



INTERIM INVESTOR REPORT

MITCHELLS & BUTLERS RETAIL LIMITED

**This Interim Investor Report covers the results for Mitchells & Butlers Retail Limited
for the Semi Annual Period from 1 October 2023 to 13 April 2024**

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
HSBC Bank plc (as Principal Paying Agent)
Ambac Assurance UK Limited
Standard & Poor's Rating Services
Fitch Ratings Limited
Moody's Investors Service Limited

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003, restated and amended on 15 September 2006 and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

Definitions :

Q2	means the results for the Financial Quarter from 21 January 2024 to 13 April 2024 (12 weeks);
Relevant Period	means the last two Financial Quarters (28 weeks) and
Relevant Year	means the last four Financial Quarters (53 weeks)

Principal Debt Movements

Q2 Principal Debt Movements on the Notes	Balance as at 20 January 2024 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 13 April 2024 £m
Aggregate principal amount outstanding at the Financial Quarter Date	1,243.7	(30.5)		1,213.2
Class A1N Notes	71.3	(3.2)		68.1
Class A2 Notes	129.8	(5.9)		123.9
Class A3N Notes	\$149.4	\$(6.8)		\$142.6
Class A4 Notes	85.8	(3.7)		82.1
Class AB Notes	271.9	(3.9)		268.0
Class B1 Notes	0.0			0.0
Class B2 Notes	235.7	(9.8)		225.9
Class C1 Notes	200.0			200.0
Class C2 Notes	50.0			50.0
Class D1 Notes	110.0			110.0

Q2 Principal Debt Movements on the Term Advance	Balance as at 20 January 2024 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 13 April 2024 £m
Aggregate Principal Debt Outstanding at the Financial Quarter Date	1,243.7	(30.5)		1,213.2
A1N Term Advance	71.3	(3.2)		68.1
A2 Term Advance	129.8	(5.9)		123.9
A3N Term Advance	89.2	(4.0)		85.2
A4 Term Advance	85.8	(3.7)		82.1
AB Term Advance	271.9	(3.9)		268.0
B1 Term Advance	0.0			0.0
B2 Term Advance	235.7	(9.8)		225.9
C1 Term Advance	200.0			200.0
C2 Term Advance	50.0			50.0
D1 Term Advance	110.0			110.0

Specific Trading Details

Turnover for the 12 weeks comprising Q2 was £433.7m giving a total of £1,917.6m for the Relevant Year (comprising 53 weeks). EBITDA for the quarter was £75.7m giving a total for the Relevant Year of £323.6m.

	Q2 (12 weeks)	Relevant Period (28 weeks)	Relevant Year (53 weeks)
	£m	£m	£m
Turnover	433.7	1,024.7	1,917.6
Operating expenses	(374.0)	(883.0)	(1,664.6)
Operating profit	59.7	141.7	253.0
EBITDA	75.7	179.2	323.6
Free Cash Flow	62.5	156.3	278.1
Debt Service	(48.3)	(105.2)	(201.2)

Note: Operating profit, EBITDA and Free Cash Flow are quoted after the following adjusting items:

	Q2 £m	Relevant Period £m	Relevant Year £m
Unadjusted operating profit after non-cash separately disclosed items	71.8	156.0	168.0
Add back/(deduct) non-cash separately disclosed items:			
Revaluation of pub estate	0.0	0.0	94.9
Net impairment recognised on short lease assets	0.0	0.0	2.4
Net impairment of right-of-use assets	0.0	0.0	4.9
Intercompany impairment	0.0	0.0	1.5
Lease disposals	0.0	0.0	(0.1)
Property disposals	(10.2)	(10.1)	(12.1)
Adjusted operating profit before non-cash separately disclosed items	61.6	145.9	259.5
IFRS 16 Adjustments			
Rent receivable	0.1	0.2	0.3
Dilapidations costs	(0.2)	(0.2)	(0.3)
Rent payable	(4.6)	(10.6)	(19.4)
Sublease impairment	0.1	0.1	0.1
Right-of-use asset depreciation	2.7	6.3	12.8
Adjusted operating profit pre IFRS 16	59.7	141.7	253.0
Add back: Depreciation	16.0	37.5	70.6
Adjusted EBITDA pre IFRS 16	75.7	179.2	323.6

Coverages and Covenants

Free Cashflow DSCR was 1.4 times and the EBITDA to Debt Service ratio was 1.6 times for the Relevant Year and 1.5 times and 1.7 times respectively for the Relevant Period. The Debt Service Covenant was satisfied for the Relevant period and Relevant Year. The Restricted Payment Condition was satisfied for the Relevant Period but not for the Relevant Year.

Net Worth at the last Financial Year end was £2,115m and the Net Worth Covenant is therefore satisfied.



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	Q2 (12 weeks)	Relevant Period (28 weeks)	Relevant Year (53 weeks)
Free Cash Flow : Debt Service	1.3 times	1.5 times	1.4 times
EBITDA : Debt Service	1.6 times	1.7 times	1.6 times
Debt Service covenant satisfied		Yes	Yes
Restricted Payment Condition satisfied		Yes	No

No Restricted Payments were made during Q2. The Restricted Payment Maximum at 13 April 2024 was zero and no calculation of the Further Restricted Payment Maximum was required.

The cumulative Maintenance Expenditure* at the end of Q2 was £83.6m. The Required Maintenance Amount* for the Financial Year is £105.4m.

Capital Enhancement Expenditure Investments of £2.8m were made in Q2, £5.4m in the Relevant Period and £9.6m in the Relevant Year.

* Maintenance includes both capital items and items expensed through the income statement.

Cash Balances

Balances on the following accounts at 13 April 2024 were as follows:

	£m
Borrower Transaction Account	0.00
Disposals Proceeds Account	1.20
Maintenance Reserve Account	0.00
All other Obligor Accounts*	99.00

* Includes £43.37m of cash collateral received from a Swap Counterparty.

Liquidity Facility

The amount available under the Liquidity Facility at 13 April 2024 was as follows:

	£m
Total Liquidity Facility	295.0
Liquidity Facility drawn	0.0
Available Liquidity Facility	295.0

Estate

	Number
Outlets at the beginning of Q2	1,328
Acquisitions and substitutions	0
Disposals	(12)
Outlets at the end of Q2	1,316



Accounting Policies

Mitchells & Butlers Retail Limited prepares its financial statements in accordance with FRS 101 as issued by the Financial Reporting Council.

Mitchells & Butlers Retail Limited certifies that these financials comply with its financial statements adjusted to remove the impact of any changes in accounting standards since issuance of the Term Loans.

Defaults

Mitchells & Butlers Retail Limited certifies that no Loan Event of Default or Potential Loan Event of Default has occurred.

For further information please contact:

<http://www.mbplc.com/investors/securitisationanddebtinformation/>

Andrew Vaughan – Group Treasurer

0121 498 4400



QUARTERLY FINANCIAL INFORMATION

MITCHELLS & BUTLERS RETAIL LIMITED

This Quarterly Financial Information covers the results for Mitchells & Butlers Retail Limited for the Financial Quarter from 1 October 2023 to 20 January 2024

To: HSBC Trustee (C.I.) Limited (as Borrower Security Trustee and Trustee)
HSBC Global Investor Services (Ireland) Limited (as Irish Paying Agent)
HSBC Bank plc (as Principal Paying Agent)
Ambac Assurance UK Limited
Standard & Poor's Rating Services
Fitch Ratings Limited
Moody's Investors Service Limited

Terms defined in Schedule 1 (*Master Definitions Schedule*) of a master framework agreement (the "**Master Framework Agreement**") dated 13 November 2003, restated and amended on 15 September 2006 and made between, *inter alios*, the Issuer and the Borrower Security Trustee shall bear the same meaning herein.

Definitions :

Q1	means the results for the Financial Quarter from 1 October 2023 to 20 January 2024 (16 weeks);
Relevant Period	means the last two Financial Quarters (29 weeks) and
Relevant Year	means the last four Financial Quarters (53 weeks)

Principal Debt Movements

Q1 Principal Debt Movements on the Notes	Balance as at 1 October 2023 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 20 January 2024 £m
Aggregate principal amount outstanding at the Financial Quarter Date	1,273.7	(30.0)		1,243.7
Class A1N Notes	74.5	(3.2)		71.3
Class A2 Notes	135.6	(5.8)		129.8
Class A3N Notes	\$156.1	\$(6.7)		\$149.4
Class A4 Notes	89.4	(3.6)		85.8
Class AB Notes	275.6	(3.7)		271.9
Class B1 Notes	5.4	(5.4)		0.0
Class B2 Notes	240.0	(4.3)		235.7
Class C1 Notes	200.0			200.0
Class C2 Notes	50.0			50.0
Class D1 Notes	110.0			110.0

Q1 Principal Debt Movements on the Term Advance	Balance as at 1 October 2023 £m	Scheduled repayments made £m	Prepayments £m	Balance as at 20 January 2024 £m
Aggregate Principal Debt Outstanding at the Financial Quarter Date	1,273.7	(30.0)		1,243.7
A1N Term Advance	74.5	(3.2)		71.3
A2 Term Advance	135.6	(5.8)		129.8
A3N Term Advance	93.2	(4.0)		89.2
A4 Term Advance	89.4	(3.6)		85.8
AB Term Advance	275.6	(3.7)		271.9
B1 Term Advance	5.4	(5.4)		0.0
B2 Term Advance	240.0	(4.3)		235.7
C1 Term Advance	200.0			200.0
C2 Term Advance	50.0			50.0
D1 Term Advance	110.0			110.0

Specific Trading Details

Turnover for the 16 weeks comprising Q1 was £590.9m giving a total of £1,891.3m for the Relevant Year (comprising 53 weeks). EBITDA for the quarter was £103.5m giving a total for the Relevant Year of £311.4m.

	Q1 (16 weeks)	Relevant Period (29 weeks)	Relevant Year (53 weeks)
	£m	£m	£m
Turnover	590.9	1,055.0	1,891.3
Operating expenses	(509.0)	(913.8)	(1,650.8)
Operating profit	81.9	141.2	240.5
EBITDA	103.5	179.4	311.4
Free Cash Flow	93.8	156.9	268.6
Debt Service	(54.3)	(109.2)	(200.5)

Note: Operating profit, EBITDA and Free Cash Flow are quoted after the following adjusting items:

	Q1 £m	Relevant Period £m	Relevant Year £m
Unadjusted operating (loss)/profit after non-cash separately disclosed items	84.2	42.7	145.8
Add back/(deduct) non-cash separately disclosed items:			
Revaluation of pub estate	0.0	94.9	94.9
Net impairment recognised on short lease assets	0.0	2.4	2.4
Net impairment of right-of-use assets	0.0	4.9	4.9
Intercompany impairment	0.0	1.5	1.5
Lease disposals	0.0	(0.1)	(0.1)
Property disposals	0.1	(1.9)	(1.9)
Adjusted operating profit before non-cash separately disclosed items	84.3	144.4	247.5
IFRS 16 Adjustments			
Rent receivable	0.1	0.2	0.3
Dilapidations costs	0.0	(0.1)	(0.5)
Rent payable	(6.1)	(10.2)	(19.6)
Sublease impairment	0.0	0.0	(0.2)
Right-of-use asset depreciation	3.6	6.9	13.0
Adjusted operating profit pre IFRS 16	81.9	141.2	240.5
Add back: Depreciation	21.6	38.2	70.9
Adjusted EBITDA pre IFRS 16	103.5	179.4	311.4

Coverages and Covenants

Free Cashflow DSCR was 1.3 times and the EBITDA to Debt Service ratio was 1.6 times for the Relevant Year and 1.4 times and 1.6 times respectively for the Relevant Period. The Debt Service Covenant was satisfied for the Relevant period and Relevant Year. The Restricted Payment Condition was not satisfied for the Relevant Period or for the Relevant Year.

Net Worth at the last Financial Year end was £2,115m and the Net Worth Covenant is therefore satisfied.



Mitchells & Butlers

	Q1 (16 weeks)	Relevant Period (29 weeks)	Relevant Year (53 weeks)
Free Cash Flow : Debt Service	1.7 times	1.4 times	1.3 times
EBITDA : Debt Service	1.9 times	1.6 times	1.6 times
Debt Service covenant satisfied		Yes	Yes
Restricted Payment Condition satisfied		No	No

No Restricted Payments were made during Q1. The Restricted Payment Maximum at 20 January 2024 was zero and no calculation of the Further Restricted Payment Maximum was required.

The cumulative Maintenance Expenditure* at the end of Q1 was £42.9m. The Required Maintenance Amount* for the Financial Year is £105.4m.

Capital Enhancement Expenditure Investments of £2.7m were made in Q1, £5.5m in the Relevant Period and £9.3m in the Relevant Year.

* Maintenance includes both capital items and items expensed through the income statement.

Cash Balances

Balances on the following accounts at 20 January 2024 were as follows:

	£m
Borrower Transaction Account	0.00
Disposals Proceeds Account	3.90
Maintenance Reserve Account	0.00
All other Obligor Accounts*	115.20

* Includes £38.25m of cash collateral received from a Swap Counterparty.

Liquidity Facility

The amount available under the Liquidity Facility at 20 January 2024 was as follows:

	£m
Total Liquidity Facility	295.0
Liquidity Facility drawn	0.0
Available Liquidity Facility	295.0

Estate

	Number
Outlets at the beginning of Q1	1,328
Acquisitions and substitutions	0
Disposals	0
Outlets at the end of Q1	1,328



Accounting Policies

Mitchells & Butlers Retail Limited prepares its financial statements in accordance with FRS 101 as issued by the Financial Reporting Council.

Mitchells & Butlers Retail Limited certifies that these financials comply with its financial statements adjusted to remove the impact of any changes in accounting standards since issuance of the Term Loans.

Defaults

Mitchells & Butlers Retail Limited certifies that no Loan Event of Default or Potential Loan Event of Default has occurred.

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