Company Registration No. 05453370 (England and Wales)

MARSTON'S PUBS PARENT LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

MARSTON'S PUBS PARENT LIMITED

COMPANY INFORMATION

Directors	Edward Hancock	
	Robert Leach	
	Hayleigh Lupino	
	Justin Platt	(Appointed 12 January 2024)
Secretary	Bethan Raybould	
Company number	05453370	
Registered office	St Johns House St Johns Square Wolverhampton WV2 4BH	

MARSTON'S PUBS PARENT LIMITED

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MARSTON'S PUBS PARENT LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

The Directors present the strategic report for the period ended 28 September 2024.

Business review

The principal activity of the Group continued to be that of operating managed, tenanted, leased and franchised public houses.

The principal activity of the Company is that of a holding and investment company.

The Board of Marston's PLC manage the Marston’s Group's operations at a consolidated Marston's Group level, rather than on a statutory entity basis. The development, performance, position and key performance indicators of the Marston’s Group which includes the Company and the Group are discussed within the strategic report of Marston's PLC which does not form part of this report.

During the current period the Group's turnover increased by 4% to £438.9m (2023: £421.9m) demonstrating the appeal of our predominantly community-based estate. Our expertise in managing local pubs, along with our strategic commitment to deliver exceptional guest experiences and enhancing our Reputation score, has supported this growth.

Operating profit increased by 44% to £73.6m (2023: £51.2m) from continued focus on driving efficiencies in energy, simplification and labour costs, also reflecting strong progress in our strategic attempts to drive margin expansion.

Interest payable and similar charges increased to £259.9m (2023: £232.2m) due to additional interest accrued during the year on the 12.5% subordinated loan due to the Group's ultimate parent. As a result, the loss before tax was £216.4m (2023: £200.4m).

Net assets for the Group decreased to £(1,319.2)m (2023: £(1,177.3)m). The decrease in net assets is primarily driven by an increase to the balance outstanding on the 12.5% subordinated loan due to the Group's ultimate parent to £1,901.0m (2023: £1,687.2m).

There are no significant changes expected in the nature of the Group's business.

The Marston's Group's key performance indicators for the period ended 28 September 2024 are commented on in detail in the strategic report of Marston’s PLC. Those that specifically relate to the Group, which have been summarised in the business review above, are as follows:

- Total revenue
- Guest reputation track record
- Sustained EBITDA margin expansion
- Growing free cash flow
- Safely and sustainably operating the business
- Material reduction in debt

Principal risks and uncertainties

The principal risks and uncertainties of the Company and the Group reflect those of the Marston's Group. The principal risks and uncertainties of the Marston’s Group, which include those of the Company and the Group, are set out below and are discussed further within the strategic report of Marston's PLC which does not form part of this report.

Uncertain economic and political outlook

There is a risk that an uncertain economic or political outlook could adversely impact market demand and consumer confidence. Ongoing geopolitical conflicts in Ukraine and the Middle East and the recent US election may also result in structural inflation which in turn may impact our cost base, including utilities, construction materials and food. Wider legislative and policy changes can also impact our business, including increased taxes leading to a decrease in consumer spending and uncertainty; both in terms of cost-of-living and the wider economic outlook.

Strategy delivery and business transformation

There is a risk of being unable to deliver major transformational projects on time or realising the full benefit due to the volume or pace of change. This particularly refers to the deployment of capital projects to deliver differentiated formats and upgrading technology to deliver digital transformation. Organisational capability and dependencies may also pose a risk which is linked to the speed of change and potential operational impact of business transformation.

Information technology and data security

All businesses are subject to continuously evolving methods of cyber threat, including targeting vulnerable businesses with data theft, denial of service attacks, fraud and malware. The risks posed by cyberattacks are wide ranging and can include loss of revenue, reputation and consumer trust, regulatory fines and have an adverse impact on the share price of Marston’s PLC.

Environment, social and governance

As a business we can be impacted by environmental issues such as climate change, water shortages, inability to meet carbon targets and social issues, such as lack of diversity, and social trends such as changing lifestyle choices. Our plans to achieve Net Zero is also fundamentally dependent upon the government’s ability to provide renewable energy at an affordable price. Transition remains a challenge for our business, and those within our supply chain, if the cost to transition remains high and availability for renewable energy and green technology is not improved.

Talent attraction, retention and related employment costs

The national minimum wage and national insurance increases recently announced by the government will result in higher operating costs for both the Company and our Pub Partners, which in turn has an impact on our profit and margin. New legislation such as the Employment Rights Bill 2024 includes additional provisions which are likely to further increase our operating costs, and significant regulatory change presents risks associated with adverse publicity and loss of revenue in the event of compliance failures.

Health and safety, food safety

The safety of our guests and employees is our number one priority, and a major health and safety or food safety breach could lead to serious injury or loss of life. This could be due to a failure in safety standards, supply chain issues or poor hygiene standards, or leading to adverse publicity, loss of revenue, reputational damage and criminal sanctions and fines.

Liquidity and compliance with financial covenants

Whilst inflationary pressures have eased, interest rates remain high. There remains a risk that financial covenants are breached due to circumstances beyond our control, for example, a change in the economic climate leading to reduced consumer confidence and Group liquidity. The Board of Directors of Marston’s PLC have assessed a severe but plausible downside scenario with headroom against all covenants and there is sufficient liquidity, therefore the overall risk is decreasing.

Business continuity

Business continuity can be threatened by unforeseen events impacting upon our ability to trade, reducing our operational effectiveness or being able to compete effectively. The risk could result from disruption to our IT systems or supply chain.

Section 172(1) statement

Engaging with stakeholders delivers better outcomes for our business, which are fundamental to our long-term success.

Under Section 172(1) of the Companies Act 2006 (‘Section 172(1)’), the Directors are required to act in a way that they consider, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole, while also considering the likely consequences of any decisions over the long term and the needs and interests of stakeholders.

The Company is a subsidiary of Marston’s PLC and, therefore, key decisions which affect the Group, this Company and stakeholders are principally made by the Board of the ultimate parent undertaking and controlling party, Marston’s PLC.

Further details of how the Board of Marston’s PLC have had regard to Section 172(1) in the current reporting period can be found in the Annual Report and Accounts of Marston’s PLC, key elements of which include:

People

We’re a people-powered business and our performance driven teams are committed to delivering great experiences.

The Board recognises that the success of our business and delivering the strategy depends on attracting and retaining the right people and incentivising them in the right way, while considering the impact that decisions have on our People, wherever possible.

Guests

Enabling Shared Good Times for our guests, by providing the best products and service, in a great environment.

Pub Partners and tenants

Our Partners are responsible for operating more than half of the pubs within our estate and they look to us to provide innovative, flexible operating agreements, together with the right support and training to grow their businesses.

Communities and the environment

Our pubs are the heart of local communities, providing a local space for Shared Good Times and special occasions. A key enabler of our strategy is to ensure we operate safely and sustainably for the benefit of all our stakeholders, including the environment.

Suppliers

We rely on our suppliers to produce quality products and to provide essential services to operate our business. They rely on us to operate responsibly and generate revenue.

Investors

Our shareholders, bondholders and banking group provide essential sources of capital to support the delivery of our strategy. In turn they expect us to manage their investment responsibly.

The Board continues to strive to ensure that the Group provides fair, balanced and understandable information that enables all our investors to understand our strategy and vision and have clarity over our financial and non-financial performance.

Government bodies and regulators

Engaging with those that govern and regulate our business and how we operate supports our efforts to achieve consistently high standards of business ethics and corporate governance.

The Company is subject to a wide range of laws and regulations, and we seek to co-operate and engage constructively with all regulatory authorities.

The Board of Marston's PLC is mindful that sometimes decisions must be made whilst weighing up different, and often competing, priorities. Whilst not all stakeholders' interests fall for consideration in every Board decision, when a relevant matter is reviewed by the Board, the following explains how the Directors consider Section 172(1) in their decision-making process.

CMBC (Carlsberg Marston's Limited)
A key matter considered by the Marston's PLC Board during the year was the disposal of our remaining 40% stake in CMBC. The Marston's PLC Board considered what effect this transaction could have on its investors and banking partners particularly in relation to long-term value creation and debt reduction. The risk factors and opportunities were outlined by Marston's PLC within its RNS announcement released on 8 July 2024. The Marston's PLC Board also considered the potential impact of the transaction on our guests, Pub Partners and suppliers in connection with the long-term pub supply agreement with CMBC, which was updated as part of the transaction.

By order of the board

Bethan Raybould
Secretary
16 December 2024

The Directors present their report and the financial statements of the Company and the Group for the period ended 28 September 2024.

The financial statements of the Company and the Group cover the 52 weeks ended 28 September 2024 (2023: 52 weeks ended 30 September 2023).

Directors

The Directors who held office during the period and up to the date of signature of the financial statements were as follows:

Andrew Andrea	(Resigned 17 November 2023)
Edward Hancock	
Robert Leach	
Hayleigh Lupino	
Justin Platt	(Appointed 12 January 2024)

Results and dividends

The results for the period are set out on page 12.

No ordinary dividends were paid in the period. The Directors do not recommend payment of a final dividend.

Qualifying third party indemnity provisions

In accordance with the Company's Articles of Association and to the extent permitted by law, the Company has indemnified its Directors against certain liabilities that may be incurred as a result of their position.

Engagement with suppliers, customers and others

A summary of how the Directors have regarded the need to foster the Company’s business relationships with suppliers, guests and others, and the effect of that regard on the principal decisions made during the period, is provided in the strategic report.

Financial instruments

Financial risk management

Financial risk management is undertaken at the Marston's Group level and as such the financial risk management of the Company and the Group reflects that of the Marston's Group. The Marston's Group’s overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Marston's Group’s financial performance. Risk management is carried out by a central treasury department under policies approved by the Board of Marston's PLC. The key financial risks for the Marston's Group are interest rate risk, credit risk and liquidity risk.

Interest rate risk: The Marston's Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the Marston's Group calculates the impact of a defined interest rate shift on its results.

Credit risk: Credit risk arises from credit exposure to customers, including outstanding receivables and committed transactions. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, an assessment is made of the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual credit limits are set based on internal or external ratings in accordance with limits set by the Board of Marston's PLC. The utilisation of and adherence to credit limits is regularly monitored.

Liquidity risk: The Marston's Group applies a prudent liquidity risk management policy, which involves maintaining sufficient cash, ensuring the availability of funding through an adequate amount of committed credit facilities and having the ability to close out market positions.

Further details of the Marston's Group's financial risk exposure, and the management objectives and policies thereon, are presented within the Annual Report and Accounts of Marston's PLC.

Future developments

No changes are anticipated in the nature of the business in the foreseeable future.

Auditor

A formal audit tender process was completed during the prior period, with RSM UK Audit LLP appointed as auditor to replace KPMG LLP who resigned following completion of the audit for the 52 week period ended 30 September 2023.

Statement of disclosure to auditor

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information of which the Company’s auditor is unaware. Additionally, the Directors individually have taken all the necessary steps that they ought to have taken as Directors in order to make themselves aware of all relevant audit information and to establish that the Company’s auditor is aware of that information.

Energy and carbon report

Marston's PLC, which is the parent undertaking of the largest group to consolidate the financial statements of Marston's Pubs Parent Limited, has included the activities of this Company within its energy and carbon reporting for the 52 weeks ended 28 September 2024.

By order of the board

Bethan Raybould
Secretary
16 December 2024

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

The Directors are responsible for preparing the strategic report, the Directors' report and the Group and Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. Under that law they have elected to prepare both the Group and the Company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice).

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 of the Group and Company and of the profit or loss of the Group for that period. In preparing each of the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Marston's PLC website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MARSTON'S PUBS PARENT LIMITED

Opinion

We have audited the financial statements of Marston's Pubs Parent Limited ('the parent company') and its subsidiaries (the 'group') for the period ended 28 September 2024, which comprise the group profit and loss account, group statement of comprehensive income, group balance sheet, company balance sheet, group statement of changes in equity, company statement of changes in equity, group statement of cash flows, and notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 ‘The Financial Reporting Standard applicable in the UK and Republic of Ireland’ (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group’s and of the parent company’s affairs as at 28 September 2024 and of the group’s loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements 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 are independent of the group and parent 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

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’s or the parent company’s ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual 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 our 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 this 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, 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 parent company and their 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 parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements 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.

Responsibilities of directors

As explained more fully in the directors’ responsibilities statement set out on page 7, 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’s and the parent 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 parent 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the group and parent company operates in and how the group and parent company are complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud; and
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to health and safety and food safety regulations and the Pubs code. We performed audit procedures to inquire of management, the company’s legal counselas applicable and those charged with governance whether the company is in compliance with these law and regulations and where available, inspected correspondence with licensing or regulatory authorities.

The group audit engagement team identified the risks of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and testing a sample of transactions posted to nominal ledger codes outside of the normal revenue cycle which were identified using a data analytic tool.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council’s website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor’s report.

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.

RSM UK Audit LLP

Daniel Haden (Senior Statutory Auditor)
for and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
10th Floor
103 Colmore Row
Birmingham
B3 3AG
United Kingdom
16 December 2024

MARSTON'S PUBS PARENT LIMITED

GROUP PROFIT AND LOSS ACCOUNT

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

	Notes	Period ended 28 September 2024 £m	Period ended 30 September 2023 £m
Turnover	**3**	438.9	421.9
Net trading expenses	**4**	(364.9)	(351.7)
Exceptional items	**5**	(0.4)	(19.0)
Operating profit	**6**	73.6	51.2
Interest receivable and similar income	**9**	0.3	0.2
Interest payable and similar charges	**10**	(259.9)	(232.2)
Other gains and losses	**11**	(30.4)	(19.6)
Loss before taxation		(216.4)	(200.4)
Taxation	**12**	52.8	43.0
Loss for the financial period		(163.6)	(157.4)

The results for the current period reflect the 52 weeks ended 28 September 2024 and the results for the prior period reflect the 52 weeks ended 30 September 2023.

The profit and loss account has been prepared on the basis that all operations are continuing operations.

MARSTON'S PUBS PARENT LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

	Period ended 28 September 2024 £m	Period ended 30 September 2023 £m
Loss for the period	(163.6)	(157.4)
Items of other comprehensive income		
Revaluation of tangible fixed assets	20.3	15.9
Cash flow hedges gain/(loss) arising in the period	1.4	(3.0)
Transfers to the profit and loss account on cash flow hedges	7.0	10.7
Tax relating to items of other comprehensive income	(7.0)	(5.4)
Other comprehensive income for the period	21.7	18.2
Total comprehensive expense for the period	(141.9)	(139.2)

The results for the current period reflect the 52 weeks ended 28 September 2024 and the results for the prior period reflect the 52 weeks ended 30 September 2023.

Total comprehensive expense for the period is all attributable to the owners of the Company.

MARSTON'S PUBS PARENT LIMITED

GROUP BALANCE SHEET

AS AT 28 SEPTEMBER 2024

	Notes	28 September 2024 £m	28 September 2024 £m	30 September 2023 £m	30 September 2023 £m
Fixed assets					
Goodwill	**13**		-		7.6
Other intangible assets	**13**		12.6		13.7
Total intangible assets			12.6		21.3
Tangible assets	**14**		1,142.6		1,152.9
			1,155.2		1,174.2
Current assets					
Stocks	**17**	7.5		7.6	
Debtors	**18**	90.8		48.4	
Cash at bank and in hand		33.6		20.0	
		131.9		76.0	
Creditors: amounts falling due within one year	**19**	(82.0)		(94.2)	
Net current assets/(liabilities)			49.9		(18.2)
Total assets less current liabilities			1,205.1		1,156.0
Creditors: amounts falling due after more than one year	**20**		(2,477.1)		(2,284.8)
Provisions for liabilities	**22**		(47.2)		(48.5)
Net liabilities			(1,319.2)		(1,177.3)
Capital and reserves					
Called up share capital	**24**		-		-
Revaluation reserve	**25**		217.2		207.3
Hedging reserve	**26**		(34.8)		(41.1)
Profit and loss reserves			(1,501.6)		(1,343.5)
Total equity			(1,319.2)		(1,177.3)

The financial statements were approved by the board of Directors and authorised for issue on 16 December 2024 and are signed on its behalf by:

H Lupino

Hayleigh Lupino
Director

MARSTON'S PUBS PARENT LIMITED

COMPANY BALANCE SHEET

AS AT 28 SEPTEMBER 2024

	Notes	28 September 2024 £m	30 September 2023 £m
Fixed assets			
Investments	**15**	-	-
Net assets		-	-
Capital and reserves			
Called up share capital	**24**	-	-
Profit and loss reserves		-	-
Total equity		-	-

The Company's profit for the period was £nil (2023: £nil).

The financial statements were approved by the board of Directors and authorised for issue on 16 December 2024 and are signed on its behalf by:

H. Lupino

Hayleigh Lupino
Director

Company Registration No. 05453370

MARSTON'S PUBS PARENT LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

	Share capital	Revaluation reserve	Hedging reserve	Profit and loss reserves	Total
	£m	£m	£m	£m	£m
Balance at 2 October 2022	-	195.7	(46.8)	(1,187.0)	(1,038.1)
Period ended 30 September 2023:					
Loss for the period	-	-	-	(157.4)	(157.4)
Other comprehensive income:					
Revaluation of tangible fixed assets	-	15.9	-	-	15.9
Cash flow hedges loss arising in the period	-	-	(3.0)	-	(3.0)
Transfers to the profit and loss account on cash flow hedges	-	-	10.7	-	10.7
Tax relating to items of other comprehensive income	-	(3.4)	(2.0)	-	(5.4)
Total comprehensive income/(expense) for the period	-	12.5	5.7	(157.4)	(139.2)
Transfers	-	(0.9)	-	0.9	-
Balance at 30 September 2023	-	207.3	(41.1)	(1,343.5)	(1,177.3)
Period ended 28 September 2024:					
Loss for the period	-	-	-	(163.6)	(163.6)
Other comprehensive income:					
Revaluation of tangible fixed assets	-	20.3	-	-	20.3
Cash flow hedges gain arising in the period	-	-	1.4	-	1.4
Transfers to the profit and loss account on cash flow hedges	-	-	7.0	-	7.0
Tax relating to items of other comprehensive income	-	(4.9)	(2.1)	-	(7.0)
Total comprehensive income/(expense) for the period	-	15.4	6.3	(163.6)	(141.9)
Transfers	-	(5.5)	-	5.5	-
Balance at 28 September 2024	-	217.2	(34.8)	(1,501.6)	(1,319.2)

MARSTON'S PUBS PARENT LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

	Share capital	Profit and loss reserves	Total
	£m	£m	£m
Balance at 2 October 2022	-	-	-
Period ended 30 September 2023:			
Profit and total comprehensive income for the period	-	-	-
Balance at 30 September 2023	-	-	-
Period ended 28 September 2024:			
Profit and total comprehensive income for the period	-	-	-
Balance at 28 September 2024	-	-	-

MARSTON'S PUBS PARENT LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE PERIOD ENDED 28 SEPTEMBER 2024

	Notes	2024 £m	2024 £m	2023 £m	2023 £m
Operating activities					
Cash generated from operations	**31**		94.0		75.7
Interest paid			(38.9)		(38.8)
Income taxes refunded			-		17.1
Net cash inflow from operating activities			55.1		54.0
Investing activities					
Purchase of intangible fixed assets		-		(0.3)	
Proceeds on disposal of intangible fixed assets		0.2		0.4	
Purchase of tangible fixed assets		(24.2)		(33.7)	
Proceeds on disposal of tangible fixed assets		40.0		19.4	
Interest received		0.3		0.5	
Net cash inflow/(outflow) from investing activities			16.3		(13.7)
Financing activities					
Repayment of borrowings		(57.8)		(41.3)	
Net cash outflow from financing activities			(57.8)		(41.3)
Net increase/(decrease) in cash and cash equivalents			13.6		(1.0)
Cash and cash equivalents at beginning of period			20.0		21.0
Cash and cash equivalents at end of period			33.6		20.0

The cash flows for the current period reflect the 52 weeks ended 28 September 2024 and the cash flows for the prior period reflect the 52 weeks ended 30 September 2023.

1 Accounting policies

Company information

Marston's Pubs Parent Limited is a private company limited by shares incorporated in England and Wales. The registered office is St Johns House, St Johns Square, Wolverhampton, WV2 4BH.

The Group consists of Marston's Pubs Parent Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102) and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the Company and the Group. Monetary amounts in these financial statements are rounded to the nearest £0.1m.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of effective freehold land and buildings and the holding of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

As permitted by s408(3) of the Companies Act 2006, the Company has not presented its own profit and loss account and related notes.

As permitted by FRS 102 the Company has taken advantage of the disclosure exemptions available under that standard in relation to the presentation of a cash flow statement.

1.2 Basis of consolidation and business combinations

The consolidated financial statements incorporate those of Marston's Pubs Parent Limited and all of its subsidiaries (i.e. entities that the Group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 28 September 2024. All intra-group transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated on consolidation.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

1 Accounting policies **(Continued)**

1.3 Going concern

The group headed by Marston’s Pubs Parent Limited (the ‘Marston’s Pubs Group’) and the Company’s business activities, together with the factors likely to affect its future development and position, are set out in the strategic report.

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate. This is based on an expectation that the Company and its ultimate parent group (the ‘Group’) (Marston’s PLC) have adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements.

Marston’s PLC has indicated its intention to continue to make available such funds as are needed by the Company for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Continued support is dependent on the ability of the Group (i.e. Marston’s PLC and its subsidiaries) being able to settle its liabilities as they fall due. The Directors considered the Group’s financial position and exposure to principal risks, including cost and inflationary pressures and the impact of Autumn Budget 2024. The Group has modelled financial scenarios which included assessing covenant compliance and additional costs and risks beyond those forecast in the base case forecast, excluding any potential mitigating management actions other than the reduction of discretionary employee reward payments. Further detail on the Group’s scenario modelling is included within the financial statements of Marston’s PLC, which are publicly available.

Having taken account of the different scenarios modelled, the Directors are satisfied that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of these financial statements.

Accordingly, the financial statements are prepared on a going concern basis.

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Turnover in respect of drink, food and accommodation is recognised at the point at which the goods or services are provided. Gaming machine income is recognised as earned. Rental income is recognised in the period to which it relates.

1.5 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is presumed to be 10 years.

1.6 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

Intangible assets comprise computer software, which is considered to have a finite useful life.

1 Accounting policies **(Continued)**

Amortisation is recognised so as to write off the cost of assets less their residual values on a straight-line basis over their useful lives as follows:

Computer software	5 to 20 years

1.7 Tangible fixed assets

Land and buildings which are either freehold or are in substance freehold assets are classed as effective freehold land and buildings. This includes leasehold land and buildings with a term exceeding 100 years at acquisition/commencement of the lease or where there is an option to purchase the freehold at the end of the lease term for a nominal amount. All other leasehold land and buildings are classed as leasehold land and buildings.

Effective freehold land and buildings are initially measured at cost and subsequently measured at valuation, net of depreciation and any impairment losses. Leasehold land and buildings and plant, fixtures and fittings are measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values on a straight-line basis over their useful lives as follows:

Leasehold land and buildings	the lower of the lease period and 50 years
Plant, fixtures and fittings	5 to 10 years

The Group’s effective freehold land and buildings in respect of its pub estate are considered to have a residual value equal to their current valuation and as such no depreciation is charged on these assets.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.8 Fixed asset investments

In the Company financial statements, investments in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

1.9 Impairment of fixed assets

At each reporting end date, the Group reviews the carrying amounts of its tangible and intangible fixed assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

1 Accounting policies **(Continued)**

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.10 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Stocks are valued on a ‘first in, first out’ basis.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stock over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.11 Financial instruments

The Group has elected to apply the recognition and measurement provisions of IFRS 9 'Financial Instruments', the disclosure requirements of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 and the presentation requirements of paragraphs 11.38A and 12.25B of FRS 102 to account for all of its financial instruments.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies its financial assets in one of the following two categories: at fair value through profit or loss and at amortised cost. The Group classifies its financial liabilities in one of the following two categories: at fair value through profit or loss and other financial liabilities.

The Group classifies a financial asset as at amortised cost if the asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest.

Financial instruments at fair value through profit or loss

Derivatives are categorised as financial instruments at fair value through profit or loss. The Group holds no other financial instruments at fair value through profit or loss.

1 Accounting policies **(Continued)**

Financial assets at amortised cost

Financial assets at amortised cost comprise trade debtors, other debtors and cash and cash equivalents in the balance sheet and are measured using the effective interest method.

Other financial liabilities

Non-derivative financial liabilities are classified as other financial liabilities. The Group's other financial liabilities comprise borrowings, other creditors and amounts owed to associated undertakings. Other financial liabilities are carried at amortised cost using the effective interest method.

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken.

Derivative financial instruments

The Group uses derivative financial instruments to hedge its exposure to fluctuations in interest rates.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedging relationship.

1 Accounting policies **(Continued)**

Hedge accounting

At the inception of a hedging relationship, the Group documents the relationship between the hedging instrument and the hedged item along with its risk management objectives and strategy for undertaking the hedge transaction. At the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in cash flows of the hedged item.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

For the purpose of evaluating whether there is an economic relationship between the hedged item and the hedging instrument, the Group assumes that the benchmark interest rate is not altered as a result of interest rate benchmark reform. For a cash flow hedge of a forecast transaction and the purpose of assessing whether the forecast transaction is highly probable, the Group assumes that the benchmark interest rate will not be altered as a result of interest rate benchmark reform. In determining whether a previously designated forecast transaction in a discontinued cash flow hedge is still expected to occur, the Group assumes that the interest rate benchmark cash flows designated as a hedge will not be altered as a result of interest rate benchmark reform.

The Group ceases to apply these specific policies for assessing the economic relationship between the hedged item and the hedging instrument and undertaking its highly probable assessment of the forecast cash flows when the uncertainty arising from interest rate benchmark reform regarding the timing and the amount of the interest rate benchmark based cash flows is no longer present, or when the hedging relationship is discontinued.

When the basis for determining the contractual cash flows of the hedged item or hedging instrument changes as a result of interest rate benchmark reform and therefore there is no longer uncertainty arising about the cash flows of the hedged item or the hedging instrument, the Group amends the formal designation of that hedging relationship to reflect the changes required by interest rate benchmark reform. For this purpose the hedge designation is amended only to designate an alternative benchmark rate as the hedged risk, to update the description of the hedged item or to update the description of the hedging instrument. Such an amendment to the formal designation of a hedging relationship does not constitute the discontinuation of the hedging relationship or the designation of a new hedging relationship.

When the interest rate benchmark on which the hedged future cash flows had been based is changed as required by interest rate benchmark reform, for the purpose of determining whether the hedged future cash flows are expected to occur, the Group deems that the amount accumulated in the hedging reserve for that hedging relationship is based on the alternative benchmark rate on which the hedged future cash flows will be based.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the profit and loss account. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the profit and loss account.

1 Accounting policies **(Continued)**

Trade debtors and other debtors

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

The Group applies the expected credit loss model to calculate any loss allowance for trade debtors and other debtors.

For trade debtors and other debtors that result from transactions that are within the scope of IFRS 15 ‘Revenue from Contracts with Customers’ or from transactions that are within the scope of IFRS 16 ‘Leases’ the loss allowance is measured as the lifetime expected credit losses. For any other trade or other debtors the loss allowance is measured as the 12-month expected credit losses unless the credit risk has increased significantly since initial recognition, in which case the lifetime expected credit losses are used.

The carrying amount of trade debtors and other debtors is reduced through the use of an allowance account, and the amount of the loss allowance is recognised in the profit and loss account within other net operating charges. The Group's policy is to write off trade debtors and other debtors when there is no reasonable expectation of recovery of the balance due. Indicators that there is no reasonable expectation of recovery depend on the type of debtor/customer and include a debt being over four months old, the failure of the debtor to engage in a repayment plan and the failure to recover any amounts through enforcement activity. Subsequent recoveries of amounts previously written off are credited against other net operating charges in the profit and loss account.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand.

Borrowings

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

If the basis for determining the contractual cash flows of borrowings measured at amortised cost changes as a result of interest rate benchmark reform, then the effective interest rate of the borrowings is updated to reflect the change that is required by the reform. A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform when the change is necessary as a direct consequence of the reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis.

Other creditors and amounts owed to associated undertakings

Other creditors and amounts owed to associated undertakings are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Group’s contractual obligations expire or are discharged or cancelled.

1.12 Equity instruments

Equity instruments issued by the Group and the Company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Group or the Company.

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

1 Accounting policies **(Continued)**

Current tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Rentals payable under operating leases, including any lease incentives received, are charged to the profit and loss account on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.15 Exceptional items

Exceptional items are items that, by virtue of their nature, size or expected frequency, warrant separate disclosure in the financial statements in order to fully understand the Group's underlying performance.

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grant will be received.

Government grants relating to turnover are recognised as income over the periods when the related costs are incurred. Grants relating to an asset are recognised in income systematically over the asset's expected useful life. If part of such a grant is deferred it is recognised as deferred income rather than being deducted from the asset's carrying amount.

2 Judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements
The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Exceptional items
The Group classifies certain items as exceptional in the profit and loss account, as set out in its accounting policy. Determining which items should be so classified requires judgements to be made as to which items meet the definition and warrant separate disclosure in the accounts.

Key sources of estimation uncertainty
The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows:

Tangible fixed assets
The Group carries its effective freehold land and buildings at fair value. These properties are valued by external valuers on an open market value basis, primarily using earnings multiples derived from prices in observed transactions involving comparable businesses. The estimation of the fair values requires a combination of assumptions, including future earnings and appropriate multiples.

The carrying amount of tangible fixed assets is shown in note 14.

Valuation of interest rate swaps
The Group's interest rate swaps are held at fair value. The Group utilises valuations from counterparties who use a variety of assumptions based on market conditions existing at each balance sheet date. The fair values are highly sensitive to the inputs to the valuations, such as discount rates, analysis of credit risk and yield curves. The carrying amount of the interest rate swaps is shown in note 16.

3 Turnover

	2024	2023
	£m	£m
Turnover by category		
Sale of goods	405.5	388.5
Rendering of services	33.4	33.4
	438.9	421.9

Turnover is attributable to the one principal activity of the Group and originates in the UK.

4 Net trading expenses

	2024 £m	2023 £m
Change in stocks of finished goods	-	(1.3)
Other operating income	(1.4)	(6.3)
Raw materials and consumables	111.9	112.9
Staff costs recharged from associated undertakings	80.6	76.9
Depreciation and amortisation of tangible and intangible fixed assets	20.1	20.1
Other net operating charges	153.7	149.4
	364.9	351.7

5 Exceptional costs/(income)

	2024 £m	2023 £m
Impairment of tangible fixed assets	25.3	46.6
Reversal of past impairment of tangible fixed assets	(24.9)	(27.6)
	0.4	19.0

Exceptional items are defined as those items of income and expense which, because of the materiality, nature and/or expected infrequency of the events giving rise to them, merit separate presentation to enable users of the financial statements to better understand elements of financial performance in the period, so as to facilitate comparison with future and prior periods. Material judgements in respect of the classification of exceptional items in the current and prior period related to the impairment and impairment reversal of tangible fixed assets. These items were considered to be exceptional as they were significant items that resulted primarily from movements in external market variables or considerable one-off factors rather than reflecting the underlying trading performance of the Group.

At 30 June 2024 the Group's effective freehold properties were revalued by independent chartered surveyors on an open market value basis. The Group also undertook an impairment review of its leasehold properties in the current period.

6 Operating profit

	2024 £m	2023 £m
Operating profit for the period is stated after charging/(crediting):		
Depreciation of tangible fixed assets	11.8	11.6
Impairment of tangible fixed assets	25.3	46.6
Reversal of past impairment of tangible fixed assets	(24.9)	(27.6)
Loss/(profit) on disposal of tangible fixed assets	4.4	(4.6)
Amortisation of intangible fixed assets	8.3	8.5
Operating lease charges	0.9	1.2

7 Auditor's remuneration

Auditor's remuneration was negligible and borne by the ultimate parent company, Marston's PLC. Neither the Company nor the Group incurred any non-audit fees during the current or prior period.

8 Employees

The average monthly number of people employed by the Company and the Group during the period was nil (2023: nil). The Directors received no remuneration in respect of their services to the Company or the Group (2023: £nil). Details of staff costs recharged from associated undertakings are provided in note 4.

9 Interest receivable and similar income

	2024 £m	2023 £m
Interest income		
Interest on bank deposits	0.3	0.2
Interest on financial assets not measured at fair value through profit or loss	0.3	0.2

10 Interest payable and similar charges

	2024 £m	2023 £m
Interest on financial liabilities measured at amortised cost:		
Subordinated loan interest	222.5	196.8
Securitised debt interest	35.3	33.3
	257.8	230.1
Other finance costs:		
Other interest and similar charges	2.1	2.1
	259.9	232.2

11 Other gains and losses

	2024 £m	2023 £m
Interest rate swap movements		
Reclassification of losses on cash flow hedges to profit or loss	(7.4)	(8.6)
Hedge ineffectiveness on cash flow hedges (net of cash paid)	(3.2)	0.8
Change in the value of interest rate swaps held at fair value through profit or loss	(19.8)	(11.8)
	(30.4)	(19.6)

12 Taxation

	2024 £m	2023 £m
Current tax		
UK corporation tax on results for the current period	(46.7)	(38.4)
Adjustments in respect of prior periods	2.2	(0.1)
Total current tax	(44.5)	(38.5)
Deferred tax		
Origination and reversal of timing differences	(8.3)	(4.5)
Total tax credit	(52.8)	(43.0)

The March 2021 Budget announced that the main rate of corporation tax would change from 19% to 25% with effect from 1 April 2023. As such the results for the current period have been taxed at an effective rate of 25%. This change was substantively enacted on 24 May 2021. This has increased the current tax charge accordingly. The deferred tax assets and liabilities at 28 September 2024 have been calculated at 25% (2023: 25%).

The tax credit for the period can be reconciled to the loss per the profit and loss account as follows:

	2024 £m	2023 £m
Loss before taxation	(216.4)	(200.4)
Expected tax based on the standard rate of corporation tax in the UK of 25% (2023: 22%)	(54.1)	(44.1)
Tax effect of expenses that are not deductible in determining taxable profit	2.2	1.7
Adjustments in respect of prior periods	(0.5)	0.7
Deferred tax in respect of land and buildings	(0.4)	(0.7)
Difference between deferred and current tax rates	-	(0.6)
Tax credit for the period	(52.8)	(43.0)

In addition to the amount recognised in the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2024 £m	2023 £m
Deferred tax arising on:		
Revaluation of property	4.9	3.4
Cash flow hedges	2.1	2.0
Total tax recognised in other comprehensive income	7.0	5.4

13 Intangible fixed assets

Group	**Goodwill**	**Computer software**	**Total**
	£m	**£m**	**£m**
Cost			
At 1 October 2023	136.5	16.9	153.4
Disposals	(6.3)	(0.2)	(6.5)
At 28 September 2024	130.2	16.7	146.9
Amortisation and impairment			
At 1 October 2023	128.9	3.2	132.1
Amortisation charged for the period	7.4	0.9	8.3
Disposals	(6.1)	-	(6.1)
At 28 September 2024	130.2	4.1	134.3
Carrying amount			
At 28 September 2024	-	12.6	12.6
At 30 September 2023	7.6	13.7	21.3

The Company had no intangible fixed assets at 28 September 2024 or 30 September 2023.

Amortisation of intangible fixed assets is included within depreciation and other amounts written off tangible and intangible fixed assets as part of trading expenses in the profit and loss account.

14 Tangible fixed assets

Group		Leasehold land and buildings	Plant, fixtures and fittings	Total
	£m	£m	£m	£m
Cost or valuation				
At 1 October 2023	1,078.6	16.4	123.0	1,218.0
Additions	12.4	0.6	10.6	23.6
Disposals	(40.3)	-	(11.9)	(52.2)
Revaluation	19.9	-	-	19.9
At 28 September 2024	1,070.6	17.0	121.7	1,209.3
Depreciation and impairment				
At 1 October 2023	-	4.2	60.9	65.1
Depreciation charged in the period	-	0.2	11.6	11.8
Eliminated in respect of disposals	-	-	(10.2)	(10.2)
At 28 September 2024	-	4.4	62.3	66.7
Carrying amount				
At 28 September 2024	1,070.6	12.6	59.4	1,142.6
At 30 September 2023	1,078.6	12.2	62.1	1,152.9

The Company had no tangible fixed assets at 28 September 2024 or 30 September 2023.

The carrying amount of land and buildings comprises:

	Group 2024	2023	Company 2024	2023
	£m	£m	£m	£m
Freehold	1,022.7	1,032.4	-	-
Leasehold land and buildings with a term greater than 100 years at acquisition/commencement	47.9	46.2	-	-
Leasehold land and buildings with a term less than 100 years at acquisition/commencement	12.6	12.2	-	-
	1,083.2	1,090.8	-	-

14 Tangible fixed assets **(Continued)**

At 30 June 2024 the Group's effective freehold properties were revalued by independent chartered surveyors on an open market value basis. During the current and prior period various properties were also reviewed for impairment and/or material changes in value. These valuation adjustments were recognised in the revaluation reserve or within exceptional items in the profit and loss account as appropriate. The Group has concluded that the valuation as at 30 June 2024 does not differ materially from that which would have been determined using fair value as at 28 September 2024.

The impact of the revaluations/impairments described above is as follows:

	Group		Company	
	2024	2023	2024	2023
	£m	£m	£m	£m
Profit and loss account:				
Reversal of past impairment	24.9	27.6	-	-
Impairment	(25.3)	(46.6)	-	-
	(0.4)	(19.0)	-	-
Revaluation reserve:				
Unrealised revaluation surplus	45.0	65.6	-	-
Reversal of past revaluation surplus	(24.7)	(49.7)	-	-
	20.3	15.9	-	-
Net increase/(decrease) in shareholders' equity/tangible fixed assets	19.9	(3.1)	-	-

If revalued assets were stated on an historical cost basis rather than a fair value basis, the total amounts included would have been as follows:

	Group		Company	
	2024	2023	2024	2023
	£m	£m	£m	£m
Carrying amount	797.5	819.0	-	-

The Group's properties are pledged as security for the securitised debt (note 21).

15 Subsidiaries

Details of the Company's subsidiaries at 28 September 2024 are as follows:

Name of undertaking	Nature of business	Class of shareholding	% Held Direct	% Held Indirect
Marston's Pubs Limited	Pub retailer	Ordinary £1	100%	100%

The registered office of Marston's Pubs Limited is St Johns House, St Johns Square, Wolverhampton, WV2 4BH. The cost and net book value of the Company's investment in Marston's Pubs Limited at 28 September 2024 was £1 (2023: £1).

16 Financial instruments

	Group 2024 £m	2023 £m	Company 2024 £m	2023 £m
Carrying amount of financial assets				
Measured at amortised cost	39.4	27.4	-	-
Carrying amount of financial liabilities				
Measured at fair value through profit or loss				
- Derivative financial instruments	59.4	37.4	-	-
Measured at amortised cost	2,473.0	2,312.5	-	-

Details of the Group's long-term borrowings are given in note 21.

The only financial instruments that the Group holds at fair value are interest rate swaps which are classified as derivative financial instruments in the table above. The fair values of the Group's interest rate swaps are obtained using a market approach and reflect the estimated amount the Group would expect to pay or receive on termination of the instruments, adjusted for the Group's own credit risk. The Group utilises valuations from counterparties who use a variety of assumptions based on market conditions existing at each balance sheet date.

Hedging arrangements

The Group uses its interest rate swaps to fix the interest rate payable on the floating rate elements of its securitised debt (note 21). The interest rate swap in respect of the A4 tranche of securitised debt was designated as part of a hedging relationship in the current and prior period. The fair value of the interest rate swap designated as a hedging instrument is £7.6m (2023: £5.4m).

17 Stocks

	Group 2024 £m	2023 £m	Company 2024 £m	2023 £m
Raw materials and consumables	1.6	1.7	-	-
Finished goods and goods for resale	5.9	5.9	-	-
	7.5	7.6	-	-

18 Debtors

	Group		Company	
	2024	2023	2024	2023
Amounts falling due within one year:	£m	£m	£m	£m
Trade debtors	5.8	5.1	-	-
Corporation tax recoverable	83.0	38.5	-	-
Other debtors	-	2.3	-	-
Prepayments and accrued income	2.0	2.5	-	-
	90.8	48.4	-	-

Included within amounts falling due within one year, corporation tax recoverable, are amounts receivable from other group companies in respect of corporation tax.

19 Creditors: amounts falling due within one year

		Group		Company	
		2024	2023	2024	2023
	Notes	£m	£m	£m	£m
Other borrowings	21	43.5	48.7	-	-
Amounts owed to associated undertakings		6.8	11.2	-	-
Other taxation and social security		10.0	8.3	-	-
Other creditors		5.0	5.2	-	-
Accruals and deferred income		16.7	20.8	-	-
		82.0	94.2	-	-

Amounts owed to fellow subsidiary undertakings are non-interest bearing and repayable on demand.

20 Creditors: amounts falling due after more than one year

		Group		Company	
		2024	2023	2024	2023
	Notes	£m	£m	£m	£m
Other borrowings	21	2,417.7	2,247.4	-	-
Derivative financial instruments		59.4	37.4	-	-
		2,477.1	2,284.8	-	-

Borrowings included above which fall due after five years are as follows:

Payable by instalments	316.9	371.0	-	-
Payable other than by instalments	1,901.0	1,687.2	-	-
	2,217.9	2,058.2	-	-

21 Borrowings

	Group 2024 £m	2023 £m	Company 2024 £m	2023 £m
12.5% subordinated loan due to ultimate parent	1,901.0	1,687.2	-	-
Securitised debt	560.2	608.9	-	-
	2,461.2	2,296.1	-	-
Payable within one year	43.5	48.7	-	-
Payable after one year	2,417.7	2,247.4	-	-

On 9 August 2005 Marston's Issuer PLC issued £805.0m of secured loan notes in connection with the securitisation of 1,592 pubs held in Marston's Pubs Limited. On 22 November 2007, a further £330.0m of secured loan notes (tranches A4 and AB1) were issued by Marston's Issuer PLC in connection with the securitisation of an additional 437 of the Group's pubs. The loan notes are secured over the properties and their future income streams and the funds were subsequently lent to Marston's Pubs Limited. On 15 January 2014 Marston's Pubs Limited purchased all the AB1 notes at par. The notes were immediately cancelled and the corresponding balance lent to the Group by Marston's Issuer PLC was treated as having been prepaid by way of set-off in consideration for the surrender of the notes.

The securitisation is governed by various covenants, warranties and events of default, many of which apply to Marston’s Pubs Limited. These include covenants regarding the maintenance and disposal of securitised properties and restrictions on the ability to move cash to other companies within the Marston's Group. As a result of the COVID-19 outbreak Marston's Pubs Limited had in place certain covenant waivers in the prior period.

The principal terms and gross amounts outstanding (excluding deferred issue costs) for each tranche of securitised debt are as follows:

	2024 £m	2023 £m	Interest	Principal repayment period - by instalments	Expected average life	Expected maturity date
A2	99.5	134.6	Fixed/floating	2024 to 2027	3 years	2027
A3	200.0	200.0	Fixed/floating	2027 to 2032	8 years	2032
A4	107.8	121.8	Floating	2024 to 2031	7 years	2031
B	155.0	155.0	Fixed/floating	2032 to 2035	11 years	2035
	562.3	611.4				

21 Borrowings **(Continued)**

The interest payable on each tranche is as follows:

	Before step up	After step up	Step up date
A2	5.1576%	SONIA + 0.1193% + 1.32%	July 2019
A3	5.1774%	SONIA + 0.1193% + 1.45%	April 2027
A4	3-month LIBOR + 0.65%	SONIA + 0.1193% + 1.625%	October 2012
B	5.6410%	SONIA + 0.1193% + 2.55%	July 2019

The Group has agreed with its bondholders to replace 3-month LIBOR with the compounded Sterling Overnight Index Average (SONIA) plus 0.1193% after the discontinuance of LIBOR.

All floating rate notes are economically hedged in full by the Group using interest rate swaps whereby all interest payments are swapped to fixed interest payable.

The Group also has a 12.5% subordinated loan due to Marston's PLC, the ultimate parent company. This loan is unsecured and subordinate to the amounts due under the securitisation.

22 Provisions for liabilities

		Group		Company	
		2024	2023	2024	2023
	Notes	£m	£m	£m	£m
Deferred tax liabilities	**23**	47.2	48.5	-	-

23 Deferred taxation

The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities/(assets)	Liabilities/(assets)
	2024	2023
Group	£m	£m
Accelerated capital allowances	25.8	24.0
Tax losses	(3.8)	(2.2)
Property related items	55.6	51.6
Other timing differences	(16.2)	(16.3)
Interest rate swaps	(14.2)	(8.6)
Total deferred tax liabilities	47.2	48.5

The Company had no deferred tax assets or liabilities at 28 September 2024 or 30 September 2023.

23 Deferred taxation **(Continued)**

Movements in the period:	Group 2024 £m	Company 2024 £m
Liability at 1 October 2023	48.5	-
Credit to profit or loss	(8.3)	-
Charge to other comprehensive income	7.0	-
Liability at 28 September 2024	47.2	-

Deferred tax is recognised in full in respect of unused tax losses of £82.9m (2023: £77.9m) of which £15.5m (2023: £8.9m) relate to trading losses and £67.4m (2023: £69.0m) relate to capital losses.

24 Share capital

	Group and Company 2024 £m	2023 £m
Ordinary share capital		
Issued and fully paid		
1 ordinary share of £1 each	-	-

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

25 Revaluation reserve

When effective freehold land and buildings are revalued any gains and losses are recognised in the revaluation reserve, except to the extent that a revaluation gain reverses a revaluation loss previously recognised in profit or loss or a revaluation loss exceeds the accumulated revaluation gains recognised in the revaluation reserve; such gains and losses are recognised in profit or loss. The associated deferred tax on revaluations is also recognised in the revaluation reserve. Amounts representing the equivalent depreciation are transferred to profit and loss reserves annually and the full amount is transferred on disposal of the associated property.

26 Hedging reserve

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the hedging reserve along with any associated deferred tax. Amounts recognised in the hedging reserve are reclassified to profit or loss in the periods when the hedged item is recognised in the profit and loss account.

27 Operating lease commitments

Lessee
The Group leases various properties and items of equipment under non-cancellable operating leases. The leases have various terms, escalation clauses and renewal rights.

27 Operating lease commitments **(Continued)**

At the reporting end date there were outstanding commitments for future minimum lease payments under non-cancellable operating leases, falling due as follows:

	Group		Company	
	2024	2023	2024	2023
	£m	£m	£m	£m
Within one year	0.6	0.6	-	-
Between one and five years	1.9	1.9	-	-
In over five years	10.6	11.0	-	-
	13.1	13.5	-	-

Lessor
The Group leases a proportion of its licensed estate and other unlicensed properties to tenants. The majority of lease agreements have terms of 21 years or less and are classified as operating leases.

At the reporting end date the following minimum lease payments were contracted with tenants:

	Group		Company	
	2024	2023	2024	2023
	£m	£m	£m	£m
Within one year	4.3	6.2	-	-
Between one and five years	10.1	12.6	-	-
In over five years	7.5	7.7	-	-
	21.9	26.5	-	-

28 Capital commitments

At 28 September 2024 capital commitments were as follows:

	Group		Company	
	2024	2023	2024	2023
	£m	£m	£m	£m
Contracted for but not provided in the financial statements:				
Acquisition of tangible fixed assets	0.6	0.5	-	-

29 Related party transactions

On 9 August 2005 Marston's Pubs Limited was loaned £805.0m by Marston's Issuer PLC and on 22 November 2007 a further £330.0m was loaned by Marston's Issuer PLC. In addition, interest rate swap contracts entered into by Marston's Issuer PLC are used by Marston's Pubs Limited in relation to both the above loans. Interest of £7.8m (2023: £9.7m) had accrued on the loans and associated swaps at 28 September 2024 and capital repayments of £49.1m (2023: £41.3m) were made during the period. The total amount payable in relation to the swap arrangements at the period end was £59.4m (2023: £37.4m). Total interest charged was £34.9m (2023: £32.9m) and the outstanding balance of the loans at the period end is disclosed in note 21.

30 Controlling party

The immediate parent undertaking is Marston's Corporate Holdings Limited. The ultimate parent undertaking and controlling party is Marston's PLC, which is the parent undertaking of the smallest and largest group to consolidate the financial statements of Marston's Pubs Parent Limited. The registered office of Marston's PLC is St Johns House, St Johns Square, Wolverhampton, WV2 4BH and copies of the Marston's Group accounts can be obtained from the General Counsel & Company Secretary at this address.

31 Cash generated from Group operations

	2024 £m	2023 £m
Loss for the period after tax	(163.6)	(157.4)
Adjustments for:		
Taxation credited	(52.8)	(43.0)
Finance costs	259.9	232.2
Investment income	(0.3)	(0.2)
Loss/(profit) on disposal of tangible fixed assets	4.4	(4.6)
Write-off of goodwill on disposal	0.2	0.3
Amortisation and impairment of intangible fixed assets	8.3	8.5
Depreciation and impairment of tangible fixed assets	12.2	30.6
Other gains and losses	30.4	19.6
Movements in working capital:		
Decrease/(increase) in stocks	0.1	(1.5)
(Increase)/decrease in debtors	(0.3)	3.0
(Decrease)/increase in creditors	(0.1)	3.2
Intercompany movement	(4.4)	(15.0)
Cash generated from operations	94.0	75.7

32 Analysis of changes in net debt

	1 October 2023	Cash flows	Other non-cash changes	28 September 2024
	£m	£m	£m	£m
Cash at bank and in hand	20.0	13.6	-	33.6
Borrowings	(2,296.1)	57.8	(222.9)	(2,461.2)
Net debt	(2,276.1)	71.4	(222.9)	(2,427.6)