Wagamama (Holdings) Limited

Interim report
as at and for the 13-week period to
30 March 2025

Forward-looking statements

This interim report (this "Report") contains forward-looking statements that provide our current expectations, intentions or forecasts of future events. Forward-looking statements include statements about expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not statements of historical fact. Words or phrases such as "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "seek," "target" or similar words or phrases, or the negatives of those words or phrases, may identify forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Our actual results could differ materially from those expected in our forward- looking statements for many reasons, including the factors described in the section entitled "Risk Factors" of the offering memorandum dated 23 January 2025 (the "Offering Memorandum") relating to the £330 million in aggregate principal amount of 8.5000% senior secured notes due 2030 (the "Notes") of Waga BondCo Limited (the "Issuer") and the section titled "Principal risks and uncertainties" in the annual report for the 52 weeks ended 29 December 2024 (the "Annual Report"). In addition, even if our actual results are consistent with the forward- looking statements contained in this Report, those results or developments may not be indicative of results or developments in subsequent periods. Given these risks and uncertainties, you should not rely on forward- looking statements as a prediction of actual results. Any forward-looking statements are only made as at the date of this Report, and we do not intend, and do not assume any obligation, to update forward-looking statements set out in this Report. You should interpret all subsequent written or oral forward-looking statements attributable to us or to persons acting on our behalf as being qualified by the cautionary statements in this Report. As a result, you should not place undue reliance on these forward-looking statements.

Non-IFRS financial measures

In this Report, we present certain financial measures that are not recognized by IFRS or any other generally accepted accounting principles and that may not be permitted to appear on the face of the financial statements or footnotes thereto. The primary non-IFRS financial measures used in this Report include EBITDA, Adjusted EBITDA – Post-IFRS 16, Adjusted EBITDA – Pre-IFRS 16, Divisional Adjusted EBITDA, Divisional Adjusted EBITDA – Pre-IFRS 16, Pro Forma Adjusted EBITDA – Pre-IFRS 16, ROI, like-for-like sales, Pre-IFRS 16 Cashflow and Closing Net Debt (Pre-IFRS 16 Basis) (our "Non-IFRS Measures").

We believe that our Non-IFRS Measures and similar measures are widely used by certain investors, securities analysts and other interested parties in our industry as supplemental measures of performance and liquidity.

Our Non-IFRS Measures are not measurements of our performance or liquidity under IFRS and should not be considered as alternatives to performance measures derived in accordance with IFRS or any other generally accepted accounting principles. Our Non-IFRS Measures may not be comparable to other similarly titled measures of other companies and have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our operating results as reported under IFRS. Because of these limitations, our Non-IFRS Measures should not be considered as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to us to meet our obligations. You should compensate for these limitations by relying primarily on our financial statements and using these Non-IFRS Measures only supplementally to evaluate our performance. See "Presentation of Financial Information—Non-IFRS Financial and Operating Information" in the Offering Memorandum and "Use of non-IFRS financial information" in this Report.

Comparative Financial Information

On January 30, 2025, The Restaurant Group Limited ("TRG") effected a reorganization (the "Corporate Reorganization") of its corporate structure to structurally separate its three operating divisions – Wagamama, Pubs and Concessions – and place the divisions and its head office function directly under a holding company in separate silos. As a result of the corporate reorganization directly comparable financial information of the Group for the first quarter of 2024 is not available and therefore not included in this Report, management has therefore incorporated directionally consistent financial information based on available data to ensure the financial statements reflect a reasonable representation of the Group's performance. This Report, therefore, includes certain unaudited management financial data of the Group for the first quarter of 2024 (including revenue, like-for-like sales, Adjusted EBITDA and Divisional Adjusted EBITDA), which are derived from management accounts of TRG as the parent of the Group prior to the Corporate Reorganization and after giving *pro forma* effect to the Corporate Reorganization. As a result, this financial data may not be directly comparable with the corresponding Group financial information for the first quarter of 2025.

Disclaimer

This Report is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any security. Neither the Issuer nor the Company makes any representation or warranty or other assurance, express or implied, that this Report or the Group information contained herein or the assumptions on which they are based are accurate, complete, adequate, fair, reasonable or up to date and they should not be relied upon as such. Neither the Issuer nor the Company accepts any liability for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on all or any part of this document and any liability is expressly disclaimed.

We or our affiliates may from time to time seek to retire, repurchase or sell our outstanding debt through cash purchases, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or sales will depend on market conditions, our liquidity requirements, contractual restrictions and other factors, and the amounts involved may be material.

First Quarter 2025 summary

Financial summary

- Q1 25 Total sales[1] grew to £119.4m (2024: £117.5m)
- Q1 25 Total Divisional Adjusted EBITDA grew to £17.6m (2024: £17.3m)
    - UK Divisional Adjusted EBITDA grew to £17.9m (2024: £16.9m)
- LTM Mar-25 Pro Forma Adjusted EBITDA (pre-IFRS16) is £76.3m

Operational summary

- 2016-2023 openings continue to deliver strong returns >35% ROI in the LTM Q1 25 period
- Six new openings planned for FY25 in the UK and Ireland
- Appointed new leadership for our US business with Stephen Judge joining the business from June 2025

Results of operations

First Quarter 2025 compared with First Quarter 2024

Estate summary

Key movements during the first quarter of 2025 (versus the year-end position of December 2024) were:

- Four wagamama UK airport sites were transferred to the TRG Concessions business
- One other UK Wagamama high-street site closure

As previously announced, the US business (eight trading sites) incorporated into financials from May 2024 following its acquisition

The table below shows the number of our Company-operated and franchised restaurants as at the following quarter end dates:

Number of sites	Q1 2025	Q1 2024
UK	161	162
US	8	–
Owned sites	**169**	**162**
Franchise sites	**56**	**61**

Group Revenue and Group Divisional Adjusted EBITDA (pre-IFRS 16)

The table below shows the Total Revenue and Divisional Adjusted EBITDA (pre-IFRS 16) for Q1 2025 vs Q1 2024:

Revenue [£m]	Q1 2025	Q1 2024
UK	114.0	116.5
International	5.5	1.0
Group	**119.4**	**117.5**

Divisional Adjusted EBITDA – Pre-IFRS 16 [£m]	Q1 2025	Q1 2024
UK	17.9	16.9
International	(0.4)	0.4
Group	**17.6**	**17.3**

Revenue

UK revenue decreased by £2.5 million to £114.0m. The impact of the four airport sites transferred to the TRG concessions business during the quarter was approximately £5m, therefore excluding the impact of this, total UK revenue grew in the quarter, driven by the annualization impact of the ten new openings in 2024. During the quarter UK like-for-like sales declined by 1%, broadly in line with the market. The backdrop for the overall casual dining market (as measured by the CGA restaurant business tracker) remains challenging with like-for-like sales being negative at the beginning of 2025 reflecting on-going consumer caution in the sector. Additionally the casual dining market were adversely impacted by the unseasonably warm weather in the first quarter of the year which was a benefit for the pub operators.

The focus for the months ahead for the Wagamama UK business is to implement initiatives to capture more occasions from our guests and increase their frequency of use, some of which are outlined below:

(a) Improving our customisation options with the launch of build your own donburi bowls as well as expanding the range of healthy options with the launch of three new salads and pho in our recent May menu update

(b) We have made investments to improve our value proposition and are now supporting key communities of bluelight and students with promotional offers as well as improving the range of rewards being offered on our loyalty programme

(c) On 9th June we will be launching a new campaign for the brand which launches a brand new platform called "wagamama when" – which is all about opening our doors to all our guest for many occasions and putting our food proposition at the heart of it

The revenue from our International business increased by £4.5 million to £5.5m, driven by the incorporation of the eight Wagamama US trading sites acquired in May 2024

Divisional Adjusted EBITDA

UK Divisional Adjusted EBITDA grew by £1 million to £17.9m, reflecting strong operational controls and ongoing margin improvement initiatives in food/drink costs and labour driving strong EBITDA conversion.

US business (8 trading sites) incorporated into financials from May 2024 driving the decline in EBITDA in the international business. The US business is currently loss-making, due to investment in central costs as we set up the business for profitable future expansion. Stephen Judge has been appointed as CEO of the business and will start from June with plans to evolve the proposition to better adapt to the local US market and to refine our site selection strategy.

The table below reconciles the statutory operating profit disclosed in the income statement to the Adjusted EBITDA metrics:

EBITDA summary

Operating profit reconciliation [£m]	Q1 2025	Q1 2024	LTM Mar 25
Statutory Operating Profit [a]	**5.4**	**11.3**	**9.3**
TRG Group head office allocation recharge[b]	1.5	-	1.5
Rent[c]	(7.5)	(7.3)	(26.8)
Depreciation & amortization[d]	10.7	13.1	37.4
Exceptional costs[e]	7.5	0.2	50.6
Divisional adjusted EBITDA* – Pre-IFRS 16	**17.6**	**17.3**	**72.0**
TRG Group head office allocation proforma recharge [f]	(2.4)	(2.7)	(10.6)
Adjusted EBITDA – Pre-IFRS 16	**15.1**	**14.6**	**61.4**
Full year impact of 2024 NSOs [g]			4.1
Utility rates improvements [h]			2.8
Pro forma cost-saving initiatives[i]			8.0
Pro forma Adjusted EBITDA – Pre-IFRS 16			**76.3**
***UK divisional adjusted EBITDA – Pre-IFRS 16**	**17.9**	**16.9**	**73.9**

Adjusted EBITDA – Pre-IFRS 16 *as above*	15.1	14.6	61.4
Add: Rent *as above*	7.5	7.3	26.8
Adjusted EBITDA – Post-IFRS 16	**22.7**	**21.9**	**88.2**

(a) This item is based on financial statements that are prepared on a post-IFRS 16 basis.

(b) Represents the wagamama share of TRG's head office costs since the corporate reorganization completed in January 2025, so includes only two months of the actual recharge. TRG recharges head office costs to its three divisions on a revenue basis.

(c) Represents annual rent charged on wagamama leased properties (including all wagamama-operated restaurants and the central production unit), which corresponds to expenses under our leases that would be deemed operating leases prior to the implementation of IFRS 16.

(d) Represents depreciation on right of use assets, property plant and equipment and amortization of goodwill, trademarks, software and IT development.

(e) Represents certain non-recurring expense items that are not representative of the underlying performance of our business. In Q1 25, related primarily to costs associated with the re-financing and associated organisational restructure

(f) Represents for all the periods the allocation of TRG Group costs on a revenue basis *pro-forma* for the corporate reorganization (i.e. if the costs were shown at the beginning of each period for the full period)

(g) Represents the illustrative run-rate impact for the full LTM March 2025 for the 10 new sites opened in FY2024 (excluding sites opened in the United States)

(h) Represents the utilities benefit for the difference between current spot rates and the current hedging rate which expires in September 25. Utility costs have now been hedged closer to current market pricing until the end of the FY25 financial year

(i) Represents cost savings from ongoing initiatives covering the period to the end of FY26 inclusive of newly identified initiatives over the last three months

Cash flow

Pre-IFRS 16 Q1 25 cashflow [£m]	Q1 2025
Opening Cash Balance end of Q4 2024	10.0
Adjusted EBITDA[1]	16.0
Working Capital	(1.0)
Interest	(0.1)
Corporation Tax	—
Total capex	(3.6)
Exceptional Items	(2.0)
Cashflow from trading operations	9.4
Transaction refinancing items	(14.6)
Total Cash Flow	(5.2)
Closing Cash Balance	4.9
Drawn RCF	—
Notes	330.0
Closing Net Debt (pre-IFRS 16 basis)	325.1

1 This is the Divisional Adjusted EBITDA figure of £17.6m less the £1.5m of TRG Group head office allocation recharged in Q1 2025

The cash balance at the end of Q1 2025 was £4.9m million compared to a balance of £10.0 million at the end of Q4 2024, with the movement principally driven by items associated with the refinancing and corporate reorganisation. Commentary on cashflow items described below:

- Working capital outflow in Q1 relates to typical seasonality
- Total capex in period mainly related to refurbishment and maintenance capex with no new sites opened during the quarter
- Exceptional items includes transaction costs related to the refinancing
- Transaction refinancing items included the intercompany transfer under the previous Group financing structure (pre completion of bond refinancing)

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General information

Wagamama is the leading pan-Asian casual dining operator in the United Kingdom, offering value, quality and healthy dishes at our “wagamama” branded restaurants. Our first restaurant opened in Bloomsbury in London in 1992. Since then, we have grown to over 160 locations in the United Kingdom and seven in the United States. We directly run all our restaurants in the United Kingdom and the United States and operate a franchise model at our other international locations. Our restaurants offer an extensive menu with over 100 items, a pan-Asian style, and healthy options throughout. We also offer a range of plant-based options, which currently constitute at least 50% of our menu. Our heritage Japanese-style communal dining and kaizen (or “good change”) philosophy are central to our brand, which drives innovation and fosters a culture of continuous improvement. Our restaurants attract a broad range of customer segments, including young customers with a focus on delivery, students seeking affordable options, families, young, environmentally conscious, urban professionals, and older, more affluent customers who seek a superior experience and premium offerings

Presentation of financial information

Unless otherwise indicated, the financial information presented in this report is the historical consolidated financial information of Wagamama (Holdings) Limited and its subsidiaries (the “Group”).

This report includes or derives information from the following financial sources:

- the unaudited consolidated financial information of the Group as of and for the 13 weeks ended 30 March 2025 (“First Quarter 2025”, "Q1 2025", or “the quarter”), and the comparative period as of and for the 13 weeks ended 31 March 2024 (“First Quarter 2024” or "Q1 2024"), prepared in accordance with IFRS;

- the audited consolidated financial statements of the Group as of and for the 52 weeks ended 29 December 2024 (“FY 2024”), prepared in accordance with IFRS;

- unaudited management financial data for Q1 2025 (including revenue, like-for-like sales, Adjusted EBITDA and Divisional Adjusted EBITDA), taken from management accounts of the Group; and

- certain unaudited management financial data for Q1 2024 (including revenue, like-for-like sales, Adjusted EBITDA and Divisional Adjusted EBITDA), taken from management accounts of TRG, as the former parent of the Group.

The financial year runs to a Sunday within seven days of 31 December each year which will be a 52- or 53-week period. Accordingly, from time to time, the financial accounting period will cover a 53-week period, which impacts the comparability of results. The period ended 29 December 2024 was a 52-week period, with the comparative period to 31 December 2023 also being a 52-week period. Likewise, the period ended 30 March 2025 was a 13-week period, with the comparative period to 31 March 2025 also being a 13-week period.

Further information for noteholders

This report was prepared pursuant to the requirements of the indenture dated 30 January 2025 (the “Indenture”), by and among, *inter alios*, the Issuer, the Company, as parent guarantor, the other guarantors named therein, U.S. Bank Trustees Limited, as Trustee and Security Agent and U.S. Bank Europe DAC, UK Branch, as paying agent.

Use of Non-IFRS Measures

Our Non-IFRS Measures are prepared on a non-IFRS basis and not specifically defined under IFRS or any other generally accepted accounting principles. The calculation for the Non-IFRS Measures is consistent across periods presented in this Report. The most directly comparable IFRS measure to Adjusted EBITDA and Adjusted EBITDA (Pre-IFRS 16) is operating profit for the relevant period. Our Non-IFRS Measures are defined by us as follows:

- "Divisional Adjusted EBITDA (Pre-IFRS 16)" represents operating profit before depreciation and amortization, less rent and other IFRS 16 modifications, as adjusted for non-cash impairment and certain exceptional items;

- "Adjusted EBITDA (Pre-IFRS 16)" represents Divisional Adjusted EBITDA (Pre-IFRS 16) less head office cost allocation;

- "Pro Forma Adjusted EBITDA (Pre-IFRS 16)" represents Adjusted EBITDA (Pre-IFRS 16) adjusted for the full year impact of new Group sites, closed sites, utility rates improvement and cost savings initiatives;

- "Adjusted EBITDA (Post-IFRS 16)" represents Adjusted EBITDA (Pre-IFRS 16) as further adjusted by adding back rent;

- "Like-for-like sales growth" represents period-over-period revenue growth of all mature sites (*i.e.*, sites which traded for at least 65 weeks) in the applicable period versus the comparable prior period, and excludes sites that are closed, disposed or disrupted during the relevant period. Any week in which a restaurant did not have revenue and the preceding and following week are excluded both in the period considered and in the comparative period;

- "ROI" represents EBITDA per site, divided by the original capital investment cost for opening the new site;

- "Pre-IFRS 16 Cashflow" consists of cashflows excluding the impact of IFRS16 "Leases", thereby reflecting lease payments as operating cash outflows rather than separating and including them within financing activities.

- "Closing Net Debt (Pre-IFRS 16)" consists of the Groups net debt position at the reporting date, excluding lease liabilities recognised under IFRS 16 "Leases"

We believe the Non-IFRS Measures are useful metrics for investors to understand our results of operations, profitability and ability to service debt and because they permit investors to evaluate our recurring profitability from underlying operating activities. We also use these measures internally to track our business performance, establish operational and strategic targets and make business decisions. We believe that Adjusted EBITDA (Pre-IFRS 16) is a useful measure of our underlying operating performance because it excludes the impact of items which are not related to our core results of operations, including certain one-off or non-recurring items, depreciation and amortization. We believe that "like-for-like sales" is a useful indicator of underlying performance of our existing restaurants. However, there is no accounting standard or consistent definition of "like-for-like" sales across the industry. Moreover, we present out net third-party indebtedness on a pre-IFRS 16 basis to exclude leases, to present a more accurate picture of our leverage profile and long-term debt obligations, and our ability to service our debt. See "Presentation of Financial Information—Non-IFRS Financial and Operating Information" in the Offering Memorandum for additional information.

The Non-IFRS Measures or comparable measures are frequently used by securities analysts, investors and other interested parties in their evaluation of companies comparable to us, many of which present EBITDA-related performance measures when reporting their results.

Adjusted EBITDA (Pre-IFRS 16) as presented in this Report differs from the definition of "EBITDA" that is contained in the Indenture.

Wagamama (Holdings) Limited

Interim financial information
For the 13 weeks ended 30 March 2025

Registered number: 07556525

Wagamama (Holdings) Limited

Consolidated income statement
for the period ended 30 March 2025

	Unaudited 13 weeks ended 30 Mar 2025 £'000	Unaudited 13 weeks ended 31 Mar 2024 £'000
Revenue	119,439	117,517
Cost of sales	(103,754)	(103,269)
Gross profit	**15,685**	**14,248**
Administrative expenses before exceptional items	(2,815)	(2,763)
Exceptional administrative expenses	(7,519)	(208)
Operating profit	**5,351**	**11,277**
Finance Costs	(7,298)	(3,216)
(Loss)/profit on before taxation	**(1,947)**	**8,061**
Income tax (expense)/credit	-	-
(Loss)/profit for the period	**(1,947)**	**8,061**
Foreign exchange difference on consolidation	300	**-**
Total comprehensive (loss) / profit	**(1,647)**	**8,061**

All amounts relate to continuing activities

Wagamama (Holdings) Limited
Consolidated balance sheet
as at 30 March 2025

	Unaudited 30 Mar 2025 £'000	Audited 29 Dec 2024 £'000
Fixed assets		
Intangible assets	115,203	115,759
Right of use assets	130,730	135,984
Property, plant and equipment	97,435	105,756
Net Investment in subleases	5,220	5,220
Intercompany loans receivables *	330,000	-
Deferred tax asset	6,489	6,489
	685,077	**369,208**
Current assets		
Inventories	3,626	3,900
Trade and other receivables *	22,951	225,114
Cash at bank and in hand	4,879	10,031
	31,456	**239,045**
Total assets	**716,533**	**608,253**
Current liabilities		
Trade and other payables *	(62,409)	(332,556)
Provisions	(1,374)	(1,713)
Lease Liabilities	(22,049)	(27,326)
	(85,832)	**(361,595)**
Non-current liabilities		
Bonds payable *	(330,000)	-
Provisions	(226)	(226)
Lease liabilities	(188,164)	(193,441)
	(518,390)	**(193,667)**
Total Liabilities	**(604,222)**	**(555,262)**
Net assets	**112,311**	**52,991**
Equity		
Called-up share capital	5,118	5,118
Other reserves	86,178	25,260
Profit and loss account	21,015	22,613
Total shareholders' deficit	**112,311**	**52,991**

* In January 2025, the Group issued a bond with a principal amount of £330 million. The proceeds from this issuance were subsequently loaned to the parent company. Prior to the bond issuance, historical intercompany balances between the Group and the parent were forgiven.

Wagamama (Holdings) Limited
Consolidated statement of cash flows
for the period ended 30 March 2025

	Unaudited 13 weeks to 30 Mar 2025
	£'000
Operating activities	
Cash generated from operations	20,654
Interest Paid	(55)
Interest Received	-
Net cash flows from operating activities	**20,599**
Investing activities	
Purchase of property, plant and equipment	(3,523)
Purchase of intangible assets	(113)
Acquisition of investments	-
Loans to associates	-
Net cash flows used in investing activities	**(3,636)**
Financing activities	
Repayment of obligations under leases	(7,530)
Repayment of borrowings	(14,595)
Issue of Loan Note	330,000
Loan to Parent Company	(330,000)
Net cash flows used in financing activities	**(22,125)**
Foreign exchange movement	10
Net (decrease) / increase in cash and cash equivalents	(5,152)
Cash and cash equivalents at the beginning of the period	10,031
Cash and cash equivalents at the end of the period	**4,879**