



ESTABLISHED 1845

FULLER'S



PEOPLE, PLACES,

**PRIDE**

Annual Report and Accounts 2025

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At Fuller's, we have confidence in tomorrow because we are investing in success today. During the year, we have invested in our properties, in our people, and in securing the strongest position for future long-term growth for all our stakeholders.

### MEETING TARGETS

We are committed to reaching our Net Zero targets and since 2020, we have reduced our operational emissions by 58%.



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EXCEPTIONAL PUBS  
Page 5

### Q&A

Chief Executive Simon Emeny gives a detailed analysis of the Company's performance over the last 12 months.



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### GO PAPERLESS

You can help us reduce our impact on the environment by signing up to receive your Annual Report and other shareholder communications digitally rather than in print.

[Read more on page 170](#)

### INCREDIBLE STAYS

One in four of our Managed Pubs and Hotels now offer accommodation.



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# 2025 highlights

Revenue for the full year

## £376m

Up by 5%

Adjusted profit before tax

## £27m

An increase of 32%

Total dividend per share

## 19.76p

Rising 11%

Adjusted earnings per share

## 34.22p

Up 40%



### 100% GREEN ENERGY

During the year, we reopened The Head of the River in Oxford, now a fully electric hotel.



### Aligning our Managed estate around our most valuable customer groups

Three clear divisions, based around extensive knowledge of our customer base:

- 📍 Premium Neighbourhood
- 📍 Destination
- 📍 London City

📄 For more information see page 17



*...and cheers!*

We have been raising money for our charity partner, Special Olympics GB, since 2018 and this year we hit a major milestone in our partnership.

## £1 million

Raised for SOGB since 2018

### ON THE ACQUISITION TRAIL

One of the real highlights of the year was the acquisition of Lovely Pubs – seven stunning pubs in Warwickshire / Worcestershire villages.

📄 For more information see page 7

### EXCELLENT SALES PERFORMANCE

Like for like sales growth of 5.2% in our Managed Pubs and Hotels, well above the industry average.



# 180 YEARS OF FULLER'S



This year, sees the Fuller, Smith and Turner partnership celebrating 180 years of success. We take a look back at some of the key moments in our history.

## 1809

### A Griffin is born

It was back in 1809 when the brewery first acquired the Griffin name and emblem that is synonymous with Fuller's pubs to this day.



## 1845

### The partnership begins

John Bird Fuller, Henry Smith and John Turner signed the papers that started the partnership. Along with the brewery, Fuller, Smith and Turner owned and operated over 50 pubs in the West London area.



## 1889

### Launched the Fuller's advertising balloon

Seen far and wide, it floated high over the brewery premises.

## 1894

### Fuller's opens The Drayton Court Hotel in Ealing

At one time, the pub included Ho Chi Minh among its workforce.



## 1900

### Fuller's builds its own maltings at Dukes Meadows in Chiswick

## 1914-18

To cover the loss of male labour during WWI, 27 female labourers start working at the brewery



## 1940

During the Blitz, the Hock Cellar at the brewery was used as a bomb shelter for local residents

The Maltings took a direct hit and was destroyed.

## 1950

### Fuller's takes up the contract for 7UP

Fuller's produced and bottled this well-known brand until 1965.

## 1959

### Fuller's flagship beer, London Pride, launches

It was named after the hardy flower which flourished in the rubble left from the Blitz.



# 1978

## ESB wins CAMRA's first Champion Beer of Britain competition

The first of the beer's three wins, taking the title in 1981 and 1985 too. London Pride won in 1979 and Chiswick Bitter in 1989. Fuller's is still the only brewery to have won with three different beers.



# 1990

## Purchase of 44 pubs, mainly in Bucks and Oxon, from Allied Breweries



# 1992

## The first Ale & Pie opens The Stargazey in Fulham.



# 1997

## London Pride is advertised on TV for the first time and the first Vintage Ale is launched



# 2005

## Acquired Hampshire brewer, George Gale & Co

A deal which included its 111 pubs.



# 2009

## Acquired a number of iconic sites

Including The Red Lion in Westminster, The Holly Bush in Hampstead and Ye Olde Mitre in Hatton Garden.



# 2013

## The Prince of Wales and The Duchess of Cornwall visit The Parcel Yard, King's Cross



# 2019

## Sale of the Fuller's Beer Company to Asahi

For a total consideration of £250m.



## Purchased Cotswold Inns & Hotels

Seven iconic hotels in the heart of this area of outstanding natural beauty.



# 2024

## Acquired Lovely Pubs

Seven beautiful pubs in Warwickshire / Worcestershire villages.





## WHO WE ARE

Fuller, Smith & Turner P.L.C. is a premium pubs and hotels business and our purpose in life is to create experiences that *nourish the soul*. We have an outstanding estate of iconic pubs and hotels across the southern half of England and at our heart is a warm and inviting welcome delivered by an exceptional team of over 5,000 talented individuals.

## OUR PUBS AND HOTELS

Our Managed Pubs and Hotels estate includes three distinct groups that have their own identity – Cotswold Inns & Hotels – seven stunning hotels in the beautiful Cotswolds, Bel & The Dragon – six warm and welcoming pubs with rooms in the Home Counties, and Lovely Pubs, which we acquired in August 2024 comprising seven outstanding sites in pretty Warwickshire / Worcestershire villages. We also have 153 excellent Tenanted Inns.

186

Managed Pubs and Hotels

153

Tenanted Inns

5,311

Employees

1,028

Bedrooms



Our pubs offer the best in quintessential British hospitality with a focus on delivering an outstanding customer experience. From fantastic roasts, to refreshing summer spritzes, and cosy bedrooms that you won't want to leave, our amazing team members aim to make sure that everyone leaves that little bit happier than they arrived.

1

### The Old Joint Stock, Birmingham

#### Reasons to visit

The Old Joint Stock is more than just a stunning pub delivering a first-class experience. Its upstairs auditorium is a real hot spot for Birmingham's theatre-lovers.



2

### The Queen's Head, Stoke Pound

#### Acquisition

The Queen's Head, located right next to the Worcester and Birmingham Canal, is just one of the Lovely Pubs we acquired in August 2024.



1

2

3

3

### The Mayfly, Stockbridge

#### Refurbishment

We have been investing in our outdoor spaces – including new decking at The Mayfly in Stockbridge, which sits on the banks of the River Test.



- Managed
- Bel & The Dragon
- Cotswold Inns & Hotels
- Lovely Pubs
- Tenanted

# Strong FOUNDATIONS

**Purpose**  
Why we exist

**We create experiences that *nourish the soul***  
Whether you are with us as a customer, a team member, or any other stakeholder, we look for that emotional connection to build a long-lasting relationship.

*This is why we do it!*

**Mission**  
Where we are heading

**We're crafting a family of distinctive pubs and hotels where people feel they belong**

We have a clear focus on our net promoter scores ("NPS") to measure positive customer sentiment.

Our annual Happiness Index survey measures engagement and happiness among our team members.

**Values**  
How we do it

<p>Doing things the right way</p> 	<p>Being part of the family</p> 	<p>Celebrating individuality</p> 	<p>Always asking what's next?</p> 
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**Strategy**  
What we will do to achieve it

<p>Delight our customers</p> 	<p>Inspire our people</p> 	<p>Enhance our estate</p> 	<p>Evolve our business</p> 	<p>Own our impact</p> 
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**We have been keeping customers happy and looking after our team members for 180 years, and we do that by having a clear purpose and mission, a distinct, long-term strategy, and a simple set of values that we live and breathe throughout our business.**

**Strategy in Action**

# Lovely PUBS...

In August 2024, we acquired Lovely Pubs – seven stunning pubs in Warwickshire and Worcestershire. These outstanding pubs are a perfect fit with Fuller’s existing managed pub estate – both geographically and operationally. The seven pubs, six of which are freehold, are all situated in affluent commuter locations.

Lovely Pubs was established 30 years ago and is an excellent business with outstanding, well-invested sites offering delicious, fresh, locally sourced food, a great drinks range and a wonderful welcome. It aligns perfectly with our premium business, adding scale to our presence within our geography and is a great next chapter in the Fuller’s story.



**Strategy in Action**

# Lead YOUR WAY...

*Lead Your Way* is the transformational development programme that brings our leadership principles to life. Centred around human behaviour and the skills needed to be a leader in 2025 and beyond, it develops our leaders in line with our values.

In a rapidly evolving world, where leaders navigate the complexities of five generations in the workforce and an increasing demand for courageous, human leadership, *Lead Your Way* focuses on understanding and influencing human behaviour – ensuring our leaders inspire, connect, and lead with impact.

To date, we’ve invested in over 250 leaders – including General Managers, Head Chefs, Ops Managers and Support Centre leaders – spanning more than 15 cohorts and counting.



# IN A POSITION OF *strength*



## We have a clear strategy

We operate a family of 339 characterful pubs and hotels across southern England and up as far as Birmingham, with a premium customer base. Our pubs are operated locally, and our General Managers and Tenants have the freedom to build a business that's right for their communities and that delivers great reasons to visit.

# 47%

of our pubs are located inside the M25

[For more information see page 5](#)



## A market full of opportunity

We operate pubs in areas where incomes are traditionally more resilient. Hospitality spend in these regions is 6% higher than the UK average and incomes are circa 13% higher. We know our customers look for a great experience and appreciate our premium offer and increasing digital awareness allows us to get even closer to them.

# 48%

of our customers have a household income in excess of £60k

[For more information see page 18](#)



## At our heart, we are a family business

For customers, we maintain the cherished ethos of 'the local'. Our team members are all part of our family – and we create meaningful career paths and invest in their development. We love to see our people progress and it's part of our long-term view. We are the custodians of the Company with the clear goal of passing it on in even better health than we found it.

# 11 years

the average tenure of our General Managers

[For more information see page 73](#)

Fuller’s is a company that always takes a long-term view – and that gives us resilience and confidence. We have an excellent investment case based on our robust strategy and supported by our values. We always strive to be better than the generation before and our focus is on ensuring we are even stronger for the generation to come.



### Managing our portfolio for long-term value

We have an outstanding estate and we own the freehold of 87% of the pubs and hotels within it. We are constantly investing to make sure our properties remain at the peak of perfection and we look to enhance trade through investment.

**£28m**

invested in our estate in the last full year

For more information see page 23



### Clear and consistent capital allocation for sustainable growth

Underpinned by an exceptionally strong Balance Sheet, we invest annually to grow capital value and drive returns. We look to provide a sustainable and progressive dividend with a planned cover range of 2.5-3.0x and growth in line with EPS growth to drive dividend yield. We have a target of up to circa 3x net debt / EBITDA and, if achieved, surplus cash may be returned to shareholders.

**6.5m**

“A” Ordinary Shares bought back, against the £8.30 price of the equity placing in 2021 – a 26% discount

For more information see page 33



### Owning our impact: Life is too good to waste

We aim to be Net Zero by 2030 at an operational level and by 2040 across our supply chain too. We already source 100% renewable energy and we strive to continue to reduce our energy consumption. Across the business, we are proud to be a diverse place to work and we partner with a number of great charities at corporate and local level.

**32**

electric kitchens across our Managed Pubs and Hotels

For more information see page 24

# GREAT *progress* AND GROWTH IN ALL AREAS OF THE BUSINESS



**“Throughout my tenure I have strived to make sure that the Board protects and develops Fuller’s to ensure it is in an even stronger position for the next generation.”**

**Michael Turner**  
Chairman



**In my final year as Chairman, I am delighted to reflect on such an excellent 12 months for your Company.**

Adjusted profits in the year are up 32% to £27 million driven by our excellent like for like sales growth of 5.2%. Particularly pleasing is the progress of two important measures for shareholders – adjusted earnings per share, which are up an extremely impressive 40%, and total dividends per share, which have increased by 11% – demonstrating our commitment to a progressive dividend policy.

This strong performance has been achieved despite the business operating in a challenging and, at times, volatile economic environment. The geopolitical situation has caused uncertainty in global markets and the decisions made by The Chancellor in her October budget hit the sector hard and reduced confidence in hospitality stocks. The changes to National Insurance contributions took everyone by surprise and I fear it could be terminal for a number of smaller operators in our market.

The financial prudence that Fuller's has adhered to for decades has always provided a solid foundation for the business to grow and develop and we are in the best possible position today. The Company is very different in its composition to the one I joined in 1978 – but I am delighted to say that it has never been stronger.

While the trading divisions may be different – with the off licence business and brewery having been divested – our values of family, respect, longevity and always doing things the right way have remained intact and continue to underpin the way we do business.

During the year, I have been impressed with our continued commitment to our people and our properties. We deliver outstanding training programmes that enable us to attract and retain the best people, growing our talent from within wherever possible. I have also been delighted with our excellent refurbishment programme – always undertaken with our premium customer in mind, keeping our businesses fresh and relevant. Schemes such as The Head of the River in Oxford – now a fully electric hotel – underpin our commitment to sustainability, while others – like The Chamberlain Hotel in the City of London – ensure we maintain our market-leading position.

We have made some changes to the Board during the year, with Helen Jones retiring and Jane Bednall joining. I would like to thank Helen for her overall contribution and particularly for chairing the Remuneration Committee and her excellent work supporting employee engagement. I am delighted to welcome Jane who brings a wealth of relevant experience and who will take over this important people role.

On the financial front, we continue to leverage our excellent capital allocation framework, and I'm delighted to see a continuation of our share buyback programme. Your Company is in rude financial health and well-placed for whatever the world throws our way.

### Dividend

The Board is pleased to announce a final dividend of 12.35p (FY2024: 11.12p) per 40p "A" and "C" Ordinary Share and 1.235p (FY2024: 1.112p) per 4p "B" Ordinary Share, representing an increase of 11%. This will be paid on 24 July 2025 to shareholders on the share register as at 4 July 2025. The total dividend of 19.76p (FY2024: 17.75p) per 40p "A" and "C" Ordinary Share and 1.976p (FY2024: 1.775p) per 4p "B" Ordinary Share represents a 11% year on year increase.

### A fond farewell

It has been an incredible honour and a real privilege to have had the opportunity to contribute to advancing the Fuller's business during my 47 years with the Company. Over the past 33 years, I have been fortunate to fulfil the roles of Managing Director, Chief Executive and in 2007 I took over from my mentor, Anthony Fuller, as Chairman. During that time, I have been blessed enough to work with some very gifted individuals, who were part of great teams within our business, and our success over the last three decades is due to them. I would like to thank all of them for making my job so fulfilling and such fun. I will be retiring at the AGM on 22 July this year.

Throughout my tenure I have strived to make sure that the Board protects and develops Fuller's to ensure it is in an even stronger position for the next generation. The strength of performance of the business over the last year provides me with comfort that we have succeeded in that objective.

In Simon Emeny, with whom I have worked for 28 years, we have an excellent new Executive Chairman, and I have no doubt that he will continue to promote our ethos. He may be the first Chairman of this amazing Company who is not a member of the three founding families – but he truly is family in all but name. His dedication, commitment and, most importantly, achievements for Fuller's are second to none and I am delighted to be handing over the reins to such a strong successor.

Simon has an excellent team to support him. I will be watching with pride and look forward to seeing the results of his stewardship. He is more than a colleague – I count him as a true friend, and I wish him every success in the future.

Finally, I wish to pay tribute to our incredible team members across the business. They are the people who delight our customers every day – and they are the source of our success. I have loved working with them, and I would like to thank those who work for us now, and those who have contributed to our success during my tenure. Our team members really do make the difference and enable us to stand apart from our peers. Thank you for your hard work, your loyalty and your good humour.



**Michael Turner**  
Chairman

10 June 2025



It's our people that make Fuller's so special. Investing in our employees has ensured we have some of the best team members in the industry. Our commitment to offering development opportunities to our colleagues sets us apart. During 2025, we will be opening our new development kitchen, Fuller's Kitchen Academy, in Reading. The academy – which underpins our position as a leader in food excellence – will be a purpose-built training kitchen to inspire creativity and for all our chefs to continue to develop their skills and capabilities throughout their Fuller's careers.



# FULLER'S

Our values:

Doing things the *right way*

---

Being *part* of the *family*

---

*Celebrating* individuality

---

Always asking *what's next?*

---





# people

## MAKE THE DIFFERENCE



“It’s fantastic that Fuller’s is investing in chefs through the new Kitchen Academy. It’s important to our chefs that they always keep developing and learning new skills, and this investment is exactly what is needed to ensure we have an engaged and inspired team to consistently deliver outstanding dishes.”

**Luke Davies**  
Chef Skills Training Manager

# AN *outstanding* YEAR FOR THE COMPANY



It has been an excellent year for Fuller's. We have continued to build on our existing momentum and have delivered strong like for like sales growth in our Managed Pubs and Hotels of 5.2%. We have converted this strong revenue growth into improved profitability which, combined with effective capital allocation, has delivered impressive adjusted earnings per share growth of 40%.



"We have been effectively implementing our capital allocation framework to secure the financial strength of the business and enhance returns for shareholders."

Simon Emeny  
Chief Executive

# 5.3%

Rise in like for like drinks sales

# 4.8%

Rise in like for like food sales

# 5.4%

Rise in like for like accommodation sales

**Q Fuller's has a very clear strategy that drives the business. How has the Company delivered against its strategic objectives this year?**

**A** I am delighted with the progress we have made this year.

Financially we have continued to grow across all metrics, but more significantly for a Company like Fuller's, we have delivered against our strategic objectives – contributing to the long-term results that are so important to us. We have never been a Company that focuses on one good year – and in the current, unstable geopolitical environment, a pathway that delivers steady growth over many years is beneficial and financially rewarding for all our stakeholders.

Our long-term strategy and vision remain unchanged, and it is worth reflecting on the actions we have taken since the sale of the brewing business in 2019. Covid had a huge short-term impact, particularly for a business like ours which has high exposure to the City, where changes to working practices had significant repercussions. However, we wanted to take our time to really understand the marketplace before taking long-term strategic moves.

And then we did make some significant moves designed to strengthen the long-term prospects of the business. We transferred 23 high quality but smaller managed pubs that we believed would be more profitable and sustainable as Tenanted Inns. We then sold 37 non-core Tenanted pubs. The results of these actions have enhanced the quality of the Tenanted estate, which we believe to be the best invested estate in the sector.

The disposal of the tenanted sites generated £18 million of capital that we put to work with the acquisition of Lovely Pubs – seven top end Managed Houses that were in our sweet spot and which immediately enhanced our existing, excellent Managed estate.

As well as these big strategic moves we have consciously maintained a high level of capital investment in our existing pub and hotel estate to ensure that we have pulled Fuller's further away from the rest of the industry in terms of providing great environments and experiences for our premium customer base.

In addition, we have been effectively implementing our capital allocation framework to secure the financial strength of the business and enhance returns for shareholders. This improved financial strength has been recognised by the banking markets as evidenced by our recent bank refinancing, where we agreed with our existing relationship lenders a new £185 million bank facility for the next three years at a significantly lower cost. This provides the business with headroom to enable further capital investment and acquisitions at a lower annual interest rate.

In market conditions where equity values are low, particularly relative to the asset value of the business, we see significant value for shareholders through the implementation of a share buyback programme. Between September 2022 and January 2025, we acquired 6.5 million "A" Ordinary Shares, representing 12% of the Company's total Shares in issue, at a total cost of £39.8 million and an average purchase price of £6.13 per share.

This represents a 26% discount to the £8.30 price of the 6.5 million equity raise in September 2021. As well as the strong economic rationale for share buybacks, they also help to enhance adjusted earnings per share which, in combination with the improved underlying profits of business, have improved by an impressive 40% this year.

**Q You have delivered strong like for like growth over the year and margin improvement. How have you achieved this?**

**A** While the Board is focused on the strategic changes described above, our Executive Team has worked in harmony on delivering our operational targets. We have achieved this by focusing on our customers, to grow sales, and our people and processes, to deliver margin improvement.

The key to sales growth has been driven by the excellent work we have undertaken to gain an even deeper understanding of our customers. Not just who they are, but where they spend their money, what drives decisions around choice of location and frequency of visit, and finally ensuring that our marketing attracts them in the first instance and retains them going forwards.

This has given us an edge on our competition and the premium nature of our customer base makes them far more resilient in turbulent times.

Meanwhile, we have invested in our infrastructure – for example by expanding the breadth and quality of our Food and Drink team which has resulted in improvements in our supply chain and contributed to margin growth.

## Chief Executive's Review

Continued



Likewise, the targeted programme of refurbishments – which we have maintained while others in the sector curb investment – delivers on our objective of continually enhancing our estate. It is always difficult to choose to close a pub or hotel – but taking those bold, short-term decisions to close, results in a much stronger, faster growth when you reopen. Timing is crucial and that is why, during the last year, we closed and refurbished sites like The Drayton Court Hotel in West Ealing, where we are benefiting from the Elizabeth Line station.

We have a young and ambitious management team that are focused on building sales, while enhancing margins, to ensure that our growth is sustainable, consistent and long-term.

**Q There has been a lot in the news about the cost pressures caused by Government actions and uncertainly in the markets – how are you dealing with this?**

**A** While we have always been prepared for the rising costs of the National Living Wage, the changes to Employers' National Insurance Contributions caught us – and everyone else – by surprise. Combined, these added £8 million to our wage bill.

Obviously this wasn't great news – but we are well-funded and have a fantastic understanding of our business and the levers we can use to respond to these additional cost pressures. While it is likely the impact of these changes could be terminal for some businesses – we will play to our strengths, double down on costs and seize every opportunity to gain market share and increase spend per head.

What is more frustrating from Government, is the constant drip feed of additional and often unnecessary costs that it seems intent on layering onto hospitality businesses – almost completely contradicting its own growth agenda. The introduction of Extended Producer Responsibility, which sees hospitality businesses paying twice for their waste collection is one example, and the potential ramifications of the Employee Rights bill should not be underestimated. We do, however, have a number of channels through which we communicate and feedback to Government and we will continue to do so both directly and through our trade associations.

**Q We've heard much about the impact of the rising cost of people – and Fuller's is a labour-intensive business. How are you tackling this?**

**A** We have always talked about the fact that it is our people that make the difference – which is why we have invested heavily in people development over recent years. I think this is going to enable us to tackle these issues in a slightly different way to our competitors.

The *Lead your Way* programme has now been completed by 159 of our General Managers, with a further 12 who have just started. In addition, 62 of our Head Chefs are already undertaking the programme, with another 36 booked for later in the year and 21 of our Support Centre leaders are also close to completion. We are already seeing the benefits and this commitment to developing leadership skills should help us to tackle the issues that arise.

By investing in our leaders at site level, we can give them the skills to manage their teams, with an eye on labour costs, but with tools that go beyond a blunt instrument that just cuts hours. We want them to think about the make-up of their teams, playing to the strengths of the individuals and finding ways to ensure that all our team members deliver their full potential – which we know will help keep those labour costs down.

What we won't be doing is cutting back on our investment in people – they are the ones that make the difference every day and in order to deliver our purpose of creating experiences that *nourish the soul*, we need to continue to recruit, develop and retain the best team members in the hospitality sector.

**Q You are going to be stepping up to a new role – will this be a big change for both you and Fuller's?**

**A** Firstly, I would like to pay tribute to Michael Turner. Since the day I joined Fuller's in 1996, Michael has been inspirational and supportive. I have always been so proud to play a role in this Company – but it is testament to Michael's leadership that he provided the direction and created the framework that has allowed this business to flourish.

If you look back at some of the decisions that Michael has made during his tenure – they clearly lay out the path that has taken Fuller's to such success. He made a key decision to sell the wine shops in early 2000 and he was instrumental in the acquisition of Gales and its 111 pubs in 2005, which completely changed the nature of our retail estate and paved the way for our future direction. Finally, of course, as Chairman he played a leading role in the sale of the brewery to Asahi. The great condition that Fuller's is in today is testament to his vision and courage.

We have worked so closely together over the last three decades, that I hope we can make the transition as seamless as possible – and the strength of Fuller's values will ensure continuity.

Michael has allowed me to shape the Company since taking on the Chief Executive mantle and it is another example of Fuller's clarity of vision that we have been working towards this point, together, for some time.

**Q What are your objectives for the coming year?**

**A** Our objectives as a Board and as an Executive Team are to continue to deliver our long-term strategy – and we are well-placed to do that. In addition, we have set out a number of key priorities for the year, which we have shared with the business. These priorities include a focus on growth, a winning customer proposition, a new people deal, being fit for the future, delivering on our climate change commitments and exploring the opportunities provided by AI.

The customer-focused work that we have carried out over the last two years has led us to make a small, but significant, change to the operational structure – with the creation of three clear, customer-focused divisions – Destination, Premium Neighbourhoods and London City. Each has a Head of Operations, who will continue to report into Fred Turner, and the change allows us to further target our activity and leverage operational similarities around our key, premium, customer groups.

In addition, Fred Turner is being promoted to Chief Operating Officer, which will broaden his responsibilities, bringing sales, marketing and operations across both Managed and Tenanted together.

This is a natural progression for Fred, will improve connectivity and synergy between our sales, marketing and operations functions, and I am delighted to see his achievements recognised with this additional responsibility. We already work closely together and will continue to do so to deliver our goals, our strategy and the Company's vision.

**Q Where would you like the business to be in 12 months' time?**

**A** I'd like to be in a similar position to where we are today – delivering an outstanding set of results that reflect progress in the business and growth in our financial metrics. I think it's going to be a tough 12 months, but we are in the strongest possible position to face the coming challenges.

Our estate is well invested, predominately freehold, and full of iconic gems in wonderful locations. Our people are dedicated, invested in and engaged and our customers are more resilient to economic turbulence than most. Finally, our financial position is robust, and we make sensible decisions for the long term.

I have no doubt that interesting times are ahead – but I'm looking forward with confidence and excitement.

*Simon Emeny*

**Simon Emeny**  
Chief Executive

10 June 2025



Strategy in Action

**CUSTOMER** *data*

**We worked with Hospitality Data Insights to build customer segmentations based on our customers' and our competitors' customers' spending patterns.**

We arrived at 11 customer segments in total who visit our pubs and hotels for different occasions throughout the week. By understanding and interrogating the data, we were able to build pen portraits of each customer group – which helped identify who are the major and most valuable groups and who the important secondary groups are. By gaining a better understanding of our customers, we have developed 11 propositions that will drive the best performance through a winning customer formula.



Our business model is designed to create experiences that...

*nourish* **THE SOUL**

### Our resources

At our heart are the two most visible resources that make Fuller's what it is – our iconic, predominately freehold estate in stunning locations, and our amazing, talented team members. These two essential ingredients are underpinned by a prudent and responsible approach to financial management and a strong, well-marketed customer offer.

#### TRULY ICONIC SITES

##### Well-invested properties in great locations

Our predominately freehold estate is mainly located in the South of England. It is a great balance, with rural, suburban and urban sites. It includes some truly iconic sites such as The Still & West in Old Portsmouth and The Churchill Arms in Notting Hill. During the year we added eight new sites – seven in and around villages in Warwickshire and Worcestershire and The White Swan at Twickenham.

#### AN EXCELLENT CUSTOMER OFFER

##### Targeted to our premium, discerning audience

We are famous for delicious, fresh, seasonal food and an extensive range of beers, wines, spirits and soft drinks, as well as over 1,000 boutique bedrooms. We have a clear vision to deliver memorable experiences that ensure our customers leave happier than when they arrived. We know our customers inside and out and leverage the similarities across our estate, while ensuring our pubs never lose their individual identities.

#### FINANCIAL STRENGTH

##### A capital allocation policy designed for growth

Our strong Balance Sheet and prudent approach to cash management ensure that we are well placed to grow both organically and through acquisition.

[Read more on page 9](#)

#### ENGAGED AND TALENTED PEOPLE

##### We recruit, develop and retain the best

Our people make the real difference to our business. Whether dealing with consumers or colleagues, they deliver outstanding service from bar to boardroom. Our purpose is to create experiences that *nourish the soul* – and we strive to ensure that everyone knows the key role they play in delivering our purpose, vision and strategy. Our suite of bespoke training programmes ensures we continuously develop our people, in line with our culture and values.

#### GREAT USE OF DIGITAL TECHNOLOGY

##### An outstanding customer experience from log on to check out

We have a myriad of digital touch points for the consumer in both pubs and hotels that, to achieve optimal efficiency and a frictionless journey, all need to be seamlessly interlinked. In addition, continued development of our digital technologies and systems further enhances our customer knowledge and understanding and creates efficiencies in our internal processes.

#### ENTREPRENEURIAL TENANTS

##### An outstanding collection of Tenanted Inns run by dedicated and inspirational Tenants

To complement our Managed Pubs and Hotels, we have an excellent Tenanted estate. Our Tenants are innovative, dedicated and inspiring and they generate a strong cash flow for the business. Having both Managed and Tenanted models within Fuller's also allows us to optimise the right business model for each site, giving us flexibility and opportunity.



## What we do



We own and operate **339** pubs across the South of England, comprising **186** Managed Pubs and Hotels, with **1,028** bedrooms, and **153** Tenanted Inns.



### REVENUE GENERATION

Revenues come from two main sources – through operations in our Managed Pubs and Hotels and our Tenanted Inns.

### CONTINUOUS SUPPLIER COLLABORATION

We work closely with our suppliers in the spirit of mutual collaboration to ensure that we have the best products, tailored to our premium customer base, to deliver an outstanding customer offer.



### REINVESTMENT AND REFURBISHMENT

Keeping our fantastic, iconic properties in first-class condition is a key tenet for Fuller's and adds to ensuring a fantastic customer experience.

[Read more on page 23](#)

## Outcomes and impact

Creating and sharing value with our stakeholders.

### People

**23**

Different training programmes delivered

### Customers

**5.1m**

Customers on our database

### Communities

**£185k**

Donated to Special Olympics GB

**£89k**

Donated to local causes

### Tenants

**96%**

Tenants on substantive agreements

**5%**

Rise in Tenanted Inns profit

### Suppliers

**124**

Different cask beers sold in FY2025

### Shareholders

**19.76p**

Total dividend

**Underpinned by our commitment to sustainability**

*Life is too good to waste*

[Read more about our commitment to our people, our planet and our communities on page 24](#)



# Iconic



“We recently reopened The Head of the River, a stunning site sat on the banks of the Thames in Oxford, now a fully electric hotel following a full refurbishment. In total, we now have three sites that are fully electric and a further 29 with primarily electric kitchens. In purchasing our electricity from renewable sources, we are reducing our carbon footprint and achieving a return on the investment in three to four years.”

**Peter Turner**  
Property Director



### Famous for beautiful pubs and hotels

We pride ourselves on our portfolio of beautiful properties – each different from the next. We prioritise investing in these sites to ensure they always have that premium feel that our customers expect. Enhancing our estate is one of the pillars of our strategy. Investment in our properties, with a focus on sustainability and well-placed acquisitions, protects the fabric of our estate and ensures that Fuller's continues to grow as it has done for the last 180 years.

# PLACES TO MAKE MEMORIES IN



Through our long-term strategy, we're crafting a distinctive family of pubs and hotels where people feel they belong.



### Delight our customers

#### Surprise and delight with distinctive service

- Every venue will be an individual experience
- Every team member trained in service
- An inspirational service coach at every site
- Reward and recognition for great service
- Measure through NPS.

#### Tailor the experience in every pub and hotel

- Empower our leaders to deliver a high quality, flexible offering that fits local customer needs
- Indulgent, great British pub classics with a modern twist, using seasonal ingredients on the menu
- Broad selection of beers, wines and spirits, plus artisan drinks ranges, served by knowledgeable team members
- Beautiful bedrooms, individually styled with the highest quality standards
- Delivering sector-leading like for like sales growth.

#### Create a smoother customer journey

- Continue to improve our understanding of our customers
- Optimise customers' digital journey for seamless interaction
- Continually evolve our bookings process to integrate and improve functionality
- Improve digital methods of communication and marketing through a multi-channel approach.

#### Attract new customers and increase visit frequency

- Extend our appeal to a broader customer base using tools like prix fixe menus
- Deliver experience-led events to drive frequency and spend
- Drive a culture to maximise sales from event spaces.

#### 2026 priorities

- Continue to work with our teams to *Be the Difference* and deliver exceptional customer service every time
- Deliver an outstanding programme of reasons to visit and growth across all metrics
- Build on the opportunities from live sport in pubs.



### Inspire our people

#### Create a workplace where everyone feels they belong

- Deliver our inclusion action plan
- Train and develop our people in inclusive leadership
- Create an inclusive culture through events and celebrations.

#### Appreciate and value our colleagues

- Further develop our listening culture using a range of tools including The Happiness Index survey, Fuller's Forum, My Voice, and Employee Network Groups
- Further develop our package to attract, retain and encourage development
- Evolve our distinctive benefits package.

#### Support and encourage career development

- Focus on internal promotions, particularly at General Manager level
- Provide at least 100 apprentices with career opportunities every year
- Develop our chefs through the Fuller's Chefs' Guild.

#### Attract the best talent

- Grow our *True to You* employer brand
- Utilise Brilliant Recruitment, our new recruitment system and practices
- Recruit for personality and train for skill.

#### 2026 priorities

- Continue our *Lead Your Way* journey – completing the roll out to Head Chefs and delivering an ongoing programme for new-to-Fuller's managers
- Continue to respond to and build the Happiness Index – looking to maintain high response rate and continue to improve happiness and engagement
- Reinvigorate the Chefs' Guild and develop the Fuller's Kitchen Academy.



## Enhance our estate

### Care for our estate

- Continue to look after the fabric of our estate
- Utilise skills within the team and our pool of designers to enhance our offer
- Continue to uphold the highest standards in the industry
- Ensure the estate and capital value are protected for future generations.

### Evolve through transformational investment

- Maximise the potential of our estate by evolving our pubs through investment
- Optimise our portfolio through active asset management
- Constantly assess optimal operating model for each site
- Work with and invest alongside our Tenants to drive returns.

### Invest in growing the estate

- Invest in markets where we already excel
- Add scale to our core premium pub and hotel estate
- Complement the existing business in high income, premium demographic areas, with predominately freehold assets, and in-filling geographical gaps.

### 2026 priorities

- Targeted capital investment of £30 million to deliver returns and enhance the value of our estate
- Invest in growing the estate.



## Evolve our business

### Innovate to excite future consumers

- Evolve and innovate our proposition to adapt to changes in consumer behaviour.

### Grow our profitability

- Ensure our strategy is executed across the business to achieve our like for like sales growth ambition
- Grow EBITDA margins by growing sales, effective labour management and scheduling, and agile product portfolio management
- Mitigate central costs by improving the efficiency of processes
- Leverage the full benefits of our investment in systems to maximise efficiency.

### Enhance our supplier partnerships

- Build genuine long-term partnerships
- Source authentic food and drink products, focusing around the seasons
- Continue our positive relationship with Asahi
- Leverage the appeal of our customer base and geographic position of our estate to retain and attract the best suppliers.

### 2026 priorities

- Further drive pre-booked sales through our internal sales team and using our digital connectivity
- Build on our brand proposition work to ensure we are tailoring the experience for our premium customer base.



## Own our impact

### Take action to protect and respect our planet

- Decarbonise our business to support our target to be operationally Net Zero by 2030
- Focus on measuring and reducing food waste in line with our agreement to WRAP's Food and Drink Pact
- Work with our suppliers to ensure their sustainability journey is aligned with ours.

### Create spaces for communities to connect and feel welcome

- Encourage our teams to connect with local causes and charities.

### Care for our people and foster a sense of belonging

- Continue to listen to our team members through the Happiness Index survey, My Voice and Forums.

### 2026 priorities

- Further reductions in gas usage through focused behavioural change and the conversion of kitchens to electric power
- Further develop our corporate partnership with Special Olympics Great Britain and improve team involvement and customer engagement with it.

# LIFE IS TOO *good* TO WASTE



“By acting sustainably, we’re securing a future for what I hope is another 180 years.”

**Fred Turner**  
Retail Director

**Our sustainability programme, *Life is too good to waste*, underpins everything we do here at Fuller’s. As an organisation with a rich heritage, and as industry leaders, we must lead by example and take our role seriously in protecting what’s important – our people, our planet and our communities.**

**Q What does sustainability mean to Fuller’s?**

**A** Sustainability at Fuller’s is not only about our responsibility to look after the environment, but our responsibility for our people and communities too – and it is embedded in everything we do. This year, we’re celebrating 180 years as a company and by acting sustainably, we’re securing a future for what I hope is another 180 years.

Furthermore, we have created the Our Planet Steering Committee to oversee all environmental, sustainability and climate work in the business.

**Q What are your immediate priorities?**

**A** We are transitioning a number of our kitchens from gas to electricity. With a commitment to procuring 100% renewable electricity, this delivers a significant reduction in operational carbon. We have already installed 32 electric kitchens and have a further 26 planned for the coming year. This will mean that almost a third of the kitchens in our Managed Pubs and Hotels will be electric by the end of FY2026.

We are also prioritising supplier engagement, to ensure they are aligned with our ambition to be Net Zero by 2040. And finally, we have recently renewed our partnership with Special Olympics GB and will be working closely with them to maximise fundraising and continue our work to support both customers and team members with intellectual disabilities.

**Q What are your long-term plans?**

**A** We are in the process of developing our climate transition plan to achieve our Net Zero targets for 2030 and 2040. We aim to publish this over the coming months.

As signatories to WRAP’s Food and Drink Pact (formerly the Courtauld Commitment), we have pledged to halve our food waste by 2030. We are working with our teams to arm them with the tools and tips they need to reach that target.

On the people front, we’re prioritising inclusivity and will strive to create an environment based on safety, care and respect for our team members, customers, and all those we engage with.

**Fred Turner**  
Retail Director

10 June 2025

## Our sustainability journey so far

**September 2017**

Installed our first EV charging points.

**December 2020**

Became founding members of the Zero Carbon Forum.

**March 2022**

Committed to sending zero waste to landfill through our partnership with Veolia.

## Our sustainability framework

<h3>Our people</h3> <p>Our people are the key to our success. We have confidence in our team members across the business and we want to make sure that they have confidence in us. We are committed to creating inclusive workspaces – where everyone can belong. Our team members’ individualities are what makes Fuller’s such a vibrant and inspiring place to work, and we aim to support everyone’s right to be themselves. We are proud to celebrate individuality.</p> <hr/> <p><b>Focus areas</b></p> <ul style="list-style-type: none"> <li>• Safety, care and respect</li> <li>• <i>Lead Your Way</i></li> <li>• Inclusion</li> </ul>	<h3>Our planet</h3> <p>Always asking <i>what’s next?</i> has kept Fuller’s thriving for 180 years. We know a healthy planet is essential to the future of our business, our people and our communities. We need to deliver on our ambition to limit the impact of this change through our commitment to achieving Net Zero emissions in our operations and across our supply chain. This, among other initiatives, will ensure we play our part in protecting our planet.</p> <hr/> <p><b>Focus areas</b></p> <ul style="list-style-type: none"> <li>• Our commitment to Net Zero</li> <li>• Reduce, reuse, recycle more</li> <li>• Sourcing for the planet</li> </ul>	<h3>Our communities</h3> <p>Fuller’s pubs and hotels have always been at the heart of their communities. The Fuller’s cartouche above the door is a strong image that our communities know they can rely on. We are committed to donating the equivalent of 1% of our profits to charity – but we also provide a place for locals to host events, gather with likeminded people and make new connections.</p> <hr/> <p><b>Focus areas</b></p> <ul style="list-style-type: none"> <li>• Special Olympics GB</li> <li>• WEST Youth Zone</li> <li>• Local causes</li> </ul>
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**Strategy in Action**

## Introducing GRASSROOTS BEEF

We introduced Grassroots beef to the menus of our six Bel & The Dragon sites in July 2024. Beef accounts for over a quarter of our Scope 3 carbon emissions – so it’s important to look at how we can continue to serve our customers the high quality dishes they expect, while reducing our impact on the planet. Grassroots beef produces 52% less carbon compared with typical beef herds in the UK.

Feedback from our customers shows that Grassroots beef is exceptionally high quality. Following this successful launch, we introduced Grassroots beef into our Cotswold Inns & Hotels sites – further reducing our emissions related to beef as well as offering our customers high quality, ethical and sustainably sourced beef.




<p><b>April 2023</b> Reopened The Admiralty as our first fully electric pub.</p>	<p><b>September 2024</b> Began partnership with EV charging provider, Instavolt.</p>	<p><b>February 2025</b> Hit £1m donation milestone for Special Olympics GB.</p>
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## Our sustainability framework

## Our progress

### Our people



- This year, we launched our first colleague network group, Thrive Together, to promote physical, mental, and financial wellbeing across the business.
- We launched *Call Time On It* – our bold, long-term commitment to creating safe, welcoming spaces and taking a stand against unacceptable behaviour. We are empowering our colleagues to call out unacceptable behaviour wherever it comes from – whether they witness it or experience it – knowing Fuller's will support them. Our teams shaped every aspect of this initiative. To help implement it in our pubs and hotels, we have invested in rolling out face to face training for both General Managers and Head Chefs – to help create spaces where everyone feels safe, cared for and respected.
- We opened up our award-winning development programme, *Lead Your Way*, to our Head Chefs. The first cohort saw 14 Head Chefs – with 124 combined years at Fuller's – embark on the programme that empowers our leaders with the knowledge, skills, and insights to drive positive change by aligning leadership behaviours with our core values.

### Our planet



- In May 2024, after an extensive refurbishment, we reopened The Head of the River in Oxford as our first fully electric hotel.
- By committing to procuring 100% renewable electricity in 2021, we halved our Scope 2 CO<sub>2</sub> emissions overnight. Since then, we have continued to reduce our CO<sub>2</sub> emissions year on year – with an absolute reduction of 3.4% this year and an 8% like for like reduction in gas usage. We expect the emissions to continue to follow this trajectory and to drop in line with our 2030 operational Net Zero targets.
- Our recycling rate continues to improve – this year, we reached 65%. We have used our internal training platform, Attensi, to create short modules on recycling as well as sharing resources around the importance of recycling and where waste ends up. Our Sustainability Champions were invited to one of Veolia's waste management facilities to see how and where waste is recycled.

### Our communities



- Our fundraising total for our charity partner Special Olympics GB surpassed £1 million. This year, we fundraised through the annual Bridge Walk and charity football tournament which raised £28,500 and £21,000, respectively. We also donate 50p for every kids' meal sold to the charity – and this year, sales raised £135,000.
- We encourage our team members to fundraise and support charities and causes that are local to them. To make this easier, we have created a specific till button they can use to donate money to charity. As well as a till button for Special Olympics GB and one for the Disaster Emergency Committee (DEC), the third charity till button can be used for raising money for their chosen charity through ticket sales, events or other fundraising initiatives the pub may have on.

## Our priorities

- Continue our work around inclusion events – celebrating difference and recognising key dates in our inclusion calendar.
- Celebrate LGBT+ history month with more employee-driven content.
- We will continue to roll out training for all outlining what DE&I means for us and our business – encouraging allyship.
- We will continue our work supporting neurodiversity in the workplace – working with our charity partner Special Olympics GB.

## Performance indicators

- More inclusion events throughout the year. We held Diwali celebrations at Pier House and in some of our pubs which was well received by our colleagues. Our priority is to continue to build on celebrating difference and we will hold more events across the year.
- Work with our colleagues to create informative and engaging content to educate and inform on LGBT+ History Month. We started this work this year with webinars with Checking-IN, an LGBT+ hospitality network and a podcast with team members on what it is like to be an ally. We will build on this and work with our LGBT+ colleagues and allies to share more content internally and externally for LGBT+ History Month 2026.

- We will keep engaging our teams on climate change through Attensi training, helping them understand their impact and actions they can take.
- As part of our commitment to WRAP's Food and Drink Pact, we will build on our work on reducing food waste related to Sunday lunches – through chef training, dish optimisation, improved portion control and food redistribution.
- Continue to work with our suppliers to improve the reporting of supply chain emissions (Scope 3) and identify opportunities to reduce through better sourcing as well as improved food production and logistics.

- Delivery of 26 further kitchen electrification schemes in FY2026.
- Following the introduction of new Government legislation, Simpler Recycling, in March 2025, deliver on our commitment to recycle 70% of our waste and send zero waste to landfill.
- Further Attensi training rolled out to all team members to help support understanding of the impact of climate change and the measures we take to tackle it.
- Develop our climate transition plan to clearly lay out our pathway to Net Zero in partnership with our suppliers.

- Evolve our partnership with Special Olympics GB. Having renewed our partnership with our main charity partner, working on an even more holistic approach to the partnership will be a priority.
- Work closely with WEST Youth Zone to offer their young people the opportunity to learn skills such as cooking and to open doors to employment options that may have not presented themselves before.

- Further engagement from our team members with Special Olympics GB. We will encourage our teams to work with the charity to connect pubs to local Special Olympics GB sports clubs – creating community connections at a local level. We will continue our work around recruiting people with intellectual disabilities.
- Awareness and engagement with our Support Centre team members and WEST Youth Zone. Advertise volunteering opportunities to our teams at Pier House and encourage the teams to engage with the charity. Attend recruitment fairs and share information on applying for apprenticeships.





# Taking PRIDE IN OUR COMMUNITIES

## At the heart of our communities

Our pubs and hotels have always played a key role in their local communities. We have worked closely with our charity partner Special Olympics GB to ensure our pubs are inclusive and safe spaces – for our customers and team members. With their help, plus support from LVS Hassocks – a specialist school for children with autism owned by the Licensed Trade Charity – we produced a guide to recruiting team members who are neurodiverse or have intellectual disabilities.



“I have long worked with charities and organisations to offer employment opportunities to people who are neurodiverse or have intellectual disabilities. It’s taught me a lot – and I know my team value the diversity and community spirit. More importantly, I have seen first-hand the value that even a few hours a week provides to those team members and their families.”

**Stuart Green**  
General Manager, The Cabbage Patch



## Key Performance Indicators

We use financial indicators to monitor our progress in delivering against our strategy to create long-term sustainable value for all stakeholders.

### Revenue

# £376.3m

FY2025	£376.3m
FY2024	£359.1m
FY2023	£336.6m

**Definition**  
Revenue comprises sales of goods and services, accommodation income and rental income. We have two main revenue segments: Managed Pubs and Hotels and Tenanted Inns.

**Why is it important for Fuller’s?**  
Revenue drives the overall business, resulting in cash generation which allows for investment in our estate, our people, rewards to our stakeholders and acquisitions.

**Performance in 2025**  
Revenue increased by 5% compared to FY2024. While Managed revenue grew by 5.2% on a like for like basis, Tenanted revenue marginally declined. This was due to the disposal of 37 Tenanted sites in July 2024. While tenanted revenue has decreased, profitability per site has improved by 23%.

### Adjusted profit before income tax

# £27.0m

FY2025	£27.0m
FY2024	£20.5m
FY2023	£12.7m

**Definition**  
Adjusted profit before tax is profit before tax excluding separately disclosed items as shown in the Income Statement.

**Why is it important for Fuller’s?**  
The Directors believe that this measurement of profitability allows stakeholders to analyse underlying trends and performance without being impacted by separately disclosed items.

**Performance in 2025**  
Adjusted profit before tax increased by 32% compared to FY2024. This is mainly driven through revenue growth but is also through margin improvement, with operating margin improving by 1.1 percentage points.

Non-financial performance metrics are used within the business, including employee engagement and satisfaction scores, customer NPS and environmental targets.

## Adjusted earnings per share (“EPS”)

# 34.22p

FY2025	34.22p
FY2024	24.48p
FY2023	16.10p

### Definition

Adjusted earnings per share is earnings after tax excluding separately disclosed items attributable to equity holders of the Company divided by the weighted average number of ordinary shares in issue during the year.

### Why is it important for Fuller’s?

This measure shows how much profit the Company is generating for its shareholders. It takes into consideration changes in profit after tax and movements in the number of shares but excludes the impact of separately disclosed items. It is an important variable in determining our share price.

### Performance in 2025

Adjusted Earnings per share increased by 40% compared to FY2024 which was a more significant increase than the increase in adjusted profit. This is because of the decision to use capital to buyback “A” Ordinary Shares, completing a programme to buyback 6.5 million “A” Ordinary Shares in January 2025.

## Net debt excluding lease liabilities

# £142.2m

FY2025	£142.2m
FY2024	£133.1m
FY2023	£132.8m

### Definition

Net debt comprises cash and short-term deposits, bank overdraft, bank loans, debenture stock and preference shares, excluding lease liabilities.

### Why is it important for Fuller’s?

This measure helps shareholders to determine the level of debt compared to liquid assets and to analyse the overall financial stability of the Company.

### Performance in 2025

Net debt increased by £9.1 million compared to FY2024 but profit growth has more than offset this impact such that debt leverage has reduced from 2.5 times to 2.36 times. In line with our capital allocation framework, we have invested a total of £27.8 million in the existing estate in the year and £34.6 million was returned to shareholders through dividends and share buybacks.

# DELIVERING SALES AND PROFIT *growth*



We are pleased to have delivered another strong set of financial results, making significant progress on the prior year.



“Our teams have worked tirelessly to deliver a great experience for our customers – this has yielded great financial results.”

**Neil Smith**  
Finance Director

Despite the challenging environment, we have improved operating margins from 9.6% to 10.7%, resulting in adjusted profit before tax growing by an impressive 32% to £27.0 million (FY2024: £20.5 million).

Statutory profit before tax has increased by 135% to £33.8 million (FY2024: £14.4 million). Along with the adjusted profit increase of 32%, separately disclosed items have increased by £12.9 million predominately because of the profits on disposal recognised in this financial year.

Not only have we improved profitability, but we have also further strengthened the Balance Sheet through delivering on our capital allocation framework. This effective utilisation of capital will drive long-term growth and returns for shareholders, as demonstrated in this year's results.

# +4.8%

Revenue growth

# +32%

Adjusted profit  
before tax growth

# +135%

Statutory profit  
before tax growth



In the past two years we have made significant strategic decisions to proactively manage our estate, to strengthen our financial position and improve returns. We completed on the sale of The Mad Hatter, Southwark for £20.0 million (£17.0 million already received, with a further £3.0 million to be received at the end of the lease), and we sold 37 non-core pubs to Admiral Taverns for £18.0 million. These proceeds have been reinvested in acquiring the high quality, largely freehold, Lovely Pubs business for an enterprise value of £22.5 million in August 2024. We also acquired the freehold of The White Swan in Twickenham in March 2025.

We have continued to invest in our existing estate to maintain its premium position, with a total of £27.8 million invested in FY2025, including a number of significant projects such as £4.0 million on The Chamberlain, City of London, £2.2 million on The Drayton Court, Ealing and £1.9 million on The Head of the River, Oxford. This strategic investment and proactive management of the estate, coupled with the 23 pubs transferred from Managed to Tenanted in the prior year, means the estate is well positioned to deliver a premium experience to our customers.

In the year, we have returned £34.6 million to our shareholders; we paid a dividend of £10.7 million to shareholders and £23.9 million was used for share buybacks as part of our ongoing share buyback programme. This is an increase of £12.2 million or 54% on the prior year.

In March 2025, we refinanced our banking facilities with new unsecured facilities of £185 million, comprising a revolving credit facility of £100 million and a term loan of £85 million.

These facilities have been agreed for a tenure of three years through to August 2028 with the option to extend for a further two years. The new facilities' interest margin is 75bps lower than our previous facilities' terms which will lower our annual interest cost and demonstrates the continued commitment to the business from our relationship banks.

Finally, to further demonstrate the financial strength of the business and reduce the exposure to future liabilities, we completed a full buy-in of the Fuller's Defined Benefit Pension Plan with Legal & General. The plan is fully funded, saving £2.6 million a year in employer contributions, while placing the plan with a well-regarded insurer who could provide an enhanced level of security and member service.

Managed Pubs and Hotels like for like sales increased by 5.2% on the prior year, outperforming the market on average by 2.5 percentage points. All categories of revenue showed significant like for like growth against the prior year, with food up by 4.8%, drinks up by 5.3% and accommodation sales up by 5.4%.

Tenanted Inns revenue was marginally down on prior year, but the significant estate movements in the year and the prior year impact the comparison. In the current year we sold 37 sites to Admiral Taverns in July 2024 and in the prior year we transferred 23 sites from Managed to Tenanted. The average EBITDA per site also grew by 23% demonstrating the value of the proactive management of the estate.

The strong underlying growth in profitability along with the effective application of our capital allocation framework has seen adjusted earnings per share grow to 34.22p, up 40% on prior year.

## Finance costs

Total net finance costs (before separately disclosed items) have decreased by £0.6 million to £13.4 million. The reduction in costs is due to the decrease in the Bank of England base rate from 5.25% at the beginning of the year to 4.50%. The Group has a zero premium cap and collar over £60 million of the term facility which has a floor of 3.10% and a cap of 5.00%. This gave some protection at the beginning of the year through to August 2024 when the rate was cut to 5.00%. Overall, this has meant that the average cost of borrowing was 7.6% in the current financial year compared to 8.0% in the prior year.

## Separately disclosed items

The net position on separately disclosed items is a profit of £6.8 million (FY2024: £6.1 million expense). This principally consists of the profit on disposal of £18.9 million which includes The Mad Hatter, Southwark for £17.2 million and the sale of 37 sites to Admiral Taverns at a profit to book value of £1.0 million. This is net of an impairment charge of £10.4 million, of which £9.8 million is in relation to the write down of 26 properties and a further £1.0 million on the write down of goodwill net of the reversal of impairment on one property.

## Tax

The underlying effective tax rate has decreased to 27.4% (FY2024: 28.3%). The decrease in effective tax rate is mainly due to the increased profit before tax and falling depreciation on assets not qualifying for capital allowances. During the year, the total tax contribution of the Group to the UK Exchequer was £93.4 million (FY2024: £86.0 million) in taxes borne and taxes collected on behalf of colleagues, customers and suppliers.

## Financial Review

### Continued

#### Pension

The Fuller's Defined Benefit Pension Plan surplus has decreased by £16.9 million to £0.4 million accounting surplus (FY2024: £17.3 million surplus) we have completed a full buy-in of the Fuller's pension plan which involved the purchase of an insurance policy from Legal & General, which, for accounting purposes, is considered an investment decision with the resulting investment loss being recognised through Other Comprehensive Income.

#### Shareholders' return

The proposed final dividend of 12.35p per "A" and "C" Ordinary Share (FY2024: 11.12p), together with the interim dividend of 7.41p per share already paid makes a total of 19.76p per share which is an increase of 11% on the prior year. The middle-market quotation of the Company's "A" Ordinary Shares at the end of the financial year was 534p. The highest price during the year was 770p, while the lowest was 520p. The Company's market capitalisation as at 29 March 2025 was £295.2 million (FY2024: £347.4 million).

#### Capital allocation framework

The Group's capital allocation framework aims to enhance shareholder value whilst targeting leverage at no more than 3x net debt / EBITDA. The table below summarises the framework.

#### Cash flow and net debt

Net debt (excluding leases) was at £142.2 million which was an increase of £9.1 million on the prior year end (FY2024: £133.1 million). Although net debt has increased on last year, with increased profits, debt leverage has reduced to 2.36 times (FY2024: 2.5 times).

A total of £27.8 million was invested in the existing estate in the year with transformational schemes at The Chamberlain Hotel, City of London, The Head of the River, Oxford, and The Manor House, Moreton-in-Marsh.

We acquired Lovely Pubs which consists of six freehold sites and one leasehold and also bought The White Swan, Twickenham, spending £24.2 million on acquiring new sites.

A share buyback programme of 6.5 million "A" Ordinary Shares was completed in January 2025 and a further one million "A" Ordinary Share buyback programme commenced in March 2025.

This has meant we have bought back 3.6 million "A" Ordinary Shares in FY2025 for a total consideration of £23.9 million.

Offsetting the outflow of capital, was the growth in EBITDA and the £40.5 million earned through the disposal of properties, the most significant being the sale of The Mad Hatter, Southwark for £17 million and the sale of 37 tenanted sites to Admiral Taverns for £18 million.

#### Sources of finance

The Group refinanced its banking facilities with new unsecured facilities of £185 million. The facilities bear interest at a margin dependent on the leverage covenant plus a base rate of SONIA.

	FY2025 £m
<b>Cash flow</b>	
<b>EBITDA</b>	<b>67.6</b>
Interest, tax and pensions	(13.5)
Separately disclosed items	(0.2)
Working capital and share transactions	(6.2)
Lease payments	(8.3)
Sale of property, plant and equipment	40.5
<b>Cash available for allocation</b>	<b>79.9</b>
Capital expenditure	(27.8)
Acquisition of property, plant and equipment	(25.4)
Dividends	(10.7)
Share buyback	(23.9)
<b>Cash flow</b>	<b>(7.9)</b>
Non-cash movement	(1.2)
<b>Net debt movement</b>	<b>(9.1)</b>
<b>Source of finance</b>	
Bank debt	134.5
Debenture and preference shares	21.5
Cash	(13.8)
<b>Net debt before lease liabilities</b>	<b>142.2</b>
Lease liabilities	60.8
<b>Total net debt</b>	<b>203.0</b>

Policy	Targets and Philosophy	Outlook
Invest in long-term organic growth	Returns-based approach to capital investment	<ul style="list-style-type: none"> <li>Maintaining annual investment of £10-15 million on maintenance capex and £10-15 million on trade enhancing capex</li> </ul>
Sustainable and progressive dividend	Dividend cover normalised range of 2.5-3x	<ul style="list-style-type: none"> <li>FY2025 dividend 19.76p.</li> <li>Progressive dividend growth in line with EPS growth once cover normalised</li> </ul>
Invest in additional growth opportunities	Disciplined approach to assessing acquisition opportunities	<ul style="list-style-type: none"> <li>Strong Balance Sheet and sufficient headroom for acquisitions when the right opportunities arise</li> </ul>
Targeting leverage of 3x Net Debt / EBITDA	Strong Balance Sheet maintained – target leverage at 3x Net Debt / EBITDA	<ul style="list-style-type: none"> <li>Buyback programme of "A" Ordinary Shares commenced September 2022:                             <ul style="list-style-type: none"> <li>6.5 million completed</li> <li>1 million currently active</li> </ul> </li> </ul>

## Strategy in Action

# Green TOURISM

**Sustainability accreditations are important to our customers, especially for corporate bookings, when choosing an event venue or hotel.**

We identified Green Tourism as a suitable third-party assessor and provider. All of our Cotswold Inns & Hotels sites, along with five Fuller's hotels, were awarded Green Tourism Bronze Awards in 2024. This year, thanks to the work of our teams on sustainability initiatives, we were able to promote some of these Bronze Awards to Silver. Even more exciting, was that The Red Lion in Hillingdon became the first Fuller's hotel to be awarded a Green Tourism Gold Award. James Redshaw, General Manager of The Red Lion, works with his local litter picking group to help keep his community clean.



## Financial risks and treasury policies

The Group operates a centralised treasury function, which controls cash management and borrowings and the Group's financial risks. The objectives of the function are to manage the Group's financial risk, to secure cost effective funding for the Group's operations, and to minimise the adverse effects of fluctuations in the financial markets on the value of the Group's financial assets and liabilities, on reported profitability, and on the cash flows of the Group. Transactions of a speculative nature are prohibited. The Group's treasury activities are governed by policies approved and monitored by the Board.

## Going concern statement

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 10 to 55.

The financial position of the Company, its cash flows, net debt and borrowing facilities are set out on pages 116 to 169.

In addition, there are further details in the financial statements on the Group's financial risk management, objectives and policies in Note 25.

The Directors have outlined the assessment approach for going concern in the accounting policy disclosure in Note 1 of the consolidated financial statements.

Following that review the Directors have concluded it appropriate for the Group to adopt the going concern basis in preparing its financial statements.

## Viability statement

The UK Corporate Governance Code requires that the Directors have considered the viability of the Group over an appropriate period of time selected by them.

The Directors have chosen to assess this over three financial years through to March 2028 as this aligns with the Group's strategic planning which was reviewed and approved in March 2025. This three-year plan is supported by the forecasts that are presented and approved by the Board. It takes into consideration the Group's current position, and the potential impact of the principal risks documented on pages 33 to 36 in the Strategic Report. The most significant risks impacting the forecasts remain consumer demand shifts, the volatility of UK and global economy and impact on consumer confidence and sales volumes as well as wage cost inflation.

Management have prepared, and the Board has considered, two key scenarios: A "base case" is the Board-approved budget for FY2026 which forms part of the three-year plan to FY2028. The base case assumes that sales will continue to grow, but with modest food and drink volume growth. The base case assumes that staff costs will increase, impacted by the National Minimum Wage and Employers' National Insurance contributions resulting in continued wage inflation across all job roles.

Under this scenario, the Group would have sufficient resources and headroom on its covenants through the duration of the viability period.

A "downside case" assumes that sales volume reduces by 10% compared to the base case and that staff costs increase at a higher rate than assumed in the base case.

In this downside case, management could implement mitigating actions such as overhead cost reduction, reduction of capital expenditure and a decrease in bonus pay-out. Under this scenario, the Group would still have sufficient resources and headroom on its covenants through the duration of the period.

At 29 March 2025, the Group's Balance Sheet comprised 87% of the estate being freehold properties and available headroom on facilities of £49.7 million and £13.8 million of cash and resulting net debt of £142.2 million.

During the year, the Group secured a new facility of £185 million until August 2028. The banking facilities are unsecured and split between a revolving credit facility of £100 million and a term loan of £85 million. Under the facilities agreement, the covenant suite (tested quarterly) consist of net debt to adjusted EBITDA (leverage) and adjusted EBITDA to net finance charges. The Groups' debentures of £20 million are not due for repayment until April 2028.

Taking account of the Company's current position, principal risks facing the business and the sensitivity analysis discussed above, as well as the potential mitigating actions that the Company could take, the Board expects that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period of assessment.

Further details on the forecast process and assumptions can be found in Note 1 to the accounts.

**Neil Smith**  
Finance Director

10 June 2025

## Risk Management

Managing risks effectively is key to ensuring that we achieve our strategic objectives in the long term and continue to deliver the high standards our customers, our people and our shareholders expect.

### Risk Management Governance Framework

The risk management process is operated by the Executive Team, supported by the Head of Risk, and is overseen by the Audit and Risk Committee and the Board, which is further supported by the external audit process.

Governance	Role	Output
<b>Board</b>	<ul style="list-style-type: none"><li>Oversees the risk management and internal controls processes</li><li>Defines the Group's risk appetite and assesses the principal risks</li></ul>	<ul style="list-style-type: none"><li>Final approval</li></ul>
<b>Audit and Risk Committee</b>	<ul style="list-style-type: none"><li>Provides guidance and direction and supports the Board in the management of risk</li><li>Reviews the effectiveness of the risk management strategy and internal controls process</li></ul>	<ul style="list-style-type: none"><li>Recommendations to the Board</li></ul>
<b>Executive Team</b>	<ul style="list-style-type: none"><li>Responsible for day to day operational implementation of the risk management strategy</li><li>Provides advice and guidance to the business areas</li><li>Considers emerging risks</li><li>Accountable to the Audit and Risk Committee and Board</li></ul>	<ul style="list-style-type: none"><li>Group risk register</li><li>Principal risk reviews</li><li>Audit and Board reports</li></ul>
<b>Business risk management</b>	<ul style="list-style-type: none"><li>Implements and maintains risk management procedures, including through the cross departmental Risk Working Group and Our Planet Working Group</li><li>Maintains risk registers including identification of risk, mitigating controls and actions</li></ul>	<ul style="list-style-type: none"><li>Division and Department risk registers</li></ul>
<b>Our Planet Steering Committee</b>	<ul style="list-style-type: none"><li>Oversees climate specific risks and integrates mitigation controls and actions into the wider risk strategy</li></ul>	<ul style="list-style-type: none"><li>TCFD report and climate-related risk mitigation approach</li></ul>

**Risk arises both as a natural consequence of doing business and in the pursuit of our strategy.**

**Our risk management approach is governed through a robust framework, and we follow a consistent process for the identification and review of risk. The Board reviews these risks in the knowledge that currently unknown, non-existent or immaterial risks could turn out to be significant in the future, and ensures that a robust assessment has been performed.**

### Role of the Board

The Board is responsible for effective risk management and oversees a governance model that incorporates an integrated assurance model. It also formally articulates the Group's overarching appetite and tolerance for risk.

Through our risk governance structures, frameworks, processes and reporting mechanisms, Directors are provided with the information and insight needed to make a robust assessment of the Group's most material risks and to understand how they are being mitigated and managed in line with the Board's stated risk appetite and tolerance. The Board is responsible for monitoring the Group's culture to ensure it encourages openness and transparency across the business, which directly supports effective risk management.

### Risk appetite

The Group's approach is to take a long-term view of its business and to assess all risks accordingly, while ensuring we take opportunities to deliver economic reward in line with the Group's strategy, as follows:

- Risks should be managed consistently and in line with the Group's strategy, financial objectives and guiding principles
- Opportunities should only be pursued where the scope for appropriate reward is supported by an informed assessment of risk
- Risks should be actively managed and monitored through the appropriate allocation of management and other resources.

#### Changes to Risk Scores Versus Prior Year



#### Financing

The terms of the refinancing completed before the year end reflected the strong financial position of the Company, and our bank facility is now available until August 2028. Improvements in trading continue to increase leverage headroom meaning that the likely impact of the business being unable to find appropriate financing when required has decreased.



#### Cost inflation

Although wage cost inflation remains a significant concern (as identified in a separate principal risk), our assessment of the risk associated with broader cost inflation has reduced. This is largely driven by falling inflation on food and drink and the investments we have made in our buying teams in this area allowing us to source more competitively. The significance of food and drink in our cost base means that our overall assessment of the likelihood of this risk impacting our business has decreased.



#### Information Technology / Cyber Security

Cyber criminals are using more sophisticated techniques, including AI-generated phishing, and nation-state actors are increasingly active in cyber attacks. Against that background our assessment of the impact of trading disruption from a significant or prolonged system failure and / or data loss has increased.



# Risk Management

## Continued

### Risk management process

The Executive Team follows a clear, simple and robust process to identify the Group's most significant risks, incorporating both top-down and bottom-up assessments:

- Both the Managed and Tenanted businesses as well as the Support Centre functions prepare their material risks in registers which are reviewed on a half yearly basis by the Executive Team
- This also includes a review of the climate-related risks considered over short, medium and long-term horizons. The detail of our climate-related risks are disclosed in our TCFD reporting on pages 44 to 53
- We use a risk categorisation framework to analyse the risk registers
- The risks identified through this mechanism that are considered most significant, in terms of their materiality to the Group, are recorded in the Group risk register
- Emerging risks are discussed regularly by the Executive Team and escalated to the Audit and Risk Committee as required
- In addition, the Audit and Risk Committee conducts reviews on specific risk areas based on the judgement of the Committee, looking at: changes in risk likelihood; changes in the materiality of impact; any changes to the mitigation; and controls that are in place
- Every principal risk is assessed to see whether it could have a material strategic or commercial impact, either on its own or as part of a multiple risk scenario
- The Executive Team ensures principal risks are managed appropriately, monitored and reported internally and externally

- At each half year, the Executive Team considers and challenges whether risks are being managed to the tolerance approved by the Board, using principal risk reports to monitor how far material financial, operational and compliance controls and mitigations have been implemented, their effectiveness, and how close the current net risk rating is to our risk tolerance
- The outcomes of half yearly reviews considered by the Executive Team are reported to the Audit and Risk Committee and the Board, with particular focus on risks that are outside tolerance, and actions are agreed
- Principal risk reviews also support the Audit and Risk Committee and Board in monitoring and reviewing the effectiveness of the Group's internal control framework.

### Risk assessment

We rate risks by considering their potential financial and non-financial impacts and the likelihood that they will happen, using a consistent rating grid to compare and prioritise risks. The risk rating takes into account the controls and mitigations in place to reduce the likelihood and / or impact of the risk, its implementation status and effectiveness. Risk ratings are regularly reviewed to consider whether the external or internal context, strategy, business objectives or resources available to manage the risk have changed.

The suitability of the controls and mitigations are reviewed through robust reporting and monitoring which creates a feedback loop enabling a continuous improvement process to be in place regarding risk management. This includes reviewing ownership and accountability of risks and controls across the Executive Team and Senior Management.

### Assessment of emerging risks

As well as assessing ongoing risks, we continue to consider how the business could be affected by emerging risks. Our Executive Team and department heads horizon-scan to monitor any potential disruptions that could dramatically change our industry and / or our business, from both a risk and opportunity perspective, to understand the changing landscape and take appropriate actions. It is often possible to predict the potential impacts of emerging risks, but it is more challenging to predict their likelihood, timing and velocity.

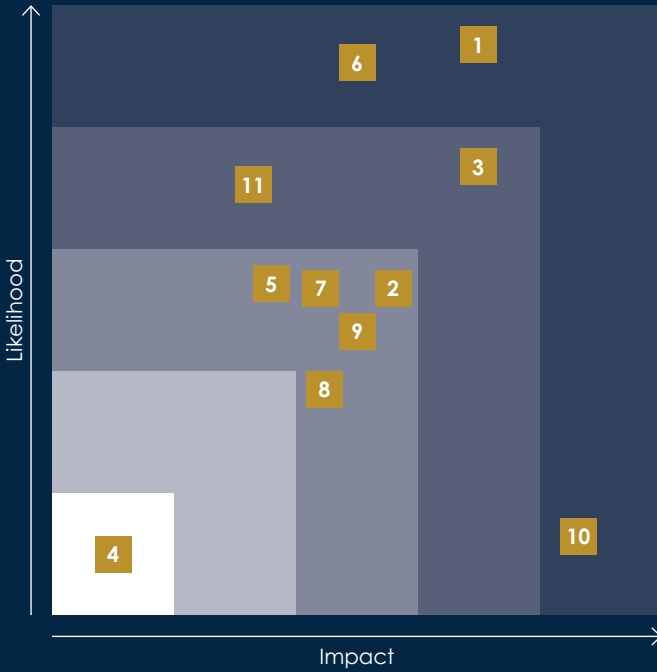
The emerging risks we consider most likely to impact the business include:

- Employment Rights Bill – the risk that the Employment Rights Bill will mean adaptations to the business's operations are required. We will be in a better position to assess this risk following further detail on the legislation becoming available
- Geo-political instability – the risk that increasing geo-political instability causes further inflationary pressures as well as changes in consumer confidence and tourism
- Artificial Intelligence – there are risks associated with the use of AI technology both by and against the business.

# Principal Risks and Uncertainties

The following heatmap sets out the impact and likelihood scores for our principal risks, and further details of these risks are set out in the table below.

The analysis is not intended to be a comprehensive list of all risks actively managed by the business. The key financial risks are detailed in Note 25 to the financial statements.



## Risks

- 1 Economic Environment
- 2 Consumer Demand Shifts
- 3 Information Technology / Cyber Security
- 4 Financing
- 5 Cost Inflation
- 6 Wage Cost Inflation
- 7 Supply Chain
- 8 Recruitment and Retention
- 9 Health and Safety
- 10 Business Interruption
- 11 Sustainability and Environment

## Principal risks

Risk Key: ↓ Decrease ↑ Increase ↔ No Change

### 1 Economic Environment Movement ↔


Owner	Description	Control and risk mitigation
Chief Executive	The economic environment, as impacted by domestic fiscal tightening and international trade uncertainty, could adversely affect demand in the hospitality sector.	We run a high quality, premium estate with sites located in geographical areas with customer groups who are typically at higher income levels. We continue to review the composition of our estate which has been actively managed in the last financial year with the disposal of Tenanted pubs to Admiral Taverns and the acquisition of Lovely Pubs. We closely monitor our cash flow and other economic indicators to ensure we maintain an appropriate level of liquidity.

### 2 Consumer Demand Shifts Movement ↔


Owner	Description	Control and risk mitigation
Marketing Director	The Group's ability to anticipate and react to consumer demand remains key to growing market share. Visit frequency in hospitality has reduced and customers' expectations of their experiences are high, including for premium drinks, an elevated food offer and skilled service. Trends towards healthier and environmentally sustainable options also remain relevant.	Management monitor and research consumer trends, gather consumer feedback through Net Promoter Score surveys, online and social media reviews, customer complaints, purchasing records and basket analysis. This allows us to be focused in providing the right offer to the right customer while analysing retail pricing and market share data to ensure we are competitive but still premium. Our use of digital tools enables us to maximise visit frequency and spend from existing customers, and to target new ones.

## Principal Risks and Uncertainties


Continued

3 Information Technology / Cyber Security			Movement 
Owner	Description	Control and risk mitigation	
Finance Director	The Group is increasingly reliant on its information systems to operate, and trading would be affected by any significant or prolonged failures and / or data loss. In addition, cybercriminals are using more sophisticated techniques, including AI-generated phishing, and nation-state actors are increasingly active in cyber attacks.	Our IT function has a range of facilities and controls in place to ensure that, in the event of an issue normal operation would be restored quickly. These include a formal IT Recovery Plan, online replication of systems and backup datacentres, and external support for hardware and software. We continue to introduce more preventive measures to reflect the increased risk. These include external reviews of our IT controls and a range of assessment and training for all team members who have access to our network.	

4 Financing			Movement 
Owner	Description	Control and risk mitigation	
Finance Director	Interest rates may still increase in the future, adversely impacting profit, and / or there could be a risk of breaching financial covenants. Should there be a downturn in market conditions which could affect liquidity we may be unable to find suitable financing when required.	<p>Our current financing facility runs until August 2028, and improved trading has increased headroom. We maintain good relationships with our current lenders. The predominately freehold nature of our business means we have the ability to offer more certainty than many in our sector when raising finance, and alternative financing approaches are available.</p> <p>We closely monitor our cash flow and control of investments to ensure we maintain appropriate levels of debt cover.</p>	

5 Cost Inflation			Movement 
Owner	Description	Control and risk mitigation	
Finance Director	Although there has been some softening of the rate of increase there remains a risk of rising input costs across all areas, including food, drink and utilities.	<p>We regularly monitor prices using relevant commodity databases, review forward-looking inflation, and all key contracts are competitively tendered. We frequently review our margin, and our retail prices compared with our competitors. This allows us to act quickly if there are significant changes in input costs.</p> <p>Our property management platform allows us to control property costs.</p> <p>Our preference is to have long-term agreements in place. We have a Long-Term Supply Agreement ("LTSA") in place with Asahi Europe &amp; International Ltd for the supply of beer, cider and other beverages to 2029, which caps the increase to below CPI.</p> <p>The majority of our energy use is covered by fixed-term prices. For the current financial year, we have hedged the majority of our gas and electricity.</p>	

Risk Key:  Decrease  Increase  No Change

## 6 Wage Cost Inflation

Movement 

Owner	Description	Control and risk mitigation
People & Talent Director	On top of the significant increases in Employers' National Insurance, staff costs are expected to be impacted by further changes to the National Living Wage, a tightening of labour supply, and the demand for higher wages due to cost of living increases and inflation.	Continuous improvements to our operational efficiency will help to mitigate the increasing cost of our workforce. This includes investing in new systems and processes, and in the training and development of our leaders.

## 7 Supply Chain

Movement 

Owner	Description	Control and risk mitigation
Retail Director	<p>There is a risk that failure in our food and drink supply chain may damage customer satisfaction and could impact the profitability of the Group. Any large-scale issue with out-of-stock items could have an impact on trade in our businesses.</p> <p>We have also identified a potential long-term risk to our supply chain as a result of climate change.</p>	<p>The LTSA in place with Asahi Europe &amp; International Ltd for the supply of beer, cider and other beverages ensures that products will meet certain brand performance metrics, and the supply service is subject to key performance indicators ("KPIs").</p> <p>All other key suppliers are subject to service and quality KPIs which are monitored on a monthly basis. Our preference is for long-term agreements which enable strong relationships, and we work with smaller suppliers to ensure that they grow healthy sustainable businesses outside of their agreement with Fuller's.</p> <p>We have a reputation of honesty, trust and fairness, and our long-term collaborative approach has meant our suppliers continue to fulfil our needs. These relationships, coupled with our ability to replace and adapt our customer offering, help us to mitigate supply chain challenges. We seek to understand more about products at risk as a result of climate change and look to identify ways to mitigate this risk over time.</p>

## 8 Recruitment and Retention

Movement 

Owner	Description	Control and risk mitigation
People & Talent Director	<p>The recruitment and retention of high calibre team members is fundamental to our ability to deliver a distinctive and premium experience for our customers, and to support our growth agenda.</p> <p>Rising costs of employment could impact our ability to invest in our people experience in line with our ambitions.</p>	<p>Due to our extensive listening work, we know that our team members stay with us because of the supportive and inclusive culture of the business and because of the career paths we offer, supported by training at all levels.</p> <p>We continue to invest heavily in training and development, including apprenticeships, and a bespoke leadership programme. We benchmark pay for our pubs teams quarterly, and annually for our Support Office colleagues, to ensure it remains competitive.</p> <p>We also regularly review our benefits, taking feedback from our listening channels. We have succession plans in place for key roles and have a strong track record of growing our own.</p>

# Principal Risks and Uncertainties

Continued

Risk Key:  Decrease  Increase  No Change

## 9 Health and Safety Movement

Owner	Description	Control and risk mitigation
Retail Director	A failure by Fuller's to adhere to the highest health and safety standards resulting in harm to an employee, customer, or other individual at one of our sites could adversely affect our reputation and goes against our purpose.	We have a comprehensive training programme in place for our employees covering all aspects of health and safety. All Managed sites complete a risk assessment and are required to undertake detailed weekly and monthly compliance checks which are then subject to review by our in-house health and safety team. The allergen procedures we have implemented to manage the risks are continuously reviewed to ensure controls remain appropriate. We continue to utilise the services of expert third party health and safety consultants to undertake annual audits covering food, fire and general health and safety risks on all our sites and to perform detailed investigations in instances where an incident does occur. In addition our Estates team executes and monitors a detailed planned maintenance programme for each of our Managed and Tenanted sites to look after the fabric of our estate.

## 10 Business Interruption Movement

Owner	Description	Control and risk mitigation
Chief Executive	<p>A major external event such as a pandemic, natural disaster or utility failure, for example, could lead to significant interruption to trade. This could be as a direct consequence of the event or due to a government strategy in response that negatively impacts the business.</p> <p>In the prior year this risk was described as Future Pandemic but we now consider broader business interruption risks to be as relevant.</p>	Business continuity plans are in place across the sites and in our Support Office, where disruption could also be mitigated by employees' ability to work remotely. We closely monitor our cash flow to ensure we keep an appropriate level of liquidity, and maintain flexibility in our customer offering and operational procedures.

## 11 Sustainability and Environment Movement

Owner	Description	Control and risk mitigation
Chief Executive	Through our Climate Risk disclosure we have identified that climate change could have a material impact on our supply chain under certain climate scenarios. Uncertainties over how these risks will evolve may impact product availability which could lead to reduced revenues and profit. This could also impact trust and reputation among customers, investors and other stakeholders.	<p>The Group has committed to the Net Zero Carbon Roadmap to be Net Zero by 2030 for Scope 1 and 2 and 2040 for Scope 3. We have underpinned this commitment in setting carbon reduction targets out to 2030 in line with the Science Based Targets initiative's 1.5 degree scenario. We are already working on energy usage and supplier engagement to mitigate carbon emissions.</p> <p>Our TCFD reporting helps us to identify and assess key risks and opportunities and the impacts of climate change to our business. As part of our scenario analysis, we have assessed the impact on our direct business and our supply chain and set out a plan to mitigate these risks over time.</p> <p>We have implemented our <i>Life is too good to waste</i> programme which is across our people, communities and planet.</p> <p>Our Sustainability Director has identified a programme of changes and initiatives in our pubs, hotels, Support Centre and supplier base to help us grow in a sustainable way.</p>

# Streamlined Energy and Carbon Reporting (“SECR”) Report

## Streamlined Energy and Carbon Reporting (SECR)

The table below summarises the emissions intensity ratio relative to turnover in recent years for comparison:

	FY2022	FY2023	FY2024	FY2025
Gross Scope 1, 2 & 3 emissions tCO <sub>2</sub> e	15,510.3	14,597.1	14,594.2	14,799.3
Net Scope 1, 2 & 3 emissions tCO <sub>2</sub> e*	11,910.6	8,260.5	8,147.3	7,918.2
Turnover £m	253.8	336.6	359.1	376.3
<b>Gross Intensity Ratio: tCO<sub>2</sub>e / turnover £m</b>	<b>61.1</b>	<b>43.4</b>	<b>40.6</b>	<b>39.3</b>
<b>Net Intensity Ratio: tCO<sub>2</sub>e / turnover £m*</b>	<b>46.9</b>	<b>24.5</b>	<b>22.7</b>	<b>21.0</b>

Calculations have been made in line with HM Government Environmental Reporting Guidelines and the Greenhouse Gas (“GHG”) Protocol methodology.

\* Fuller’s purchases renewable electricity in the majority of buildings and therefore associated emissions can be deducted from the gross total to give net emissions, also known as Market Based emissions.

## Observations

The largest single element of consumption at Fuller’s is from electricity – with gas, heating oil and liquefied petroleum gas accountable for a smaller percentage. When compared to electricity, gas and other fossil fuels have higher emissions – but come with a significantly lower cost. Emissions from gas and oil have reduced both overall and proportionally when compared to other emissions which reflects Fuller’s efforts to move away from gas consuming kitchen and heating equipment.

Net Scope 1 emissions continue to reduce when compared to previous years despite an increase in fugitive refrigerant emissions and the addition of Lovely Pubs. Scope 3 emissions from employee owned vehicles has reduced slightly from the previous reporting period – reflecting a transition towards use of public transport and electric vehicles.

There is a slight decline in the gross intensity metric of 3.2% compared to last year, while a reduction of 7.5% is seen in the net intensity metric. This is due to a combination of slightly increased turnover and the reduction in Scope 1 and Scope 3 emissions reported, in addition to a higher proportion of renewable electricity procured. When compared to the 2020 baseline year gross and net intensity, metrics have reduced by 25.4% and 60.2% respectively indicating good progress on Fuller’s Net Zero pathway.

## Reporting of Scope 3 greenhouse gas (“GHG”) emissions

As part of Fuller’s commitment to Net Zero and our Science Based Targets initiative-approved near-term targets, we are continuing to report our Scope 3 GHG emissions on an annual basis.

Fuller’s full Scope 3 emissions, which have been calculated in accordance with the GHG Protocol, are detailed below for FY2025 and FY2024, as well as for FY2020 – which serves as the base year for its near-term targets and Net Zero commitment.

This year’s total Scope 3 emissions are about 4% higher than our emissions last year. This is a result of multiple factors, including both instances of improved data and increases in expenditure on and procurement of certain services and goods, such as construction and non-food consumable goods.

	Base Year FY2020	Previous Year FY2024	Most Recent Year FY2025
<b>Scope 3 GHG emissions tCO<sub>2</sub>e*</b>	66,610**	59,371**	<b>61,854</b>

\* These metrics have not undergone external verification or assurance.

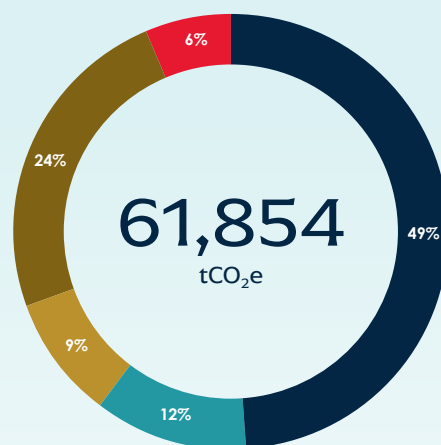
\*\* Fuller’s base year and previous year figures have been updated from 71,631 tCO<sub>2</sub>e and 70,159 tCO<sub>2</sub>e respectively, following a recent base year recalculation process. Base year recalculation is a Greenhouse Gas Protocol requirement designed to enable meaningful comparisons of emissions inventories over time. Fuller’s has this year been required to recalculate its base year and previous year emissions for two main reasons:

1. Methodological changes, including the introduction of separate Forest, Land, and Agriculture (FLAG) emissions inventories.
2. Structural changes, including the removal of emissions from previous inventories that were associated with sites that are no longer part of Fuller’s portfolio.

These updates to our base year and previous year emissions are thereby a reflection of our business changing and emissions data and methodologies improving and have been conducted to ensure comparisons are fair and indicative of real changes in emissions over time.

## Total Scope 3 tCO<sub>2</sub>e FY2025

Below is a breakdown of Fuller’s Scope 3 GHG emissions showing the key areas of emissions in FY2025.



● Food and drink <sup>1</sup>	30,330
● Managed sites <sup>2</sup>	7,041
● Tenanted sites <sup>3</sup>	5,663
● Capital goods and services <sup>4</sup>	14,960
● Other <sup>4</sup>	3,860

- 1 Includes emissions from procured food and drink, including from transportation.
- 2 Includes emissions from stationary gas, electricity and company vehicle use not included in Scope 1 and Scope 2 at our managed properties, as well as from water use, on-site waste disposal, and employee commuting.
- 3 Includes emissions from stationary gas and electricity use from our Tenanted properties and non-branded leased out properties.
- 4 Includes emissions from the disposal of sold products by customers off-site, business travel, and the procurement and transport of non-food and drink consumable products.

## Task Force on Climate-Related Financial Disclosures (“TCFD”)

### Introduction

This report marks the fourth year in which we have disclosed in line with the TCFD framework, and we are pleased to report on continued progress and evolution in how we approach this topic in the business.

As in previous years, we have reviewed and reconfirmed our assessment of our climate-related risks and opportunities, but done so through a new approach to TCFD governance that we outline in this report. We have also begun to develop in earnest our transition plan, which we look forward to providing an update on in 2026. Finally, we are pleased to be able to report our progress against the new targets that we set ourselves last year.

TCFD disclosures, and managing our climate-related risks, remain an important area of development for the business. Our updates this year continue to refine how we approach TCFD, and our broader sustainability strategy, to ensure it is integrated into how we work.

The table below sets out where in this report you can find our TCFD disclosures for each of the framework's recommendations.

TCFD disclosure recommendations	FY2025 compliance	Page reference for disclosure
<b>Governance</b>		
Pages 45 to 46		
a. Describe the Board's oversight of climate-related risks and opportunities.	✓	
b. Describe management's role in assessing and managing climate-related risks and opportunities.	✓	
<b>Strategy</b>		
Pages 45 to 46		
a. Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term.	✓	
b. Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.	✓	
c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	✓	
<b>Risk Management</b>		
Pages 47 to 59		
a. Describe the organisation's processes for identifying and assessing climate-related risks.	✓	
b. Describe the organisation's processes for managing climate-related risks.	✓	
c. Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.	✓	
<b>Metrics and Targets</b>		
Pages 49 to 53		
a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	✓	
b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (“GHG”) emissions and the related risks.	✓	
c. Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	✓	

## Governance

We have evolved our approach to the governance of sustainability and climate-related matters this year as we look to integrate the oversight and delivery of our TCFD work, climate transition plan and *Life is too good to waste* strategy. We believe that this new structure, while maintaining a top-down and bottom-up approach to managing risks, will encourage collaboration and enhance accountability across the business.

### The Board

The role of the Board remains unchanged in our new approach to TCFD governance. The Board has overall responsibility and accountability for the management of all of our risks and opportunities, including our climate-related risks. In guiding the business's strategy, the Board considers our material climate-related issues when reviewing projects and objectives, such as investment in the redevelopment of our sites or potential acquisitions, with a view to supporting the business's performance in the short and long term. Advice and updates from senior leaders in the business support the Board's oversight.

The Audit and Risk Committee continues to support the Board in its execution of this responsibility through its oversight of our integrated risk management assurance model and TCFD programme of work. At appropriate junctures during the year, the Committee receives briefings on our ongoing TCFD work with input and advice from senior leaders, such as our Sustainability Director and Property Director, to guide their consideration of matters.

### Executive Team

Per the business's overall approach to risk management governance, the Executive Team is responsible for operating the process and acts as the link between our day-to-day management of climate-related matters and the Board's strategic oversight of them.

The Chief Executive holds overall responsibility for sustainability matters and oversees the delivery of our *Life is too good to waste* strategy. The Finance Director remains the designated Board member overseeing our TCFD work programme.

However, this year we have redesigned our governance structure to draw together our Environment Committee and TCFD Working Group into a new Steering Committee for the 'Our Planet' pillar of *Life is too good to waste*.

The Our Planet Steering Committee oversees all environmental sustainability and climate work in the business, including TCFD and the development of our climate transition plan. We believe that this new approach will better integrate our ongoing programmes of work and provide effective oversight. The committee is chaired by the Retail Director, who is a member of the Executive Team and the Board, and made up of senior leaders from across the business. Throughout the year, the committee receives regular updates on the TCFD work programme from the Sustainability Director. Updates are also provided on a quarterly basis to the Audit and Risk Committee as appropriate.

This new approach to the governance of sustainability and climate-related matters represents the culmination of several years of work in this area. We believe it will offer rigorous oversight for the management of our risks, the development of our climate transition plan, and the delivery of our targets. It is through this new structure that we ensure climate-related matters are considered as part of the business's strategic and financial planning. This complements and informs the Board's strategic oversight.



### Strategy in Action

## Sustainable sourcing: ASAHI ELECTRIC DRAY

We work closely with our suppliers and ensure their sustainability practices align with our own. One of our key drink suppliers, Asahi, recently unveiled its first electric dray – with the inaugural journey being a delivery of fresh casks of London Pride to The Churchill Arms in Kensington.

The electric dray will replace some diesel powered deliveries – removing over 25,000 road miles per year. In its first year, this vehicle will reduce carbon emissions by approximately 30 tonnes of CO<sub>2</sub>.

Fuller's is proud to work with suppliers, such as Asahi, who prioritise sustainability and support us on our journey to Net Zero.



**Senior management and internal stakeholders**

The Our Planet Steering Committee now represents the key forum through which we manage the business's climate-related risks and opportunities. Current members are the Retail Director (Chair), Property Director, Food & Drink Director, Head of Group Tax and Risk, Tenanted Director, Sustainability Director, and Assistant Company Secretary.

To support the committee and further embed management of risks into the business, a new Our Planet Working Group has also been formed. This Working Group is responsible for the operational delivery of our sustainability strategy, with members drawn from teams across the business.

Outside of these forums, our Sustainability Director is responsible for leading our day-to-day work on sustainability and TCFD. The Sustainability Director supports the Steering Committee and Working Group in delivering on our commitments, and acts as a key link between the Board, Executive Team and senior management team by providing regular updates and advice.

The business's performance against our sustainability targets and objectives is described on pages 50-53 and continues to form part of the remuneration criteria for our Executive Team.

**Strategy**

**Our approach to strategy disclosures**

Continuing the trend of our TCFD disclosures over the last few years, we are pleased to report that we have again advanced our approach to TCFD. This year, we have begun the process of developing a comprehensive climate transition plan for the business. This vital piece of work brings together our TCFD work programme and broader sustainability agenda. It represents a strategic focus for us and we look forward to providing an update on this work in due course.

We have also completed our annual review and confirmation of the business's key climate-related risks and opportunities through the new Our Planet Steering Committee. These remain unchanged from our disclosure last year and are set out from page 47. We define these key climate-related risks as those that we consider potentially material to Fuller's, its investors, and its other stakeholders. Further information on how we identify, assess, and manage our climate-related risks is provided in the Risk Management section of this disclosure.

We continue to recognise the importance of taking an approach to climate-related risks that allows the business to identify potential risks early, actively monitor them, and implement mitigation strategies. We believe that our current approach provides this for the business and positions us well to take advantage of the opportunities that will be presented by a transition to a low-carbon economy.

**Scenario analysis**

With a focus on developing a climate transition plan for the business, we have not renewed our scenario analysis this year. Our previous TCFD reports contain updates on our work in this area to date. As this year represents three years since we first conducted qualitative and quantitative scenario analysis, we intend to revisit and renew the analysis next year. We believe that this is an appropriate timeline for ensuring the analysis remains up to date and relevant to our business.

**Our identified climate-related risks, opportunities and consideration of our resilience**

In the table starting on page 47, we set out our key climate-related risks. We categorise each one as either a physical or transition risk and set out the timeframes in which we see them potentially materialising as impacts on our business. These timeframes have been defined based both on the nature of climate-related risks, which generally require organisations to take a long-term view beyond traditional business planning cycles, and how we view the life of our physical assets and business models.

The periods are therefore defined as: short (1-5 years); medium (5-15 years); and long (>15 years).

The risks listed in the table represent those that we have identified as key for the business across these time horizons. For each risk, we have set out how we view them and their potential impact on Fuller's, as well as detailing the mitigation activities identified as strategies to control and mitigate the potential impact. Where relevant, we have indicated whether these mitigation strategies have already been implemented, are planned in the near future, or are currently being considered as part of the business's strategic and financial planning. As appropriate for these risks and the dynamic picture that climate change presents, we continually review our mitigation strategies to ensure that the business's approach remains resilient to the potential impacts of climate change.

In light of the approach to climate-related risks and information set out above, each year, we consider the business's overall resilience to climate change. We base this judgement on a consideration of the risks that we have identified as key to the business; the mitigations we have in place; and the insights gathered from our TCFD work programme and scenario analysis. This year, it remains the business's view that climate-related risks do not represent a material concern to the business in the short term, and that there are currently no material concerns pertaining to the resilience of the business or our strategies.



## Risks

Risk	How do we define this risk and see it impacting our business?	Mitigation activities
<p><b>Introduction of a carbon tax</b></p> <p><b>Transition:</b> Policy</p> <p><b>Timeframe:</b> Medium</p>	<p>The introduction by the UK Government of mandatory carbon pricing.</p> <p>This risk could lead to a direct cost to the business based on our direct Scope 1 and Scope 2 operational emissions.</p>	<ul style="list-style-type: none"> <li>• Our science-based targets were approved by the SBTi last year. However, with the arrival of the SBTi's Forest, Land and Agriculture ("FLAG") guidance, we are currently in the process of aligning with this standard and renewing our targets to reflect this. Our Net Zero targets remain the same.</li> <li>• We continue to implement our decarbonisation plans to deliver these targets and have begun to develop the business's first climate transition plan to set out in detail how we will achieve them.</li> <li>• Recent decarbonisation actions include moving to 100% renewable electricity supply for our Managed estate; continued electrification of sites where possible; and transitioning the company car fleet to electric vehicles.</li> </ul>
<p><b>Legislative changes to support climate change initiatives</b></p> <p><b>Transition:</b> Policy</p> <p><b>Timeframe:</b> Medium</p>	<p>The introduction by the UK Government of mandatory policies to support the transition to Net Zero in 2050 (e.g. more stringent legal requirements for minimum energy performance standards in commercial properties).</p> <p>This could result in increased costs as the business adapts to comply with any new legislation (e.g. the need to invest in our properties to raise Energy Performance Certificate ("EPC") ratings). This could also lead to an increased risk of costs associated with non-compliance.</p>	<ul style="list-style-type: none"> <li>• The continued implementation of our climate and broader sustainability strategy, which will lower our overall impact as a business, should position the business well to respond to potential legislative changes.</li> <li>• Our Sustainability Director continues to work with external consultants and industry bodies to monitor legislation that may impact our business and regularly meets with the Executive Team and the Board, to keep them informed of any relevant developments and how the business may need to respond.</li> <li>• Regarding proposed legislation on increased Minimum Energy Efficiency standards, we are aware of our Tenanted estate's current performance and the changes that would be required.</li> <li>• We continue to work with our suppliers, following the recent introduction of extended producer responsibility ("EPR") legislation for packaging, to select formats which lower the environmental impact of our products.</li> </ul>
<p><b>Energy price volatility</b></p> <p><b>Transition:</b> Market</p> <p><b>Timeframe:</b> Medium</p>	<p>The fluctuation of energy prices as economic conditions, supply availability and changing weather patterns affect the energy market.</p> <p>This could result in increased operating costs for properties in our Managed estate. In our Tenanted estate, under extreme energy price rises, this could result in a loss of income if Tenants were unable to meet the obligations of their leases.</p>	<ul style="list-style-type: none"> <li>• We continue to purchase Renewable Energy Guarantees of Origin ("REGOs") covering 100% of our electricity consumption.</li> <li>• We continue, as part of regular maintenance, to implement an energy efficiency strategy across our Managed estate to reduce on-site consumption.</li> <li>• We continue to engage with our Tenanted estate to help them effectively manage their energy use and costs.</li> </ul>
<p><b>Increased supply chain disruption</b></p> <p><b>Physical / Transition:</b> Chronic / Market</p> <p><b>Timeframe:</b> Medium / Long</p>	<p>Disruption in global supply chains arising as a second-order effect of either physical or transition risks.</p> <p>This risk could lead to increased procurement costs and, in some cases, the reduced availability of products for our sites. This could, in turn, have an impact on customer demand.</p>	<ul style="list-style-type: none"> <li>• We pursue, where appropriate, a diversified supplier base, which we believe will allow the business to adapt to potential disruption more effectively.</li> <li>• This year, we have engaged with our key suppliers on sustainability issues, including climate risk, to understand what actions they are taking to address their own impacts and risks. See the Metrics and Targets section of this disclosure for more detail.</li> <li>• We have introduced a requirement in all major procurement tenders for suppliers to share with us an overview of their approach to climate risk and action, and undertake annual data sharing with us.</li> <li>• More broadly, our flexible food and drink offering prevents over-reliance on any single product / category of product. We continue to prioritise the use of local and seasonal produce where possible.</li> </ul>

**Risks continued**

Risk	How do we define this risk and see it impacting our business?	Mitigation activities
<p><b>Flooding</b></p> <p><b>Physical:</b> Acute / Chronic</p> <p><b>Timeframe:</b> Short</p>	<p>Increased inland and coastal flooding due to more frequent and severe precipitation and rising sea levels.</p> <p>This risk would primarily affect properties in the estate that are in flooding-prone areas and result in costs for the business associated with repairs and business interruption, where these are not covered by insurance. In the longer term, the business could also see increases in insurance premiums and reduced asset values for sites that are highly impacted by flood risk.</p> <p>This risk could also manifest in any proposed site acquisitions and this is therefore something that we take into account when considering such strategic projects.</p>	<ul style="list-style-type: none"> <li>• We are aware of the risk exposure of our estate at a property level, for both inland and coastal flooding, and maintain suitable insurance provisions. These provisions are reviewed annually.</li> <li>• Where properties are particularly exposed to this risk, we engage with local partners, such as the Environment Agency, to implement mitigation measures, including flood defences or dredging. The business has also invested in these sites to improve their resilience, for example, through the installation of on-site flood defences.</li> <li>• We are actively evaluating our exposure for certain at-risk properties in the medium to long term and exploring how this can be mitigated appropriately.</li> </ul>
<p><b>Water stress and drought</b></p> <p><b>Physical:</b> Acute / Chronic</p> <p><b>Timeframe:</b> Medium</p>	<p>Drought events and / or prolonged periods of abnormally dry weather leading to water scarcity.</p> <p>This risk could lead to increased operating costs for properties in our Managed estate as the cost of water supply increases. In some cases, business interruptions costs may also arise where localised droughts severely impact water availability on sites. This risk could also lead to disruption in our supply chain. For example, it could disrupt the supply of key beverages, such as beer.</p>	<ul style="list-style-type: none"> <li>• We manage our properties' water use by proactively identifying and repairing leaks in partnership with our water consultants.</li> <li>• We have, and continue to, invest in the estate to improve water use efficiency through the installation of low flow taps, showers and toilets. We work with our landscaping contractors to minimise use of water through the installation of drip watering for hanging baskets and planters.</li> </ul>
<p><b>Heat stress</b></p> <p><b>Physical:</b> Chronic</p> <p><b>Timeframe:</b> Medium</p>	<p>Prolonged periods of abnormally hot weather affecting the operation of Fuller's sites.</p> <p>This could affect our business through (temporary) changes in customer demand during sustained periods of hot weather and the need for increased capital investment to manage the impact of hotter weather on our properties.</p>	<ul style="list-style-type: none"> <li>• We continue to invest in our estate and, where appropriate, we are looking into glazing and shading opportunities as part of our site investment and development work.</li> <li>• We have also been installing air conditioning units in affected sites to mitigate the impact of heat on both our customers and our people.</li> <li>• Our kitchen electrification programme has also delivered benefits with respect to mitigating this risk by lowering the average temperature in retrofitted kitchens.</li> </ul>
<p><b>Storm damage</b></p> <p><b>Physical:</b> Acute</p> <p><b>Timeframe:</b> Medium</p>	<p>Site damage or interruption of service caused by extreme weather such as high winds, heavy rain or snowstorms.</p> <p>This risk could lead to increased costs associated with repair or business interruption, where these are not covered by insurance. Further, extreme weather may also lead to a fall in customer demand if visiting sites becomes undesirable or unsafe.</p>	<ul style="list-style-type: none"> <li>• Through our insurance provisions, we are aware of the risk exposure of our property estate to storm damage.</li> <li>• We carry out annual property and maintenance reviews to ensure that our estate is in a good condition and that appropriate action has been taken where necessary to mitigate any property-specific storm risks.</li> </ul>

## Opportunities

Opportunity	How do we define this opportunity and see it impacting our business?
<p><b>Changing consumer expectations and demand</b></p> <p><b>Category:</b> Market / Reputation</p> <p><b>Timeframe:</b> Medium</p>	<p>The demand from consumers for 'greener' menu options is a potential trend that we remain well-positioned to respond to given our flexible menu offering and our continued implementation of our <i>Life is too good to waste</i> strategy.</p> <p>For example, we are currently exploring how we can reduce the emissions of our menu by introducing alternative and innovative production methods into our supply chain, such as regenerative and vertical farming. The successful launch of regenerative beef on some of our menus, in partnership with Grassroots Farming, is an example of how we are already piloting this in our business.</p> <p>This type of initiative could generate market and reputational advantages in responding to changing customer expectations and meeting new demands.</p>
<p><b>Site investment – reduced costs, increased efficiency</b></p> <p><b>Category:</b> Operations</p> <p><b>Timeframe:</b> Medium</p>	<p>Investment in our sites to meet our climate targets and respond to potential legislative requirements could realise reductions in our operating costs in the medium to long term.</p> <p>We continue to explore, where appropriate, a shift to renewable energy on- and off-site; electrification of kitchen equipment and hot water heating; and adopting energy efficiency measures in our sites. These investments mitigate multiple climate-related risks for Fuller's and help to future-proof our business for a more uncertain world.</p>

## Risk Management

We view the effective management of our risks as key to ensuring that we achieve our strategic objectives in the long term, while continuing to deliver the high standard that our customers, our people and our shareholders expect.

Our approach to the identification, assessment and management of our climate-related risks and opportunities remains unchanged this year. We continue to use a framework for assessing climate-related risks that aligns with our approach to assessing our other corporate risks, but has been adapted to reflect the complex nature of climate-related risks. We consider climate-related risks as a subset of our wider corporate risks to ensure that they are appropriately integrated into our corporate risk assessment framework.

The Our Planet Steering Committee, with support from external advisors, oversees the annual review and assessment of our identified climate-related risks. These are identified and assessed with input from departments across the business and evaluated on the basis of their potential impact, likelihood and timeframes. This year's review scrutinised the findings of last year's work to identify whether the business still considered them a fair and representative view. The results were shared with the Executive Team and the Audit and Risk Committee for further input and appraisal. We found that last year's disclosure remains an accurate reflection of our view of the business's relevant climate-related risks and hence, the risks in this year's disclosure remain unchanged.

We also consider these individual climate-related risks as part of our broader assessment of the sustainability- and climate change-related risk to the business. This assessment is captured by the inclusion of a sustainability and climate change risk in our corporate risk register (see page 42). It reflects our view of the overall risk associated with the climate-related risks identified in this disclosure and other sustainability-related risks. The Chief Executive holds responsibility for this overall risk, with responsibility for individual climate-related risks and opportunities assigned to the Our Planet Steering Committee, Sustainability Director, and Executive Team. In line with our top-down and bottom-up governance structures, we believe that this approach ensures that we have comprehensive oversight of the risks from the Board through to our departments.

## Metrics and Targets

Last year represented a significant development in our approach to Metrics and Targets with the business setting five new targets to advance our sustainability agenda and the management of our climate-related risks and opportunities. We are therefore pleased to provide updates on our progress against these targets in the table starting on page 50.

We continue to track our performance against several other internal metrics as set out in our *Life is too good to waste* strategy. This includes packaging volumes; waste processing and destination; and electricity, gas, oil and water consumption.

In relation to our Net Zero target, and as previously mentioned, we have also focused on developing our first climate transition plan this year. We believe that this strategic piece of work will be invaluable in guiding the business's approach to sustainability and climate-related matters moving forwards and we have been engaging with colleagues across the business in its development. We look forward to providing a more detailed update on this piece of work in FY2026.

Target	Metric	Relevant climate-related risk / opportunity	Current and historical performance	Delivery updates and plans
<p>By the end of FY2025, 90% of our Chefs and General Managers will have completed our sustainability training suite and 100% of inductions for new employees will feature sustainability training.</p> <p>To deliver this, we are committing that by the end of FY2025 our bespoke sustainability training suite will have been fully developed and made available to all of our colleagues.</p> <p><b>Target type:</b> Absolute</p>	<p>% of Fuller's Chefs and General Managers who have completed sustainability training</p> <p>% of inductions completed with sustainability training as a compulsory module</p> <p><b>Base year:</b> FY2024</p>	<p>Applicable across all of our key climate-related risks and opportunities</p>	<ul style="list-style-type: none"> <li>Target achieved: We have developed a climate awareness training module on our Attensi Training platform with Cambridge University-backed provider Stickerbook. This training was made available to all of our team members in March 2025.</li> </ul>	<ul style="list-style-type: none"> <li>At our annual conference Mike Barry (former Director of Sustainability at M&amp;S) gave a keynote speech on the impacts of climate change and the actions that our Operations team could take to help reduce these issues. We also incentivised our General Managers to engage their wider team to take the online climate awareness training module.</li> <li>As part of the roll-out of the training, we are looking to integrate it into all new employee inductions in the business to embed sustainability as an everyday business concern and practice.</li> <li>We are also planning to ensure that we engage with the key leaders on our sites and in our kitchens – our General Managers and Chefs – to ensure that they have undertaken this training.</li> </ul>
<p>100% of Board members and the senior management team will have undergone sustainability training by the end of FY2025.</p> <p><b>Target type:</b> Absolute</p>	<p>% of Board members and senior management team who have undergone sustainability training</p> <p><b>Base year:</b> FY2024</p>	<p>Applicable across all of our key climate-related risks and opportunities</p>	<ul style="list-style-type: none"> <li>Target achieved: The Board and the Executive Team have received training on sustainability with input from the Zero Carbon Forum ("ZCF"), of which we are members.</li> <li>All of our senior managers and Support Centre teams undertook our online climate awareness training.</li> </ul>	<ul style="list-style-type: none"> <li>Sustainability and climate change training will continue to be provided to the Board and senior managers, as appropriate, alongside regular updates from the Sustainability Director and Our Planet Steering Committee.</li> </ul>
<p>We will engage with the suppliers representing 95% of our food and drinks spend on their sustainability strategies and climate risk mitigation plans by the end of FY2025.</p> <p><b>Target type:</b> Absolute</p>	<p>% of Fuller's supplier spend covered by engagement with suppliers on their sustainability and climate risk strategies</p> <p><b>Base year:</b> FY2024</p>	<p><b>Risk:</b> Increased supply chain disruption</p>	<ul style="list-style-type: none"> <li>Target achieved: Our Buying Team and Sustainability Director have engaged with our top 10 suppliers, by spend, to understand their approach to climate risk and action.</li> </ul>	<ul style="list-style-type: none"> <li>Having begun to formalise our engagement with suppliers this year on sustainability and climate risk, we will continue to have these discussions with them on a regular basis to monitor and support their progress.</li> <li>As part of all major tenders, there is now a requirement for suppliers to provide an overview of their approach to climate risk and action. They will also be required to provide climate data on an annual basis to demonstrate progress.</li> <li>We see strong partnerships and collaboration with our suppliers as a key avenue to reinforcing the security of our supply, mitigating our climate-related risks, and ensuring we offer customers the quality that they expect.</li> </ul>

Target	Metric	Relevant climate-related risk / opportunity	Current and historical performance	Delivery updates and plans
In alignment with the Courtauld Commitment (now known as WRAP's Food and Drink Pact), we are committed to reducing the food waste footprint of our operations by 50% by 2030 from a FY2025 base year. <b>Target type:</b> Absolute	% reduction in operational food waste footprint <b>Base year:</b> FY2025	<b>Risk:</b> Legislative changes to support climate change initiatives <b>Opportunity:</b> Changing consumer expectations and demand Site investment – reduced costs, increased efficiency	<ul style="list-style-type: none"> <li>Target delivery ongoing.</li> </ul>	<ul style="list-style-type: none"> <li>WRAP's Food and Drink Pact is a voluntary agreement in the UK food sector to deliver farm-to-fork reductions in food waste, GHG emissions and water stress.</li> <li>We are now in the process of measuring food waste across our operations.</li> <li>Following the introduction of the 'Simpler Recycling' legislation, all of our sites now have facilities to recycle food waste.</li> <li>We have separately begun trials on redistributing food waste via the Olio app at five locations.</li> <li>We have also launched training, on our training platform Attensi, to help our chefs reduce food waste.</li> </ul>
We will electrify 20% of Fuller's Managed estate kitchens by the end of FY2025. <b>Target type:</b> Absolute	% of Managed estates kitchens that have been electrified <sup>1</sup>	<b>Risk:</b> Introduction of a carbon tax Energy price volatility Legislative changes to support climate change initiatives <b>Opportunity:</b> Site investment – reduced costs, increased efficiency	<ul style="list-style-type: none"> <li>Target partially achieved: At the end of the financial year, 32 kitchens had been retrofitted with key kitchen equipment switched from gas to electric, This represents 17% of the Managed estate.</li> </ul>	<ul style="list-style-type: none"> <li>We continually invest in our sites to improve the experience for our customers and colleagues.</li> <li>During the year, we refurbished The Head of the River to be our first fully electric hotel.</li> <li>Looking ahead, we have plans to continue this investment in further sites to reduce the impact of our estate and support the business in achieving its targets.</li> </ul>
Net Zero across our operational emissions by 2030, and across our supply chain by 2040. <b>Target type:</b> Absolute	Scope 1, 2 and 3 GHG emissions	<b>Risk:</b> Introduction of a carbon tax <b>Opportunity:</b> Site investment – reduced costs, increased efficiency Changing consumer expectations and demand	<ul style="list-style-type: none"> <li>Delivered a 2.8% reduction in net operational carbon emissions in FY2025 (Scope 1 and 2).</li> <li>Please refer to the pie chart on page 43 for our Scope 3 emissions.</li> </ul>	<ul style="list-style-type: none"> <li>Across our GHG emissions reduction targets, the development of our first climate transition plan represents a core focus for the business and it will map out in detail how we achieve our targets in the short and long term.</li> <li>We are currently refreshing our SBTi targets to reflect the introduction of the FLAG guidance, and will look to provide an update on this in the next year.</li> <li>We continue to invest in energy efficiency measures on our sites and provide training to our teams to support them to reduce their site's energy use.</li> <li>We also continue to invest in the electrification of our kitchens, where local power supplies are sufficient, or can be upgraded to support this.</li> <li>Finally, with a first year of engagement completed, continuing to work with our suppliers representing 95% of our food and drink spend represents a key element of our Net Zero plans and our work to improve the accuracy of our Scope 3 emissions reporting.</li> </ul>

<sup>1</sup> The wording of this metric has been amended for accuracy. This metric relates to our ongoing programme of work to electrify our kitchens and equipment in the Managed estate. Where possible, we seek to fully electrify our kitchens and equipment but this is dependent on a site's supply and various other factors.

Target	Metric	Relevant climate-related risk / opportunity	Current and historical performance	Delivery updates and plans
<p>SBTi targets</p> <ul style="list-style-type: none"> <li>• A 42% reduction of our absolute Scope 1 and 2 GHG emissions by FY2030, from a FY2020 base year.</li> <li>• A 25% reduction of our absolute Scope 3 GHG emissions within the same timeframe.</li> </ul> <p><b>Target type:</b> Absolute</p>	<p>% reduction in our Scope 1, 2 and 3 GHG emissions</p>	<p><b>Risk:</b> Introduction of a carbon tax</p> <p><b>Opportunity:</b> Site investment – reduced costs, increased efficiency</p> <p>Changing consumer expectations and demand</p>	<ul style="list-style-type: none"> <li>• Delivered a 2.8% reduction in net operational carbon emissions in FY2025 (Scope 1 and 2).</li> <li>• Please refer to the pie chart on page 43 for our Scope 3 emissions.</li> </ul>	<ul style="list-style-type: none"> <li>• Across our GHG emissions reduction targets, the development of our first climate transition plan represents a core focus for the business and it will map out in detail how we achieve our targets in the short and long term.</li> <li>• We are currently refreshing our SBTi targets to reflect the introduction of the FLAG guidance, and will look to provide an update on this in the next year.</li> <li>• We continue to invest in energy efficiency measures on our sites and provide training to our teams to support them to reduce their site's energy use.</li> <li>• We also continue to invest in the electrification of our kitchens, where local power supplies are sufficient, or can be upgraded to support this.</li> <li>• Finally, with a first year of engagement completed, continuing to work with our suppliers representing 95% of our food and drink spend represents a key element of our Net Zero plans and our work to improve the accuracy of our Scope 3 emissions reporting.</li> </ul>
<p>Securing 100% renewable electricity supply long term.</p> <p><b>Target type:</b> Absolute</p>	<p>% of electricity supply covered by renewable energy certificates / instruments / power purchasing agreements ("PPA")</p>	<p><b>Risk:</b> Introduction of a carbon tax</p> <p>Energy price volatility</p> <p>Legislative changes to support climate change initiatives</p> <p><b>Opportunity:</b> Site investment – reduced costs, increased efficiency</p>	<ul style="list-style-type: none"> <li>• We continue to purchase REGOs covering 100% of our Managed estate's consumption.</li> </ul>	<ul style="list-style-type: none"> <li>• We continue to review opportunities for securing supply for our estate from off-site renewable generation and we are considering longer-term options, such as a PPA.</li> <li>• Where possible, we are reviewing the potential for on-site renewable installations on several of our key sites.</li> </ul>
<p>By 2025 we aim to recycle at least 75% of our operational waste and divert 100% from landfill.</p> <p><b>Target type:</b> Absolute</p>	<p>% of operational waste that is recycled</p> <p>% of operational waste that is sent to landfill</p>	<p><b>Risk:</b> Legislative changes to support climate change initiatives</p> <p><b>Opportunity:</b> Site investment – reduced costs, increased efficiency</p> <p>Changing consumer expectations and demand</p>	<ul style="list-style-type: none"> <li>• Target delivery ongoing: We have increased our recycling rate to 65% at the end of the financial year.</li> </ul>	<ul style="list-style-type: none"> <li>• Following the introduction of the 'Simpler Recycling' legislation, all of our sites now have facilities for recycling food, card, glass and mixed waste.</li> <li>• Throughout the business, we have implemented training on reuse and recycling to drive efficiency and waste reductions.</li> <li>• We are working with our suppliers to both reduce the volume of packaging sent to our sites in the first place and switch to lower impact formats.</li> <li>• To deliver food waste reductions, we have introduced a scheme to support waste segregation before recycling and, more recently, introduced a training programme for kitchen teams to begin measuring and reducing food waste.</li> <li>• As outlined above, we are committed to WRAP's Food and Drink Pact and a 50% reduction in our food waste footprint by 2030.</li> </ul>

Target	Metric	Relevant climate-related risk / opportunity	Current and historical performance	Delivery updates and plans
By 2030 we aim to reduce our overall energy usage by at least 25%. <b>Target type:</b> Absolute	% reduction in operational energy usage	<b>Risk:</b> Introduction of a carbon tax Energy price volatility Legislative changes to support climate change initiatives <b>Opportunity:</b> Site investment – reduced costs, increased efficiency	<ul style="list-style-type: none"> <li>Target delivery ongoing.</li> </ul>	<ul style="list-style-type: none"> <li>As detailed above, through a programme to improve the energy efficiency of our estate and regular maintenance, we continue to pursue opportunities to reduce our energy consumption.</li> </ul>
By 2030 we aim to eliminate the use of natural gas, oil and liquefied petroleum gas ("LPG") where feasible. <b>Target type:</b> Absolute	% of sites where natural gas, oil and LPG are still used OR % reduction in use of natural gas, oil, and LPG across sites	<b>Risk:</b> Introduction of a carbon tax Energy price volatility Legislative changes to support climate change initiatives <b>Opportunity:</b> Site investment – reduced costs, increased efficiency Changing consumer expectations and demand	<ul style="list-style-type: none"> <li>Through our site and kitchen electrification programme, we have reduced our gas consumption by 8% compared to the previous year.</li> </ul>	<ul style="list-style-type: none"> <li>As detailed above, we continue to invest in our Managed estate to deliver the electrification of our kitchens. For sites using LPG and oil, we plan to transition them to electric kitchens, and hot water and heating systems.</li> <li>Where eliminating oil and gas is not possible due to building or site constraints, we will focus on implementing reduction measures and upgrading heating systems to be more efficient.</li> </ul>
By 2030 we aim to eliminate all unnecessary plastics from our operations. <b>Target type:</b> Absolute	% reduction in use of single-use plastics in operations	<b>Risk:</b> Legislative changes to support climate change initiatives <b>Opportunity:</b> Site investment – reduced costs, increased efficiency Changing consumer expectations and demand	<ul style="list-style-type: none"> <li>Continued implementation of Green Goblet reusable cups for major events to replace single-use plastic cups.</li> </ul>	<ul style="list-style-type: none"> <li>We are working with our suppliers to transition away from single-use plastic items, primarily in our hotel estate.</li> <li>As outlined above, we are also working with our suppliers to reduce the volume of packaging in our supply chain.</li> </ul>

## Non-Financial and Sustainability Information Statement

The table below, together with signposts to other relevant sections of the Annual Report and Fuller's website, constitutes the Company's non-financial information statement, in compliance with Sections 414CA and 414CB of the Companies Act 2006.

Reporting requirement	Key policies / standards / frameworks	For additional information
<b>Business model</b>		<b>Business Model</b> on pages 18 to 19
<b>Principal risks and impact on business</b>		<b>Risk Management</b> on pages 36 to 42
<b>Non-financial Key Performance Indicators</b>		<b>Strategic Report</b> on pages 22 to 23 <b>Sustainability Report</b> on pages 24 to 27
<b>Environmental matters, including climate-related disclosures</b>	Sustainability strategy – Our planet Supplier Code of Conduct* Responsible Sourcing Policy*; Environmental Policy*	<b>Sustainability Report</b> on pages 24 to 27 <b>TCFD Report</b> on pages 44 to 53
<b>Employees</b>	Sustainability strategy – Our people Supplier Code of Conduct* People policies including flexible working; parental leave including maternity, paternity and adoption leave; mental wellbeing; employee conduct; recruitment, training and development; health and safety and inclusivity, bullying and harassment Whistleblowing Policy	<b>Sustainability Report</b> on pages 24 to 27 <b>Stakeholder Engagement</b> on pages 68 to 71 <b>Governance section</b> on pages 73 and 84
<b>Social matters</b>	Sustainability strategy – Our people, planet and communities Supplier Code of Conduct* Gender Pay Gap reporting*	<b>Sustainability Report</b> on pages 24 to 27
<b>Human rights</b>	Supplier Code of Conduct* Modern Slavery Statement* Privacy policies in relation to employees, customers* and Tenants*	<b>Stakeholder Engagement</b> on pages 68 to 71 <b>Directors' Report</b> on page 105
<b>Anti-corruption and anti-bribery matters</b>	Anti-Bribery and Corruption Policy (covering gifts and hospitality); Supplier Code of Conduct* Responsible Sourcing Policy* Whistleblowing Policy	<b>Governance section</b> on pages 73 and 84

\* Available at [www.fullers.co.uk](http://www.fullers.co.uk)

### 2025 Strategic Report

The Group's Strategic Report, encompassing pages 10 to 54, was approved by the Board and signed on its behalf by:



**Simon Emeny**  
Chief Executive

10 June 2025

### S172 Compliance Statement

We recognise the importance of effective engagement with all our stakeholders to ensure that decisions that we take support our long-term sustainable growth and the fulfilment of our purpose. Details of our key stakeholders and how we have engaged with them can be found on pages 68 to 71. Our Section 172 statement on pages 70 to 71 outlines how the Directors have acted in line with their statutory duties and includes principal decisions taken by the Board during the year.

[See pages 70 to 71](#)



# GOVERNANCE

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## UK Corporate Governance Code

The Board remains committed to maintaining high standards of corporate governance and complies with the UK Corporate Governance Code 2018 (the "Code").

Compliance with the Code is monitored by the Board and application of the principles can be found throughout this governance section.

We have reviewed the new UK Corporate Governance Code 2024 and have taken into account some of these provisions when preparing this year's report.

1. Board leadership and Company purpose		4. Audit, risk and internal control	
	Pages		Pages
A. Effective Board	62 to 63	M. Financial reporting	82
B. Purpose, values and culture	58 to 59	Internal and external audit	84 to 85
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E. Workforce policies and practices	73	Risk management	36 to 38
2. Division of responsibilities		5. Remuneration	
	Pages		Pages
F. Board roles	62 to 64	P. Linking remuneration with our purpose, values and strategy	89
G. Independence	63	Q. Summary of Remuneration Policy	90
H. External appointments	64	R. Pay for performance	88
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3. Composition, succession and evaluation			
	Pages		
J. Appointments to the Board	75 to 77		
K. Board skills, experience and knowledge	63 and 75		
L. Annual Board evaluation	79		

# Highlights

## FROM OUR YEAR

“Good governance isn’t just about policies, it is also about people. We believe that maintaining the right culture and investing in great leaders, while also ensuring our team members feel empowered to do the right thing, enables us to protect and grow long-term value for our shareholders.”

**Dawn Browne**  
People & Talent Director

[Read more about Culture and the Board on pages 72 and 73](#)

# 254

leaders who have completed or started our *Lead Your Way* programme



In August 2024 we acquired Lovely Pubs, seven stunning pubs in Warwickshire and Worcestershire, and welcomed 320 new team members to the Fuller’s family.

### Board succession



**Michael Turner**  
Chairman



**Simon Emeny**  
Chief Executive



**Fred Turner**  
Retail Director



**Jane Bednall**  
Independent  
Non-Executive  
Director



**Robin Rowland, OBE**  
Independent  
Non-Executive  
Director

Michael Turner will retire following the 2025 AGM and will be succeeded by Simon Emeny as Executive Chairman. Fred Turner will be promoted to Chief Operating Officer.

After six years of invaluable contributions, Helen Jones retired from the Board on 31 March 2025. The Board was delighted to welcome Jane Bednall as an independent Non-Executive Director and our Employee Engagement Director.

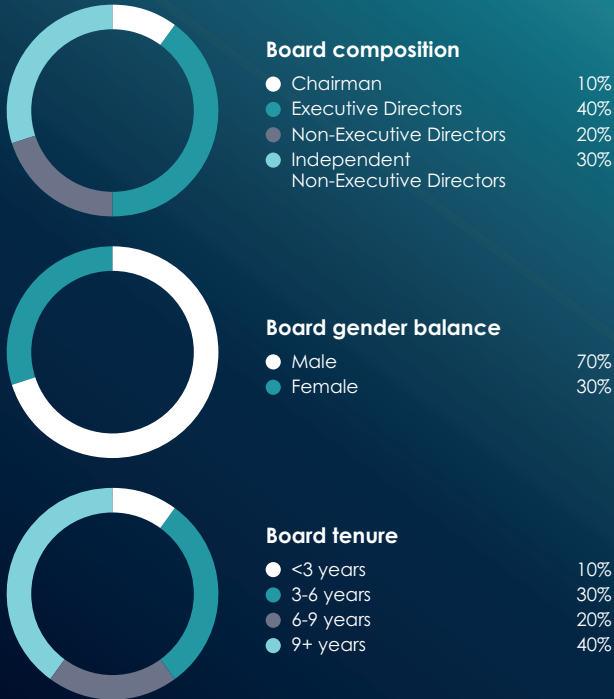
Jane joins a knowledgeable team of Non-Executive Directors who bring a range of diverse skills, backgrounds and perspectives to the Board.

Robin Rowland succeeded Helen Jones as Chair of the Remuneration Committee.



[Read more in the Nominations Committee Report on pages 76 to 77](#)

## Board as at 29 March 2025



# 100%

of Board members and senior management team have completed sustainability and climate change training

See pages 50 and 63

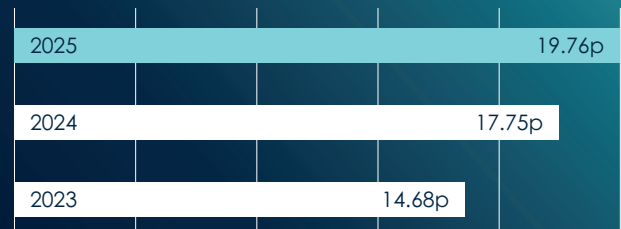


## Meeting attendance

Board <sup>1</sup>	FY2025
<b>Chairman</b>	
Michael Turner	10/10
<b>Executive Directors</b>	
Simon Emeny	10/10
Neil Smith	10/10
Fred Turner	10/10
Dawn Browne	10/10
<b>Non-Executive Directors<sup>2</sup></b>	
Juliette Stacey <sup>3</sup>	9/10
Sir James Fuller Bt <sup>4</sup>	9/10
Richard Fuller	10/10
Robin Rowland	10/10
<b>Former Director</b>	
Helen Jones <sup>5</sup>	10/10

- Includes scheduled and ad hoc meetings.
- Jane Bednall was appointed as a Director with effect from 1 April 2025 and therefore has not attended any meetings in FY2025.
- Unable to attend one scheduled Board call due to being unwell.
- Unable to attend one Board meeting called at short notice due to a prior commitment, but reviewed the papers beforehand and provided feedback.
- Retired as a Director with effect from 31 March 2025.

## Dividend growth



# +11%

increase from FY2024



# DECISIONS GUIDED BY *integrity*



**“We have continued to deliver our purpose, vision and strategy for the long-term benefit of all our stakeholders.”**

**Michael Turner**  
Chairman

**On behalf of the Board, I am pleased to present our report on governance for the year ended 29 March 2025. It has been another year of growth and success, and the Board have remained dedicated to robust and effective governance whilst promoting the sustainable long-term success of the Company.**

This will be my last introduction to our report on governance as Chairman as I am retiring at the 2025 AGM. I took over the role of Chairman 18 years ago with the objective to continue the success of Fuller's as a profitable business and protect its position in the future. I truly believe we have succeeded in doing this and I want to thank my Board colleagues over the years for their continued support and hard work.

Underpinned by the strength of the business, we have continued to deliver our purpose, vision and strategy for the long-term benefit of all our stakeholders. As a Board we have high standards of corporate governance which ensures we take decisions with the interests of our shareholders and wider stakeholders always at the forefront of our minds.

More information about our governance structure and engagement with stakeholders can be found on pages 62 to 64 and 68 to 71. You can also read more about our compliance with the Code on page 65.

With my retirement, it has been a busy year for the Nominations Committee with a key area of focus being to plan for my succession.

I am delighted that Simon Emery will step into the role of Executive Chairman as my successor following the 2025 AGM and, alongside this change, Fred Turner will assume the role of Chief Operating Officer. Another key area for the Nominations Committee has been Non-Executive Director succession planning. We bid farewell to Helen Jones who retired on 31 March 2025 having served six years as an independent Non-Executive Director and welcomed Jane Bednall as a new Non-Executive Director on 1 April 2025. I would like to thank Helen for her invaluable contributions and advice to the Board. You can read more about the Board succession changes, and appointment process and induction programme for Jane on pages 76 to 77.

As we move into the next financial year, I truly believe our Directors possess the necessary skills to run this business, providing a strong balance of experience, independence and knowledge. You can read more about them on pages 60 to 61.

Our other Board Committees – the Audit and Risk Committee and Remuneration Committee – have also been busy throughout the year and you can read in more detail about their key activities and work on pages 80 to 103.

We are a people focused business and regular engagement with our teams plays a vital part in our success. The Board have met regularly throughout the year in both our Support Centre, Pier House, and in some of our fantastic meeting rooms in our pubs and hotels. This has provided lots of opportunities to meet with our team members which is one way to promote a culture of openness and debate. On page 73, we discuss other ways that the Board assesses and monitors culture across the business. You can also read about Jane Bednall's role as our new Employee Engagement Director on page 72.

Good governance is deeply embedded in our approach to sustainability, in terms of people, communities and planet as set out on pages 24 to 27. Environmental and climate work is now overseen by the Our Planet Steering Committee as explained on pages 45 to 46. We are into our fourth year of reporting on TCFD which is overseen by the Board with support from the Audit and Risk Committee. We receive regular updates from the Sustainability Director on delivery of our TCFD work, climate transition plan and sustainability strategy, and you can read more on TCFD on pages 44 to 53.

The Board carried out their annual performance review led by our Senior Independent Director, Juliette Stacey. This is considered an important exercise for the Directors to review their effectiveness. The results provided useful insights and the conclusions show that the Board and its Committees continue to work effectively and add value. Further details of the review and progress against our action plan from last year can be found on page 79.

Our AGM – which will be my last – will take place at The George IV in Chiswick, London, on 22 July 2025, and along with my Board colleagues I am looking forward to welcoming you at the AGM to answer any questions.

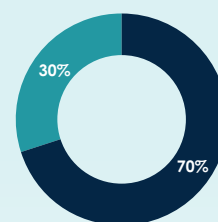
Finally, I would like to take this opportunity to wish all of my colleagues and Fuller's team members success in the future.



**Michael Turner**  
Chairman

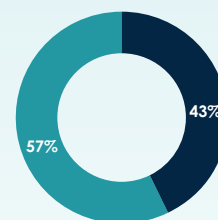
10 June 2025

### Gender Balance



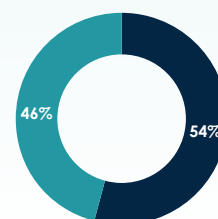
#### Board

● Male	7
● Female	3



#### Executive Team and their direct reports

● Male	13
● Female	17



#### All Employees (excluding Directors & Executive Team)

● Male	2,861
● Female	2,469

# Board of Directors

## Chairman

1

**MICHAEL TURNER**  
CHAIRMAN

**Date appointed to the Board:** January 1985

**Experience:** Michael brings an in-depth understanding and knowledge of this long-established family business and extensive experience in leadership and executive management. A Chartered Accountant with international experience, Michael joined Fuller's in 1978, initially running the Wine Division as Wine Director. Appointed Marketing Director in 1988, Managing Director in 1992, Chief Executive in 2002 and Chairman in 2007. Chairman of the British Beer and Pub Association 2008–2010. Master of the Worshipful Company of Vintners 2011–2012.

**Key external appointments:** None

N

## Executive Directors

2

**SIMON EMENY**  
CHIEF EXECUTIVE

**Date appointed to the Board:** May 1998

**Experience:** Simon has a detailed knowledge of Fuller's operations gained through his 28 years' experience with the Group and valuable commercial expertise in consumer-focused businesses. Joined in 1996 from Bass plc where he held a variety of senior operational and strategic planning roles. Appointed to the Board as Retail Director in May 1998, Managing Director, Fuller's Inns in July 2006, Group Managing Director in November 2010 and Chief Executive in July 2013. Previously Senior Independent Director and Chair of the Remuneration Committee of Dunelm Group plc. An economics graduate and alumnus of Harvard Business School.

**Key external appointments:** Non-Executive Director of The National Gallery Company Limited and UKHospitality, and Senior Independent Director of WH Smith PLC.

3

**NEIL SMITH**  
FINANCE DIRECTOR

**Date appointed to the Board:** November 2021

**Experience:** As well as extensive financial experience in hospitality and consumer-focused businesses, Neil has strong commercial expertise, including business and strategic development. Previously served as Chief Financial Officer of Domino's Pizza Group PLC and, prior to this, Chief Financial Officer of Ei Group plc (formerly Enterprise Inns plc). Neil has also held senior financial roles at Compass Group plc, Virgin Media, Telewest Global Inc. and Somerfield plc. Qualified as a Chartered Accountant with PwC.

**Key external appointments:** None

### Key to Committee Membership:

**A** Audit and Risk Committee   **N** Nomination Committee   **R** Remuneration Committee   **■** Committee Chair



4

**FRED TURNER**

RETAIL DIRECTOR

**Date appointed to the Board:** June 2019

**Experience:** Fred has a strong financial background and a deep understanding of Fuller's operations having worked in a number of roles in the business. Joined the Company in 2013 as an Operations Manager for Fuller's Inns. Appointed Head of Tenanted Operations in 2015, Tenanted Director in 2018 and Retail Director in 2019. Qualified as a Chartered Accountant with Grant Thornton UK LLP. Civil engineering graduate.

**Key external appointments:** None

5

**DAWN BROWNE**

PEOPLE & TALENT DIRECTOR

**Date appointed to the Board:** July 2023

**Experience:** Dawn is an experienced people and development professional, with a background in both the hospitality and travel sectors, and has strong expertise in organisational change, diversity and inclusion, and culture. She brings a deep understanding of our people and Fuller's operations having worked in a number of roles in the business. Dawn joined the Company in 2011 as Group Development Manager and was appointed Head of Operations for the City in 2016 and People & Talent Director in 2019. Previously she was Head of Training & Development at Compass Group and held various people roles at Qantas and British Airways. She has an MSc in People & Organisational Development.

**Key external appointments:** None

6

**RACHEL SPENCER**

COMPANY SECRETARY

**Date appointed to the Board:** January 2021

**Experience:** Rachel is an experienced company secretary and has significant corporate governance, regulatory and compliance expertise. Previously held positions at a number of other listed companies, including Invensys PLC, Aldermore Group PLC (both the listed entity and the regulated bank) and Clarkson PLC. Fellow of the Chartered Governance Institute. Rachel serves as a trustee to the Fuller's Defined Benefit Pension Plan.

**Key external appointments:** None

**Non-Executive Directors**

7

A N R

**JULIETTE STACEY**

SENIOR INDEPENDENT  
NON-EXECUTIVE DIRECTOR

**Date appointed to the Board:** March 2018

**Experience:** Juliette has over 30 years' leadership experience with a strong finance background. She brings extensive knowledge of business and strategic (including M&A) development, listed company experience and risk management. She is an experienced audit committee chair. Former Chief Executive of Mabey Holdings Limited. Former Chief Operating Officer (UK and Europe) and previously Finance Director (Commercial UK) of Savills plc. Qualified as a Chartered Accountant with Ernst & Young LLP.

**Key external appointments:** Non-Executive Director and Chair of the Audit Committees of Renishaw PLC and Sanderson Design Group plc, and Non-Executive Director of Hardwicke Investments Limited and one of its trading subsidiaries, Willmott Dixon Holdings Limited.

8

A N R

**ROBIN ROWLAND, OBE**

INDEPENDENT  
NON-EXECUTIVE DIRECTOR

**Date appointed to the Board:** March 2020

**Experience:** Robin brings over 35 years' experience in the restaurant and food and beverage sectors, and has strong financial and commercial expertise, and business and strategic development experience. Previously Chairman and Chief Executive of YO! Sushi, and Non-Executive Director of Marston's PLC and Tortilla. Awarded an OBE in 2015 for outstanding services to hospitality.

**Key external appointments:** European Partner of TriSpan Private Equity with Chairman and Non-Executive Director roles with five portfolio companies: Mowgli, Pho, Rosa Thai, Rosa Mexicano (USA) and Thunderbird. Independent Non-Executive Director at Caffè Nero and UKHospitality.

9

A N R

**JANE BEDNALL**

INDEPENDENT  
NON-EXECUTIVE DIRECTOR

**Date appointed to the Board:** April 2025

**Experience:** Jane brings a strong marketing and commercial background in customer facing companies and has valuable non-executive director experience. Jane is the designated Employee Engagement Director for SSE plc. Formerly Chief Marketing Officer for SSE plc, and prior to that held global senior leadership positions with InterContinental Hotels Group plc and British Airways plc. She was also a Non-Executive Director at Enterprise Inns plc and DFS Furniture plc.

**Key external appointments:** Advisor to AustralianSuper and Independent Non-Executive Director on the Board of the Kings Cross Central General Partnership where she also acts as Chair of the Remuneration Committee.

10

N

**SIR JAMES FULLER BT**

NON-EXECUTIVE DIRECTOR

**Date appointed to the Board:** June 2010

**Experience:** James has a long experience of the Fuller's business and provides a key link with family shareholders. Served in The Life Guards from 1991 to 1998. Employed by the Company from 1998 to 2003, working in the Tied and Managed Pub estate, and has since been running his own business.

**Key external appointments:** None

11

**RICHARD FULLER**

NON-EXECUTIVE DIRECTOR

**Date appointed to the Board:** December 2009

**Experience:** Richard has a deep understanding of the Fuller's business and operations, having worked for the Company since 1984. Appointed a Divisional Director in 1992 and to the Board in December 2009, with responsibility initially for sales then, additionally, personnel, corporate affairs and government relations. Became Non-Executive Director in February 2020. A GMP graduate of Harvard Business School. Master of the Worshipful Company of Brewers 2020-2022.

**Key external appointments:** Non-Executive Chair of both the Cotswold Cider Company and Kempton Park Racecourse. Member of the Board of Stewards of The Jockey Club.

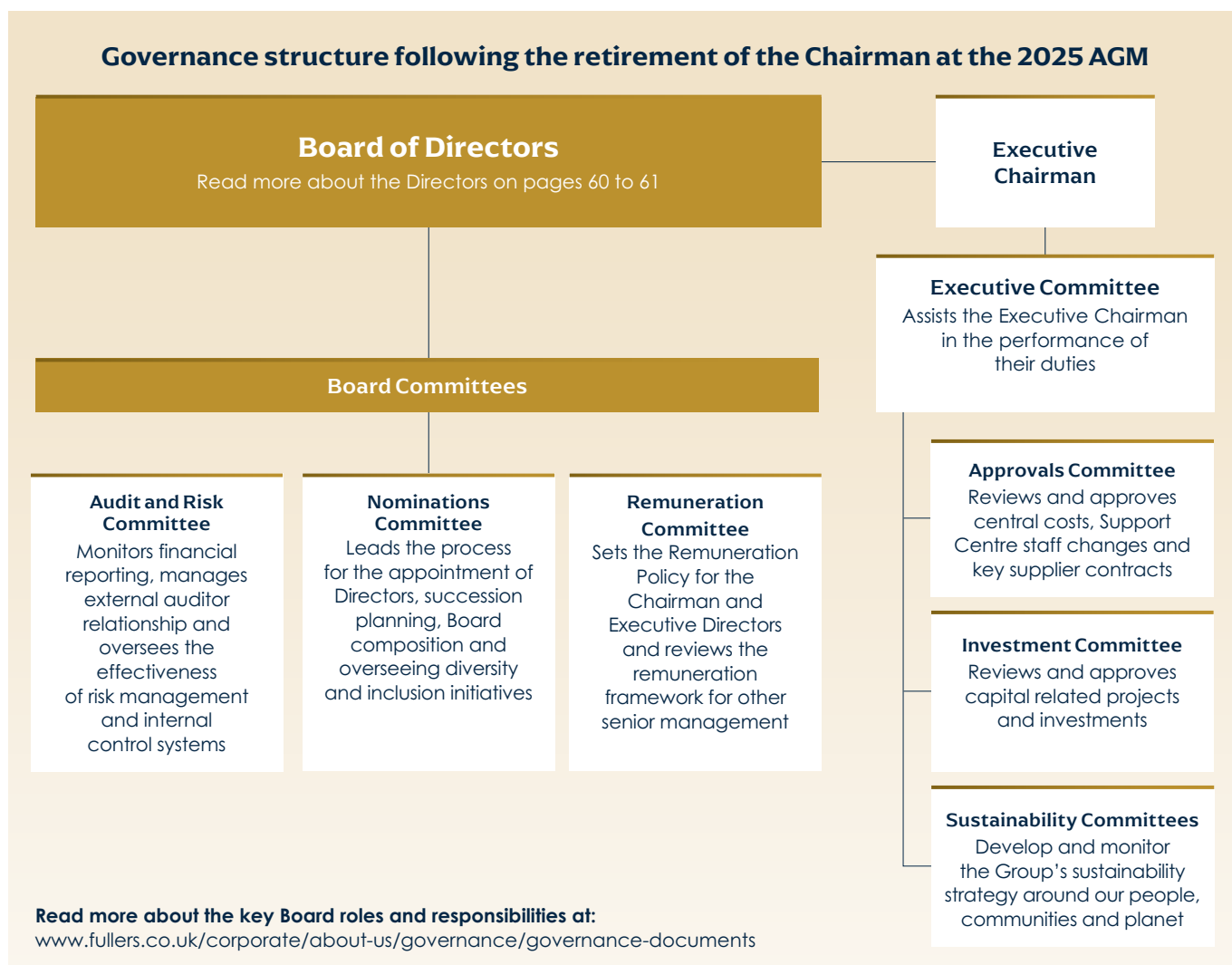
**CHANGES SUBSEQUENT TO THE YEAR END**

Helen Jones retired from the Board as an independent Non-Executive Director on 31 March 2025.

[Read more about Non-Executive Director succession planning on page 76](#)

## Board Leadership

Our governance framework is led and implemented by a highly experienced Board and Executive Team whose focus is to promote the long-term success of the Company.



### Board Leadership and Company Purpose

#### Effective Board

Led by the Chairman, the Board is collectively responsible to our shareholders for the performance and long-term success of the Group, as well as to other stakeholders for the wider impact we have. Details about our key stakeholders and our engagement with them is set out on pages 68 to 69, together with our Section 172 Statement on pages 70 to 71 which explains how we take their views into account.

The Board's role includes the establishment, review and monitoring of the Company's strategy, approval of major acquisitions, disposals and capital expenditure, setting the Company's purpose and values, overseeing the Group's systems of internal controls,

governance and risk management, and ensuring that the appropriate resources are in place to deliver these.

We have a well established governance framework in place that defines structures and processes and enables effective decision making, allowing the Board to meet its objectives.

An overview of the governance framework is set out above and more information on roles and responsibilities can be found on our website.

We have a formal schedule of matters reserved for the Board and, where appropriate, the Board has delegated some of its responsibilities to mandated Committees, each of which operates under written terms of reference approved by the Board which are reviewed on an annual basis. Reports from Committee Chairs, on their

activities, are provided to the Board following each meeting, and minutes of the Committee meetings are made available to Board members (other than if there is a conflict of interest in respect of any particular matter). Board meetings enjoy open dialogue and constructive challenge on all issues is encouraged. Prior to the meetings, papers are provided in advance to ensure the Board are fully briefed with enough time for any questions to be raised. A tracking system is in place and monitored by the Company Secretary to ensure key actions from meetings are actioned. The Board delegates all operational matters and execution of the strategy to the Chief Executive, who is supported by his Executive Committee which comprises the Executive Directors, and the Marketing Director and Property Director.

As set out in the governance framework, a number of sub-committees report into the Executive Committee and are responsible for reviewing and approving capital related projects and investments and central costs, and driving and monitoring progress against the *Life is too good to waste* strategy. Regular updates from these sub-committees are reported to the Executive Committee throughout the year.

We hold at least six Board meetings a year, with additional meetings scheduled as required. The meetings are held in-person both at the Group's Support Centre, Pier House, and also out within the estate which provides an opportunity to gain a deeper understanding of the business and to build relationships with our people. Board calls are also scheduled to provide business updates between meetings when required.

An annual programme of agenda items is agreed in advance of the start of the financial year and is a combination of matters reserved for the Board, strategic objectives and the financial calendar. This creates a clear framework to ensure that key matters and strategic decisions are addressed in a timely manner. Board and Committee agendas are managed by the Company Secretary in consultation with the Chairman and with input from the Chief Executive.

The programme covers a broad range of updates from each of the Executive Directors and the Company Secretary on matters for which they are responsible. Presentations from the Executive Team and senior management are also scheduled to ensure there is sufficient exposure to talent in the business while also providing an opportunity for engagement on strategic projects and key areas that are being improved across the Company. Presentations during the year have included a food and drink strategic review, update on the Tenanted business, annual cyber security update and a deep dive into the operational three-year plan. As well as providing insight into our stakeholders, these sessions give us the opportunity to provide feedback and different perspectives to those presenting and are a great developmental opportunity.

We ensure that every year we take a few days out of the business to complete an in-depth review of the Group's strategy, which includes, among other things, discussions about market trends, consumer market, competitor landscape and capital structure.

This year, the strategy session was held over two days in Hampshire and we took the opportunity to visit competitor sites. We were joined by members of the Executive Team to provide their views on the strategy, together with external speakers who provided input on the economic and consumer outlook, customer profiles and investor considerations.

As well as the dialogue within the boardroom, the independent Non-Executive Directors communicate privately, under the leadership of the Senior Independent Director, without the Executive Directors and other Non-Executives present. All Non-Executive Directors also meet informally with the Chairman and the Chief Executive on a regular basis. These meetings allow for the review of issues faced by the business, continuation of dialogue on strategic issues, discussion of Board appointments when appropriate, succession planning, and the provision of support to the Chairman and the Chief Executive in their roles.

### Division of Responsibilities

#### Board balance and independence

The Board currently comprises the Chairman, four Executive Directors, and five Non-Executive Directors, of which two, Sir James Fuller Bt and Richard Fuller, are family members, as is the Chairman Michael Turner. At the 2025 Annual General Meeting, Michael Turner will retire as Chairman and will be succeeded by Simon Emery as Executive Chairman, and Fred Turner will be promoted to Chief Operating Officer. The succession plans are discussed in detail on page 76.

Three of the Non-Executive Directors are deemed independent under the Code and are experienced business leaders, and collectively all of the Non-Executives bring a wide range of skills and experience to the Board. Although at least half of the Board (excluding the Chairman) does not comprise independent Non-Executive Directors, the Board considers it is well balanced as it has the right number of members for the size of the Group, with representation of the founding families on the Board being considered very important in a company with a high proportion of family shareholders. The Directors agree that no one individual dominates discussions and that each makes a full and positive contribution.

### Strategy in Action

## Climate change TRAINING

**The Board and members of our Executive Team have all received sustainability briefings.**

By widening their understanding of how climate change is impacting Fuller's and the wider sector, briefings were provided – with input from the Zero Carbon Forum and Mike Barry, former Head of Sustainable Business at M&S and leading sustainability consultant – to educate and inspire action. The briefings covered the principles of climate change and the latest climate science, plus the business case for sustainable actions.

We also worked with an external provider, Stickerbook, to create a climate change training course for our Support Centre team members. Stickerbook creates training modules that are researched at, and supported by, the University of Cambridge. Using Stickerbook's existing content and some of our own videos, we created a course that sits on Attensi, our internal training platform, that takes only 15 minutes to complete. The course has been completed by over 100 colleagues.



## Board Leadership

### Continued

#### Board and Committee structure

The Board has overall responsibility for governance across the Group as set out in the Company's governance framework on page 62. There is a clear division of responsibilities between the roles of Chairman, Chief Executive and Senior Independent Director which are documented and can be found on our website. The terms of reference of the Board Committees are also available on our website. The responsibilities for the new Executive Chairman and Chief Operating Officer roles have been agreed by the Nominations Committee as part of agreeing the succession plans outlined on page 76 and will be available on our website following the retirement of the Chairman at the 2025 AGM.

#### Time commitment

The Directors continue to demonstrate that they can devote sufficient time to their roles to ensure they meet their responsibilities. Directors must seek permission before accepting any external appointments so that, amongst other things, the Board can be satisfied that they will continue to have sufficient time available to devote to the Company. Further, the Nominations Committee considers the time commitments of proposed candidates prior to appointment to the Board to ensure that they are able to dedicate sufficient time to the role.

#### Conflicts of interest

The Board has procedures in place for managing conflicts of interest. If a Director or any of their connected persons becomes aware they may have an interest that conflicts, or may possibly conflict, with the interests of the Company they are required to notify the Chairman who will report these to the Board for approval. The Board may impose certain limits or conditions when giving authorisation. The Company Secretary maintains a Register of Authorised Conflicts of Interest which is reviewed at least annually by the Nominations Committee and procedures reconfirmed. Directors have a continuing duty to update any changes to their conflicts of interest.



## Advice for the Board

All Directors have access to the advice and services of the Company Secretary, whose appointment and removal is a matter for the whole Board. There is also a formal procedure in place under which Board members can, at the Company's expense, obtain independent professional advice should they decide it is necessary in order to fulfil their responsibilities as Directors.

The Company Secretary is responsible to the Board for ensuring that Board procedures are complied with. The Directors are satisfied that any concerns they raise at Board meetings are recorded in the minutes. The Company maintains appropriate insurance cover in respect of legal action against its Directors and Officers.

## Statement of Compliance with the UK Corporate Governance Code 2018 (the "Code")

The Board is committed to maintaining effective corporate governance and integrity, enabling us to deliver our strategy for the long-term benefit of all our stakeholders. With this in mind, the Company has applied the main principles of the Code throughout the year. However, given the structure of the Group – we are a listed public company but still very much a family-controlled concern – there are some provisions of the Code where we do not comply but where we do consider our governance framework remains appropriate. These are summarised in the table below.


The Code can be found on the Financial Reporting Council's website at [www.frc.org.uk](http://www.frc.org.uk)

Code Provision	Detail of non-compliance	Further information
<b>Principle 2: division of responsibilities</b>		
11	At least half of the Board, excluding the Chairman, are not independent Non-Executive Directors.	The Board considers that membership is well balanced with the right mix of skills and experience. The presence of Non-Executive Directors who are long-standing family shareholders is important in this professionally run family business.
<b>Principle 3: composition, succession and evaluation</b>		
18	Directors are not subject to annual re-election.	In accordance with the Company's Articles of Association ("Articles"), all Directors are subject to election by shareholders at the first AGM after their appointment and to re-election at three-yearly intervals. As part of the annual Board effectiveness review, the performance of the Directors is evaluated and forms the recommendation in the Notice of AGM as to why the Company believes an individual Director should be re-elected. In view of the Company's size, its ownership structure and its history, the Board is not minded to move to annual re-election of Directors but will keep this requirement under review.
19	Chairman has been in post for more than nine years.	The Chairman is retiring at the 2025 AGM but the Board has always considered that his knowledge and understanding of this long-established family business and its requirements as extremely valuable. The Chairman will be succeeded by Simon Emeny as Executive Chairman. While the Code notes that the Chairman and Chief Executive roles should not be exercised by the same individual, this has been carefully considered by the Board as explained further on page 76.
<b>Principle 5: remuneration</b>		
38	Pension contribution rates for the Chief Executive and Retail Director are not aligned with those available to the workforce.	Given the pension rate for the Chief Executive and Retail Director represents an existing contractual commitment, the Board does not consider it appropriate to make a reduction at this stage. The rate for the People & Talent Director who was appointed in July 2023 is aligned with the rate of pension that is available to the majority of the Company's employees.

Pages 55 to 107 explain how we have complied with and applied the Code during the year.

# BOARD *Highlights* ACROSS THE YEAR

The Board reviews key strategic matters on a regular basis and the timeline on this page shows the key events during FY2025 to date.

April 2024	June 2024	Sept 2024
<p><b>Risk review</b> Evaluation of the effectiveness of the risk management and internal control systems.</p> <p><b>Share buyback</b> Extension of programme to repurchase further 1 million "A" Ordinary Shares continues.</p> <p><b>Approval of disposal of Tenanted sites</b> 37 pubs sold to Admiral Taverns for £18.3 million, a premium of £1.6 million to the gross asset value of £16.7 million.</p>	<p><b>FY2024 results and dividend payment</b> Revenue <b>+7%</b> Like for like sales <b>+11%</b> Dividend <b>+21%</b> to 17.75p</p> <p><b>Director pub visits</b> Visits to pubs in the South Downs area of the estate.</p>	<p><b>Approval of the acquisition of Lovely Pubs</b> Seven stunning pubs in Warwickshire / Worcestershire for a total consideration of £22.5 million.</p>  <p><b>Board performance review</b> Agreed approach for FY2025 and reviewed actions from FY2024 performance review.</p> <p><b>Strategy Board away days</b> Focus on strategy and long-term vision.</p> <p><b>FY2025 interim dividend payment</b> <b>+7.41p</b> Increase of 11.8%</p>



Family Day 2024

Alongside these key events, the Board's annual planner includes regular updates on operational and governance matters, updates from Committee Chairs, management accounts, health and safety reports and in-depth half yearly employee engagement updates.

Jan 2025

### Food and drink strategy

Strategic review of suppliers to support customer proposition and effective procurement.



### Conclusion of the share buyback programme

Repurchase of the 6.5 million "A" Ordinary Shares issued in 2021 completed.

### Cyber security

Annual update presented by Head of IT.

April 2025

### FY2026 budget and three-year plan review and approval

Reviewed and approved financial and operational plan for FY2026 and following two years.

### Share buyback

Announced new share buyback programme to repurchase 1 million "A" Ordinary Shares.

### Happiness Index action plan

Results from annual employee engagement survey presented – overall happiness and engagement improving for the third year running.

### Refinancing

Agreed a new £185 million bank facility.

June 2025

### Board changes



Jane Bednall appointed as new independent Non-Executive Director and Employee Engagement Director.

Robin Rowland appointed Chair of Remuneration Committee.

Helen Jones retires as independent Non-Executive Director.

### FY2025 results and dividend payment announced

#### Board succession

Retirement of Michael Turner and appointment of Simon Emeny as Executive Chairman.

Promotion of Fred Turner to Chief Operating Officer.

#### Board sustainability training

Briefing on sustainability and climate change.

## Stakeholder Engagement

### Strategy in Action

## ONside / WEST

OnSide is a youth charity that builds Youth Zones in the most disadvantaged areas in England. Fuller's is one of the founder patrons of OnSide's new Youth Zone, WEST, in West London – which opened in April 2024.

As well as donating an initial £150,000 to the development, we have committed to an ongoing partnership where we will donate £30,000 each year for the next three years. The partnership will take a holistic approach. We are working with the team at WEST to offer cooking sessions to their junior members, ages 8-12. This will see our chefs heading to WEST and teaching the young people simple cooking skills. This provides an opportunity to not only support the young people with providing life skills but hopefully ignite an interest in cooking and inspire the chefs of the future.

We will be given the chance to attend careers fairs held at WEST to speak to the young people about the opportunities within hospitality – in front of house, back of house and support centre roles – plus apprenticeships, another great way for us to attract more people to work with us.



**We recognise that maintaining strong relationships with all our stakeholders ensures we understand their different needs when making decisions to drive our strategy and create long-term value.**

### Meeting the needs of stakeholders

We set out on the opposite page our principal stakeholders and explain how we interact with them and summarise some of the outcomes of our engagement. Additional information about engagement is set out below and our Section 172 statement on pages 70 to 71 explains how we take into account all stakeholder considerations in our duty to promote the success of the Company. Throughout the report you will also see stories about our strategy in action.

### Shareholder engagement

We maintain an ongoing programme of individual meetings with institutional shareholders to update them on business performance and strategy, and discuss corporate governance matters where required. Our brokers also arrange meetings between key shareholders and the Chief Executive and Finance Director in the days following the preliminary and half year results.

The Chairman, Sir James Fuller Bt and Richard Fuller are the key family shareholder contacts for the Board and Sir James Fuller Bt's specific role is to maintain ongoing communication with those shareholders to make sure their perspectives are fed back to the Board.

The Senior Independent Director and the other Non-Executive Directors are available to attend shareholder meetings and can be contacted by shareholders should they want to raise any concerns outside of the normal channels. Feedback received from the results presentations and shareholder meetings are shared with the Board.

The Board supports using the AGM to communicate, in particular, with private investors, and the Chairman and Chief Executive make a detailed presentation to shareholders updating them on the Company's performance and progress.

Institutional Investor attendance is also encouraged in line with their duties set out in the Stewardship Code. Concerns over any issues being voted upon at the AGM can be discussed through an in-person meeting with the Directors facilitated by the Company Secretary. Committee Chairs and Directors are encouraged to attend the AGM to answer any relevant questions.

The 2024 AGM was held at The George IV, in Chiswick, in July 2024. Shareholders were given the opportunity to ask questions ahead of the meeting using a dedicated e-mail address. In line with best practice, voting at the 2024 AGM was conducted by way of a poll, allowing shareholders to vote in proportion of their shareholding. The AGM was well attended and gave a good opportunity for the Directors to connect with shareholders in person.

### Wider stakeholder engagement

In terms of wider stakeholder considerations, we are kept informed – predominately through the Executive Directors – of any key issues or changes that may better inform decision making.

During the year, we have also heard from members of the senior management team which has provided further insight to some of our key stakeholders. This has included an in-depth customer review from the Marketing Director, a presentation on our food and drink strategy and supplier relationships from the Food & Drink Director, and annual updates from the Tenanted Director and the Group Health & Safety Manager. Reports have also been provided to the Board on a six-monthly basis on employee and sustainability matters including people, communities and planet.

Stakeholder	Engagement methods	Outcomes
<p><b>People</b></p> 	<ul style="list-style-type: none"> <li>Regular reporting from Executive Directors and senior management to the Board and its Committees</li> <li>Annual review of the Happiness Index survey feedback</li> <li>Attendance at employee forums and conferences by the Director responsible for employee engagement</li> <li>Regular visits by the Board out to the business</li> </ul>	<ul style="list-style-type: none"> <li>Employee voices are heard and considered in the boardroom</li> <li>Bespoke action plans have been implemented for team members in our Managed Pubs and Hotels and Support Centre, including the launch of the <i>Call Time On It</i> campaign to ensure people feel respected, safe and supported</li> </ul> <p>Read more about our culture and actions we have taken throughout the year on pages 72 to 73</p>
<p><b>Customers</b></p> 	<ul style="list-style-type: none"> <li>Interactions with our customers out in the business</li> <li>NPS scores and customer feedback are collated and shared with the Board and senior management</li> <li>In-depth customer research takes place to better understand the requirements and behaviour of our customers</li> </ul>	<ul style="list-style-type: none"> <li>Memorable experiences are provided to the thousands of people who visit our pubs and hotels each week</li> <li>NPS scores have improved by 3.3%</li> <li>Following detailed customer focus work, we aligned our Managed estate around our most valuable customer groups</li> </ul>
<p><b>Communities</b></p> 	<ul style="list-style-type: none"> <li>Our Sustainability Committees ensure we minimise our impact by driving sustainability initiatives across the Company, considering our local communities and supporting worthy causes</li> <li>Sustainability Director regularly reports on progression against our ESG targets to the Board and Executive Team</li> <li>A strong collaboration with our Charity Partner of over seven years – Special Olympics GB</li> </ul>	<ul style="list-style-type: none"> <li>Guidance and support for pubs to get involved with local community groups and charities</li> <li>We are on target to meet our Net Zero commitments and we have already reduced our operational emissions by 58% against our 2020 baseline</li> <li>Since our partnership began in 2018 we have raised £1m for Special Olympics GB</li> </ul>
<p><b>Tenants</b></p> 	<ul style="list-style-type: none"> <li>Our Tenanted division is overseen by the Tenanted Director who ensures our Tenants embody Fuller's values</li> <li>Annual updates from the Tenanted Director are provided to the Board and Executive Team</li> <li>A dedicated team of Business and Sales Development Managers support Tenants</li> </ul>	<ul style="list-style-type: none"> <li>Our Tenants use their individuality to run successful businesses</li> <li>Average profitability of our Tenanted estate has improved by 23%</li> </ul>
<p><b>Suppliers</b></p> 	<ul style="list-style-type: none"> <li>Regular meetings held between the senior management team and key suppliers to maintain an open communication regarding our values and expectations, and to build strategic relationships</li> <li>Sustainability Director leads the Sustainability Committees on behalf of the Executive Team and ensures our supply chain and sustainability strategies are aligned</li> </ul>	<ul style="list-style-type: none"> <li>Programme of annual meetings held which has provided output to help develop supplier strategy and 18-month rolling tender plan</li> <li>Enhanced supplier governance implemented, including the launch of a Supplier Code of Conduct and the roll out of updated onboarding processes which have provided us with more knowledge and understanding of our suppliers</li> </ul>
<p><b>Shareholders</b></p> 	<ul style="list-style-type: none"> <li>Chief Executive and Finance Director actively engage with institutional investors, and provide regular feedback to the Board</li> <li>Sir James Fuller Bt is the designated contact for family shareholders and support can also be sought from the Company Secretariat team</li> <li>Trading updates announced to the market, in addition to our half and full year results</li> <li>In person attendance is encouraged at our AGM</li> <li>Capital Market days held by invitation</li> </ul>	<ul style="list-style-type: none"> <li>Regular dialogue with shareholders throughout the year enabled investors to discuss questions and raise concerns directly</li> <li>All resolutions passed at the 2024 AGM with at least 94.59% votes in favour and 69.16% of the total issued capital voted</li> </ul>

# Stakeholder Engagement

Continued

## Section 172 Statement

This section outlines how, as required by Section 172 of the Companies Act 2006 (the "Act"), the Directors have acted in a way they consider, in good faith, promotes the success of the Company for the benefit of its members as a whole, while having regard to the matters set out in Section 172(1)(a) to (f). The Board strives to ensure that its decision making is consistent and aligned to our purpose, values and strategy. During the year, the Directors consider that, in complying with their statutory duties, they had regard to:

### Section 172 duties

#### The likely consequences of any decision in the long term A

As a business that is celebrating 180 years this year, we have always approached our strategy and decision making with a long-term view. It is an important part of our culture, asking *what's next?*, and ensuring we truly understand the consequences of any decisions we make. It is at the heart of what we do.

#### The interest of the Company's employees B

Our team members are such an integral part of our business. We work to create a safe working environment, provide development opportunities and ensure diversity, equity and inclusion is at the core of what we do. You can read more about how we engage with our employees on page 72.

#### The need to foster the Company's business relationship with Tenants, suppliers, customers and others C

The relationships with our Tenants, suppliers, customers and industry bodies are important to the success of our business and we work hard to make these relationships a success. This not only benefits our business, we believe in a partnership where both parties are successful. You can read more about how we foster our relationships on page 69.

#### The impact of the Company's operations on the community and the environment D

Our *Life is too good to waste* programme is at the heart of what we do. Through our commitment to Net Zero, giving back to our community and our special partnership with our charity partner Special Olympics Great Britain, we want to give back into our communities where possible. More details can be found on pages 24 to 27.

#### The desirability of the Company maintaining a reputation for high standards of business conduct E

Fuller's is well regarded as a business because it has a consistent record of always doing things the right way – one of the most enduring key values of the business. This is integral to our culture.

#### The need to act fairly as between members of the Company F

We embrace our unique capital structure, being partly listed, and we have always managed to balance both family, private and institutional shareholder views.

### Principal decisions taken during the year



## Acquisition of Lovely Pubs

### Factors considered

A B C E F

The acquisition of Lovely Pubs in August 2024 was a key agenda item in Board meetings during the year. The Board agreed that the group of seven fantastic pubs aligned perfectly with the Company's vision and strategy. It represented an exciting opportunity to purchase an established, predominantly freehold package of pubs with underlying property value, which would add scale to the Managed business at an attractive earnings multiple, all of which would help to drive long-term sustainable growth for shareholders.

Gaining an understanding of the local community and customers was critical to the success of the acquisition. This has included working with the founders to ensure a smooth transition and consolidation of local knowledge and in-depth understanding of the seven pubs. The impact on existing local suppliers was considered and, where possible, key partnerships have been maintained alongside the introduction of long-term relationships Fuller's already has in its supply chain.

It was agreed that a detailed communications plan would be required to manage the integration of the 320 new team members, ensuring they felt part of the Fuller's family. Senior management held town halls on day one to welcome the pubs, and their teams, to Fuller's and to provide clarity on the 'why' behind the transaction. Further detailed steps around employee matters – including arrangements for the change in employer – have been a key focus area.

A comprehensive integration and operational plan was agreed which has been closely monitored by the Board to ensure successful delivery of the transaction's strategic objectives and the realisation of stakeholder benefits.



## Board Succession Changes

### Factors considered

A B C D E F

As reported on page 76, Board succession and the Group's leadership structure has been an area of continued discussion led by the Nominations Committee. Following the retirement of Michael Turner at the 2025 AGM, the Board has agreed that Simon Emeny, the Chief Executive, will assume the role of Executive Chairman and Fred Turner, the Retail Director, will be appointed as Chief Operating Officer.

Critical to deciding the new structure was identifying the best candidate to promote the long-term success of the Company for the benefit of all our stakeholders. The Board unanimously agreed that Simon's extensive experience, deep knowledge and proven track record make him ideally suited to provide continuity following the Chairman's retirement. He has a deep understanding of the dynamics of a family-controlled business alongside the requirements of a listed company, and understands the importance of balancing both family, private and institutional shareholder views.

Fred's promotion to Chief Operating Officer demonstrates the Board's ongoing commitment to developing, attracting and retaining key talent for the long term. In his new role, Fred Turner will take on additional responsibilities which will improve connectivity and synergy between our sales, marketing and operations functions, and provide strong leadership to support Simon and the Board to deliver our long-term strategic objectives. As a family member, his knowledge and understanding of this long-established business and its requirements is considered extremely valuable.



## Refinancing of Bank Facilities

### Factors considered

A B C E

In March 2025 the Board decided to proceed with the refinancing of the Group's banking facilities ahead of the scheduled maturity date while market conditions remained favourable and to remove the risk of a deterioration in market conditions.

A new £185 million bank facility was agreed with a consortium of existing banks with whom an active dialogue was maintained during the refinancing process to develop relationships further. The unsecured facility is available until 31 August 2028 and was secured at an interest margin 75bps lower than existing terms, reflecting the strong financial position of the Company, and providing material interest cost savings.

The facilities present the Board with significant headroom to enable continued investment in the estate while also being able to pursue further growth through appropriate acquisitions which supports the delivery of its long-term strategy. This aligns with the interests of shareholders as well as employees through the improved financial position for the business.

Details of the refinancing was shared in a trading update announced to the market and other key stakeholders, including a business update to employees and a briefing to the trustees of the Defined Benefit Pension Plan to provide an update on the Company's financial position.

# Embedding OUR CULTURE



“People are at the heart of our business and employee engagement has a vital role to play in ensuring our colleagues voices are heard.”

Jane Bednall  
Independent Non-Executive Director

**Q How does the role of Employee Engagement Director work?**

**A** Being new to this role, I would first like to acknowledge the work of Helen Jones who was appointed as Fuller’s first Employee Engagement Director in 2022, and who set the foundations for this role until her retirement in March 2025. The purpose of this role is to listen to all our colleagues in the business, using the listening channels we already have in place, and ensure that key themes are fed back to the Board for consideration within their decision making. These channels include the annual Happiness Index survey, My Voice (which you can read more about on the next page), Fuller’s Forum and Head Chef Forum, and recruitment and induction surveys. Meetings are also held throughout the year with the People & Talent Director and People Experience Manager to ensure that they have the opportunity to raise any recurring issues and discuss any planned initiatives. This is a really important role on the Board, which I am delighted to develop in my first year.

**Q Why is Employee Engagement at Fuller’s so important?**

**A** People are at the heart of what we do. One of our values is ‘being part of the family’ and we want to make sure our team members really feel they are part of our journey. We believe that when our teams feel connected to the purpose and mission of the business, it fosters a more collaborative working environment. Teams are updated on business highlights and new initiatives through a twice weekly online communication called ‘Inn the Know’, and progress against our strategic priorities is provided at quarterly business updates. Engaged team members don’t just show up to work, they make the difference. Colleagues who understand the importance of their role and how it links to our business performance are happier and create better experiences for our customers. We also know that communication and

listening works both ways and we are proud of the listening channels we have in place. We want our colleagues to help us create the best place to work.

**Q What are some of the key themes that have come out of these listening channels?**

**A** The feedback received during the year has covered areas such as rotas, work life balance, mental health issues and training and development opportunities. We always have room for improvement and action plans to address the feedback are developed.

**Q What is coming next?**

**A** Following on from the annual Happiness Index survey which took place in late 2024, two tailored action plans – one for the support centre and one for the pub and hotel teams – were developed. Each plan follows the key themes that were fed back from the survey and articulates clear actions that are being implemented throughout 2025. Examples of change include publishing rotas further in advance and the launch of the *Call Time On It* campaign.

We are looking forward to further embedding our *Call Time On It* initiative, continuing to ensure that all of our colleagues feel cared for, safe and respected. Team members have welcomed this commitment and it is another step we have taken to ensure our team members always feel supported and empowered. We are also providing a ‘wellbeing boost’ to our team members by utilising the services of our key partners, the Licensed Trade Charity and Medicash.

Jane Bednall  
Independent Non-Executive Director

10 June 2025

# HOW THE BOARD MONITORS *culture*

## Happiness Index

Our annual survey that all team members are encouraged to complete gives us a better understanding of employee experiences. Feedback from the survey influences employee initiatives. This year, 68% of our colleagues completed the survey – with an increased happiness engagement rating of 7.8 – up from 7.7 prior year.

## Employee engagement

Our Employee Engagement Director is kept informed of key employee matters and provides regular updates to the Board. This includes attending the Fuller's Forum and Head Chef Forum, quarterly business updates and the annual General Manager conference, reviewing feedback from the various listening channels and ensuring any relevant matters and concerns are raised with the Board.

## Safety, Care & Respect Policy

Launched in October 2024 to underscore our commitment to creating an inclusive environment and respectful workplace.

## Call Time On It

Our *Call Time On It* campaign was launched to reinforce that unacceptable behaviour from colleagues and customers has no place in the Company.

## Board performance review

A review takes place each year which reflects on whether the Board is making a difference and highlights areas for improvement. The outcomes and actions are reviewed by the Board every six months.

## Succession planning

The Nominations Committee leads succession planning for the Board and overseas plans for senior management, giving them a view of talent across the business.

## Diversity, equity and inclusion

The plans developed by the Executive Team to create an inclusive environment that values and embraces individual perspectives, backgrounds, talents, and experiences are monitored by the Nominations Committee. The Remuneration Committee also reviews our annual Gender Pay Gap Report.

## Remuneration

Remuneration is fair and transparent reflecting our core values and culture. We run a Sharesave scheme that encourages share ownership and provides employees with the opportunity to purchase shares at a discount price.

## Benefits, training and development

We provide an attractive benefits package which is aimed at improving the wellbeing of our employees. We invest heavily in training and development including apprenticeships and leadership programmes.

## Internal controls

Testing the internal control framework provides assurance to the Board on how policies and procedures are followed – offering greater insight throughout the business.

## Health and safety reporting

Monthly health and safety reports are shared with the Board and other key stakeholders – covering topics such as safety training and food hygiene ratings. An annual deep dive on health and safety and monitoring against our policies and procedures is presented to the Board.

## Anti-Bribery and Corruption Policy

We have appropriate systems and procedures in place that must be followed by all employees and contractors to ensure we conduct business honestly and with integrity.

## Whistleblowing

We have arrangements in place – which are overseen by the Audit and Risk Committee – where employees can report any concerns of wrongdoing. This includes a confidential external reporting procedure. Posters have been shared with all sites to put up in their back of house areas, and our Internal Audit Team audits this to ensure everyone is aware of the whistleblowing arrangements.

## Time in the business

The Board regularly spends time in the business. This gives plenty of opportunity for valuable feedback from team members to be heard.



## MY *Voice*

**My Voice is an informal platform that all team members can access at any time to provide feedback on how they are feeling. It's a powerful tool that allows us to check, in real time, what our colleagues are experiencing.**

We read every piece of feedback submitted and take action where possible. For example, when we saw an increase in comments left about mental health challenges, we worked with the Licensed Trade Charity (LTC) to offer additional wellbeing counselling sessions – which we pushed out to our colleagues, as well as highlighting other services available from the LTC. We also ran several mental wellbeing webinars with Medicash, our health care cash plan provider. Common feedback themes and the solutions are highlighted to the Board by the designated Non-Executive Director in their employee engagement report.

**Monique Samra**  
People Experience Manager



# Nominations COMMITTEE

*At a glance*



“Our key focus has been Board succession to ensure we have the right leadership in place to support the long-term success of the Company.”

**Michael Turner**  
Chairman of the  
Nominations Committee



## Members and meeting attendance

Meetings  
FY2025

### Current Directors

<b>Michael Turner (Chair)</b>	4/4
Jane Bedhall <sup>1</sup>	0/0
Sir James Fuller Bt	4/4
Robin Rowland	4/4
Juliette Stacey	4/4

### Former Director

Helen Jones <sup>2</sup>	4/4
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## Governance

- Formal committee of the Board
- Duties set out in terms of reference available at [www.fullers.co.uk/corporate/about-us/governance/governance-documents](http://www.fullers.co.uk/corporate/about-us/governance/governance-documents)
- For matters being discussed concerning the Chairman’s role, the Senior Independent Director chairs meetings in line with the Code requirement

## Membership

- Comprises a majority of independent Non-Executive Directors
- Chaired by the Chairman of the Board and also includes Non-Executive Director, Sir James Fuller Bt, who is the key contact with family shareholders

## Support

Other regular attendees at meetings include:

- Chief Executive
- People & Talent Director
- Company Secretary

## Key duties of the Committee

- Reviews the size, structure and composition of the Board and its Committees
- Leads succession planning for the Board and oversees the development of a diverse pipeline for wider senior management succession
- Review and monitor the Group’s policy and initiatives on diversity and inclusion
- Oversee, with the Chairman and Senior Independent Director, the annual Board performance review

<sup>1</sup> Appointed as a Director and member of the Committee with effect from 1 April 2025 and has therefore not attended any meetings in FY2025.

<sup>2</sup> Retired as a Director with effect from 31 March 2025.

## Dear Shareholder, I am pleased to present the Nominations Committee Report for the year ending 29 March 2025.

As reported in my Chairman's Statement, this will be my last report before I retire at the 2025 AGM. This year has therefore been a critical and busy time for the Committee with a number of key changes to the Board requiring careful consideration to ensure we have the right leadership in place to support the long-term success of the Company.

We discuss the implementation of our succession plans which followed a rigorous process – the appointment of Simon Emeny as Executive Chairman and Fred Turner as Chief Operating Officer – on pages 76 to 77. We have also completed the search for a new independent Non-Executive Director and, as outlined on page 77, we were delighted to welcome Jane Bednall to the Board.

I am confident that with these changes we have the right team with the necessary skills to deliver our strategy and drive the business forward, providing a strong balance of experience, independence and knowledge. You can read more about them on pages 60 to 61.

As reflected in its terms of reference, the Nominations Committee has continued to strengthen its focus on succession planning and talent development for our wider senior management team, as well as providing oversight of our diversity and inclusion initiatives across the business. These topics have been high on the Committee's agenda throughout the year – as you will read in the following pages – and will remain a key area of focus for the year together with the continued development and monitoring of Board succession plans.



**Michael Turner**  
Chair of the Nominations Committee  
10 June 2025

## Composition, Succession and Evaluation

### Board composition

Details of the current Directors, including their qualifications, experience and other commitments, are set out on pages 60 and 61. Helen Jones retired as an independent Non-Executive Director on 31 March 2025. Jane Bednall was appointed to the Board as an independent Non-Executive Director on 1 April 2025.

The Nominations Committee keeps under review the composition of the Board and its Committees to ensure there is the right balance of skills and experience. The composition of the Board and its Committees is also considered as part of the annual Board performance review. As discussed on the following page, Board succession has been a key area of focus during the year.

A Board skills matrix is maintained which captures the current skills and expertise of the Board and assists the Nominations Committee in its discussions regarding future Board composition and succession planning.

The matrix demonstrates, along with the Director biographies on pages 60 and 61, that the Directors have a range of relevant skills and experience which has been further strengthened by the appointment of Jane Bednall.

The Nominations Committee is satisfied that the Board has the necessary mix of skills and subject matter expertise, further supported by the expertise of the Executive Committee members and functional heads.

While at least half of the Board, excluding the Chairman, is not independent as stipulated by the Code, the Committee believes that the presence of Non-Executive Directors who are long-standing family shareholders is important. The Nominations Committee also acknowledges that Michael Turner, the Chairman has been in post beyond nine years; however, the Nominations Committee considers that his knowledge and understanding of this long-established family business and its requirements had been extremely valuable. The Chairman has now announced his retirement, and the Committee expresses its gratitude to Michael for his leadership of the Board and invaluable service over the years.

In line with the Code, none of the independent Non-Executive Directors have served more than nine years. The chart on the next page summarises their current tenure and unexpired terms.

## Key Activities

### June 2024

- Debated Board succession plans which had been developed into a long-term roadmap

### September 2024

- Approved appointment of Russell Reynolds Associates to run search for new independent Non-Executive Director
- Recommended reappointment of Richard Fuller

### November 2024

- Ongoing discussion about Board succession plans
- Reviewed progress against the Group's agreed Inclusion Plan, including the development of a new Safety, Care & Respect Policy and *Call Time On It* charter, more information which can be found on page 78
- Facilitated the annual Board performance review for FY2025

### March 2025

- Ongoing discussion about Board succession plans
- Reviewed composition and tenure of Non-Executive Directors, leading to reappointment of Sir James Fuller Bt, and appointment of Jane Bednall following the retirement of Helen Jones
- Recommended new Committee memberships – Robin Rowland appointed as Chair of the Remuneration Committee and Jane Bednall appointed as member of all three Board Committees
- Recommended appointment of Jane Bednall as Employee Engagement Director
- Reviewed talent and succession plans for wider senior management

### June 2025

- Recommended appointment of Simon Emeny as Executive Chairman and Fred Turner as Chief Operating Officer on the retirement of Michael Turner at the 2025 AGM

# Nominations Committee Report

Continued

## Succession Planning

Extensive work has been undertaken by the Nominations Committee around Board succession, the Group's leadership structure and development of the future talent pipeline.

### Chairman

In light of the Chairman's tenure and own retirement planning, the Committee developed a detailed roadmap to ensure a robust process was followed to identify a successor to Michael Turner. Juliette Stacey, the Senior Independent Director, led discussions at the Nominations Committee if it was deemed a conflict of interest may arise for the Chairman.

To support the decision making, a detailed role specification was agreed setting out the critical skills, experience and characteristics that would be required of the new Chairman. It highlighted the nuances of running a family business and the importance of culture and values. While the Code favours the separation of the Chair role (which should be non-executive and independent) from the Chief Executive role, the Committee carefully considered the unique nature of the business – a family-controlled concern while also being a public listed company – and concluded unanimously that, given his experience and assessment against the required attributes while ensuring business continuity, Simon Emeny was the best candidate to transition into this role.

Cognisant of the additional responsibilities that Simon would assume in the new role, the Committee carefully considered the structure of the Executive Team and the balance of skills required for the future. Following detailed scrutiny, it was agreed that a new Chief Operating Officer role should be created, bringing together the commercial functions of sales, marketing and operations, which was documented in a role specification. Following an assessment of internal talent and benchmarking of external candidates against the key responsibilities, the Committee concluded that, based on his valuable experience, performance and development in role as the Retail Director, Fred Turner was best suited for the position and should be recommended as the Chief Operating Officer.

Taking into account the above, the Board formally approved the appointments on 10 June 2025 to take effect from the 2025 AGM, and agreed that the current Chief Executive and Retail Director roles would be retired at the same time.

In line with the Code, the Division of Responsibilities Schedule has been updated to reflect the new Board structure of Executive Chairman and Chief Operating Officer and to ensure roles are well-defined. The Schedule is available on our website at [www.fullers.co.uk](http://www.fullers.co.uk)

Michael and Simon are working closely together to ensure there is a thorough handover and a smooth transition following the 2025 AGM.

### Non-Executive Directors

Non-executive succession planning has been a key area of focus for the Nominations Committee. Particular attention has been given to monitoring the tenure of the current independent Non-Executive Directors to ensure timings of retirement support continuity and do not leave gaps in skills or experience as members of the Board reach the end of their terms.

Helen Jones, who was both Chair of the Remuneration Committee and Employee Engagement Director, retired from the Board on 31 March 2025 after a six-year term. Following an external search, we welcomed Jane Bednall as a new independent Non-Executive Director on 1 April 2025. Details of the search process for Jane are set out on page 77.

On the recommendation of the Nominations Committee, the Board agreed that Robin Rowland should be appointed as Chair of the Remuneration Committee as he had a strong understanding of the Committee having been a member since March 2020 and having also served on the remuneration committee of another quoted company. To ensure a smooth transition, Robin received a formal induction as part of his appointment which included a handover with Helen Jones, a briefing meeting with the Company Secretary and introduction to Deloitte LLP, the

independent advisor to the Remuneration Committee. The Board also agreed the recommendation that Jane Bednall should be appointed to the Audit and Risk Committee, Nominations Committee and Remuneration Committee, and also take on the role of Employee Engagement Director which is a role she has held at other companies.

### Senior Management

The Nominations Committee has remained focused on overseeing succession planning and the development of talent management for the Executive Team and other senior leaders in the business. During the year, the People & Talent Director presented an update on the comprehensive plans and development activities designed to ensure we have a diverse talent pipeline for succession into these key roles.

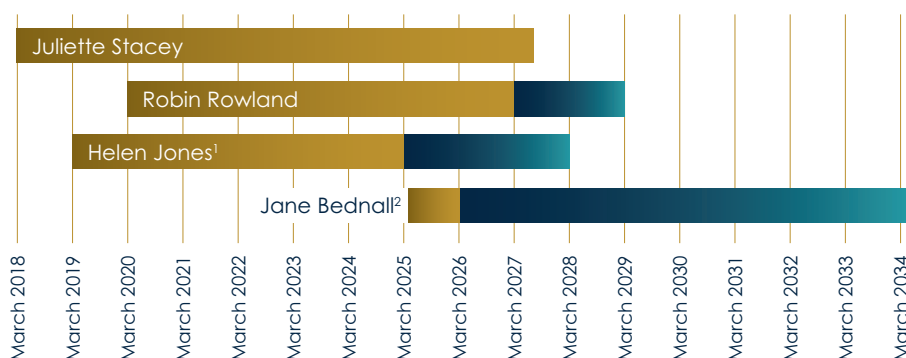
### Election and Re-election

The Nominations Committee is responsible for recommending to the Board the appointment of new Directors and the re-appointment of existing Directors.

As detailed on page 77, the Board approved the appointment of Jane Bednall with effect from 1 April 2025. In accordance with the Articles of Association, her appointment will be subject to the approval of shareholders at the 2025 AGM.

The Committee considered the re-appointment of Richard Fuller as a Non-Executive Director whose term expired in January 2025 and recommended that his term be renewed for a further two years, to January 2027. In addition, the Committee also discussed the re-appointment of Sir James Fuller Bt as a Non-Executive Director, whose three-year term expired in May 2025, and recommended that his term be renewed for a further three years, to May 2028. Both recommendations were approved by the Board.

**Independent Non-Executive Director Tenure Chart**



1 Retired as a Director with effect from 31 March 2025.  
 2 Appointed as a Director with effect from 1 April 2025.

● Current term ends  
 ● Nine year rule

At every AGM, one-third of the Directors are subject to retirement by rotation. In addition, if any Director has, at the start of the AGM, been in office for more than three years since their appointment or re-appointment, they shall retire at that AGM and offer themselves for re-election. At the AGM in July 2025, Dawn Browne and Neil Smith will retire by rotation and offer themselves for re-election. The Board is of the opinion that each Director standing for election or re-election makes an effective and valuable contribution to the Company towards its long-term sustainable success.

The Nominations Committee has considered the Code requirement for Directors to be subject to annual re-election. In view of the Company's size, its ownership structure and its history, the Board agreed with the Nominations Committee not to move to annual re-election of Directors but will keep this requirement under review.

### Induction and Professional Development

All new Directors appointed to the Board undertake a tailored induction programme which is facilitated by the Chairman and Company Secretary. This typically consists of meetings with the Board, Executive Team and other senior leaders, and incorporates visits to pubs and hotels across the estate, to provide an understanding of the business, its culture and key stakeholders. Details of Jane Bednall's personalised induction programme is set out to the right.

Directors are encouraged to attend training courses, industry forums and specialist briefings relevant to their role throughout the year. The Company Secretary, in consultation with the Chairman arranges for external speakers and specialists, such as the Company's brokers and legal advisors, to join Board meetings to brief the Board on topics of interest as appropriate. During the year, the Board received a market update and ESG teach-in presented by the Company's brokers. In line with our commitment to our sustainability journey, a briefing on climate risk was also provided as detailed on page 63.

Executive Directors are permitted to hold one other paid directorship, with the Board's consent, as the Board believes that experience of how other boards work enhances the Directors' contribution to the Company.

## NON-EXECUTIVE DIRECTOR APPOINTMENT

Outlined below is the succession planning process led by the Nominations Committee which resulted in the appointment of Jane Bednall as an independent Non-Executive Director on 1 April 2025.

### Establish a brief

As all of the independent Non-Executive Directors would ordinarily retire in close succession, the Board decided to appoint a new NED to ensure continuity and a smooth transition of experience and knowledge.

The Nominations Committee developed a brief which set out the skills and experience required for the role. This emphasised that experience gained in consumer facing businesses was important, and multi-site retail experience and an understanding of the nuances of family-controlled businesses would be helpful. Good cultural fit and inclusive and collegiate individuals were considered paramount attributes, as well as a genuine interest in Fuller's business, its people, its customers and its long-term success.

### Search for a candidate

Following a selection process involving several firms, Russell Reynolds Associates (RRA) was appointed to lead the search.

RRA finalised a detailed role specification following input from individual briefings with each of the Directors and conducted research to identify potential candidates based on their capacity and suitability for the role.

### Review, assess, interview

A long list of candidates – with the interest, availability and required experience, personality and culture fit – was presented to the Chairman and Chief Executive, and preferred candidates were prioritised for discussion with the Nominations Committee.

Shortlisted candidates were invited for first round interviews with the Chairman, Chief Executive and People & Talent Director, and finalist candidates interviewed by all members of the Nominations Committee.

### Offer the role

Jane Bednall was recommended as the preferred candidate based on her extensive experience and skills she would bring from both an executive and non-executive perspective, along with her expertise in digital, marketing and brands across the hospitality and travel sectors.

The Board approved the recommendation and Jane was appointed with effect from 1 April 2025. A tailored induction programme – as outlined below – was developed by the Chairman and Company Secretary, designed to give her an overview and understanding of the business, its culture and key stakeholders.

## INDUCTION PROGRAMME

### FOR OUR NEW INDEPENDENT NON-EXECUTIVE DIRECTOR

A summary of Jane's programme is set out below.



One-to-one meetings with Board members and the Company Secretary to discuss Board dynamics, output and behaviours, understanding of corporate governance requirements, Board processes and key shareholder and stakeholder relationships.

Briefing sessions with key advisors including the Company's brokers and external auditor.

Days out in the business with senior management team, including operations, marketing, food & drink and sustainability, and introduction to employee engagement activities.

Access to reference materials and Board briefing materials.

# Nominations Committee Report

## Continued

### Diversity and Inclusion

The Board is committed to diversity and inclusion at both the Board level and across the business. While the Board is alert to the need to ensure diversity in all its forms is promoted, it believes Board appointments should be made on merit and does not want to adopt targets that may affect its ability to make the right decision for the business and all its stakeholders.

As and when Board vacancies arise and, should the support of an executive search firm be required, the Board and the Nominations Committee will ensure that it only uses firms that have signed up to their industry's Voluntary Code of Conduct.

Fuller's is a signatory to the British Beer and Pub Association's ("BBPA") diversity and inclusion charter and our aim is to ensure all our venues are inclusive spaces and that we have a zero-tolerance approach to harassment or discrimination of any kind.

With support from the People & Talent Director, the Nominations Committee has regularly reviewed diversity and

inclusion objectives across the business to support the continued commitment to inclusivity, fairness and equality – at every level of Fuller's. This has included reviewing the Group-wide Inclusion Plan which has been developed – a key part being the launch of our inclusion policy 'Safety, Care & Respect Policy' and development of the *Call Time On It* charter which serves as a roadmap for everyone to understand everyone has a voice – colleagues and customers – and that discrimination and harassment have no place at Fuller's.

The Inclusion Action Plan also sets out our ambition to create opportunities for all candidates to promote more diverse teams and we have developed hiring practices that reflect this. Examples include partnering with Rest Less to attract colleagues aged over 50 into our business (including apprenticeships) and the launch of our Guide to Neurodiversity in the Workplace in partnership with Special Olympics GB and the Licensed Victuallers Schools to support people with intellectual disabilities.

In accordance with the Listing Rules, we set out below our gender identity and ethnicity data. Members of the Board and Executive Committee are metrics at the Board and Executive Committee level going forward. A process for the collection of the required numerical data was agreed and the output of this has been included on below.

Currently, the Board does not meet the FCA target of having women make up at least 40% of the Board or having at least one Board member from a non-white ethnic minority background. Juliette Stacey is our Senior Independent Director and therefore there is at least one woman in a senior Board position, as defined in the rules.

In line with the Code, the Nominations Committee has reviewed the gender balance of those in senior management, considered to be the Executive Committee members, and their direct reports at 29 March 2025. This information is illustrated, alongside details of the gender balance for the Board and all employees on page 59.

### Board and Executive Management Diversity Disclosures

As at our chosen reference date of 29 March 2025, our year end, the targets and reporting requirements set out in Listing Rule 6.6.6(9) and (10) respectively are reported below<sup>1</sup>.

#### FCA targets

Target	Outcome	Position as at 29 March 2025
At least 40% of the Board are women	Not met	30% of the Board are women
At least one senior Board position held by a woman	Met	The position of Senior Independent Director is held by a woman
At least one Board Director from a non-white ethnic minority background	Not met	No Directors are from a non-white ethnic minority background

#### Gender identity<sup>2</sup>

Director	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive management	Percentage of Executive management
Men	7	70%	3	4	57%
Women	3	30%	1	3	43%
Other categories	0	0%	0	0	0%
Not specified / prefer not to say	0	0%	0	0	0%

#### Ethnic background<sup>2</sup>

Director	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive management	Percentage of Executive management
White British or other white (including minority-white groups)	10	100%	4	7	100%
Mixed / Multiple ethnic groups	0	0%	0	0	0%
Asian / Asian British	0	0%	0	0	0%
Black / African / Caribbean / Black British	0	0%	0	0	0%
Other ethnic group, including Arab	0	0%	0	0	0%
Not specified / prefer not to say	0	0%	0	0	0%

<sup>1</sup> For Board members and Executive management, data was collected via a manual process managed by the Company Secretary. Members were asked to self-report via an e-mail data collection exercise with options aligned to the categories specified in the Listing Rules.

<sup>2</sup> The Chief Executive, Finance Director, Retail Director and People & Talent Director are members of both the Board and Executive management and are counted in both groups in the above tables.

## Board Performance Review

The annual Board and Committee review continues to provide a valuable opportunity for the Board to reflect on how it operates, enabling it to improve its effectiveness and the robustness of its Committees. On the recommendation of the Nominations Committee, for FY2025, the Board completed an internal performance review process between January and March this year, led by the Senior Independent Director. The review consisted of a questionnaire which probed how the Board had operated during the year under review and included the performance of the Board as a whole and its Committees, the effectiveness of the Executive Directors and Non-Executive Directors, key learnings from the year and considerations for future areas of focus.

## Outcomes and Recommendations from FY2025 Review

The consolidated output was finalised and presented to the Board in March 2025. Overall, the output was positive and the review concluded the Board and its Committees were cohesive and performing well. The Board was considered to comprise relevant skills and experience, and all Directors were committed to the success of the Company.

As would be expected, there were some opportunities identified by Board members to further improve effectiveness to ensure that the Company continues to benefit from the combined expertise and insight of the Board. The key themes have been prioritised and incorporated in a tracker, alongside any ongoing recommendations from the prior year, to monitor progress.

## Update on FY2024 Review Recommendations

Good progress has been made against the recommendations arising from the Board performance review completed at the end of FY2024 as set out in the table below.

Recommendation	Progress update
Focus on succession planning at and below Board level and successful management of a period of complex change for the Board	Succession planning was a standing agenda item at all Nominations Committee meetings throughout the year and updates were regularly provided to the Board. An update on the next tier of leadership, below the Executive Committee level, was provided to the Nominations Committee in March 2025 and has been added to the forward planner on an annual basis.
Review acquisition opportunities and post investment appraisals	Acquisition opportunities are presented to the Board for discussion as appropriate and a review of post investment schemes has been added to the forward planner on a six monthly basis.
Continued focus on growth and revenue generation	Focus on these areas formed part of the short and long-term strategy planning throughout the year and was also discussed in depth at the Board's FY2025 strategy session. This remains a key area of focus for the Board.
Greater insight to engagement with key stakeholders	Regular updates are provided to the Board on employee matters and the sustainability strategy throughout the year. The forward planner was updated to provide the Board with ad hoc focus sessions as required, which included a presentation from the Marketing Director on customer insights and a review of the key food and drink suppliers by the Food & Drink Director. Relevant presentations will be scheduled as required.

# Audit & Risk COMMITTEE

At a glance



“The Committee in FY2025 has overseen further enhancement of the internal controls and risk management framework.”

**Juliette Stacey**  
Chair of the Audit and Risk Committee



## Members and meeting attendance

	Meetings FY2025
<b>Current Directors</b>	
<b>Juliette Stacey (Chair)</b>	4/4
Jane Bedhall <sup>1</sup>	0/0
Robin Rowland	4/4
<b>Former Director</b>	
Helen Jones <sup>2</sup>	4/4

## Governance

- Formal committee of the Board
- Duties set out in terms of reference available at [www.fullers.co.uk/corporate/about-us/governance/governance-documents](http://www.fullers.co.uk/corporate/about-us/governance/governance-documents)

## Membership

- Consists entirely of independent Non-Executive Directors with a good balance of skills and experience in the sector in which the Group operates
- Chair of the Committee is a Chartered Accountant with a broad range of experience in senior finance roles and therefore meets the requirement under the Code

## Support and meeting attendance

- All meetings are attended by Ernst & Young LLP (“EY”), our independent external auditor, and the Company Secretary

- Regular attendees include the Chairman, Chief Executive, Finance Director, Head of Finance and Head of Group Tax & Risk
- Other members of senior management attend relevant meetings when requested by the Chair or submit papers as required
- Committee meets at least annually with EY, without management present, to discuss any matters they may wish to raise
- Committee Chair also meets with the Finance Director and EY outside of the formal meeting programme

## Key duties of the Committee

- Monitors the integrity of the financial reporting for the Group
- Manages the relationship with the external auditor
- Oversees the effectiveness of the risk management and internal control systems

<sup>1</sup> Appointed as a Director and member of the Audit and Risk Committee with effect from 1 April 2025 and has therefore not attended any meetings in FY2025.

<sup>2</sup> Retired as a Director with effect from 31 March 2025.

## Dear Shareholder, I am pleased to present the Audit and Risk Committee Report for the year ended 29 March 2025.

This report outlines the areas of focus for the Committee during the year. As always our work has covered a wide range of activities, most of which were targeted around the key areas of financial reporting, external audit oversight and internal control and risk management, all of which is underpinned by a robust governance framework. We have provided more detail on the key activities that the Committee has considered during the year in this report.

Rachel Savage will complete five years as our lead audit engagement partner at EY and will be replaced by Rachel Dockar at the conclusion of this year's audit.

On behalf of the Committee, I would like to extend our thanks to Rachel for her invaluable support over the last five years.

We have been carefully considering the FRC's revisions to the UK Corporate Governance Code which were released in January 2024. The most notable change is in the broadened Provision 29 which will apply from our year ending March 2027. Our approach to reviewing the effectiveness of our material controls is being developed and will be under continuous review until implementation.

In terms of other legislation, the Committee reviewed the new corporate criminal offence for the failure to prevent fraud which will come into force on 1 September 2025. Following a risk assessment, dedicated training has been developed and rolled out to our senior leaders.

The output from a cross-departmental Risk Working Group which was established during the year to pro actively assess and manage risks across the business (including non-financial risks) is providing additional insight to the Committee.

Focus areas have included creating a new set of minimum supplier standards, tightened governance on supplier contracts and an overarching review of the Group's data retention processes and policies. The Risk Working Group will also provide support for the assurance work to test material controls.

Working with our Sustainability Director, the Audit and Risk Committee has supported the development of the Group's scenario planning and reporting in relation to the Task Force on Climate-Related Financial Disclosures ("TCFD"). You can read the full TCFD Report on pages 44 to 53.

I will be attending the AGM on 22 July 2025 and I look forward to answering any questions about the work of the Audit and Risk Committee.



**Juliette Stacey**  
Chair of the Audit and Risk Committee  
10 June 2025

## Key Activities During the Year

A detailed annual meeting planner sets out the key items to be covered across the financial year and this is maintained as matters arise during the course of the year. This includes reviewing the financial statements and announcements, monitoring changes in accounting practices and policies, assessing the external audit process and reviewing decisions with a significant element of judgement.

At each meeting, an update on risk management and internal controls is presented, together with reports on compliance, including employee relations and cyber security. It was agreed in the year that the annual Health and Safety update should be presented to the Board (rather than just to the Committee) from FY2026 onwards given that the health and safety of our people and our customers is a priority, and we recognise this as a principal risk.

A summary of the key items discussed at each meeting up to the date of the approval of the Annual Report and Accounts is set out to the right.

Regulatory and governance developments are continuously monitored as part of ongoing reporting from the external auditor and the Company Secretary. The effectiveness of the Committee formed part of the Board performance review which is detailed in the Nominations Committee Report on page 79.

### May 2024

- Review of FY2024 results announcement and Annual Report, including assessment of key judgements, key principal risks and TCFD reporting
- Assessment of internal audit requirements
- Considered Committee and Auditor effectiveness

### September 2024

- Conducted annual review of Anti Bribery and Corruption Policy and Anti Facilitation of Tax Evasion risk assessment
- Agreed appropriateness of Non-Audit Services Policy

### November 2024

- Review of FY2025 interim results, including half year review of Risk Register
- Updated terms of reference to reflect new UK Corporate Governance Code
- Reviewed and agreed the accounting treatment for the acquisition of Lovely Pubs

### January 2025

- Reviewed EY's FY2025 audit plan
- Annual Health and Safety update
- Annual review of the Tax Strategy Statement
- Discussed material controls in preparation for complying with broadened requirements under the new UK Corporate Governance Code
- Confirmed the accounting treatment for the buy-in of the Fuller's Defined Benefit Pension Plan

### June 2025

- Review of FY2025 results announcement and Annual Report, including assessment of key judgements, principal risks and TCFD reporting

# Audit and Risk Committee Report

Continued

## Financial Reporting and Significant Judgement

The Committee monitors the integrity of the financial information published in the interim and annual financial statements and considers the extent to which suitable accounting policies have been adopted, presented and disclosed.

During its review of the Group's financial statements for the period to 29 March 2025, the Committee has reviewed the key judgements and estimates applied in the preparation of the consolidated financial statements, including those communicated by the external auditor during their reporting. These are described in the accounting policies detailed in Note 1 to the financial statements.

The Board was made fully aware of any significant financial reporting issues and judgements made in connection with the preparation of the financial statements.

The key judgements and estimates considered by the Committee are detailed in the table below:

### Key accounting judgement and estimates

#### How the issue was addressed

<b>Going concern</b>	<p>The Committee considered the appropriateness of the decision to adopt the going concern basis of reporting in the preparation of the financial statements. The Audit and Risk Committee reviewed two scenarios – the “base case” and the “downside (severe but plausible) case”, as well as the reverse stress test and the mitigations available to the Group, as disclosed in Note 1 to the financial statements. The Committee has challenged the assumptions used in each scenario and is satisfied that, even under a severe but plausible scenario, the Group has adequate resources for the going concern assessment period and supports the Group adopting the going concern basis.</p>
<b>Impairment testing of property assets</b>	<p>The Committee considered the proposed impairment of property assets as well as the reversal of impairments for both the Half Year Report and the Annual Report.</p> <p>The Committee challenged management's approach, in particular the methodology and inputs used to estimate both value in use and fair value less cost to sell for site level impairment reviews, including challenging the underlying trading forecasts. The Committee also reviewed the disclosures in the Annual Report to ensure their appropriateness. The Audit and Risk Committee was satisfied with the approach presented by management, the judgements made for those properties at risk of impairment and the related disclosures in the Annual Report and Accounts 2025.</p>
<b>Separately disclosed items</b>	<p>The Committee considered the nature of items classified as “separately disclosed items” in the financial statements. The Committee was satisfied that the items management proposed to be shown as separately disclosed items were not linked to the underlying trading of the Group. The most significant items included within separately disclosed items are impairments on properties and profits and losses that arise on the disposal of properties.</p> <p>In addition, the Committee reviewed the disclosures within the Annual Report and Accounts 2025 to ensure they clearly identified and reconciled to the relevant GAAP measure.</p>

## Going Concern and Viability Statement

The Committee assessed in detail the going concern and viability reviews undertaken by management. This involved looking at potential revenues, costs and cash flow modelling on both a prudent base case and downside case scenario where there was much greater uncertainty. The Committee was satisfied with the approach presented by management, including the judgements made in the estimation of future cash flows and the Group's financing, and considering the high proportion of freehold property that underpins the estate.

In addition, the Committee has reviewed the Group's assessment of viability over a period greater than 12 months. The Committee considered the potential financial impact of the Group's principal risks and uncertainties, including the impact of climate change and climate change legislation on the Group's operations. The Committee has concluded that the factors considered and assumptions used are appropriate in assessing the Group's viability.

See Going Concern and Viability Statement on page 35.

## Internal Control and Risk Management

The Board has overall responsibility for the Group's system of internal control and management of risks and for reviewing its effectiveness. The system was designed to provide reasonable but not absolute assurance of:

- the mitigation of risks which might cause the failure of business objectives
- no material misstatements or losses
- the safeguarding of assets against unauthorised use or disposal
- the maintenance of proper accounting records and the reliability of relevant information used within the business or for publication
- compliance with applicable laws and regulations.

The Directors' statement on the Company's system of internal controls is set out below.

At the start of the year, the Committee discussed the Company's risk management process and, on behalf of the Board, considered the Group's principal risks which had been reviewed by the individual risk owners.

Where applicable, the mitigating actions and controls had been updated and the risk rating updated. Any significant changes to risks were discussed in each subsequent Committee meeting.

During the year, a selection of key risks were presented to the Audit and Risk Committee or the Board. This has included risks around climate change, cyber security and wage cost inflation.

The Group maintains business continuity plans and scenario based crisis management exercises are run on a biennial basis. As reported last year, the last exercise was completed in May 2024, based around a food safety disruptive issue. Learnings from this exercise were fed back to the Executive Team and additional training was implemented to improve response capability.

The Board and Committee also consider the thorough responses by the Executive Team and the broader management teams to significant challenges they have faced during the year – the continued challenging trading environment due to inflation and the UK economic uncertainty and policy implementation that has affected wage cost inflation – as solid evidence of the effectiveness of existing disruption recovery and business continuity plans.

The Finance Team is responsible for the appropriate maintenance of financial records and processes that ensure all relevant information is relevant, reliable, in accordance with the applicable laws and regulations, and distributed both internally and externally in a timely manner.

The Investment Committee and Approvals Committee, two sub-committees of the Executive Committee, further strengthen control and scrutiny of costs across the business below Board level authority.

The Investment Committee is responsible for reviewing and approving capital related projects and investments and for completing post-investment appraisals.

The Approvals Committee is responsible for reviewing and approving central costs, Support Centre staffing changes and material procurement contracts. The Finance Director chairs both sub-committees and provides regular updates to the Executive Committee, and to the Audit and Risk Committee and the Board as required.

Throughout the period, the Executive Directors provided relevant and timely financial commentary to supplement the financial reporting, ensuring the Committee and the Board were informed of the financial position and results of the Group.

The Committee and the Board have considered the effectiveness of the Group's system of internal controls. Key elements of the system of internal control designed to address significant risks and uncertainties, as documented on pages 36 to 38, include:

- clearly defined levels of responsibility and delegation throughout the Group, together with well-structured reporting lines up to the Board
- the preparation of annual budgets for each division, including commentary on key business opportunities and risks
- the reviews by the Executive Team of actual monthly results against budget, together with commentary on significant variances and updates of both profit and cash flow expectations for the year
- a detailed investment approval process requiring Board authorisation for all major projects
- post-implementation appraisals of major capital expenditure projects as requested by the Board
- regular reporting of legal and accounting developments to the Board
- regular review of the Group's risk register and discussion of significant risks by the Audit and Risk Committee and the Board which, among other things, take account of the significance of ESG matters to the business
- information reported through any one of the whistleblowing channels
- regular reporting of compliance with data protection and health and safety, and the monitoring of accident statistics and the results of health and safety audits.

# Audit and Risk Committee Report

## Continued

### Internal Audit

The Group does not have a dedicated internal audit function but uses its own Finance Team and Retail Audit Team, augmented with external specialists as required, to provide assurance regarding the strength of the control environment and risk management.

The team of retail business auditors monitor, in particular, the controls over stock and cash in Managed pubs and hotels across the estate.

All sites were audited at least once during the year. A report of the findings from the annual audits vs risk-based audits is collated and presented to the Committee to assess whether a change in the audit approach is required. The Retail Audit Team utilises a risk dashboard which allows them to quickly and objectively assess each site to support their risk based approach to audit visits. The Team continues to work with operations to enhance training and controls around stock management.

The function reports into the Head of Group Tax & Risk who attends all meetings of the Committee to provide an update on the activities of the Retail Audit Team. This includes reporting on any key control weaknesses which have been identified and progress against mitigating actions.

External resource is used when specialist advice is required on any areas of risk or controls where the Committee considers the business may be exposed. The Committee received regular reports covering third party audits on health and safety and food safety matters. It was agreed in early 2025 that the annual health and safety report should be reported to the Board going forward, as the Board regularly receives the health and safety report as part of the People & Talent Director's reporting.

For FY2025, the Committee confirmed that the existing arrangements of internal audit remained appropriate.

### Climate Risk and TCFD Disclosure

The Committee is responsible for overseeing that the effects and consequences of climate change are adequately reflected in our financial statements. Climate-related risks are presented to the Committee on an annual basis. The Board received a sustainability briefing in June 2025 which included input from an external consultant, Zero Carbon Forum, to understand the Group's current position and the risk and opportunities.

The Committee reviewed and agreed that the TCFD disclosures set out on pages 44 to 53 were appropriate and that the assumptions used in the financial statements are consistent with these disclosures.

### Whistleblowing

The Committee is responsible for reviewing the adequacy and security of the Company's arrangements for employees and contractors to raise concerns about any suspected wrongdoing, as set out in the Company's Whistleblowing Policy. The Company has in place mechanisms for concerns to be raised in confidence internally and anonymously through the appointment of an independent whistleblowing service operated by Safecall.

Any whistleblowing reports are reported immediately to the Committee Chair and, following investigation, to the full Committee and, at least annually, to the Board. Through Board reporting from the People & Talent Director, the Committee also gains insight into any trends on employee relation matters.

### Anti-Bribery and Corruption

To prevent bribery and corruption, the Group has a policy which all employees and contractors must follow. This includes guidance around the acceptance of gifts and hospitality. The policy sets out our commitment to conducting business in an honest and ethical manner and our zero-tolerance approach to bribery and corruption from our people and any third parties, including customers and suppliers.

### External Audit

Ernst & Young LLP were first appointed in 2021, following a tender process, to conduct the audit of the Group's financial statements for the financial year to 27 March 2021, and this is its fifth year auditing the Group's results. In accordance with best practice and professional standards, the external auditor is required to adhere to a rotation policy whereby the audit engagement partner is rotated at least every five years. Rachel Savage, the lead audit engagement partner has been in situ for five years and will step down following the FY2025 audit. Rachel Dockar has shadowed the current partner for the 2025 audit and will assume the role for the 2026 audit cycle.

The external auditor is invited to attend all meetings of the Committee and report on the plan and approach for the full year audit.

The Committee Chair meets the auditor on a regular basis during the year, and the Committee meets with the auditor, without management present, at least annually in order to allow both the members of the Committee and the auditor to raise any issues directly and to discuss the auditor's remit.

The Committee reviewed the effectiveness of EY's performance of the external audit process, taking into account:

- the quality and scope of the audit plan, and evaluation of delivery and performance against the plan
- qualifications, efficiency and performance of the audit team
- the communication between the Company and EY
- EY's understanding of the Group's business and industry sector
- the results of the FRC's Audit Quality Inspection Report on EY.

After considering these matters, the Audit and Risk Committee was satisfied with the effectiveness of the year end audit process and recommended to the Board that EY be re-appointed at the Company's AGM on 22 July 2025.

During the year, the Company complied with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Process and Audit Committee Responsibilities) Order 2014.

### Auditor Independence and Non-Audit Services

Auditor independence and objectivity are safeguarded by a number of control measures, and a formal written policy was approved in January 2021 and reviewed during the course of the year to confirm its continued appropriateness. The policy sets out processes for assessing independence and objectivity, including disclosure requirements of the auditor, restrictions on the employment of the auditor's former employees and the circumstances in which the auditor may be permitted to undertake non-audit services.

The policy is in line with the recommendations set out in the FRC's Guidance on Audit Committees and the requirements of the FRC's Revised Ethical Standard 2024 (the "Standard"). In respect of non-audit services, only a very short list of non-audit services is now permitted under the Standard, which are detailed in the policy, and all spend has to be approved by the Committee, which ensures full visibility.

In FY2025, the fees paid to EY for audit services were £533,000 (FY2024: £485,000), including £31,000 for non-recurring audit services (FY2024: £nil).

During the year, no fees were paid to EY for non-audit services (FY2024: £10,000 in relation to the agreed upon procedures on the FY2024 Half Year Results Announcement). In addition, EY was paid £6,000 (FY2024: £6,000) for the completion of a compliance certificate from the auditor required under the terms of the 6.875% Debenture Stock 2028 Trust Deed.

In line with the approach taken by many companies, EY is not engaged to provide a review opinion on the half year results. However, the lead engagement partner attends all meetings of the Committee, including the discussions to approve the half year results.

### Fair, Balanced and Understandable

The Committee reviewed whether the Annual Report, taken as a whole, was fair, balanced and understandable, and also whether it provided the information necessary for shareholders to assess the Company's position and performance, business model and strategy. In making its assessment, the Committee took the following into account:

- A timetable for the production of the Annual Report was agreed by the Finance Team and the auditor, with overall co-ordination of the report being overseen by the Finance Director
- Each section of the report was prepared by a member of management with appropriate knowledge and experience, including representatives from finance, communications, company secretariat and risk
- Management's views on each of the key judgements, which were then discussed by the Committee
- Reports and feedback from the auditor which were presented to the Committee
- Board members received drafts of the report for review, which provided an opportunity to provide comments and ensure messaging was cohesive.

Following its review, the Committee confirmed to the Board that the Annual Report was fair, balanced and understandable, and the Board's statement is set out on page 108.

*JN Stacey*

**Juliette Stacey**  
Chair of the Audit and Risk Committee  
10 June 2025



# Remuneration COMMITTEE

*At a glance*



“Our remuneration philosophy is to incentivise management to drive business performance in order to deliver sustained and profitable growth”

**Robin Rowland**  
Chair of the Remuneration Committee



## Members and meeting attendance

	Meetings FY2025
<b>Current Directors</b>	
<b>Robin Rowland (Chair)</b>	4/4
Jane Bednall <sup>1</sup>	0/0
Juliette Stacey	4/4
<b>Former Director</b>	
Helen Jones <sup>2</sup>	4/4

1 Appointed as a Director and member of the Remuneration Committee with effect from 1 April 2025 and therefore did not attend any meetings in FY2025.  
2 Retired as a Director with effect from 31 March 2025.

## Governance

- Formal committee of the Board
- Duties set out in terms of reference available at [www.fullers.co.uk/corporate/about-us/governance/governance-documents](http://www.fullers.co.uk/corporate/about-us/governance/governance-documents)
- No members or other attendees participate in discussions about their own remuneration

## Membership

- Consists entirely of independent Non-Executive Directors
- Helen Jones served as Chair until 31 March 2025 and was succeeded by Robin Rowland
- Detail of skills and experience of members can be found on pages 60 to 61

## Support

- Other regular attendees at meetings include:
  - Chairman
  - Chief Executive
  - People & Talent Director
  - Company Secretary
- Remuneration advisor attends meetings at invitation of Chair

## Key duties

- Sets the Remuneration Policy for the Chairman, Executive Directors, Executive Team members and Divisional Directors
- Determines the total remuneration package (including pensions, service agreements and termination payments) of the Chairman and Executive Directors and, in consultation with the Chief Executive, determines the total remuneration package of the members of the Executive Team and Divisional Directors
- Reviews workforce remuneration and related policies

**Dear Shareholder,**  
**Following my appointment as Chair of the Committee on 1 April 2025, I am delighted to present the Remuneration Report for the year ended 29 March 2025. I would like to extend my thanks to Helen Jones for her expert chairing of the Committee from September 2019 until her retirement on 31 March 2025. I would also like to welcome Jane Bednall to the Committee following her appointment as a new independent Non-Executive Director on 1 April 2025.**

Despite the challenging economic environment, we have continued to build on our strong momentum and have seen significant progress and growth across the business. Revenue grew by 4.8%, to £376.3 million, like for like sales were up 5.2%, and adjusted profit before tax increased by 32% to £27.0 million.

Remuneration for FY2025 has been framed by this strong operational performance which has been delivered by the Executive and is reflected in pay-outs being awarded against variable elements of pay as detailed below.

### Directors' Remuneration Policy

Our remuneration philosophy is to incentivise management to drive business performance in order to deliver sustained and profitable growth. We presented our revised Policy to shareholders at the AGM in 2024, where we received strong support with a vote in favour of 94.59%. The Policy is intended to cover the three-year period to the AGM in 2027 and it was applied consistently during the year ended 29 March 2025. The Committee did not exercise any discretion to adjust remuneration outcomes in the year. No changes are proposed to the Policy for FY2026.

### Appointment of Executive Chairman and Chief Operating Officer

Given the upcoming retirement of Michael Turner, our Chairman, after the 2025 AGM (see page 76 for further details), Board succession and the Group's leadership structure has been an area of continued discussion.

Following the AGM, Simon Emeny, the Chief Executive, will assume the role of Executive Chairman and Fred Turner, the Retail Director, will be appointed as Chief Operating Officer.

This structure leverages Simon Emeny's extensive experience (nearly three decades with the business, including approximately 27 years on the Board and 12 years as Chief Executive), to ensure business continuity and effective decision-making in a challenging market. His deep knowledge and proven track record make him ideally suited to lead the Group following the Chairman's retirement.

### Updated Share Plans

At the 2025 AGM we will be seeking shareholder approval to renew the all-employee SAYE Scheme which is approaching its expiry date. We are also presenting updated ESOS rules for approval to bring them in line with legislative changes and current practice.

Full details of the terms of the SAYE Scheme and ESOS rules will be included in the Notice of AGM. The updated plans will replace the existing plans for grants from the 2025 AGM onwards.

## Key Activities

### May 2024

- Discussed provisional vesting outcome for awards granted during FY2022 under Long-Term Incentive Plan ("LTIP") and Executive Share Option Scheme ("ESOS") which was confirmed in June 2024
- Considered performance against financial and strategic targets for FY2024 annual bonus and agreed pay-out levels
- Approved annual salary increases for Executive Directors, Executive Team and Divisional Directors effective 1 June 2024
- Set financial and strategic targets for FY2025 annual bonus for Executive Directors, Executive Team and Divisional Directors
- Agreed targets for FY2025 LTIP and ESOS awards
- Reviewed Remuneration Policy (the "Policy") for approval by shareholders at 2025 AGM
- Considered remuneration arrangements for wider workforce

### November 2024

- Considered 2025 AGM voting outcome
- Approved annual invitation under the all-employee Sharesave ("SAYE") Scheme for FY2025
- Reviewed independence and effectiveness of the remuneration advisor
- Conducted annual review of the Committee's terms of reference

### January 2025

- Reviewed outline of remuneration advisor fees for FY2026
- Reviewed the annual Gender Pay Gap Report
- Received a report on updated remuneration policy guidance from investor bodies

### May 2025

- Considered remuneration arrangements for wider workforce
- Confirmed vesting outcome for awards granted in FY2023 under LTIP and ESOS
- Considered performance against financial and strategic targets for FY2025 annual bonus and agreed pay-out levels
- Approved annual salary increases for Executive Directors, Executive Team and Divisional Directors effective 1 June 2025
- Set financial and strategic targets for FY2026 annual bonus for Executive Directors, Executive Team and Divisional Directors
- Agreed targets for FY2026 LTIP and ESOS awards
- Approved remuneration packages for new Executive Chairman and Chief Operating Officer roles, subject to Board approval

# Remuneration Committee Report

Continued

## Incentive Outcomes for FY2025

### Annual bonus

The annual bonus for FY2025 was based 80% on Group adjusted profit before tax (pre IFRS 16) performance and 20% on individual strategic performance. Group adjusted profit before tax (pre IFRS 16) was £27.2 million, which exceeded the maximum performance target of £26.87 million, therefore this element vested at 100% of maximum. Performance against individual strategic objectives was assessed and vested at 78.5% of maximum. Further details are disclosed on page 93. Overall, an annual bonus of 95.7% of maximum has been awarded to each of the Executive Directors.

### LTIP

The LTIP granted in July 2022 was based on Group adjusted EPS before tax performance targets measured over the period to FY2025. The EPS performance targets for the LTIP were not met and these awards will lapse in full.

### ESOS

No awards will vest based on performance for the financial year FY2025.

### Conclusion

The Remuneration Committee considers the level of pay-out for the incentives above are reflective of the overall performance of the Group over the relevant performance period and are appropriate.

## Executive Director Remuneration for FY2026

### Salary

We review carefully the approach taken for the wider workforce when considering salary increases for Executive Directors, given the continued cost pressures faced by colleagues over the last 12 months. Base salaries for Executive Directors have been increased by between 2.4% and 2.6%, which is in line with the increases received by those employed by the Company. The average salary increase received by the wider workforce (which includes pub teams) was 5.2%. Executive Director pay increases will continue to be implemented with effect from 1 June of each year.

Simon and Fred's salaries were increased by 2.4% and 2.6% respectively in line with the wider workforce from 1 June 2025. Following the AGM and their appointment to their new roles, their salaries will be further increased to £620,000 for Simon and £295,000 for Fred. These salaries reflect the material change in the scope and complexity of their roles and the cessation of the current Chairman's fee (£210,000) while recognising the business' cost constraints. All other elements of their FY2026 remuneration packages will remain as detailed on page 91.

### Annual bonus

The maximum annual bonus will continue to be 100% of base salary, based 80% on Group adjusted profit before tax (pre IFRS 16) performance and 20% on individual strategic objectives.

### Long-term incentive awards

The maximum LTIP award will continue to be 125% of base salary for the Chief Executive, Retail Director and People & Talent Director and 100% of base salary for the Finance Director, based on the achievement of pre-tax adjusted EPS performance for FY2028.

Awards under the ESOS will be granted to Executive Directors with reference to the tax efficient limit set by HMRC, to the extent they are eligible.

### Non-Executive Director Fees

Non-Executive Director fees were last reviewed in detail by the Board in December 2023 and the fees were last increased in January 2024 to a basic fee of £58,000. No changes to the basic fee are expected to be made in FY2026. The additional fees paid for chairing or attending a Committee or for any other additional duties will remain the same. Further details about the additional fees are set out on page 95.

The Chairman's fee was last reviewed by the Remuneration Committee in 2022 and remains at £210,000 for FY2026 up until his retirement at the 2025 AGM.

Jane Bednall was appointed to the Board on 1 April 2025 and her basic fee is in line with the other Non-Executive Directors.

## Employee Engagement and Support

The Committee receives updates on workforce pay and benefits throughout the Group and considers workforce remuneration as part of the review of Executive remuneration. We took into account the agreed average annual pay increase for all employees when agreeing pay reviews for the Executive Directors, Executive Team and Divisional Directors. Employee share ownership is encouraged through the all-employee Savings Related Share Ownership Scheme which is offered to all employees of the Company.

## Shareholder Engagement

The Committee welcomes ongoing shareholder dialogue. Our intention is that shareholder views will be sought when there is any significant change to Directors' remuneration. Should shareholders have any concerns about the Policy, the Remuneration Committee Chair will endeavour to meet with them, as appropriate, to understand and respond to any issues they may have.

I hope that you find the Report clear and comprehensive and that it helps demonstrate how Directors' remuneration is linked to the performance of the Company.

On behalf of the Remuneration Committee, I would like to thank shareholders for your continued support and feedback over the year, and I hope that you are able to support the resolution on the Annual Report on Remuneration being presented at this year's AGM on Tuesday 22 July 2025.



**Robin Rowland**  
Chair of the  
Remuneration Committee

10 June 2025

## Annual Report on Remuneration

This Annual Report on Remuneration from this page to page 103 will be put to an advisory shareholder vote at the Company's AGM on 22 July 2025.

### Directors' Remuneration Policy

We presented our Remuneration Policy (the "Policy") to shareholders at the AGM in 2024, where we received strong support with a vote in favour of 94.59%. This Policy covers the three-year period until the AGM in 2027 and it was applied consistently during the year ended 29 March 2025. The full Policy can be found on pages 83 to 97 of the 2024 Annual Report and is available in the Investor section of our website ([www.fullers.co.uk](http://www.fullers.co.uk)). The table on page 90 provides a summary of the main elements of the Policy for Executive Directors.

### Remuneration Philosophy and Principles

In developing the Policy, the Remuneration Committee considered the key principles set out in Provision 41 of the UK Corporate Governance Code. The Committee believes that the Policy is clear and transparent and aligned with our culture. In normal years, we operate a simple incentive framework of an annual bonus, an LTIP award, and an ESOS award, subject to maximum award levels set by HMRC. Award levels are capped with pay-out linked to performance against a limited number of measures which are linked to our strategy. Stretching but fair targets are set. This ensures that potential reward outcomes are clear and aligned with performance achieved, with the Remuneration Committee having the discretion to adjust pay-outs where this is not considered to be the case.

Pay levels are set taking into account external market levels as well as internal practice to ensure pay remains competitive while being equitable within the Company. Malus and clawback and discretion provisions, LTIP holding periods and shareholding guidelines, including post-employment, are in place to mitigate reputational and other risks. Remuneration arrangements are determined throughout the Group based on the same principle: that the remuneration policies and practices should be aligned to the Company's purpose and values, support the delivery of the strategy and promote long-term sustainable success.



# Remuneration Committee Report

Continued

## Summary of Implementation in FY2025

### Fixed

Current Policy	Key features	Implementation in FY2025
<p><b>Base salary</b> Reflects the importance of the role to the business and the experience the individual brings to it</p>	<ul style="list-style-type: none"> <li>Reviewed annually with increases normally effective from 1 June</li> <li>Increases will normally be in line with increases across the Group</li> </ul>	<p>Increased by 4% from 1 June 2024 in line with the wider workforce:</p> <ul style="list-style-type: none"> <li>Chief Executive – £579,000</li> <li>Finance Director – £400,500</li> <li>Retail Director – £231,500</li> <li>People &amp; Talent Director – £223,500</li> </ul>
<p><b>Benefits</b> Provides competitive benefits which also protect the individual and provides preventative care for them</p>	<ul style="list-style-type: none"> <li>The Company offers Executive Directors a range of benefits consistent with the role</li> </ul>	<p>Taxable benefits included:</p> <ul style="list-style-type: none"> <li>a car allowance</li> <li>private medical insurance</li> <li>optional cash vouchers for use in Fuller's pubs and hotels</li> </ul> <p>Non-taxable benefits included:</p> <ul style="list-style-type: none"> <li>life assurance and permanent health insurance</li> <li>Group-wide employee benefits, such as an employee discount linked to length of service and all-employee share plans</li> </ul>
<p><b>Pension</b> Provides an appropriate level of retirement benefits</p>	<ul style="list-style-type: none"> <li>Executive Directors are either members of the Company's defined contribution plan or receive a cash allowance in lieu of pension</li> </ul>	<p>Pension rates are as follows:</p> <ul style="list-style-type: none"> <li>Chief Executive – 17.5% of base salary</li> <li>Finance Director – 5% of base salary</li> <li>Retail Director – 17.5% of base salary</li> <li>People &amp; Talent Director – 7% of base salary</li> </ul>

### Variable

	Key features	Implementation in FY2025
<p><b>Annual bonus</b> Incentivises achievement of annual financial objectives and delivery of the business strategy</p>	<ul style="list-style-type: none"> <li>Maximum opportunity of 100% of salary based on annual performance targets</li> <li>Any bonus earned in excess of 75% of salary will normally be deferred into shares for three years under the 2019 Bonus and Deferred Bonus Plan ("BDBP")</li> </ul>	<p>The maximum bonus award for Executive Directors was 100% of base salary based 80% on Group pre-IFRS 16 adjusted profit before tax and 20% on individual strategic performance.</p> <p>Bonus pay-out (95.7% of maximum):</p> <ul style="list-style-type: none"> <li>Chief Executive – £554,103</li> <li>Finance Director – £383,279</li> <li>Retail Director – £221,546</li> <li>People &amp; Talent Director – £213,890</li> </ul>
<p><b>LTIP</b> Incentivises the delivery of long-term sustainable returns for all shareholders</p>	<ul style="list-style-type: none"> <li>The maximum annual award in respect of a financial year is 125% of base salary</li> <li>Awards vest based on performance over three financial years</li> <li>Normally 25% of awards vest for threshold levels of performance</li> </ul>	<p>The Chief Executive, Retail Director, and People &amp; Talent Director were granted awards of 125% of salary and the Finance Director was granted an award of 100% of base salary in June 2024 ("2024 LTIP").</p> <p>Awards were based on pre-tax adjusted EPS performance for FY2027 of:</p> <ul style="list-style-type: none"> <li>Threshold – EPS of 43.00p</li> <li>Maximum – EPS of 58.99p</li> </ul> <p><b>2022 LTIP award</b> LTIP awards granted to the Executive Directors in July 2022 were subject to a pre-tax adjusted EPS performance condition. The outcome was below the threshold target and therefore these awards lapsed.</p>
<p><b>ESOS</b> Aligns interests of Executive Directors with those of shareholders and incentivises delivery of long-term sustainable returns</p>	<ul style="list-style-type: none"> <li>Executive Directors may be granted market value options up to a maximum total value set by HMRC</li> <li>Options vest based on performance over three financial years</li> <li>Once vested, options must be exercised before the 10th anniversary of grant</li> </ul>	<p>No awards were made to Executive Directors in FY2025. Awards made to other participants were based on pre-tax adjusted EPS performance for FY2027 of 37.30p.</p> <p><b>2022 ESOS award</b> ESOS awards granted to the Finance Director, Retail Director, People &amp; Talent Director in July 2022 were subject to a pre-tax adjusted EPS performance condition. The target was not met and therefore these awards lapsed.</p>

## Statement of Implementation of Remuneration Policy for FY2026

This part of the Directors' Remuneration Report sets out how the Policy will be operated in the coming year.

### Base Salaries

The Executive Directors' base salaries have been increased by between 2.4% and 2.6% in line with the lowest increase received across the wider workforce. The Remuneration Committee reviewed carefully the approach taken for the wider workforce when considering salary increases for Executive Directors, given the continued cost pressures faced by colleagues over the last 12 months. The average salary increase received by the wider workforce was 5.2%.

Following a change in 2022, pay increases across the wider business are now implemented with effect from 1 April of each year. Pay increases for Executive Directors, other members of the Executive Team and Divisional Directors will continue to be implemented with effect from 1 June of each year.

Salaries for the Executive Directors from 1 June 2025 are therefore as follows:

- Chief Executive – £593,000
- Finance Director – £410,500
- Retail Director – £237,500
- People & Talent Director – £229,000

Following the 2025 AGM, Simon Emeny, the Chief Executive, will be appointed as Executive Chairman with a salary of £620,000, and Fred Turner, the Retail Director, will be appointed as Chief Operating Officer with a salary of £295,000. These salaries reflect the material change in the scope and complexity of their roles and the cessation of the current Chairman's fee (£210,000) while recognising the business' cost constraints. All other elements of their FY2026 packages will remain in line with the Remuneration Policy approved by shareholders at the 2024 AGM. The current Chief Executive and Retail Director roles will be retired at the 2025 AGM as described in the Nominations Committee Report on pages 75 to 76.

### Pension and Benefits

No changes to Executive Directors' benefits are proposed for FY2026.

The Chief Executive and Finance Director receive an annual cash allowance in lieu of pension of 17.5% and 5% of base salary, respectively. The Retail Director and People & Talent Director receive an annual pension contribution of 17.5% and 7% of base salary, respectively.

Pension entitlements are in line with the Policy that was in place at the time of appointment.

The Remuneration Committee is aware of shareholder guidance that pensions for Executive Directors should be aligned with the wider workforce. However, where this is not the case, given the current rate represents an existing contractual commitment, the Remuneration Committee does not consider it appropriate to make a reduction at this stage. The Remuneration Committee will keep this approach under review.

As previously advised, the pension opportunity for new Executive Directors appointed to the Board will be in line with the maximum employer contribution available for the majority of the workforce.

### Annual Bonus

For FY2026, we intend to operate an annual bonus in line with our Policy. The maximum annual bonus will be 100% of base salary for all Directors. The annual bonus will be based 80% on Group adjusted profit before tax (pre IFRS 16) performance and 20% on individual strategic performance.

Targets are considered to be commercially sensitive and have therefore not been disclosed. Our intention is to disclose targets in the FY2026 Directors' Remuneration Report, provided that these are no longer considered to be commercially sensitive at that time.

### LTIP

The Remuneration Committee intends to continue to grant LTIP awards for FY2026 to ensure that management are aligned with shareholders and incentivised to deliver long-term performance. Awards will be granted at the Policy level of 125% of base salary to the Chief Executive, Retail Director, and People & Talent Director, and 100% of base salary to the Finance Director.

The LTIP will be based on pre-tax adjusted EPS performance as the Remuneration Committee considers that this provides a clear objective for management and supports our strategy. The portion of the LTIP award that vests for threshold performance will be 25% of maximum.

For FY2026 LTIP awards, EPS targets have been set as absolute pence targets for FY2028 as set out below.

We want to measure the performance of our Executive Directors against a criterion that aligns the Executive Directors' interest with the long-term interests of our shareholders. We believe that an earnings per share measure is more appropriate than a simple profit measure as the latter could be improved, for example, by the issuance of shares to raise cash or to finance an acquisition, having a consequent diluting effect on existing shareholders' interests. Additionally, given the aim of encouraging long-term performance, we believe that the earnings per share figure should not reflect short-term non-trading impacts on profit, whether positive or negative, for example, profits or losses on the sale of freehold properties, and such items should be adjusted for. Lastly, given that changes in tax rates are unrelated to Executive Directors' performance, we believe that any earnings per share measure for the LTIP should be based on pre-tax earnings.

The awards will be subject to malus and clawback provisions and a two year post-vesting holding period will apply.

Pre-tax adjusted EPS targets for the FY2026 awards are proposed as follows:

	Threshold (25% vesting)	Maximum (100% vesting)
Pre-tax adjusted EPS in FY2028 <sup>1</sup>	53.04p	69.85p

<sup>1</sup> Vesting increases on a straight-line basis between Threshold and Maximum.

These targets were set taking into account internal and external expectations of performance and the Committee considers that these targets are appropriately stretching taking into account the macroeconomic context.

### ESOS

The Remuneration Committee intends to grant ESOS awards to Executive Directors, to the extent they are eligible, up to the maximum limit set by HMRC. The awards will be based on pre-tax adjusted EPS performance for FY2028 of 51.49p.

# Remuneration Committee Report

Continued

## Implementation of Remuneration Policy for FY2025

This part of the Directors' Remuneration Report sets out the Directors' remuneration paid in respect of FY2025. Sections in the Report not specifically stated as audited are not subject to audit. The Policy operated as intended during FY2025 and pay outcomes are considered by the Committee to be aligned with the experience of shareholders and other stakeholders.

### Single Total Figure of Remuneration Table (audited)

	Salary / Fees		Taxable benefits <sup>1</sup>		Annual bonus <sup>2</sup>		LTIP / Options <sup>3</sup>		Pension		Total variable		Total fixed		Total	
	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s	2025 £'000s	2024 £'000s
Simon Emeny	575	551	26	25	554	545	-	303	101	96	554	848	702	672	1,256	1,520
Neil Smith	398	381	24	23	383	377	-	162	20	19	383	539	442	423	825	962
Fred Turner	230	220	26	23	222	218	-	121	40	39	222	339	296	282	518	621
Dawn Browne <sup>4</sup>	222	162	24	14	214	157	-	48	16	11	214	205	262	187	476	392
Michael Turner	210	210	31	27	-	-	-	-	-	-	-	-	241	237	241	237
Juliette Stacey	88	82	-	-	-	-	-	-	-	-	-	-	88	82	88	82
Sir James Fuller Bt	63	57	-	-	-	-	-	-	-	-	-	-	63	57	63	57
Richard Fuller	58	52	-	-	-	-	-	-	-	-	-	-	58	52	58	52
Helen Jones	78	72	-	-	-	-	-	-	-	-	-	-	78	72	78	72
Robin Rowland	68	62	-	-	-	-	-	-	-	-	-	-	68	62	68	62

- Taxable benefits include a car allowance, family private medical insurance and cash vouchers for use in Fuller's pubs and hotels.
- The annual bonus earned in respect to FY2025 will be paid 75% of salary in cash and 20.7% deferred into shares for three years.
- LTIP / Options may include the value transferred to Directors from the LTIP, ESOS and SAYE Scheme. For SAYE, the benefit is calculated as the share price at the grant date less the exercise price, multiplied by the number of shares under option being purchased. The 2022 LTIP award did not vest as the threshold performance target was not achieved. The value included in the FY2024 column, as disclosed on page 101 of the Annual Report and Accounts 2024, relates to the Recovery LTIP which vested at 25% of maximum. The value of the Recovery LTIP award, which vested on 28 June 2024, has been updated for the actual share price on the date of vesting (£6.96 for the "A" Ordinary Shares and 70p for the "B" Ordinary Shares). The Recovery LTIP award was granted on 29 September 2021 using a share price of £7.33 for the "A" Ordinary Shares and 73p for the "B" Ordinary Shares, which was the average share price during the five dealing days ending immediately before the date of grant. Based on the vesting share price, this equated to a decrease in value of 37p per "A" Ordinary Share and 0.04p per "B" Ordinary Share.
- The figures in FY2024 reflect Dawn Browne's remuneration from 3 July 2023 when she was appointed to the Board.

## Base Salary

Executive Directors' base salaries were increased by 4% in line with the increase received across the wider workforce, effective 1 June 2024.

## Benefits

Executive Directors received taxable benefits which include a car allowance, private medical insurance and optional cash vouchers for use in Fuller's pubs and hotels. Executive Directors also received other non-taxable benefits including life assurance and permanent health insurance and other Group-wide employee benefits, such as an employee discount linked to length of service and all-employee share plans.

## Annual Bonus (audited)

The annual bonus for the year was based 80% on Group adjusted profit before tax (pre-IFRS 16) and 20% on individual strategic objectives.

The following sets out details of actual performance against the targets set:

### Financial Targets (80% of maximum)

Measure	Threshold		Target		Maximum		Actual performance	Pay-out as % of max
	% of financial target	Required performance	% of financial target	Required Performance	% of financial target	Required performance		
Group adjusted profit before tax (pre IFRS 16)	10%	£22.57m	50%	£24.72m	100%	£26.87m	£27.2m	100%

### Individual Strategic Performance (20% of maximum)

The non-financial element of the bonus for FY2025 was dependent on personal performance against non-financial strategic objectives approved by the Remuneration Committee. The table below summarises the achievements against each of those objectives.

Strategic performance measure	Outcome
<b>1. Delighting our customers</b> Measured by growing like for like sales ahead of the CGA RSM Hospitality Business Tracker for the full year.	For FY2025 like for like sales increased by 5.2%, ahead of the CGA RSM Hospitality Business Tracker.
<b>2. Investment in our estate</b> Measured by assessing post investment weekly sales achieved compared to the weekly sales forecast within the internal rate of return (IRR) for all transformational investments during the year.	Across sites with a transformational investment, which have traded for eight weeks post investment, the actual sales uplift achieved was in excess of the targeted uplift in the year.
<b>3. Inspiration of our teams</b> Measured by reference to increasing the rating for the "inspiration" score from the annual employee engagement survey.	The "inspiration" score within our employee engagement survey increased when compared with the prior year survey.
<b>4. Leverage growth potential</b> Measured through exceeding our targeted gross profit margin.	Gross profit margins were improved through effective procurement, menu development and enhancing our offer to customers. The increase in gross profit margin exceeded our targeted growth rate.

The Remuneration Committee discussed the formulaic outturns of the financial targets and strategic performance objectives in the context of the Group's overall performance, shareholder return performance and other stakeholder experiences. The Remuneration Committee noted that the Group adjusted profit (pre IFRS 16) of £27.2 million exceeded the maximum financial target of £26.87 million and the significant progress that had been made against the strategic objectives, therefore the Committee did not exercise discretion and an annual bonus of 95.7% of maximum has been awarded to each of the Executive Directors.

### LTIP Awards Vesting in Respect of FY2025 (audited)

LTIP awards granted in July 2022 were based on pre-tax adjusted EPS performance for FY2025. The following sets out details of performance against targets set. As threshold target was not achieved these LTIP awards will lapse. The Remuneration Committee did not exercise any discretion in relation to the LTIP outcome.

Performance measure	Minimum (25% vesting)	Maximum (100% vesting)	Target set		Actual performance	Value of award
			Value of award	Percentage vest of original grant:		
Pre-tax Group adjusted EPS	49.93p	60.15p	Value of award	Percentage vest of original grant:	47.15p	Value of award
LTIP			Minimum – 25% Maximum – 100%			nil

# Remuneration Committee Report

Continued

## ESOS Awards Vesting in Respect of FY2025 (audited)

No ESOS awards vested to Executive Directors in respect of FY2025. ESOS awards granted to the Finance Director, Retail Director, People & Talent Director in July 2022 were subject to a pre-tax adjusted EPS performance condition. The target was not met and therefore these awards lapsed.

## Total Pension Entitlements

Michael Turner and Richard Fuller are pensioners of the Fuller's Defined Benefit Pension Plan, which is closed to future accrual, under the Directors' section.

Simon Emeny became a deferred member of the Fuller's Defined Benefit Pension Plan, under the main section, when the Plan closed to future accruals on 1 January 2015. Prior to closure, he received a salary supplement of 17.5% of the excess of his base salary over the earnings cap for use as part of his retirement planning. Following closure of the Pension Plan, Simon Emeny is paid an annual salary supplement of 17.5% of his salary by the Company.

During the year, Neil Smith was paid an annual cash allowance of 5% of salary, in line with the Policy. Fred Turner received an annual pension contribution of 17.5% of salary, in line with his existing contractual arrangements. Dawn Browne received an annual pension contribution of 7% of salary following her appointment to the Board, in line with the pension rate available to those employed by the Company. Executive Directors who receive a cash allowance are required to use the supplement as part of their overall retirement planning. They are also normally expected to contribute 7% of their salary to their pension or another investment vehicle. The Remuneration Committee considers that the Policy operated as intended during the year.

## Scheme Interests Awarded During the Financial Year (audited)

In respect of the 52 week period ended 29 March 2025, the following share awards were granted:

Director	Type of award	Number of "A" Shares	Number of "B" Shares	Face value at grant £'000s <sup>1</sup>	Date of grant	Performance period end <sup>2</sup>	% of award grant vesting at minimum threshold
Simon Emeny	LTIP	83,237	208,093	724	28/06/2024	27/03/2027	25%
<b>Total</b>		<b>83,237</b>	<b>208,093</b>	<b>724</b>			
Neil Smith	LTIP	46,060	115,152	400	28/06/2024	27/03/2027	25%
<b>Total</b>		<b>46,060</b>	<b>115,152</b>	<b>400</b>			
Fred Turner	LTIP	33,280	83,201	289	28/06/2024	27/03/2027	25%
<b>Total</b>		<b>33,280</b>	<b>83,201</b>	<b>289</b>			
Dawn Browne	LTIP	32,130	80,326	279	28/06/2024	27/03/2027	25%
	SAYE	669	–	5	18/12/2024	n/a	n/a
<b>Total</b>		<b>32,799</b>	<b>80,326</b>	<b>284</b>			

- 1 Face values have been calculated using the actual grant price of £6.956 per "A" Ordinary Share and an assumed share price of £0.6956 per "B" Ordinary Share for the LTIP, being the average share price during the five dealing days ending immediately before the date of grant; and £6.88 per "A" Ordinary Share for the SAYE, being the average share price during the five dealing days ending immediately before the date of grant, although options were granted at a 20% discount.
- 2 The LTIP awards are subject to a pre-tax adjusted EPS performance condition, with the targets set on an absolute basis and measured over a period of three years. 25% of the awards vest for pre-tax adjusted EPS of 43.00p in FY2027, with 100% vesting for pre-tax adjusted EPS of 58.99p (straight-line vesting in-between).

## Non-Executive Directors' Fees

Non-Executive Directors receive a basic fee and additional fees for further duties, and the Chairman receives a basic fee.

A review of the Non-Executive Director fee structure was conducted by the Board (excluding the conflicted Non-Executive Directors) in December 2023. As detailed on page 88, it was agreed that with effect from 1 January 2024, the basic fee would be increased from £50,000 to £58,000 per annum. No changes were made to the additional fees paid for chairing a Committee or for additional duties. The Chairman's fee was last reviewed by the Remuneration Committee in 2022 and remains unchanged until his retirement at the 2025 AGM.

A summary of the FY2025 fee structure for the Non-Executive Directors, including the Chairman, is set out below:

Director	Base fee	Senior Independent Director	Committee Chair	Committee member (Audit & Risk and Remuneration)	Family Shareholder Liaison	Total
Michael Turner	£210,000	–	–	–	–	£210,000
Juliette Stacey	£58,000	£10,000	£10,000	£10,000	–	£88,000
Sir James Fuller Bt	£58,000	–	–	–	£5,000	£63,000
Richard Fuller	£58,000	–	–	–	–	£58,000
Helen Jones <sup>1</sup>	£58,000	–	£10,000	£10,000	–	£78,000
Robin Rowland <sup>2</sup>	£58,000	–	–	£10,000	–	£68,000

- Following Helen Jones' retirement as a Director with effect from 31 March 2025, Jane Bednall joined the Board as an independent Non-Executive Director on 1 April 2025. Jane will receive the base fee of £58,000 and a membership fee of £10,000 for serving on the Audit and Risk Committee and the Remuneration Committee.
- Robin Rowland was appointed as Chair of the Remuneration Committee on 1 April 2025 and will receive an additional fee of £10,000 from this date.

### Payments to Past Directors and Payments for Loss of Office (audited)

There have been no payments made to past Directors and payments for loss of office during the year.

### Share Ownership

#### Executive Directors

The Company has share ownership guidelines for Executive Directors which state that they should hold shares worth at least 200% of their salary. Accordingly, until their guideline is met, Executive Directors are expected to retain:

- all shares they hold in the Share Incentive Plan ("SIP")
- all shares they acquire as a result of exercising SAYE options
- all shares that they acquire as a result of exercising options under the ESOS net of the cost of those options
- at least 50% of any post-tax and National Insurance vested shares under the LTIP and the BDBP.

The table below summarises the compliance of each Executive Director with their shareholding requirement:

Executive Director	Shareholding Requirement (% of salary)	Current Shareholding (% of salary) <sup>1,2</sup>	Shareholding Requirement Met
Simon Emeny	200%	277%	Yes
Neil Smith <sup>3</sup>	200%	56%	No
Fred Turner	200%	492%	Yes
Dawn Browne <sup>3</sup>	200%	30%	No

- The figures include shares which have vested under the rules of the LTIP and BDBP (net of tax) that are subject to a holding period as detailed on page 91.
- Based on the share price on 28 March 2025 (which was the last trading day before the year end) of £5.34 for the "A" Ordinary Shares, £0.534 for the "B" Ordinary Shares, and £5.34 for the "C" Ordinary Shares; and £1.0425 for the 2nd preference £1 shares on 5 February 2025 (which was the last date these shares traded).
- Neil Smith and Dawn Browne joined the Board in November 2021 and July 2023 respectively.

Executive Directors will normally be expected to maintain a minimum shareholding of 200% of base salary (or actual shareholding if lower) for the first 12 months following departure from the Board and 100% of base salary (or actual shareholding if lower) for the subsequent 12 months. The Remuneration Committee retains discretion to waive this guideline if it is not considered appropriate in the specific circumstances.

#### Non-Executive Directors

Non-Executive Directors are expected to hold a minimum shareholding level as agreed from time to time by the Board. This is currently set at £500-worth in nominal value of "A" Ordinary Shares, representing 1,250 "A" Ordinary Shares.

As at 29 March 2025 all Non-Executive Directors held the minimum requirement.

# Remuneration Committee Report

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## Directors' Shareholdings (audited)

Directors' share interests	Beneficial interest at 29 March 2025 <sup>1</sup>	Non-beneficial interest at 29 March 2025 <sup>1</sup>	Beneficial interest at 30 March 2024	Non-beneficial interest at 30 March 2024
<b>Michael Turner</b>				
"A" Ordinary 40p Shares	182,402 <sup>2</sup>	88,976 <sup>2</sup>	271,378	–
"B" Ordinary 4p Shares	3,061,390	–	3,061,390	–
"C" Ordinary 40p Shares	624,260	–	624,260	–
2nd preference £1 shares	71	–	71	–
<b>Simon Emeny</b>				
"A" Ordinary 40p Shares	130,472	–	130,472	–
"B" Ordinary 4p Shares	1,055,684	–	1,055,684	–
"C" Ordinary 40p Shares	2,000	–	2,000	–
<b>Neil Smith</b>				
"A" Ordinary 40p Shares	6,000	–	6,000	–
<b>Fred Turner</b>				
"A" Ordinary 40p Shares	30,816 <sup>3</sup>	59,318 <sup>3</sup>	2,571	–
"B" Ordinary 4p Shares	559,223	–	534,223	–
"C" Ordinary 40p Shares	100,819	–	100,819	–
2nd preference £1 shares	4,342	–	4,342	–
<b>Dawn Browne</b>				
"A" Ordinary 40p Shares	4,075	–	4,075	–
"B" Ordinary 4p Shares	1,489	–	1,489	–
<b>Juliette Stacey</b>				
"A" Ordinary 40p Shares	2,454	–	2,454	–
<b>Sir James Fuller Bt</b>				
"A" Ordinary 40p Shares	103,442	–	88,942	–
"B" Ordinary 4p Shares	9,194,079 <sup>4</sup>	–	10,486,379	–
"C" Ordinary 40p Shares	2,690,813 <sup>4</sup>	621,050	2,727,879	621,050
<b>Richard Fuller</b>				
"A" Ordinary 40p Shares	15,267	893,937	15,267	893,937
"B" Ordinary 4p Shares	3,025,726 <sup>5</sup>	10,935,015	3,065,726	10,935,015
"C" Ordinary 40p Shares	20,000	–	20,000	–
2nd preference £1 shares	303	7,499	303	7,499
<b>Helen Jones</b>				
"A" Ordinary 40p Shares	2,970	–	2,970	–
<b>Robin Rowland</b>				
"A" Ordinary 40p Shares	7,165	–	7,165	–

1 There were no changes in the interests of any Director to 10 June 2025 other than Juliette Stacey who acquired a beneficial interest in 936 "A" Ordinary Shares of 40p each and Jane Bednall who purchased 1,250 "A" Ordinary Shares of 40p each to meet the minimum shareholding requirement required on her appointment as a Director on 1 April 2025.

2 Michael Turner and his spouse gifted a part of their beneficial interest over "A" Ordinary Shares to a family trust in which he and his spouse act as trustees. Neither Mr Turner nor his spouse have any beneficial interest in the assets of the trust.

3 During the year, Fred Turner was appointed as a trustee to a family trust which holds 88,976 "A" Ordinary Shares. Of this, persons closely connected to him are beneficially interested in 29,658 "A" Ordinary Shares and the balance of 59,318 "A" Ordinary Shares is included in non-beneficial interests.

4 The Trustees of a family trust of which the children of Sir James Fuller Bt are beneficiaries as to one third, sold 1,292,300 "B" Ordinary Shares of 4p each and 37,066 "C" Ordinary Shares of 40p each to a family member related to Sir James Fuller Bt.

5 During the year Richard Fuller gifted 40,000 "B" Ordinary Shares of 4p each to family members who are not persons closely associated.

## Scheme Interests Outstanding at the Year End (audited)

### Executive Directors' share options

Director	Scheme <sup>1,2,3</sup>	As at 30 March 2024	Granted	Exercised	Surrendered	Lapsed	As at 29 March 2025	Exercise price	Date of grant	Performance period end	Exercisable from / vesting date	Expiry date	Price at exercise date	Gain £'000s
<b>Simon Emeny</b>	ESOS	10,000	-	-	-	-	10,000	£6.00	25/07/23	28/03/26	25/07/26	24/07/33	-	-
	SAYE	6,896	-	-	-	-	6,896	£4.35	30/09/20	n/a	01/11/25	01/05/26	-	-
	<b>Total</b>	<b>16,896</b>	-	-	-	-	<b>16,896</b>						-	-
<b>Neil Smith</b>	ESOS	5,000	-	-	-	-	5,000 <sup>4</sup>	£6.00	05/07/22	29/03/25	05/07/25	04/07/32	-	-
	ESOS	5,000	-	-	-	-	5,000	£6.00	25/07/23	28/03/26	25/07/26	24/07/33	-	-
	<b>Total</b>	<b>10,000</b>	-	-	-	-	<b>10,000</b>						-	-
<b>Fred Turner</b>	ESOS	834	-	-	-	-	834 <sup>4</sup>	£6.00	05/07/22	29/03/25	05/07/25	04/07/32	-	-
	ESOS	9,166	-	-	-	-	9,166	£6.00	25/07/23	28/03/26	25/07/26	24/07/33	-	-
	SAYE	6,896	-	-	-	-	6,896	£4.35	30/09/20	n/a	01/11/25	01/05/26	-	-
	<b>Total</b>	<b>16,896</b>	-	-	-	-	<b>16,896</b>						-	-
<b>Dawn Browne</b>	ESOS	4,167	-	-	-	-	4,167 <sup>4</sup>	£6.00	05/07/22	29/03/25	05/07/25	04/07/32	-	-
	ESOS	5,833	-	-	-	-	5,833	£6.00	25/07/23	28/03/26	25/07/26	24/07/33	-	-
	SAYE	1,718	-	-	-	-	1,718	£4.19	16/12/22	n/a	01/02/26	01/08/26	-	-
	SAYE	1,413	-	-	-	-	1,413	£5.25	19/12/23	n/a	01/02/27	01/08/27	-	-
	SAYE	-	669	-	-	-	669	£5.51	18/12/24	n/a	01/02/28	01/08/28	-	-
<b>Total</b>	<b>13,131</b>	<b>669</b>	-	-	-	<b>13,800</b>						-	-	

1 The ESOS and SAYE Scheme are both tax-advantaged share option schemes.

2 SAYE options are normally exercisable for a period of six months from the maturity date at an option price that is discounted by 20% of the average market price for the three days prior to grant for options granted in 2020 and five days prior to grant for options granted in 2023.

3 The ESOS performance conditions are disclosed in Note 27 to the financial statements.

4 The performance condition for this award was not met and the awards lapsed after the FY2025 year end.

# Remuneration Committee Report

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## Executive Directors' Long-Term Incentive Plan

The LTIP awards held by Directors are set out in the table below. All awards are granted as conditional share awards.

Director	Grant date	As at 30 March 2024	Granted	Lapsed	Released	29 March 2025	Status	Performance period end <sup>3</sup>
<b>Simon Emeny</b>								
2021 LTIP – "A" Shares	29/09/2021	69,577	–	(69,577)	–	–	Lapsed	30/03/2024
2021 LTIP – "B" Shares		173,942	–	(173,942)	–	–		
Recovery LTIP – "A" Shares	29/09/2021	139,154	–	(104,366)	–	34,788	Vested and unreleased	30/03/2024
Recovery LTIP – "B" Shares		347,885	–	(260,914)	–	86,971		
2022 LTIP – "A" Shares	05/07/2022	87,754	–	–	–	87,754	Unvested <sup>1</sup>	29/03/2025
2022 LTIP – "B" Shares		219,386	–	–	–	219,386		
2023 LTIP – "A" Shares	25/07/2023	95,095	–	–	–	95,095	Unvested	28/03/2026
2023 LTIP – "B" Shares		237,739	–	–	–	237,739		
2024 LTIP – "A" Shares	28/06/2024	–	83,237	–	–	83,237	Unvested	27/03/2027
2024 LTIP – "B" Shares		–	208,093	–	–	208,093		
<b>Total "A" Shares</b>		<b>391,580</b>	<b>83,237</b>	<b>(173,943)</b>	<b>–</b>	<b>300,874</b>		
<b>Total "B" Shares</b>		<b>978,952</b>	<b>208,093</b>	<b>(434,856)</b>	<b>–</b>	<b>752,189</b>		
<b>Neil Smith</b>								
2021 LTIP – "A" Shares	13/12/2021	29,817	–	(29,817)	–	–	Lapsed	30/03/2024
2021 LTIP – "B" Shares		74,543	–	(74,543)	–	–		
Recovery LTIP – "A" Shares	13/12/2021	74,543	–	(55,908)	–	18,635	Vested and unreleased	30/03/2024
Recovery LTIP – "B" Shares		186,359	–	(139,770)	–	46,589		
2022 LTIP – "A" Shares	05/07/2022	48,513	–	–	–	48,513	Unvested <sup>1</sup>	29/03/2025
2022 LTIP – "B" Shares		121,282	–	–	–	121,282		
2023 LTIP – "A" Shares	25/07/2023	52,631	–	–	–	52,631	Unvested	28/03/2026
2023 LTIP – "B" Shares		131,578	–	–	–	131,578		
2024 LTIP – "A" Shares	28/06/2024	–	46,060	–	–	46,060	Unvested	27/03/2027
2024 LTIP – "B" Shares		–	115,152	–	–	115,152		
<b>Total "A" Shares</b>		<b>205,504</b>	<b>46,060</b>	<b>(85,725)</b>	<b>–</b>	<b>165,839</b>		
<b>Total "B" Shares</b>		<b>513,762</b>	<b>115,152</b>	<b>(214,313)</b>	<b>–</b>	<b>414,601</b>		
<b>Fred Turner</b>								
2021 LTIP – "A" Shares	29/09/2021	27,830	–	(27,830)	–	–	Lapsed	30/03/2024
2021 LTIP – "B" Shares		69,577	–	(69,577)	–	–		
Recovery LTIP – "A" Shares	29/09/2021	55,661	–	(41,746)	–	13,915	Vested and unreleased	30/03/2024
Recovery LTIP – "B" Shares		139,154	–	(104,366)	–	34,788		
2022 LTIP – "A" Shares	05/07/2022	35,081	–	–	–	35,081	Unvested <sup>1</sup>	29/03/2025
2022 LTIP – "B" Shares		87,704	–	–	–	87,704		
2023 LTIP – "A" Shares	25/07/2023	38,021	–	–	–	38,021	Unvested	28/03/2026
2023 LTIP – "B" Shares		95,052	–	–	–	95,052		
2024 LTIP – "A" Shares	28/06/2024	–	33,280	–	–	33,280	Unvested	27/03/2027
2024 LTIP – "B" Shares		–	83,201	–	–	83,201		
<b>Total "A" Shares</b>		<b>156,593</b>	<b>33,280</b>	<b>(69,576)</b>	<b>–</b>	<b>120,297</b>		
<b>Total "B" Shares</b>		<b>391,487</b>	<b>83,201</b>	<b>(173,943)</b>	<b>–</b>	<b>300,745</b>		

Director	Grant date	As at 30 March 2024	Granted	Lapsed	Released	29 March 2025	Status	Performance period end <sup>3</sup>
<b>Dawn Browne</b>								
2021 LTIP – “A” Shares <sup>2</sup>	29/09/2021	12,523	–	(12,523)	–	–	Lapsed	30/03/2024
2021 LTIP – “B” Shares <sup>2</sup>		31,309	–	(31,309)	–	–		
Recovery LTIP – “A” Shares <sup>2</sup>	29/09/2021	20,873	–	(15,655)	–	5,218	Vested and unreleased	30/03/2024
Recovery LTIP – “B” Shares <sup>2</sup>		52,182	–	(39,137)	–	13,045		
2022 LTIP – “A” Shares <sup>2</sup>	05/07/2022	17,039	–	–	–	17,039	Unvested <sup>1</sup>	29/03/2025
2022 LTIP – “B” Shares <sup>2</sup>		42,599	–	–	–	42,599		
2023 LTIP – “A” Shares	25/07/2023	36,739	–	–	–	36,739	Unvested	28/03/2026
2023 LTIP – “B” Shares		91,848	–	–	–	91,848		
2024 LTIP – “A” Shares	28/06/2024	–	32,130	–	–	32,130	Unvested	27/03/2027
2024 LTIP – “B” Shares		–	80,326	–	–	80,326		
<b>Total “A” Shares</b>		<b>87,174</b>	<b>32,130</b>	<b>(28,178)</b>	<b>–</b>	<b>91,126</b>		
<b>Total “B” Shares</b>		<b>217,938</b>	<b>80,326</b>	<b>(70,446)</b>	<b>–</b>	<b>227,818</b>		

- 1 Performance condition was not met and LTIP awards lapsed on 8 May 2025.
- 2 The LTIP awards were granted to Dawn Browne before her appointment as an Executive Director on 3 July 2023.
- 3 The performance periods run for three years from the commencement of each financial year in which the award is granted. Awards vest at the end of the performance period to the extent that certain performance criteria are met as detailed on pages 93 and 94 in respect of the 2022 LTIP and 2024 LTIP and as detailed in the Directors’ Remuneration Report (“DRR”) for the preceding years: page 99 of the FY2024 DRR in respect of the 2023 LTIP and page 73 of the FY2022 DRR in respect of the 2021 LTIP and Recovery LTIP.

### Executive Directors’ BDBP Awards

The BDBP awards held by Directors are set out in the table below. All awards are granted as conditional share awards over “A” Ordinary Shares. The awards will normally vest three years from the grant date and dividend equivalents will accrue up until the vesting date.

	Grant date	Market price at grant <sup>1</sup>	As at 30 March 2024	Deferred	Released	As at 29 March 2025	Release date
<b>Simon Emeny</b>							
2025 BDBP	28/06/2024	£6.956	–	18,400	–	18,400	28/06/2027
			–	<b>18,400</b>	–	<b>18,400</b>	
<b>Neil Smith</b>							
2025 BDBP	28/06/2024	£6.956	–	12,730	–	12,730	28/06/2027
			–	<b>12,730</b>	–	<b>12,730</b>	
<b>Fred Turner</b>							
2025 BDBP	28/06/2024	£6.956	–	7,356	–	7,356	28/06/2027
			–	<b>7,356</b>	–	<b>7,356</b>	
<b>Dawn Browne</b>							
2025 BDBP	28/06/2024	£6.956	–	1,993	–	1,993	28/06/2027
			–	<b>1,993</b>	–	<b>1,993</b>	

- 1 Five-day average price of the middle market quotations ending 27 June 2024 for “A” Ordinary Shares.

# Remuneration Committee Report

Continued

## External Directorship Fees

The Board may give approval for Executives to hold one paid non-executive role and to retain any related fees paid.

Simon Emery is the Senior Independent Director of WH Smith PLC, for which he receives and retains an annual fee of £81,149.

## Performance Graph and Table

The graph below shows a comparison of the Total Shareholder Return ("TSR") for the Company's listed "A" Ordinary Shares for the last 10 financial years against the TSR for the companies in the FTSE All Share Index. The Company is a constituent of this Index and therefore the Remuneration Committee considers that it is an appropriate choice for this Report.



The table below shows the total remuneration figure for the Chief Executive over the last 10 financial years and the annual bonus and LTIP pay-out for each year as a percentage of the maximum available:

	2016	2017	2018	2019	2020 <sup>1</sup>	2021 <sup>2</sup>	2022	2023	2024	<b>2025</b>
Single figure total remuneration (£'000s)	1,418	1,097	1,089	687	600	590	935	639	1,520 <sup>4</sup>	<b>1,256</b>
Annual bonus <sup>3</sup>	85%	41%	48%	48%	nil	nil	61%	nil	98%	<b>95.7%</b>
LTIP	100%	100%	56%	nil	nil	nil	nil	nil	25% <sup>5</sup>	<b>nil</b>

- One-third of the annual bonus was due to pay-out, reflecting the Company's strong like for like sales performance vs the Peach Tracker. However, in light of the broader business circumstances following the outbreak of coronavirus in 2020, the Remuneration Committee and the Executive Directors agreed that it was not appropriate to pay this portion of the annual bonus.
- Total remuneration includes the Chief Executive's voluntary 25% reduction in salary from 1 April 2020 to 30 June 2020.
- Annual bonus as a percentage of the maximum available.
- The FY2024 total remuneration figure for the Chief Executive has been restated in the table above to reflect the actual share price on vesting of the Recovery LTIP. Full detail is set out in the single figure table on page 92.
- Value included is the Recovery LTIP for which the Remuneration Committee exercised their discretion such that 25% of the award vested.

## Percentage Change in Remuneration of Directors and Employees

The table below shows the percentage change in the remuneration (based on salary, benefits and annual bonus) of the Board of Directors compared with that of the average of all employees of the Company taken as a whole. The Chairman and Non-Executive Directors do not receive any variable pay.

	Average of all employees <sup>2,3</sup>	Executive Directors				Non-Executive Directors					Former Director
		Simon Emeny	Neil Smith <sup>4</sup>	Fred Turner <sup>5</sup>	Dawn Browne <sup>6</sup>	Michael Turner <sup>7</sup>	Juliette Stacey <sup>8</sup>	Sir James Fuller Bt	Richard Fuller <sup>8</sup>	Robin Rowland <sup>9</sup>	Helen Jones <sup>8</sup>
<b>2024–2025</b>											
Salary / fees	6.4%	4.3%	4.3%	4.3%	37.2%	nil%	7.3%	10.5%	11.5%	9.7%	8.3%
Benefits	0.4%	3.2%	7.2%	9.5%	69.7%	12.1%	n/a	n/a	n/a	n/a	n/a
Bonus <sup>1</sup>	(7.3)%	1.6%	1.6%	1.6%	35.8%	n/a	n/a	n/a	n/a	n/a	n/a
<b>2023–2024</b>											
Salary / fees <sup>11</sup>	7.6%	5.5%	5.6%	5.5%	–	(12.8)%	2.5%	3.6%	4.0%	3.3%	2.9%
Benefits	(0.3)%	0.5%	1.1%	1.4%	–	1.8%	n/a	n/a	n/a	n/a	n/a
Bonus <sup>1</sup>	257%	100%	100%	100%	–	n/a	n/a	n/a	n/a	n/a	n/a
<b>2022–2023</b>											
Salary / fees	3.3%	2.8%	–	2.8%	–	(3.7)%	4.9%	7.3%	8.1%	6.7%	9.4%
Benefits	(12.2)%	0.2%	–	0.6%	–	0.8%	n/a	n/a	n/a	n/a	n/a
Bonus <sup>1</sup>	100%	100%	–	100%	–	n/a	n/a	n/a	n/a	n/a	n/a
<b>2021–2022</b>											
Salary / fees <sup>10, 11</sup>	2.3%	8.4%	–	8.4%	–	6.7%	8.4%	9.3%	9.6%	9.1%	10.1%
Benefits	(17.0)%	0.3%	–	1.0%	–	1.3%	n/a	n/a	n/a	n/a	n/a
Bonus <sup>1</sup>	(100)%	nil%	–	nil%	–	n/a	n/a	n/a	n/a	n/a	n/a
<b>2020–2021</b>											
Salary / fees <sup>10</sup>	1.0%	(4.0)%	–	–	–	(6.2)%	(0.7)%	(6.2)%	(73.9)%	–	(4.5)%
Benefits	(1.6)%	(0.1)%	–	–	–	1.5%	n/a	n/a	(93.8)%	n/a	n/a
Bonus <sup>1</sup>	(1.2)%	nil%	–	–	–	n/a	n/a	n/a	n/a	n/a	n/a

- 1 Reflects the increase or decrease in the percentage of annual salary paid out as bonus. Prior to FY2024, the change in annual bonus was based on actual bonus paid to the individual in the relevant financial year. From FY2024, the change in annual bonus is based on bonus earned in the relevant financial year. No bonus was paid to Executive Directors in FY2020, FY2021 and FY2023.
- 2 The employee comparator group excludes employees not employed by the Parent Company.
- 3 The change in taxable benefits is principally due to the phasing out of company cars into a car allowance benefit since 2020.
- 4 Neil Smith was appointed on 30 November 2021 part way through the year, therefore the annual comparison prior to FY2023 to FY2024 is not relevant.
- 5 Fred Turner was appointed on 1 June 2019 part way through the year, therefore the annual comparison from FY2020 to FY2021 is not relevant.
- 6 Dawn Browne was appointed on 3 July 2023 part way through the year, therefore the annual comparison prior to FY2024 to FY2025 is not relevant.
- 7 Michael Turner's fee was reduced from £250,000 to £210,000 per annum from 1 January 2023.
- 8 A number of Non-Executive Directors changed roles in FY2020 (Richard Fuller, Juliette Stacey and Helen Jones), which impacted the year on year comparison.
- 9 Robin Rowland was appointed on 24 March 2020.
- 10 Board members took a voluntary pay decrease between April 2020 and June 2020.
- 11 Non-Executive Director fees were increased in January 2022 and January 2024.

# Remuneration Committee Report

Continued

## CEO Pay Ratio

The following table sets out CEO pay ratio figures, in respect of the financial year ended 29 March 2025. The FY2024 CEO pay ratios and the total remuneration figure for the Chief Executive have been restated in the table below to reflect the actual share price on vesting of the Recovery LTIP. Full detail is set out in the single figure table on page 92.

Year	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
<b>FY2025</b>	<b>Option B</b>	<b>49.3:1</b>	<b>35.5:1</b>	<b>32.9:1</b>
FY2024	Option B	61.3:1	53.1:1	44.7:1
FY2023	Option B	30.8:1	26.0:1	18.9:1
FY2022	Option B	49.1:1	43.6:1	30.7:1
FY2021	Option B	35.7:1	33.2:1	23.8:1
FY2020	Option B	33.0:1	32.6:1	31.6:1

The decrease in the pay ratio between FY2024 and FY2025 is predominately driven by LTIP and Options held by the CEO not vesting in FY2025. The ratio is reflective of the Company's wider policies on employee pay, reward and progression.

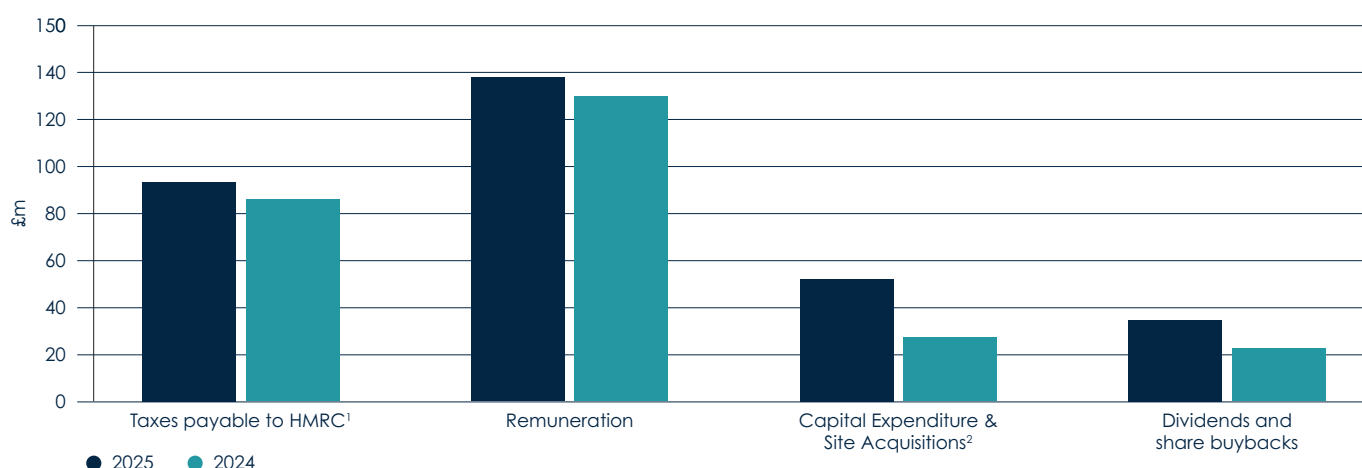
The relevant individuals have been identified using Option B, as defined under the relevant regulations, which the Remuneration Committee considered to be the most appropriate methodology based on the availability of data at the time the Annual Report was published. The respective single figure values for each individual for FY2025 have then been calculated. No estimates were required, and no elements of pay were omitted in calculating the relevant single figures. The figures do not include amounts paid to individuals in respect of their tronc share.

The single figure values for individuals immediately above and below the identified employee at each quartile within the Gender Pay Gap analysis were also reviewed. The chosen individuals were reviewed to determine if they were representative of the 25th percentile, median and 75th percentile employees. Where the chosen individual had left the business or had changed roles during the financial year, an alternative employee was used for the calculations. The alternative employee used in each instance was the closest employee to the relevant percentile, who was considered representative of that percentile. For the 52 weeks ended 29 March 2025, alternative employees were selected for the 25th, median and 75th percentile.

Year	Supporting information	Chief Executive 2025 £'000s	25th percentile pay ratio 2025 £'000s	Median pay ratio 2025 £'000s	75th percentile pay ratio 2025 £'000s
FY2025	Salary	575	25	35	37
	Total pay	1,256	25	35	38

## Relative Importance of Spend on Pay

The graph below shows the total remuneration for the Group's employees compared with other key financial indicators:



1 Taxes payable to HMRC is based upon tax incurred in the year and includes corporation tax, VAT, PAYE, NI, duty, stamp duty, non-domestic rates, property licences, environmental levies and machine game duty.

2 Capital expenditure (including site acquisitions) represents cash paid in the year.

## Employee Engagement

The Remuneration Committee receives updates on workforce pay and benefits throughout the Group and considers workforce remuneration as part of the review of Executive remuneration. The Remuneration Committee will take into account any feedback on Executive remuneration provided by the People & Talent Director and any relevant feedback from employee surveys. As part of her role as Non-Executive Director responsible for employee engagement, Helen Jones (until retiring) and Jane Bednall engage with employees which also provides an opportunity for feedback on remuneration matters. Share ownership amongst employees is encouraged and awards were made under the SAYE Scheme during the course of the year. This tax-advantaged scheme allows employees to participate as shareholders and aligns their interests with those of other shareholders.

## Independent Advisors

Deloitte LLP was appointed by the Remuneration Committee in June 2019 and, during the year under review, provided the Remuneration Committee and the Company with advice in connection with remuneration matters as well as the Company's LTIP and share option schemes.

Deloitte is a founding member of the Remuneration Consultants' Group ("RCG"), which is responsible for the development and maintenance of the voluntary Code of Conduct that clearly sets out the role of executive remuneration consultants and the professional standards by which they advise their clients. Fees are charged on a time and expenses basis and totalled £14,000 (plus VAT) during FY2025 (FY2024: £9,500 (plus VAT)). During the year, Deloitte also provided other unrelated tax advice to the Company.

The Remuneration Committee is satisfied that advice received from Deloitte during the year was objective and independent and that all individuals who provided remuneration advice to the Remuneration Committee have no connections with Fuller's or its Directors that may impair their independence. The Remuneration Committee reviewed the potential for conflicts of interest and judged that there were appropriate safeguards against such conflicts.

XPS Pension Group provides the Company with advice on matters relating to the Fuller's Defined Benefit Pension Plan (now closed). XPS Pension Group is authorised and regulated by the Financial Conduct Authority and its actuaries are also separately required to abide by Actuarial Profession Standards which include the requirement for them to provide objective and independent advice.

## Committee Evaluation

The Remuneration Committee reviews its performance with Board members and other participants, through the annual Board performance review. See further information on page 79.

## Statement of Voting at Annual General Meeting

The results of the shareholder votes at the AGM on 23 July 2024 in respect of the Directors' Remuneration Policy and the Directors' Remuneration Report were as follows:

Resolution text	Number of votes cast for	Percentage of votes cast for	Number of votes cast against	Percentage of votes cast against	Total votes cast	Number of votes withheld
Approval of Remuneration Report 2024	95,218,901	96.19%	3,770,386	3.81%	98,989,287	46,325
Approval of Remuneration Policy 2024	93,633,350	94.59%	5,353,557	5.41%	98,986,907	48,705

The Director's Remuneration Report, encompassing pages 86 to 103, was approved by the Board and signed on its behalf by:



**Robin Rowland**

Chair of the Remuneration Committee

10 June 2025

## Directors' Report

The Directors present their report to shareholders together with the audited financial statements for the 52 weeks ended 29 March 2025. The Directors' Report (pages 104 to 107) and the Strategic Report (pages 10 to 54) together constitute the management report for the purpose of Rule 4.1.8R of the Disclosure Guidance and Transparency Rules. Other information relevant to the Report, including information relevant pursuant to the Companies Act 2006 and UK Listing Rule 6.6.1R, is incorporated.

As permitted by legislation, some of the matters required to be included in the Directors' Report have instead been included in the Strategic Report as the Board considers them to be of strategic importance. Specifically, these are:

Information	Reported in	Pages
Future business developments	Strategy	22 to 23
Employee engagement	Stakeholder Engagement Sustainability Report	68 to 71 24 to 27
Engagement with suppliers, customers and others	Stakeholder Engagement	68 to 71
Emissions reporting	Sustainability Performance, SECR and TCFD Report	24 to 27 and 43 to 53

### Annual General Meeting

The 2025 AGM will be held at 11am on Tuesday 22 July 2025 at The George IV, 185 Chiswick High Road, London, W4 2DR. The Notice of Meeting which sets out the resolutions to be proposed has been posted to shareholders and is available on the Company's website at [www.fullers.co.uk](http://www.fullers.co.uk).

### Articles of Association

The Company's Articles of Association were adopted in 2014. In accordance with the Companies Act 2006, the Articles of Association may only be amended by a special resolution of shareholders in a general meeting.

### Corporate Governance Statement

The governance section on pages 55 to 103 is incorporated by reference into this Directors' Report and provides information to fulfil the requirements of Rule 7.2 of the Disclosure Guidance and Transparency Rules.

### Directors

The names and biographical details of the Directors who served on the Board and Board Committees during the financial year and up to the date of this Report are given on pages 60 and 61. All Directors, apart from Jane Bednall who was appointed on 1 April 2025, served for the full year.

### Appointment and retirement of Directors

The Articles state that the Board may appoint Directors and that at the subsequent AGM, shareholders may elect any such Director. Alternatively, the Company may directly appoint a Director. The Articles also contain the power for the Company to remove any Director by special resolution and appoint someone in his or her place by ordinary resolution.

There are various other circumstances under the Articles which would mean that the office of a Director would be vacated, including if he or she resigns, or becomes of unsound mind or bankrupt.

At every AGM, one-third of the Directors who are subject to retirement by rotation or, if their number is not three or any multiple of three, then the number nearest to but not exceeding one-third shall retire from office, but if there is only one Director who is subject to retirement by rotation, he or she shall retire. In addition, if any Director has at the start of the AGM been in office for more than three years since his or her last appointment or re-appointment, he or she shall retire at that AGM.

### Powers of the Directors

Subject to the Company's Memorandum and Articles of Association and UK legislation, the business of the Company is managed by the Board, which may exercise all the powers of the Company.

The Articles of the Company have a section entitled 'Powers and Duties of the Board' which sets out powers such as the rights to establish local boards, to appoint agents, to delegate and to appoint persons with the designation 'Director' without implying that the person is a Director of the Company. There are further sections of the Articles entitled 'Allotment of Shares' setting out the Board's power to issue shares and purchase the Company's own shares, and 'Borrowing Powers' setting out the provisions concerning the Company's power to borrow and give security. The Directors have been authorised to allot and issue ordinary shares. These powers are exercised under authority of resolutions of the Company passed at its AGM.

### Directors' indemnities and insurance

The Articles of Association provide the Directors with indemnities in relation to their duties as Directors, including qualifying third party indemnity provisions (within the meaning of the Companies Act). The Company purchases Directors' and Officers' liability insurance, which gives appropriate cover for any legal action brought against its Directors. This insurance also covers the trustees of the Fuller's Defined Benefit Pension Plan.

### Directors' interests

Details of all Directors' interests as at the end of the financial year are set out in the Directors' Remuneration Report on pages 96 to 99.

## Dividends

The Company paid an interim dividend of 7.41p per "A" and "C" Ordinary Share of 40p each and 0.741p per "B" Ordinary Share of 4p each on 2 January 2025 (H1 2024: 6.63p per "A" and "C" Ordinary Share of 40p each and 0.663p per "B" Ordinary Share of 4p each). The Directors now recommend a final dividend of 12.35p per "A" and "C" Ordinary Share of 40p each and 1.235p per "B" Ordinary Share of 4p each.

This makes a total dividend for the financial year of 19.76p per "A" and "C" Ordinary Share of 40p each and 1.976p per "B" Ordinary Share of 4p each (FY2024: 17.75p per "A" and "C" Ordinary Share of 40p each and 1.775p per "B" Ordinary Share of 4p each).

The total proposed final dividend on Ordinary Shares will be £6.8 million, which together with the 2025 interim dividend payment of £4.2 million and the £120,000 of cumulative preference share dividends paid in the year, will result in total dividend payments of £11.1 million.

## Employees

The Company is committed to treating all of its employees and job applicants equally. No employee or potential employee receives less favourable treatment or consideration on the grounds of race, colour, religion, nationality, ethnic origin, sex, sexual orientation, marital status, or disability. We give full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by people with disabilities. We endeavour to retain the employment of, and arrange suitable retraining for, any employee who becomes disabled during their employment as well as providing training, career development and promotion to disabled employees wherever appropriate.

During the year, the Company maintained arrangements to provide employees with information on matters of concern to them, to regularly consult employees for views on matters affecting them, to encourage employee involvement in the Company's performance through share schemes, and to make all employees aware of financial and economic factors affecting the performance of the Group.

## External Auditor

The auditor, Ernst & Young LLP, was appointed by the Directors in 2021 following a formal tender process. Ernst & Young LLP have indicated their willingness to continue in office, and a resolution that they be re-appointed will be proposed at the AGM.

## Human Rights

The Board has overall responsibility for ensuring the Company upholds and promotes respect for human rights. We respect all human rights and regard those rights relating to non-discrimination, fair treatment and respect for privacy to be most relevant in conducting our business. The Company seeks to anticipate, prevent and mitigate any potential negative human rights impacts as well as enhance positive impacts through our policies and procedures and, in particular, through our policies regarding employment, equality and diversity, treating our stakeholders and customers fairly, and information security. Group policies seek to ensure that employees comply with the relevant legislation and regulations in place to promote good practice.

We are committed to ensuring that there are no forms of modern slavery within our operations or supply chains. In line with the Modern Slavery Act 2015, we publish an annual Modern Slavery Statement on our website.

## Information Required under the Listing Rules

For the purposes of LR6.6.1R, the information required to be disclosed by the LR6.6.1R can be found in the Annual Report in the following locations and is hereby incorporated by reference into this Directors' Report:

- Information about long-term incentives is disclosed in the Directors' Remuneration Report on pages 98 to 99.
- Information about any waiver of dividends or future dividends by a shareholder is disclosed on page 106 in 'Share Capital'.

## Political Donations

The Group does not make political donations.

## Post-Balance Sheet Events

There were no post-balance sheet events.

## Purchase of Own Shares

At the AGM held on 23 July 2024, the Company was given authority to purchase up to 3,654,842 "A" Ordinary Shares to be held as treasury shares to be used in connection with, among other purposes, the LTIP and / or other share option schemes. Shareholders will be asked to give a similar authority to purchase shares up to 10% of the "A" Ordinary Share capital at the 2025 AGM.

The Company's maximum issued ordinary share capital during the year was £25,381,446, comprising 41,182,339 "A" Ordinary Shares, 89,052,625 "B" Ordinary Shares and 13,366,013 "C" Ordinary Shares.

During the year, the Company purchased a total of 3,628,233 "A" Ordinary Shares at a total cost of £23,510,078 (exclusive of stamp duty). These share purchases represented 2.5% of the Company's maximum issued ordinary share capital and 8.8% of the Company's "A" Ordinary Share capital.

Since July 2024, the total number of "A" Ordinary Shares held in treasury which have been cancelled as part of the Company's buyback programme is 3,900,000.

31,594 "A" Ordinary Shares held in treasury were allocated to participants of the Savings Related Share Option Scheme on exercise of options, generating net cash proceeds of £144,346.87. As at 29 March 2025, a total of 3,840,330 "A" Ordinary Shares and a total of 4,327,915 "B" Ordinary Shares were held as treasury shares.

## Directors' Report

### Continued

### Share Capital

Information on the Company's financial instruments, capital structure and related restrictions is given in Notes 25 and 26 to the financial statements. Details of significant shareholdings are set out below.

As at 29 March 2025, Computershare Trustees Limited held a total of 127,776 "A" Ordinary Shares on behalf of employees of the Company who are participants in its SIP. This represents 0.4% of the issued "A" Ordinary Share capital (excluding shares held in treasury). A dividend waiver is in place in respect of the shares that have not been allocated to participants. In respect of the shares that have been allocated, Computershare Trustees Limited exercises voting rights in relation to those shares, having consulted with the participants about their voting intentions.

As at 29 March 2025, the Fuller, Smith & Turner P.L.C. Employee Share Ownership Trust held 555,143 "B" Ordinary Shares and 5,935 "C" Ordinary Shares in the Company. A dividend waiver is in place to cover the entire holding. The Trustees do not exercise the voting rights attached to shares held in the Trust.

### Substantial Shareholdings

The Company had been notified under the Disclosure Guidance and Transparency Rules of the following holdings of voting rights of its listed issued share capital:

#### "A" Ordinary Shares of 40p each<sup>1</sup>

	% of total voting rights <sup>2</sup>	
	As at 29 March 2025	As at 10 June 2025
Lansdowne Partners (UK) LLP	11.00	11.00
Azvalor Asset Management SGIC SA	5.12	5.12
Ameriprise Financial, Inc. (Columbia Threadneedle)	4.68	4.68
Mr M A and Mrs N D Taylor	4.64	5.20

- <sup>1</sup> In accordance with their reporting obligations, BlackRock, Inc. notified the Company on 22 January 2025 that their holding had dropped below 5%.
- <sup>2</sup> These holdings may have changed since the Company was notified of them as notification of any change is not required until the next notifiable threshold is crossed.

The Company is also aware of the following interests in 3% or more of the voting rights in the two classes of its unlisted share capital:

#### "B" Ordinary Shares of 4p each

	As at	As at
	29 March 2025	10 June 2025
Mr A W M Mitchell & Burges Salmon Trustees Ltd <sup>1</sup>	14.85	14.85
Mr R H F Fuller & Mr P J Turner & Mr P A Sheils <sup>1</sup>	7.66	7.66
Mr A G F Fuller	5.73	5.73
Mr R H F Fuller & Mr P A Sheils & Mr P J Turner <sup>1</sup>	4.62	4.62
The Estate of Mr R D Inverarity	3.64	3.64
Dunarden Limited	3.60	3.60
Mr G F Inverarity	3.48	3.48
Mr M J Turner	3.40	3.40
Miss S M Turner	3.33	3.33
Mr R H F Fuller	3.04	3.04
Mr T J M Turner	3.00	3.00

#### "C" Ordinary Shares of 40p each

	As at	As at
	29 March 2025	10 June 2025
Mr A W M Mitchell & Burges Salmon Trustees Ltd <sup>1</sup>	33.66	33.66
Mr T J M Turner	6.73	6.73
Miss S M Turner	5.70	5.70
Mr P A R Carter & Sir J H F Fuller <sup>1</sup>	4.66	4.66
Sir J H F Fuller & Mr A W M Mitchell <sup>1</sup>	4.20	4.20
Mrs D M St. C Turner	3.36	3.36
Mr C D W Williams	3.28	3.28
Lady L M Fuller	3.05	3.05

- <sup>1</sup> Shares held for the benefit of a Trust.

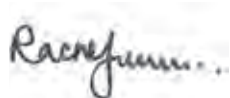
## Significant Agreements

The Group has entered into a number of agreements with the major brewers operating in the UK under which it buys beer, and these agreements may be terminated by the other party should the Group undergo a change of control.

In the event of a change of control, the Company is obliged to notify its main bank lenders of such. The lenders shall not be obliged to fund any new borrowing requests and the facilities will lapse after 30 days from the change of control if terms on which they can continue have not been agreed. All borrowings including accrued interest will become repayable within 10 days of such a lapse.

The service agreements of the Executive Directors include provisions regarding a change of control. Further details are included in the Directors' Remuneration Policy on pages 95 to 97 of the Annual Report and Accounts 2024.

By order of the Board



**Rachel Spencer**  
Company Secretary

10 June 2025

Fuller, Smith & Turner P.L.C.  
Pier House  
86-93 Strand-on-the-Green  
London W4 3NN

Registered in England under number: 241882

## Directors' Responsibilities Statement

### Statement of Directors' Responsibilities in Respect of the Financial Statements

The Directors are responsible for preparing the Strategic Report, the Annual Report, the Remuneration Report, and the Group and Company financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Group and Company for the financial period.

Under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, Group financial statements are required to be prepared in accordance with International Financial Reporting Standards ("IFRSs"). In preparing the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 and make any changes in accounting estimates and errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and Company financial position and financial performance;
- make an assessment of the Company's ability to continue as a going concern;
- state that the Group and Company have complied with international accounting standards in conformity with the requirements of the Companies Act 2006 and IFRSs subject to any material departures disclosed and explained in the financial statements; and
- make judgements and estimates that are reasonable and prudent.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company, and enable them to ensure that the financial statements and the Remuneration Report comply with the Companies Act 2006 and applicable regulations, including the requirements of the Listing Rules and the Disclosure and Transparency Rules ("DTR") and in the case of the Group financial statements, with Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Group and, hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for preparing the Annual Report in accordance with applicable law and regulations. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### Statement as to Preparation of Financial Statements

The Directors confirm, to the best of their knowledge:

- that these financial statements, prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and IFRSs, give a true and fair view of the assets, liabilities, financial position and profit of the Group and Company taken as a whole;
- that the Annual Report and the Strategic Report include a fair review of the development and performance of the business and the position of the Group and Company taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- that they consider the Annual Report and the financial statements, taken as a whole, provides the information necessary to assess the Company's performance, business model and strategy, and is fair, balanced and understandable.

The Directors of Fuller, Smith & Turner P.L.C. are listed on pages 60 and 61.

### Director's Statement as to Disclosure of Information to Auditors

The Directors who were members of the Board at the time of approving the Directors' Report are listed on pages 60 and 61. Having made enquiries of fellow Directors and of the Company's auditor, each of these Directors confirms that:

- to the best of each Director's knowledge and belief, there is no information relevant to the preparation of this Report of which the Company's auditor is unaware; and
- each Director has taken all the steps a Director might reasonably be expected to have taken to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

On behalf of the Board



**Michael Turner**  
Chairman

10 June 2025



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# Independent Auditor's Report

## to the members of Fuller, Smith & Turner P.L.C.

### Opinion

In our opinion:

- Fuller, Smith & Turner P.L.C.'s Group and Company financial statements (the "financial statements") give a true and fair view of the state of the Group's and of the Company's affairs as at 29 March 2025 and of the Group's profit for the 52 week period (the 'period') then ended;
- the Group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the Company financial statements have been properly prepared in accordance with UK adopted international accounting standards as applied in accordance with section 408 of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Fuller, Smith & Turner P.L.C. (the 'Company') and its subsidiaries (the 'Group') for the 52 week period ended 29 March 2025 which comprise:

Group	Company
Group balance sheet as at 29 March 2025	Company balance sheet as at 29 March 2025
Group income statement for the 52 week period then ended	Company statement of changes in equity for the 52 week period then ended
Group statement of comprehensive income for the 52 week period then ended	Company statement of cash flows for the 52 week period then ended
Group statement of changes in equity for the 52 week period then ended	Related notes 1 to 29 to the financial statements, including material accounting policy information
Group cash flow statement for the 52 week period then ended	
Related notes 1 to 29 to the financial statements, including material accounting policy information	

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards and as regards the Company financial statements, as applied in accordance with section 408 of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the 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 and Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Company and we remain independent of the Group and the Company in conducting the audit.

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Company's ability to continue to adopt the going concern basis of accounting included:

- We confirmed our understanding of the Group's going concern assessment process and Management's related Board memoranda;
- We validated the covenants and terms of the debt facilities in the model to executed debt agreements and reperformed the calculation of the net debt and interest cover covenants against the terms of these agreements;
- We assessed the appropriateness of the duration of the going concern period review to 27 June 2026, which is a period of at least 12 months from the date of approval of the financial statements, and considered whether there are any known events or conditions that will occur beyond this point;
- We obtained the cashflow forecast models (base case, downside, stress and reverse stress test) to 27 June 2026, used by the Board in its assessment, reviewed their arithmetical accuracy, whether they have been approved by the Board and considered the Group's historical forecasting accuracy;
- We challenged the cashflow forecasts with reference to historical trends and considered any evidence or market forecasts that contradicted the assumptions in management's forecasts;
- We assessed the consistency of the base case cashflows with the cashflow forecasts used within our impairment assessment;
- We challenged the integrity of the models used by re-performing calculations and testing of formulas applied throughout;
- We confirmed the calculation of the reverse stress test scenario;
- We enquired of any climate change commitments in the going concern period and challenged whether any associated cash outflows should be included within the forecasts;

- We read the board minutes to identify any matters that may impact the going concern assessment; and
- We assessed the appropriateness of the going concern disclosures in describing the risks associated with the Group and Company's ability to continue as a going concern for the review period to 27 June 2026.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and Company's ability to continue as a going concern for the review period to 27 June 2026.

In relation to the Group and Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group or Company's ability to continue as a going concern.

## Overview of our audit approach

<b>Audit Scope</b>	We performed an audit of the complete financial information of the Group, which accounted for 100% of the profit before taxation, 100% of revenue, and 100% of total assets. Our approach to scoping and resulting coverage is consistent with 2024.
<b>Key audit matters</b>	Impairment of property, plant and equipment and right-of-use assets Management override in the recognition of revenue.
<b>Materiality</b>	Overall Group materiality of £1.9m which represents 0.5% of Group revenue.

## An overview of the scope of the parent company and group audits

In the current year our audit scoping has been updated to reflect the new requirements of ISA (UK) 600 (Revised). We have followed a risk-based approach when developing our audit approach to obtain sufficient appropriate audit evidence on which to base our audit opinion. We performed risk assessment procedures to identify and assess risks of material misstatement of the Group financial statements and identified significant accounts and disclosures. When identifying components on which audit work needed to be performed to respond to the identified risks of material misstatement of the Group financial statements, we considered our understanding of the Group and its business environment, the potential impact of climate change, the applicable financial framework, the Group's system of internal control at the entity level, the existence of centralised processes, applications and any relevant internal audit results.

We determined that centralised audit procedures can be performed across all Group significant accounts and therefore identified one full scope component for the Group due to the Group operations being in the UK and there being one finance team. Our scoping to address the risk of material misstatement for each key audit matter is set out in the Key audit matters section of our report.

### Climate change

Stakeholders are increasingly interested in how climate change will impact the Group. The Group has determined that the most significant future impacts from climate change on its operations will be from higher sourcing costs / supply issues for ingredients affected by increased extreme weather events impacting harvests and the risk of increased extreme weather events (e.g. flooding) in the UK causing reduced footfall / pub closures and impacting staff travel and wellbeing. These are explained on pages 44 to 53 in the required Task Force on Climate Related Financial Disclosures and on pages 39 to 42 in the principal risks and uncertainties. They have also explained their climate commitments on page 49. All of these disclosures form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other information".

In planning and performing our audit we assessed the potential impacts of climate change on the Group's business and any consequential material impact on its financial statements.

The Group has explained in the basis of preparation (Note 1 of the financial statements) how it has reflected the impact of climate change in its financial statements. There are no significant judgements or estimates relating to climate change in the notes to the financial statements.

Our audit effort in considering the impact of climate change on the financial statements was focused on evaluating management's assessment of the impact of climate risk, physical and transition, its climate commitments, the effects of material climate risks disclosed on pages 47 to 48 and the significant judgements and estimates disclosed in note 1. As part of this evaluation, we performed our own risk assessment, to determine the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

We also challenged the Directors' considerations of climate change risks in their assessment of going concern and viability and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

# Independent Auditor's Report

to the members of Fuller, Smith & Turner P.L.C. continued

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

### Risk

### Our response to the risk

#### **Risk: Impairment of Property, Plant and Equipment (PPE) and Right-of-Use Assets (ROU Assets)**

**Refer to the Audit and Risk Committee Report (page 80); Note 1. Authorisation of Financial Statements and Accounting Policies (page 124); and Note 13. Impairment (page 144).**

As of 29 March 2025, the carrying value of PPE is £585.7 million (2024: £581.9 million) and right-of-use asset is £52.8 million (2024: £58.7 million). Impairment for tangible assets (PPE and ROU Assets) is tested on the basis of each individual cash generating unit (CGU) – an individual pub site.

There is a risk that pubs may not achieve the anticipated business performance to support their carrying value. This could lead to an impairment charge that has not been recognised by management. Indicators of impairment reversals were considered at certain sites where actual trading performance has been better than budgeted in previous impairment assessments.

Significant judgement is required in estimating the recoverable amount of each pub, which is determined as the higher of value in use or fair value less cost to sell.

Value-in-use includes key assumptions in forecasting future cash flows of each pub, the long-term growth rate, and the rate at which cash flows are discounted. Likewise, fair value less cost to sell involves significant judgement in determining the fair market value of the respective pubs.

The impairment charge and reversal of previous impairments are classified as a separately disclosed item in the Income Statement.

Due to the significance of PPE and ROU assets, the matter was one of the most significant assessed risks of material misstatement identified. Our assessment of the risk is unchanged from the prior period.

We gained an understanding through a walkthrough of the process and controls management has in place over the impairment process.

We validated that the methodology of the impairment exercise is consistent with the requirements of IAS 36 Impairment of Assets, including appropriate identification of cash generating units and the allocation of central service costs in the value in use calculations.

We tested the arithmetical accuracy and integrity of the impairment model and confirmed that the forecasts were consistent with the Board approved forecasts and those used in the going concern assessment.

We agreed the carrying value of each CGU back to the fixed asset register and confirmed the completeness of pub listing included in the assessment.

Below we summarise the procedures performed in relation to the key judgements for the tangible (PPE and ROU Assets) assets impairment review:

- In respect of the cost inflation and consumer spending habit assumptions on both short-term trading and the longer-term growth rate, we compared management's assumptions against external economic forecasts and actual performance from the last year. We met with management and challenged historical and future trading performance and judgements and estimates made in assessing impairment.
- We also performed sensitivity analysis based on reasonable possible changes to key assumptions determined by management being long term growth rate and discount rate. We assessed that the reasonably possible change in assumptions applied by management were appropriate by reference to the ranges independently established by our work.
- We used our internal valuation specialists to support our assessment of the discount rate and long-term growth rate applied to cashflows by independently determining an acceptable range of values for each assumption.
- Where management's pub impairment assessment was based on the fair value approach, we obtained an external desk-top property valuation from management's specialists on a sample of pubs and reviewed the methodology applied and audited the key assumptions that form part of the valuation in light of recent transactions in the market with the assistance of our internal valuation specialists.

We reviewed management's indicators of impairment reversal; and tested management's estimate of the reversal value, including challenging whether there has been sufficient improved performance to support any reversal of impairment where required.

We reviewed the disclosures in notes to the financial statements against the requirements of IAS 36 Impairment of Assets, in particular the requirement to disclose further sensitivities for CGUs where a reasonably possible change in a key assumption would cause an impairment. We also considered the disclosure as separately disclosed items by reference to the Group's accounting policy, industry practice and the FRC guidance.

#### **Key observations communicated to the Audit and Risk Committee**

Based on our audit procedures, we have concluded the net impairment charge of £9.4 million is free from material error and misstatement.

We highlighted that a reasonably possible change in certain key assumptions, including growth rate and discount rate, could lead to material additional impairment charges. We communicated how we challenged management in respect of CGU forecasts and market value judgements and estimates.

We concluded appropriate disclosures had been included by management for the above assumptions and that the impairment is appropriately presented as separately disclosed items given market practice.

## Risk

## Our response to the risk

**Risk: Management override in the recognition of revenue**

Refer to **Note 1. Authorisation of Financial Statements and Accounting Policies (page 124)**; and **Note 3. Revenue (page 134)**.

The Group recorded revenue of £376.3 million in the period (2024: £359.1 million), including £342.7 million in the Managed Pubs and Hotels division (2024: £325.3 million) and £33.6 million in the Tenanted Inns segment (2024: £33.8 million).

The vast majority of the Group's revenue transactions are non-complex, with no judgement applied over the amount recorded.

We consider the significant risk relating to fraud in revenue recognition to be through management override of controls and topside journals to revenue in the Managed Pubs and Hotels and Tenanted Inns estate.

For Managed Pubs and Hotels and Tenanted Inns, revenue is typically comprised of a large number of low value transactions. Although there is little management judgement involved, there is a risk that manual topside adjustments could be posted which could result in revenue being overstated.

We recognise that revenue is a key metric upon which the Group is judged. The matter was one of the most significant assessed risks of material misstatement identified. Our assessment of the risk is unchanged from the prior period.

We performed a walkthrough of each of the Group's significant revenue processes, including the recording of manual journal adjustments, and assessed the design effectiveness of the key controls that are in place.

We applied correlation data analysis over the majority of the Group's revenue journal population to identify how much of the Group's revenue is converted to cash postings and to isolate non-standard revenue transactions for further analysis, focusing our testing on higher risk transactions identified.

We searched for any topside journals to revenue, which related to revenue for the Lovely Pubs acquired in the year prior to integration into the Group's accounting system, and performed substantive procedures.

We performed cut-off testing procedures including review of post period end cash receipts, and an analytical review of significant variances to the prior period including gross margin analytical review to assess completeness.

**Key observations communicated to the Audit and Risk Committee**

Our testing over revenue did not identify any material errors in the recording of revenue for the period.

We did not identify any instance of management override in relation to revenue.

The above key audit matters are consistent with the prior year.

**Our application of materiality**

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

**Materiality**

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined materiality for the Group and Company to be £1.9 million (2024: £1.8 million) which is 0.5% (2024: 0.5%) of Group revenue. We believe that Group revenue provides us with an appropriate materiality basis due to its prominence in the financial reporting to the Group's equity and debt stakeholders.

During the course of the audit, we reassessed initial materiality and there is no change in the final materiality from original assessment at the planning stage.

**Performance materiality**

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessment, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 75% (2024: 75%) of our planning materiality, namely £1.4 million (2024: £1.3 million). We have set performance materiality at this percentage as we did not anticipate a significant level of audit differences following our 2024 audit.

**Reporting threshold**

*An amount below which identified misstatements are considered as being clearly trivial.*

We agreed with the Audit and Risk Committee that we would report to them all uncorrected audit differences in excess of £0.1m (2024: £0.1m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

## Independent Auditor's Report

to the members of Fuller, Smith & Turner P.L.C. continued

### Other information

The other information comprises the information included in the annual report set out on pages 1 to 108, including the Strategic Report and Corporate Governance report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### Corporate Governance Statement

We have reviewed the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group and Company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the UK Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 124;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 35;
- Directors' statement on whether it has a reasonable expectation that the Group and Company will be able to continue in operation and meets its liabilities set out on page 124;
- Directors' statement on fair, balanced and understandable set out on page 85;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 37;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 83; and
- The section describing the work of the Audit and Risk Committee set out on page 80.

### Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 108, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group and Company'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 the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

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

Our objectives are to obtain reasonable assurance about whether the 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 (UK) 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 financial statements.

#### Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and determined that the most significant are the reporting frameworks (UK adopted international accounting standards), the Companies Act 2006, Money Laundering regulations, the UK Corporate Governance Code, the Listing Rules of the UK Listing Authority and UK tax compliance regulations.
- We understood how Fuller, Smith & Turner P.L.C. is complying with those frameworks by making inquiries of management, those charged with governance, those responsible for legal and compliance procedures and the Company Secretary. We corroborated our inquiries through inspection of board minutes and correspondence with regulatory authorities and through attendance at Audit and Risk Committee meetings.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by making inquiries of management, those charged with governance and various other individuals within the financial reporting function. We corroborated these inquiries by inspecting board minutes, retail audit reports and findings, reports to the Group's internal whistleblowing hotline and by understanding both the Group's bonus scheme structure and the expectations of investors and analysts, to understand areas in which individuals may be incentivised to commit fraud.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved making inquiries as described above, inspecting minutes of all significant board and committee meetings, reading correspondence with regulatory authorities, testing journal entries with higher risk characteristics and testing unusual or non-standard transactions.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### Other matters we are required to address

- Following the recommendation from the audit committee, we were appointed by the Company on 27 January 2021 to audit the financial statements for the year ended 27 March 2021 and subsequent financial periods.  
The period of total uninterrupted engagement including previous renewals and reappointments is five years, covering the years ended 27 March 2021 to 29 March 2025.
- The audit opinion is consistent with the additional report to the Audit and Risk Committee.

### Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



**Rachel Savage**

Senior statutory auditor

for and on behalf of Ernst & Young LLP, Statutory Auditor  
London

10 June 2025

## Group Income Statement

For the 52 weeks ended 29 March 2025

	Note	52 weeks ended 29 March 2025			52 weeks ended 30 March 2024		
		Before separately disclosed items £m	Separately disclosed items £m	Total £m	Before separately disclosed items £m	Separately disclosed items £m	Total £m
Revenue	3	<b>376.3</b>	–	<b>376.3</b>	359.1	–	359.1
Operating costs	4,5	<b>(335.9)</b>	<b>(12.1)</b>	<b>(348.0)</b>	(324.6)	(6.8)	(331.4)
<b>Operating profit</b>		<b>40.4</b>	<b>(12.1)</b>	<b>28.3</b>	34.5	(6.8)	27.7
Net finance costs	5,6	<b>(13.4)</b>	–	<b>(13.4)</b>	(14.0)	0.7	(13.3)
Profit on disposal of properties	5	–	<b>18.9</b>	<b>18.9</b>	–	–	–
<b>Profit before tax</b>		<b>27.0</b>	<b>6.8</b>	<b>33.8</b>	20.5	(6.1)	14.4
Tax	7	<b>(7.4)</b>	<b>0.8</b>	<b>(6.6)</b>	(5.8)	0.5	(5.3)
<b>Profit for the year</b>		<b>19.6</b>	<b>7.6</b>	<b>27.2</b>	14.7	(5.6)	9.1
<b>Earnings per share per 40p “A” and “C” Ordinary Share</b>							
		<b>Pence</b>		<b>Pence</b>	Pence		Pence
Basic	8	<b>34.22</b>		<b>47.49</b>	24.48		15.16
Diluted	8	<b>33.85</b>		<b>46.98</b>	24.29		15.04
<b>Earnings per share per 4p “B” Ordinary Share</b>							
Basic	8	<b>3.42</b>		<b>4.75</b>	2.45		1.52
Diluted	8	<b>3.39</b>		<b>4.70</b>	2.43		1.50

## Group Statement of Comprehensive Income

For the 52 weeks ended 29 March 2025

	Note	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Profit for the year</b>		<b>27.2</b>	9.1
<b>Items that will not be reclassified to profit or loss in subsequent years (net of tax)</b>			
Net actuarial losses on pension schemes	22	(18.3)	(0.3)
Tax related to items that will not be reclassified to profit or loss	7	4.5	0.1
<b>Other comprehensive losses for the year, net of tax</b>		<b>(13.8)</b>	(0.2)
<b>Total comprehensive income for the year, net of tax</b>		<b>13.4</b>	8.9

# Group Balance Sheet

29 March 2025

	Note	Group 2025 £m	Group 2024 £m
<b>Non-current assets</b>			
Intangible assets	10	27.1	28.6
Property, plant and equipment	11	585.7	581.9
Investment properties	12	1.3	1.5
Retirement benefit obligations	22	1.6	18.7
Right-of-use assets	16	52.8	58.7
Other financial assets	14	–	0.1
<b>Total non-current assets</b>		<b>668.5</b>	<b>689.5</b>
<b>Current assets</b>			
Inventories	17	4.6	4.0
Trade and other receivables	18	12.0	8.4
Current tax receivable		–	0.1
Cash and cash equivalents	21	13.8	12.2
<b>Total current assets</b>		<b>30.4</b>	<b>24.7</b>
Assets classified as held for sale	19	3.0	8.4
<b>Total assets</b>		<b>701.9</b>	<b>722.6</b>
<b>Current liabilities</b>			
Trade and other payables	20	(53.3)	(59.7)
Provisions	24	(0.4)	(0.8)
Lease liabilities	16	(5.2)	(4.4)
Current tax payable		(0.2)	–
<b>Total current liabilities</b>		<b>(59.1)</b>	<b>(64.9)</b>
<b>Non-current liabilities</b>			
Borrowings	21	(156.0)	(145.3)
Lease liabilities	16	(55.6)	(61.5)
Retirement benefit obligations	22	(1.2)	(1.4)
Deferred tax liabilities	7	(18.3)	(18.2)
<b>Total non-current liabilities</b>		<b>(231.1)</b>	<b>(226.4)</b>
<b>Net assets</b>		<b>411.7</b>	<b>431.3</b>
<b>Capital and reserves</b>			
Share capital	26	23.8	25.4
Share premium account	26	53.2	53.2
Capital redemption reserve	26	5.3	3.7
Own shares	26	(30.1)	(32.9)
Hedging reserve	26	–	–
Retained earnings		359.5	381.9
<b>Total equity</b>		<b>411.7</b>	<b>431.3</b>

Approved by the Board and signed on 10 June 2025.



**M J Turner, FCA**

Chairman

Registered Number: 241882

# Company Balance Sheet

29 March 2025

	Note	Company 2025 £m	Company 2024 £m
<b>Non-current assets</b>			
Intangible assets	10	3.8	5.3
Property, plant and equipment	11	585.7	581.9
Investment properties	12	1.3	1.5
Retirement benefit obligations	22	1.6	18.7
Right-of-use assets	16	52.7	58.6
Other financial assets	14	–	0.1
Investments in subsidiaries	15	108.0	108.0
<b>Total non-current assets</b>		<b>753.1</b>	<b>774.1</b>
<b>Current assets</b>			
Inventories	17	4.6	4.0
Trade and other receivables	18	12.0	8.4
Current tax receivable		–	0.7
Cash and cash equivalents	21	13.8	12.2
<b>Total current assets</b>		<b>30.4</b>	<b>25.3</b>
Assets classified as held for sale	19	3.0	8.4
<b>Total assets</b>		<b>786.5</b>	<b>807.8</b>
<b>Current liabilities</b>			
Trade and other payables	20	(215.9)	(212.8)
Provisions	24	(0.4)	(0.8)
Lease liabilities	16	(5.1)	(4.3)
Current tax payable		(0.2)	–
<b>Total current liabilities</b>		<b>(221.6)</b>	<b>(217.9)</b>
<b>Non-current liabilities</b>			
Borrowings	21	(156.0)	(145.3)
Lease liabilities	16	(55.4)	(61.2)
Retirement benefit obligations	22	(1.2)	(1.4)
Deferred tax liabilities	7	(18.3)	(18.2)
<b>Total non-current liabilities</b>		<b>(230.9)</b>	<b>(226.1)</b>
<b>Net assets</b>		<b>334.0</b>	<b>363.8</b>
<b>Capital and reserves</b>			
Share capital	26	23.8	25.4
Share premium account	26	53.2	53.2
Capital redemption reserve	26	5.3	3.7
Own shares	26	(30.1)	(32.9)
Hedging reserve	26	–	–
Merger reserve	26	(10.6)	(1.6)
Retained earnings		292.4	316.0
<b>Total equity</b>		<b>334.0</b>	<b>363.8</b>

Profit attributable to ordinary shareholders and included in the financial statements of the Parent Company was £15.7 million (2024: loss of £0.8 million). Approved by the Board and signed on 10 June 2025.



**M J Turner, FCA**  
Chairman

Registered Number: 241882

## Group Statement of Changes in Equity

For the 52 weeks ended 29 March 2025

Group	Share capital (Note 26) £m	Share premium account (Note 26) £m	Capital redemption reserve (Note 26) £m	Own shares (Note 26) £m	Hedging reserve £m	Retained earnings £m	Total £m
<b>At 1 April 2023</b>	<b>25.4</b>	<b>53.2</b>	<b>3.7</b>	<b>(21.3)</b>	<b>-</b>	<b>381.6</b>	<b>442.6</b>
Profit for the year	-	-	-	-	-	9.1	9.1
Other comprehensive expense for the year	-	-	-	-	-	(0.2)	(0.2)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8.9</b>	<b>8.9</b>
Shares purchased to be held in ESOT or as treasury	-	-	-	(12.4)	-	-	(12.4)
Shares released from ESOT and treasury	-	-	-	0.8	-	(0.3)	0.5
Dividends (Note 9)	-	-	-	-	-	(10.0)	(10.0)
Share-based payment expense	-	-	-	-	-	1.7	1.7
<b>At 30 March 2024</b>	<b>25.4</b>	<b>53.2</b>	<b>3.7</b>	<b>(32.9)</b>	<b>-</b>	<b>381.9</b>	<b>431.3</b>
Profit for the year	-	-	-	-	-	27.2	27.2
Other comprehensive expense for the year	-	-	-	-	-	(13.8)	(13.8)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>13.4</b>	<b>13.4</b>
Shares purchased to be held in ESOT or as treasury	-	-	-	(23.9)	-	-	(23.9)
Shares released from ESOT and treasury	-	-	-	0.1	-	-	0.1
Treasury shares cancelled in the year	(1.6)	-	1.6	26.6	-	(26.6)	-
Dividends (Note 9)	-	-	-	-	-	(10.7)	(10.7)
Share-based payment expense	-	-	-	-	-	1.5	1.5
<b>At 29 March 2025</b>	<b>23.8</b>	<b>53.2</b>	<b>5.3</b>	<b>(30.1)</b>	<b>-</b>	<b>359.5</b>	<b>411.7</b>

## Company Statement of Changes in Equity

For the 52 weeks ended 29 March 2025

Company	Share capital (Note 26) £m	Share premium account (Note 26) £m	Capital redemption reserve (Note 26) £m	Own shares (Note 26) £m	Hedging reserve £m	Merger reserve £m	Retained earnings £m	Total £m
<b>At 1 April 2023</b>	<b>25.4</b>	<b>53.2</b>	<b>3.7</b>	<b>(21.3)</b>	<b>–</b>	<b>(1.6)</b>	<b>325.6</b>	<b>385.0</b>
Loss for the year	–	–	–	–	–	–	(0.8)	(0.8)
Other comprehensive expense for the year	–	–	–	–	–	–	(0.2)	(0.2)
<b>Total comprehensive loss for the year</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(1.0)</b>	<b>(1.0)</b>
Shares purchased to be held in ESOT or as treasury	–	–	–	(12.4)	–	–	–	(12.4)
Shares released from ESOT or as treasury	–	–	–	0.8	–	–	(0.3)	0.5
Dividends (Note 9)	–	–	–	–	–	–	(10.0)	(10.0)
Share-based payment expense	–	–	–	–	–	–	1.7	1.7
<b>At 30 March 2024</b>	<b>25.4</b>	<b>53.2</b>	<b>3.7</b>	<b>(32.9)</b>	<b>–</b>	<b>(1.6)</b>	<b>316.0</b>	<b>363.8</b>
Profit for the year	–	–	–	–	–	–	15.7	15.7
Other comprehensive expense for the year	–	–	–	–	–	–	(13.8)	(13.8)
<b>Total comprehensive income for the year</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>1.9</b>	<b>1.9</b>
Shares purchased to be held in ESOT or as treasury	–	–	–	(23.9)	–	–	–	(23.9)
Shares released from ESOT or as treasury	–	–	–	0.1	–	–	–	0.1
Treasury shares cancelled in the year	(1.6)	–	1.6	26.6	–	–	(26.6)	–
Dividends (Note 9)	–	–	–	–	–	–	(10.7)	(10.7)
Share-based payment expense	–	–	–	–	–	–	1.5	1.5
Hive-up of the Lovely Pub Group	–	–	–	–	–	(9.0)	10.3	1.3
<b>At 29 March 2025</b>	<b>23.8</b>	<b>53.2</b>	<b>5.3</b>	<b>(30.1)</b>	<b>–</b>	<b>(10.6)</b>	<b>292.4</b>	<b>334.0</b>

## Group Cash Flow Statement

For the 52 weeks ended 29 March 2025

	Note	Group 52 weeks ended 29 March 2025 £m	Group 52 weeks ended 30 March 2024 £m
<b>Profit before tax for continuing operations</b>		<b>33.8</b>	14.4
Net finance costs before separately disclosed items	6	13.4	14.0
Separately disclosed items	5	(6.8)	6.1
Depreciation and amortisation	4	27.2	26.3
<b>Adjusted EBITDA<sup>1</sup></b>		<b>67.6</b>	60.8
Difference between pension charge and cash paid	22	(1.5)	(2.6)
Share-based payment charge	4	1.5	1.7
Change in trade and other receivables		(1.0)	0.6
Change in inventories		(0.6)	0.2
Change in trade and other payables		(6.1)	6.9
Cash impact of operating separately disclosed items	5	(0.2)	1.7
<b>Cash generated from operations</b>		<b>59.7</b>	69.3
Tax paid		(2.0)	(1.0)
<b>Net cash generated from operating activities</b>		<b>57.7</b>	68.3
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment		(53.2)	(27.2)
Sale of property, plant and equipment and assets held for sale		40.5	–
<b>Net cash outflow from investing activities</b>		<b>(12.7)</b>	(27.2)
<b>Cash flow from financing activities</b>			
Purchase of own shares	26	(23.9)	(12.4)
Receipts on release of own shares to option schemes	26	0.1	0.5
Interest paid		(10.0)	(10.4)
Preference dividends paid	9	(0.1)	(0.1)
Equity dividends paid	9	(10.7)	(10.0)
Repayment of previous bank facilities	21	(124.0)	–
Drawdown of bank loans	21	134.3	4.5
Repayment of debenture	21	–	(6.0)
Principal elements of lease payments	16	(8.3)	(8.7)
Payment of loan arrangement fees	21	(0.8)	(0.4)
<b>Net cash outflow from financing activities</b>		<b>(43.4)</b>	(43.0)
<b>Net movement in cash and cash equivalents</b>		<b>1.6</b>	(1.9)
Cash and cash equivalents at the start of the year	21	12.2	14.1
<b>Total cash and cash equivalents at the end of the year</b>	21	<b>13.8</b>	12.2

<sup>1</sup> Adjusted EBITDA is EBITDA excluding separately disclosed items.

## Company Cash Flow Statement

For the 52 weeks ended 29 March 2025

	Note	Company 52 weeks ended 29 March 2025 £m	Company 52 weeks ended 30 March 2024 £m
<b>Profit before tax for continuing operations</b>		<b>21.4</b>	3.9
Net finance costs before separately disclosed items		<b>24.4</b>	24.2
Separately disclosed items		<b>(6.8)</b>	6.4
Depreciation and amortisation		<b>27.1</b>	26.2
<b>Adjusted EBITDA<sup>1</sup></b>		<b>66.1</b>	60.7
Difference between pension charge and cash paid	22	<b>(1.5)</b>	(2.6)
Share-based payment charge		<b>1.5</b>	1.7
Change in trade and other receivables		<b>(1.0)</b>	0.8
Change in inventories		<b>(0.4)</b>	0.2
Change in trade and other payables		<b>(6.1)</b>	6.8
Cash impact of operating separately disclosed items		<b>(0.2)</b>	1.7
<b>Cash generated from operations</b>		<b>58.4</b>	69.3
Tax paid		<b>(2.0)</b>	(1.0)
<b>Net cash generated from operating activities</b>		<b>56.4</b>	68.3
<b>Cash flow from investing activities</b>			
Purchase of property, plant and equipment		<b>(52.0)</b>	(27.2)
Sale of property, plant and equipment, right-of-use assets and assets held for sale		<b>40.5</b>	–
<b>Net cash outflow from investing activities</b>		<b>(11.5)</b>	(27.2)
<b>Cash flow from financing activities</b>			
Purchase of own shares	26	<b>(23.9)</b>	(12.4)
Receipts on release of own shares to option schemes	26	<b>0.1</b>	0.5
Interest paid		<b>(10.0)</b>	(10.4)
Preference dividends paid	9	<b>(0.1)</b>	(0.1)
Equity dividends paid	9	<b>(10.7)</b>	(10.0)
Repayment of previous bank facilities	21	<b>(124.0)</b>	–
Drawdown of bank loans	21	<b>134.3</b>	4.5
Repayment of debenture	21	<b>–</b>	(6.0)
Principal elements of lease payments	16	<b>(8.2)</b>	(8.7)
Payment of loan arrangement fees	21	<b>(0.8)</b>	(0.4)
<b>Net cash outflow from financing activities</b>		<b>(43.3)</b>	(43.0)
<b>Net movement in cash and cash equivalents</b>		<b>1.6</b>	(1.9)
Cash and cash equivalents at the start of the year	21	<b>12.2</b>	14.1
<b>Total cash and cash equivalents at the end of the year</b>	21	<b>13.8</b>	12.2

<sup>1</sup> Adjusted EBITDA is EBITDA excluding separately disclosed items.

# Notes to the Financial Statements

## 1. Authorisation of Financial Statements and Accounting Policies

### Authorisation of financial statements

The financial statements of Fuller, Smith & Turner P.L.C. and its subsidiaries (the "Group") for the 52 weeks ended 29 March 2025 were authorised for issue by the Board of Directors on 10 June 2025 and the Balance Sheet was signed on the Board's behalf by M J Turner. Fuller, Smith & Turner P.L.C. is a public limited company incorporated and domiciled in England and Wales. The Company's "A" Ordinary Shares are traded on the London Stock Exchange.

### Material accounting policies

#### Basis of preparation

The Group's and Company's financial statements have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006, and in accordance with UK adopted International Financial Reporting Standards, and applied to the financial statements of the Group and the Company for the 52 weeks ended 29 March 2025. The principal accounting policies adopted by the Group and by the Company are set out in the accounting policies below.

The Group and Company financial statements are presented in Sterling and all values are shown in millions of pounds (£m) rounded to the nearest hundred thousand, except where otherwise indicated.

As permitted by Section 408 of the Companies Act 2006, a separate Income Statement for the Parent Company has not been prepared.

#### Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report on pages 10 to 55. The financial position of the Company, its cash flows, net debt and borrowing facilities and the maturity of those facilities are set out on pages 116 to 169.

In addition, there are further details in the financial statements on the Group's financial risk management, objectives and policies in Note 25.

At 29 March 2025, the Group Balance Sheet comprises 87% of the estate being freehold properties and available headroom on facilities of £49.7 million and £13.8 million of cash with resulting net debt of £142.2 million.

During the year, the Group secured a new facility of £185 million until August 2028. The unsecured banking facilities of £185 million are split between a revolving credit facility of £100 million and a term loan of £85 million. Under the facilities agreement, the covenant suite (tested quarterly) consists of net debt to adjusted EBITDA (leverage) and adjusted EBITDA to net finance charges. The Group's debentures of £20 million are not due for repayment until 2028.

The Group has modelled financial projections for the going concern period, which is defined as the 12-month period from the date of approval of these financial statements to the end of Q1 FY2027, based upon two scenarios, the 'base case' and the 'downside case'. The base case is the Board approved FY2026 budget as well as the Q1 FY2027 plan which forms part of the Board approved three-year plan. The base case assumes that sales will continue to grow, but with modest food and drink volume growth. The base case assumes that staff costs will increase, impacted by the National Minimum Wage and Employers National Insurance costs resulting in continued wage inflation across all job roles. The base case scenario indicates that the Group will have sufficient resources to continue to settle its debts as they fall due and operate well within its covenants for the going concern assessment period.

The Group has also modelled a 'downside case' which assumes that sales volumes reduce by 10% in FY2026 and 5% in FY2027 from the 'base case' and that staff costs increase at a higher rate than assumed in the 'base case'. In this 'downside case', there are mitigating actions that management could implement which have not been modelled, such as overhead cost reduction and reduction of capital expenditure and other property spend to essential maintenance. Further mitigating actions would also include disposals of licensed and unlicensed properties. Under this scenario, the Group would still have sufficient resources to settle liabilities as they fall due and headroom on its covenants through the duration of the period.

The Group has also performed a reverse stress test to ascertain how far EBITDA would have to decline before it failed the covenant tests. EBITDA would need to decrease by 48% from the base case to fail the covenant tests. The Directors have concluded that the reduction in EBITDA required to breach the covenants is too remote and that this scenario is therefore considered implausible.

The Directors have also determined that, over the period of the going concern assessment, there is not expected to be a significant financial impact because of climate change.

After due consideration of the matters set out above, the Directors are satisfied that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the going concern assessment period, being the 12 months from the date of signing these financial statements through to the end of Q1 FY 2027, and have therefore adopted the going concern basis in the preparation of these financial statements.

## Significant accounting judgements, estimates and assumptions

The areas of estimation and assumption which are considered to be significant in the preparation of the financial statements are as follows:

- The Group determines whether goodwill is impaired on an annual basis and this requires an estimation of the value in use of the cash-generating units ("CGUs") to which the goodwill is allocated. This involves estimation of future cash flows and choosing a suitable discount rate. Full details are supplied in Note 13, together with an analysis of those key assumptions.
- The Group reviews impairment of all property, plant and equipment and right-of-use assets at CGU level where there is any indication of impairment. This requires an estimation of the value in use and involves estimation of future cash flows and choosing a suitable discount rate. See Note 13, which describes the assumptions used, together with an analysis of the key assumptions.
- Measurement of defined benefit pension obligations requires estimation of future changes in inflation, as well as mortality rates, the expected return on assets and the selection of a suitable discount rate. These have been determined on advice from the Group's qualified actuary. The estimates used and the key assumptions are provided in Note 22.

The areas of judgement which are considered to be significant in the preparation of the financial statements are as follows:

- Judgement is used to determine those items that should be separately disclosed to allow a better understanding of the underlying trading performance of the Group. The judgement includes assessment of whether an item is of a nature that is not consistent with normal trading activities or of sufficient size or infrequency. See Note 5 for further details.
- The Group has exercised significant accounting estimation and judgement in the recognition of deferred tax liabilities in respect of property, plant and equipment. Significant accounting estimates and judgements include those used to determine the amount of net book value of property, plant and equipment to which the initial recognition exemption applies, the calculation of the tax base on sale (which is subject to certain restrictions under tax law) and the offsetting of inherent losses against inherent gains where tax losses are expected to be utilised against future profits and gains.

### Basis of consolidation

The Group financial statements consolidate the financial statements of Fuller, Smith & Turner P.L.C. and the entities it controls (its subsidiaries) drawn up for the 52 weeks ended 29 March 2025 (2024: 52 weeks ended 30 March 2024). Subsidiaries are consolidated from the date of their acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Control comprises the power to direct the relevant activities of the subsidiary which significantly affect the return of the subsidiary, so as to obtain benefit from its activities, and is achieved through direct or indirect ownership of voting rights; currently exercisable or convertible potential voting rights; or by way of contractual agreement. All intercompany balances and transactions, including unrealised profits arising from them, are eliminated.

### Business combinations and goodwill

Business combinations are accounted for under IFRS 3 Business Combinations using the purchase method. Any excess of the consideration of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is recognised in the Balance Sheet as goodwill and is not amortised. To the extent that the net fair value of the acquired entity's identifiable assets, liabilities and contingent liabilities is greater than the cost of the investment, a gain is recognised immediately in the Income Statement. Where substantially all the fair value of the gross assets acquired in a business combination is concentrated in a group of similar identifiable assets, the Group applies the option concentration test under IFRS 3.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

After initial recognition, goodwill is stated at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment, at least annually and whenever events or changes in circumstances indicate that the carrying value may be impaired. Any impairment of goodwill made cannot be reversed if circumstances subsequently change.

For the purpose of impairment testing, goodwill is allocated to the related CGUs (or group of CGUs) monitored by management. Where the recoverable amount of the CGU is less than its carrying amount, including goodwill, an impairment loss is recognised in the Income Statement.

The carrying amount of goodwill allocated to a CGU is taken into account when determining the gain or loss on disposal of the CGU, or of an operation within it.

### Property, plant and equipment

Property, plant and equipment is stated at cost or deemed cost less accumulated depreciation and any impairment in value. Depreciation is calculated on a straight-line basis to write down the cost to the estimated residual value over the expected useful life of the asset as follows:

Freehold buildings – Hotel accommodation and offices	Up to 50 years
Freehold buildings – Licensed retail property and unlicensed property	From 50 to 100 years
Leasehold improvements	The term of the lease
Roofs	From 10 to 50 years
Plant, machinery and vehicles, fixtures and fittings	From three years up to 25 years

# Notes to the Financial Statements

## Continued

### 1. Authorisation of Financial Statements and Accounting Policies continued

#### Significant accounting judgements, estimates and assumptions continued

As required under IAS 16 Property, Plant and Equipment, expected useful lives and residual values are reviewed every year. Land is not depreciated. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Income Statement when the asset is derecognised.

#### Hive-up transaction

When a subsidiary transfers its business to its parent immediately after acquisition (hive-up transaction) the assets are transferred at market value and the investment is reduced to reflect the net effect of a return of capital in the form of the underlying net assets with any difference taken to the merger reserve.

#### Investment property

The Group owns properties that are not used for the sale of goods or services but are held for capital appreciation or rental purposes. These properties are classified as investment properties and their carrying values are based on cost less impairment. Depreciation is calculated on a straight-line basis to write down the cost to the estimated residual value over the expected useful life of the asset, which for investment properties is between 50 and 100 years.

#### Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

#### Impairment

Carrying values are reviewed for impairment if events indicate that the carrying value of the asset may not be recoverable. If such an indicator exists and where the carrying values exceed the estimated recoverable amount, the assets or CGUs are written down to their recoverable amounts. An asset's recoverable amount is the greater of the fair value less costs to sell and the value in use. In assessing value in use, the estimated future cash flows are discounted to present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the smallest CGUs to which the asset belongs.

The Group bases its impairment calculation on the most recent management approved budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of three years. A long-term growth rate is calculated and applied to project future cash flows after the second year.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Impairment losses, and any reversal of such losses, are recognised in the Income Statement.

#### Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

### a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

### b) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. The lease payment also includes the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. Extensions to leases are recognised when it is reasonably certain the option is going to be exercised.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term or a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments).

The Group's lease liabilities are included in Cash, Borrowings and Net Debt (see Note 21).

### c) Short-term leases and leases of low value assets

The Group applies the short-term lease recognition exemption to its short-term leases of equipment (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 lease of low value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

### Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the Income Statement due to its operating nature.

### Assets held for sale and discontinued operations

Assets are classified as held for sale when the carrying amount will be recovered principally through a sale transaction rather than continuing use. The criteria for held for sale classification are regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Assets held for sale are valued at the lower of the carrying amount and fair value less costs to sell. No depreciation is charged whilst assets are classified as held for sale.

In accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, results for the discontinued operations are presented separately in the Group's Income Statement (for which the comparatives and related notes would be restated).

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the "Average Weighted Cost" method. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the costs to be incurred in marketing, selling and distribution.

### Financial instruments

#### Initial recognition and derecognition

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

### Financial assets

#### Recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI") and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price in accordance with IFRS 15.

# Notes to the Financial Statements

## Continued

### 1. Authorisation of Financial Statements and Accounting Policies continued

#### Financial assets continued

There are three measurement categories into which the Group classifies its debt instruments:

- 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 finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains / (losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss. The Group's cash and cash equivalents, trade and other receivables fall into this category.
- Fair value through OCI ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI and will be recycled upon derecognition of the asset.
- Fair value through profit or loss ("FVPL"): Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains / (losses) in the period in which it arises.

#### Impairment

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the expected credit loss ("ECL") model. Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead, the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the future cash flows of the instrument.

When assessing impairment for trade receivables, the Group has applied the simplified approach to expected credit losses as per IFRS 9 Financial Instruments. The model focuses on an appraisal of the risk that a receivable will default rather than whether a loss has been incurred. This involves an unbiased assessment of a range of possible outcomes and their probabilities of occurrence, and is supported by past experience of collecting payments as well as changes in economic conditions that correlate with default on receivables. Expected credit losses are initially determined based on the Group's historical credit loss experience, any forward-looking factors specific to a particular trade receivable and the current economic environment.

The timing of initial recognition for impairment losses is the same period that the asset is recognised. Movements in expected credit losses are recognised in the Income Statement within operating costs. At the point a trade receivable is written off the ledger as uncollectable, the cost is charged against the allowance account and any subsequent recoveries of amounts previously written off are credited to the Income Statement.

In the Parent Company, amounts due from subsidiary undertakings are recognised at their original amount less allowance for impairment based on the ECL model. In determining the model, the Company considers the net assets and the resources available to that subsidiary.

#### Financial liabilities

##### Recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, derivative financial instruments and lease liabilities.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss which are measured subsequently at fair value with gains or losses recognised in the Income Statement.
- Financial liabilities at amortised cost (loans and borrowings) which are measured using the effective interest method.

#### Bank loans, overdrafts and debentures

Interest bearing bank loans, overdrafts and debentures are initially recorded at the fair value of proceeds received, net of direct issue costs, and thereafter at amortised cost. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an effective interest rate basis in the Income Statement. Finance charges are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## Derivative financial instruments and hedge accounting

### Recognition and measurement

The Group uses interest rate swaps to hedge its interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment.
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment.
- Hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk does not 'dominate the value changes' that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below.

The Group has interest rate swaps which are classified as cash flow hedges. The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains / (losses). Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, but the risk management objective remains the same, the hedge ratio is adjusted so that it meets the qualifying criteria again.

### Classification of shares as debt or equity

When shares are issued, any component that creates a financial liability of the Company or Group is presented as a liability in the Balance Sheet; measured initially at fair value net of transaction costs and thereafter at amortised cost until extinguished on conversion or redemption. The corresponding dividends relating to the liability component are charged as interest expense in the Income Statement. The initial fair value of the liability component is determined using a market rate for an equivalent liability without a conversion feature.

The remainder of the proceeds on issue is allocated to the equity component and included in shareholders' equity, net of transaction costs. The carrying amount of the equity component is not remeasured in subsequent years.

The Group's ordinary shares are classified as equity instruments. For the purposes of the disclosures given in Note 25, the Group considers its capital to comprise its ordinary share capital, share premium, capital redemption reserve, hedging reserve and accumulated retained earnings plus its preference shares which are classified as a financial liability in the Balance Sheet. There have been no changes to what the Group considers to be capital since the prior year.

### Preference shares

The Group's preference shares are reported under non-current liabilities. The corresponding dividends on preference shares are charged as interest in the Income Statement. Preference share dividends are at fixed rates.

### Revenue

Revenue is recognised under IFRS 15 upon application of the following steps:

- Identify the contract with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price.
- Allocate the transaction price to each performance obligation.
- Recognise revenue when a performance obligation is satisfied by transferring a promised good or service to a customer.

# Notes to the Financial Statements

## Continued

### 1. Authorisation of Financial Statements and Accounting Policies continued

#### Revenue continued

Managed Pubs and Hotels revenue primarily consists of food, drink and accommodation sales. Food and drink revenue is recognised when control of the goods / services has transferred, being at the point the customer purchases the food or drink. The Group also takes bookings for events and accommodation which require a deposit to secure the booking. A contract liability for the deposit is recognised at the time of the sale. The contract liability is released and revenue is recognised on a straight-line basis over the duration of the room occupation or event. A contract liability is recognised until the event is complete or the guest has occupied the room.

The Group also earns revenue through selling drink to the Tenanted Inns division which is supplied to Fuller's by Asahi under the Long-Term Supply Agreement ("LTSA"). Revenue is recognised as though the Group is the principal as it has primary responsibility over the product and also bears the inventory risk.

Revenue is recognised under IFRS 16 where the Group receives rental income from Tenanted and unlicensed properties. This is recognised on a straight-line basis over the lease term. Some rental income includes turnover rent which is based on the percentage of the income generated by that pub. This is recognised when the revenue is earned. Revenue is recognised for machine income when net takings are earned.

#### Separately disclosed items

The Group presents as separately disclosed items on the face of the Income Statement those material items of income and expense which, because of the nature or expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year, so as to facilitate comparison with prior periods and to better assess trends in financial performance. Separately disclosed items are a key element used to demonstrate the underlying performance of the Group and reported as an alternative performance measure within the management commentary for the reporting period.

#### Share-based payments

The Group has an employee Share Incentive Plan that awards shares to employees based on the reported profits of the Group for the year, and a Long-Term Incentive Plan that awards shares to Directors and Senior Executives subject to specific performance criteria. The Group also issues equity-settled share-based payments to certain employees under approved and unapproved share option schemes and a Savings Related Share Option Scheme.

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined using an appropriate pricing model. In valuing equity-settled transactions, no account is taken of any vesting conditions. The Group has no equity-settled transactions that are linked to the price of the shares of the Company (market conditions).

No expense is recognised for awards that do not ultimately vest. At each Balance Sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and of the number of equity instruments that will ultimately vest. The movement in cumulative expense since the previous Balance Sheet date is recognised in the Income Statement, with a corresponding entry in equity.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

Where an equity-settled award is cancelled (including when a non-vesting condition within the control of the entity or employee is not met), it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the Income Statement for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense in the Income Statement.

#### Own shares

Shares to be awarded under employee incentive plans and those that have been awarded but have yet to vest unconditionally are held at cost by an employee share ownership trust ("ESOT") and shown as a deduction from equity in the Balance Sheet. ESOT is an independently managed trust and not controlled by the Group.

In addition to the purchase of shares by the various ESOTs for specific awards, the Group also from time to time acquires own shares to be held as treasury shares. These shares are occasionally but not exclusively used to satisfy awards under various share option schemes. Treasury shares are held at cost and shown as a deduction from total equity in the Balance Sheet.

Consideration received for the sale of such shares is also recognised in equity, with any difference between the proceeds from sale and the original cost being taken to reserves. No gain or loss is recognised in the profit or loss on the purchase, sale, issue or cancellation of treasury shares.

## Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

The current tax payable is based on taxable profit for the year using UK tax rates enacted or substantively enacted at the Balance Sheet date and any adjustment to tax payable in respect of previous years. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other years or are never taxable or deductible.

### Deferred tax

Deferred tax is recognised on temporary differences at the Balance Sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which they can be utilised.

Such deferred tax assets and liabilities are not recognised where the asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date.

Deferred tax is not recognised in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balance relates to the same taxation entities.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the periods when the asset is realised or the liability is settled, based on tax rates and laws enacted or substantively enacted at the Balance Sheet date.

### Current and deferred tax for the year

Current and deferred tax are recognised in the Income Statement except when they relate to items that are recognised in the Statement of Comprehensive Income or in equity, in which case the current and deferred tax are also recognised in the Statement of Comprehensive Income or directly in equity respectively.

## Pensions and other post-employment benefits

### Defined contribution schemes

Payments to defined contribution retirement benefit schemes are charged to the Income Statement as they fall due.

### Defined benefit schemes

The Group operated a defined benefit pension plan for eligible employees where contributions were made into a separate fund administered by Trustees. The scheme closed to future accrual in January 2015.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method calculated by qualified actuaries. This attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligation) and is based on actuarial advice.

Past service cost is recognised as an expense at the earlier of the date when a plan amendment or curtailment occurs and the date when an entity recognises any termination benefits, or related restructuring costs under IAS 37 Provisions, Contingent Liabilities and Contingent Assets.

When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related plan assets are remeasured using current actuarial assumptions and the resultant gain or loss is recognised in the Income Statement during the period in which the settlement or curtailment occurs.

The Group determines the net interest charge / (credit) on the net defined benefit liability / (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the period to the net pension liability / (asset) at the beginning of the period. The net interest charge / (credit) is recognised immediately as a separately disclosed finance cost / (income) in the Income Statement. Actuarial gains and losses are recognised in full in the Statement of Comprehensive Income in the period in which they occur.

The defined benefit pension asset or liability in the Balance Sheet comprises the total of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information and in the case of quoted securities is the published bid price. The value of a net pension benefit asset is restricted to the sum of the present value of any amount the Group expects to recover by way of refunds from the plan or reductions in the future contributions.

# Notes to the Financial Statements

Continued

## 1. Authorisation of Financial Statements and Accounting Policies continued

### Dividends

Dividends recommended by the Board but unpaid at the year end are not recognised in the financial statements until they are paid (in the case of the interim dividend) or approved by shareholders at the Annual General Meeting (in the case of the final dividend).

### The Company's investments in subsidiaries

In its separate financial statements, the Parent Company recognises its investment in its subsidiaries on the basis of cost less provision for impairment.

### New and amended IFRS accounting standards that are effective for the current year

The IASB and IFRIC have issued the following standards and interpretations with an effective date for periods starting on or before the date on which these financial statements start:

- IFRIC update on IFRS 8 (no effective date).

The adoption of the above standard has not had any material impact on the disclosures or amounts reported in these financial statements.

Other new standards and interpretations effective for the current year are not applicable to the Group and therefore have not had any impact on the Group's financial position and results.

### New standards and interpretations effective for future periods and not yet adopted

At the date of authorisation of these financial statements, the Group has not applied any new or revised IFRS Accounting Standards that have been issued but are not yet effective.

The standards applicable to the Group are shown below:

- IFRS 18: Presentation and disclosure in Financial Statements (effective 1 January 2027).
- Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments (effective 1 January 2026).

The Directors are considering the impact the above will have on the Group's financial position, results, and disclosures.

## 2. Segmental Analysis

### Operating segments

For management purposes, the Group's operating segments are:

- Managed Pubs and Hotels, which comprises managed pubs and managed hotels.
- Tenanted Inns, which comprises pubs operated by third parties under tenancy or lease agreements.

The most important measure used to evaluate the performance of the business is adjusted profit, which is the profit before tax, adjusted for separately disclosed items. The operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic operating unit. The Managed Pubs and Hotels operating segments have been aggregated to one reportable segment on the basis they have similar economic characteristics. Economic indicators assessed in determining that the aggregated operating segments share similar characteristics included expected future financial performance, operating and competitive risks and return on capital. As such the operating segments meet the aggregation criteria in paragraph 12 IFRS 8 Operating Segments. More details of these segments are given in the Strategic Report on pages 10 to 55 of this report.

As segment assets and liabilities are not regularly provided to the Chief Operating Decision Maker, the Group has elected, as provided under IFRS 8 Operating Segments, not to disclose a measure of segment assets and liabilities.

	Managed Pubs and Hotels £m	Tenanted Inns £m	Unallocated <sup>1</sup> £m	Total £m
<b>52 weeks ended 29 March 2025</b>				
<b>Revenue</b>				
Sale of goods and services	304.4	23.9	–	328.3
Accommodation income	36.7	–	–	36.7
<b>Total revenue from contracts with customers</b>	<b>341.1</b>	<b>23.9</b>	<b>–</b>	<b>365.0</b>
Rental income	1.6	9.7	–	11.3
<b>Revenue</b>	<b>342.7</b>	<b>33.6</b>	<b>–</b>	<b>376.3</b>
<b>Segment result</b>	<b>47.6</b>	<b>14.4</b>	<b>(21.6)</b>	<b>40.4</b>
Operating separately disclosed items				(12.1)
<b>Operating profit</b>				<b>28.3</b>
Profit on disposal properties				18.9
Net finance costs				(13.4)
<b>Profit before tax</b>				<b>33.8</b>
<b>Other segment information</b>				
Additions to property, plant and equipment	49.3	3.4	–	52.7
Depreciation and amortisation	23.3	3.2	0.7	27.2
Impairment of property and goodwill net of reversals	9.0	1.4	–	10.4
<b>52 weeks ended 30 March 2024</b>				
<b>Revenue</b>				
Sale of goods and services	288.1	24.1	–	312.2
Accommodation income	35.5	–	–	35.5
<b>Total revenue from contracts with customers</b>	<b>323.6</b>	<b>24.1</b>	<b>–</b>	<b>347.7</b>
Rental income	1.7	9.7	–	11.4
<b>Revenue</b>	<b>325.3</b>	<b>33.8</b>	<b>–</b>	<b>359.1</b>
<b>Segment result</b>	<b>41.6</b>	<b>13.7</b>	<b>(20.8)</b>	<b>34.5</b>
Operating separately disclosed items				(6.8)
<b>Operating profit</b>				<b>27.7</b>
Net finance costs				(13.3)
<b>Profit before tax</b>				<b>14.4</b>
<b>Other segment information</b>				
Additions to property, plant and equipment	23.0	3.9	0.1	27.0
Depreciation and amortisation	22.4	3.0	0.9	26.3
Impairment of property and right-of-use assets net of reversals	5.1	3.2	–	8.3

1 Unallocated expenses represent primarily the salaries and costs of central management and support services. Unallocated capital expenditure relates to additions to the Head Office.

## Notes to the Financial Statements

### Continued

### 3. Revenue

#### Geographical information

All of the Group's business is within the UK and therefore the Group only has one distinct geographical market.

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Revenue disclosed in the Income Statement is analysed as follows:		
Sale of goods and services	328.3	312.2
Accommodation income	36.7	35.5
<b>Total revenue from contracts with customers</b>	<b>365.0</b>	<b>347.7</b>
Rental income	11.3	11.4
<b>Revenue</b>	<b>376.3</b>	<b>359.1</b>

### 4. Operating Costs

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Production costs and cost of goods used in retailing	87.1	88.0
Staff costs	137.9	129.9
Repairs and maintenance	12.9	12.5
Depreciation of property, plant and equipment and amortisation of intangible assets	21.1	20.1
Depreciation of right-of-use assets	6.1	6.2
Rental expense relating to short-term and low value leases	0.3	0.3
Variable lease payments <sup>1</sup>	4.1	3.9
Property costs	17.2	15.6
Utilities	13.4	13.6
Separately disclosed items (Note 5)	12.1	6.8
Other operating costs	35.8	34.5
	<b>348.0</b>	<b>331.4</b>

<sup>1</sup> Variable lease payments are dependent on turnover levels.

Details of income and direct expenses relating to rental income from investment properties are shown in Note 12.

#### a) Auditor's remuneration

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Fees payable to Company's auditors:		
– Statutory audit fees of Group financial statements	0.5	0.5
	<b>0.5</b>	<b>0.5</b>

Other audit related services of £6,000 (2024: £6,000) for covenant reporting and nil (2024: £10,000) for agreed upon procedures on the half year announcement.

#### b) Employee benefit expenses<sup>1</sup>

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
Wages and salaries <sup>1,2</sup>	123.8	116.1
Social security costs	9.1	8.5
Pension benefits	2.3	2.2
Other staff costs <sup>3</sup>	2.7	3.1
	<b>137.9</b>	<b>129.9</b>

<sup>1</sup> Includes Executive Directors.

<sup>2</sup> Includes share-based charge of £1.5 million (2024: £1.7 million).

<sup>3</sup> Includes temporary staff costs of £2.1 million (2024: £3.0 million).

### c) Average number of employees<sup>1</sup>

The average monthly number of persons employed by the Group (including part-time staff) was as follows:

	2025 Number	2024 Number
Pub and hotel teams	5,195	5,177
Support office <sup>2</sup>	116	116
	<b>5,311</b>	<b>5,293</b>

<sup>1</sup> Includes Executive Directors.

<sup>2</sup> Support office includes Finance, People Team, IT and other central functions.

### d) Directors' emoluments

Full details are provided in the Directors' Remuneration Report and tables on pages 86 to 103.

## 5. Separately Disclosed Items

The Group presents separately disclosed items on the face of the Income Statement for those material items of income and expense which, because of the nature or expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year.

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Amounts included in operating profit:</b>		
Impairment of properties, right-of-use assets and assets classified as held for sale net of reversal of impairments (Note 13)	(10.4)	(8.3)
Insurance and legal claims	–	0.4
VAT provision release	–	1.1
Professional fees	(0.9)	–
Pension past service costs	(0.8)	–
<b>Total separately disclosed items included in operating profit</b>	<b>(12.1)</b>	<b>(6.8)</b>
<b>Profit on disposal of properties</b>	<b>18.9</b>	<b>–</b>
<b>Separately disclosed finance credits:</b>		
Finance credit on net pension liabilities	0.8	0.7
Finance charge on the write down of arrangement fees	(0.8)	–
<b>Total separately disclosed finance credits</b>	<b>–</b>	<b>0.7</b>
<b>Total separately disclosed items before tax</b>	<b>6.8</b>	<b>(6.1)</b>
<b>Separately disclosed tax:</b>		
Profit on disposal of properties	(0.7)	–
Other items	1.5	0.5
<b>Total separately disclosed tax</b>	<b>0.8</b>	<b>0.5</b>
<b>Total separately disclosed items</b>	<b>7.6</b>	<b>(5.6)</b>

The impairment charge of £10.4 million (30 March 2024: £8.3 million) relates to the write down to their recoverable value of 23 properties (£9.2 million), three assets held for sale properties (£0.6 million), the write down of goodwill (£1.0 million), net of the reversal of impairment for one property (£0.4 million).

Professional fees of £0.9 million relate to £0.7 million of fees incurred as part of the acquisition of Lovely Pubs and £0.2 million of fees incurred as part of the bank facility refinancing.

The pension past service cost of £0.8 million relates to the recognition of an additional liability in relation to the equalisation of retirement ages between 17 May 1990 and 21 July 1992.

£18.9 million of profit has been recognised on the sale of 45 properties, including 37 tenanted sites sold to Admiral Taverns (there were no disposals of properties in the 52 weeks ended to 30 March 2024).

The finance charge on the write down of arrangement fees of £0.8 million relates to the remaining loan arrangement fee on the previous facility at the date of refinancing.

The cash impact of operating separately disclosed items before tax for the 52 weeks ended 29 March 2025 was £0.2 million cash outflow (30 March 2024: £1.7 million cash inflow).

## Notes to the Financial Statements

Continued

### 6. Finance Costs

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Finance Income</b>		
Interest income from financial assets	0.3	0.3
<b>Finance costs</b>		
Interest expense arising on:		
Financial liabilities at amortised cost – loans and debentures	(10.4)	(11.1)
Financial liabilities at amortised cost – preference shares	(0.1)	(0.1)
Financial liabilities at amortised cost – lease liabilities (Note 16)	(3.2)	(3.1)
<b>Net finance costs before separately disclosed items</b>	<b>(13.4)</b>	<b>(14.0)</b>
Finance credit on net pension liabilities (Note 5)	0.8	0.7
Finance charge on the write down of arrangement fees (Note 5)	(0.8)	–
<b>Net finance costs after separately disclosed items</b>	<b>(13.4)</b>	<b>(13.3)</b>

### 7. Taxation

#### Tax on profit on ordinary activities

Group	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Tax charged in the Income Statement</b>		
Current tax on profit for the year	2.2	1.7
<b>Total current tax expense</b>	<b>2.2</b>	<b>1.7</b>
Deferred income tax:		
Origination and reversal of temporary differences	5.1	4.0
Adjustments over provided in previous years	(0.7)	(0.4)
<b>Total deferred tax expense</b>	<b>4.4</b>	<b>3.6</b>
<b>Total tax charged in the Income Statement</b>	<b>6.6</b>	<b>5.3</b>
<b>Analysed as:</b>		
Before separately disclosed items	7.4	5.8
Separately disclosed items	(0.8)	(0.5)
	<b>6.6</b>	<b>5.3</b>

## Reconciliation of the total tax charge

The tax expense in the Income Statement for the year is lower (2024: tax expense is higher) than the standard rate of corporation tax in the UK of 25% (2024: 25%). The differences are reconciled below:

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Profit before tax expense</b>	<b>33.8</b>	14.4
Accounting profit multiplied by the UK standard rate of corporation tax of 25% (2024: 25%)	<b>8.5</b>	3.6
Items not deductible for tax purposes	<b>0.5</b>	0.2
Deferred tax over-provided in previous years	<b>(0.7)</b>	(0.4)
Net movements in respect of property	<b>(1.7)</b>	1.9
<b>Total tax charged in the Income Statement</b>	<b>6.6</b>	5.3
<b>Deferred tax charged / (credited) to the Income Statement</b>		
Deferred tax depreciation	<b>1.3</b>	1.2
Unrealised capital gains (on PP&E)	<b>(3.0)</b>	(1.2)
Retirement benefit obligations	<b>0.3</b>	0.8
Tax losses	<b>1.9</b>	2.9
Other	<b>3.9</b>	(0.1)
<b>Deferred tax in the Income Statement</b>	<b>4.4</b>	3.6
<b>Tax relating to items credited to the Statement of Comprehensive Income</b>		
Deferred tax:		
Net actuarial losses on pension scheme	<b>(4.5)</b>	(0.1)
<b>Total tax credited in the Statement of Comprehensive Income</b>	<b>(4.4)</b>	(0.1)

## Deferred tax provision

The deferred tax included in the Balance Sheet is as follows:

### Deferred tax

Group	Deferred tax asset / (liability)								Total £m
	Retirement benefit obligations £m	Tax losses carried forward £m	Employee share schemes £m	Decelerated tax depreciation £m	Unrealised capital gains (on PP&E) £m	Pension spreading £m	Other <sup>1</sup> £m		
<b>Balances at 1 April 2023</b>	<b>(3.7)</b>	<b>9.9</b>	–	<b>3.4</b>	<b>(28.8)</b>	<b>0.1</b>	<b>4.4</b>	<b>(14.7)</b>	
(Charge) / credit to Income Statement	(0.8)	(2.9)	0.1	(1.2)	1.2	(0.1)	0.1	(3.6)	
Credit to other comprehensive income	0.1	–	–	–	–	–	–	0.1	
<b>Balances at 30 March 2024</b>	<b>(4.4)</b>	<b>7.0</b>	<b>0.1</b>	<b>2.2</b>	<b>(27.6)</b>	–	<b>4.5</b>	<b>(18.2)</b>	
(Charge) / credit to Income Statement	(0.3)	(1.9)	0.4	(1.3)	3.0	–	(4.3)	(4.4)	
Credit to other comprehensive income	4.5	–	–	–	–	–	–	4.5	
Acquisitions	–	–	–	(0.2)	–	–	–	(0.2)	
<b>Balances at 29 March 2025</b>	<b>(0.2)</b>	<b>5.1</b>	<b>0.5</b>	<b>0.7</b>	<b>(24.6)</b>	–	<b>0.2</b>	<b>(18.3)</b>	

1 Prior year balance includes £4.3 million of timing difference between tax and accounting treatment of capital disposals.

## Notes to the Financial Statements

### Continued

#### 7. Taxation continued

##### Deferred tax provision continued

Group	2025 £m	2024 £m
Deferred tax assets	6.5	13.8
Deferred tax liabilities	(24.8)	(32.0)
	<b>(18.3)</b>	<b>(18.2)</b>

Company	Deferred tax asset / (liability)								Total £m
	Retirement benefit obligations £m	Tax losses carried forward £m	Employee share schemes £m	Decelerated tax depreciation £m	Unrealised capital gains (on PP&E) £m	Pension spreading £m	Other <sup>1</sup> £m		
<b>Balances at 1 April 2023</b>	<b>(3.7)</b>	<b>9.9</b>	<b>–</b>	<b>3.4</b>	<b>(28.8)</b>	<b>0.1</b>	<b>4.4</b>	<b>(14.7)</b>	
(Charge) / credit to Income Statement	(0.8)	(2.9)	0.1	(1.2)	1.2	(0.1)	0.1	(3.6)	
Credit to other comprehensive income	0.1	–	–	–	–	–	–	0.1	
<b>Balances at 30 March 2024</b>	<b>(4.4)</b>	<b>7.0</b>	<b>0.1</b>	<b>2.2</b>	<b>(27.6)</b>	<b>–</b>	<b>4.5</b>	<b>(18.2)</b>	
(Charge) / credit to Income Statement	(0.3)	(1.9)	0.4	(1.3)	3.0	–	(4.3)	(4.4)	
Credit to other comprehensive income	4.5	–	–	–	–	–	–	4.5	
Acquisitions	–	–	–	(0.2)	–	–	–	(0.2)	
<b>Balances at 29 March 2025</b>	<b>(0.2)</b>	<b>5.1</b>	<b>0.5</b>	<b>0.7</b>	<b>(24.6)</b>	<b>–</b>	<b>0.2</b>	<b>(18.3)</b>	

1 Prior year balance includes £4.3 million of timing difference between tax and accounting treatment of capital disposals.

Company	2025 £m	2024 £m
Deferred tax assets	6.5	13.8
Deferred tax liabilities	(24.8)	(32.0)
	<b>(18.3)</b>	<b>(18.2)</b>

## 8. Earnings Per Share

Group	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Profit attributable to equity shareholders</b>	<b>27.2</b>	9.1
Separately disclosed items net of tax	(7.6)	5.6
<b>Adjusted earnings attributable to equity shareholders</b>	<b>19.6</b>	14.7
<b>Weighted average share capital</b>	<b>57,270,000</b>	60,043,000
Dilutive outstanding options and share awards	625,000	482,000
<b>Diluted weighted average share capital</b>	<b>57,895,000</b>	60,525,000
<b>40p "A" and "C" Ordinary Share</b>	<b>Pence</b>	Pence
Basic earnings per share	<b>47.49</b>	15.16
Diluted earnings per share	<b>46.98</b>	15.04
Adjusted earnings per share	<b>34.22</b>	24.48
Diluted adjusted earnings per share	<b>33.85</b>	24.29
<b>4p "B" Ordinary Share</b>	<b>Pence</b>	Pence
Basic earnings per share	<b>4.75</b>	1.52
Diluted earnings per share	<b>4.70</b>	1.50
Adjusted earnings per share	<b>3.42</b>	2.45
Diluted adjusted earnings per share	<b>3.39</b>	2.43

For the purposes of calculating the number of shares to be used above, "B" Ordinary Shares have been treated as one-tenth of an "A" or "C" Ordinary Share. The earnings per share calculation is based on earnings from continuing operations and on the weighted average ordinary share capital which excludes shares held by trusts relating to employee share options and shares held in treasury of 4,599,962 (2024: 3,410,735).

Diluted earnings per share amounts are calculated using the same earnings figure as for basic earnings per share, divided by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Adjusted earnings per share are calculated on profit before tax excluding separately disclosed items and on the same weighted average ordinary share capital as for the basic and diluted earnings per share. Adjusted earnings per share measures have been included as the Directors consider that these measures better reflect the underlying earnings of the Group.

## 9. Dividends

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Declared and paid during the year</b>		
Equity dividends on ordinary shares:		
Final dividend for 2024: 11.12p (2023: 10.0p)	<b>6.5</b>	6.1
Interim dividend for 2025: 7.41p (2024: 6.63p)	<b>4.2</b>	3.9
<b>Equity dividends paid</b>	<b>10.7</b>	10.0
Dividends on cumulative preference shares (Note 6)	<b>0.1</b>	0.1
<b>Proposed for approval at the Annual General Meeting</b>		
Final dividend for 2025: 12.35p (2024: 11.12p)	<b>6.8</b>	6.5

The pence figures above are for the 40p "A" Ordinary Shares and 40p "C" Ordinary Shares. The 4p "B" Ordinary Shares carry dividend rights of one-tenth of those applicable to the 40p "A" Ordinary Shares. Own shares held in the employee share trusts do not qualify for dividends as the Trustees have waived their rights. Dividends are also not paid on own shares held as treasury shares.

## Notes to the Financial Statements

Continued

### 10. Intangible Assets

	Group and Company			
	Goodwill £m	IT Development costs £m	Group Total £m	Company Total £m
<b>Cost</b>				
At 1 April 2023	31.8	3.0	34.8	6.6
<b>At 30 March 2024</b>	31.8	3.0	34.8	6.6
<b>At 29 March 2025</b>	<b>31.8</b>	<b>3.0</b>	<b>34.8</b>	<b>6.6</b>
<b>Amortisation and impairment</b>				
At 1 April 2023	5.1	0.7	5.8	0.9
Provided during the year	–	0.4	0.4	0.4
<b>At 30 March 2024</b>	<b>5.1</b>	<b>1.1</b>	<b>6.2</b>	<b>1.3</b>
Provided during the year	–	0.5	0.5	0.5
Impairment	1.0	–	1.0	1.0
<b>At 29 March 2025</b>	<b>6.1</b>	<b>1.6</b>	<b>7.7</b>	<b>2.8</b>
<b>Net book value at 29 March 2025</b>	<b>25.7</b>	<b>1.4</b>	<b>27.1</b>	<b>3.8</b>
Net book value at 30 March 2024	26.7	1.9	28.6	5.3
Net book value at 1 April 2023	26.7	2.3	29.0	5.7

#### IT Development costs

Costs are capitalised as IT development costs where it is deemed that the Group has control of the underlying asset. IT development costs relate to the implementation of a finance system and are made up of consulting time and internal employee costs. Amortisation is recognised over the useful life of the asset of seven years.

#### Goodwill

	2025			2024
	Managed £m	Tenanted £m	Total £m	£m
<b>Net book value of Goodwill is allocated to CGUs as follows:</b>				
Gales estate	9.1	13.6	22.7	22.7
Jacomb Guinness estate	0.6	–	0.6	0.6
Bel & The Dragon	–	–	–	1.0
Cotswold Inns & Hotels	2.4	–	2.4	2.4
	<b>12.1</b>	<b>13.6</b>	<b>25.7</b>	26.7

## 11. Property, Plant and Equipment

Group	Land & buildings – owned & used £m	Land & buildings – owned & acting as lessor £m	Plant, machinery & vehicles £m	Fixtures & fittings £m	Total £m
<b>Cost</b>					
At 1 April 2023	496.4	111.6	6.3	187.2	801.5
Additions	7.7	5.2	–	14.1	27.0
Disposals	(0.1)	(0.1)	–	(2.8)	(3.0)
Transfer of use <sup>1</sup>	(30.2)	30.2	–	–	–
Transfer to assets held for sale (Note 19)	(1.4)	–	–	(0.3)	(1.7)
<b>At 30 March 2024</b>	<b>472.4</b>	<b>146.9</b>	<b>6.3</b>	<b>198.2</b>	<b>823.8</b>
Additions	34.9	1.7	–	16.1	52.7
Disposals	(3.2)	(15.6)	–	(9.8)	(28.6)
Transfer to assets held for sale (Note 19)	(3.1)	–	–	(0.3)	(3.4)
<b>At 29 March 2025</b>	<b>501.0</b>	<b>133.0</b>	<b>6.3</b>	<b>204.2</b>	<b>844.5</b>
<b>Depreciation and impairment</b>					
At 1 April 2023	70.0	11.3	1.7	135.2	218.2
Provided during the year	4.9	1.7	–	13.1	19.7
Disposals	–	–	–	(2.7)	(2.7)
Transfer of use <sup>1</sup>	(4.8)	4.8	–	–	–
Impairment loss (Note 13)	3.8	3.2	–	–	7.0
Transfer to assets held for sale (Note 19)	(0.1)	–	–	(0.2)	(0.3)
<b>At 30 March 2024</b>	<b>73.8</b>	<b>21.0</b>	<b>1.7</b>	<b>145.4</b>	<b>241.9</b>
Provided during the year	6.0	1.5	–	13.1	20.6
Disposals	(1.3)	(1.7)	–	(8.9)	(11.9)
Impairment loss net of reversal (Note 13)	8.8	–	–	–	8.8
Transfer to assets held for sale (Note 19)	(0.4)	–	–	(0.2)	(0.6)
<b>At 29 March 2025</b>	<b>86.9</b>	<b>20.8</b>	<b>1.7</b>	<b>149.4</b>	<b>258.8</b>
<b>Net book value at 29 March 2025</b>	<b>414.1</b>	<b>112.2</b>	<b>4.6</b>	<b>54.8</b>	<b>585.7</b>
Net book value at 30 March 2024	398.6	125.9	4.6	52.8	581.9
Net book value at 1 April 2023	426.4	100.3	4.6	52.0	583.3

<sup>1</sup> In the prior year, 23 sites were transferred from Managed to Tenanted.

## Notes to the Financial Statements

Continued

### 11. Property, Plant and Equipment continued

Company	Land & buildings – owned & used £m	Land & buildings – owned & acting as lessor £m	Plant, machinery & vehicles £m	Fixtures & fittings £m	Total £m
<b>Cost</b>					
At 1 April 2023	492.9	111.6	4.8	186.8	796.1
Additions	7.7	5.2	–	14.1	27.0
Disposals	(0.1)	(0.1)	–	(2.8)	(3.0)
Transfer of use <sup>1</sup>	(30.2)	30.2	–	–	–
Transfer to assets held for sale (Note 19)	(1.4)	–	–	(0.3)	(1.7)
<b>At 30 March 2024</b>	<b>468.9</b>	<b>146.9</b>	<b>4.8</b>	<b>197.8</b>	<b>818.4</b>
Additions	34.9	1.7	–	16.1	52.7
Disposals	(3.2)	(15.6)	–	(9.8)	(28.6)
Transfer to assets held for sale (Note 19)	(3.1)	–	–	(0.3)	(3.4)
<b>At 29 March 2025</b>	<b>497.5</b>	<b>133.0</b>	<b>4.8</b>	<b>203.8</b>	<b>839.1</b>
<b>Depreciation and impairment</b>					
At 1 April 2023	65.8	11.3	2.5	133.2	212.8
Provided during the year	4.9	1.7	–	13.1	19.7
Disposals	–	–	–	(2.7)	(2.7)
Transfer of use <sup>1</sup>	(4.8)	4.8	–	–	–
Impairment loss	3.8	3.2	–	–	7.0
Transfer to assets held for sale (Note 19)	(0.1)	–	–	(0.2)	(0.3)
<b>At 30 March 2024</b>	<b>69.6</b>	<b>21.0</b>	<b>2.5</b>	<b>143.4</b>	<b>236.5</b>
Provided during the year	6.0	1.5	–	13.1	20.6
Disposals	(1.3)	(1.7)	–	(8.9)	(11.9)
Impairment loss	8.8	–	–	–	8.8
Transfer to assets held for sale (Note 19)	(0.4)	–	–	(0.2)	(0.6)
<b>At 29 March 2025</b>	<b>82.7</b>	<b>20.8</b>	<b>2.5</b>	<b>147.4</b>	<b>253.4</b>
<b>Net book value at 29 March 2025</b>	<b>414.8</b>	<b>112.2</b>	<b>2.3</b>	<b>56.4</b>	<b>585.7</b>
Net book value at 30 March 2024	399.3	125.9	2.3	54.4	581.9
Net book value at 1 April 2023	427.1	100.3	2.3	53.6	583.3

<sup>1</sup> In the prior year, 23 sites were transferred from Managed to Tenanted.

## 12. Investment Properties

	Group and Company freehold and leasehold properties £m
<b>Cost at 1 April 2023</b>	<b>1.6</b>
<b>At 30 March 2024</b>	<b>1.6</b>
Disposals	(0.2)
<b>At 29 March 2025</b>	<b>1.4</b>
<b>Depreciation and impairment at 1 April 2023</b>	<b>0.1</b>
<b>At 30 March 2024</b>	<b>0.1</b>
<b>At 29 March 2025</b>	<b>0.1</b>
<b>Net book value at 29 March 2025</b>	<b>1.3</b>
Net book value at 30 March 2024	1.5
Net book value at 1 April 2023	1.5
<b>Fair value at 29 March 2025</b>	<b>6.6</b>
Fair value at 30 March 2024	6.7
Fair value at 1 April 2023	6.7

The fair value of investment properties has been estimated by the Directors, based on the rental income earned on the properties during the year and average yields earned on comparable properties from publicly available information, which is a Level 3 fair value valuation technique. An independent valuation of the properties has not been performed.

### Impairment

The Group considers each trading outlet to be a CGU, and each CGU is reviewed annually for indicators of impairment. In assessing whether an asset has been impaired, the carrying amount of the CGU is compared to its recoverable amount. The recoverable amount is the higher of its fair value less costs to sell and its value in use. During the 52 weeks ended 29 March 2025, the Group did not impair any investment properties (FY2024: £nil).

Management have determined that the highest and best use of the property is its current use.

### Investment property income

The properties are let on both landlord and tenant repairing leases. Amounts recognised in the Income Statement relating to rental income from investment properties are as follows:

Group and Company	2025 £m	2024 £m
Rental income	<b>0.3</b>	0.3
Direct operating expenses	-	(0.1)

All direct operating expenses relate to properties that generate rental income.

## Notes to the Financial Statements

### Continued

### 13. Impairment

During the year, impairment losses, net of reversals, of £10.4 million (2024: £8.3 million) were recognised within separately disclosed items:

Group	2025 £m	2024 £m
<b>Impairment losses</b>		
Property, plant and equipment	9.2	9.1
Right-of-use assets	–	1.3
Assets held for sale <sup>1</sup>	0.6	–
Intangible assets	1.0	–
Impairment reversals – Property, plant and equipment	(0.4)	(2.1)
<b>Total net impairment charge</b>	<b>10.4</b>	<b>8.3</b>

Company	2025 £m	2024 £m
<b>Impairment losses</b>		
Property, plant and equipment	9.2	9.1
Right-of-use assets	–	1.1
Assets held for sale <sup>1</sup>	0.6	–
Investment in subsidiary <sup>2</sup>	–	0.7
Intangible assets	1.0	–
Impairment reversals – Property, plant and equipment	(0.4)	(2.1)
<b>Total net impairment charge</b>	<b>10.4</b>	<b>8.8</b>

1 Assets held for sale were impaired after classification to assets held for sale, therefore under IFRS 5 this is an adjustment to fair value.

2 Investment in Cotswold Inns & Hotels was impaired in the prior year as the majority of the trade and assets has been hived up into the Parent Company.

#### Property, plant and equipment and right-of-use assets

The Group considers each trading outlet to be a CGU, and each CGU is reviewed annually for indicators of impairment. In assessing whether an asset has been impaired, the carrying amount of the CGU is compared to its recoverable amount. The recoverable amount is the higher of its fair value less costs to sell ("FVLCS") and its value in use. In the absence of any information about the fair value of a CGU, the recoverable amount is deemed to be its value in use. For the purposes of estimating the value in use of CGUs, management have used a discounted cash flow approach. The calculations use cash flow projections based on the following plans covering a three-year period.

The Group uses a range of methods for estimating FVLCS which include applying a market multiple to the CGU EBITDA and, for leasehold sites, present value techniques using a discounted cash flow method. The Group has also obtained valuations for a subset of these CGUs from a third party property valuation expert. Both FVLCS methods rely on inputs not normally observable by market participants and are therefore Level 3 measurements in the fair value hierarchy.

The assumptions used by management in setting the Board-approved financial budgets for the initial three-year period were as follows:

- Trading volumes and forecast growth rates: The forecasts make assumptions on trading volumes by site based on the FY2025 results, assumptions around the UK and the global economy and the ongoing impact on consumer confidence.
- Operating profits: The forecasts are based on historical experience of operating margins, adjusted for the impact of inflation net of price increases.
- Local factors impacting the site in the current year or expected to impact the site in future years. Key assumptions include the future potential of recently invested sites and the impact of increasing or reducing market supply in the local area.
- A long-term growth rate of 2.0% (2024: 2.0%) was used for cash flows subsequent to the three year approved budget / forecast period.
- An EBITDA multiple is estimated based on a normalised trading basis and market data obtained from external sources. An average multiple of 10.5x (freehold 11.8x) (2024: 10.5x (freehold 11.8x)) is used for the Managed estate and 10.9x (2024: 10.9x) on the Tenanted estate.
- The discount rate is based on the Group's weighted average cost of capital, which is used across all CGUs due to their similar characteristics. The pre-tax discount rate is 10.7% (2024: 10.7%).

During the 52 weeks ended 29 March 2025, the Group recognised an impairment loss of £9.2 million (2024: £9.1 million) on property, plant and equipment and an adjustment to fair value of £0.6 million (2024: nil) on assets held for sale in respect of the write down of 26 properties where their asset values exceeded the higher of FVLCS or their value in use. The impairment losses were driven principally by changes in the local competitive environment in which the pubs are situated. Net of the impairment loss there is £0.4 million (2024: £2.1 million) of impairment reversal recognised for one pub where investment has led to a significant growth in performance.

### Sensitivity to changes in assumptions

The calculation of value in use is most sensitive to the assumptions in respect of achievement of budgeted cash flows, growth rate and discount rate. The calculation of value in use is also dependent on the following assumptions: sales volume; gross margin in Managed premises; barrelage and rent projections in Tenanted premises; and wage cost in Managed premises. The key assumptions above have their assigned values based on management knowledge and historical information. The value in use calculations are sensitive to the assumptions used. The Directors consider a movement of 1.5% in the discount rate and 0.5% in the growth rate to be reasonable with reference to current market yield curves and the current economic conditions. The impact is set out as follows:

Impact on impairment of assets at risk – increase / (decrease)	2025 £m	2024 £m
Increase discount rate by 1.5%	16.6	20.0
Decrease discount rate by 1.5%	(14.4)	(14.1)
Increase growth rate by 0.5%	(4.6)	(4.9)
Decrease growth rate by 0.5%	4.7	5.8

The value in use calculation is also sensitive to variations in the budgeted cash flows, which are impacted by the continued unstable economic environment and the consumer behaviour as a result of it. The CGUs represented by the 'impact on impairment of assets at risk' would have their FVLCS determined in order to conclude whether an impairment is required. A general decrease in property values across the portfolio would have a similar effect to that set out above, i.e., any reduction in property values could lead to assets being at risk of impairment. In the current year, a decrease of 5% in the FVLCS would have led to an additional impairment of £2.5 million for the CGUs where recoverable amount has been assessed on FVLCS.

### Goodwill

Goodwill acquired through business combinations has been allocated for impairment testing on an estate and divisional CGU level. This represents the lowest level within the Group at which goodwill is monitored for internal management purposes. An analysis of goodwill by operating segment is included within Note 10. Recoverable amount is based on a calculation of value in use based upon the same cash flows as discussed under property, plant and equipment. Cash flows beyond the budget period are extrapolated in perpetuity on the assumption that the growth rate does not exceed the average long-term growth rate for the relevant markets. The same assumptions to calculate the value in use are used for goodwill as those for property, plant and equipment. There was an impairment to goodwill in the Bel & The Dragon of £1.0 million in the 52 weeks ended 29 March 2025 (2024: £nil). This impairment to goodwill was driven principally by changes to the local competitive environment in which the pubs are situated.

### Sensitivity to changes in assumptions

Management have considered reasonable changes in key assumptions used in their calculations of value in use. An increase of 1.5% in the discount rate or decrease in the growth of 0.5% would not result in an impairment.

### Investment property

The Group considers each trading outlet to be a CGU, and each CGU is reviewed annually for indicators of impairment. During the 52 weeks ended 29 March 2025, the Group did not impair any investment properties (2024: £nil). Refer to Note 12.

## 14. Other Financial Assets and Liabilities

Group and Company	Group 2025 £m	Group 2024 £m	Company 2025 £m	Company 2024 £m
Interest rate cap and collar	–	0.1	–	0.1
<b>Total financial assets within non-current assets</b>	<b>–</b>	<b>0.1</b>	<b>–</b>	<b>0.1</b>

Details of the interest rate cap and collar and interest rate swaps are provided in Note 25c (i).

## Notes to the Financial Statements

### Continued

### 15. Investments in Subsidiaries

Company	Cost £m	Provision £m	Net book value £m
<b>At 1 April 2023</b>	120.8	(12.1)	108.7
Impairment	–	(0.7)	(0.7)
<b>At 30 March 2024</b>	120.8	(12.8)	108.0
Acquisition of Lovely Pubs	21.2	–	21.2
Return of capital	(11.9)	–	(11.9)
Impairment	–	(9.3)	(9.3)
<b>At 29 March 2025</b>	<b>130.1</b>	<b>(22.1)</b>	<b>108.0</b>

In August 2024 the Group acquired Lovely Pubs and subsequently hived the trade and assets up to the Parent Company, Fuller, Smith & Turner P.L.C.. The £11.9 million credit to the investment value for Lovely Pubs reflects the net effect of a return of capital in the form of the underlying assets. The impairment to the remaining investment value of £9.3 million was recognised as there is no longer any trade and assets in the subsidiary companies to support the value.

Principal subsidiary undertakings	Holding	Proportion held	Nature of business
Griffin Catering Services Limited	£1 Ordinary Shares	100% (indirect)	Managed houses service company
George Gale and Company Limited	£1 Ordinary Shares	100%	Non-trading subsidiary
	25p "A" Ordinary Shares	100%	
	£10 Preference Shares	100%	
F.S.T. Trustee Limited	£1 Ordinary Shares	100%	Non-trading subsidiary
Fuller Smith & Turner Estates Limited	£1 Ordinary Shares	100%	Non-trading subsidiary
Ringwoods Limited	£1 Ordinary Shares	100%	Non-trading subsidiary
Griffin Inns LTD.	£1 Ordinary Shares	100%	Non-trading subsidiary
Jacomb Guinness Limited	£1 Ordinary Shares	100%	Non-trading subsidiary
45 Woodfield Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
Grand Canal Trading Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
B & D Country Inns I Limited	£1 Ordinary Shares	100%	Holding company
B & D Country Inns II Limited	£1 Ordinary Shares	100%	Holding company
B & D (Cookham) Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
B & D (Farnham) Limited <sup>1</sup>	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
B & D (Kingsclere) Limited <sup>2</sup>	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
B & D (Odiham) Limited <sup>2</sup>	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
B & D (Reading) Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
B & D (Win) Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
RSH 200 Limited	£1 Ordinary Shares	100%	Holding company
Cotswold Inns and Hotels Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
Mortons Bar & Grill Limited	£1 Ordinary Shares	100%	Non-trading subsidiary
Mortons Bar & Grill (Alcester) Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
Mortons Catering Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
The Classic Country Pub Co. Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary
Mortons Bar & Grill (Bromsgrove) Limited	£1 Ordinary Shares	100% (indirect)	Non-trading subsidiary

<sup>1</sup> This company was dissolved on 20 May 2025.

<sup>2</sup> These companies were dissolved on 6 May 2025.

The above companies are registered and operate in England and Wales. The registered office of all subsidiary companies is the same as Fuller, Smith & Turner P.L.C. at Pier House, 86-93 Strand-on-the-Green, London, W4 3NN.

## 16. Leases

This note provides information for leases where the Group is a lessee. For leases where the Group is a lessor, see Note 28.

### a) Amounts recognised in the Balance Sheet

Group and Company	Group 2025 £m	Group 2024 £m	Company 2025 £m	Company 2024 £m
<b>Right-of-use assets</b>				
Properties	52.5	58.6	52.5	58.5
Equipment	0.3	0.1	0.2	0.1
	52.8	58.7	52.7	58.6
<b>Lease liabilities</b>				
Current	5.2	4.4	5.1	4.3
Non-current	55.6	61.5	55.4	61.2
	60.8	65.9	60.5	65.5

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Group	Property £m	Equipment £m	Total £m
<b>Net carrying value as at 1 April 2023</b>	66.2	0.2	66.4
Lease amendments <sup>1</sup>	(0.2)	–	(0.2)
Depreciation	(6.1)	(0.1)	(6.2)
Impairment	(1.3)	–	(1.3)
<b>Net carrying value as at 30 March 2024</b>	58.6	0.1	58.7
Lease amendments <sup>1</sup>	(0.2)	0.4	0.2
Depreciation	(5.9)	(0.2)	(6.1)
<b>Net carrying value as at 29 March 2025</b>	52.5	0.3	52.8

Company	Property £m	Equipment £m	Total £m
<b>Net carrying value as at 1 April 2023</b>	65.8	0.2	66.0
Lease amendments <sup>1</sup>	(0.2)	–	(0.2)
Depreciation	(6.0)	(0.1)	(6.1)
Impairment	(1.1)	–	(1.1)
<b>Net carrying value as at 30 March 2024</b>	58.5	0.1	58.6
Lease amendments <sup>1</sup>	(0.2)	0.3	0.1
Depreciation	(5.8)	(0.2)	(6.0)
<b>Net carrying value as at 29 March 2025</b>	52.5	0.2	52.7

<sup>1</sup> Lease amendments include lease terminations, modifications, reassessments and extensions to existing lease agreements.

## Notes to the Financial Statements

### Continued

#### 16. Leases continued

##### a) Amounts recognised in the Balance Sheet continued

Set out below are the carrying amounts of lease liabilities (included under interest bearing loans and borrowings) and the movements during the period:

	Group £m	Company £m
<b>Net carrying value as at 1 April 2023</b>	71.8	71.3
Lease amendments <sup>1</sup>	(0.3)	(0.2)
Accretion of interest	3.1	3.1
Payments	(8.7)	(8.7)
<b>Net carrying value as at 30 March 2024</b>	65.9	65.5
Accretion of interest	3.2	3.2
Payments	(8.3)	(8.2)
<b>Net carrying value as at 29 March 2025</b>	<b>60.8</b>	<b>60.5</b>

<sup>1</sup> Lease amendments include lease terminations, modifications, reassessments and extensions to existing lease agreements.

A maturity analysis of gross lease liability payments is included within Note 25.

##### b) Amounts recognised in the Income Statement

Group	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Depreciation charge on right-of-use assets</b>		
Properties	5.9	6.1
Equipment	0.2	0.1
	<b>6.1</b>	<b>6.2</b>
<b>Interest charge on right-of-use assets</b>		
Interest expense (included in finance cost)	3.2	3.1
Expense relating to short-term leases and low value assets (included in operating costs)	0.3	0.3
Expense relating to variable lease payments not included in lease liabilities (included in operating costs)	4.1	3.9
Impairment of right-of-use assets	–	1.3
Income from sub-leasing right-of-use assets	(0.1)	(0.2)
	<b>7.5</b>	<b>8.4</b>

The Group's total cash outflow in relation to leases is included within Note 21.

##### Variable lease payments

Some property leases contain variable payment terms that are linked to sales generated from a pub. Variable payment terms are used for a variety of reasons, including minimising the fixed costs base for newly established pubs. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs. Variable lease payments recognised in the income statement in the year ended 29 March 2025 were £4.1 million (2024: £3.9 million).

#### 17. Inventories

Group and Company	Group 2025 £m	Group 2024 £m	Company 2025 £m	Company 2024 £m
Stock at retail outlets	4.6	4.0	4.6	4.0

##### Amounts recognised in profit or loss

Inventories recognised as an expense during the year ended 29 March 2025 amounted to £87.1 million (2024: £88.0 million). These were included in operating costs. Inventory is stated net of a provision for obsolete stock of £0.3 million (2024: £0.2 million).

## 18. Trade and Other Receivables

Group	2025 £m	2024 £m
Trade receivables	2.8	2.1
Other receivables	1.9	1.7
Prepayments and accrued income	7.3	4.6
	<b>12.0</b>	<b>8.4</b>

Company	2025 £m	2024 £m
Trade receivables	2.8	2.1
Other receivables	1.9	1.7
Prepayments and accrued income	7.3	4.6
	<b>12.0</b>	<b>8.4</b>

At 29 March 2025, the Group has included in other receivables £0.1 million (2024: £0.1 million) in relation to lease receivable for subleases.

The trade receivables balance above is shown net of the loss allowance. The Group and Company provide against trade receivables based on an expected credit loss model, calculated from the probability of default for the remaining life of the asset.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due and also according to the geographical location of customers, which is the same for all.

The expected loss rates are based on the payment profile for sales over the past 24 months before the Balance Sheet date. The historical rates are adjusted to reflect current and forward-looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The movements on the loss allowance during the year are summarised below:

Group and Company	2025 £m	2024 £m
<b>As at 30 March 2024</b>	<b>0.8</b>	<b>0.8</b>
Amounts released for balances written off during the year	(0.2)	–
<b>As at 29 March 2025</b>	<b>0.6</b>	<b>0.8</b>

The contractual ageing of the trade receivables balance is as follows:

Group and Company	Group 2025 £m	Group 2024 £m	Company 2025 £m	Company 2024 £m
Current	1.9	1.5	1.9	1.5
Overdue up to 30 days	0.5	0.4	0.5	0.4
Overdue between 30 and 60 days	0.1	0.1	0.1	0.1
Overdue between 60 and 90 days	–	–	–	–
Overdue more than 90 days	0.9	0.9	0.9	0.9
<b>Trade receivables before loss allowance</b>	<b>3.4</b>	<b>2.9</b>	<b>3.4</b>	<b>2.9</b>
Less loss allowance	(0.6)	(0.8)	(0.6)	(0.8)
<b>Trade receivables net of loss allowance</b>	<b>2.8</b>	<b>2.1</b>	<b>2.8</b>	<b>2.1</b>

## Notes to the Financial Statements

### Continued

#### 19. Assets Held for Sale

Group and Company	Group £m	Company £m
<b>Assets held for sale as at 30 March 2024</b>	8.4	8.4
Assets disposed of during the year	(7.6)	(7.6)
Assets transferred from property, plant and equipment	2.8	2.8
Adjustment to fair value	(0.6)	(0.6)
<b>Assets held for sale as at 29 March 2025</b>	<b>3.0</b>	<b>3.0</b>

At 29 March 2025, six properties have been classified as held for sale (2024: nine properties). The properties were reclassified predominantly from property, plant and equipment as the carrying amounts of the properties identified are to be recovered principally through sales transactions rather than through continuing use. Sale is expected within 12 months from the reporting date. An adjustment to fair value of £0.6 million was recognised on assets classified as held for sale during the year (2024: £nil).

Valuations performed are based on observations of transactions involving properties of a similar nature, location and condition. Since this valuation was performed using a significant non observable input, the fair value measurement can be categorised as level 3.

#### 20. Trade and Other Payables

Due within one year:

Group	2025 £m	2024 £m
Trade payables	11.5	19.2
Other tax and social security	7.2	4.6
Other payables	8.6	8.7
Accruals	22.4	23.9
Contract liabilities	3.6	3.3
	<b>53.3</b>	<b>59.7</b>

Due within one year:

Company	2025 £m	2024 £m
Trade payables	11.5	19.2
Amounts due to subsidiary undertakings	162.6	153.2
Other tax and social security	7.2	4.6
Other payables	8.6	8.7
Accruals	22.4	23.8
Contract liabilities	3.6	3.3
	<b>215.9</b>	<b>212.8</b>

Company amounts due to subsidiary undertakings of £162.6 million (2024: £153.2 million) have no fixed repayment date. Interest is payable on the balance at 3% above the Bank of England base rate. Company amounts due to subsidiary undertakings are unsecured.

Contract liabilities relate to deposits to secure bookings for various events and accommodation. The remaining balance will unwind and be recognised as revenue in the following year.

## 21. Cash, Borrowings and Net Debt

### Cash and cash equivalents

	Group 2025 £m	Group 2024 £m	Company 2025 £m	Company 2024 £m
Cash at bank and in hand	13.8	12.2	13.8	12.2

For the purposes of the Consolidated Cash Flow Statement, cash and cash equivalents comprise cash at bank and in hand, as above. Cash at bank earns interest at floating rates.

The cash at bank and in hand figure includes amounts receivable from customers for debit or credit card payment transactions of £5.7 million (2024: £6.2 million) in the three days before the end of the financial year which did not clear the bank (and therefore show on the bank statement) until the first working day of the new financial year.

Borrowings	Group 2025 £m	Group 2024 £m	Company 2025 £m	Company 2024 £m
Bank loans	134.5	123.8	134.5	123.8
Debenture stock	19.9	19.9	19.9	19.9
Preference shares	1.6	1.6	1.6	1.6
<b>Total borrowings</b>	<b>156.0</b>	<b>145.3</b>	<b>156.0</b>	<b>145.3</b>
Analysed as:				
Borrowings within current liabilities	–	–	–	–
Borrowings within non-current liabilities	156.0	145.3	156.0	145.3
	<b>156.0</b>	<b>145.3</b>	<b>156.0</b>	<b>145.3</b>

All borrowings at both year ends are denominated in Sterling and, where appropriate, are stated net of issue costs. Further information on borrowings is given in Note 25.

### Bank loans

#### Group and Company

On 12 March 2025, the Group secured a new facility of £185 million with a syndicate of five banks, split between a revolving credit facility of £100 million and a term loan of £85 million. The facility is unsecured and available until 31 August 2028. The new facilities bear an interest rate margin dependant on leverage covenant plus SONIA.

Under the terms of the revolving credit facility the Group expects to and has the discretion to roll over the obligation for at least 12 months from the Balance Sheet date, and as a result, these amounts are reported as non-current liabilities in the Balance Sheet.

At 29 March 2025, £49.7 million (2024: £75.0 million) of the total £185 million (2024: £200 million) committed bank facility was available and undrawn.

The bank loans are repayable as follows:

	2025 £m	2024 £m
In the third to fifth year inclusive	135.3	125.0
Less: bank loan arrangement fees	(0.8)	(1.2)
<b>Non-current liabilities</b>	<b>134.5</b>	<b>123.8</b>

### Debenture stock

The debenture stocks are secured on specified fixed and floating assets of the Company and are redeemable on maturity.

Debenture stocks are repayable as follows:

	2025 £m	2024 £m
<b>Current liabilities</b>	<b>–</b>	<b>–</b>
In the third to fifth year inclusive – 6.875% Debenture Stock 2028 (1st floating charge)	20.0	20.0
Less: discount on issue	(0.1)	(0.1)
<b>Non-current liabilities</b>	<b>19.9</b>	<b>19.9</b>

## Notes to the Financial Statements

### Continued

## 21. Cash, Borrowings and Net Debt continued

### Preference shares

The Company's preference shares are classified as debt. The shares are not redeemable and are included in borrowings within non-current liabilities. See Note 23 for further details of the preference shares.

### Analysis of net debt

#### Group

52 weeks ended 29 March 2025	At 30 March 2024 £m	Cash flows £m	Non-cash <sup>1</sup> £m	At 29 March 2025 £m
<b>Cash and cash equivalents:</b>				
Cash and short-term deposits	12.2	1.6	–	<b>13.8</b>
	12.2	1.6	–	<b>13.8</b>
<b>Financial liabilities:</b>				
Lease liabilities	(65.9)	8.3	(3.2)	<b>(60.8)</b>
	(65.9)	8.3	(3.2)	<b>(60.8)</b>
<b>Debt:</b>				
Bank loans <sup>2</sup>	(123.8)	(9.5)	(1.2)	<b>(134.5)</b>
Debenture stock	(19.9)	–	–	<b>(19.9)</b>
Preference shares	(1.6)	–	–	<b>(1.6)</b>
<b>Total borrowings</b>	<b>(145.3)</b>	<b>(9.5)</b>	<b>(1.2)</b>	<b>(156.0)</b>
<b>Net debt</b>	<b>(199.0)</b>	<b>0.4</b>	<b>(4.4)</b>	<b>(203.0)</b>
52 weeks ended 30 March 2024	At 1 April 2023 £m	Cash flows £m	Non-cash <sup>1</sup> £m	At 30 March 2024 £m
<b>Cash and cash equivalents:</b>				
Cash and short-term deposits	14.1	(1.9)	–	12.2
	14.1	(1.9)	–	12.2
<b>Financial liabilities:</b>				
Lease liabilities	(71.8)	8.7	(2.8)	(65.9)
	(71.8)	8.7	(2.8)	(65.9)
<b>Debt:</b>				
Bank loans <sup>2</sup>	(119.4)	(4.1)	(0.3)	(123.8)
Debenture stock	(25.9)	6.0	–	(19.9)
Preference shares	(1.6)	–	–	(1.6)
<b>Total borrowings</b>	<b>(146.9)</b>	<b>1.9</b>	<b>(0.3)</b>	<b>(145.3)</b>
<b>Net debt</b>	<b>(204.6)</b>	<b>8.7</b>	<b>(3.1)</b>	<b>(199.0)</b>

1 Non-cash movements relate to the amortisation of arrangement fees, arrangement fees accrued and movements in lease liabilities.

2 Bank loans are net of arrangement fees and cash flows include the payment of arrangement fees.

## Company

	At 30 March 2024 £m	Cash flows £m	Non-cash <sup>1</sup> £m	At 29 March 2025 £m
<b>52 weeks ended 29 March 2025</b>				
<b>Cash and cash equivalents:</b>				
Cash and short-term deposits	12.2	1.6	–	<b>13.8</b>
	12.2	1.6	–	<b>13.8</b>
<b>Financial liabilities:</b>				
Lease liabilities	(65.5)	8.2	(3.2)	<b>(60.5)</b>
	(65.5)	8.2	(3.2)	<b>(60.5)</b>
<b>Debt:</b>				
Bank loans <sup>2</sup>	(123.8)	(9.5)	(1.2)	<b>(134.5)</b>
Debenture stock	(19.9)	–	–	<b>(19.9)</b>
Preference shares	(1.6)	–	–	<b>(1.6)</b>
<b>Total borrowings</b>	<b>(145.3)</b>	<b>(9.5)</b>	<b>(1.2)</b>	<b>(156.0)</b>
<b>Net debt</b>	<b>(198.6)</b>	<b>0.3</b>	<b>(4.4)</b>	<b>(202.7)</b>

	At 1 April 2023 £m	Cash flows £m	Non-cash <sup>1</sup> £m	At 30 March 2024 £m
<b>52 weeks ended 30 March 2024</b>				
<b>Cash and cash equivalents:</b>				
Cash and short-term deposits	14.1	(1.9)	–	12.2
	14.1	(1.9)	–	12.2
<b>Financial liabilities:</b>				
Lease liabilities	(71.3)	8.7	(2.9)	(65.5)
	(71.3)	8.7	(2.9)	(65.5)
<b>Debt:</b>				
Bank loans <sup>2</sup>	(119.4)	(4.1)	(0.3)	(123.8)
Debenture stock	(25.9)	6.0	–	(19.9)
Preference shares	(1.6)	–	–	(1.6)
<b>Total borrowings</b>	<b>(146.9)</b>	<b>1.9</b>	<b>(0.3)</b>	<b>(145.3)</b>
<b>Net debt</b>	<b>(204.1)</b>	<b>8.7</b>	<b>(3.2)</b>	<b>(198.6)</b>

1 Non-cash movements relate to the amortisation of arrangement fees, arrangement fees accrued and movements in lease liabilities.

2 Bank loans net of arrangement fees and cash flows include the payment of arrangement fees.

## Notes to the Financial Statements

### Continued

## 22. Pensions

### a) Retirement benefit plans – Group and Company

The Group operates one closed funded defined benefit pension scheme, the Fuller's Defined Benefit Pension Plan ("Scheme"). The Scheme is defined benefit in nature, with assets held in separate professionally managed, trustee-administered funds. The Scheme is an HM Revenue & Customs registered pension plan and subject to standard United Kingdom pension and tax law. On 1 January 2015 the Scheme was closed to future accrual.

The Group operates two defined contribution pension schemes for its employees. The first is the AON MasterTrust Pension for employees of the Parent Company. Secondly, a workplace pension for employees who are not members of the AON MasterTrust Pension is offered through the National Employment Savings Trust ("NEST").

The Group also pays benefits, which are unfunded, to a number of former employees. The Directors consider these benefits to be defined benefit in nature and the full defined benefit liability is recognised on the Balance Sheet.

Group and Company	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Total amounts (credited) / charged in respect of pensions in the year</b>		
(Credited) / charged to Income Statement:		
Defined benefit scheme – net finance credit – separately disclosed items	<b>(0.8)</b>	(0.7)
Defined contribution schemes – total operating charge	<b>2.3</b>	2.2
	<b>1.5</b>	1.5
Charge to equity:		
Defined benefit schemes – net actuarial losses	<b>18.3</b>	0.3
<b>Total pension charge</b>	<b>19.8</b>	1.8

### b) Defined contribution stakeholder pension plans – Group and Company

The total cost charged to income in respect of the defined contribution stakeholder schemes is shown in the total operating charge above.

### c) Defined benefit plans – Group and Company

The Scheme provides pensions and lump sums to members on retirement and to their dependants on death.

Trustees are appointed by both the Company and the Scheme's membership who act in the interest of the Scheme and all relevant stakeholders, including the members and the Company. The trustees are also responsible for the investment of the Scheme's assets.

The Company pays the costs as determined by regular actuarial valuations. The Trustees are required to use prudent assumptions to value the liabilities and costs of the Scheme whereas the accounting assumptions must be best estimates.

Responsibility for making good any deficit on the Scheme lies with the Company and this introduces a number of risks for the Company. The major risks are:

- Interest and investment risk – the value of the Scheme's assets are subject to volatility in equity prices. The Scheme has diversified its investments to reduce the impact of volatility and variable interest return rates.
- Inflation risk – the defined benefit obligation is linked to inflation so higher rates would result in a higher defined benefit obligation.
- Longevity risk – an increase over the assumptions applied will increase the defined benefit obligation.

The Company and trustees are aware of these risks and manage them through appropriate investment and funding strategies. The trustees manage governance and operational risks through a number of internal control policies.

The Scheme is subject to regular actuarial valuations, which are usually carried out every three years. In April 2023, the 2022 triennial valuation was concluded, and the Company agreed to pay contributions into the Scheme in line with the existing recovery plan. Under this plan, deficit reduction contributions started at £2.2 million per annum in July 2022. These were payable in equal monthly instalments and increased each January in line with CPI. As of January 2023, the deficit reduction contributions increased to £2.4 million, increasing again to £2.6 million as at January 2024. As a result of the Scheme being fully funded as at 30 September 2024 on the Technical Provisions basis, contributions ceased in line with the terms agreed in the Schedule of Contributions. Fixed security over certain of the Company's freehold properties (with a net book value of £30.3 million at 30 March 2024) has been provided to the Scheme as additional security, the value of which will be reviewed at each triennial actuarial valuation. The next triennial actuarial valuation is due on 30 July 2025. With the improvement in the funding position, the Company completed a full buy-in of the Scheme with Legal & General on 11 December 2024.

The figures in the following disclosures were measured using the projected unit credit method.

The Scheme has not invested in any of the Group's own financial instruments or in properties or other assets in use by the Group.

## Key assumptions

The key assumptions used in the valuation of the Scheme are set out below:

Mortality assumptions	2025 Years	2024 Years
Current pensioners (at 65) – males	21.4	21.4
Current pensioners (at 65) – females	23.8	23.8
Future pensioners (at 65) – males	22.7	22.7
Future pensioners (at 65) – females	25.2	25.2

The Scheme is now closed to future accrual. The average age of the members who were active at closure is 60 for males and 58 for females. The average age of all non-pensioners is 59.

Key financial assumptions used in the valuation of the Scheme	2025	2024
Rate of increase in pensions in payment	2.95%	3.05%
Discount rate	5.75%	4.85%
Inflation assumption – RPI	3.00%	3.10%
Inflation assumption – CPI (pre-2030 / post-2030)	2.10% / 3.00%	2.20% / 3.10%

The present value of the Scheme liabilities is sensitive to the assumptions used, as follows:

Impact on Scheme liabilities – increase / (decrease) <sup>1</sup>	2025 £m	2024 £m
Increase discount rate by 0.1%	(0.9)	(1.1)
Increase inflation assumption by 0.1% <sup>2</sup>	0.8	0.7
Increase life expectancies by 1 year	3.6	4.0

1 The sensitivity analyses are based on a change in an assumption whilst holding all of the other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity to change, the same actuarial method has been applied as when calculating the pension liability within the Balance Sheet. Due to the Scheme closing to future accrual on 1 January 2015, there are no longer any active members in the Scheme. As the members who were active at closure did not maintain a salary link on their past service benefits, the future salary increase assumptions no longer have an impact on the Scheme's liabilities.

2 For members who were active at closure, their pensions now increase in deferment in line with CPI inflation.

Assets in the Scheme	At 29 March 2025 £m	At 30 March 2024 £m
Corporate bonds	–	46.0
Index linked debt instruments	1.3	31.6
Overseas equities	–	8.0
Alternatives <sup>1</sup>	–	20.8
Cash	1.3	3.6
Annuities	83.4	2.3
<b>Total market value of assets</b>	<b>86.0</b>	<b>112.3</b>

1 Alternatives is composed of holdings in diversified growth investment funds.

	2025 £m	2024 £m
Fair value of Scheme assets	86.0	112.3
Present value of Scheme liabilities	(85.6)	(95.0)
<b>Surplus in the Scheme</b>	<b>0.4</b>	<b>17.3</b>

Included within the total present value of Group and Company Scheme liabilities of £85.6 million (2024: £95.0 million) are assets and liabilities which are entirely unfunded. These are shown separately on the Balance Sheet as there is no right to offset the assets of the funded Scheme against the unfunded Scheme.

	2025 £m	2024 £m
Retirement benefit obligations – funded	1.6	18.7
Retirement benefit obligations – unfunded	(1.2)	(1.4)
<b>Surplus in the Scheme</b>	<b>0.4</b>	<b>17.3</b>

## Notes to the Financial Statements

Continued

### 22. Pensions continued

#### c) Defined benefit plans – Group and Company continued

	Defined benefit obligation		Fair value of Scheme assets		Net defined benefit surplus	
	2025 £m	2024 £m	2025 £m	2024 £m	2025 £m	2024 £m
Balance at beginning of the year	(95.0)	(98.8)	112.3	113.4	17.3	14.6
<b>Included in profit and loss</b>						
Net interest credit	(4.5)	(4.6)	5.3	5.3	0.8	0.7
Administration expenses	–	–	(0.1)	(0.3)	(0.1)	(0.3)
Past service costs	(0.8)	–	–	–	(0.8)	–
	(5.3)	(4.6)	5.2	5.0	(0.1)	0.4
<b>Included in other comprehensive income</b>						
Actuarial gains / (losses) relating to:						
Actual return less expected return on Scheme's assets	–	–	(28.2)	(4.0)	(28.2)	(4.0)
Experience gains / (losses) arising on Scheme liabilities	9.9	3.7	–	–	9.9	3.7
	9.9	3.7	(28.2)	(4.0)	(18.3)	(0.3)
<b>Other</b>						
Employee contributions	–	–	1.5	2.6	1.5	2.6
Benefits paid	4.8	4.7	(4.8)	(4.7)	–	–
	4.8	4.7	(3.3)	(2.1)	1.5	2.6
<b>Balance at end of the year</b>	<b>(85.6)</b>	<b>(95.0)</b>	<b>86.0</b>	<b>112.3</b>	<b>0.4</b>	<b>17.3</b>

The weighted average duration of the Scheme's liabilities at the end of the period is 11 years (2024: 12 years).

No further deficit reduction contributions are expected to be paid to the Scheme in the next financial year.

### 23. Preference Share Capital

#### Group and Company

Authorised, issued and fully paid share capital Number authorised and in issue:	First 6% cumulative preference share of £1 each Number '000s	Second 8% cumulative preference share of £1 each Number '000s	Total Number '000s
At 29 March 2025 and 30 March 2024	400	1,200	1,600
Monetary amount:	£m	£m	£m
At 29 March 2025 and 30 March 2024	0.4	1.2	1.6

The first 6% cumulative preference shares of £1 each are entitled to first payment of a fixed cumulative dividend and on winding up to a return of paid capital plus arrears of dividends. The second 8% cumulative preference shares of £1 each are entitled to second payment of a fixed cumulative dividend and on winding up a return of capital paid up (plus a premium calculated by reference to an average quoted price on the London Stock Exchange for the previous six months) plus arrears of dividends.

Preference shareholders may only vote in limited circumstances: principally on winding up, alteration of class rights or on unpaid preference dividends. Preference shares cannot be redeemed by the holders, other than on winding up.

## 24. Provisions

Group and Company	Legal claims	
	2025 £m	2024 £m
<b>Balance at the beginning of the year</b>	<b>0.8</b>	0.5
Arising during the year	<b>0.1</b>	0.3
Released during the year	<b>(0.5)</b>	–
<b>Balance at the end of the year</b>	<b>0.4</b>	0.8
Analysed as:	2025 £m	2024 £m
Due within one year	<b>0.4</b>	0.8
Due in more than one year	–	–
	<b>0.4</b>	0.8

Further information has not been disclosed about the legal claims as they are ongoing disputes and could negatively impact the outcome of the negotiations.

## 25. Financial Instruments

Details of the Group's treasury function are included in the Financial Review's discussion of financial risks and treasury policies on page 35.

The accounting treatment of the Group's financial instruments is detailed in Note 1.

### a) Capital management – Group and Company

As described in Note 1, the Group considers its capital to comprise the following:

Group	2025 £m	2024 £m
Ordinary share capital	<b>23.8</b>	25.4
Share premium	<b>53.2</b>	53.2
Capital redemption reserve	<b>5.3</b>	3.7
Retained earnings	<b>359.5</b>	381.9
Preference shares	<b>1.6</b>	1.6
	<b>443.4</b>	465.8
Company	2025 £m	2024 £m
Ordinary share capital	<b>23.8</b>	25.4
Share premium	<b>53.2</b>	53.2
Capital redemption reserve	<b>5.3</b>	3.7
Merger reserve	<b>(10.6)</b>	(1.6)
Retained earnings	<b>292.4</b>	316.0
Preference shares	<b>1.6</b>	1.6
	<b>365.7</b>	398.3

In managing its capital, the primary objective is to ensure that the Group is able to continue to operate as a going concern and to maximise return to shareholders through a combination of capital growth, distributions and the payment of preference dividends to its preference shareholders. The Group seeks to maintain a ratio of debt and equity that balances risks and returns at an acceptable level and maintains sufficient funds to meet working capital targets, investment requirements and comply with lending covenants. As a minimum, the Board reviews the Group's dividend policy twice yearly and reviews the treasury position at every Board meeting.

## Notes to the Financial Statements

### Continued

#### 25. Financial Instruments continued

##### b) Categories of financial assets and liabilities

The Group's financial assets and liabilities as recognised at the Balance Sheet date may also be categorised as follows:

Group	2025 £m	2024 £m
<b>Non-current assets</b>		
Derivative financial instruments used for hedging	–	0.1
<b>Total non-current assets</b>	–	0.1
<b>Current assets</b>		
Trade and other receivables in scope of IFRS 9	2.8	2.1
<b>Total current assets</b>	2.8	2.1
<b>Total financial assets</b>	2.8	2.2
<b>Current liabilities</b>		
Financial liabilities at amortised cost:		
Trade and other payables in scope of IFRS 9	15.5	23.3
Lease liabilities	5.2	4.4
Total carried at amortised cost	20.7	27.7
<b>Total current liabilities</b>	20.7	27.7
<b>Non-current liabilities</b>		
Financial liabilities at amortised cost:		
Lease liabilities	55.6	61.5
Loans and debenture stock	154.4	143.7
Preference shares	1.6	1.6
Total carried at amortised cost	211.6	206.8
<b>Total non-current liabilities</b>	211.6	206.8
<b>Total financial liabilities</b>	232.3	234.5
Company	2025 £m	2024 £m
<b>Non-current assets</b>		
Derivative financial instruments used for hedging	–	0.1
<b>Total non-current assets</b>	–	0.1
<b>Current assets</b>		
Trade and other receivables in scope of IFRS 9	2.8	2.1
<b>Total current assets</b>	2.8	2.1
<b>Total financial assets</b>	2.8	2.2
<b>Current liabilities</b>		
Financial liabilities at amortised cost:		
Trade and other payables in scope of IFRS 9	178.1	176.5
Lease liabilities	5.1	4.3
Total carried at amortised cost	183.2	180.8
<b>Total current liabilities</b>	183.2	180.8
<b>Non-current liabilities</b>		
Financial liabilities at amortised cost:		
Lease liabilities	55.4	61.2
Loans and debenture stock	154.4	143.7
Preference shares	1.6	1.6
Total carried at amortised cost	211.4	206.5
<b>Total non-current liabilities</b>	211.4	206.5
<b>Total financial liabilities</b>	394.6	387.3

There is no set-off of financial assets and liabilities as shown above.

## c) Financial risks – Group and Company

The main risks associated with the Group's financial assets and liabilities are set out below, as are the Group's policies for their management. Derivative instruments are used to change the economic characteristics of financial instruments in accordance with Group policy.

### i. Interest rate risk

The Group manages its cost of borrowings using a mixture of fixed rates, variable rates and interest rate collars. Fixed rates do not expose the Group to cash flow interest rate risk, but do not enjoy a reduction in borrowing costs in markets where rates are falling. Floating rate borrowings, although not exposed to changes in fair value, expose the Group to cash flow risk following rises in interest rates and cost.

The debentures totalling £19.9 million (FY2024: £19.9 million), net of interest paid in advance, are at fixed rates. The bank facilities totalling £185 million (FY2024: £200 million) are at floating rates. At the year end, after taking account of the interest rate collar, 45% (FY2024: 48%) of the Group's drawn bank loans and 52% (FY2024: 56%) of gross borrowings were at fixed rates or hedged.

#### Interest rate collar

The Group has entered into an interest rate collar agreement, where the Group sold a floor and bought a cap, in order to hedge the risk in interest cash flows on its borrowings going higher than the cap. At the Balance Sheet date, £60 million (FY2024: £60 million) of the Group's and Company's borrowings were hedged by interest rate collar at floor and cap rate of 3.10% and 5.00% respectively.

The interest rate collar is expected to impact the Income Statement in line with the liquidity risk table shown in section (iii) below. The interest rate collar cash flow hedge in effect at 29 March 2025 was assessed as being highly effective. Net unrealised gain of £nil (FY2024: £nil) has been recorded in other comprehensive income.

#### Sensitivity – Group and Company

The Group borrows in Sterling at market rates. Three-month Sterling SONIA rate during the 52 weeks ended 29 March 2025 ranged between 4.46% and 5.20%. The Directors consider 1.0% to be a reasonable possible increase in rates and 1.0% to be a reasonable possible decrease in rates, with reference to market yield curves and the current economic conditions.

The annualised effect of these changes to interest rates on the floating rate debt at the Balance Sheet date, all other variables being constant, are as follows:

	Group		Company <sup>1</sup>	
	2025 £m	2024 £m	2025 £m	2024 £m
<b>Impact on post-tax profit and net equity – increase / (decrease)</b>				
Decrease interest rate by 1.0% (2024: 0.5%)	<b>1.4</b>	0.7	<b>1.9</b>	1.2
Increase interest rate by 1.0% (2024: 1.0%)	<b>(1.2)</b>	(1.1)	<b>(2.3)</b>	(2.1)

<sup>1</sup> The Company has substantial interest bearing payables due to subsidiary companies (Note 20).

### ii. Credit risk

The risk of financial loss due to a counter-party's failure to honour its obligations arises principally in relation to transactions where the Group provides goods and services on deferred payment terms, deposits surplus cash and enters into derivative contracts.

Group policies are aimed at minimising losses and deferred terms are only granted to customers who demonstrate an appropriate payment history and satisfy credit worthiness procedures. Individual customers are subject to credit limits to control debt exposure and goods may also be sold on a cash with order basis.

Cash deposits with financial institutions for short periods and derivative transactions are only permitted with financial institutions approved by the Board. There are no significant concentrations of credit risk within the Group. The maximum credit risk exposure relating to financial assets is represented by their carrying value as at the Balance Sheet date.

#### Trade and other receivables

The Group records impairment losses on its trade receivables separately from gross receivables. Further detail is included in Note 18.

### iii. Liquidity risk

The Group minimises liquidity risk by managing cash generation, applying trade receivables collection targets, monitoring daily cash receipts and payments and setting rolling cash forecasts. Investments have cash payback periods applied as part of a tightly controlled investment appraisal process. The Group's rating with credit agencies is excellent.

The Group has a mixture of long and short-term borrowings and overdraft facilities: 1% (FY2024: 1%) of the Group's borrowings are repayable after more than five years, 99% (FY2024: 99%) within the first to fifth years and nil (FY2024: nil) within one year.

## Notes to the Financial Statements

### Continued

## 25. Financial Instruments continued

### c) Financial risks – Group and Company continued

The tables below summarise the maturity profile of the Group's financial liabilities at 29 March 2025 based on undiscounted contractual cash flows, including interest payable. Floating rate interest is estimated using the prevailing interest rate at the Balance Sheet date.

	On demand £m	Less than 3 months £m	3 to 12 months £m	1 to 5 years £m	6 to 10 years £m	More than 10 years £m	Total £m
<b>Group at 29 March 2025</b>							
Interest bearing loans and borrowings	–	2.5	7.5	178.4	–	–	188.4
Preference shares <sup>1</sup>	–	–	0.1	0.5	0.6	2.8	4.0
Trade and other payables	11.5	3.5	0.5	–	–	–	15.5
Lease liabilities	–	1.7	5.3	28.0	25.1	22.2	82.3
<b>Group at 30 March 2024</b>							
Interest bearing loans and borrowings	–	2.9	8.7	170.2	–	–	181.8
Preference shares <sup>1</sup>	–	–	0.1	0.5	0.6	2.8	4.0
Trade and other payables	19.2	3.3	0.8	–	–	–	23.3
Lease liabilities	–	2.1	6.3	29.0	28.0	28.3	93.7

<sup>1</sup> The preference shares have no contractual repayment date. For the purposes of the table above, interest payments have been shown for 20 years from the Balance Sheet date.

The Company figures are as for the Group, except as follows:

	On demand £m	Less than 3 months £m	3 to 12 months £m	1 to 5 years £m	6 to 10 years £m	More than 10 years £m	Total £m
<b>Company at 29 March 2025</b>							
Amounts due to subsidiary undertakings <sup>2</sup>	162.6	–	–	–	–	–	162.6
Trade and other payables	11.5	3.5	0.5	–	–	–	15.5
Lease liabilities	–	1.6	4.9	26.8	24.3	22.2	79.8
<b>Company at 30 March 2024</b>							
Amounts due to subsidiary undertakings <sup>2</sup>	153.2	–	–	–	–	–	153.2
Trade and other payables	19.2	3.3	0.8	–	–	–	23.3
Lease liabilities	–	2.1	6.2	28.8	28.1	28.3	93.5

<sup>2</sup> Amounts due to subsidiary undertakings have no fixed repayment date. Interest is payable on the balance at 3% above the Bank of England base rate.

### Security – Group and Company

The 6.875% debentures 2028 are secured by a floating charge over the assets of the Company.

### Covenants – Group and Company

The Group and Company are subject to a number of covenants in relation to their borrowing facilities which, if contravened and not rectified, would result in its loans becoming immediately repayable. Under the agreement, there is a covenant suite which consist of net debt to adjusted EBITDA (leverage) and adjusted EBITDA to net finance charges. See further details in Note 21.

## d) Fair value

Group	Book value		Fair value		Fair value Level
	2025 £m	2024 £m	2025 £m	2024 £m	
<b>Financial assets</b>					
Interest rate collar	–	0.1	–	0.1	3
<b>Financial liabilities</b>					
Fixed rate borrowings	(19.9)	(19.9)	(23.0)	(23.0)	3
Floating rate borrowings	(134.5)	(123.8)	(134.5)	(123.8)	3
Preference shares	(1.6)	(1.6)	(1.6)	(1.6)	3

The Company figures are the same as the Group.

Level 1 fair values are valuation techniques where inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 fair values are valuation techniques where all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly, but are not derived directly from quoted prices in active markets. The Group bases its valuations on information provided by financial institutions, who use a variety of estimation techniques based on market conditions, such as interest rate expectations, existing at each Balance Sheet date.

Level 3 fair values are valuation techniques for which all inputs that have a significant effect on the recorded fair value are not observable. Derivative fair values are obtained from quoted market prices in active markets. The fair values of borrowings have been calculated by discounting the expected future cash flows at prevailing interest rates. Interest rates for borrowings range from 6% to 8%. The fair values of preference shares have been calculated using the market interest rates.

Management assessed that the fair values of cash and short-term deposits, trade receivables and other receivables, and trade and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

There were no transfers between levels in the fair value hierarchy as at 29 March 2025 and 30 March 2024.

## 26. Share Capital and Reserves

### a) Share capital

Authorised, issued and fully paid	"A" Ordinary Shares of 40p each Number '000s	"C" Ordinary Shares of 40p each Number '000s	"B" Ordinary Shares of 4p each Number '000s	Total Number '000s
<b>At 30 March 2024</b>	41,182	13,366	89,052	143,600
Cancellation of shares	(3,900)	–	–	(3,900)
"C" to "A" re-designation	40	(40)	–	–
<b>At 29 March 2025</b>	<b>37,322</b>	<b>13,326</b>	<b>89,052</b>	<b>139,700</b>
<b>Proportion of total equity shares at 29 March 2025</b>	<b>26.7%</b>	<b>9.5%</b>	<b>63.8%</b>	<b>100.0%</b>
<b>Monetary amount</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>At 30 March 2024</b>	16.5	5.3	3.6	25.4
<b>At 29 March 2025</b>	<b>14.9</b>	<b>5.3</b>	<b>3.6</b>	<b>23.8</b>

Share capital represents the nominal value proceeds received on the issue of the Company's equity share capital, comprising 40p and 4p ordinary shares. The Company's preference shares are classified as non-current liabilities in accordance with IFRS (see Note 23).

The ordinary shareholders are entitled to be paid a dividend out of any surplus profits and to participate in surplus assets on winding up in proportion to the nominal value of each class of share ("B" Ordinary Shares have one-tenth of the nominal value of "A" and "C" Ordinary Shares).

All equity shares in the Company carry one vote per share, save that shares held in treasury have their voting rights suspended. The "A" and "C" Ordinary Shares have a 40p nominal value and the "B" Ordinary Shares have a 4p nominal value so that a "B" Ordinary Share dividend will be paid at 10% of the rate applying to "A" and "C" Ordinary Shares. The "A" Ordinary Shares are listed on the London Stock Exchange. The "C" Ordinary Shares carry a right for the holder to convert them to "A" Ordinary Shares by written notice in the 30-day period following the half year and preliminary announcements. The "B" Ordinary Shares are not listed and have no conversion rights. In most circumstances the value of a "B" Ordinary Share is deemed to be 10% of the value of the listed "A" Ordinary Shares. The Trustee holding shares for participants of the LTIP currently waives dividends for shares held during the initial three-year period. Dividends are not paid on shares held in treasury.

The Articles include provisions relating to the Company's "B" and "C" Ordinary Shares which provide that shareholders who wish to transfer their shares may only do so if the transfer is to another "B" or "C" shareholder, or if the transfer is to certain of that shareholder's family members or their executors or administrators or, where shares are held by trustees, to new trustees, or to the trustees of any employee share scheme, or if the Company is unable to identify another shareholder of that class willing to purchase the shares within the specified period, to any person.

## Notes to the Financial Statements

Continued

### 26. Share Capital and Reserves continued

#### b) Own shares

Own shares relate to shares held by independently managed employee share ownership trusts ("ESOTs") together with the Company's holding of treasury shares. Shares are purchased by the ESOTs in order to satisfy potential awards under the Long Term Incentive Plan ("LTIP") and Share Incentive Scheme ("SIP"). In January 2025, the Group completed a share buyback programme, to repurchase a total of 3.5 million "A" Ordinary Shares which were bought back for total consideration £22.9 million (FY2024 two million "A" Ordinary Shares were bought back for total consideration of £12.4 million). A further one million "A" Ordinary Share buyback programme began on 14 March 2025. At the Balance Sheet date, 146,000 "A" Ordinary Shares have been bought back for total consideration of £0.8 million. Treasury shares are used, inter alia, to satisfy options under the Company's share options schemes. The LTIP ESOT has waived its rights to dividends on the shares it holds. Treasury shares have voting and dividend rights suspended. All own shares held, as below, are excluded from earnings and net assets per share calculations.

Number	Treasury shares		LTIP ESOT		SIP ESOT	Total			Own shares '000s
	"A" Ordinary 40p Shares '000s	"B" Ordinary 4p Shares '000s	"B" Ordinary 4p Shares '000s	"C" Ordinary 40p Shares '000s	"A" Ordinary 40p Shares '000s	"A" Ordinary 40p Shares '000s	"B" Ordinary 4p Shares '000s	"C" Ordinary 40p Shares '000s	
<b>At 1 April 2023</b>	2,252	4,328	326	6	5	2,257	4,654	6	6,917
Shares purchased	2,018	–	–	–	–	2,018	–	–	2,018
Shares released	(126)	–	–	–	–	(126)	–	–	(126)
<b>At 30 March 2024</b>	4,144	4,328	326	6	5	4,149	4,654	6	8,809
Shares purchased	3,628	–	238	–	–	3,628	238	–	3,866
Shares released	(32)	–	–	–	–	(32)	–	–	(32)
Shares cancelled	(3,900)	–	–	–	–	(3,900)	–	–	(3,900)
<b>At 29 March 2025</b>	<b>3,840</b>	<b>4,328</b>	<b>564</b>	<b>6</b>	<b>5</b>	<b>3,845</b>	<b>4,892</b>	<b>6</b>	<b>8,743</b>
<b>Monetary amount</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>At 1 April 2023</b>	16.5	4.3	0.3	0.1	0.1	16.6	4.6	0.1	21.3
Shares purchased	12.4	–	–	–	–	12.4	–	–	12.4
Shares released	(0.8)	–	–	–	–	(0.8)	–	–	(0.8)
<b>At 30 March 2024</b>	28.1	4.3	0.3	0.1	0.1	28.2	4.6	0.1	32.9
Shares purchased	23.7	–	0.2	–	–	23.7	0.2	–	23.9
Shares released	(0.1)	–	–	–	–	(0.1)	–	–	(0.1)
Shares cancelled	(26.6)	–	–	–	–	(26.6)	–	–	(26.6)
<b>At 29 March 2025</b>	<b>25.1</b>	<b>4.3</b>	<b>0.5</b>	<b>0.1</b>	<b>0.1</b>	<b>25.2</b>	<b>4.8</b>	<b>0.1</b>	<b>30.1</b>
<b>Market value at 29 March 2025</b>	<b>20.6</b>	<b>2.3</b>	<b>0.3</b>	<b>–</b>	<b>–</b>	<b>20.6</b>	<b>2.6</b>	<b>–</b>	<b>23.2</b>

#### c) Other capital reserves

##### Share premium account

The balance in the share premium account represents the proceeds received above the nominal value on the issue of the Company's equity share capital.

##### Capital redemption reserve

The capital redemption reserve balance arises from the buy back of the Company's own equity share capital.

##### Hedging reserve

The hedging reserve contains the effective portion of the cash flow hedge relationships incurred at the Balance Sheet date, net of tax.

##### Merger reserve

The merger reserve balance arose from the hive up of Bel & The Dragon and the Lovely Pubs.

## 27. Share Options and Share Schemes

The key points of each of the Group's share schemes for grants up to 29 March 2025 are summarised below. All schemes are equity-settled. All disclosure relates to both Group and Company. For the purposes of option and LTIP schemes, "adjusted EPS" will normally be consistent with the pre-tax earnings per share excluding separately disclosed items as presented in the financial statements. However, the Remuneration Committee is authorised to make appropriate adjustments to adjusted EPS as applied to these schemes.

### Savings Related Share Option Scheme ("SAYE")

This scheme grants options over shares at a discount of 20% on the average market price over the three days immediately prior to the date of offer. Employees must save a regular amount each month. Savings are made over three or five years, at the participant's choice. The right to buy shares at the discounted price lasts for six months after the end of the savings contract. There are no performance conditions, other than continued employment.

### Executive Share Option Scheme

This is an approved Executive Share Option Scheme. For those granted during the year ended 27 March 2021, the options vest if the set pre-tax adjusted EBITDA target is achieved. Options granted after 27 March 2021 will vest if the set pre-tax adjusted EPS target is achieved. The options must then be exercised within seven years after the end of the performance period.

### LTIP

This plan grants conditional share awards.

For options under this scheme, vesting is conditional upon pre-tax adjusted EPS targets, with vesting levels on a sliding scale from 25% up to 100% dependent on the level of adjusted EPS achieved. An independent firm of advisors verifies the vesting level each year. The initial vesting period is three years and, for Executive Directors, is followed by a two-year holding period. After this time the shares may be passed to the plan participants, as long as vesting conditions are met.

### SIP

This plan awards free shares. An equal number of shares are awarded to each eligible employee. The maximum value of the shares allowable under the scheme is £3,000 per year, per person with at least five months' service as at 15 May each year. The basis of the award was changed with effect from the 2018 award so that all eligible employees receive the same number of shares. There is no requirement for performance targets (although there may be tax consequences if sold within five years of the award). The plan has not awarded any shares since the financial year ending 30 March 2019.

### Share-based payment expense recognised in the year

The benefit recognised for share-based payments in respect of employee services received during the 52 weeks ended 29 March 2025 is £1.5 million (2024: £1.7 million). The whole of the charge arises from equity-settled share-based payment transactions.

### Market value

The market value of the "A" Ordinary Shares at 29 March 2025 was £5.34 (2024: £5.90).

### Movements in the year

The following tables illustrate the number and weighted average exercise prices ("WAEP") of, and movements in, each category of share instrument during the year.

### Volatility

The expected volatility is based on the historical volatility over the expected life of the rights.

## Notes to the Financial Statements

### Continued

#### 27. Share Options and Share Schemes continued

##### a) SAYE

	Number 2025 '000s	2025 WAEP	Number 2024 '000s	2024 WAEP
Outstanding at the beginning of the year	424	£4.74	470	£4.49
Granted	93	£5.52	136	£5.25
Forfeited	(61)	£4.75	(54)	£4.68
Expired	–	–	(2)	£4.20
Exercised	(32)	£4.73	(126)	£4.35
<b>Outstanding at the end of the year</b>	<b>424</b>	<b>£4.90</b>	424	£4.74
Exercisable at the end of the year	26	£5.43	13	n/a
Weighted average share price for options exercised in the year	£6.39		£5.81	
Weighted average contractual life remaining for share options outstanding at the year end	2.3 years		2.7 years	
Weighted average share price for options granted in the year	£6.24		£6.74	
Weighted average fair value of options granted during the year	£1.79		£2.85	
Range of exercise prices for options outstanding at the year end				
– from	£4.19		£4.19	
– to	£5.52		£5.43	

Outstanding share options granted to employees under the SAYE scheme are as follows:

Exercisable at	Exercise price 40p Shares £	Number of "A" Ordinary Shares under option 2025 '000s	Number of "A" Ordinary Shares under option 2024 '000s
November 2023	4.35	–	13
February 2025	5.43	26	38
November 2025	4.35	90	107
February 2026	4.19	65	80
February 2027	5.43	20	22
February 2027	5.25	99	116
February 2028	4.19	26	32
February 2028	5.51	55	–
February 2029	5.52	16	16
February 2030	5.51	27	–
		<b>424</b>	424

## b) Share option schemes

	Executive Share Option Scheme			
	2025 Number '000s	2025 WAEP	2024 Number '000s	2024 WAEP
Outstanding at the beginning of the year	308	£6.00	185	£7.46
Granted	38	£6.88	307	£6.00
Lapsed	(16)	£6.00	(153)	£6.95
Surrendered	–	£0.00	(31)	£6.62
Outstanding at the end of the year	330	£6.13	308	£6.00
<b>Exercisable at the end of the year</b>	–	–	–	–
Weighted average share price for options exercised in the year	n/a		n/a	
Weighted average contractual life remaining for share options outstanding at the year end	8.32 years		9.29 years	
Weighted average share price for options granted in the year	£6.96		£5.80	
Weighted average fair value of options granted during the year	£1.46		£1.81	
Range of exercise prices for options outstanding at the year end				
– from	£6.00		£6.00	
– to	£10.90		£6.00	

Outstanding options which are capable of being exercised between three and 10 years from date of issue and their exercise prices are shown in the table below:

Exercisable in / between	Exercise price 40p Shares £	Executive Approved Scheme	
		Number of "A" Ordinary Shares under option 2025 '000s	Number of "A" Ordinary Shares under option 2024 '000s
2018 and 2025	10.90	3	–
2025 and 2032	6.00	11	11
2026 and 2033	6.00	281	297
2027 and 2034	6.88	35	–
		330	308

## c) LTIP

Shares	2025	2025	2024	2024
	"A" Shares Number '000s	"B" Shares Number '000s	"A" Shares Number '000s	"B" Shares Number '000s
Outstanding at the beginning of the year	1,056	2,638	926	2,313
Granted	269	673	297	743
Lapsed	(445)	(1,113)	(167)	(418)
<b>Outstanding at the end of the year</b>	<b>880</b>	<b>2,198</b>	<b>1,056</b>	<b>2,638</b>
Weighted average share price for shares vested in the year	n/a	n/a	n/a	n/a
For shares outstanding at the year end, the weighted average contractual life remaining is	1.16 years	1.16 years	1.18 years	1.18 years
Weighted average share price for shares granted in the year	£6.96	£0.70	£5.80	£0.58
Weighted average fair value of shares granted during the year	£5.48	£0.55	£5.48	£0.55

All LTIPs have a vesting price of £nil. LTIP shares do not receive dividends until vested.

## Notes to the Financial Statements

Continued

### 27. Share Options and Share Schemes continued

#### d) SIP

	2025 Number '000s	2024 Number '000s
Outstanding at the beginning of the year	18	41
Released	(18)	(23)
<b>Outstanding at the end of the year</b>	<b>–</b>	<b>18</b>
Weighted average share price for shares released in the year	<b>£6.55</b>	£6.26
For shares outstanding at the year end, the weighted average contractual life remaining is	<b>n/a</b>	0.22 years
Weighted average share price for shares granted during the year	<b>n/a</b>	n/a
Weighted average fair value of shares granted during the year	<b>n/a</b>	n/a

Outstanding SIP shares represent shares allocated and held by the SIP Trustees on behalf of employees, which remain in the trust for between three and five years. All SIPs have a vesting price of £nil. SIP shares receive dividends once allocated.

#### e) Fair value of grants

##### i. Equity-settled options and LTIPs

The fair value of equity-settled share options granted is estimated as at the date of grant, taking into account the terms and conditions upon which the awards were granted. The following table lists the inputs to the model used for the 52 weeks ended 29 March 2025 and 52 weeks ended 30 March 2024, except for exercise price and the weighted average share price for grants in the year, which are disclosed in sections a) to d) above.

Fair value inputs	LTIP scheme		SAYE		Executive Share Option Scheme	
	2025	2024	2025	2024	2025	2024
Dividend yield (%)	n/a	n/a	<b>2.2%</b>	1.7%-2.2%	<b>2.6%</b>	1.9%
Expected share price volatility (%)	n/a	n/a	<b>29.0%-37.2%</b>	38.5%-40.0%	<b>29.0%</b>	41.1%
Risk-free interest rate (%)	<b>4.4%</b>	4.1%	<b>4.0%</b>	4.1%	<b>4.4%</b>	4.1%
Expected life of option / award (years)	<b>3 years</b>	3 years	<b>3 to 5 years</b>	3 to 5 years	<b>4 years</b>	4 years
Model used	<b>Black Scholes</b>	Black Scholes	<b>Black Scholes</b>	Black Scholes	<b>Black Scholes</b>	Black Scholes

##### ii. SIP free shares awarded

The fair value of free shares awarded under the SIP is the share price at the date of allocation. The total value of SIPs awarded is a fixed rate based on the Group's performance in the preceding financial year. The number of shares awarded is therefore dependent on the share price at the date of the award. No shares have been awarded under this scheme since the financial year ended 30 March 2019.

## 28. Guarantees and Commitments

### a) Operating lease commitments

#### Operating leases where the Group is the lessor

The Group earns rental income from two sources. Licensed property included within property, plant and equipment is rented under agreements where lessees must also purchase goods from the Group. Additionally, there are a smaller number of agreements in respect of investment properties where there is no requirement for the lessee to purchase goods.

Investment properties are let to third parties on leases that have remaining terms of between one and 15 years.

At 29 March 2025, future minimum rentals receivable are as follows:

Group	Investment properties		Property, plant and equipment	
	2025 £m	2024 £m	2025 £m	2024 £m
Within one year	0.2	0.3	6.3	6.4
One to two years	0.2	0.2	4.7	4.6
Two to three years	0.1	0.2	3.6	3.3
Three to four years	0.1	0.1	1.8	2.2
Four to five years	0.1	0.1	–	0.1
After five years	0.3	0.3	0.6	0.4
	1.0	1.2	17.0	17.0

Company	Investment properties		Property, plant and equipment	
	2025 £m	2024 £m	2025 £m	2024 £m
Within one year	0.2	0.3	6.3	6.4
One to two years	0.2	0.2	4.7	4.6
Two to three years	0.1	0.2	3.6	3.3
Three to four years	0.1	0.1	1.8	2.2
Four to five years	0.1	0.1	–	0.1
After five years	0.3	0.3	0.6	0.4
	1.0	1.2	17.0	17.0

The Group and Company's commercial leases on property are principally for licensed outlets. The terms of the leases are normally for either three, four or five years. The agreements allow for annual inflationary increases and full rental reviews occur on renewal of the lease.

At 29 March 2025, future minimum rentals receivable under non-cancellable subleases included in the figures above were £0.2 million (2024: £0.3 million).

### b) Other commitments

Group and Company	2025 £m	2024 £m
Capital commitments – authorised, contracted but not provided for	2.2	1.8

## Notes to the Financial Statements

Continued

### 29. Related Party Transactions

#### Group and Company

During the current and prior years, the Company provided various administrative services to the Fuller, Smith & Turner P.L.C. Pension Plan free of charge. In addition, the Company settled costs totalling £713,000 (2024: £404,000) relating to the provision of actuarial, consulting and administrative services by third parties to the Fuller, Smith & Turner P.L.C. Pension Plan.

	52 weeks ended 29 March 2025 £m	52 weeks ended 30 March 2024 £m
<b>Compensation of key management personnel (including Directors)</b>		
Short-term employee benefits	4.0	2.8
Post-employment benefits	0.3	0.3
	<b>4.3</b>	<b>3.1</b>

#### Company only

During the year, the Company entered into the following related party transactions:

52 weeks ended 30 March 2025	Sales to related parties £m	Purchases from related parties £m	Interest due from related parties £m	Interest due to related parties £m	Amounts due to related parties £m	Amounts due from related parties £m
<b>Subsidiaries</b>	–	<b>92.0</b>	–	<b>10.9</b>	<b>(162.6)</b>	–

53 weeks ended 1 April 2024 (restated)	Sales to related parties £m	Purchases from related parties £m	Interest due from related parties £m	Interest due to related parties £m	Amounts due to related parties £m	Amounts due from related parties £m
Subsidiaries	–	85.6	–	10.2	(153.2)	–

Interest is payable on the majority of the amounts due to subsidiaries at 3% above the Bank of England base rate. All amounts outstanding are unsecured and repayable on demand.

The Company also incurred rental expenses from subsidiaries of £0.1 million (2024: £0.1 million).

Subsidiaries of Parent Companies established within the European Economic Area are exempt from an audit if a guarantee is provided by the Parent for the subsidiary liabilities and the shareholders are in unanimous agreement. The Group will be exempting the following companies from an audit in 2025 for the period ended 29 March 2025 under Section 479A of the Companies Act 2006, all of which are fully consolidated in these financial statements:

Company	Company Number
Griffin Catering Services Limited	01577632
Jacomb Guinness Limited	02934979
George Gale and Company Limited	00026330
45 Woodfield Limited	04279254
Grand Canal Trading Limited	04271734
B & D Country Inns I Limited	07292333
B & D Country Inns II Limited	08029280
B & D (Cookham) Limited	07320065
B & D (Odiham) Limited <sup>1</sup>	08377459
B & D (Reading) Limited	07309587
B & D (Win) Limited	07320245
B & D (Farnham) Limited <sup>2</sup>	08392963
B & D (Kingsclere) Limited <sup>1</sup>	08975762
RSH 200 Limited	12035987
Cotswold Inns & Hotels Limited	03309179
Mortons Bar & Grill Limited	04922277
Mortons Bar & Grill (Alcester) Limited	09001683
Mortons Catering Limited	02824757
The Classic Country Pub Co. Limited	03588736
Mortons Bar & Grill (Bromsgrove) Limited	08495675

<sup>1</sup> These companies were dissolved on 6 May 2025.

<sup>2</sup> This company was dissolved on 20 May 2025.

The Group will be exempting the following companies from the preparation and delivering of accounts to Companies House under Section 394A of the Companies Act 2006, all of which are fully consolidated in these financial statements:

Company	Company Number
Griffin Inns Ltd.	00495934
Ringwoods Limited	00178536
F.S.T. Trustee Limited	03163480
Fuller Smith & Turner Estates Limited	01831674

## Additional Information

# Directors, Advisors and Other Information

### Chairman

Michael Turner, FCA, Chairman

### Executive Directors

Simon Emeny, Chief Executive

Neil Smith, ACA, Finance Director

Fred Turner, ACA, Retail Director

Dawn Browne, People & Talent Director

### Non-Executive Directors

Juliette Stacey, ACA\*

Sir James Fuller Bt

Richard Fuller

Robin Rowland, OBE\*

Jane Bednall\*

### President: Anthony Fuller, CBE

Chairman from 1982 to 2007, Anthony Fuller retired from the Board in 2010 after a long career with Fuller's and continues as President.

\* Independent

### Secretary and Registered Office: Rachel Spencer

Pier House

86-93 Strand-on-the-Green

London W4 3NN

Tel: 020 8996 2105

E-mail: [company.secretariat@fullers.co.uk](mailto:company.secretariat@fullers.co.uk)

### Registered Number: 241882

### Auditors: Ernst & Young LLP

1 More London Place

London SE1 2AF

### Stockbrokers: Deutsche Numis

Deutsche Bank AG

45 Gresham Street

London EC2V 7BF

### Registrars: Computershare Investor Services PLC

The Pavilions

Bridgwater Road

Bristol BS13 8AE

Tel: 0370 889 4096

E-mail via website:

[www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus)

### Registrars

Any enquiries relating to shareholdings on the share register (for example, change of address, bank mandates, communication preferences) should be sent to the Company's Registrars, Computershare. You can also manage your shareholding online at [www.computershare.com/investor/uk](http://www.computershare.com/investor/uk).

Shareholders may at any time choose to receive notification of the availability of corporate communications on Fuller's website by e-mail or choose to receive them in printed form. To receive notifications of the availability of a corporate communication by e-mail, or revoke or amend an instruction to receive such notifications by e-mail, go to [www.computershare.com/investor/uk](http://www.computershare.com/investor/uk) or contact Computershare, quoting your shareholder reference number.

### Shareholder Privileges

Individual shareholders with at least 1,000 "A" or "C" Ordinary Shares or 10,000 "B" Ordinary Shares are eligible to receive a Shareholder Indulgence Card. For any individual issued with a Card prior to 1 April 2022, continued eligibility will be based on the eligibility criteria at the time of issue, being at least 500 "A" or "C" Ordinary Shares or 5,000 "B" Ordinary Shares.

Card holders are entitled to a 15% discount on food and drinks in any of our Managed Pubs and Hotels, including Bel & The Dragon, Cotswold Inns & Hotels and Lovely Pubs. It also offers a 15% discount on the Best Flexible Rate or Standard Flexible B&B Rate for bedrooms by Fuller's, Bel & The Dragon and Lovely Pubs accommodation. There is currently no accommodation discount available with the Card at any of the Cotswold Inns & Hotel sites. Further information is available from the Company Secretariat.

### Redesignation of "C" Ordinary Shares

"C" Ordinary Shares can be redesignated as "A" Ordinary Shares within 30 days of the full year and half year announcements by sending in your certificates and a written instruction to redesignate prior to or during the period to the Company's Registrars.

### ShareGift

The Orr Mackintosh Foundation operates a charity share donation scheme for shareholders with small parcels of shares whose value makes it uneconomic to sell them. If you have a small number of shares and would like to donate them to charity, details of the scheme can be found on the ShareGift website, [www.sharegift.org](http://www.sharegift.org), or by contacting the Company Secretariat.

### Financial Calendar and Key Dates

<b>11 June 2025</b>	FY2025 Full year results announcement
<b>22 July 2025</b>	Annual General Meeting (11am)
<b>24 July 2025</b>	FY2025 Dividend payment
<b>12 November 2025</b>	FY2026 Half year results announcement

## Glossary

<b>Adjusted earnings per share ("EPS")</b>	Earnings per share, adjusted for separately disclosed items. The Directors believe that this measure provides useful information for shareholders as to the performance of the Group.
<b>Adjusted profits</b>	Profit before tax and before separately disclosed items.
<b>CRM</b>	Customer Relationship Management.
<b>Drinks, food and accommodation like for like sales growth</b>	Measured on the same basis as "Managed Pubs and Hotels invested like for like sales growth" below.
<b>Adjusted EBITDA</b>	Earnings before interest, tax, depreciation, profit on disposal of plant and equipment, and amortisation, adjusted for separately disclosed items.
<b>ESOS</b>	Executive Share Option Scheme.
<b>LTIP</b>	Long-Term Incentive Plan.
<b>LTSA</b>	Long-term supply agreement.
<b>Managed Pubs and Hotels invested like for like sales growth</b>	Sales growth calculated to exclude those pubs which have not been trading throughout the two years for the corresponding period in both years. The principal exclusions from this measure are: pubs purchased or sold in the last 12 months; sites which are closed; and pubs which are transferred to Tenancy.
<b>Market capitalisation</b>	Only the Company's 40p "A" Ordinary Shares are listed. The Company calculates its market capitalisation as the total of all classes of Ordinary Shares; i.e. listed 40p "A" Ordinary Shares, unlisted 4p "B" Ordinary Shares and unlisted 40p "C" Ordinary Shares plus all potentially awardable share options and LTIP awards less any shares held in treasury. For the purposes of the calculation of market capitalisation, a 4p "B" Ordinary Share is treated as having 10% of the market value of a quoted 40p "A" Ordinary Share and a 40p "C" Ordinary Share is treated as having an equivalent value to a 40p "A" Ordinary Share.
<b>Net debt</b>	Comprises cash, bank loans, debenture stock, preference shares and lease liabilities net of debt issue costs.
<b>NPS</b>	Net Promoter Score, a metric used to measure customer satisfaction.
<b>Operating profit</b>	Profit before finance costs and tax and profit on disposal of properties.
<b>RevPAR</b>	Calculated by dividing total room revenue by the total number of rooms available in the period being measured.
<b>SAYE</b>	Savings Related Share Option Scheme.
<b>SIP</b>	Share Incentive Plan.
<b>TCFD</b>	Task Force on Climate-Related Financial Disclosures, a framework developed by the Financial Stability Board for companies to report on how climate change will affect their business.
<b>Total annual dividend</b>	Total annual dividend for a financial year comprises interim dividends paid during the financial year and the final dividend proposed for approval by shareholders at the Annual General Meeting after the completion of the financial year.
<b>Unnecessary plastic</b>	Eliminating all plastic which is used instantaneously but is unnecessary for food safety purposes and its removal will not lead to unintended environmental consequences by its removal, such as increased waste or carbon emissions.
<b>Working capital</b>	Calculated as current assets (trade receivables and inventory) less current liabilities (trade and other payables).

## Five Years' Progress

	2025 £m	2024 £m	2023 £m	2022 £m	2021 £m
<b>Group Income Statement</b>					
Revenue and other income	376.3	359.1	336.6	253.8	73.4
Operating profit before separately disclosed items	40.4	34.5	25.1	18.5	(40.3)
Finance costs before separately disclosed items	(13.4)	(14.0)	(12.4)	(11.3)	(8.4)
<b>Adjusted profit / (loss) before tax</b>	<b>27.0</b>	<b>20.5</b>	<b>12.7</b>	<b>7.2</b>	<b>(48.7)</b>
Exceptional items	6.8	(6.1)	(2.4)	4.3	(10.5)
<b>Profit / (loss) before tax</b>	<b>33.8</b>	<b>14.4</b>	<b>10.3</b>	<b>11.5</b>	<b>(59.2)</b>
Taxation	(6.6)	(5.3)	(2.4)	(4.4)	9.6
<b>Profit / (loss) after tax</b>	<b>27.2</b>	<b>9.1</b>	<b>7.9</b>	<b>7.1</b>	<b>(49.6)</b>
<b>Adjusted EBITDA</b>	<b>67.6</b>	<b>60.8</b>	<b>51.8</b>	<b>44.3</b>	<b>(13.1)</b>
<b>Assets employed</b>					
Non-current assets	668.5	689.5	696.4	713.8	702.5
Inventories	4.6	4.0	4.2	3.6	2.1
Other current assets	12.0	8.5	10.9	11.3	15.5
Assets classified as held for sale	3.0	8.4	7.0	5.4	9.6
Cash and cash equivalents	13.8	12.2	14.1	15.6	17.1
	701.9	722.6	732.6	749.7	746.8
Current borrowings	–	–	(6.0)	(120.0)	(207.7)
Other current liabilities	(59.1)	(64.9)	(59.9)	(64.5)	(39.4)
	642.8	657.7	666.7	565.2	499.7
Non-current borrowings	(156.0)	(145.3)	(140.9)	(27.5)	(27.5)
Other non-current liabilities	(75.1)	(81.1)	(83.2)	(88.5)	(92.7)
<b>Net assets</b>	<b>411.7</b>	<b>431.3</b>	<b>442.6</b>	<b>449.2</b>	<b>379.5</b>
<b>Per 40p "A" Ordinary Share</b>					
Adjusted earnings	34.22p	24.48p	16.10p	9.79p	(73.00)p
Basic earnings	47.49p	15.16p	12.98p	11.59p	(89.84)p
Dividends (interim and proposed final)	19.76p	17.75p	14.68p	11.31p	–
Net assets	£7.19	£7.18	£7.27	£7.27	£6.87
Net debt (£ million) <sup>1</sup>	(203.0)	(199.0)	(204.6)	(212.6)	(308.0)
Gross capital expenditure (£ million)	52.0	27.2	30.7	25.8	16.5
Average number of employees	5,311	5,293	5,247	4,240	4,219

<sup>1</sup> Net debt includes amounts relating to leases under IFRS 16.



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