,081
Accumulated depreciation	--	(266,375,968)	(259,383,116)	(18,007,222)	(145,964,192)	--	(689,730,498)
Net book amount	109,290,000	99,339,816	41,787,470	4,371,333	28,998,668	5,637,296	289,424,583

5 **Property, plant and equipment (continued)**

Depreciation expense of $38,560,653 (2024: $34,982,528) is included in 'other operating expenses' and $6,990,281 (2024: $6,626,434) is included in 'administrative expenses. Bank borrowings are secured on property, plant and equipment of the Group for the value of approximately $72 million (2024: $72 million). Included in buildings and improvements are buildings amounting to $35,806,105 (2024: $35,806,105) and improvements amounting to $77,428,157 (2024: $76,193,973).

a. *Fair value of land*

Land represents freehold and leasehold land. The Group engages an external, independent and qualified valuer to determine the fair value of the Group's land at least once every five years. The last valuation performed was as at 30 November 2024 for Highway Property Limited, 30 November 2023 for all freehold properties and leasehold properties except the Aranguez property which was performed as at 30 November 2024. The following table analyses the non-financial assets carried at fair value, by valuation method.

	Fair value measurements as at 30 November 2025 and 2024		
	Quoted prices In active markets for identical assets (level 1) $	**Significant other observable inputs (level 2) $**	**Significant unobservable inputs (level 3) $**
2025	--	--	133,690,000
2024	--	--	133,690,000

Level 3 fair values of land and buildings have been derived using the income approach for properties (land and buildings) and for land only the market comparison approach was used. Sales prices of comparable land in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot.

If land was stated on the historical cost basis, the amount would be $87,148,230 (2024: $87,148,230).

If the price per square foot had weakened/strengthened by 10% with all other variables held constant, total comprehensive income for the year have increased/decreased by $13,369,000 (2024: $13,369,000).

6 Leases

The following tables provide information for leases where the Group is a lessee:

(i) *Amounts recognised in the consolidated statement of financial position:*

Right-of-use assets

	2025 Buildings $	2024 Buildings $
Costs		
At beginning of year	341,224,775	340,188,988
Additions	52,739,948	7,831,436
Effect of modifications	37,430,239	14,420,064
Disposals	(2,200,933)	(21,215,713)
	429,194,029	341,224,775
Accumulated depreciation		
At beginning of year	96,457,703	69,252,158
Effect of modification	(21,207)	--
Charge for the year	38,384,351	36,568,873
Disposals	(2,200,933)	(9,363,328)
	132,619,914	96,457,703
Net book value	296,574,115	244,767,072

Lease liabilities

	2025 $	2024 $
At beginning of year	269,539,211	292,479,962
Additions	52,739,948	7,831,436
Effect of modifications	40,229,305	14,420,064
Payments	(32,311,105)	(32,060,070)
Disposals	--	(13,132,181)
At end of year	330,197,359	269,539,211
Current	36,971,592	30,054,482
Non-current	293,225,767	239,484,729
Total lease liabilities	330,197,359	269,539,211

(ii) *Amounts recognised in the consolidated income statement:*

	2025	2024
Interest expense on lease liabilities (Note 22)	17,774,785	14,234,988
Depreciation charge on right-of-use assets (Note 20)	38,384,351	36,568,873
Expense relating to low value and short-term leases	26,084,696	27,912,054

The total cash outflow for leases in 2025 was $75,529,010 (2024: $73,519,687).

7 Intangible assets

	Goodwill $	Indefinite life franchise agreements $	Other deferred costs $	Total $
Year ended 30 November 2025				
Opening net book amount	6,157,578	40,800,000	10,437,276	57,394,854
Additions	--	--	177,065	177,065
Amortisation charge	--	--	(2,852,671)	(2,852,671)
Closing net book amount	6,157,578	40,800,000	7,761,670	54,719,248
At 30 November 2025				
Cost	24,791,308	40,800,000	52,703,315	118,294,623
Accumulated amortisation and impairment	(18,633,730)	--	(44,941,645)	(63,575,375)
Net book amount	6,157,578	40,800,000	7,761,670	54,719,248
Year ended 30 November 2024				
Opening net book amount	6,157,578	40,800,000	11,719,908	58,677,486
Additions	--	--	1,611,098	1,611,098
Exchange differences	--	--	(21,308)	(21,308)
Amortisation charge	--	--	(2,872,422)	(2,872,422)
Closing net book amount	6,157,578	40,800,000	10,437,276	57,394,854
At 30 November 2024				
Cost	24,791,308	40,800,000	52,526,250	118,117,558
Accumulated amortisation and impairment	(18,633,730)	--	(42,088,974)	(60,722,704)
Net book amount	6,157,578	40,800,000	10,437,276	57,394,854
At 1 December 2023				
Cost	24,791,308	40,800,000	50,915,151	116,506,459
Accumulated amortisation and impairment	(18,633,730)	--	(39,195,243)	(57,828,973)
Net book amount	6,157,578	40,800,000	11,719,908	58,677,486

Amortisation charge of $2,852,671 (2024: $2,872,422) is included in other operating expenses.

7 Intangible assets (continued)

Included in indefinite franchise agreements is the ongoing operations of the Subway business acquired in 2011 which has an indefinite life and is assessed annually for impairment. Also included under deferred costs are franchise fees and loan fees capitalised which are amortised over remaining periods of three to fifteen years.

Impairment tests for indefinite life franchise agreement

The recoverable amount of this SUBWAY business unit is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets and forecasts approved by management covering a five-year period. Cash-flows for the five-year period are extrapolated using the estimated growth rates stated below.

Cash generating unit	Carrying amount of indefinite life franchise agreement	Discount rate		Growth rate	
		2025	2024	2025	2024
SUBWAY	40,800,000	13.03%	12.7%	1.0%	2.5%

Impairment tests for goodwill

Goodwill has been allocated to the TGI Fridays (Weekenders Trinidad Limited) as outlined below.

The recoverable amount of this business unit is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets and forecasts approved by management covering a five-year period. Cash-flows for the five-year period are extrapolated using the estimated growth rates stated below.

Subsidiary	Carrying amount of goodwill	Discount rate		Growth rate	
		2025	2024	2025	2024
Weekenders Trinidad Limited	6,157,578	16.00%	15.5%	1.0%	3.3%

8 Financial instruments by category

	2025 $	2024 $
Assets as per consolidated statement of financial position		
Financial assets at amortised cost		
Due from related parties	27,178,061	--
Trade and other receivables, excluding prepayments	28,639,285	26,492,869
Cash and cash equivalents	155,116,822	103,965,998
Total	210,934,168	130,458,867
Liabilities as per consolidated statement of financial position		
Financial liabilities at amortised cost		
Borrowings	62,676,557	58,866,531
Lease liabilities	330,197,359	269,539,211
Trade and other payables, excluding statutory liabilities	212,892,993	161,544,639
Due to related parties	7,641,108	11,668,668
Total	613,408,017	501,619,049

8 Financial instruments by category (continued)

Financial instruments where carrying value is equal to fair value

Due to their liquidity and short-term maturity, the carrying values of certain financial instruments approximate their fair values. Financial instruments where carrying value is equal to fair value include cash and cash equivalents, trade and other receivables, trade and other payables and amounts due to related parties.

For financial assets and financial liabilities that are carried in the financial statements at amortised cost but for which fair value is required to be disclosed in accordance with IFRS 7, the table below summarises the level in the IFRS 13 fair value hierarchy in which the fair value measurement is categorised, and a description of the valuation technique and the inputs used in the fair value measurement.

Liability	Categorisation of the fair value measurement in IFRS 13 fair value hierarchy	Valuation methodology used to determine fair value	Key assumptions in valuation methodology
Bank borrowings and lease liabilities	Level 3	Discounted cash flow analysis	• Future cash flows • Current market interest rate at year end

A comparison of the fair value to the carrying value of bank borrowings is included in Note 15.

For lease liabilities, the fair value based on cash flows discounted based incremental borrowing rates ranging between 5.25% and 7.79% is $330,197,359 (2024: 5.25% to 5.5% - $269,539,211).

9 Deferred income tax assets and liabilities

The deferred income tax assets at the end of the year are attributable to the following items:

	Accelerated depreciation $	Lease liabilities $	Tax losses $	Total $
Year ended 30 November 2025				
At beginning of year	2,655,563	76,724,417	469,388	79,849,368
Credit/(charge) to the statement of comprehensive income	(2,195,533)	22,334,791	(469,388)	19,669,870
	460,030	99,059,208	--	99,519,238

	Accelerated depreciation $	Lease liabilities $	Tax losses $	Total $
Year ended 30 November 2024				
At beginning of year	4,758,912	7,012,647	12,289	11,783,848
Reclassification adjustment	--	69,101,222	--	69,101,222
Credit/(charge) to the statement of comprehensive income	(2,103,349)	610,548	457,099	(1,035,702)
	2,655,563	76,724,417	469,388	79,849,368

9 Deferred income tax assets and liabilities (continued)

The deferred income tax liabilities at the end of the year are attributable to the following items:

Year ended 30 November 2025	Accelerated depreciation $	Right of use assets $	Tax losses $	Total $
At beginning of year	--	69,101,222	--	69,101,222
Charge to the statement of comprehensive income	--	19,871,012	--	19,871,012
	--	88,972,234	--	88,972,234

Year ended 30 November 2024	Accelerated depreciation $	Right of use assets $	Tax losses $	Total $
At beginning of year	--	--	--	--
Reclassification adjustment	--	69,101,222	--	69,101,222
Charge to the statement of comprehensive income	--	--	--	--
	--	69,101,222	--	69,101,222

In accordance with IAS 12 amendment, once an entity does not have the right to net off their current taxes as allowed by the revenue authority in that country, deferred taxes on leases and right of use assets should be recorded gross.

Several entities within the Group presented deferred tax net of lease liabilities and right of use assets in the statement of financial position

A reclassification was done to comparative numbers to present the gross impact of deferred taxes on leases and right of use assets. This reclassification had no profit or loss impact.

10 Inventories

	2025 $	2024 $
Food supplies and packaging materials	64,421,936	55,658,622
Consumable stores	21,998,503	36,032,538
Provision for stock obsolescence	(5,924,473)	(5,711,461)
	80,495,966	85,979,699

The cost of inventories recognised as expense and included in “cost of sales” amounted to $594,550,252 (2024: $562,701,013).

The write-down of inventories recognised as expense and included in “administrative expenses” amounted to $1,308,748 (2024: $1,526,865).

11 Trade and other receivables

	2025 $	2024 $
Trade receivables	12,536,315	14,735,592
Less: expected credit losses	(1,095,574)	(1,095,574)
	11,440,741	13,640,018
Prepayments	23,740,594	14,486,119
Other receivables	17,198,544	12,851,851
	52,379,879	40,977,988

There were no movements on the Group's expected credit losses for trade receivables for the years ended 2025 and 2024.

The gross carrying amount for trade receivables due 90 days and over at 30 November 2025 was $4,336,655 (2024: $4,298,097).

The carrying amount of the Group's trade and other receivables are denominated in the following currencies:

	2025 $	2024 $
TT dollar	43,907,162	38,345,444
Other currencies	8,472,717	2,632,544
	52,379,879	40,977,988

12 Share capital

	2025 $	2024 $
Authorised		
Unlimited number of ordinary shares of no-par value		
Issued and fully paid		
62,513,002 ordinary shares of no-par value	23,759,077	23,759,077

13 Other reserves

	Land revaluation $	Currency translation $	Total $
Balance at 1 December 2024	46,541,770	(5,937,774)	40,603,996
Currency translation differences	--	132,510	132,510
Balance at 30 November 2025	46,541,770	(5,805,264)	40,736,506
Balance at 1 December 2023	42,391,770	(5,306,733)	37,085,037
Gain on revaluation	4,150,000	--	4,150,000
Currency translation differences	--	(631,041)	(631,041)
Balance at 30 November 2024	46,541,770	(5,937,774)	40,603,996

14 Treasury shares

The Parent Company established an Employees' Profit and Share Ownership Plan (ESOP) for all permanent employees. The Trust Deed and Rules of the Plan have been approved by the Board of Inland Revenue under Section 35 of the Income Tax Act Chapter 75:01. The ESOP holds Parent Company shares as part of the ESOP arrangement.

14 Treasury shares (continued)

Treasury shares are as follows:

	Ordinary shares no. of shares	$
Balance at 1 December 2024	1,197,278	9,557,092
Transfer of shares	(78,997)	(630,582)
Balance at 30 November 2025	1,118,281	8,926,510
Balance at 1 December 2023	1,202,683	9,587,360
Sale of shares	(5,405)	(30,268)
Balance at 30 November 2024	1,197,278	9,557,092

15 Borrowings

	2025 $	2024 $
Non-current		
Bank borrowings	43,688,584	51,739,533
Current		
Bank borrowings	18,987,973	7,126,998
Total borrowings	62,676,557	58,866,531

Loan 1
The borrowing represents a TT dollar loan for $29 million at a rate of 5.5% per annum fixed for four years subject to three-year resets thereafter. Interest is payable quarterly. Principal is repayable by 60 quarterly equal instalments of $483,333 which commenced on 27 August 2019. The loan is secured on all moveable assets constituting outfitting at the Trincity Plaza site. The fair value based on cash flows discounted using a current borrowing rate of 5.5% (2024: 5.5%) was $18,304,230 (2024: $20,265,068). This facility is secured by a mortgage debenture.

Loan 2
The borrowing represents a TT dollar loan for $11 million at a rate of 5.5% per annum fixed for four years subject to three-year resets thereafter. Interest is payable quarterly. Principal is repayable by 60 quarterly equal instalments of $183,333 which commenced on 27 February 2020. The loan is secured on all moveable assets constituting outfitting at the Trincity Plaza site. The fair value based on cash flows discounted using a current borrowing rate of 5.5% (2024: 5.5%) was $7,318,643 (2024: $8,062,803). This facility is secured by a mortgage debenture.

Loan 3
The borrowing represents a US dollar loan for $2.25 million at a rate of 9.57% per annum for two years subject to monthly interest rate resets. Interest is payable monthly. The loan commenced on 1 November 2023 and principal repayments repayable by 24 monthly instalments which commenced on 1 February 2024. The loan is unsecured. The fair value based on cash flows discounted using a current borrowing rate of 9.57% (2024: 9.57%) is $10,616,005 (2024: $13,782,900). This is an unsecured loan facility.

Loan 4
The borrowing represents a TT dollar loan for $17 million at a rate of 4.8% per annum for thirteen years subject to monthly interest rate resets. Interest is payable monthly. Principal is repayable by monthly instalments which commenced on 1 January 2024. The fair value based on cash flows discounted using a current borrowing rate of 4.8% (2024: 4.8%) is $15,891,262 (2024: $15,988,411). The loan facility is secured by a mortgage over a property owned by Highway Property Limited.

Loan 5
The borrowing represents a US dollar loan for $3 million at a rate of 9.59% per annum for one year subject to monthly interest rate resets. Interest is payable monthly. Principal is repayable by monthly instalments which commenced on 1 July 2025. The fair value based on cash flows discounted using a current borrowing rate of 9.59% (2024: nil) is $11,826,452 (2024: nil). This is an unsecured loan facility.

15 Borrowings (continued)

The Group has the following undrawn borrowing facilities:

	2025 $	2024 $
Floating rate:		
Expiring within one year (Interest rate 5.0%)	14,500,000	14,500,000

The facilities are subject to review at various dates during 2025.

The carrying amounts of the Group's borrowings are denominated in the following currencies:

Trinidad & Tobago dollars	40,319,238	45,070,613
United States dollars	22,357,319	13,795,918
	62,676,557	58,866,531

16 Trade and other payables

Non-current		
Other payables (stock-based compensation	292,968	292,966
Current		
Trade payables	129,114,241	106,327,829
Accrued expenses	85,992,080	57,269,780
Stock based compensation	13,388,917	12,767,112
Payroll related taxes and other benefits	2,043,443	338,419
	230,538,681	176,703,140
Total trade and other payables	230,831,649	176,996,106

17 Related party balances and transactions

a. Due to affiliated companies	7,641,108	11,668,668
Due from affiliated companies	27,178,061	--

In December 2023, Prestige Holdings Limited purchased Highway Property Limited from its ultimate parent company Victor E Mouttet Limited. Prestige Holdings Limited acquired 2,999,999 shares in Highway Property Limited. The main interest and asset in the company was a property situated at the corner of Churchill-Roosevelt Highway and the Southern Main Road, valued at $23,250,000 (Note 30).

Prestige Holdings Limited transactions and balances with its related parties:

Purchase of foods and related supplies	51,741,442	51,664,916
Lease income	620,544	620,544
Lease of properties – cash outflow	1,665,965	1,665,965
Loans and short-term advance to affiliated companies	27,178,061	--
Interest on loans and short-term advance to affiliated	751,594	--
Leases liabilities - non-current	4,264,570	--
Lease liabilities - current	1,407,879	1,223,191
	5,672,449	1,223,191

The loans and short-term advances to affiliate companies are due within the financial year 2026. All loans and short-term advances carry an interest rate of 4.6%.

17 Related party balances and transactions (continued)

	2025 $	2024 $
b. *Directors' fees*	1,190,400	1,190,400
c. *Key management compensation*		
Salaries and other short-term benefits	13,351,899	12,467,475
Pension costs – defined contribution plan	417,227	271,200
	13,769,126	12,738,675

18 Revenue

The Group derives revenue mainly from the transfer of food and drink items at a point in time in the following restaurant segments:

	Quick Service Restaurants $	Casual Dining $	Total $
Total segment revenue 2025	1,055,288,402	366,817,365	1,422,105,767
Total segment revenue 2024	985,421,727	364,775,604	1,350,197,331

Revenue from external customers arise mainly from the sale of food items in operating the worldwide KFC, Pizza Hut, Subway, Starbucks and TGI Friday's brands on a retail basis.

There are no material assets and liabilities arising on revenue with customers.

19 Cost of sales

Cost of sales includes food supplies, packaging materials, labour and other costs directly related to the level of sales.

20 Expenses by nature

	2025 $	2024 $
The following items have been charged/(credited) in arriving at the operating profit:		
Cost of inventories (Note 10)	594,550,252	562,701,013
Employee benefit expense (Note 28)	265,864,114	247,860,615
Other expenses	79,419,317	80,855,416
Royalties	93,482,237	88,586,077
Depreciation on property, plant and equipment and amortisation of intangible assets	48,403,605	44,481,384
Depreciation on right-of-use assets (Note 6)	38,384,351	36,568,873
Advertising costs	57,588,142	54,817,156
Repairs and maintenance on property, plant and equipment	47,926,444	49,300,173
Utilities	23,056,357	21,690,104
Short term and variable lease expenses	26,084,696	27,912,054
Security	16,213,819	15,061,894
Insurance	6,123,093	5,538,957
Foreign exchange gain	(4,311,185)	(1,757,862)
Profit on disposal of property, plant and equipment	(204,002)	(1,298,045)
Cost of sales, other operating and administrative expenses	1,292,581,240	1,232,317,809

20 Expenses by nature (continued)

Audit fees for the year ended 30 November 2025 amounted to $1,512,000 (2024: $1,465,000). $10,000 was paid in fees to the auditor (and related network firms) for non-assurance services for the year ended 2025 and 2024.

	2025 $	2024 $
Cost of sales	944,010,656	897,588,046
Other operating expenses	239,458,944	235,943,799
Administrative expenses	109,111,640	98,785,964
	1,292,581,240	1,232,317,809

21 Other income

Miscellaneous income	1,540,700	112,588
Lease rental income	620,544	620,544
	2,161,244	733,132

22 Finance costs

Lease liabilities - interest expense (Note 6)	17,774,785	14,234,988
Bank borrowings - interest expense	4,332,568	3,920,103
	22,107,353	18,155,091

23 Income tax expense

Current tax	37,546,226	32,894,374
Deferred tax charge (Note 9)	201,142	1,036,701
	37,747,368	33,931,075

The taxation charge differs from the theoretical amount that would arise using the basic rate of tax as follows:

Profit before income tax	109,578,418	100,457,563
Tax calculated at 30%	32,873,525	30,137,269
Expenses not deductible for tax purposes	32,115,935	29,728,902
Allowable tax expenses	(27,650,790)	(26,890,806)
Deferred tax charge	201,142	1,036,701
Other differences	207,556	(80,991)
	37,747,368	33,931,075

24 Group earnings per share

a. *Basic*

Basic earnings per share is calculated by dividing the net profit attributable to equity holders by the weighted average number of common shares in issue during the year.

	2025 $	2024 $
Profit attributable to owners of the Parent Company	70,805,458	66,425,181
Weighted average number of common shares in issue during the year exclusive of treasury shares	61,394,721	61,315,724
Basic earnings per share (exclusive of treasury shares)	1.15	1.08

b. *Diluted*

For the diluted earnings per share, the weighted average number of common shares in issue is adjusted to assume conversion of all dilutive potential common shares.

	2025 $	2024 $
Profit attributable to owners of the parent company	70,805,458	66,425,181
Weighted average number of common shares in issue for diluted earnings per share	62,513,002	62,513,002
Diluted earnings per share	1.13	1.06

25 Segment information – geographical segment

The Group is principally engaged in the restaurant industry (casual and quick service), operating the worldwide KFC, Pizza Hut, Subway, Starbucks and TGI Fridays concepts in Trinidad and Tobago and the TGI Fridays concept in Jamaica. Operations also began in Guyana with the opening of one Starbucks restaurant in the year. Management has determined the operating segments based on the reports reviewed by the Executive Committee and the Board of Prestige Holdings Limited.

The Executive Committee and the Board considers the business from a geographic basis consisting of local and overseas operations. Geographically, management considers the performance of operating companies in Trinidad and Tobago and Jamaica. The Executive Committee and the Board assess the performance of the operating segments based on a measure of revenue and profit before taxation.

Trinidad and Tobago is the home country of the Parent Company which is also the main operating company and Weekenders Trinidad Limited (the entity that holds the franchise for TGI Fridays in Trinidad and Tobago). The Parent Company's principal subsidiary outside of Trinidad is located in Jamaica. All companies operate in the restaurant sector and have been aggregated together based on the nature of products and services they provide, nature of production processes, type of customers, methods used to distribute products and services and the nature of the regulatory environment. This resulted in two operating segments, one for Trinidad and Tobago and another for the Group's overseas operations as shown below.

25 **Segment information – geographical segment (continued)**

The segment results for the year ended 30 November 2025 are as follows:

	Trinidad $	Others $	Group $
Total segment revenue	1,371,635,943	50,469,824	1,422,105,767
Cost of sales	(914,731,401)	(29,279,255)	(944,010,656)
Operating profit	128,564,490	3,121,281	131,685,771
Finance costs	(20,434,432)	(1,672,921)	(22,107,353)
Profit before income tax	108,130,058	1,448,360	109,578,418
Income tax expense and deferred tax	(37,030,088)	127,588	(36,902,500)
Profit for the year	71,099,970	1,575,948	72,675,918

The segment results for the year ended 30 November 2024 are as follows:

	Trinidad $	Others $	Group $
Total segment revenue	1,305,795,571	44,401,760	1,350,197,331
Cost of sales	871,932,241	25,655,805	897,588,046
Operating profit	115,899,744	2,712,910	118,612,654
Finance costs	(17,320,070)	(835,021)	(18,155,091)
Profit before income tax	98,579,674	1,877,889	100,457,563
Income tax expense	(33,610,881)	(320,194)	(33,931,075)
Profit for the year	64,968,793	1,557,695	66,526,488

Other segment items included in the consolidated income statement are as follows:

	Year ended 30 November 2025		
	Trinidad $	Others $	Group $
Depreciation	42,972,469	2,578,465	45,550,934
Amortisation	2,721,317	131,354	2,852,671
Depreciation on right-of-use assets	36,615,953	1,768,398	38,384,351

	Year ended 30 November 2024		
	Trinidad $	Others $	Group $
Depreciation	39,359,438	2,249,524	41,608,962
Amortisation	2,780,851	91,571	2,872,422
Depreciation on right-of-use assets	35,183,800	1,385,073	36,568,873

25 Segment information – geographical segment (continued)

The segment assets and liabilities at 30 November 2025 and capital expenditure for the year then ended are as follows:

	Trinidad $	Others $	Group $
Assets	1,067,711,765	87,132,639	1,154,844,404
Liabilities	692,563,438	47,501,160	740,064,598
Capital expenditure	59,107,998	10,085,519	69,193,517

The segment assets and liabilities at 30 November 2024 and capital expenditure for the year then ended are as follows:

	Trinidad $	Others $	Group $
Assets	852,985,850	50,176,664	903,162,514
Liabilities	486,810,085	41,864,756	528,674,841
Capital expenditure	67,857,130	10,723,477	78,580,607

26 Dividends

	2025 $	2024 $
Interim: 2025 - 18 cents per share (2024 - 16 cents)	11,051,050	9,774,696
Final: 2024 - 36 cents per share (2023 - 35 cents)	22,095,827	18,427,730
	33,146,877	28,202,426

On 25 February 2026, the Board of Directors of Prestige Holdings Limited declared a final dividend of 38 cents per share, bringing the total dividends for the financial year ended 30 November 2025 to 56 cents (2024: 52 cents per share).

27 Cash generated from operations

	2025	2024
Profit before income tax	109,578,418	100,457,563
Adjustments for:		
Depreciation on property, plant and equipment and amortisation of intangible assets (Note 5 and 7)	48,403,605	44,481,384
Depreciation on right-of-use assets (Note 6)	38,384,351	36,568,873
Finance costs (Note 22)	22,107,353	18,155,091
IFRS 16 modifications	2,562,676	--
Foreign exchange differences	--	21,309
Profit on disposal of property, plant and equipment, franchise fees and right of use assets	(204,002)	(1,298,045)
Changes in current assets and current liabilities:		
Decrease in inventories	5,483,733	4,263,891
Increase in trade and other receivables	(11,401,891)	(9,977,644)
(Increase)/decrease in due from related parties	(27,178,061)	30,290,834
Increase/(decrease) in trade and other payables	55,637,497	(39,238,329)
(Decrease)/increase in due to related parties	(4,027,560)	7,373,624
	239,346,119	191,098,551

28 Employee benefit expense

	2025 $	2024 $
Wages and salaries	231,349,372	213,589,191
Payroll related taxes and other benefits	30,637,115	31,237,274
Stock based employee compensation	2,256,835	1,599,581
Pension costs – defined contribution plan	1,620,792	1,434,569
	265,864,114	247,860,615

29 Commitments and contingent liabilities

Capital commitments

Capital commitments for the Group as at 30 November 2025 amounted to approximately $2.4 million (2024: $30.6 million).

Lease commitments

The Group's minimum short term lease commitments under the terms of various leases of property, plant and equipment used primarily for its restaurant operations, exclusive of any related value added tax, are as follows:

Rentals due within one year	--	267,830

Guarantee

The Group has a guarantee in favour of Comptroller of Customs and Excise for $1.8 million (2024: $1.2 million).

30 Business combination

On 13 December 2023, Prestige Holdings Limited acquired 100% of the issued share capital of Highway Property Limited. The main asset in the company was a property situated at the corner of Churchill-Roosevelt Highway and the Southern Main Road in Curepe, previously leased by Prestige Holdings Limited, from which 3 of its restaurants operate. Details of the purchase consideration, the net assets acquired and bargain gain on acquisition are as follows:

Purchase consideration

	2024 $
Cash	5,786,904
Proceeds from borrowings	17,360,710
	23,147,614

30 **Business combination (continued)**

The assets and liabilities recognised as a result of the acquisition are as follows:

	2024 $
Land and building	23,250,000
Bank – RBL	8,480
Net identifiable assets acquired	23,258,480
Purchase consideration	23,147,614
Bargain gain on purchase	(110,866)

Upon acquisition of the company, receivables of $1,707,146 existed as an asset on the company's Statement of Financial Position. This relates to an amount of due from the Government of Trinidad and Tobago for land reclaimed from Highway Property Limited 2021. Prestige Holdings Limited is currently assessing the recoverability of this amount, due to the uncertainty of the timing of the recoverability a loss allowance of $1,707,146 was recognised on acquisition.

Cash outflow, net of cash acquired:

Cash consideration	5,786,904
Proceeds from borrowings	17,360,710
Less: balances acquired	(8,480)
Net outflow of cash – investing activities	23,139,134

Highway Property Limited did not generate any revenue and expenses or transacted any business transactions for the year ended 30 November 2024.

There were no acquisitions in the year ended 30 November 2025.

31 **Agostini Limited Offer and Takeover Bid**

On 17 June 2025 Agostini Limited (AGL) made an offer to purchase all the issued and outstanding shares of the Company at a swap rate of 4.8 PHL shares for 1 AGL share. The Offer was effective from 17 June 2025 to 21 July 2025. A special committee of the Board of Directors was established to review the offer. After reviewing AGL's Take-Over Offer, the Committee resolved to recommend acceptance of the offer and approved a special dividend of $0.50 per common share, to be paid on 15 August 2025, to shareholders on record as of 18 July 2025, subject to AGL's successful completion of the takeover offer.

The Board of Directors of the Company is desirous of maintaining the special dividend subject to the revision of the closing date of the offer to 6 March 2026. On 27 January 2026 the Board of Directors approved a resolution to pay the special dividend of $0.50 per common share approved by the Board of Directors on 4 July 2025, on 27 March 2026 to shareholders on record as of 6 March 2026, subject to AGL's successful completion of the takeover offer.

Regulatory approvals including the approval by the Merger Application made to the Trinidad and Tobago Fair Trade Commission remain pending.