SSP The Food Travel Experts

SSP Group plc | Annual Report and Accounts 2023

The best part of the journey

Who we are

We are the food travel experts. Present in 37 countries globally, we design, create and operate food and drink outlets in locations where people are on the move.

Whether our customers are flying abroad on holiday or commuting to work by train, we are committed to making their food and drink experience the best part of the journey.

2023 highlights

Acquisition of Midfield concessions business in USA

£3.0bn
revenue

c.320
new units won

Net-zero targets validated
by the Science Based Targets initiative (SBTi)

£166.8m
operating profit on a reported basis under IFRS 16

20%
increase in colleague numbers

7.1p
underlying pre-IFRS 16 EPS

1.0p
IFRS 16 reported EPS

42%
reduction in absolute Scope 1 and 2 greenhouse gas (GHG) emissions from our 2019 base year

Reintroduction of ordinary dividend

Contents

Catch up with our latest news and learn more about us on our website: www.foodtravelexperts.com

This report is complemented by our Sustainability Report, which can be found on our website: www.foodtravelexperts.com/sustainability

SSP at a glance

Our purpose

The best part of the journey

Our purpose – to be the best part of the journey – defines our culture and drives us to achieve our vision.

Our vision

To be the world's best travel food and beverage company

To be the leader in our sector, we need to consistently deliver the highest quality food and best experiences, as well as create long-term value for all our stakeholders in a sustainable way.

Our values and culture

Our values play a key role in enabling us to be the best part of the journey. They were developed in consultation with our teams across the world. They guide our culture, behaviours and decisions, to ensure we act in the best interests of our stakeholders, the environment and our business.

- We are one team
- We are bold
- We are results focused
- We celebrate success
- We all make a difference

Our strategy

Our strategy is to accelerate revenue growth, including like-for-like and new business growth, which we convert efficiently to drive profit, cash and economic returns.

We will do this by:

PIVOTING TO HIGH GROWTH MARKETS

ENHANCING BUSINESS CAPABILITIES; DRIVING COMPETITIVE ADVANTAGE

DELIVERING OPERATIONAL EFFICIENCIES

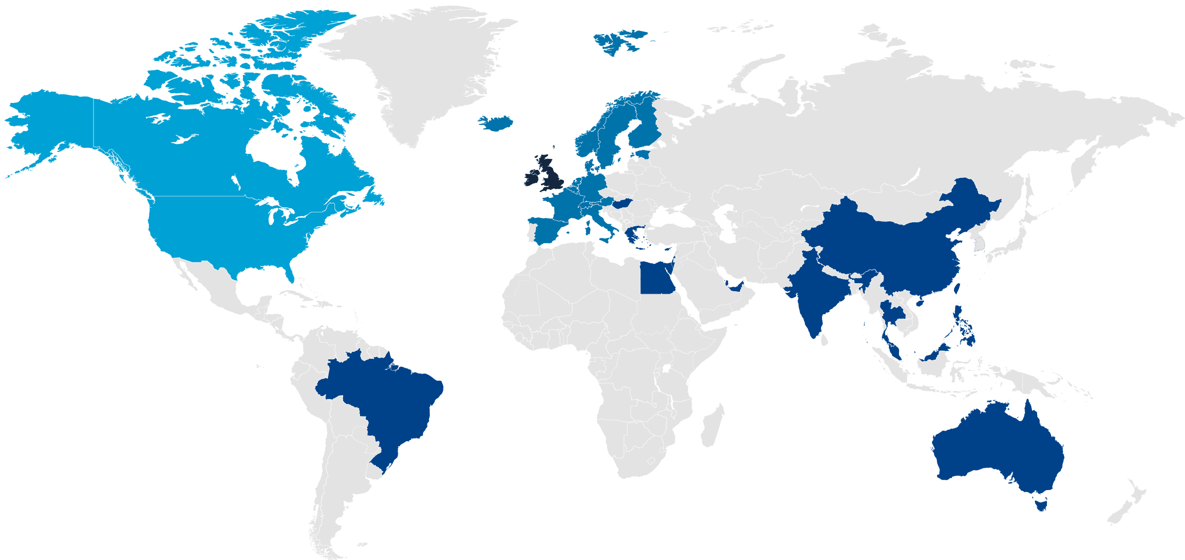
Find out more about our strategy on page 18.

Remuneration linked to performance

See how delivering our strategy is reflected in our executive remuneration.

Find out more in our Directors' Remuneration Report on pages 116-140.

Our global reach



We operate in 37* countries and territories, across four operating regions (or reportable segments):

- North America
- Continental Europe
- UK & Ireland (UK & I)
- Asia Pacific and Eastern Europe & Middle East (APAC and EEME)

37
countries

c.42,000
colleagues

c.600
locations across the world

c.550
brands

c.2,900
units

For more information about our regions, see pages 32-39.

*First unit in Italy due to start trading early December.

Our brand portfolio

We have a wide portfolio of brands, including our own and those we franchise, which cater to client and customer needs. Our brands range from well-known grab 'n' go sandwich shops and cafés to casual dining restaurants and bespoke high-end concepts, so we can respond to our customers' specific needs as they travel around the world. This strong brand line-up is key to our ability to win and retain contracts, as it gives clients confidence that we can meet our customers' diverse needs with a variety of food and drink and convenience retail options. We operate international brands, national brands and local heroes, which are prominent brands in specific markets, as well as brands and concepts that we have created.

Brands we have created

International brands

National brands

Bespoke concepts

Brands we franchise

International brands

National brands

Local heroes

Driving momentum

"Our purpose is to be the

best part of the journey

2023 has been a year of momentum. We've seen a strong recovery in travel, made great progress against our strategic priorities, and delivered a financial performance at the top end of our expectations.

We will continue to build on this strong momentum into next year and, as always, we will be driven by our purpose to be the best part of the journey."

Patrick Coveney
Group CEO

Announcing an important step in our strategy to accelerate growth in North America

Through the acquisition of the concessions business of Midfield Concession Enterprises Inc., we've added 40 new units at seven airports, including four new locations (Detroit Metropolitan Wayne County, Denver International, Philadelphia International and Cleveland Hopkins International).

Developing exciting new brand propositions

Two exciting new partnerships in the UK and Europe: The Breakfast Club and BrewDog

We are experts at identifying brands that customers love and working in partnership to ‘travelise’ them, making them relevant for the travel environment. We opened The Breakfast Club’s first airport restaurant in London Gatwick and two BrewDog units: one at Amsterdam Central Station, the brand’s first opening in a mainland European travel location, followed by a second opening at Gatwick Airport in December 2023.

Progressing our journey to net zero

Validation of our net-zero targets

Our net-zero targets have been validated by the Science Based Targets initiative (SBTi), the global body for validating emissions reduction targets in line with the latest climate science. Importantly, our near- and long-term net-zero targets cover GHG emissions across our value chain (Scopes 1, 2 and 3), including upstream supply chain and downstream end-use.

Investment case

Why invest in SSP?

1

Leading market positions in growing food travel sector

- Operating in an industry with long-term structural growth trends.
- Exposure greatest to air, domestic and leisure travel where trends are most supportive.
- More than 20 global market-leading positions in travel food markets.[1]

30% expected increase in passenger levels in N. America v.2019 by 2030

60% expected increase in passenger levels in Asia v.2019 by 2030

*IATA, IATA PAX-IS, Oxford Economics, expert interviews.

Read about our markets on pages 12-15 and find our regional reviews on pages 32-39.

2

Strong business platform

- Years of specialist know-how in an environment with a highly complex operating model.
- Diverse client base, typically seeking a large tender size, and many long-standing relationships.
- Flexible and extensive brand portfolio, which we constantly enhance to meet different client requirements.

c.600 locations across the world

Read more about our brand and client relationships in our strategy section pages 18-27.

3

Clear strategy for growth and returns

- Business model focused around delivering growth and maximising returns.
- Well positioned to benefit from growth trends, particularly in the USA and Asia Pacific.
- Secured pipeline to deliver new business growth, shifting our mix of business towards higher growth markets.

c.110 new contract wins in 2023

Read more about our growth strategy in our strategy section pages 18-27.

1 SSP Rights Issue Prospectus, 17 March 2021.

4

Disciplined financial framework

- Highly disciplined use of capital.
- Clear priorities for capital allocation, including restarting ordinary dividend payments for 2023.

3-4 years

average discounted payback on new growth investment

Read more about our financial performance in the Financial review pages 57-65.

5

Sustainability embedded in what we do

- Sustainability Strategy covers three priority areas: Product, Planet and People.
- Global targets for 2025 in each area, and our science-based target to reach net-zero GHG emissions across our value chain (Scopes 1, 2 and 3) by 2040, from a 2019 base year.

A

MSCI ESG RATINGS A
CCC | B | BB | BBB | A | AA | AAA

MSCI A-rating

Read more in our 2023 Sustainability Report, including our ESG ratings on page 65.

6

Engaged, diverse and talented leadership team

- Highly experienced and diverse leadership team, with a balance of recently appointed and well-established leaders.
- Broad range of experience across the F&B, travel, hospitality and retail industries.

Read more about our Group Executive Committee in the Governance Report starting on page 80.

7

Strong financial performance

- Sales volumes recovering rapidly to pre-Covid-19 levels.
- Our KPIs demonstrating a rapid rebound as revenue recovers.
- Balance sheet strengthened.

108%

revenue as % of 2019 levels

Read more about our financial performance in the Financial Review pages 57-65.

Strategic Report

Strategic report

Chair's statement

> The SSP team has delivered excellent results and made significant progress on the business' strategic priorities.

Dear Shareholders,

2023 has been a year of strong and sustained growth for SSP. Patrick and the SSP team have delivered excellent results and made significant progress on the business' strategic priorities. On behalf of the Board, I'd like to thank the Group Executive Committee and the entire SSP team for their dedication and commitment to fulfilling our purpose of being the best part of the journey.

Patrick will elaborate more fully in his statement, but I'm extremely pleased with the progress we've made against the strategy we set out at the beginning of last year, which has enabled us to capitalise strongly on the rebound in passenger numbers. As a result, we saw revenues strengthen significantly, delivering profits (at an underlying EBITDA level) at the top end of expectations and underlying pre-IFRS 16 EPS in line with guidance.

Returns to shareholders

Having become more cash generative and having successfully de-levered the balance sheet to 1.4x net debt/EBITDA through the course of the year, we are pleased to recommend the reinstatement of the year-end dividend at 2.5p per share for the first time since the pandemic.

People and Culture

Our colleagues are the heart of our business, and having a skilled, committed and engaged workforce is critical to our success. We strive to be a better business and to create a culture which is more inclusive. We believe that a strong culture that brings together people with differing skills, experience and cultural backgrounds makes for better decision-making. This year, alongside rolling out diversity, equity and inclusion training to all of our senior teams across the Group, we have also built upon the success of colleague networks launched last year and launched new ones, including iVibe in the UK and the Global Women's Leadership Network. Our commitment to diversity starts at the top and, to build on this, we formally amended our Board Diversity Policy, aligning our targets on senior leadership with the Board, with a commitment to achieve at least 40% gender diversity by 2025.

Sustainability momentum

This past year, we made good progress against our sustainability commitments, focused around three key pillars: Product, Planet, People. A key highlight was the approval of our ambitious net-zero targets by the Science Based Targets initiative. Reaching net zero will be a challenging undertaking, but we have a clear roadmap for the next decade and beyond and, with the strength of our commitment, strategy and partnerships, we believe we can, together, drive positive change across the food travel sector. We communicated our ambitions at our inaugural SSP Investor ESG event, which I attended earlier this year. More can be found in our Sustainability Report, also published today.

Governance

Our strategy is underpinned by a commitment to operate to a high standard of corporate governance, accountability and transparency and the Board is responsible for ensuring this is the case. The Board and I were hosted by our teams in four different countries for site visits during the year (in the USA, India, Norway and Ireland), which presented us with an excellent opportunity to see the business first-hand and engage with our colleagues. I was personally struck by how many view their teams as their family and the care and compassion they have for each other. Judy Vezmar, our Independent Non-Executive Director for Workforce Engagement, held additional in-person and virtual meetings with colleagues across the business, bringing insightful feedback from these sessions to our Board meetings to feed into our decision-making.

Remuneration

Our approach to reward is to link remuneration with the Group's key strategic objectives, both financial and non-financial, while delivering long-term, sustainable growth for shareholders. After a thorough review, we consider that our Remuneration Policy remains well suited to our stage of growth and, as such, the updated version to be put to a vote by our shareholders at our next AGM will be largely in line with the current policy. More information on how we ensure that our approach to remuneration supports our strategy is available in the Directors' Remuneration Report on pages 116-140.

Looking ahead

We have a strong plan to generate growth as demand for travel continues. Whilst there is an element of uncertainty, we enter the next year with optimism, and look forward to hosting our next AGM on 30 January 2024. Further information is available in the Notice of Meeting.

Mike Clasper
Chair
5 December 2023

CEO's statement

"What's clear is that we have strong momentum across the business… and are fulfilling our purpose of being the best part of the journey."

Overview

Now having been in the CEO role for nearly two years, I've travelled to more than 20 of our country markets. This has allowed me to test our strategy, visit hundreds of SSP outlets across the world and build stronger relationships with our clients, brand and joint venture partners and, of course, our colleagues. What's clear is that we have strong momentum across the business. The travel market has recovered strongly, with passenger numbers growing sharply across all our markets, most significantly in North America and Asia Pacific. We've invested in our foundations, in particular our customer proposition and brand portfolio, to drive like-for-like sales and have made considerable progress on our technology and sustainability agendas. We've driven significant new business gains, completed two acquisitions and, importantly, we have maintained our strong focus on operational efficiency, which has helped us mitigate the impact of very high levels of cost inflation. Together, this has driven a strong performance in the year. Thanks to the skill and dedication of our colleagues, we have not only delivered at the top end of our revenue and pre-IFRS 16 underlying EBITDA expectations, but we are fulfilling our purpose of being the best part of the journey.

Performance momentum

Our strategy, coupled with an efficient economic model, has enabled us to deliver strong performance at Group level. Revenue was £3bn, a 38% increase on last year at actual exchange rates. This was driven by strong like-for-like sales growth of 32%, resulting from the combination of the continued recovery in passenger numbers, especially in the air sector, and our strengthening customer offer and digital proposition. Our performance was particularly strong in the second half, when our comparator was more 'business as usual' after the rebuild from Covid-19, with revenue up 25% and like-for-like sales up 19% year-on-year.

Our strongest performance was in the North America and APAC and EEME regions, with revenues reaching £669m in North America (a 47% increase on last year) and £431m in APAC and EEME (a 74% increase on last year). In Continental Europe, revenues reached £1,137m, a 31% increase on last year. In the UK and Ireland, sales strengthened materially to £774m, reflecting the higher mix of the air channel, and despite the disruption from ongoing strikes in rail.

The macro-economic environment continued to present challenges throughout the year, not least from inflationary pressures. However, we were successful in mitigating these challenges to deliver good margin progression and full year profitability at the upper end of the range we set out earlier in the year.

Despite a higher investment in capital projects, a strong focus on cash and working capital delivered a free cash outflow of c.£125m, ahead of our expectations at the start of the year, leaving pre-IFRS 16 net debt at £392m and leverage at 1.4x (net debt to pre-IFRS 16 underlying EBITDA). Underlying pre-IFRS 16 EPS was within the previously indicated range at 7.1p, up 11.6p versus last year.

A video Q&A with the CEO can be found by scanning the QR code or online at www.foodtravelexperts.com/investors/annualreport

Strategic momentum

This momentum in performance was supported by the progress we made against our strategic priorities, focusing on our high growth regions and channels and enhancing our capabilities while driving efficiencies.

Geographically, we are continuing to pivot more towards North America and Asia Pacific and to pursue selective growth in the UK, Continental Europe and EEME. In the year, we've delivered strong levels of new business, with approximately 110 new contracts won. Our secured pipeline of contracts yet to open now represents estimated annualised revenues of c.£450m. Once fully mobilised, approximately two-thirds of this pipeline will be delivered in North America and Asia Pacific and EEME, where we go to market with the help of local joint venture partners. We also completed the strategic acquisition of the concessions business of Midfield Concession Enterprises, Inc. in the USA, which was a particularly important step in expanding our presence in North America.

38%
YoY revenue increase

97%
YoY EBITDA increase

Additionally, we opened around 400 units across all regions, and I'd like to highlight the progress we made in the Asia Pacific region and in particular Malaysia, where we opened 29 units in one year alone. We also entered two new markets – winning contracts in Iceland and Italy with new units at Reykjavik Airport and Rome Termini station.

Building our capabilities and driving competitive advantage has been a key strategic focus, and we've made excellent progress across customer, digital, people and sustainability. On our customer offering, we introduced many examples of on-trend, exciting propositions, such as The Mezz in Ireland, The Farmers' Market in the USA, Imm Rice & Noodle in Thailand and Helsinki food court in Finland. We also strengthened our relationships with existing brand partners including Pret A Manger in Europe and built strategic new ones, including The Breakfast Club in the UK, BrewDog in the UK and Europe, and NamNam in Singapore.

We significantly progressed our digital offer, rolling out Order at Table technology at our bars and casual dining outlets and adding self-order units across many of our quick service restaurants.

Our people are crucial to our success, and this has been a year of important growth for us as we now count around 42,000 SSP colleagues, a 20% increase on last year. We made good progress against our People Strategy, reinforcing our focus on health and safety, and I'm particularly pleased that 76% of our colleagues completed our Colleague Engagement Survey, in which we achieved an overall score of 3.98 out of 5.

I'm very pleased with the continued momentum on our Sustainability Strategy, and the good progress we've made towards the delivery of our sustainability commitments. We have a clear plan of action to achieve net-zero GHG emissions across our value chain by 2040, and our near- and long-term targets have been validated by the Science Based Targets initiative.

Finally, running efficient operations remains part of our DNA, and this year, we relaunched our multi-year value creation plan, which supports the delivery of strong profit conversion.

Well positioned for future momentum

The key relationships we have with our clients, brand and JV partners and teams has enabled us to deliver a strong performance and will help us to deliver future growth. I would like to thank all SSP colleagues, from the management teams to every team member in our units, for their hard work, commitment and invaluable contribution to the business during the year.

There is good momentum across the business as we enter 2024. Our focus on higher growth markets such as North America and Asia Pacific, as well as our ongoing efforts to enhance our competitive advantages and increase efficiency, is delivering results. Looking ahead, though the macro-economic environment remains challenging, we continue to see significant opportunities for SSP to drive sustainable long-term growth and returns for the benefit of all our stakeholders.

Patrick Coveney
Group CEO
5 December 2023

Understanding our market

Our marketplace

Our core market is food and beverage provision in travel-related locations worldwide, principally within the air and rail channels.

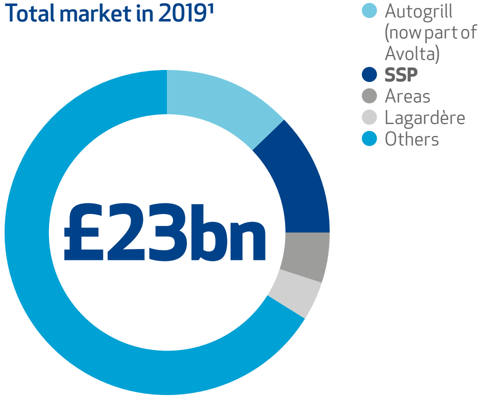
Pre-pandemic, the global food travel market was valued at approximately £23 billion of revenues (2019), of which approximately 80% was in air and 20% in rail.[1]

In 2023, c.70% of our business was in the air sector and c.25% was in the rail sector, with around c.5% from other areas, including motorway service areas (MSA), in-flight catering, retail, lounges and on-board rail catering.

Within this marketplace, our clients are the owners of the airports, rail stations and other locations at which we serve our customers – those who purchase the food and beverages we sell. While our commercial relationship is with the client, we have a mutual interest in delighting customers with quality and choice.

SSP's share represents c.11% of the total market. It is a very fragmented market, with the top four participants having just over a third of total revenues and a long tail of local and single-brand participants competing within regional travel markets.

Total market in 2019[1]



c.70%

percentage of our business in the air sector in FY23

c.25%

percentage of our business in the rail sector in FY23

c.5%

percentage of our business in other areas in FY23, including MSAs, hospitals and shopping centres, in-flight catering, non-travel convenience retail, lounges and on-board rail catering

1 SSP FY2019 (excluding Other Channel); Autogrill 2019 (excluding Motorways); Areas (Elior) 2018 (excluding motorways); Lagardère Travel Retail 2019 (estimated food service revenue).

Food travel sector trends

Positive travel momentum across the world

In 2023, global travel demand recovered strongly with a pronounced build back everywhere, particularly in North America and Europe where air travel volumes are approaching 2019 levels.

We saw significant growth in passenger numbers, and this is predicted to continue, with global air passenger traffic expected to reach 2019 levels by 2025.[2]

In particular, leisure, domestic and short-haul travel has led the recovery in the travel sector. As a result, we have seen a reweighting of our business towards leisure. The long-term rising trend in leisure travel plays well to our model, with leisure customers tending to have longer dwell times and indulging in F&B as part of their holiday experience.

Business and long-haul demand is also recovering, albeit at a slower pace, and in the past year particularly, we have seen 'bleisure' travel emerge: extending a business trip into a holiday or remote working. A recent survey found that 25% of travellers in the UK and Australia had extended their business trip for leisure purposes, 50% of travellers in the USA and almost 75% of travellers in India.[3]

The travel industry benefits from long-term structural growth

The markets we operate in are fundamentally attractive, and this is reinforced by the positive momentum we are seeing in the travel sector.

In the medium term, North America and Asia are expected to show the strongest growth. The passenger levels in Asia are expected to increase by 60% compared to 2019 levels by 2030 and by 30% in North America.[4]

We expect growth in our markets will be underpinned by longer-term trends, including:

- rising incomes in India and in emerging markets across Southeast Asia
- growth in low-cost carriers, leading to increased consumption in airports and higher demand for grab 'n' go food to eat on the plane
- major investment in travel infrastructure by both airlines and airports
- within airports, a shift in space allocation from retail towards food and drink.

Strong demand for food and drink experiences

Customers and businesses face multiple economic headwinds, with increasing inflation impacting customer spending power. However, we believe our markets are fundamentally resilient to these pressures given the continued willingness to spend on travel.

The recovery has been driven by high-income households, which now place a greater importance on travel than before the pandemic: people with higher income (higher than 200% of the median income) strongly agree that 'travel has become more important since the pandemic'. They are more willing to discover new experiences and are less budget-conscious when travelling. They are also prepared to 'trade up' for premium, innovative and interesting new experiences, and they now place greater importance on travel than before the pandemic.[5]

We know that food and drink experiences when travelling are also increasingly important to customers. More than half of travelling customers see eating and drinking at the airport as an important part of their journey. More than 80% of customers we recently surveyed are now likely to buy food and drink at the airport, with a growing proportion seeking out more ethical and sustainable food.[6] Because of longer dwell times, customers also spend more time consuming food and drink at the airport than they used to before the pandemic. This is contributing to higher demand and an average increased spend per customer.[7]

2 Airports Council International, data as of June 2023.
3 Skift Research, data as of April 2023. Survey conducted in March 2023, n: US= 507, UK= 458, Australia= 414, India= 445.
4 IATA, IATA PAX-IS, Oxford Economics, expert interviews. Data as presented at SSP Group 2022 Preliminary Results.
5 Source: YouGov, Global Travel and Tourism Whitepaper, 2023.
6 SSP's Food Travel Insights Survey, 2022.
7 SSP's Food Travel Insights Survey, 2022.

Key trends in our markets

Several trends influence and impact our sector and our business. We monitor and adapt to these trends to meet ever-changing stakeholder expectations.

Concerns over economic context

Rising inflation and interest rates have been a significant concern globally since spring 2022, impacting the wider macro-economic environment and customer spending and leaving economic optimism at an all-time low.

However, the impact of inflation is affecting our customers differently. As noted previously, air travellers are on average more affluent than the general population, which makes them less price-sensitive, and they are willing to trade up for premium, innovative and interesting new experiences. Our research shows that 40% of customers are willing to pay more for the best quality food and drink.[10]

How we are responding

- **Tiered approaches to our proposition:** We have a tiered approach to our offer to cater for all our customers' needs. Our wide portfolio of brands has options for different budgets; from affordable healthy grab 'n' go outlets and food courts where customers can find a variety of options in one location, to casual dining restaurants. We are constantly developing our portfolio to ensure we have a mix of value and premium brands to respond to the needs of our different customers. We are also optimising our menus to include premiumised items and more affordable options. Our 'good, better, best' approach means we can offer an exciting, tasty experience to suit everyone.

Read more about how we are supporting our colleagues and customers on pages 43 and 42.

10 SSP's Food Travel Insights Survey, 2022.

Health and wellbeing

We operate in a dynamic sector, in which customer and client needs are constantly evolving. Customers are increasingly aware of the importance of a healthy diet, with 67% of customers in our Food Travel Insights Survey saying they want healthy food and drink options when travelling.

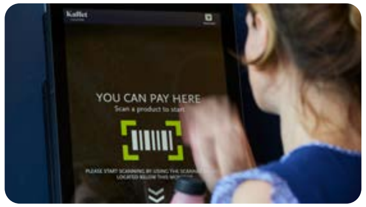
This 'health-conscious' approach is now key for our customers, who are looking for nourishing whole foods in line with their healthier lifestyle choices. They are looking for transparency and clear nutritional information, so they can make informed decisions when selecting food options that meet a wide range of dietary needs and, importantly, food that is appealing and tastes good.

Additionally, the increased penetration of connected health wearables makes it easier for customers to use technology to measure their health. The use of scanning apps to analyse the health score of food products has also helped people to understand more about healthy, whole foods.

How we are responding

- **A Better Choice:** In 2023, we launched our 'A Better Choice' toolkit, which uses simple iconography to help our customers more easily identify healthier menu options. It is based on best practice from our Norway business. 'A Better Choice' labelling emphasises fruits, vegetables, whole grains and a variety of protein foods, such as seafood, lean meats and poultry, eggs, legumes, soy products, nuts and seeds. It also highlights food choices lower in added sugars, sodium, saturated fats, trans fats and cholesterol.
- **Opening new wellness-orientated outlets:** We are adding brands to our portfolio which focus on wellness and healthier offerings. For example, in 2023, we expanded Soul & Grain in the UK with openings in Bristol, Newcastle and London City airports.

Read more about how we are embedding sustainability into our customer proposition on pages 15-23 of our 2023 Sustainability Report.



Increasing digital competency

Travellers are largely connected and rely on their digital devices during their journey. They are more likely to spend time on the internet while consuming food and drink at the airport than talk to someone and they expect to find charging points and Wi-Fi access at every step of their journey.[11]

Digital services are important to customers to simplify their journey, with one in five declaring it is important for them to be able to order food digitally.[12] Separate stages of a customer journey are being rolled into a single, seamless, tech-enabled interaction, and customers can now browse menus, customise orders and track preparation and delivery for a more personalised experience.

Digital ordering systems such as OAT (Order at Table) and digital kiosks in quick service restaurants can give back control to customers and alleviate the time and space pressures they're under when travelling.

How we are responding

- **Rolling out digital ordering technology:** We are continuing to roll out digital ordering and payment systems. We also started to incorporate the use of Artificial Intelligence, enabling us to pitch more relevant menu options to customers through digital ordering and driving up transaction values.
- **Simplifying our customers' journey:** We want to make sure connected customers find the ease they're looking for when travelling. For example, we are equipping our sit-down units with charging points and USB ports.

Read more about our digital innovations on page 24.

11 SSP's Food Travel Insights Survey, 2022.
12 SSP's Food Travel Insights Survey, 2022.

Climate protection

Changes in the Earth's climate are being observed in every region and across the whole climate system.[13] Biodiversity loss is exacerbating the issue as it reduces the capacity of ecosystems to adapt and build resilience.

The role of food systems and agriculture as central to climate action efforts was a key part of the agenda at the COP28 Climate Summit in 2023. This is supported by a growing body of evidence showing that a shift to sustainable diets can deliver a triple win for climate, nature and health.[14]

People are increasingly concerned about how their choices and purchases affect the environment, individuals and communities, both locally and globally. Our customers want to know how their food is produced, transported and processed, and how they can limit their own environmental impact, avoid animal suffering and help tackle climate change.

While we are acutely aware of the impacts of the aviation industry on our environment and biodiversity, we have an opportunity to work together to drive positive change and make the airport experience as sustainable as possible.

How we are responding

- **Science-based net-zero target:** We have a science-based target to reach net-zero greenhouse gas (GHG) emissions across our value chain by 2040, from a 2019 base year. With nearly 90% of our footprint relating to indirect Scope 3 emissions, we are collaborating with our suppliers, clients and brand partners to drive emissions reductions.
- **Reimagining food for people and the planet:** We are taking an integrated health and climate approach to developing our F&B offerings, focused on: sourcing, recipes, menus and brands. In 2023, we partnered with Klimato, a leading provider for calculating the carbon footprint of our recipes using a comprehensive database of country-specific, peer-reviewed life cycle analysis data. We are using the insights to identify areas where we can reduce the impact of our existing recipes or develop lower-impact alternatives, while maintaining customer appeal.

Read about our net-zero strategy on pages 28-29 and pages 28-33 of our 2023 Sustainability Report.

13 IPCC, 2022: Climate Change 2022: Impacts, Adaptation and Vulnerability. Contribution of Working Group II to the Sixth Assessment Report of the Intergovernmental Panel on Climate Change.
14 (a) EAT (2019). The EAT-Lancet Commission on Healthy Diets From Sustainable Food Systems; (b) WWF-UK (2023). Eating for Net Zero: How diet shift can enable a nature positive net-zero transition in the UK.

Our business model

Delivering sustainable value for all stakeholders

Our competitive advantages

Leading market positions
We have leading positions in some of the most attractive sectors of the travel food and beverage market, underpinned by our extensive brand portfolio and established management and operational teams across 37 countries.

Food travel expertise
We provide a compelling proposition for both clients and customers based on our culinary expertise. This includes a deep understanding of what our customers want, an extensive offering of brands and concepts to meet these needs, and expert knowledge of operating in complex and logistically demanding travel environments.

Long-term client relationships
Our principal clients are the owners and operators of airports and railway stations, but we also have a presence in motorway service areas, hospitals and shopping centres. We have excellent, long-standing relationships with many clients and have high success rates in retaining our contracts.

Skilled and engaged colleagues
Our c.42,000 colleagues have a broad range of skills and experience spanning the food and beverage, travel and retail industries. In all our markets, we employ dedicated teams of senior managers focused on business development, sales, marketing and operations. Our managers are supported by experienced, locally-based teams.

Local insight and international scale
We have a deep knowledge of the individual markets in which we operate, which is further enhanced by our relationships with JV partners in select countries across Asia Pacific and EEME, as well as in the USA. Our strong local presence enables us to understand our customers' tastes and needs, maintain close relationships with clients and brand partners and creates a 'sense of place' in our units. Our international presence also gives us scale and additional expertise.

What we do and how we do it

We have years of specialist know-how in travel environments with a highly complex operating model.

Set up the right brands and concepts in the right locations

Understanding customer needs
We commission surveys, such as our Food Travel Insights Survey, to understand our customers' needs so that we can develop innovative concepts and brands aligned with their requirements. These insights inform our customer proposition, as we develop concepts adapted to the needs of passengers by geographies and customer segments.

Developing tailored food solutions
Customer insights enable us to tailor our offer to each travel location we serve. Our extensive brand portfolio includes brands we own, concepts we create and local hero and international third-party brands. We specialise in travelising menus, bringing quality food and beverages to those on the move.

Deliver the best food and beverage experiences in travel

Supplying food, beverage and other consumables with integrity
The food we serve and products we sell are primarily sourced from local suppliers and wholesalers. We source our products and ingredients with due care for the environment and the people involved in their production and manufacture.

Providing operational excellence and superior customer service
We operate F&B units within our clients' travel locations, delivering efficiency and performance to clients, brand partners and colleagues. The quality of our food and high service standards help us to maintain and extend existing contracts and win new business.

Creating long-term sustainable growth and returns through our performance framework

We have a well-established framework, which underpinned our performance and helped us deliver a strong track record of shareholder value creation leading up to Covid-19.

This disciplined approach to financial management continues to enable us to grow our business sustainably.

Like-for-like revenue growth

- Brand portfolio enhancement
- Range and menu optimisation
- Customer research and insights
- Implementation of digital customer solutions

Profit conversion

- Gross margin optimisation
- Labour and overhead efficiency
- Managing rent and franchise fees
- Technology and automation

Cash flow generation

- A high conversion of profitability to cash
- Reinvesting to enhance our competitive strengths
- Prioritising organic expansion
- Allocating cash to maintain a strong balance sheet and create shareholder value

New business development

- Contract renewals and extensions
- Mobilisation of existing pipeline
- New contract wins
- Disciplined M&A

Find out more about our strategy on pages 18-27.

The value we create for our stakeholders

Customers

By offering great tasting, nutritious and sustainable food and drink for people on the move.

4.2/5.0

Customer feedback score

Colleagues

By being a great place to work where everyone can fulfil their potential.

3.98/5.0

score in Colleague Engagement Survey

Investors and lenders

By generating sustainable long-term profitable growth and returns.

2.5p

proposed year-end dividend

Clients

By delivering exceptional service to their passengers.

Joint venture partners

By helping them grow their businesses through new opportunities.

Brand partners

By being their preferred partner for operating in the travel sector.

Suppliers

By building mutually beneficial relationships.

Communities, NGOs and society

By positively impacting our planet and wider society.

Governments and regulators

By supporting local economies and contributing our experience and expertise to areas of policy development.

Find out more about how we engage with our stakeholders on pages 40-49.

Our strategy

Our path to long-term success

Remuneration linked to performance
See how the delivery of our strategy is reflected in our executive remuneration.

Find out more in our Directors' Remuneration Report on pages 116-140.

To deliver our purpose and vision, we are focused on growing our market-leading positions in the food travel sector in international markets. Our strategy is to accelerate revenue growth, including like-for-like and new business growth, which we convert efficiently to drive profit, cash and economic returns. We will do this by:

PIVOTING TO HIGH GROWTH MARKETS

ENHANCING BUSINESS CAPABILITIES; DRIVING COMPETITIVE ADVANTAGE

DELIVERING OPERATIONAL EFFICIENCIES

Read more about our progress on each strategic pillar on pages 19-27.

Our strategy drives our performance framework

Our disciplined approach to financial management continues to enable us to grow our business sustainably.

Read more about our business model on pages 16-17.

Pivoting to high growth markets

Priorities:
- Increasing focus on air channel
- Accelerating growth in North America and targeted Asia Pacific
- Growing selectively in the UK, Europe and EEME

Associated KPIs:
- Net gains
- Revenue
- Like-for-like revenue

Associated risks:
1. External environment
2. Labour
7. Mobilisation of pipeline
8. Competition landscape
13. M&A activity
14. Expansion into new markets

Read more on pages 19-20.

Enhancing business capabilities; driving competitive advantage

Priorities:
- Developing great customer propositions
- Digitising our business
- Supporting our people and culture
- Building a sustainable business

Associated KPIs:
- Like-for-like revenue
- Colleague engagement score
- Customer feedback score
- Women in senior leadership roles
- Carbon dioxide equivalent

Associated risks:
2. Labour
4. Health & safety
9. Senior capability
11. Sustainability

Read more on pages 21-25.

Delivering operational efficiencies

Priorities:
- Revitalising our efficiency programme
- Optimising procurement
- Utilising more technology and automation

Associated KPIs:
- Underlying profit margin
- Underlying operating profit
- Leverage
- Free cash flow
- Underlying EPS

Associated risks:
1. External environment,
3. Supply chain, 4. Health & safety
5. Information security,
6. Compliance, 7. Mobilisation of pipeline, 8. Competition landscape,
10. Efficiency programmes,
12. Brand portfolio and customer demand

Read more on pages 26-27.

c.80%
of new business wins were in the air channel

c.200
new units won across North America and Asia Pacific

Pivoting to high growth markets

Focusing on high growth channels and geographies

We are focusing our resource and investment proactively on high growth channels and geographies.

Highlights from 2023

- c.80% of new business wins were in the air channel.
- Won 85 units in North America and 112 across Asia Pacific.
- Completed the acquisition of the concessions business of Midfield Concession Enterprises, Inc. in the USA.

Priorities for 2024

- Accelerate in high growth markets including North America and Asia Pacific.
- Continue to target selective growth opportunities in air across the business and rail in the UK, Europe and EEME.
- Target attractive new markets.

Find out more about our KPIs on pages 30-31 and our associated risks on pages 66-77.

The future growth and returns of our business will be principally driven by the air channel. Several trends in the sector make the air channel particularly attractive:

- more airports being built and more space being allocated to food and beverage and with greater prominence
- the removal or reduction of in-flight catering leading passengers to consume more food and beverages pre-flight
- increased air-side dwell time due to increased airport security requirements and airport investments to improve speed of processing security clearance.

As the travel market recovers, the fastest growth in the air channel is expected to be in North America and Asia, regions where passenger levels are forecast to grow by 60% compared to 2019 levels by 2030 in Asia and by 30% in North America.[1]

To reflect this, we identified the following regional priorities:

- accelerate growth in North America and in targeted Asia Pacific countries
- grow selectively in the UK, Europe and EEME.

We see considerable opportunity to build on our strong platforms in our large developed markets, notably in North America, where we have a low market share and a unique business model. We are also looking to expand rapidly in Asia Pacific.

Client expansion projects and investment in developing new infrastructure are expected to be a long-term focus area for our industry.

Our strong financial position and track record of delivery for clients put us in a good position to capitalise on these growth opportunities.

We have a track record of delivering profitable new space and in the three years before Covid-19, we added c.5%-6% of revenue from net gains annually. We invest in contracts with the right strategic fit and that are expected to deliver financial returns in line with our criteria, which includes a 3-4 year discounted payback. Selective and disciplined infill M&A is an important part of our strategy to gain market scale.

Strong levels of new business development

In 2023, c.80% of our new business wins were in the air channel (by contract value), and we won contracts with 14 new airport clients, including Dulles Washington Airport in the USA, Calgary Airport in Canada, Menorca Airport in Spain and Krabi Airport in Thailand.

Geographically, we are making good progress in accelerating growth in North America and selected Asia Pacific markets, underpinned by adding new business development capability, proactive but disciplined capital allocation and strong JV partnerships. We have expanded our presence in the USA, with new wins at Fresno (California), Portland (Oregon) and Lubbock (Texas) airports. Consistent with our strategy of accelerating growth in North America, we announced the acquisition of the concessions business of Midfield Concession Enterprises, Inc. in the USA.

1 IATA, IATA PAX-IS, Oxford Economics, expert interviews. Data as presented at SSP Group 2022 Preliminary Results.

Pivoting

to high growth markets continued

Focusing on high growth channels and geographies continued

In Malaysia, we built on our existing presence at Kuala Lumpur Airport with two additional wins in new terminals. In Europe, we secured our first contracts in Iceland at Reykjavik Airport and Italy at Rome Termini station, bringing our footprint to a total of 37 countries.

Our secured pipeline of contracts yet to open now represents estimated annualised revenues of c.£450m. Once fully mobilised, approximately two-thirds of this pipeline will be delivered in North America and APAC and EEME. In these markets, we frequently operate with joint venture partners whose attributes include local knowledge, access to brands and concepts, and relationships with clients and government. They contribute to the capital costs of expansion in addition to taking a share of profitability.

We have also maintained high retention rates on contracts. For example, we had renewals (and therefore net gains) momentum in the UK and Europe with important and high-profile contract retentions at Cardiff, Newcastle, London Gatwick, Liverpool, Trondheim and Marseille airports.

Developing a great customer proposition is key to winning and renewing contracts. We are focusing on improving our casual dining and convenience retail offer, which is driving more new business.

Selection of new locations secured this year

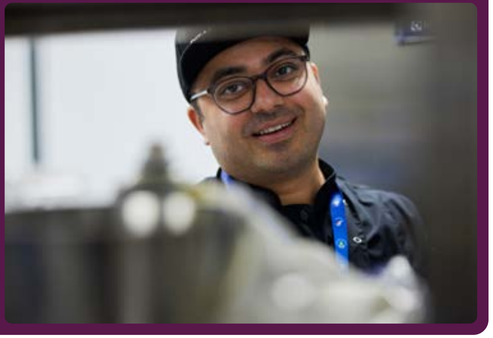
Strategy in action
Growing our business in India

India is a market experiencing rapid growth and offers a significant opportunity for SSP through our joint venture partnership, Travel Food Services (TFS).

We have operated in the Indian market since 2016 through TFS, in partnership with K Hospitality, and we are now operating in 14 airports including Mumbai and Chennai. Benefitting from the recovery of passenger levels, our business in India has seen rapid sales growth since our market entry and is now our second largest market by unit numbers.

Building on our presence in the country, we won an important tender as part of an expansion project at Delhi Airport for nine F&B units. Delhi Airport is the busiest airport in India, with substantial domestic and international traffic. The new units will include a prime food court, gathering a mix of local and international brands that will be built as part of the terminal expansion. We also won a contract to open a convenience retail outlet.

Additionally, we secured new contracts at Bengaluru, Hyderabad, Goa and Mopa airports.



100+
international brand partners

4.2/5.0
customer feedback score

Enhancing business capabilities; driving competitive advantage

Developing great customer propositions

Through our deep customer insights, food travel expertise, extensive portfolio of brands and innovative concepts, we deliver leading food and retail propositions aligned to our clients' needs and goals.

Highlights from 2023

- Rolled out our customer feedback tool, Reputation, across 14 markets.
- Achieved a global Reputation score of 4.2/5.0.
- Secured new brand partnerships, including NamNam and The Breakfast Club.
- Won more than 20 awards at industry conference FAB across best bar, casual dining restaurant and health-centred offer.

Priorities for 2024

- Expand our global brand partnerships.
- Finalise the refresh of our key own-brands, including Upper Crust, to continue meeting our customers' needs.
- Develop our retail and lounge expertise, with a focus on local knowledge.

Find out more about our KPIs on pages 30-31 and our associated risks on pages 66-77.

We put the voice of the customer at the heart of everything we do, so we can provide the brands, menus and experiences to meet their needs and ensure we're the best part of their journey.

Our broad portfolio of global, regional and local brands, to which we are constantly adding new and innovative concepts, enables us to meet both client and customer expectations. We work closely with our clients to develop formats and concepts that offer customers quality food and beverage and a great overall experience. This is critical to retaining existing business with our clients and winning new business.

To make better informed decisions, we have invested heavily in gathering customer insights and trends. In 2022, we undertook our largest-ever customer survey, which we are using to develop our propositions. We are also leveraging the feedback we receive from customers through our customer listening tool, Reputation.

Diversifying our formats

Our 'Food Travel Insights Survey' highlighted the value of bringing new and exciting experiences to customers. Continuing to innovate and develop new formats with 'travelised' menus is central to enhancing our customer proposition and we continued our good progress in this area. This year, we worked on enhancing our casual dining offer and opened new concepts including Hunt & Fish Grill in the USA and NamNam in Singapore. We have also made significant progress in developing our convenience retail offer. We are rolling out our SSP-owned retail concept Point, which is detailed in the case study. We are also scaling up our lounge offer and have won several new contracts in our high growth regions to operate lounges, including Malaysia and India.

Strengthening partnerships with clients and brand partners

Brand partners are integral to our success and in 2023, we secured several new partnerships, including The Breakfast Club and independent craft brewer BrewDog, which bolster our casual dining and bars offer in the UK and Europe.

Building long-term, trustworthy relationships with our brand partners is important as we work closely together to build a quality F&B offer that meets our customer needs. This year, we acquired the right to develop the Pret A Manger franchise in German-speaking Switzerland and we now run 22 outlets with the brand under franchise across Europe.

Developing innovative concepts

We are also curating new concepts, including food halls that combine multiple brands in one location. For example, in July we opened The Mezz at Dublin Airport, an innovative street food concept offering four different brands. The menu, service style and layout of The Mezz have been carefully curated to maximise operational efficiency, offering quick and consistent service to high volumes of customers, while maintaining great quality food and excellent customer experience. All orders are made through self-guided kiosks and prepared in a central kitchen, enabling a quick order to collection time of less than three minutes.

Strategy in action
Rolling out our retail concept 'Point' globally

With retail operations in Norway, Germany, Sweden, Spain, UK and India, we are experts in running retail convenience units, under franchise and through our own brands. Retail already accounts for around 15% of our sales and as the lines between retail and F&B are blurring, we see great opportunity to strengthen our retail expertise. We have started the rollout of our own convenience retail brand, Point, across our markets and aim to bring 'freshly made food to go' to the convenience sector.

Point's motto is to be 'fast, fresh & local' and it is designed to help travellers shop quickly, find delicious freshly made food and a range of global and local hero products. From an initial presence in the Nordics, we now operate 28 Point units and are set to open new stores in Zurich and Bangkok.

Enhancing
business capabilities; driving competitive advantage continued

c.42,000
colleagues across the world

3.98/5.00
score in Colleague Engagement Survey

Supporting our people and culture

People are at the core of our business and we're committed to ensuring that SSP is the best part of our colleagues' career journey.

Highlights from 2023
- 3.98/5.00 score in our Colleague Engagement Survey.
- 20% increase in colleague numbers.
- 37% of senior leadership roles held by women.
- Held safety forums in all our markets.
- Launched global careers website in six countries.

Priorities for 2024
- Introduce new development initiatives focusing on high-potential leaders.
- Launch our new safety induction training module across our markets.
- Roll out our global careers website across our 37 countries, for a consistent and simplified recruitment experience for candidates.
- Continue to embed DE&I across the business through local action plans and improve social mobility and representation in our senior leaders.

Find out more about our KPIs on pages 30-31 and our associated risks on pages 66-77.

By the end of 2023, we employed approximately 42,000 colleagues across the world, of whom 87% were team members or supervisors, 7% were operations and unit-level management and the remaining were support function colleagues.

Our approach to being the best part of our colleagues' career journeys is set by our People Strategy, which we launched in 2021 and is underpinned by our values. This year, we have continued to develop this strategy and have worked to embed it across our global business. In particular, we have strengthened our capabilities across several areas, including safety, colleague recruitment, retention, inclusion, engagement and skills development.

Attraction and retention
We have also enhanced our processes to ensure we continue to attract, recruit, and retain talent. To support our growth, we have implemented extensive recruitment, induction and skills training for new colleagues across our key markets.

We have further developed our Employer Brand and launched our global careers website through which we advertise all vacancies in one location. The site is live for six countries and will be rolled out to most of our 37 countries by the end of 2024.

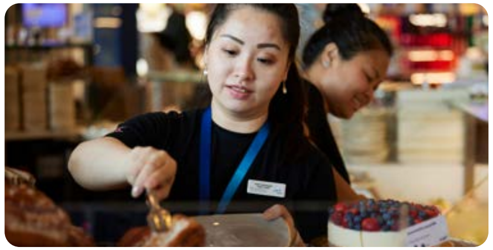
Inclusion
We are building a diverse, inclusive culture where everyone is welcomed, which reflects the communities where we operate and the customers, clients and stakeholders we serve.

We are proud of the progress we have made on gender diversity. We've exceeded the Board diversity target set by the FTSE Women Leaders Review, with 50% female board representation, and we have met the Parker Review ethnicity target with one director from an ethnic minority background. In addition, 37% of our Group Executive Committee and their direct reports are women. To build on this progress, the Board formally amended its Board Diversity Policy to include a new objective to achieve 40% women in senior leadership roles by 2025.

We recognise that we need to provide a safe space for colleagues to share their experience and build relationships. As well as our Global Inclusion Council, we also have a number of colleague networks, including iVibe, which celebrates multiculturalism, LGBTQ+ networks in the UK and Denmark, and a new Global Women's Leadership network. These networks help us spearhead influential DE&I conversations to drive lasting change across our business. Each network has a 12-month roadmap, a dedicated Chair or co-Chair, and an executive sponsor to ensure this focus is aligned to wider business priorities.

Enhancing

business capabilities; driving competitive advantage continued



Supporting our people and culture continued

Engagement

We carried out our third global engagement survey at the end of the first half of 2023, and our first in partnership with Gallup, who are industry leaders in colleague engagement. Over three-quarters of our colleagues took part. Gallup measures engagement using the 'Q12 index' which is a score out of 5. We registered an overall score of 3.98. As a result of the survey, we identified areas for improvement and developed action plans in collaboration with our senior leadership teams. The survey results were cascaded down to regional, country, site and team-level, with listening sessions held to encourage open and honest discussions.

Training and development

In 2023, we implemented new initiatives, including the rollout of our High-Five customer service training across the globe, our Team Leaders Development Programme in the UK and focused on developing engaging and accessible training materials.

'Learning by doing' is widely recognised as the most effective way of learning. To encourage learning and improve the accessibility of our programmes, we piloted a gamified customer service training for our colleagues in the Nordics. 95% of colleagues who conducted the training agreed that it helped them understand how they can provide great customer service. We are now rolling out our gamified training platform to the DACH region, with plans to launch it in all our Continental Europe markets.

Safety and wellbeing

Collaborating closely with our colleagues, clients, brand partners and suppliers, we are dedicated to fostering a positive safety culture at all levels of our business.

We maintain the highest food safety standards, aligned to the Hazard Analysis Critical Control Point management system, an internationally recognised standard. For customer safety, we ensure our colleagues are fully trained and that our processes comply with all government requirements and guidelines.

Throughout the past twelve months, we have invested significantly in our resources and capabilities. We have enhanced our Group Safety team and put in place new ways of working, which will enable us to identify and share best practice, and stronger processes for data sharing and reporting.

We've rolled out our Global Safety Governance and Management Framework, a global initiative driven by our Board and Leadership teams and operational colleagues. The framework defines clear accountability and responsibilities at all levels – from local markets to Group – with downward support and upward visibility. Our CARE (clarity, accountability, report, experts) principles guide our approach.

Our efforts are focused on optimising pre-existing safety procedures while introducing new ones:

- we appointed a Group Safety Director in May 2023
- we conducted safety training workshops across our Asia Pacific region and held Safety Forums in all our markets
- analysing existing strategies such as the CARE Framework, we've implemented a serious incident escalation process, from country to Group level
- the Group Safety Data app, our internal incident report app launched in 2022, has facilitated prompt support for colleagues and improved the collation of incident statistics, resulting in enhanced safety check-ins and increasing report frequency from quarterly to monthly
- our Group Safety team carried out visits to 12 markets to meet with local safety leads
- we delivered regular communications and campaigns, including for World Food Safety Day.

Our approach to safety extends beyond the physical safety of our colleagues, encompassing their overall wellbeing. We enhance employee wellbeing through health-related initiatives pertinent to each market, such as mental health camps, first aid training, occupational health assessments and counselling provisions, which are available to most colleagues, depending on the market.

In 2023, the majority of our operating markets had colleague wellbeing programmes, tailored to local needs. Our local programmes are supported by global campaigns and toolkits to drive common awareness and understanding across the Group.

Find out more about safety and wellbeing on pages 44-46 of our 2023 Sustainability Report.

Strategy in action
DE&I leadership development workshops

From March 2023, we delivered a series of internal workshops to help our regional leadership teams (top 150 leaders) understand the importance of DE&I, helping them navigate their own personal journey around these topics and explore available market data.

A key deliverable from the workshops was the creation of country-specific DE&I action plans. Each region now owns the delivery of their DE&I action plan, with regional CEOs reporting updates and progress at Group Executive Committee meetings, and regional updates through the Group Inclusion Council.

Enhancing

business capabilities; driving competitive advantage continued

"Our digital solutions give back control to travellers over how they spend their time when they are travelling. This is why we are continuing to roll out digital ordering solutions and investing in optimising the customer journey, putting digital at the core of their experience."

Mark Smith
Chief Digital and Technology Officer

Digitising our business

To better serve the needs of our customers and drive sales, we are rolling out customer-facing digital solutions and upgrading our internal systems.

Highlights from 2023

- Increased number of digital ordering points, enabling 12.6% of our sales to be made through a digital channel.
- Started rolling out our cloud-based till system
- Piloted our SAP finance, inventory and cash management system in Finland.

Priorities for 2024

- Accelerate the development and implementation of our digital ordering, cloud-based till and payment systems.
- Roll out our SAP finance, inventory and cash management systems across all the Nordics.

Find out more about our KPIs on pages 30-31 and our associated risks on pages 66-77.

Digital devices and services have become part of the customer journey. Our 'Food Travel Insights Survey' results showed that one in five travelling customers want to be able to order digitally. Many travelling customers are sensitive to time constraints and are often trying to avoid queuing as part of their travel.

The development of digital ordering capability is key to our strategy, as it can simplify the customer journey and allow customers to control their time. Digital ordering is also important for driving like-for-like sales. The use of artificial intelligence (AI), digital information and automated systems have improved time efficiency and average transaction value. We are providing our colleagues with the right digital tools so they can deliver the best service to our customers and operate efficiently.

Digitising our customer proposition

To improve the customer journey, we are rolling out digital technologies such as Order at Table (OAT), kiosks and self checkouts to give our customers control over what they order and how and when they pay. Around 500 of our units are equipped with digital ordering and payment systems. In the USA, we trialled an improved version of our OAT system, which simplifies the tipping process, an important part of the payment process in the North American market.

Driving productivity through digital

We launched new digital products and services to drive like-for-like sales and we are developing our use of AI to pitch relevant menu options to customers through digital ordering and drive up transaction values. To boost colleague productivity, we have trialled service robots in the UK and Germany to alleviate pressure during busy periods by freeing up colleagues for more skilled tasks. We are also rolling out our new cloud-based till system, which is improving speed of service through a better colleague experience and payment integration. It will also simplify the integration of digital ordering capability, such as mobile apps, table and QR code ordering, and is a true enabler of our digital customer proposition.

Upgrading our internal systems

As well as upgrading the digital experience of our customers, we are digitising our back office systems. This year, we have continued to develop our SAP system to replace our inventory and operational cash management systems, further improving efficiency and enabling better controls. We trialled the technology in Finland, which has proven a success, particularly with enhanced inventory and cash management functionality for our colleagues in units, which enables greater accuracy of product availability for our customers, whilst reducing waste and stockholding. Following the success of the Finnish pilot, we are starting the deployment of the system across the Nordics.

Strategy in action
Digital at the service of the customer: 'The Mezz'

As part of Dublin Airport's 'Better Dublin' renovation programme, we opened 'The Mezz', a new street food concept located in Terminal 2. The food court is a customer-oriented concept offering four brands in one place, including local Irish favourites and new brands we have developed.

We use digital technology across The Mezz to enhance the customer experience. Ordering is quick and easy, and innovative digital kiosks allow customers to order from each brand in one place. With the digital screens showcasing our food and drink offer, customers are guided to self-order kiosks. The average time from ordering to collection is under three minutes and 'Order Ready' screens indicate to customers their collection time at the centralised collection point, directly linked to the unique kitchen.

Enhancing

business capabilities; driving competitive advantage continued

> We have set out to take a leadership position in our sector for sustainability, working in collaboration to drive positive change both within SSP and across the food travel sector.
>
> **Sarah John**
> Corporate Affairs Director and executive lead for sustainability

Building a sustainable business

Sustainability is an important strategic priority and crucial for our long-term success. Our Sustainability Strategy focuses on our most material issues under the pillars of: Product, Planet and People.

Highlights from 2023

- 42% reduction in absolute Scope 1 and 2 GHG emissions (from our 2019 base year) and net-zero targets approved by the Science Based Targets initiative (SBTi).
- 34% of our own brand meals are plant-based or vegetarian.
- Strengthened Human Rights Policy, Supplier Code of Conduct and due diligence process.

Priorities for 2024

- Implement new Responsible Marketing Principles and guidelines.
- Pilot carbon recipe assessments and menu carbon labelling in key markets.

See also our 2023 Sustainability Report for detailed information on our strategy, targets and performance.

See also Our journey to net zero on pages 28-29.

PRODUCT: serving our customers responsibly

We are committed to increasing healthy and sustainable choices, sourcing our products sustainably and supporting animal welfare.

We have exceeded our 2025 target for 30% of meals offered by our own brands to be plant-based or vegetarian, achieving 34% globally in 2023. Our 'People & Planet Menu Framework' provides practical guidelines for integrating healthier and more sustainable food and drink options across our own brands. And, in 2023, we launched 'A Better Choice' toolkit, which uses simple iconography to help our customers easily identify healthier or more nutritious options on our menus.

For our own brands, 49% of tea, 71% of coffee and 80% of hot chocolate are from sources certified to standards such as Rainforest Alliance or Fairtrade. In addition, 61% of our own brand fish/seafood is sourced from certified fisheries and 48% of eggs for our own brands are from cage-free sources. We are committed to achieving 100% across all these areas by 2025.

PLANET: protecting our environment

We are committed to reducing our climate impacts, transitioning to sustainable packaging and reducing food waste.

We have a science-based target to reach net-zero GHG emissions across our value chain by 2040, from a 2019 base year, as detailed on pages 28-29.

By the end of 2023, c.84% of our own brand packaging was free of unnecessary single-use plastic and c.85% was reusable, recyclable or compostable. We are committed to achieving 100% by 2025.

We are also making strong progress in reducing food waste, with programmes across all our markets prioritising food waste prevention in the first instance. Where we have unsold, surplus food, we focus on redistribution, such as through our partnership with the world's largest food saving app, Too Good To Go. Since our partnership began in 2016, we have saved over 1,200 tonnes of food from landfill, avoiding the equivalent of c.3,000 CO_2e emissions.

PEOPLE: supporting our colleagues and communities

We are committed to promoting diversity, equity and inclusion (DE&I), protecting safety and wellbeing, respecting human rights and supporting our communities. Find out about DE&I and safety and wellbeing on pages 22-23 and 104-105.

In 2023, we updated our Human Rights Policy and Supplier Code of Conduct with strengthened global standards, commitments and expectations for all our business operations, colleagues and suppliers to adhere to and work towards. These are aligned to the Ethical Trading Initiative Base Code, which is founded on International Labor Organization (ILO) conventions and is an internationally recognised code of labour practice that we have adopted as our global standard.

To support this, we implemented a revised human rights due diligence process for our contracted suppliers. Our target is for 100% of high-risk suppliers to undergo ethical trade reviews by 2025.

We play an important role in the communities where we operate, supporting them through charitable partnerships to alleviate food poverty and other causes. In 2023, we worked with 24 charity partners across 14 countries. In the UK, the SSP Foundation held a charity gala in 2023, raising more than £225,000 for FareShare, the UK's largest charity fighting hunger and food waste, and Trussell Trust, the UK's largest network of food banks.

Our Sustainability Strategy

Delivering operational efficiencies

Revitalising our efficiency programme

We are committed to operating an efficient business to ensure our sales are effectively maximised into profit and cash.

Highlights from 2023

- Conducted commercial deep-dives in high-value units to identify profit opportunities.
- Simplified HR administrative tasks through the launch of SuccessFactor in six countries.
- Started the global rollout of our Automated Energy Meter Readers (AMRs).
- Implemented Project Phoenix to optimise menus and processes in the top-selling units in North America.

Priorities for 2024

- Deliver value creation plan.
- Optimise procurement.
- Utilise more technology and automation.

Find out more about our KPIs on pages 30-31 and our associated risks on pages 66-77.
Read more in our Financial Review on pages 57-65.

Running efficient operations is a core SSP competency and deeply embedded in our culture. We aim to optimise gross margins and leverage the international scale of our business by paying rigorous attention to managing the key costs of food and beverage, labour and overheads.

The key areas that we focus on to maintain an efficient business are:

- Gross margin optimisation
- Supply chain and procurement
- Labour productivity
- Overhead efficiencies

In 2022, we relaunched our value creation plan, which supports the delivery of strong profit conversion and underpins our ability to leverage scale and drive operational margin improvements. Throughout 2023, we stepped up our approach with a coordinated global programme and have progressed many efficiency initiatives across our business.

1 Gross margin optimisation

- Menu engineering
- Recipe reviews
- Inflation management
- Commercial deep-dives in major locations
- Improving product availability
- Lower food waste

2 Supply chain and procurement

- Inflation tracking
- Supplier and product rationalisation post Covid-19
- Compliance post Covid-19
- Distribution levers review
- Franchise spend
- Make or Buy
- Specification review

3 Labour productivity

- Digital rollout
- Scheduling reviews
- Retention programmes
- Global HR information system rollout
- Workforce Management
- Robotic waiters

4 Overhead efficiencies

- Installation of smart energy meters
- Installation of cloud-based energy management systems
- Equipment replacement
- Zero-based budgeting

Gross margin optimisation

This past year, we have carried out a broad-ranging programme of commercial and category management reviews to maximise sales and profitability across the Group. In many cases, these were focused on our larger, higher-value locations and aimed to deliver value through commercial analysis, benchmarking and on-site observations. Cross-functional teams conducted reviews in France, Spain and the Nordics. In Stockholm Central Station, we identified key opportunities at our Ritazza, Upper Crust and Burger King units, including optimising digital screens, adding signage to improve passenger flow and adding more seating. These actions resulted in sales uplift, an improved customer experience and an increased average transaction value.

Other margin improvement initiatives included recipe and menu engineering, improved beer yields through enhanced training and product waste management through our Too Good To Go partnership. We also continued to develop lower carbon recipes and to make a greater use of seasonal products. This not only improved margins but also helped reduce our carbon emissions. In Denmark, we started including premium items to our breakfast and lunch menus as well as 'add-ons', contributing to increasing the average ticket value. In North America, we worked closely with some brand partners to move selected products to our supply chain to drive efficiencies.

Supply chain and procurement

Our ability to drive efficiencies across our operations has been even more important in the high inflationary environment. As supply chains reopen, our ability to competitively tender has improved, and we continue to mitigate the impact of cost pressures by working with our suppliers. We have also continued to focus on waste reduction and re-engineering supply chain logistics, including forward-buying where possible, price renegotiations, and working with suppliers to deliver revenue-generating initiatives.

Delivering operational efficiencies continued

> "Our value creation plan brings the wealth of knowledge and expertise from across our business to drive enhanced sales and profitability while ensuring we don't compromise on the quality of our offer and our sustainability objectives."

Sukh Tiwana
Chief Procurement Officer

Revitalising our efficiency programme continued

Throughout 2023, our Chief Procurement Officer, along with local procurement teams, continued to monitor the management and mitigation of our response to supply chain pressures to ensure cost inflation disruption was kept to a minimum.

Labour productivity

We launched our new global people system SuccessFactors in the UK, Ireland, Hungary, UAE, Canada and the USA. SuccessFactors gathers all our people data in one system, which enables colleagues to take control of their data and line managers to manage their team's administrative tasks more efficiently. Real-time information streamlines our recruitment and onboarding processes.

Overhead efficiencies

To reduce energy consumption, we started the rollout of Automated Meter Readers to our units worldwide. The AMRs present three opportunities: they help minimise our carbon emissions, aligned with our net-zero ambition; they drive significant consumption efficiencies; and they enable energy savings. The AMRs provide half-hourly energy readings, and UK trials have showed an average 5-7.5% reduction in energy consumption and associated costs where AMRs have been introduced.

Strategy in action
Optimising our menus in North America

Taking learnings from Covid-19, SSP America has optimised menus in its top 100 bars and restaurants to deliver quality for our customers and also drive sales and margins.

Working in close collaboration with brand partners, we redesigned our menus to optimise ingredients, included more sustainable options, and changed recipes to drive margins and limit waste. We also added templated processes and introduced a standardised approach to menu development, adapted to the size of the unit. Examples of other initiatives include the development of premiumised menus, ingredient cross-utilisation, innovative items including plant-based alternatives and substituting items according to changes in cost price.

These changes have resulted in an increase in like-for-like sales and profit margins.

We are embedding our data-driven menu optimisation and pricing reviews into core routines. They are informed by customer and client insights, balancing our commercial and customer objectives.

Our journey to net zero

Reducing our climate impact

42%
reduction in Scope 1 and 2 GHG emissions from our 2019 base year

6%
reduction in total GHG intensity (kg CO_2e per £m revenue) from 2019

Science-based targets

In 2023, the Science Based Targets initiative (SBTi) verified our targets to reach net-zero greenhouse gas emissions (GHG) across our value chain by 2040, from a 2019 base year. This includes:

- Our 2032 near-term target to reduce absolute Scope 1 and 2 GHG emissions by 60% from a 2019 base year; and reduce absolute Scope 3 GHG emissions from purchased goods and services and capital goods by 35% within the same timeframe.
- Our long-term 2040 target to reduce absolute Scopes 1, 2 and 3 GHG emissions by 90% by 2040, from a 2019 base year.

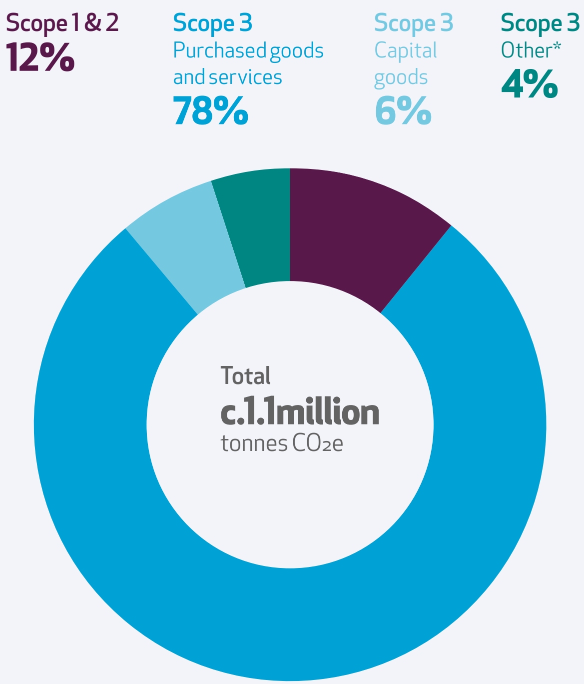
SBTi-approved targets are those that meet the Science Based Targets initiative Net-Zero Standard, which ensures the targets are credible, transparent and consistent.

Scope 1, 2 and 3 GHG emissions explained

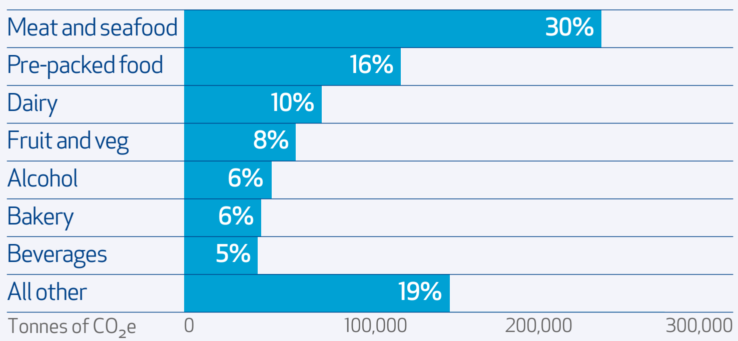
- **Scope 1** relates to direct emissions from fuel burnt on-site (e.g. natural gas), refrigerant gases and company vehicles.
- **Scope 2** relates to indirect emissions from the generation of purchased energy.
- **Scope 3** relates to all indirect emissions – not included in Scope 2 – that occur across the value chain, including both upstream supply chain and downstream end use.

See also Task Force on Climate-related Financial Disclosures (TCFD), including detailed breakdowns of our GHG data, on pages 50-56.

Breakdown of Group GHG emissions for 2019 base year



Breakdown of emissions for purchased goods and services



*Scope 3 other is comprised of: fuel and energy-related activities (2%), upstream transportation and distribution (0.2%), waste generated in operations (0.4%), business travel (0.1%), employee commuting (0.5%), end of life treatment of sold products (0.9%), downstream leased assets (0.2%), franchises (0.012%) and investments (0.003%).

Reducing
our climate impact continued

Reducing emissions

In 2023, absolute GHG emissions for Scopes 1 and 2 reduced by 42%, while Scope 3 emissions increased by 7%, compared our 2019 base year, driven by business growth.

Across all three scopes, absolute emissions are relatively flat compared to 2019, while intensity across all scopes (kg of CO_2e per £m revenue) decreased by 6% from 2019. We believe this demonstrates the progress we are making in putting the right measures in place to ensure that, as our business grows, we are doing so efficiently and controlling absolute emissions increases in line with growth projections set out in our net-zero roadmap.

In 2023, 30% of our total energy use was from verified renewable sources. We are also investing across our business to increase energy efficiency with our global rollout of Automated Meter Readers, as detailed on page 27. Several of our markets are also undertaking major equipment upgrades to more energy efficient models. Not only will these equipment upgrades help to reduce our energy use and Scope 2 emissions, they will also contribute to reducing embodied carbon relating to Scope 3 capital goods.

In 2023, we worked with a specialist consultancy to develop new Sustainable Build Standards for the design and construction of our units. These focus on minimising embodied and operational carbon and incorporating circular economy principles. We plan to pilot the standards in 2024.

A recipe for net zero

The vast majority of our footprint relates to the food, drinks and products we purchase for resale. Meat, fish, pre-packed food and dairy represent the greatest proportion of our carbon footprint in this category. Reducing these emissions is challenging; yet, we are encouraged by a growing body of research highlighting the opportunities in shifting to more sustainable diets.

Research shows this does not mean everyone must become vegan, but rather advocates for a more flexible, plant-rich diet with lots of fruits, vegetables, legumes and wholegrains, some meat, dairy and lower-footprint seafood, with limited amounts of foods high in fat, salt and sugar. As well as helping to deliver on climate and nature goals, transitioning to sustainable diets can also benefit people's health.

Guided by this research and drawing upon our culinary expertise, our focus is on creating great tasting, healthier and more sustainable dishes that benefit both people and the planet. This includes increasing our range of plant-based offerings, a shift towards lower-impact alternatives such as chicken instead of beef, and developing more plant-forward dishes with a reduced proportion of meat or fish.

We are also exploring ways to make lower-carbon dishes more appealing to our customers. For example, research has shown that the way a dish is described on a menu can have a strong influence on customer decision-making. Moving away from exclusionary language, like 'meat-free', to positive descriptors focusing on the flavours and ingredients, can make a big difference.

Our 'People & Planet Menu Framework' guides our approach, offering practical guidelines for sourcing, recipe development, cooking methods, menu design and encouraging customers towards healthier, more sustainable choices.

In addition, we have partnered with Klimato, a leading provider for calculating the carbon footprint of recipes using a comprehensive database of country-specific, peer-reviewed life cycle analysis data. In 2023, we began piloting Klimato in the UK and the United Arab Emirates to evaluate the CO_2e impact of our recipes and identify areas where we can reduce emissions or develop alternatives, while maintaining customer appeal.

In 2024, we plan to extend Klimato recipe assessments to additional markets and conduct trials of carbon labelling on menus at key sites to evaluate the impact on customer behaviour.

Sustainable sourcing

Sourcing sustainable ingredients and working closely with our suppliers is crucial for Scope 3 GHG emissions reductions.

In 2023, we held a Scope 3 training workshop at our purchasing leaders conference, attended by purchasing directors for all our global businesses. This focused on upskilling them in sustainable supplier selection.

In the UK, we conducted a supplier engagement exercise for our highest-impact products, including meat, fish, dairy and alcohol, to understand their approach to measuring and reducing GHG emissions. We are using these insights to inform the development of our net-zero sourcing strategy.

We also regularly engage with our suppliers to source sustainable product alternatives. Following a successful trial in the UK in 2022, this year we began the rollout of lower-impact cleaning products in additional key markets. These use natural plant-based ingredients, are 100% biodegradable and Cradle to Cradle (C2C) Gold Certified. Now implemented across 10 markets, we estimate this transition will reduce GHG emissions by c.45% or c.38 tonnes of CO_2e over the next 12 months, compared to our traditional cleaning products.

We seek to work with suppliers with strong sustainability credentials, and many of our restaurants globally feature locally-sourced products and supplier partnerships. A great example of this is our new partnership with Toast Brewing in the UK – a local craft beer brewed sustainably with surplus bread. By reducing food waste, they use less land, water and energy, and avoid carbon emissions. Toast is also a Certified B-Corp, and all their profits go to charity.

See pages 28-33 of our 2023 Sustainability Report for comprehensive details of our net-zero strategy and 10-point transition plan.

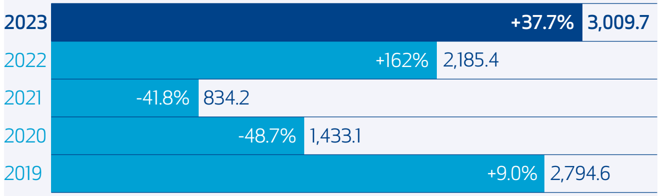
Key performance indicators

Link to our strategy:
- Pivoting to high growth markets
- Enhancing business capabilities; driving competitive advantage
- Delivering operational efficiencies

Financial KPIs

(see page 63-64 for reconciliations to IFRS measures)

Revenue (actual currency: £m)

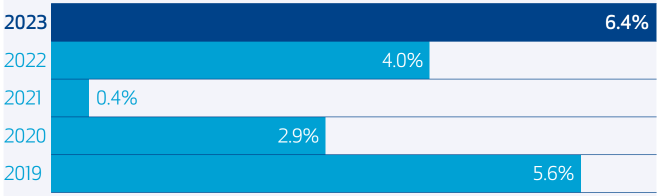


Definition
Revenue represents amounts for catering and retail goods and services sold to customers excluding value added tax and similar items.

Comment
Total revenue increased by 38% to £3,010m driven by the further growth in passenger numbers, price increases and net contract gains.

Link to our strategy

Net gains (constant currency: %)

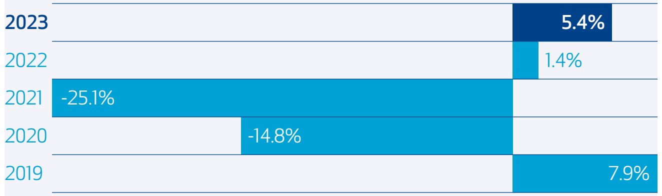


Definition
Net gains represents the revenue in outlets open for less than 12 months. Prior period revenues for closed outlets are excluded from like-for-like sales and classified as contract losses.

Comment
Net gains improved to 6.4% due to the mobilisation of new units in the year, notably in North America and APAC.

Link to our strategy

Underlying operating profit margin (actual currency: %)

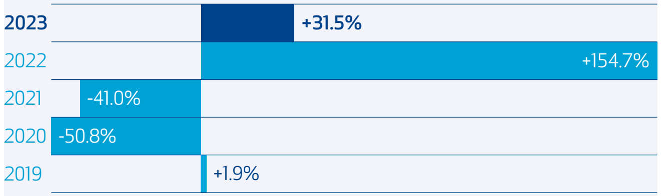


Definition
Underlying operating profit margin represents underlying operating profit on a pre-IFRS 16 basis as a percentage of revenue.

Comment
Underlying operating profit margin improved to 5.4%, driven by operating leverage (reflecting the further recovery in passenger number) as well as our extensive efficiency programme.

Link to our strategy

Like-for-like revenue (constant currency: %)

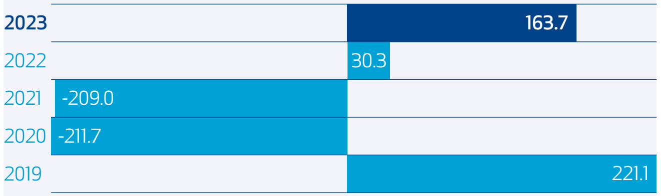


Definition
Like-for-like revenue represents revenues generated in an equivalent period in each financial year for outlets open for at least 12 months. We've not included units temporarily closed because of Covid-19 for this calculation.

Comment
Like-for-like revenue growth was 32%, primarily driven by growth in passenger numbers in the air sector.

Link to our strategy

Underlying operating profit/(loss) (actual currency: £m)

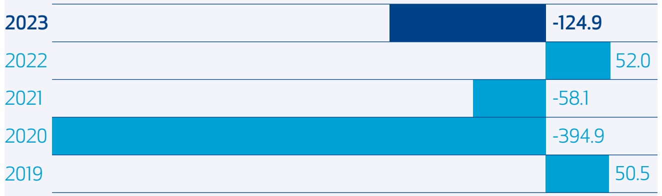


Definition
Underlying operating profit/(loss) on a pre-IFRS 16 basis represents revenue less operating costs, which excludes several items. They are not considered reflective of the normal trading performance of the business, and are considered exceptional because of their size, nature or incidence. Refer to note 6 for further details of non-underlying items.

Comment
Underlying operating profit on a pre-IFRS 16 basis was £163.7, an increase of 440% over the prior year at actual exchange rates. Reported operating profit was £166.8m (2022: £91.5m).

Link to our strategy

Free cash flow (actual currency: £m)



Definition
Free cash flow represents net cash flow from operations after capital expenditure, tax and net cash flow to and from non-controlling interests and associates.

Comment
Free cash outflow was £125m, compared to the prior year free cash inflow of £52m. This change reflected higher levels of capital expenditure and working capital outflows, as well as acquisitions.

Link to our strategy

Link to our strategy:
- Pivoting to high growth markets
- Enhancing business capabilities; driving competitive advantage
- Delivering operational efficiencies

Financial KPIs continued

Leverage

2023	1.4
2022	2.1
2021	-2.9
2020	-7.0
2019	1.5

Definition
Leverage represents the ratio of underlying pre-IFRS 16 EBITDA to pre-IFRS 16 net debt at the end of the year.

Comment
Leverage fell to 1.4x just below our previously disclosed target range of between 1.5x and 2.0x.

Link to our strategy

Underlying pre-IFRS 16 earnings per share (EPS) (p/share)

2023	7.1
2022	-4.5
2021	-31.9
2020	-45.4
2019	29.1

Definition
Underlying pre-IFRS 16 earnings per share is calculated by dividing the result for the year attributable to ordinary shareholders, adjusted for non-underlying items, by the weighted average number of ordinary shares outstanding during the year.

Comment
Underlying pre-IFRS 16 EPS increased to 7.1p per share as a result of the strong recovery in profitability during the year.

Link to our strategy

Non-financial KPIs

Colleague engagement score (out of 5)

2023	3.98/5.00 (c.80%)
2022	76.5%
2021	75.1%
2020	n/a
2019	n/a

Definition
Gallup Q12 engagement index score.

Comment
The Gallup Q12 is a widely used employee engagement survey consisting of 12 questions designed to assess various aspects of an employee's workplace experience, such as their level of job satisfaction, the quality of relationships with colleagues and managers, and their sense of purpose at work. This is the first year we are using the Gallup methodology. Previous years' results were based on % of positive responses. In 2023, we achieved a score of 3.98/5.00 (c.80%).

Link to our strategy

Customer feedback score (out of 5)

2023	4.2
2022	3.9
2021	3.4
2020	3.6
2019	3.5

Definition
We use an external provider, Reputation, to measure feedback on a consistent basis across the business.

Our Reputation score is calculated based upon online reviews including Google and Tripadvisor ratings.

The score encompasses data from the 14 countries Reputation is currently live in.

Comment
We achieved the score of 4.2/5, our highest score in the last five years.

Link to our strategy

Women in senior leadership roles (%)

2023	37%
2022	36%
2021	31%
2020	22%
2019	23%

Definition
Group Executive Committee and their direct reports (including CEO and Deputy Group CEO and CFO and their direct reports). In 2023, we committed to achieving a target of 40% of our Group Executive Committee and their direct reports being women by 2025.

Comment
In 2023, 37% of our senior leadership roles were held by women.

Link to our strategy

You can find our progress against our diversity targets on page 104.

Scope 1 and 2 GHG emissions (tonnes of CO_2e)

2023	79,552
2022	98,597
2021	47,035
2020	68,919
2019 baseline	136,439

Definition
Absolute Scope 1 and 2 (market-based) tonnes of carbon dioxide equivalent (CO_2e). Scope 2 data for 2020 and 2021 is location-based.

Comment
In 2023, we achieved a 42% reduction, from our 2019 base year.

Compared to 2022, absolute emissions decreased by 19%. In addition, 30% of our total energy use in 2023 was from renewable sources.

Link to our strategy

You can find our detailed GHG reporting table, including Scope 1 and 2 breakdowns, Scope 3 and energy use, and intensity ratios on page 55.

Regional reviews

North America

> "Our efforts to continually fine-tune our operations and commercial programmes as well as build an engaged workforce have allowed us to pursue a nuanced business development strategy. It is designed to sustain high-performance growth while staying true to our underlying principles and deliver an extraordinary passenger experience."

Michael Svagdis
CEO America

Regional highlights

£669m
revenue

£67m
operating profit

£68m
underlying operating profit

c.370
units

c.6,300
colleagues

c.45
locations

North America

Market overview and context

North America is a large and fast-growing food and beverage market, driven by passenger growth and increasing demand for larger food and beverage spaces in airports.

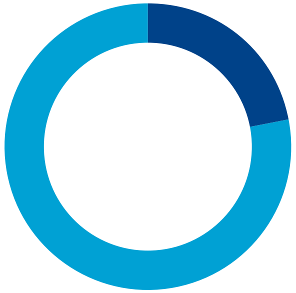
We are present in the air channel in North America, a large structurally growing market where we see great opportunity for growth and returns. Over the five years leading up to Covid-19, we grew at a compound annual growth rate of 15% in the region. North America remains an attractive growth market, given its size and our track record of organic growth. We have a presence in 34 of the top 80 airports in North America[1], having expanded into four new airports in 2023 with our recent acquisition of the concessions business of Midfield Concession Enterprises, Inc. We have also proven our expertise in partnering with well-known brands to give passengers a 'taste of place' in the airport locations we serve.

Performance

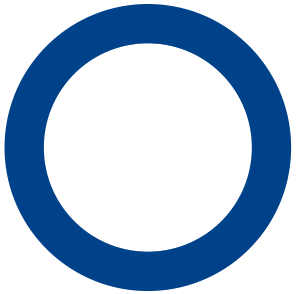
Revenue during the year of £668.8m increased by 46.9% compared to the prior year, and 25.4% versus 2019 levels (both at actual exchange rates). The performance included a significant contribution from net contract gains, as we continue to grow our business in conjunction with our joint venture partners. During the first half, the sales recovery in North America remained strong, running 27.1% above 2019 levels and 71.8% ahead of 2022, reflecting the ongoing recovery in domestic leisure and business travel, in addition to the contribution from the new openings. During the second half, sales increased by 24.0% compared to 2019 and 31.4% versus 2022, including a sales benefit from the acquisition of the Midfield Concession business, with the transfer of six of the seven airports completed in June.

Find out more about financial performance in the Financial Review pages 57-65.

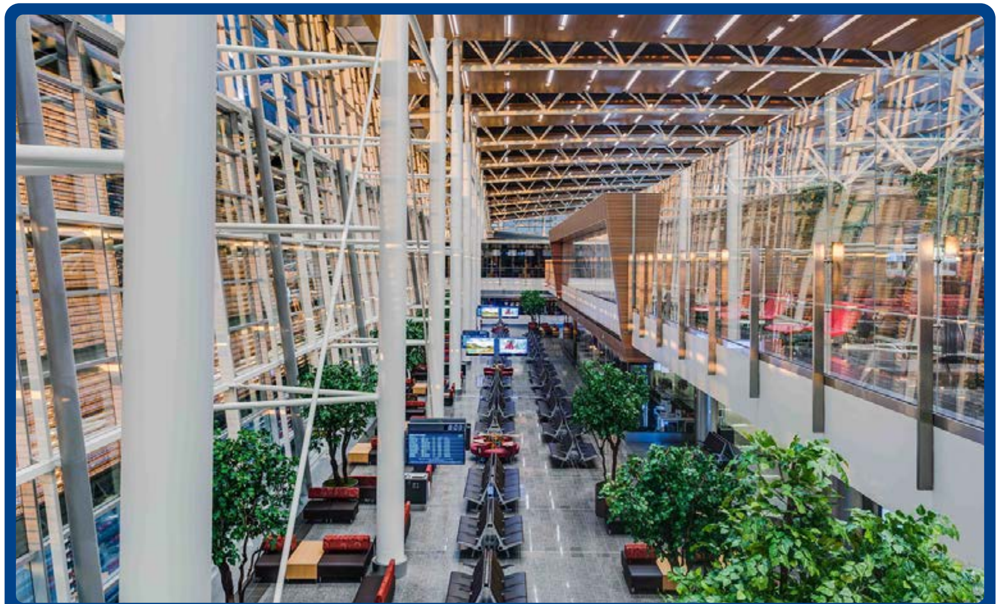
Share of global SSP revenue



Air/rail mix



Key brands



Expanding our presence in Canada at Calgary Airport

In 2023, we won a 10-year agreement at Calgary Airport to operate five units at the fourth busiest airport in Canada. Calgary Airport Authority continues to transform Calgary International Airport into a modern airport, offering passengers an improved experience.

Calgary Airport is a new airport for our North American business. Its domestic passenger levels are expected to increase in 2024, with new additional weekly flights to the capital Ottawa added during peak travel periods.

We will open four airside spaces and one landside space, with a majority of our own brands including our Mexican concept Mi Casa, Stack & Press, and a local coffee brand Monument and Wander, featuring local chef Nicole Gomez.

Recognising Calgary Airport Authority's respect for the region's indigenous communities, and specifically, the Authority's acknowledgment of the Treaty 7 territory of the Blackfoot confederacy, we have embraced the inclusion of indigenous foods within our overall catering strategy and will work with an indigenous chef to develop the catering menus.

1 Based on top 80 airports as at 2019.

Regional reviews

Continental Europe

"We've been growing our business with important new gains in Spain, Germany and France, we entered Iceland for the first time and we will begin to operate in Italy by the end of 2023. We significantly expanded our partnership with Pret A Manger in Switzerland and have plans to develop it in several markets. This year was also crucial to widening our convenience offering to deliver superb fresh food travel essentials, winning contracts with Point in Switzerland and Spain."

Jeremy Fennell
CEO Continental Europe

Regional highlights

£1,137m revenue	**£33m** operating profit
£52m underlying operating profit	**c.1,200** units
c.14,100 colleagues	**c.300** locations

Continental Europe

Market overview and context

Continental Europe is a significant market for SSP, accounting for 38% of our global revenue. We have a strong presence in many of the European markets where we operate, with leading positions in Spain, France, Belgium, Luxembourg, Germany, Austria, Switzerland, Denmark, Sweden, Finland and Norway. In 2023, we entered two new European markets and opened at Reykjavik Airport and Rome's Termini Station.

Across Continental Europe, we operate in air and rail, with 59% of our business in the former and 31% in the latter. We have a 15% share in the air market and 5% share in the rail market, with strong potential to grow.[1]

Performance

Revenue in Continental Europe of £1,136.7m represented an increase of 31.0% compared to 2022 and 9.6% versus 2019 levels (both at actual exchange rates).

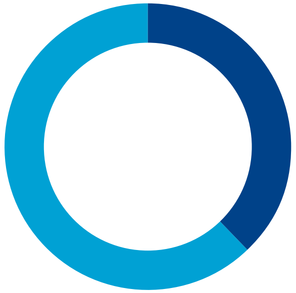
Most markets in Continental Europe recovered strongly in the first six months of the year, running 9.3% above 2019 levels across this period (56.9% ahead of 2022), helped by the extended European summer holiday season which stretched into the autumn, most notably in Spain, and was in spite of industrial action in February and March which impacted several countries, notably France.

During the second half of the year, sales strengthened further to 9.8% above 2019 levels (16.2% above 2022), driven by strong air passenger numbers over the late spring and summer and despite the impact of protests and travel disruption in France, as well as more challenging comparatives from 2019. We also made the decision to exit our motorway services business in Germany.

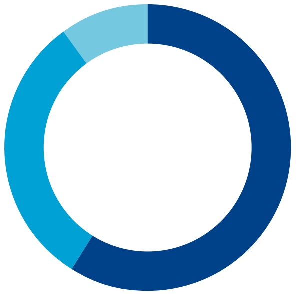
Find out more about financial performance in the Financial Review pages 57-65.

1 As at 2019.

Share of global SSP revenue



Air/rail mix



Key brands

Growing our footprint in Europe in Iceland and Italy

Through two significant contract wins in Iceland and Italy, we are growing our presence in Europe in new markets.

In Italy, we won a contract to operate four units at Rome Termini Station: LEON, Yo! Sushi, EXKi and Granaio. The three international brands will provide a choice of fast, healthy food to travellers while the Italian casual dining concept Granaio will serve classic Italian dishes with premium seating options. We have a strong track record in bringing international brands to travel locations. We have worked closely with our brand partners to localise their offer and ensure they meet the Italian customer needs. The opening also marks Leon's brand debut in Italy. The units will start operating from December 2023.

In Iceland, we secured a contract to open two new units at Keflavik International Airport in Reykjavik, which began operating in spring 2023. Sense of place was a vital criterion for our client Isavia in awarding this tender, and these two new restaurants showcase the best of Iceland and modern Icelandic dining experiences.

Restaurant Jómfrúin is a favourite among both locals and tourists, having opened 25 years ago in the heart of Reykjavik to offer guests Danish food the Icelandic way. We also developed the bespoke concept Elda, drawing inspiration from Icelandic landscapes and nature. Both units reflect SSP and Keflavik International Airport's sustainability commitments, with locally-sourced ingredients.

Regional reviews

UK & Ireland

"During my first year as CEO of SSP UK & Ireland, we have focused on resetting our business. A key priority has been refreshing and upgrading our outlets, and we have made good progress in that regard. New business wins have been significant with over 70 new units opened with a mix of existing and new own brands and new franchises in both rail and air and we have a strong pipeline going into the new year. Overall, 2023 was a solid year of organic and new space growth delivered by a great team of passionate and committed colleagues."

Kari Daniels
CEO UK & Ireland

Regional highlights

£774m revenue	**£55m** operating profit
£66m underlying operating profit	**c.470** units
c.8,600 colleagues	**c.180** locations

UK & Ireland

Market overview and context

SSP is the biggest food and beverage provider in travel locations in the UK and Ireland. Just over 50% of our business comes from the rail channel, with the remainder from air and other locations.

The UK market is highly fragmented and competitive, with high street brands operating in travel locations. Leading up to Covid-19, it experienced sustained growth, driven by several factors across rail and air, including investment in railways and infrastructure and investment in airports leading to longer dwell times, resulting in more passengers wanting to eat and drink pre-flight. In 2023, the return of strong air volumes has contributed to the travel recovery in the region. While these growth trends continue, the sector has faced challenging conditions, including railway industrial action leading to train service cancellations, and inflationary pressures on costs.

Performance

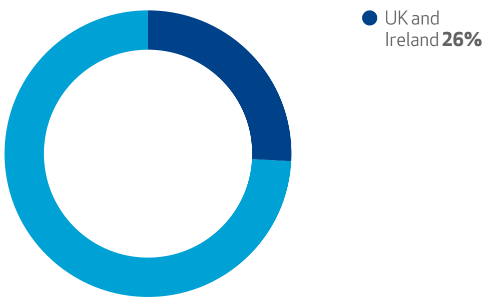
Revenue in the UK and Ireland of £773.6m represented an increase of 25.8% compared to 2022 and a recovery to 92.0% of 2019 levels (both at actual exchange rates).

During the first half of the year, sales recovered to 85.2% of 2019 levels (41.0% ahead of 2022), reflecting an ongoing recovery in both leisure and commuter travel, despite the impact of regular strike action impacting the rail business.

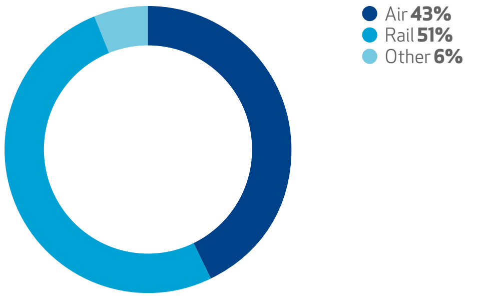
In the second half, underlying UK trading in both the air and rail channels continued to strengthen, with revenues averaging 97.8% of 2019 levels (16.5% above 2022), despite the rail sector continuing to be impacted by ongoing industrial action.

Find out more about financial performance in the Financial Review pages 57-65.

Share of global SSP revenue



Air/rail mix



Key brands

Developing our brand portfolio at Gatwick Airport

From two brands in 2019 to six in 2023, we have significantly developed our presence at London Gatwick Airport over the past year. We have used customer and client insights to constantly adapt and improve our portfolio at the airport. The new concepts and brands align with customer expectations and our wider strategy, with a focus on sustainability, people and technology.

We are experts at identifying brands that customers love and working in partnership with those brands to 'travelise' them, making them relevant for the travel environment. This year, we announced two exciting new partnerships in the UK: BrewDog and The Breakfast Club.

BrewDog is an independent Scottish craft brewer with international appeal. We have won one unit at London Gatwick Airport, which opened in December 2023. In July, we also opened the first airport restaurant with London-based brunch brand The Breakfast Club at London Gatwick Airport. The feedback from customers has been very encouraging, with reviews pointing out the welcoming atmosphere of the unit, excellent service and quality of food.

To complement our existing offer at London Gatwick Airport, we also won a space to operate a new Starbucks in the North Terminal.

These new wins build on our existing offer at the airport, following the successful opening of Juniper & Co and Tortilla in 2021.

Regional reviews

Asia Pacific and Eastern Europe & Middle East

"The teams have done an outstanding job mobilising new units this year. In Malaysia, we jumped from one to 30 units open in 12 months. We also significantly progressed our people agenda, with a strong focus on DE&I."

Jonathan Robinson
CEO Asia Pacific

"The strong recovery in passenger levels coupled with the phenomenal work of our teams to mobilise our units mean we were able to deliver a strong performance, scaling up on our lounge expertise and continuing to develop our joint venture partnership, TFS, in India."

Mark Angela
CEO Eastern Europe & Middle East and India

Regional highlights

£431m
revenue

£72m
operating profit

£71m
underlying operating profit

c.500
units

c.12,700
colleagues

c.90
locations

APAC & EEME

Market overview and context

Our APAC and EEME region includes Eastern Europe, Middle East, India, South East Asia and Australia. Our first entry in the Asian market was in 1995, and we are now present in eight markets across Asia Pacific. Additionally, we operate in eight markets in Eastern European and the Middle East.

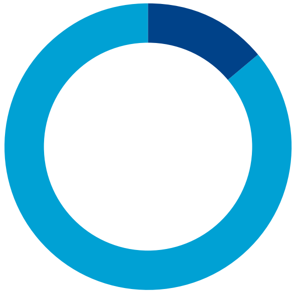
This region is predominantly focused on the air channel, with a presence in 64 airports. In India, we operate a joint venture partnership, Travel Food Services, where we are mainly operating in the air channel, with a smaller presence in rail stations and MSA. We also have a successful lounge business and during 2023, we made significant progress expanding our lounges operations with eight lounges in India and Malaysia. We see significant scope to grow further business in these markets.

Performance

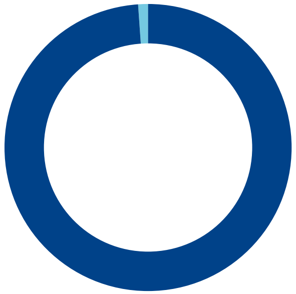
Revenue of £430.6m represented an increase at actual exchange rates of 74.2% compared to 2022 (82.6% on a constant currency basis) and 12.2% versus 2019 levels (21.1% on a constant currency basis). Revenues continued to recover rapidly throughout H1, including an exceptional performance in our business in India where sales more than doubled year-on-year. Australia, Thailand and the Middle East also performed particularly well. First half sales for the APAC and EEME region grew by 142.4% compared to the equivalent period in 2022 (at actual exchange rates). Compared to 2022, sales improved by 41.2% at actual exchange rates (53.9% on a constant currency basis), as we saw further improvements in passenger numbers across the APAC region, as well as strong performances in India and Egypt. In addition, the region continued to benefit from significant net gains as we continued to roll out the new business pipeline, with strong contributions from new openings in Malaysia, Australia, Thailand, Bahrain and India.

Find out more about financial performance in the Financial Review pages 57-65.

Share of global SSP revenue



Air/rail mix



Key brands

YO! SUSHI
NIPPON-RAMEN
JAMIE'S DELI
O'Learys
NamNam
BURGER KING
POPEYES
levito PIZZA | PASTA
TASHBA

Expanding our operations in India

Bengaluru's (previously Bangalore) Kempegowda International Airport (BLR) welcomed over 33 million passengers in 2019, reaching 250 million by June 2022. The airport's terminal 2 (BLR T2) started operating in 2023.

The terminal was designed and built on four pillars: Terminal in a Garden, Sustainability, Technology, Art and Culture.

Travel Food Services, our joint venture partnership business in India run in partnership with K Hospitality, was awarded the concession to operate ten F&B outlets in BLRT2. As part of this, we have introduced renowned international brands such as Brioche Dorée and Jamie Oliver's Pizzeria in airport spaces for the first time in India. We have also opened some local concepts.

For example, Bombay Brasserie, an all-day modern Indian bar and eatery, showcasing the best of India's unique ingredients and Gully Kitchen which blends Indian flavours with gourmet finesse. The menu offers a fusion of traditional and gourmet dishes in an ambience inspired by Indian spices and a commitment to sustainable ingredient sourcing.

Eight outlets including James Martin Kitchen, CBTL, Gully Kitchen, and Bombay Brasserie are already operational. These units will collectively employ around 340 colleagues.

We also won a new unit in BLR T1 where we will be opening a new Choco-Bay as part of a three-year agreement.

Stakeholder engagement and Section 172 statement

Listening to our stakeholders helps us better understand their views and concerns and enables us to respond to them appropriately. It gives us valuable inputs into, and feedback on, our strategic approach, and helps ensure we take stakeholder views into account in our decision-making.

We aim to maintain proactive, open and two-way dialogue with stakeholders to meet evolving expectations as a multinational business and to create shared value for our business and our stakeholders.

We engage our stakeholders at local, regional and global levels. Our Board has an ongoing programme of direct engagement with key stakeholders, including visits to our international operations and activities carried out by our designated Non-Executive Director for workforce engagement (ENED), Judy Vezmar. In 2023, our direct engagement increased significantly across our stakeholders, resulting in richer insights into what matters to them.

Find details of our Board engagement and ENED engagement on pages 94-97 and 100-101.

Our key stakeholders

As a global business with operations in 37 countries, SSP has diverse stakeholders. We define our stakeholders as those whom we affect and those who affect us and categorised them into nine stakeholder groups, as summarised on the next page.

Each year, the Board undertakes a detailed review of our stakeholders and the effectiveness of our engagement mechanisms. This year's review noted that we have a well-established programme of stakeholder engagement, we are making good progress on better understanding their views and that we are incorporating those views into our decision-making.

As well as discussions at Board level, the Group Executive Committee regularly discusses and considers stakeholder views, and has mechanisms for identifying and addressing key issues.

In 2022, we undertook an in-depth materiality assessment conducted by a specialist third party to identify the most material issues raised by our stakeholders and in 2023, we implemented key recommendations identified in this review, including:

- Increasing the Chair's interaction with major shareholders to understand their views on governance and performance against the strategy.
- Introducing a requirement for all papers that go to our Board, Board Committees and Group Executive Committee to include a briefing note detailing the stakeholder groups the agenda item relates to and how they are impacted. This helps to ensure stakeholder considerations are taken into account in our decision-making. This briefing note also requires a consideration of s172 matters.

Section 172 statement

A key element of the Board's consideration of s172 matters is the need to balance often competing interests among our stakeholder groups. Our engagement activity allows us to better understand those competing priorities and to assess the best course of action to ensure the delivery of long-term value creation.

In performing their duties during our financial year 2023, the Directors have had regard to the matters set out in Section 172 of the Companies Act 2006 as appropriate, with the principles underpinning the Board's general approach to decision-making.

Each Director of the Board confirms that, during the year, they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so, has had regard (among other matters) to: the s172 matters set out below.

The likely consequences of any decision in the long term.	• Understanding our market – pages 12-15 • Our business model – pages 16-17 • Our strategy – pages 18-27 • Board activities – pages 94-97	• Our journey to net zero – pages 28-29 • Dividend Policy – page 74 • Our 2023 Sustainability Report
The interests of the Company's employees.	• Our business model – pages 16-17 • Our strategy – pages 18-27 • Stakeholder engagement: Colleagues – page 43 • A message from our ENED – pages 100-101 • Board activities – pages 94-97 • Culture – pages 98-99	• Diversity, equity and inclusion – pages 22-23 and 104 • Succession planning – pages 106-107 • Speak-up – pages 98-99 • Our 2023 Sustainability Report
The need to foster the Company's business relationships with suppliers, customers and others.	• Our business model – pages 16-17 • Our strategy – pages 18-27 • Stakeholder engagement – pages 40-49 and 94-95 • Board activities – pages 94-97	• Modern slavery – pages 25 and 97 • Payment practices – page 143 • Our 2023 Sustainability Report
The impact of the Company's operations on the community and the environment.	• Our strategy – pages 18-27 • Stakeholder engagement: Colleagues – page 43 • Our 2023 Sustainability Report • Board activities – pages 94-97	
The desirability of the Company maintaining a reputation for high standards of business conduct.	• Understanding our market – pages 12-15 • Our strategy – pages 18-27 • Non-financial and sustainability statement – page 79 • Board activities – pages 94-97	• Risk management – pages 66-77 • Compliance and internal controls – page 114 • Our 2023 Sustainability Report
The need to act fairly as between members of the Company.	• Our strategy – pages 18-27 • Stakeholder engagement – pages 40-49 and 94-95, • Annual General Meeting (AGM)	• Board activities – pages 94-97

Our stakeholder groups at a glance

This year we reviewed our key stakeholder groups, and while they remain broadly the same as in our 2022 Annual Report, we have included an additional stakeholder group for joint venture partners.

We have deep relationships with a number of long-standing joint venture partners and are developing trusted relationships with our newer partners. As we look to grow our business in North America and Asia Pacific, we recognise that the interests of this stakeholder group will become ever more relevant.

Customers

Why we engage
Understanding customer needs and trends enables us to provide the food and beverage choices they want.

Value created
High-quality products and brands, with a wide range of food and beverage choices that meet diverse preferences.

Find out more on page 42.

Colleagues

Why we engage
As a service provider, we are a people business and our colleagues are crucial to our success.

Value created
A great place to work where everyone can fulfil their potential, with an inclusive, engaging and values-based culture.

Find out more on page 43.

Investors and lenders

Why we engage
We need to understand the needs of those who invest in and lend to SSP to maintain their confidence.

Value created
Opportunity to generate attractive returns on investment and sustainable long-term profitable growth.

Find out more on page 44.

Clients

Why we engage
Our business success is dependent on retaining and winning new space in our clients' travel locations.

Value created
Delivering on mutual service and performance goals, and offering a high-quality customer experience for travellers.

Find out more on page 45.

Joint venture (JV) partners

Why we engage
Good relationships with our JV partners are key to growing our businesses, particularly in markets where we do not currently operate.

Value created
By helping them grow our joint business through new opportunities.

Find out more on page 46.

Brand partners

Why we engage
We work with our partners to optimise the brand offer for our clients and customers.

Value created
The preferred partner for brands looking to operate in the travel sector.

Find out more on page 47.

Suppliers

Why we engage
Good relationships with our suppliers are essential to ensuring an efficient and secure supply chain.

Value created
Long-lasting and mutually beneficial relationships across our supply chain.

Find out more on page 48.

Communities, NGOs and society

Why we engage
We play an important role in communities where we operate, which enables us to act as a good corporate citizen.

Value created
Job opportunities, charitable support and food donations, and sustainability initiatives.

Find out more on page 49.

Governments and regulators

Why we engage
We seek to be part of the debate that shapes the regulatory environment in which we operate.

Value created
Supporting local economies and contributing our expertise to areas of policy development.

Find out more on page 49.

Customers

Understanding customer needs and trends enables us to provide the food and beverage choices they want. Their views also help us ensure our teams are delivering the quality and service they expect.

Business engagement

We engage and learn from our customers in a variety of ways, including:

- customer surveys, focus groups and online communities
- online reviews and customer care lines to provide direct feedback
- direct engagement and dialogue with customers by our colleagues.

Our Food Travel Insights Survey included interviews with over 18,000 customers across 25 markets, and resulted in around three million data points. The research was carried out in partnership with Saatchi Group's Clear and provided an insightful view of customers' preferences. It identified what is important to our customers when buying food and drinks in travel settings, as well as how this differs by customer segment, geography and channel.

We have extended our global customer listening platform, 'Reputation', from the UK to 14 countries. We can gather real-time customer feedback and respond swiftly. Through a new partnership with an industry-leading provider, we have gained access to global monitoring of food and beverage trends and innovations.

In 2023, we also conducted a comprehensive Global Digital Survey to get a deeper understanding of evolving customer attitudes and behaviours, helping to enhance our seamless customer experience.

Board engagement

The Board receives regular updates on customer insights from the Executive Directors and Group Executive Committee. In 2023, this included a detailed review of the Food Travel Insights Survey results, and an in-depth 'teach-in' session to upskill the Board on the survey insights and how the business is responding.

The Board is also kept informed of sales performance, market insights and evolving trends. This helps the Board understand our customers and track potential issues and opportunities. In addition, our Board Directors are able to experience the customer journey first hand during site and market visits, including food tastings and trialling new technology (for example the digital kiosks in The Mezz in Dublin Airport).

Material issues raised in 2023

- Convenience, quality service and seamless digital solutions.
- Quality products and value for money.
- Wellness, healthier food and dietary needs.
- Sustainability and environmental concerns.
- Products and brands that enhance the customer experience.

Actions in 2023

Having conducted our Food Travel Insights Survey, we have used the insights to strengthen our ability to optimise brands and enhance our food and beverage propositions.

We have appointed Customer Ambassadors for each region to embed our insights and apply them across our business decision-making processes. We are using the insights as a starting point across key workstreams, including developing new concepts and products, as well as sharing with clients our data-led approach for portfolio management. Going forward, the insights will form a checklist integrated into the governance process for decision-making by our Group Investment Committee.

Find out how we are enhancing our capabilities to deliver a leading customer proposition on page 21.

Priorities for 2024

- Strengthen the integration of our insight tools and enhance our ability to apply customer insights, ensuring they remain at the forefront of decision-making.
- Continue to embed customer insights and expertise across the business to inform and enhance our products, brands and customer experience.

Turning insights into action

Through our research, we have identified a range of customer types with different priorities, behaviours and expectations. For example, 'Aspirational Foodies' want to see choice and explore new options. They favour 'local heroes' and independent brands, and issues such as sustainability and wellness matter to them. 'Mainstream Fans' seek the comfort and reliability of recognisable menu items. Although they have less disposable income than some other customer segments, they look for foods that the whole family will enjoy and offer great value for money.

These insights are playing a crucial role in how we respond and meet customer needs. For example, in July 2023, we opened The Mezz in Dublin Airport, which uses innovative digital kiosks to allow customers to order from four different food and beverage brands in a single, convenient place. It has a range of offers to cater for customers who want anything from exciting, new flavours from Thailand to those who seek comfort in burgers or local Irish favourites.

Colleagues

Listening and responding to feedback from our colleagues helps us attract and retain diverse and talented people. Engaging with colleagues is an essential way to nurture our culture and ensure SSP is a great place to work for all.

Business engagement

Ensuring we have open engagement, where we can listen and learn from our colleagues and act on the insights they give us is crucial to the development of our culture and people strategy.

Our annual Colleague Engagement Survey is our biggest listening exercise of the year, giving every colleague across the business the chance to share their opinions about working for SSP and how we can improve. For our 2023 Colleague Engagement Survey, we partnered for the first time with survey providers, Gallup. Nearly 25,000 colleagues (76%) completed the survey. Gallup measure engagement using the 'Q12 index' which is a score out of 5. We registered a score of 3.98.

As well as our Colleague Engagement Survey, our other engagement channels include:

- market and site visits by our Group Executive Committee members to meet local colleagues
- Group and regional town hall meetings and listening sessions
- meetings with works councils and trade unions
- independently-managed Speak-Up channels
- Global Inclusion Council and local colleague networks.

Board engagement

Our designated Non-Executive Director for workforce engagement (ENED), Judy Vezmar, directly engages with a diverse spectrum of colleagues around the business and provides feedback to the Board on this engagement to inform their decision-making. In 2023, in addition to joining works council meetings and regional townhalls, Judy had six face-to-face listening sessions with over 70 colleagues across three regions, which you can read about on page 100-101.

Other Board members met colleagues during site and market visits. In 2023, this included Board visits to New York, Oslo, Mumbai, Delhi and Dublin. Our Group CEO visited several of our markets and included a focus on the safety culture in the businesses he visited.

The Board receives regular safety reports and twice-yearly detailed updates on workforce engagement, including outcomes from the Colleague Engagement Survey. The People Strategy is presented annually and the Board reviews a dashboard of workforce-related matters twice a year along with reports from our Speak-Up channels. Talent and succession planning and Diversity, Equity and Inclusion discussions are also held twice a year in the Nomination Committee.

Find out about our ENED Engagement on pages 100-101.

Material issues raised in 2023

- Job opportunities, learning and development and mobility.
- Job security, remuneration and benefits.
- Diversity, equity and inclusion.
- Health, safety and wellbeing.
- Cost of living.
- Sustainability, environmental and social impacts.

Actions in 2023

The wealth of insights gathered through our colleague engagement channels directly influence our strategic decisions. They highlight the issues that matter most to colleagues and where we need to focus our attention.

Following the 2023 Colleague Engagement Survey, we identified key areas for improvement and developed detailed action plans in collaboration with our global senior leadership teams.

The Colleague Engagement Survey results were cascaded to regional, country, site and team-level, with listening sessions to encourage open discussions. We want to create an environment where everyone feels invested in working together to address areas for improvement and celebrate success.

We implemented several actions over the past year in response to our 2022 Colleague Engagement Survey, including:

- successfully launching SuccessFactors, our new people platform, and Viva Engage, our global chat and community tool
- strengthening our Employer Value Proposition by developing a global careers website, which is now live in six countries
- providing additional support for colleagues impacted by rising inflation
- developing our Talent and Mobility Strategies.

Find out more about how we're supporting our colleagues on pages 22-23.

Priorities for 2024

- Continue rolling out our global careers website for a consistent and simplified recruitment experience for candidates.
- Continue to embed DE&I in our senior leader recruitment criteria.
- Introduce new development initiatives focusing on high-potential leaders.

Unifying colleague connections

Feedback from our colleagues told us that we needed to reduce the complexity of our different internal engagement and communication tools and channels. We responded by integrating these tools and channels with chat, news and communities all accessed through one app compatible with desktop, web or mobile devices.

We launched an integrated new internal social media platform 'Viva Engage' that enables our management colleagues to connect, communicate and collaborate with each other globally. The content and communities in the platform are built by our colleagues, empowering them to share stories and pictures, ask questions and showcase best practice, and engage with one another, their teams and the wider global community.

Since launching the platform in May 2023, we have seen strong adoption and engagement, with more than 9,000 active users and nearly 90 communities established.

Investors and lenders

We need to understand the needs of those who invest in and lend to SSP to maintain their confidence and support.

Business engagement

We maintain open lines of communication with investors and lenders, keeping them informed about our performance, strategy and governance. This fosters strong relationships and enables us to quickly respond to challenges and queries.

Regular one-to-one and group calls, meetings and presentations, are led by the Group CEO and Deputy Group CEO & CFO. Investor roadshows are conducted post-full and half year results. Quarterly calls involving the Deputy Group CEO & CFO and Director of Group Finance outline performance to lender groups. We also held events to provide analysts and investors with more detailed information about parts of our business, i.e. sustainability.

Our Group Head of Investor Relations and Corporate Affairs Director engage with shareholders in regular calls, emails and meetings. Engagement with investor ESG analysts and rating agencies by the Corporate Affairs Director and Group Head of Sustainability underscores our sustainability commitments.

Lender engagement is maintained by the Corporate Finance Director through one-to-one interactions, calls and emails with relationship management and credit analyst teams. The focus in 2023 was the refinancing of our principal banking facilities, secured after a process involving active dialogue with most of our banking lenders.

Board engagement

Our Annual General Meeting gives the Board the opportunity to present to attending shareholders and answer their questions.

The Board, including our Chair and Remuneration Committee Chair, is consulted on relevant issues including our sustainability and remuneration policies and contributes to feedback to proxy agencies ahead of the AGM. Our Board also participates in investor meetings and presentations, as required. For specific queries, Board members join direct calls with investors.

Our Board receives updates on shareholder and lender activity from the relevant Directors and members of the Group Executive Committee. At every Board meeting, they review market commentary, shareholder analysis and the views of sell-side research analysts. The Board also receives both an annual market update and defence strategy analysis from our external brokers.

Material issues raised in 2023

- Trajectory and dynamics of the growth of the travel industry.
- Strategic direction.
- Sources and uses of cash, including the re-instatement of the ordinary dividend, and balance sheet flexibility.
- The impact of changing business mix on EPS progression.
- Pace and geography of new business additions.
- Inflationary cost pressures, retail price increases and labour availability.
- Changes in the competitive environment.
- Brands and customer proposition including digital technology.
- Environmental, social and governance (ESG) considerations.

Actions in 2023

At our preliminary results in December 2022, we reframed our investment case, which combines our pre-Covid strengths with our strategic priorities, as described on pages 6-7. The delivery of our equity story has been supported by increased engagement activity, which in turn supports our existing strong shareholder base and showcases the business to new investors.

We doubled our investor engagement after interim results, compared to the previous year, and hosted new investor roadshows in key USA cities. We held our first dedicated investor ESG event in April 2023, attended by our Chair and c.40 investors and analysts. We also held an event in New York showcasing the growth and returns potential in North America (see opposite).

Our lender engagement secured a new £600m Senior Facilities with a four-year term to July 2027 plus optional further year extension to July 2028, and made changes to the banking group, replacing three European banks with additional banks with a greater focus on North America. We also continued to work closely with DBRS, who provides a private rating to our USPP Noteholders, to ensure their assessment of us reflects our continuing recovery from Covid.

Priorities for 2024

- Proactive investor engagement; meeting existing and potential investors and showcasing our strengths and opportunities to the investment community.
- Continue improving our performance in key ESG investor ratings and benchmarks.
- Continue closely engaging with lenders, particularly with respect to the optional extension we have, and to continue engaging with DBRS to ensure our continuing recovery is reflected in our private rating.

Giving our investors a 'taste' of North America

In June 2023, we held an event in New York to showcase the opportunity for growth and returns in our North American business. The event was attended in-person by c.30 investors and analysts and received positive feedback.

The event opened with a 'Taste of SSP' dinner, showcasing dishes from across SSP America. A panel with client representatives served as a helpful introduction, covering topics and trends in American aviation.

The next day, the investors heard from our Group CEO and SSP America leadership team about our strategy and investment case for North America. We also set out a longer-term Group framework for performance beyond 2024. This was followed by three interactive showcases to highlight the strength of our economic model, covering kitchen automation, digital technology and menu engineering.

The event concluded with tours around our restaurants at John F. Kennedy International Airport (JFKIA), where attendees had the opportunity to see in person some of the concepts we had highlighted earlier in the event.

Clients

Our business success depends on retaining and winning new space in our clients' travel locations. By understanding our clients' requirements, we can offer them tailored solutions that drive revenue and ensure we remain the operator of choice.

Business engagement

We have excellent, long-standing relationships with many of our clients and have continual two-way engagement to develop, maintain and optimise our offer and performance in line with their expectations. This includes both regular formal reviews and ongoing dialogue as part of our day-to-day business. We also engage with clients through tenders for new business, contract negotiations and renewals.

In 2023, we worked with a specialist agency to conduct our global Client Feedback Survey. This provided a holistic view of our clients' loyalty and satisfaction with SSP, how we are performing relative to our competitors on key strategic priorities, and the issues that are most important to our clients.

We also continued to step up our proactive approach to engaging with our clients on sustainability issues in 2023. For example, our Group Head of Sustainability and Senior Group Sustainability Manager met with key clients in Abu Dhabi, Hong Kong, the Nordics, Singapore and the UK to discuss shared sustainability goals and opportunities for collaboration.

Board engagement

Board members met a number of our clients during site and market visits. In 2023, this included commercial partners from John F. Kennedy International Airport (USA), Oslo Airport and, SAS (Norway), Mumbai and Delhi operators (India), Dublin Airport Authority (Ireland)and AENA (Spain). These meetings provide an opportunity to discuss our strategic priorities.

The Board receives updates on client engagement from the Executive Directors and Group Executive Committee (including through the regular CEO update). It is also regularly informed of the pipeline of business coming on stream, including any renewals, new wins or losses and any client or country specific issues or opportunities.

In addition, tenders of a certain size are reserved for Board approval.

In 2023, the Board also received a teach-in on the Client Feedback Survey.

Material issues raised in 2023

- Product quality, offer and menu range.
- Quality of management team and staff.
- Customer service, experience and satisfaction.
- Operational excellence, relationships and working in partnership.
- Brand portfolio that delivers sustainable sales and financial returns.
- Product offer and customer experience and satisfaction.
- Local presence, expertise and market and customer insights.
- Sustainability and innovation.

Actions in 2023

We continued to strengthen our client relationships, responding to their feedback and expectations with our strong brand portfolio, customer proposition and operational performance. Our momentum in business development, including our high success rates in retaining and winning new contracts in 2023 is testament to the positive impact of these efforts.

Our Sustainability Strategy and targets directly respond to growing client expectations regarding issues such as plastics, waste and sustainable packaging, energy efficiency and GHG emissions. We take a partnership approach to addressing sustainability concerns with our clients.

Find out about our new business wins on pages 19-20.

Priorities for 2024

- Continued focus on our client relationships, brand portfolio, customer insights and operational performance to drive high retention rates and to secure profitable new business.
- Continued delivery and progress against our Sustainability Strategy and targets.

Mobilising our Malaysian business: collaborating to deliver our joint objectives

Since 2022, SSP Asia Pacific has opened 29 units in Malaysia across four airport terminals. This was a huge undertaking, involving cross-functional collaboration and brand partner and client engagement for each unit and lounge opening in order to review progress and make decisions to achieve our joint objectives.

Coordinating all these activities under a single banner of mobilisation and maintaining the buy in and support from Malaysia Airports Holdings Bhd (MAHB) was critical. Our business development team held weekly calls with MAHB to update on progress and to find mitigating strategies for any challenges faced. Engagement from the MAHB client team to achieve the broader business objectives played a crucial part in helping us successfully achieve our milestones. The MAHB team was immensely supportive in understanding the challenges faced by the project team and working with them to ensure they remained on track to achieve the agreed outcome.

Thanks to this partnership and joined up way of working, not a single unit was delayed due to any of the operational mobilisation activity.

Joint venture partners

We work with our joint venture (JV) partners to develop businesses in regions where a partnership is required, whether by regulation or operating necessity.

Business engagement

In North America and the APAC and EEME markets, we frequently operate with joint venture partners whose attributes include local knowledge, access to brands and concepts, and relationships with clients and government. These attributes enable us to run the day-to-day business operations more effectively as well as improving our ability to win new business. In equal measure, our JV partners contribute to the capital costs of expansion in addition to taking a share of profitability.

We communicate regularly with our JV partners at Group and local levels to foster effective partnerships. Locally, our Business Development teams regularly engage with joint venture partners to ensure the efficient running of our operations.

Engagement with JV partners is a combination of informal discussion, formal board meetings and trading and business reviews, along with collaboration to explore new business.

In our USA business, for example, we meet quarterly with our JV partners, and they are also invited to our yearly Passion Conference, where we set out our joint priorities for the year. It offers a great opportunity not only for us to network with our JV partners but for them to meet each other as well.

Board engagement

Our Board is kept informed of key developments in JV partner relationships. For example, the Board is updated on the status of major new partners or extensions of existing arrangements. They receive an overview of our partnerships through updates from the Chief Customer Officer and Chief Business Development and Strategy Officer.

The Board met a number of our JV partners during site visits in 2023. This included JV partners in New York and India. These more informal meetings allow the Board to better understand our partners' drivers, risks and opportunities.

Material issues raised in 2023

- Delivering brand standards, operational excellence and a quality customer experience.
- Winning new business and renewals.
- Customer safety/food safety.
- Sustainability and environmental issues, resource efficiency, including carbon, energy, water and waste.
- Business ethics/corporate behaviour.
- Diversity, equity and inclusion.

Actions in 2023

We currently have joint venture partnerships in 14 markets across North America, EEME, Asia Pacific and Europe. This year, we entered into a new joint venture with Aeroports de Paris called Extime to operate F&B units at Charles de Gaulle and Orly airports.

We have also been working with existing partners in a number of regions to grow our footprint, in particular in Asia Pacific. Our largest JV is our Indian business, Travel Food Services (TFS), in partnership with K Hospitality, and we have regular engagement at all layers of the organisation.

We also continue to develop smaller joint venture partnerships through our participation in the Federal Aviation Administration's Airport Concession Disadvantage Business Enterprise Program (ACDBE) in the USA (see the case study opposite for details).

A key feature of our joint venture partnership arrangements is how we approach working together: despite our lower equity stake, we treat our joint venture partnerships as wholly owned subsidiaries, including them in regular trading and finance calls, taking part in investment decisions and introducing controls and risk frameworks.

Priorities for 2024

- Developing existing joint venture relationships.
- Explore opportunities for new collaborations (provided the business case supports this), especially where such partnerships facilitate entry into a new market.

> "The best partnerships aren't dependent on a mere common goal but a shared path of equity, inclusiveness and a whole lot of passion. The SSP America team are great partners for all these reasons and more."

Elliott Threatt
E&K Retail and an ACDBE joint venture partner

Increasing opportunities for minority-run joint venture partners in the USA

In the USA, we participate in the Airport Concession Disadvantage Business Enterprise (ACDBE) programme. This statutory programme is designed to increase opportunities for minority and women-owned small businesses to operate as concessionaires in airports around the country.

We have built enduring relationships with more than 100 ACDBE business partners, simultaneously contributing to our focus on building a diverse and inclusive culture. We meet quarterly with both our ACDBE partners and our airport clients to ensure alignment with our obligations. In addition, Michael Svagdis, CEO America, sits on the Board of the Airport Minority Advisory Council.

Heather Barry, Vice President of Strategic Partnerships, SSP America, explains: "Our joint venture partners are a meaningful part of our operational framework and make a lasting contribution to our collective success. We are better as a company because of the ACDBE programme."

Brand partners

We work with our partners to optimise the brand offer for our clients and customers and to ensure alignment with quality, performance and sustainability standards, while enabling brands to be introduced to the travel sector.

Business engagement

We maintain close relationships with our brand partners to ensure we are proposing the best offer for customers while preserving our brand partners' standards and identity.

We communicate regularly with our brand partners at Group and local levels to foster effective partnerships. Locally, our Business Development teams regularly engage with local hero brand partners, especially during the negotiation and extension of key brand agreements, making sure contract terms are suited to the travel sector and that supply chains and product ranges are fit for purpose. Our operations teams then maintain ongoing dialogue throughout the life of our partnership.

From a Group perspective, our Brand Portfolio team manages our relationships with brands such as Starbucks and Burger King at an international level. This ensures our partners have a dedicated point of contact that they can engage with regularly to discuss local contracts, upcoming tenders and potential brand strategies. Engagement involves discussions around the brands' sustainability credentials and available digital innovations.

We also regularly review our partners' evolving brand requirements to ensure we are meeting their policy requirements.

Board engagement

Our Board is kept informed of key developments in brand partner relationships. For example, it is updated on the status of major new partners or extensions of existing arrangements. It receives an overview of our partnerships through updates from the Group CEO, Chief Customer Officer and Chief Business Development and Strategy Officer.

The Board met a number of our brand partners during site visits in 2023, including in the USA and Ireland. These more informal meetings allow the Board to better understand our partners' drivers, risks and opportunities.

Material issues raised in 2023

- Delivering brand standards, operational excellence and a quality customer experience.
- Winning new business and renewals.
- Customer safety/food safety.
- Sustainability and environmental issues, resource efficiency, including carbon, energy, water and waste.
- Business ethics/corporate behaviour.

Actions in 2023

We partnered with several new brands this year, such as The Breakfast Club in the UK and NamNam in Singapore. We have also continued to expand our relationship with existing partners across new markets, including with Hard Rock Café and Subway in Malaysia, and acquiring the Pret A Manger franchise business and expansion rights in German-speaking Switzerland.

In 2023, we continued work with our brand partners on shared sustainability goals. For example, we developed a range of innovative, sustainable dishes with Gordon Ramsay in Hong Kong, and worked with Jamie Oliver's Deli on developing a range of lower carbon dishes to support our shared net-zero ambitions. We are also working with O'Leary's to shift to a default vegetarian-first approach, championing the opportunity to encourage customers towards healthier and more sustainable choices.

Additionally, we've supported key brand partners with mapping their GHG emissions by providing data and information in relation to their franchises with us.

We have increased our focus on digital, working in close collaboration with our brand partners to share best practice and implement innovative technologies to enhance the customer experience. For example, in 2023, we implemented AI-powered smart recommendation digital ordering kiosks for our Burger King units in DACH, Spain and the UK.

Priorities for 2024

- Consistent operational delivery of brand standards.
- Continued delivery of contract retention and new business for profitable brand partners.
- Renewal of franchise agreements with profitable brand partners and securing new relationships with tender winning brands.

Brewing up a new brand partnership

In 2023, we formed a partnership with independent craft brewer, BrewDog, to bring the brand to various travel locations in the UK and Europe.

Our first BrewDog locations opened at Amsterdam's Centraal railway station, followed by a second opening at Gatwick Airport in December.

We have worked closely with the brand to customise the offer and make it relevant to the travelling customer, developing innovative menus that are specially crafted to reflect the location. Alongside BrewDog's headliner beers, our units will also feature a selection from local craft brewers, supporting our commitment to sustainable sourcing.

James Watt, CEO of BrewDog said; "SSP completely gets our aspiration to bring fun to the airport, and has the operational expertise to deliver our brand in what can be a challenging environment. We're always looking to reach new customers, and working with SSP gives us a great opportunity to bring BrewDog to travellers across the world."

Suppliers

Maintaining good relationships with our suppliers is essential to ensure an efficient and secure supply chain and to understand customer trends.

Business engagement

We keep an open, ongoing dialogue with our suppliers through regular formal and informal meetings, calls and correspondence. This is reinforced during tenders and contract negotiations which require dedicated engagement to establish contract terms and conditions.

Additionally, where needed, we carry out site visits and quality and performance reviews. Many of our markets organise yearly supplier conferences, and suppliers often have a presence at our leadership conference as well.

Our contracted suppliers are required to sign up to our Supplier Code of Conduct or to demonstrate their own equal or better standards. We use the Supplier Ethical Data Exchange (SEDEX) as the primary means for conducting supply chain due diligence. SEDEX is a platform for storing, analysing, sharing and reporting on ethical supply chain practices. We also discuss the outcomes of ethical trade audits with suppliers and monitor completed or corrective actions for any issues identified.

Board engagement

Our Board receives updates on suppliers from the Executive Directors and Group Executive Committee (including as part of the regular CEO update). This includes periodic updates on procurement and capital expenditure from the Chief Procurement Officer focusing on current opportunities and challenges, including the impact of inflationary pressures.

Our Board is also kept informed of key changes to supplier relationships, supply chain logistics and opportunities for value creation in the supply chain and signs off our modern slavery compliance process. In 2023, this included signing off the new Supplier Code of Conduct and other supplier-facing policies.

Material issues raised in 2023

- Pricing and inflationary pressures.
- Product quality and food safety.
- Logistics and supply chain disruption/product availability.
- Sustainable ingredients, sourcing and packaging.
- Animal welfare.
- Climate change/carbon emissions.
- Human rights and labour practices.

Actions in 2023

In 2023, we developed a new Supplier Code of Conduct which consolidates the different policies we previously expected our suppliers to sign-up to, into one integrated document. It is more accessible and easier to understand for our suppliers and covers standards for human rights, product quality and food safety, environmental sustainability, farm animal welfare and business integrity.

We provided training for our purchasing teams on how to engage suppliers and incorporate the Supplier Code into contractual arrangements. We also strengthened our due diligence processes to monitor compliance including implementing a revised process for supplier risk assessments, self-assessments questionnaires and on-site audits.

We continue to work to mitigate the impact of inflationary pressures, working with suppliers to identify alternatives to ingredients impacted by price increases. We've also continued to focus on waste reduction, re-engineering supply chain logistics, including forward-buying where possible, price renegotiations, and working with suppliers to deliver revenue generating initiatives.

The Chief Procurement Officer, along with local procurement teams, monitors the management and mitigation of our response to supply chain pressures to ensure disruption is kept to a minimum.

Find out more on our mitigation of supply chain issues on pages 26-27.

Priorities for 2024

- Continue to engage contracted suppliers to sign-up our Supplier Code of Conduct, with the aim of reaching 100% by 2025.
- Progress our engagement and collaboration with suppliers to support the delivery of our sustainability goals and net-zero target.
- Continue to manage our inflation targets and maximise product availability.

Sustainable supplier partnerships

We seek to work with suppliers that have strong sustainability credentials and where we can take a partnership approach to raise standards and drive sustainable practices across our supply chains.

For example, in the Philippines, we have a long-standing partnership with a local farm for supplying the pork for all our units at Mactan-Cebu International Airport. In 2023, our Senior Sustainability Manager visited the supplier's facilities to discuss their sustainability practices. The 360-hectare farm applies high standards of animal husbandry and circular economy principles by growing its own animal feed. It has a state-of-the-art slaughterhouse and meat plant certified as a Triple A facility by the National Meat Inspection Service and is certified by the Bureau of Animal Industry in accordance with the Animal Welfare Act of 1998.

In the UK, we conducted an engagement exercise with our suppliers for our highest-impact products, including meat, fish, dairy and alcohol, to understand their approach in relation to measuring and reducing GHG emissions. We are now using these insights to inform the development and implementation of our net-zero sourcing strategy.

Communities, NGOs and society

We play an important role in the communities where we operate and where many of our colleagues and customers are based. Engaging with and supporting them as well as NGOs on key societal issues is part of being a good corporate citizen.

Business engagement

We work in partnership with charities and NGOs around the world, supporting them through a combination of fundraising, volunteering, cause-related marketing, financial and food donations. As a food business, working to alleviate food poverty for our local communities is central to our approach.

Board engagement

Our Community Engagement Policy is reviewed by the Board every two years, most recently in April 2023. Our Group CEO is responsible for overseeing the implementation and management of this policy and keeping the Board advised on compliance. During the Board visit in India, the Board was introduced to the various community initiatives run by TFS.

Material issues raised in 2023

- Food poverty and food waste.
- Healthy and sustainable diets.
- Community support and charitable giving.
- Animal welfare.
- Biodiversity loss and deforestation.

Actions in 2023

We reviewed and updated our Community Engagement Policy to reflect our commitment for all SSP divisions globally to partner with food poverty charities and local charities by 2025. By the end of 2023, we had 24 charity partnerships in place across 14 countries focused on alleviating food poverty and other local causes. Examples include the food banks network in Canada, Action Against Hunger in France and the One Heart Foundation in Bahrain.

Find out more about how we're supporting our communities on pages 49-50 of our 2023 Sustainability Report.

Priorities for 2024

- Continue our ongoing work with food poverty charities across our regions, including establishing new partnerships where needed.
- Continue engaging with key NGOs on issues such as animal welfare to support us in meeting our commitments and raising standards across our supply chain.

Supporting food and nutrition for all in India

Supporting local communities is deeply embedded into the culture of our joint venture partner business, Travel Food Services (TFS), in India. Through its charitable foundation, TFS works to deliver high-impact projects that are sustainable and scalable, under the vision of 'food and nutrition for all'.

Through its extensive projects and partnerships, the Foundation supports over 30,000 households in villages across India focused on fighting malnutrition, particularly among women and children.

Governments and regulators

We seek to be part of the debate that shapes the regulatory environment in which we operate. We contribute our experience and expertise to relevant areas of policy development and seek to support national strategies and objectives where appropriate.

Business engagement

In line with regulatory requirements, we comply with statutory reporting and data submission requirements, such as our gender pay gap report, payment reporting, modern slavery statement and regular safety reporting. Where relevant, we also participate in consultations, submissions and government reviews.

Board engagement

Our Board receives updates from the General Counsel and other specialists including external advisors on government and regulatory activities.

In 2023, this included updated guidance on the upcoming regulatory changes to audit and assurance requirements and sustainability legislation. Furthermore, regular corporate governance updates are provided to the Board, who also sign off on the Group Tax Strategy.

Material issues raised in 2023

- Business ethics and corporate behaviour.
- Food safety and allergens.
- Labour market and skills shortages.
- Healthy lifestyle and dietary needs.
- Climate-related risks and opportunities.
- Biodiversity loss and deforestation.
- Plastics and sustainable packaging.
- Tax risk management and reporting.

Actions in 2023

Many of our clients around the world are government bodies and we continue to proactively engage with them as part of client engagement activities (see page 45).

We also participated in our clients' governmental programmes, where relevant.

Priorities for 2024

- Continue to participate in, and support, government-led roundtables and programmes, where relevant.
- Ongoing monitoring of emerging regulation, proposals and recommendations that could impact our business and the food sector in general.

Task Force on Climate-related Financial Disclosures (TCFD)

We recognise that climate change, and the transition to net zero, presents a fundamental challenge to our business and wider stakeholders. So, providing consistent and reliable climate-related information is crucial.

In accordance with the Listing Rule 9.8.6 R, we have adopted the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and updated our governance, strategy, risk management, as well as metrics and targets to strengthen our climate resilience. We have considered Section C Guidance for All Sectors, and Section E of TCFD Annex entitled 'Supplemental Guidance for Non-Financial Groups' in developing this disclosure, recognising that this is an iterative process.

In 2023, we dedicated substantial effort towards enhancing our disclosure. We are committed to routinely review how we identify and manage climate-related risks, assuring that our disclosure practices continue to advance each year. This is a regular matter for review and discussion at our Audit Committee, demonstrating the Board-level commitment to this important topic.

TCFD index

TCFD recommendations	Annual Report 2023 reference	Sustainability Report 2023 reference	Consistency
Governance			
a) Board oversight	p51 & 88	p52-54	Consistent
b) Management's role	p51 & 88	p52-56	Consistent
Strategy			
a) Climate-related risks and opportunities	p52-53	p9 & 24-37	Consistent
b) Impact on business, strategy and financial planning	p53-55	n/a	Consistent
c) Strategy resilience	p53-55	n/a	Consistent
Risk management			
a) Risk identification and assessment processes	p52-54 & 66-69	n/a	Consistent
b) Risk management processes	p52-54 & 66-69	n/a	Consistent
c) Integration into overall risk management	p52-54 & 66-77	n/a	Consistent
Metrics and targets			
a) Climate-related metrics	p28-29, 31 & 54-56	p26-37	Partially consistent
b) Scope 1, 2 and 3 GHG emissions and related risks	p28-29, 31 & 55	p26, 28-33	Consistent
c) Climate-related targets and performance	p25, 28-29, 31, 54-56	p26-37	Consistent

Compliance Statement

For our disclosure in regards to Metrics and Targets (a), we acknowledge partial alignment. While executive remuneration is linked to delivery of our Sustainability Strategy, further attention is required for linking directly to climate-related targets and performance. Further consideration of the other cross-industry, climate-related metric categories is also required, including the amount or percentage of our assets, revenue or other business activities vulnerable or aligned to climate-related risks and opportunities, capital deployed, and internal carbon pricing.

We are actively enhancing our data pertaining to each risk and opportunity to bolster confidence in the accuracy of our scenario analysis and facilitate compliance. This process is dependent on delivery of internal data improvement programmes. We anticipate full alignment in the forthcoming two reports.

Governance

We have a formalised sustainability governance and management framework, including for climate-related risks and opportunities. This framework and key responsibilities can be found on page 88, with further details on pages 52-56 of our 2023 Sustainability Report.

Board oversight

Our Board has oversight of our climate-related risks and opportunities and receives updates from management on our Sustainability Strategy, targets, metrics and performance at least twice a year as part of their regular meeting schedule. The Board were closely involved in the development of our Sustainability Strategy and targets, approving them at the end of 2021, including our net-zero ambition.

In 2023, the Board received three updates on our sustainability programme, including a deep dive review of the Group's climate strategy and roadmap to net zero. The latter covered details of our targets, approved by the Science Based Targets initiative (SBTi) in 2023, to reach net-zero greenhouse gas emissions (GHG) across our value chain by 2040, from a 2019 base year.

The Audit Committee reviews the TCFD process and draft disclosure and the Group Risk Register each year, including details of the risk impact, likelihood and mitigating actions for the Principal Risk for sustainability outlined on page 75.

It is anticipated that this schedule will continue in future years.

As part of our process to embed climate-related risks and opportunities within our business, strategic decision-making and financial planning, climate-related considerations are discussed and built into our strategy review, medium-term planning and budgeting processes, which are approved by both management and the Board.

Management

In 2023, we established a Climate Risk Steering Committee responsible for monitoring alignment with TCFD recommendations, considering the impact of climate-related risks and opportunities and assessing broader sustainability-linked regulation which may impact our business. This Committee comprises senior leadership from our Risk, Finance, Legal, Sustainability and Procurement central functions, and is chaired by the Group Head of Financial Reporting and Controls.

Our response to climate-related risks and opportunities is driven through our Sustainability Strategy (see pages 25, 28-29) and through our financial and business planning process. The assessment, quantification and mitigation of climate-related risks and opportunities is embedded across business functions and operating regions, from Group to market-level.

The Board is responsible for approving our Sustainability Strategy and our Group CEO is responsible for its delivery. Our Corporate Affairs Director and Group Head of Sustainability are responsible for leading and coordinating the management and delivery of the strategy.

Accountability for risk management, including climate-related risks, sits with the Deputy Group CEO and CFO. Key members of the Group Executive Committee act as leads for specific issues and are also accountable for delivery in their relevant functions or operating regions. The Board, Audit Committee, Group Executive Committee (chaired by the Group CEO), and the Risk Committee, chaired by the Deputy Group CEO and CFO, receive regular updates on sustainability and climate matters and can challenge our progress on managing climate-related risk and broader sustainability targets.

Our Group Sustainability Steering Committee, chaired by the Group Head of Sustainability, meets monthly and comprises members of the functional leadership teams, including from the Sustainability, Procurement, Commercial, People, Legal, Digital and Finance central functions. Each region has dedicated sustainability leads, and they meet with the Group Sustainability team at least twice a year to review performance and progress.

In April 2023, as part of our business planning process, all regional and country CFO and finance directors were briefed on TCFD, including details of scenario analysis modelling, and were asked to consider how these risks and wider sustainability commitments could impact their medium-term planning. They were also asked to consider opportunities related to sustainability, such as energy efficiency, digital optimisation and improved procurement processes, when building value creation plans.

The Board held a strategy day in July 2023 to review a consolidated version of the medium-term plans for each region, and set business-wide, strategic priorities for the medium-term. By focusing on these strategic priorities, we are enhancing our strategic response to material climate risks and opportunities. For example, with initiatives such as removal of single-use plastics, investments in energy efficiency programmes, increased availability of plant-based substitutes, optimising digital solutions to improve the efficiency of our equipment and procurement processes, and ensuring sustainability is integrated into our brand and customer propositions.

As noted above, we have embedded climate-related risks and wider sustainability considerations into our budget planning and forecasts. This has included accounting for the delivery of our sustainability targets, as well as for potential price inflation of any products impacted by shortages due to recent climate events.

Strategy and risk management

In 2021, we developed our Sustainability Strategy, as detailed on page 25 and covered in detail in our 2023 Sustainability Report. Sustainability forms a critical part of our Group Strategy.

Climate-related risks and opportunities

In 2022, we worked with an external consultancy on a stand-alone project to identify and quantify our climate-related risks and opportunities. We reviewed our existing risk management methodology and strategic risks, and built-in climate-related considerations in line with TCFD recommendations.

This process involved identification of climate risks and opportunities and a prioritisation exercise to define which risks are most material to our business based upon potential impact to business, likelihood and velocity (see table on the next page). These were ratified in consultation with SSP leadership teams, the Group Executive Committee and the Risk and Audit Committees, and then full scenario analysis was conducted on those deemed most material.

The material risks covered transition and physical risks that could have a significant impact on our operations, strategy and financial planning, and material opportunities that may positively contribute to our financial performance if they can be realised.

We commissioned analyses of each risk and opportunity against two potential climate scenarios (as detailed opposite) to understand and quantify the potential financial impact across short (2025), medium (2030) and long-term (2040) time horizons. Most of our strategic response to climate-risks and opportunities relates to the delivery of our wider Sustainability Strategy, so we have aligned our TCFD time horizons with our key target dates and milestones, including for our net-zero roadmap.

The analysis drew upon internal and external data sources, such as carbon pricing projections, customer trends, potential future surcharges on use of single-use plastics, business growth forecasts and GHG emissions data across Scopes 1, 2 and 3. For each risk and opportunity, we assessed the potential level of impact if the risk or opportunity is realised and the likelihood of it occurring under each of the climate scenarios and time horizons.

Risk management and principal risks

To ensure that material climate-related risks and opportunities identified through this process are considered within our wider risk management process, they have been integrated into our Principal Risks and are therefore subject to the same review and approval process for the rest of our risks. For example, Risk 5 relating to reduced availability of climate sensitive raw materials due to increased frequency of extreme weather events and chronic risks, is considered as part of our Principal Risk 3 regarding supply chain disruption (see page 71).

We define our Principal Risks and opportunities at a Group level, as the themes we look at are consistent across each geography. At a country level, we delegate risk identification and management to our regional teams.

Each regional finance team has a risk manager or lead who is responsible for identifying local climate-related risks and opportunities and building these into the countries' medium-term plans, where there are anticipated or known financial impacts.

This approach allows us to mitigate, transfer, accept or control strategic risks, and to ensure budgets account for any operational or country level risks or opportunities that arise, through our existing business planning process.

Find out more on our Risk Management and Principal Risks on pages 66-77 and about the impact of our consideration of climate risks on our financial statements on page 167.

Risk review

In 2023, the Climate Risk Steering Committee reviewed our existing material risks and opportunities, as well as the long list of risks and opportunities that were deemed not material in 2022. This was to assess whether the Steering Committee thought any risks and opportunities had become more or less material. Through this process, we considered the external context, our internal mitigations and any financial or country-level risk considerations raised through the business planning process to understand where our existing risk and opportunity definitions may need to change. We also considered whether we needed to refine any of the internal data used in our scenario modelling. As a result, we strengthened our scenario modelling where needed (see case study on page 54), and established plans for updating our material risks and scenario analysis model in 2024.

As noted on page 51, these climate-related risks (both transition and physical) were considered by the Audit Committee in discharging its duties to sign-off the Company's accounts.

Climate scenarios: chosen to show the expected upper and lower range of climate impacts and associated physical and transition risks

Net-zero scenario	Climate inaction scenario
Global warming is limited to below 2°C above pre-industrial levels (ideally 1.5°C).	Global temperatures rise by 3.5-4.5°C, with no climate change mitigation.
Underpinned by a range of external scenario data, including: • NGFS Net Zero 2050 scenario • RCP1.9 and RCP2.6 • IEA Energy Technology Perspective Beyond 2°C Scenario • CCC UK 6th Carbon Budget	Underpinned by a range of external scenario data, including: • NGFS Current Policies Scenario • RCP8.5 • IEA Energy Technology Perspective Reference Technology Scenario
Greater transitional risks	Greater physical risks

Our material climate-related risks and opportunities

Risk/opportunity	Our strategic response:	Scenario	Level of likelihood/impact Short term (2025)	Medium term (2030)	Long term (2040)
Risk 1 (transition): Increased energy and key raw materials costs, due to introduction of carbon pricing or taxes in regions with our operations and supply chain.	During 2023, our targets to achieve net-zero greenhouse gas (GHG) emissions across our value chain (Scopes 1, 2 and 3) by 2040, from a 2019 base year, were approved by the Science Based Target initiative (SBTi). We updated our scenario analysis model to reflect the details of our transition plan to achieve our approved targets. We asked country-level risk managers to identify, raise and budget for any instances where carbon taxes are being introduced. As part of their business planning process, we asked countries to identify opportunities to drive efficiency of our equipment and procurement processes, which will help to mitigate this risk.	1.5-2°C	H	H	H
		3.5-4.5°C	M	M	M
Risk 2 (transition): Risk of legislation which prevents the sale of single-use plastic products or products in plastic packaging.	We have a target to eliminate unnecessary single-use plastic and move 100% of our own brand packaging to be reusable, recyclable or compostable by 2025. As part of our risk review process we identified this risk as practically mitigated. We believe there is a broader emerging risk in terms of packaging legislation, not just relating to single-use plastics or plastic packaging.	1.5-2°C	L	L	M
		3.5-4.5°C	L	L	L
Risk 3 (transition): Risk of changes in travel trends leading to a reduction in passenger numbers.	Our business planning process considers passenger numbers and travel trends to inform our medium-term financial plan. We continue to use client volume projections and forecast growth in passenger numbers within our planning. As part of our risk review process we noted the impact of this summer's acute physical climate-related risks on key travel destinations such as wildfires in Southern Europe which could, over time, have an impact on travel destinations. We believe this scenario needs consideration as an emerging risk.	1.5-2°C	L	H	H
		3.5-4.5°C	L	L	L
Risk 4 (transition): Risk of reputational impact, resulting in loss of clients and leading to a drop in revenue from failure to realise sustainability commitments and decarbonise our operations and supply chain in line with net-zero expectations.	Sustainability forms a critical part of our strategy and focuses on the most material issues for our business and stakeholders, supported by clear and measurable targets. In 2023, we reviewed the internal data used in the scenario analysis to give us a more accurate picture of this risk. For more details see the case study on page 54.	1.5-2°C	M	H	H
		3.5-4.5°C	L	H	H
Risk 5 (physical): Reduced availability of climate sensitive raw materials due to increased frequency of extreme weather events and chronic risks.	With c.550 brands in our portfolio and operating in 37 countries, our ingredients and raw materials come from highly diversified supply chains. As part of our risk mitigation, all countries must have contingency plans in place for substitute suppliers if a core product is unavailable. This will also be linked to an overall country contingency plan that may include a reduction in product range in times of widespread availability issues.	1.5-2°C	M	M	M
		3.5-4.5°C	M	H	H
Opportunity 1: Opportunity to grow potential revenues from 'climate-conscious customers', including taking advantage of diversifying markets and changing customer demands.	Our Sustainability Strategy includes targets to encourage and respond to changing customer demands. This includes 2025 targets for at least 30% of own-brand meals to be plant-based or vegetarian and 100% of coffee, tea, hot chocolate and fish/seafood for our own brands to be from sources certified to sustainability standards, such as Rainforest Alliance and Fairtrade. We're also designing more climate-friendly menu options and encouraging our customers to choose them, through actions such as product promotions, information and labelling.	1.5-2°C	M	M	M
		3.5-4.5°C	L	L	L

Key: L: Low (<£5m); M: Medium (£5m-£20m); H: High (>£20m)

Scenario analysis

In 2022, our scenario analysis identified that, generally, transition risks are more material in the shorter term, compared with physical risks which become more material in the medium and long term.

Under the net-zero scenario, the most material transition risks we identified were:

- Increased energy and supply chain costs because of increasing carbon prices.
- Potential reduced revenues because of changing travel trends, particularly in the UK and EU countries as passenger growth slows.
- Reputational impact if we fail to meet our climate commitments in line with client expectations.

The opportunity relating to changing customer preferences is greater under a net-zero scenario, and this could be increased further as the analysis currently only considers our own brands.

Under the climate inaction scenario, physical risks are more material, but some transition risks are still present:

- Physical risks could be greater in the long term, reducing yield of crops and therefore availability of key raw materials such as wheat, coffee, tea, pulp and potatoes. This could increase purchasing costs.
- Reputation risk could still be high in a climate inaction scenario given the existing expectations around climate and that many of our clients and other partners have already made climate commitments.

While this analysis has shown that transition to a net-zero scenario presents a higher financial risk to our business resilience in the short to medium term, we are committed to our net-zero target and recognise our strategic commitment to moving towards this higher risk scenario. Please refer to the table on the previous page for our strategic responses to these risks.

The insights gained from the scenario modelling demonstrate that we have existing strategic responses to help mitigate each of the most material climate-related risks and opportunities identified. This gives us confidence that, if we continue to deliver against our internal and external targets, our strategy will be resilient. However, given the unpredictable nature of climate change, this modelling always carries an element of unforeseen risk.

For example, recent extreme weather in Southern Europe was not specifically covered in the medium-term plan due to the timing of events and the process. We must maintain flexibility in our approach to risk management and response, and will need to adapt targets or internal controls as needed.

As such, our material climate-related risks and opportunities will continue to be reviewed annually, and we will build upon our existing mitigation strategies to ensure the continued resilience of our business to climate change.

Using client insights to strengthen our scenario modelling

We have refined the scenario modelling used to quantify the revenue at risk if we do not deliver our net-zero commitments. In our initial analysis we used publicly available data to define a risk rating for Risk 4 relating to clients and assumed a renewal rate which decreased to a minimum amount in a net-zero scenario.

In 2023, we updated the model with data from our client survey, which measured the importance of sustainability to 30 of our top clients when considered alongside other commercial KPIs.

The client survey data has replaced the assumption, resulting in a reduction in the upper limit of revenue at risk. But, importantly, it has anchored climate-risk data within the broader commercial/service measures, demonstrating the level of importance of this issue to SSP and our clients. We are also able to use this data to identify which clients have higher interest in our sustainability commitments to help prioritise our engagement activities.

Metrics and targets

In August 2023, our net-zero targets were officially verified by the Science Based Targets initiative (SBTi) covering:

- **Overall net-zero target:** reach net-zero GHG emissions across our value chain by 2040, from a 2019 base year.
- **Near-term 2032 target:** reduce absolute Scope 1 and 2 GHG emissions by 60% from a 2019 base year; and reduce absolute Scope 3 GHG emissions from purchased goods and services and capital goods by 35% within the same timeframe.
- **Long-term 2040 target:** reduce absolute Scopes 1, 2 and 3 GHG emissions by 90% by 2040, from a 2019 base year.

These science-based targets directly support the mitigation of the risk relating to carbon pricing (Risk 1) and the risk of losing business due to inaction on climate (Risk 4). It also supports the opportunity to engage climate-conscious customers (Opportunity 1), such as through increasing healthy and sustainable options.

In 2023, absolute GHG emissions for Scopes 1 and 2 reduced by 42% and absolute Scope 3 emissions increased by 7%, compared to our 2019 base year. Across all three scopes, our absolute emissions are relatively flat compared to 2019. For emissions intensity (kg of CO_2e per million £ revenue) across all scopes, we have achieved a 6% reduction from our 2019 base year.

We believe this demonstrates the progress we are making in putting the right measures in place to ensure that, as our business grows, we are doing so efficiently and controlling absolute emissions increases in line with growth projections set out in our net-zero roadmap.

In 2023, 30% of our total energy use was from verified renewable sources. We are also undergoing significant investment across our business to increase energy efficiency. We are rolling-out Automated Meter Readers (AMRs) to our units globally, which will provide half-hourly energy readings, analytics and diagnostic reports to help identify opportunities for improvements.

Trials in our UK business show we can achieve an average 5-7.5% reduction in energy consumption where AMRs have been introduced.

The vast majority of our Scope 3 emissions relate to the food, beverages and products we purchase for resale. To reduce these emissions, we are increasing our range of plant-based offerings, shifting towards lower-impact alternatives like chicken instead of beef, and developing more plant-forward dishes with a reduced proportion of meat or fish. By the end of 2023, 34% of our own brand meals were plant-based or vegetarian.

We are also focused on sourcing sustainable ingredients and working closely with our suppliers to drive emissions reductions. By the end of 2023, 71% of hot beverages (tea, coffee and hot chocolate) for our own brands were from sources certified to standards such as Rainforest Alliance.

Our efforts to reduce food waste also contribute to reducing Scope 3 emissions. For example, through our partnership with Too Good To Go, we have saved over 1,200 tonnes of food from going to landfill since 2016, avoiding the equivalent of c.3,000 CO_2e emissions. For 2023 alone, we saved 646 tonnes of food from waste, equivalent to more than 1,600 tonnes of CO_2e.

Find full details of our net-zero strategy and progress in our 2023 Sustainability Report.

GHG emissions and energy metrics

	Performance							
	2023			2022				
Metric	UK	Global (non-UK)	Total	UK	Global (non-UK)	Total	2019 base year	% change vs 2019
Absolute GHG emissions (tonnes CO_2e)								
Scope 1	**2,275**	**10,228**	**12,503**	2,153	13,270	15,422	15,265	-18%
Scope 2 (market-based)	**4,243**	**62,806**	**67,048**	14,260	68,916	83,175	121,174	-45%
Scope 2 (location-based)	**8,434**	**76,512**	**84,946**	8,343	50,497	58,840	101,642	-16%
Total Scope 1 and 2 (market-based)	**6,518**	**73,034**	**79,552**	16,412	82,186	98,597	136,439	-42%
Scope 3 (all 11 material categories)	**n/a**	**n/a**	**1,045,019**	n/a	n/a	774,565	972,311	+7%
Total Scopes, 1, 2 (market-based) and 3	**n/a**	**n/a**	**1,124,571**	n/a	n/a	873,163	1,108,750	+1.4%
Energy use (megawatt-hours (MWh))								
Total energy use	**48,402**	**252,666**	**301,067**	47,999	190,958	238,957	347,671	-13%
Total renewable energy use	**21,672**	**67,559**	**89,231**	–	–	–	–	+100%
Intensity ratios (per million £ revenue)								
Scopes 1 and 2 (kg CO_2e per £m revenue)	**0.008**	**0.03**	**0.03**	0.03	0.05	0.05	0.05	-46%
Scopes 1, 2 and 3 (kg CO_2e per £m revenue)	**n/a**	**n/a**	**0.37**	n/a	n/a	0.40	0.40	-6%
Energy (MWh per £m revenue)	**62.58**	**112.98**	**100.03**	78.06	121.59	109.34	124.41	-20%

SSP is required to report its UK (including UK offshore) and global (excluding the UK) energy use and CO_2e emissions in accordance with the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. The data detailed in the above table represents emissions and energy use for which the Company is responsible and is incorporated by reference in the Directors' Report. We have followed the Greenhouse Gas Reporting Protocol – Corporate Standard (2015 revised edition) and our reporting is consistent with the Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance (March 2019). We include our global electricity, natural gas, owned transport and refrigerant use (where data is available) and associated emissions.

For Scope 2, we report both 'location-based' emissions and 'market-based' emissions. 'Location-based' emissions are calculated using UK DEFRA 2022 Emission Factors and, for the other countries, using International Energy Agency (IEA) 2020 Emissions Factors. 'Market-based' accounts for emissions associated with renewable energy sources verified with the appropriate Renewable Energy Guarantees of Origin (REGO), Energy Attribute Certificates or Power Purchase Agreements. Please note that rounding of figures can result in the total figures appearing to have a small discrepancy. This does not affect the accuracy or validity of the data.

Scope 3 relates to all indirect emissions – not included in Scope 2 – that occur in our value chain, including both upstream and downstream emissions. We worked with a specialist consultancy to calculate Scope 3 emissions in accordance with the Greenhouse Gas Protocol Corporate Value Chain (Scope 3) Standard using a screening methodology. The screening methodology reviewed all 15 potential Scope 3 categories, as defined in the Greenhouse Gas Protocol, and modelled the 11 categories deemed to be the most material to SSP's operations, using a combination of actual data, activity data and financial data. The four Scope 3 categories determined to be immaterial are: Category 8 upstream leased assets, Category 9 downstream transportation and distribution, Category 10 processing of sold products and Category 11 use of sold products.

Find full details of our reporting boundaries, scope and methodologies in our Sustainability Data Book at: www.foodtravelexperts.com/sustainability/

Other metrics and targets linked to our climate risks and opportunities

Target/metric	Performance 2023	2022
By 2025, at least 30% of meals offered by our own brands to be plant-based and/or vegetarian (Opportunity 1)	**34%**	33%
By 2025, 100% of all own brand units in the UK & Ireland, North America and Continental Europe (40% in APAC and EEME regions) that serve coffee to offer non-dairy milk alternatives (Opportunity 1)	**88% (31%)**	85% (28%)
By 2025, 100% of tea, coffee and hot chocolate for our own brands to be from sources certified to independent sustainability standards, such as Rainforest Alliance or Fairtrade (Opportunity 1)	**71%**	67%
By 2025, 100% of fish and seafood for our own brands to be from sources certified to independent sustainability standards, such as Marine Stewardship Council (Opportunity 1)	**61%**	52%
By 2025, 100% of eggs for our own brands to be from cage-free sources (Opportunity 1)	**48%**	34%
By 2025, eliminate unnecessary single-use plastic from our own brand packaging (Risk 2)	**84%**	80%
By 2025, 100% of our own brand packaging to be reusable, recyclable or compostable (Risk 2)	**85%**	85%
By 2025, all divisions globally to have programmes to reduce food waste through prevention, reuse, recycling and recovery (Risk 2)		
– Tonnes of surplus food saved from waste via our partnership with Too Good To Go	**646**	387
– % of own brand units with fryers sending waste cooking oil for recycling	**96%**	96%
– % of own brand units that serve coffee diverting waste coffee grounds from landfill	**63%**	48%

We do not have external metrics and targets on Risk 3 or Risk 5, as these are commercially sensitive, but we monitor and manage both risks through internal KPIs, and build them into our business planning and functional budgets.

For example on Risk 3, during the 2023 business planning process most countries identified risk around passenger projections. Although this isn't specifically climate related, this was discussed and noted, with financial plans being built based on client forecasts of volume.

We plan to conduct a new double-materiality assessment – a dual assessment of how our activities impact people and the planet and how sustainability issues, like climate change, may impact our business – to help define the next stage of our Sustainability Strategy and targets for post-2025.

See our Sustainability Data Book for comprehensive details of our yearly data performance, reporting boundaries, scope, definitions and methodology.

Financial review

"Strong profit and cash conversion as sales have recovered."

Jonathan Davies
Deputy Group CEO & CFO

Group performance

	2023 £m	2022 £m	Change: Actual currency (%)	Change: Constant currency (%)	Change: LFL (%)
Revenue	**3,009.7**	2,185.4	+37.7%	+37.9%	+31.5%
Underlying operating profit	**204.8**	31.7	+546.1%		
Operating profit	**166.8**	91.5	+82.3%		

EBITDA was £280.0m (2022: £142.0m) and Underlying operating profit was £163.7m (2022: £30.3m) on a pre-IFRS 16 basis.
Revenue in 2019 was £2,794.6m

The Group's trading performance has continued to recover strongly, with revenues tracking above pre-Covid levels throughout the year. At actual foreign exchange rates, total Group Revenue of £3,009.7m was 7.7% ahead of 2019 levels (9.6% on a constant currency basis) and increased by 37.7% compared to 2022 (37.9% on a constant currency basis). This revenue performance included the benefit from net contract gains as we accelerated the mobilisation of our significant pipeline, in addition to price increases compared to the same period in each year.

During the first half year, revenues were 4.5% ahead of 2019 levels at actual exchange rates and 3.8% ahead on a constant currency basis. This performance was driven by a strong recovery in passenger numbers, initially led by strong leisure travel demand throughout the autumn, following an extended holiday season in several markets. This momentum continued throughout the winter and early Spring, despite significant industrial action impacting the UK Rail network, with trading across the Group demonstrating a resilience to broader pressures on consumer spending. Compared to the first half of 2022, sales increased by 64.1% (58.7% on a constant currency basis).

During the second half year, trading continued to strengthen, increasing by 10.3% at actual exchange rates compared to 2019 (14.5% on a constant currency basis). Against 2022, where the prior year comparatives were considerably more challenging than in the first half, second half revenues increased by 22.4% (25.4% on a constant currency basis). This further improvement in underlying trading was driven by a continued recovery in passenger numbers over the summer, particularly in the air sector, as well as our stronger customer proposition and further deployment of digital order and payment technology.

For the year as a whole, like-for-like sales growth versus 2022 was 31.5%. The growth in the air channel has been particularly encouraging, driven by strong recoveries in passenger numbers in most of our major markets. The recovery in the rail channel continued to be impacted by ongoing industrial action, principally in the UK.

Net gains contributed 6.4% to full year revenue growth versus 2022, driven by strong contributions from North America, including a benefit from the acquisition of the Midfield Concession business in late June and significant new openings in Ontario, Seattle, LaGuardia, Vancouver and Kelowna, and from the APAC and EEME division, where we opened material new contracts in Malaysia, Thailand, Australia and India.

Trading results from outside the UK are converted into sterling at the average exchange rates for the year. The overall impact of the movement of foreign currencies (principally the Euro, US Dollar, Swedish Krona, Norwegian Krone, Indian Rupee, Egyptian Pound and Swiss Franc) in 2023 compared to the 2022 average was -0.1% on revenue, -2.6% on EBITDA and -4.8% on operating profit.

Operating profit

The underlying operating profit was £204.8m, compared to £31.7m in the prior year. On a reported basis under IFRS 16, the operating profit was £166.8m (2022: £91.5m), reflecting a charge of £38.0m (2022: £59.8m credit) for the non-underlying operating items.

On a pre-IFRS 16 basis, the Group reported underlying EBITDA of £280.0m (2022: £142.0m) and underlying operating profit of £163.7m (2022: £30.3m). The underlying pre-IFRS 16 EBITDA margin improved to 9.3% (2022: 6.5%) and the underlying pre-IFRS 16 operating profit margin improved to 5.4% (2022: 1.4%).

Non-underlying operating items

Items which are not considered reflective of the normal trading performance of the business, and are exceptional because of their size, nature or incidence, are treated as non-underlying operating items and disclosed separately.

The non-underlying operating items included in the net charge of £38.0m are summarised below:

- Impairment of goodwill: as a result of past acquisitions, and in particular the creation of SSP by the acquisition of the SSP business by EQT in 2006, the Group holds a significant amount of goodwill on its consolidated balance sheet. This is allocated to cash generating units, and performance is monitored on this basis. Goodwill impairment testing is carried out annually, or more frequently if indicators of impairments have been identified, by comparing the value relating to each cash generating unit with the net present value of its expected future cash flows. Following the most recent reviews, a goodwill impairment of £12.5m was identified, comprising a write down in respect of the Rail Gourmet business in the UK.
- Impairment of property, plant and equipment and right-of-use assets: the Group has carried out impairment reviews where indications of impairment have been identified. These impairment reviews compared the value-in-use of individual sites, based on management's current assumptions regarding future trading performance, to the carrying values of the associated assets. Following this review, a charge of £5.6m has been recognised, which includes a net impairment of right-of-use assets of £3.2m.
- Gain on de-recognition of leases: as a consequence of certain contract terminations (FY22: modifications) the leases have been derecognised in the period, resulting in a gain of £2.7m (2022: £61.5m).
- Site exits costs: the Group has recognised a charge of £8.6m relating to site exits and redundancies carried out across the Group during the year, principally reflecting the planned exit from our motorway service area business in Germany.
- Contractual settlements: during the year the group negotiated contractual settlements in respect of the Covid-19 period which resulted in a net charge of £4.7m.
- Other non-underlying expenses: in the current year these items, primarily relating to transaction costs and other legal fees, amounted to £9.3m (2022: £2.3m).

2023 highlights

Operating profit

£164m underlying pre-IFRS 16[1]

£167m reported

Earnings per share

7.1p/share underlying pre-IFRS 16[1]

1.0p/share reported

Net debt

£(392)m underlying pre-IFRS 16[1]

£(1,421)m reported

1 See Alternative Performance Measures page 63-65.

Segmental performance

This section summarises the Group's performance across its four operating segments. For full details of our key reporting segments, please refer to note 3 on page 168.

North America

	2023 £m	2022 £m	Change: Year-on-year change (%)	Change: Constant currency (%)	Change: LFL (%)
Revenue	**668.8**	455.4	+46.9%	+44.7%	+32.7%
Underlying operating profit	**68.2**	18.4	+270.7.%		
Operating profit	**67.0**	17.3	+287.3%		

EBITDA was £91.9m (2022: £51.0m) and underlying operating profit was £54.9m (2022: £17.4m), both on a pre-IFRS 16 basis.
Revenue in 2019 was £533.4m.

Revenue during the year of £668.8m increased by 46.9% compared to the prior year, and 25.4% versus 2019 levels (both at actual exchange rates). The performance included a significant contribution from net contract gains, as we continue to grow our business in conjunction with our joint venture partners.

During the first half, the sales recovery in North America remained strong, running 27.1% above 2019 levels and 71.8% ahead of 2022, reflecting the ongoing recovery in domestic leisure and business travel, in addition to the contribution from the new openings.

During the second half, sales increased by 24.0% compared to 2019 and 31.4% versus 2022, including a sales benefit from the acquisition of the Midfield Concession business, with the transfer of six of the seven airports completed in June.

The underlying operating profit for the period was £68.2m, compared to £18.4m in the prior year, and the reported operating profit was £67.0m (2022: 17.3m). This strong performance, taking operating profit and margins to levels above those reported in 2019, reflected the rapid recovery in like-for-like sales and a good profit contribution from the new business.

Non-underlying operating items comprised transaction costs totalling £1.2m. On a pre-IFRS 16 basis, the underlying operating profit was £54.9m, which compared to £17.4m last year.

Continental Europe

	2023 £m	2022 £m	Change: Year-on-year change (%)	Change: Constant currency (%)	Change: LFL (%)
Revenue	**1,136.7**	867.9	+31.0%	+30.4%	+26.4%
Underlying operating profit/(loss)	**51.9**	22.6	+129.6%		
Operating profit	**32.6**	82.0	-60.2%		

EBITDA was £77.6m (2022: £60.7m) and underlying operating profit was £35.8m (2022: £19.8m) both on a pre-IFRS 16 basis.
Revenue in 2019 was £1,036.9m.

Revenue in Continental Europe of £1,136.7m represented an increase of 31.0% compared to 2022 and 9.6% versus 2019 levels (both at actual exchange rates).

Most markets in Continental Europe recovered strongly in the first six months of the year, running 9.3% above 2019 levels across this period (56.9% ahead of 2022), helped by the extended European summer holiday season which stretched into the autumn, most notably in Spain, and was in spite of industrial action in February and March which impacted several countries, notably France.

During the second half year, sales strengthened further to 9.8% above 2019 levels (16.2% above 2022), driven by strong air passenger numbers over the late spring and summer and despite the impact of protests and travel disruption in France, as well as more challenging comparatives from 2019.

The underlying operating profit for the period was £51.9m compared to £22.6m in the prior year, with a reported operating profit of £32.6m (2022: £82.0m). Non-underlying operating items comprised site exits costs amounting to £7.2m relating to the planned exit from our motorway service area business in Germany, historical contractual settlements totalling £4.7m, impairments totalling £6.6m and other costs of £0.8m. On a pre-IFRS 16 basis, the underlying operating profit was £35.8m, which compared to £19.8m last year.

Segmental performance continued

UK (including Republic of Ireland)

	2023 £m	2022 £m	Change: Year-on-year change (%)	Change: Constant currency (%)	Change: LFL (%)
Revenue	**773.6**	614.9	+25.8%	+25.6%	+23.2%
Underlying operating profit/(loss)	**66.1**	23.5	+181.3%		
Operating profit	**54.6**	27.7	97.1%		

EBITDA was £73.1m (2022: £38.8m) and underlying operating profit was £57.4m (2022: £25.9m) both on a pre-IFRS 16 basis.
Revenue in 2019 was £840.5m.

Revenue in the UK and Ireland of £773.6m represented an increase of 25.8% compared to 2022 and a recovery to 92.0% of 2019 levels (both at actual exchange rates).

During the first half year, sales recovered to 85.2% of 2019 levels (41.0% ahead of 2022), reflecting an ongoing recovery in both leisure and commuter travel, despite the impact of regular strike action impacting the rail business.

In the second half, underlying UK trading in both the air and rail channels continued to strengthen, with revenues averaging 97.8% of 2019 levels (16.5% above 2022), despite the rail sector continuing to be impacted by ongoing industrial action.

The underlying operating profit for the UK was £66.1m compared to £23.5m in the prior year, with a reported operating profit of £54.6m (2022: £27.7m). Non-underlying operating items comprised impairments of goodwill of £12.5m and other items amounting in a net credit of £1m. On a pre-IFRS 16 basis, the underlying operating profit was £57.4m, which compared to £25.9m last year.

APAC and EEME

	2023 £m	2022 £m	Change: Year-on-year change (%)	Change: Constant currency (%)	Change: LFL (%)
Revenue	**430.6**	247.2	+74.2%	+82.6%	68.4%
Underlying operating profit/(loss)	**71.0**	13.5	+425.9%		
Operating profit/(loss)	**72.2**	14.6	+394.5%		

EBITDA was £76.8m (2022: £25.0m) and underlying operating profit was £63.5m (2022: £13.8m) both on a pre-IFRS 16 basis.
Revenue in 2019 was £383.8m.

Revenue in APAC and EEME of £430.6m represented an increase at actual exchange rates of 74.2% compared to 2022 (82.6% on a constant currency basis) and 12.2% versus 2019 levels (21.1% on a constant currency basis).

Revenues continued to recover rapidly in this region throughout the first half, including an exceptional performance in our business in India (TFS), where sales more than doubled year on year. Australia, Thailand and the Middle East have also performed particularly well. First half sales for the APAC and EEME region as a whole grew by 3.8% versus 2019 and increased by 140.32.4% compared to the equivalent period in 2022 (both at actual exchange rates).

Compared to 2022, sales improved by 41.2% at actual exchange rates (53.9% on a constant currency basis), as we saw further improvements in passenger numbers across the Asia Pacific region, as well as strong performances in India and Egypt. In addition, the region continued to benefit from significant net gains as we continued to roll out the new business pipeline there, with strong contributions from new openings in Malaysia, Australia, Thailand, Bahrain and India.

The underlying operating profit for the period was £71.0m, compared to £13.5m in the prior year, and the reported operating profit was £72.2m (2022: £14.6m). Non-underlying operating items comprised impairments of £1.3m, gains on derecognition of leases of £4.1m and site exit costs of £1.6m. On a pre-IFRS 16 basis, the underlying operating profit was £63.5m, which compared to £13.8m last year.

Share of profit of associates
The Group's underlying share of profits of associates was £7.2m (2022: £6.6m profit), driven primarily by strong performance from the Group's associates in Cyprus and Qatar. On a reported basis, the share of profits of associates of £0.5m (2022: £6.6m profit) included a £6.7m non-underlying impairment charge relating to the mandatory recapitalisation of the group's associate in France.

On an underlying pre-IFRS 16 basis, the Group's share of profit from associates was also £7.2m (2022: £6.6m profit).

Net finance costs
The underlying net finance expense for the financial year was £86.6m (2022: £81.5m), which includes interest on lease liabilities of £53.1m (2022: £37.9m). A credit to finance costs of £7.4m has been recognised within non-underlying items relating to the refinancing of the Group debt. The reported net finance expense under IFRS 16 was £79.2m (2022: £72.9m).

On a pre-IFRS 16 basis, underlying net finance costs were lower than the prior year at £33.5m (2022: £43.6m), driven by a lower cost of debt on our USPP loan notes, as well as foreign exchange gains arising on certain cash balances held in foreign currencies.

Taxation
The Group's underlying tax charge for the period was £29.1m (2022: £0.9m credit), representing an effective tax rate of 23.2% (2022: 2.1%) of underlying profit before tax. On a reported basis, the tax charge for the period was £32.0m (2022: £15.3m charge) representing an effective tax rate of 36.3% (2022: 60.7%).

On a pre-IFRS 16 basis, the Group's underlying tax charge was £31.2m (2022: £4.6m), equivalent to an effective tax rate of 22.7% (2022: a negative effective tax rate of 68.7%) of the underlying profit (2022: loss) before tax.

The Group's tax rate is sensitive to the geographic mix of profits and losses and reflects a combination of higher rates in certain jurisdictions, as well as the impact of losses in some countries for which no deferred tax asset is recognised. The underlying tax rate for the current year reflects a return to pre-pandemic rates of around 22-23%, the prior year tax rates having been impacted by the significant change in the geographic mix caused by Covid-19.

Non-controlling interests
The profit attributable to non-controlling interests was £48.0m (2022: £20.1m profit). On a pre-IFRS 16 basis the profit attributable to non-controlling interests was £49.7m (2022: £24.2m profit), with the year-on-year increase reflecting a significantly improved trading performance from our partially owned subsidiaries (operated with joint venture partners) in North America and APAC and EEME, including in India, Thailand, the Philippines and the UAE.

Earnings/(loss) per share
The Group's underlying earnings per share was 6.2 pence per share (2022: loss of 7.7 pence per share), and its reported earnings per share was 1.0 pence per share (2022: loss of 1.3 pence per share).

On a pre-IFRS 16 basis the underlying earnings per share was 7.1 pence per share (2022: loss of 4.5 pence per share).

Dividends
In line with the Group's stated priorities for the uses of cash and after careful review of its medium-term investment requirements, the Board is proposing a final dividend of 2.5 pence per share (2022: nil), which is subject to shareholder approval at the Annual General Meeting.

The Group is proposing a payout ratio of 35% of the underlying pre-IFRS 16 earnings per share, which is in the middle of our proposed payout range of 30-40%.

The final dividend will be paid, subject to shareholder approval, on 29 February 2024 to shareholders on the register on 2 February 2024.

The ex-dividend date will be 1 February 2024.

Free Cash flow

The table below presents a summary of the Group's free cash outflow for 2023

	2023 £m	2022 £m
Underlying operating profit[1]	**163.7**	30.3
Depreciation and amortisation	**116.3**	111.7
Exceptional operating costs	**(17.8)**	(3.6)
Working capital	**(19.8)**	116.7
Net tax payment	**(19.6)**	(2.3)
Capital expenditure[2]	**(220.0)**	(148.9)
Acquisitions, net of cash received	**(41.2)**	(1.4)
Net dividends to non-controlling interests and from associates	**(46.0)**	(14.5)
Net finance costs	**(46.1)**	(40.5)
Other	**5.6**	4.5
Free cash outflow	**(124.9)**	52.0

1 Presented on an underlying pre-IFRS 16 basis (refer to pages 64 for details).
2 Capital expenditure is net of cash capital contributions received from non-controlling interests of £22.5m (2022: £10.7m).

The Group's net cash outflow during the year was £124.9m, compared to a £52.0m net cash inflow last year. This year-on-year change primarily reflected the anticipated higher levels of capital expenditure and working capital outflows in 2023. The net outflow in the year also included the impact of the acquisition of the Midfield concessions business in June, as well as exceptional restructuring and other costs incurred during the year.

Capital expenditure was £220.0m, a significant increase compared to the £148.9m in the prior year, reflecting the ongoing mobilisation of our new business pipeline, as well as a rebound in the level of renewals and maintenance projects, many of which were put on hold in the aftermath of Covid.

Although working capital benefited from a further recovery in sales across the year (increasing from around 95% of 2019 levels in September 2022 to around 110% in September 2023), this was more than offset by a reduction in the level of the Group's deferred liabilities, largely rents, during the period, amounting to approximately £50m, resulting in a net cash outflow for the year of £20.7m.

Acquisition costs of £41.2m comprised £2.8m consideration paid for the AMT business in the UK in December 2022, together with a further £38.4m for the purchase of the units at six of the seven Midfield concessions locations in North America in June 2023. We took operational control of the units at Denver on 16 November 2023.

Net corporation tax payments of £19.6m (compared to £2.3m in 2022) and net dividends paid to non-controlling interests (net of receipts from associates) of £46.0m (2022: £14.5m) were both much higher year on year, reflecting the Group's significant increase in profitability over the last twelve months.

Net finance costs paid of £46.1m were also higher than in the prior year (2022: £40.5m), mainly reflecting the payment of deferred interest liabilities in respect of the Group's US Private Placement notes following the Rights Issue in 2021.

Net debt

Overall net debt increased by £95.7m to £392.2m on a pre-IFRS 16 basis, largely reflecting the free cash outflow in the year of £124.9m as detailed above. On a reported basis under IFRS 16, net debt was £1,420.9m (30 September 2022: £1,150.7m), including lease liabilities of £1,028.7m (30 September 2022: £854.6m).

The table below highlights the movements in net debt in the period on a pre-IFRS 16 basis.

	£m
Net debt excluding lease liabilities at 1 October 2022 (Pre-IFRS 16 basis)	(296.5)
Free cash flow	(124.9)
Impact of foreign exchange rates	21.9
Other[1]	7.3
Net debt excluding lease liabilities at 30 September 2023 (Pre-IFRS 16 basis)	**(392.2)**
Lease liabilities	(1,028.7)
Net debt including lease liabilities at 30 September 2023 (IFRS 16 basis)	**(1,420.9)**

1 Other changes relate to the effect of our debt refinancing carried out in the year.

Alternative Performance Measures

The Directors use alternative performance measures for analysis as they believe these measures provide additional useful information on the underlying trends, performance and position of the Group. The alternative performance measures are not defined by IFRS and therefore may not be directly comparable with other companies' performance measures and are not intended to be a substitute for IFRS measures.

1. Revenue measures

As the Group is present in 37 countries, it is exposed to translation risk on fluctuations in foreign exchange rates, and as such the Group's reported revenue and operating profit/loss will be impacted by movements in actual exchange rates. The Group presents its financial results on a constant currency basis in order to eliminate the effect of foreign exchange rates and to evaluate the underlying performance of the Group's businesses. The table below reconciles reported revenue to constant currency sales.

(£m)	North America	Continental Europe	UK	APAC & EEME	Total
2023 Revenue at actual rates by region	668.8	1,136.7	773.6	430.6	3,009.7
Impact of foreign exchange	(10.2)	(4.9)	(1.6)	20.7	4.0
2023 Revenue at constant currency[1]	**658.6**	**1,131.8**	**772.0**	**451.3**	**3,013.7**
2022 Revenue at actual rates by region	455.3	868.1	614.9	247.1	2,185.4
Constant currency sales growth	44.7%	30.4%	25.6%	82.6%	37.9%
Which is made up of:					
Like-for-like sales growth[2]	32.7%	26.4%	23.2%	68.4%	31.5%
Net contract gains[3,4]	12.0%	4.0%	2.4%	14.2%	6.4%
Total constant currency sales growth	**44.7%**	**30.4%**	**25.6%**	**82.6%**	**37.9%**

1 Constant currency is based on average 2022 exchange rates weighted over the financial year by 2022 results.
2 Like-for-like sales represent revenues generated in an equivalent period in each financial year in outlets which have been open for a minimum of 12 months. Like-for-like sales are presented on a constant currency basis.
3 Revenue in outlets which have been open for less than 12 months and prior period revenues in respect of closed outlets are excluded from like-for-like sales and classified as contract gains. Net contract gains/(losses) are presented on a constant currency basis.
4 The impact of the Midfield Concession acquisition has been included in net contract gains.

2. Non-underlying profit items

The Group presents underlying profit/(loss) measures, including operating profit/(loss), profit/(loss) before tax, and earnings/loss) per share, which exclude a number of items which are not considered reflective of the normal trading performance of the business, and are considered exceptional because of their size, nature or incidence. The table below provides a breakdown of the non-underlying items in both the current and prior year.

	Non-underlying items IFRS 16 2023 £m	Non-underlying items IFRS 16 2022 £m
Operating costs		
Impairment of goodwill	**(12.5)**	–
Impairment of property, plant and equipment	**(2.4)**	(12.1)
Impairment of right-of-use assets	**(3.2)**	(6.1)
Contractual settlements	**(4.7)**	–
Site exit costs	**(8.6)**	(2.9)
Gain on derecognition of leases	**2.7**	61.5
IFRS 16 rent credit	**–**	23.0
Debt amendment expenditure and extension of bank facilities	**–**	(1.3)
Other non-underlying costs	**(9.3)**	(2.3)
	(3.8)	59.8
Finance expenses		
Debt refinancing & effective interest rate adjustments	**7.4**	8.6
	7.4	8.6
Taxation		
Tax charge on non-underlying items	**(2.9)**	(16.2)
Total non-underlying items	**(40.2)**	52.2

Further details of the non-underlying operating items have been provided in the Financial Review section on page 13. Furthermore, a reconciliation from the underlying to the statutory reported basis is presented below:

	2023 (IFRS 16) Underlying	2023 (IFRS 16) Non-underlying Items	2023 (IFRS 16) Total	2022 (IFRS 16) Underlying	2022 (IFRS 16) Non-underlying Items	2022 (IFRS 16) Total
Operating profit/(loss) (£m)	**204.8**	**(38.0)**	**166.8**	31.7	59.8	91.5
Operating margin	**6.8%**	**(1.2)%**	**5.5%**	1.5%	2.7%	4.2%
Profit/(loss) before tax (£m)	**125.4**	**(37.3)**	**88.1**	(43.2)	68.4	25.2
Earnings/(loss) p/share (p)	**6.2**	**(5.2)**	**1.0**	(7.7)	6.4	(1.3)

3. Pre-IFRS 16 basis

In addition to our reported results under IFRS 16 we have decided to also maintain the reporting of our profit and other key KPIs like net debt on a pre-IFRS 16 basis. This is because the pre-IFRS 16 profit is consistent with the financial information used to inform business decisions and investment appraisals. It is our view that presenting the information on a pre-IFRS 16 basis will provide a useful and necessary basis for understanding the Group's results. As such, commentary has also been included in the Business Review, Financial Review and other sections with reference to underlying profit measures computed on a pre-IFRS 16 basis.

A reconciliation of key underlying profit measures to 'Pre-IFRS 16' numbers is presented below:

		Year ended 30 September 2023			Year ended 30 September 2022		
	Notes	Underlying IFRS 16 £m	Impact of IFRS 16 £m	Underlying Pre-IFRS 16 £m	Underlying IFRS 16 £m	Impact of IFRS 16 £m	Underlying Pre-IFRS 16 £m
Revenue	2	**3,009.7**	**–**	**3,009.7**	2,185.4	–	2,185.4
Operating costs	4	**(2,804.9)**	**(41.1)**	**(2,846.0)**	(2,153.7)	(1.4)	(2,155.1)
Operating profit/(loss)		**204.8**	**(41.1)**	**163.7**	31.7	(1.4)	30.3
Share of profit from associates		**7.2**	**–**	**7.2**	6.6	–	6.6
Finance income	5	**17.0**	**–**	**17.0**	4.9	–	4.9
Finance expense	5	**(103.6)**	**53.1**	**(50.5)**	(86.4)	37.9	(48.5)
Profit/(loss) before tax		**125.4**	**12.0**	**137.4**	(43.2)	36.5	(6.7)
Taxation		**(29.1)**	**(2.1)**	**(31.2)**	0.9	(5.5)	(4.6)
Profit/(loss) for the period		**96.3**	**9.9**	**106.2**	(42.3)	31.0	(11.3)
Profit/(loss) attributable to:							
Equity holders of the parent		**49.6**	**6.9**	**56.5**	(60.9)	25.4	(35.5)
Non-controlling interests		**46.7**	**3.0**	**49.7**	18.6	5.6	24.2
Profit/(loss) for the period		**96.3**	**9.9**	**106.2**	(42.3)	31.0	(11.3)
Loss per share (pence):							
– Basic	3	**6.2**		**7.1**	(7.7)		(4.5)
– Diluted	3	**6.2**		**7.0**	(7.7)		(4.5)

Underlying operating profit is £41.1m lower on a pre-IFRS 16 basis, as adding back the depreciation of the right-of-use assets of £194.5 does not fully offset the recognition of fixed rents of £230.4m and the gain on derecognition of leases of £5.2m. Profit before tax is £12.0m higher on a pre-IFRS 16 basis as a result of adding back £53.1m in finance charges on lease liabilities. The impact of IFRS 16 on net debt is primarily the recognition of the lease liability balance.

Pre-IFRS 16 basis underlying EBITDA is a key measure of profitability for the Group. A reconciliation to pre-IFRS 16 basis underlying operating profit/(loss) for the period is presented below:

	2023 £m	2022 £m
Pre-IFRS 16 underlying EBITDA	**280.0**	142.0
Depreciation of property, plant and equipment	**(106.6)**	(97.9)
Amortisation of intangible assets	**(9.7)**	(13.8)
Pre-IFRS 16 underlying operating profit	**163.7**	30.3

Furthermore, a reconciliation from pre-IFRS 16 underlying profit/(loss) for the period to the statutory profit/(loss) for the period is as follows:

	2023 £m	2022 £m
Pre-IFRS 16 underlying operating profit/(loss) for the period	**163.7**	30.3
Depreciation of right-of-use assets	**(194.5)**	(170.0)
Fixed rent on leases	**230.4**	154.8
Gain on derecognition of leases	**5.2**	16.6
Non-underlying operating (costs)/profit (note 4)	**(38.0)**	59.8
Share of profit from associates	**7.2**	6.6
Non-underlying share of loss from associates	**(6.7)**	–
Net finance expense	**(86.6)**	(81.5)
Non-underlying finance income (note 5)	**7.4**	8.6
Taxation	**(32.0)**	(15.3)
Profit after tax	**56.1**	9.9

A reconciliation of underlying operating profit to profit before and after tax is provided as follows:

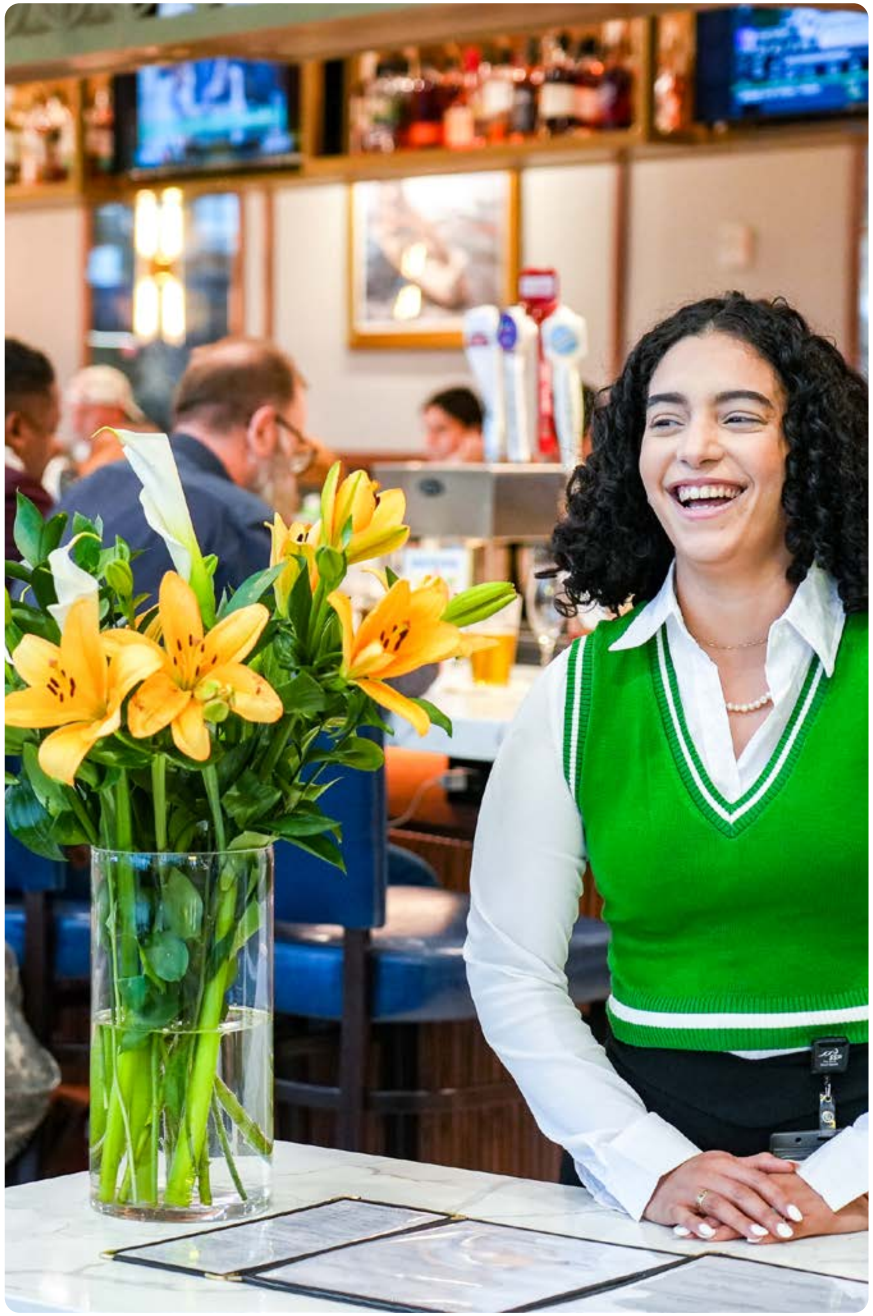
	2023 £m	2022 £m
Underlying operating profit	204.8	31.7
Non-underlying operating (costs)/profit (note 5)	(38.0)	59.8
Share of profit from associates	7.2	6.6
Non-underlying share of loss from associate	(6.7)	–
Finance income	17.0	4.9
Finance expense	(103.6)	(86.4)
Non-underlying finance income (note 6)	7.4	8.6
Profit before tax	88.1	25.2
Taxation	(32.0)	(15.3)
Profit after tax	56.1	9.9

4. Liquidity and cashflow

Liquidity remains a key KPI for the Group. Available liquidity at 30 September 2023 has been computed as £606.9m, comprising cash and cash equivalents of £303.3m, and undrawn credit facilities of £303.6m.

A reconciliation of free cashflow to underlying operating profit is shown on page 62.

Jonathan Davies
Deputy Group CEO and CFO
5 December 2023



Risk management and principal risks

To enable us to deliver our purpose of being the best part of the journey, it is critical for us to manage our risks effectively and appropriately. The Group's risk management framework is specifically designed to systematically identify, analyse, and effectively manage material risks across the business through a series of processes aimed at continuous monitoring, management, and ultimately risk mitigation.

Approach

Identification

- Review risks from the previous year to determine if they are still valid and whether to consider any emerging risks.
- Consider major changes and initiatives.
- Consider complex, changing or new processes or those with historical issues.

Prioritisation

Prioritise risks based on impact and likelihood:
- Impact: If the risk arises, what is the impact on the achievement of the country, region and Group's strategic priorities and financial targets?
- Likelihood: What is the likelihood that the specific risk will occur?

Monitoring

Develop an action plan for any medium or high rated risks without appropriate mitigating activities. This includes:
- What action will be taken?
- Who is responsible?
- When will the new activity be implemented?

Mitigation

Country management identifies current and potential mitigation activities for operational risks:
- What activity is undertaken and is this managing the risk?
- Who performs the activity and is this the right person to undertake this activity?
- When is this undertaken and is the frequency appropriate to manage the risk?

Strategic risks
Interviews are held with the Group Executive Committee members, Group functional leads and country leadership team to update the Strategic Risk Register.

Operational risks
Operational Risk Registers are updated by regional/country management teams.

Risk Management Framework

An overview of our risk management framework is set out on page 69 and in accordance with the Corporate Governance Code, the Board (supported by the Audit Committee) has overall responsibility for reviewing its effectiveness. The Board confirms that there is an ongoing process for identifying, evaluating and managing significant and emerging risks faced by the Group as well as setting the Group's risk appetite (as set out on page 68).

In addition to the detail set out on page 69, key features of the Group's risk management processes are as follows:

- The Group conducts an annual risk assessment review to identify principal risks, while local management teams maintain country and regional risk registers. These regional and country-specific registers encompass the risk assessments, significant changes in risks or new initiatives, and both current and future mitigation activities discussed.
- The Group maintains a top-down consolidated risk register, which covers risks to the overall Group. Risks are assessed in terms of their potential impact and likelihood, and key risks are brought to the attention of the Risk Committee and the Audit Committee. This evaluation also includes the consideration of climate-related risks and opportunities.
- Our regional and country management teams are responsible for implementing internal control and risk management practices within their own businesses, ensuring ongoing compliance with the Group's policies and procedures, and identifying emerging risks.
- A key aspect of the Group's risk mitigation processes is the implementation of various risk management policies throughout the organisation. These policies are complemented by tailored training programmes for different levels within the Group and encompass a Colleague Code of Conduct, a Speak Up Policy, an Anti-Bribery and Anti-Corruption Policy, a Prevention of the Facilitation of Tax Evasion Policy, a GDPR Compliance Policy, Modern Slavery Policy, Group Authorisation Policies, and various IT security policies. These are updated periodically as needed. The Board and senior management have received training on the obligations and behaviours expected of a UK-listed company, which include matters related to compliance, insider trading, and preventing market abuse. The Risk Committee regularly receives reports on topics covered by these policies, including compliance reports and updates on training uptake.
- The Group's Speak Up Policy establishes a framework that encourages all individuals at every level of the organisation, including colleagues, consultants, and contractors, to feel confident in reporting irregularities. We encourage individuals to voice their concerns with designated persons, the Country Whistleblowing Officer, or the confidential Group Helpline. The Board, in collaboration with the Audit Committee, oversees and reviews the matters reported and the outcomes of any investigations.
- The management of risk and compliance with associated policies is considered as part of the Group's performance management systems.
- Our Group Safety Forum, chaired by the Group Safety Director and comprised of health and safety experts from across our organisation, is responsible for monitoring and evaluating our adherence to global safety standards and compliance with regulations. It is further supported by an Executive Safety Committee, chaired by the Chief People Officer, which conducts quarterly regional reviews of our performance in relation to safety processes and objectives. For additional information on our safety governance framework, refer to page 44 of our Sustainability Report.

Our sustainability framework enables us to integrate key areas of non-financial performance with our financial performance and objectives, so we can generate long-term value for all our stakeholders. It also ensures that both the Board and the business factor in risk from financial and non-financial standpoints. For instance, throughout the year, the heightened emphasis on sustainability in our performance has prompted the business and Board to assess the risks and opportunities tied to our net-zero roadmap and carbon footprint reduction, which affect both short and long-term value creation. Incorporating environmental, social, and governance considerations into our risk assessments aids in the development of a more sustainable strategy that fosters well-rounded success and value creation. For further details, refer to pages 28-31 and our Sustainability Report.

Principal Risks

The principal risks and uncertainties to which the Group is exposed are summarised on pages 70-77, along with the actions taken to mitigate them and details of the risk trend over the year. Risks are identified as 'principal' based on the likelihood of occurrence and their potential impact on the Group. Those risks with higher probability and greater impact on strategy, reputation, operations and financial performance receive the highest risk rating. These risks have been reviewed and agreed with the Board (and considered by the Group Executive Committee).

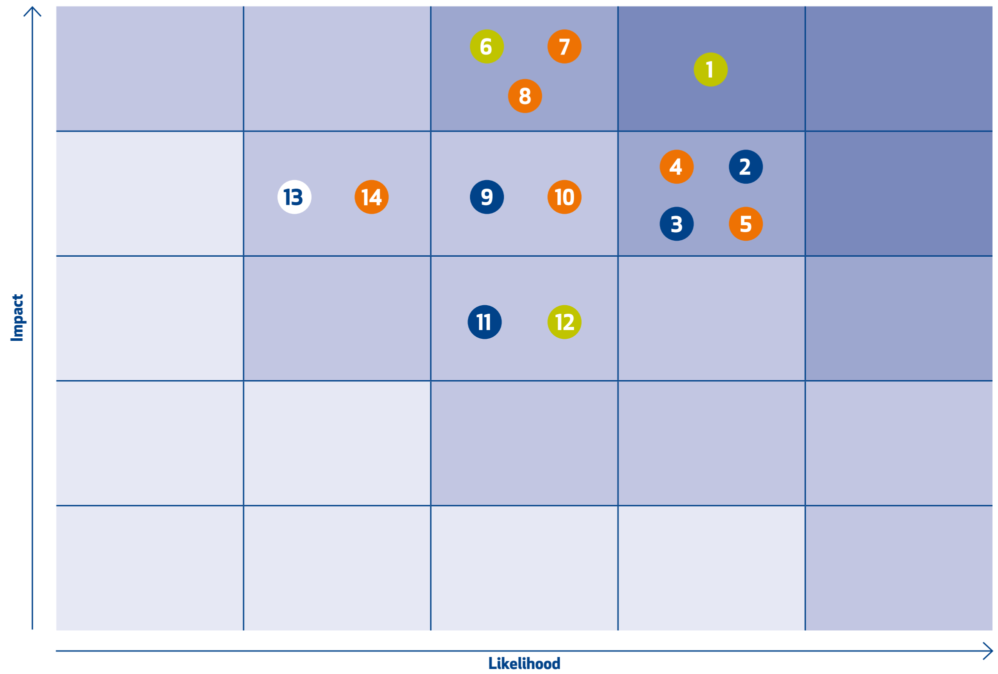
A new risk relating to 'mergers and acquisition activity' has been added to the principal risks. The Covid-19 risk has been downgraded. Risks relating to health and food safety, 'information security and stability', 'mobilisation of pipeline' and 'benefits realisation from efficiency programmes' have all risen over the year.

Last year, the Group disclosed ten principal risks. This has now increased to 14 principal risks (noted below). We have included risks 11-14 as some are directly relevant to the Group's strategic priorities.

In addition to the principal risks outlined on pages 70-77, each local business maintains a register of operational risks that are monitored and reviewed internally throughout the year.

Group Principal Risks

The graphic illustrates the Group's principal risks positioned on a relative basis based on the annual risk assessment approved by the Board.



Key to movement since 2022

● Increasing ● Stable ● Decreasing ○ New

Risks

1 Business environment, geo-political uncertainty and terrorism threat
2 Availability of labour and wage inflation
3 Supply chain disruption and product cost inflation
4 Health and food safety
5 Information security and stability
6 Compliance
7 Mobilisation of pipeline
8 The competition landscape, changing client behaviours and client retention
9 Insufficient senior capability at Group and country level
10 Benefits realisation from efficiency programmes
11 Sustainability
12 Innovation of brand portfolio & changing customer demands
13 Merger and acquisition activity
14 Expansion into new markets

Link to our strategic priorities

Principal risks are identified, assessed and discussed in relation to their linkage with our strategic priorities set out below:

PIVOTING TO HIGH GROWTH MARKETS

ENHANCING BUSINESS CAPABILITIES; DRIVING COMPETITIVE ADVANTAGE

DELIVERING OPERATIONAL EFFICIENCIES

Emerging risks

SSP defines emerging risks as those whose timing and impact are not entirely certain but may, over time, pose a risk to the delivery of the Group's strategy. We have well-established processes for identifying and monitoring emerging risks through horizon scanning and our embedded risk management framework, both at Group and regional levels.

At the regional level, we employ a bottom-up approach, where incidents and trends are monitored and discussed at regional risk committees and Group Executive Committee meetings (as applicable). Depending on the perceived impact and probability of these risks, they are escalated to the Group CEO and Deputy Group CEO and CFO through weekly trading updates and subsequently to the Group Executive and Risk Committees, as appropriate. Regional management closely monitors these risks and periodically updates Group management.

At the Group level, we adopt a top-down approach through our annual risk assessment exercise, during which emerging risks are discussed with senior regional management (CEOs and CFOs) and Group management, including heads of Finance, HR, Procurement, and Legal departments. Identified risks are reviewed and approved by the Group Executive Committee before being submitted to the Board.

Short term	Mobilisation of pipeline	Due to the Group's strategic priority of 'Pivoting to high-growth markets,' the Group has placed additional emphasis on identifying, assessing, completing, and integrating new transaction targets to significantly boost growth in key markets. For more information, please refer to pages 19-20.
Medium term	Climate change	Similarly to the prior year, climate change is one of our most significant medium-term emerging risks. Primarily, this relates to the failure to adequately consider and respond to the physical and transition risks associated with climate change, including the impact on our units such as damage or closure, disruption to our supply chain, increased food security challenges and increased pressure of compliance with regulatory requirements. See pages 50-56 for more information on our consideration of climate risk, its potential impact on the business and its results.
Long term	Structural changes to the travel sector	Consistent with the prior year, from a long-term perspective, there may be structural changes to the travel sector driven by customer behaviour, such as an aversion to air travel due to its impact on the environment, increased remote working and greater road travel as adoption of electric vehicles increases. These also present opportunities, but otherwise could have a severe adverse impact on the business. Holiday destinations could vary dependent on the impact of climate change. See pages 52-54 for more information on how we are addressing these structural changes and mitigating action.

As above, all these risks are monitored and discussed at senior management level to consider appropriate mitigations.

Risk appetite

Risk appetite is the level of risk that the Group is willing to accept, both in day-to-day business operations and in seeking to realise our strategic priorities. It is also an important element of our culture and values, as we seek to balance activity to drive our purpose and build momentum with protecting the business and doing the right thing.

The Board determines the risk appetite of the Group to ensure that we consider and manage appropriately the potential impact of current and emerging risks. This aims to increase the likelihood that we achieve our business objectives, and minimise the threat of adverse impacts to our financial and operational performance and prospects.

During the year, the Board concluded there were certain risks for which it had a very low risk appetite, and categorised them as 'risk-averse'. These risks included 'health and food safety, information security and stability, compliance with legislation, and liquidity and funding.' We are working to minimise these risks. For certain risks, the Group has a higher risk appetite and classifies these as 'risk willing.' This category includes 'mobilisation of pipeline, expansion of pipeline, benefits realisation from efficiency program, innovation and development of brand portfolio, and the competitive landscape, changing client behaviours, and client retention.' These risks are directly related to achieving our objective of increasing growth and returns. The remaining Principal Risks are classified as 'risk moderate' and the Group adopts a balanced approach to risk management.

The Group's risk management framework

Top down Oversight and leadership of risk management approach

Bottom up Identification, assessment, mitigation and escalation of risks

Board

Overall responsibility for the Group's system of internal controls and risk management policies. Receives updates on key risk matters including Safety.

Audit Committee

- Reviews risk management policies and processes (including as to sustainability and climate-related matters) and financial controls, providing a reasonable basis for the Board to make judgements on an ongoing basis as to the Group's financial position and prospects.
- Receives and reviews detailed risk registers, Control Self-Assessment (CSA) results and internal audit reports.
- Assesses the integrity of the Group's financial reporting, including as to tax compliance and reporting.
- Reports to the Board on relevant matters arising (including from internal and external audit reports).

Risk Committee

Meets quarterly and operates under the oversight of the Audit Committee. Chaired by the Deputy Group CEO and CFO and comprises various senior management. Attended by Deloitte as internal audit.

- Reviews and updates risk registers, operational risks, controls and KPIs, including emerging risks.
- Oversees internal audit process.
- Reviews the Group balance sheet.
- Reviews the Group's information security protocols.
- Assesses safety management reports and initiatives (including for allergens).
- Reviews internal compliance reports (including ABC, modern slavery, GDPR) and assesses further actions and controls.
- Receives reports from the Climate Risk Steering Committee.
- Oversees management of climate-related risks and opportunities.

Group Executive Committee

Meets monthly and is chaired by the Group CEO. Composed of the Executive Directors and senior management (comprising regional CEOs and functional heads).

- Produces annual budget for Board review and approval.
- Reviews budget pursuant to weekly and monthly reports.
- Identifies and executes, subject to any necessary Board approvals, new strategic business opportunities, M&A opportunities and major capital expenditure proposals (including new country entry).
- Reviews risk assessment, as well as current and future mitigation activities, and committee members report on emerging risks and opportunities in their area of responsibility.
- Executive Directors report to Board on financial performance and key issues as they arise.

Disclosure Committee

Composed of the Group CEO, Deputy Group CEO and CFO and General Counsel. Meets on an ad hoc basis.

- Identifies information which requires disclosure under the Listing Rules, Market Abuse Regulations or the DTRs in a timely manner, to ensure that such information is properly considered and that such consideration includes whether the information should be disclosed.

Financial Reporting

- Coordinates the risk management process (updates risk registers, coordinates local registers, assesses risk ratings and documents mitigating controls).
- Conducts meetings with risk owners and consolidates local risk registers.
- With CEO and Deputy Group CEO and CFO, conducts regular trading, financial and risk reviews to monitor the ongoing operations of the Group.
- Carries out balance sheet reviews with the local teams.

Treasury Committee

Meets quarterly, is chaired by the Deputy Group CEO and CFO and monitors a wide range of treasury matters and activities:

- Agrees and implements the Group's treasury policies.
- Oversees the cash forecasting process.
- Monitors financial risks including interest rate risk, foreign exchange risk, liquidity risk.
- Considers other topical or ad hoc items (such as lender covenants, and guarantee capacity).

Group Investment Committee

- Reviews and authorises material capital investments and acquisitions.
- Operates a post-investment review process.

Regional and Country Management

- Implements internal control and risk management practices locally and ensures compliance with the Group's policies and procedures.
- Considers, updates and maintains local risk registers and risk maps, including in relation to emerging risks.
- Completes the annual CSA process, and proposes and follows up on action points to address any control gaps.
- Submits requests for approval of controlled activities, which are reviewed by Group compliance and relevant functional heads.
- Works with our outsourced loss prevention analysts to investigate and remedy any queries raised.
- Compiles reports and maintains registers as required (e.g. ABC, safety, sustainability and other compliance matters).
- Attends Group Risk Committee where control challenges are identified through CSA/CC or Internal Audit.

Internal Audit

- Performs a programme of testing a set of key controls based on a continuing assessment of business risks across the Group.
- Carries out assurance activities to inform the Board and its committees of potential risk areas and mitigating controls.
- Provides independent third line assurance over the adequacy and effectiveness of the systems of internal control at Group, regional and country level.

Risk 1: Business environment, geo-political uncertainty and terrorism threat

Executive risk owner
Group CEO, Deputy Group CEO and CFO, Regional CEOs

Trend

Link to our strategy
Pivoting to high growth markets
Delivering operational efficiencies

Risk description
The Group operates in the travel environment where external factors such as the general economic and geo-political climate, levels of disposable income, changing demographics, and travel patterns could affect passenger numbers and customer spending.

The travel environment is vulnerable to acts of terrorism or war, outbreaks of pandemic diseases, or major and extreme weather events or natural disasters, which could reduce the number of passengers in travel locations.

Risk trend
During the year, we have continued to see inflationary pressures across our markets, and Central Banks raising interest rates with the aim of reducing inflation. These actions have had limited success, and pressure on customer discretionary spending is likely to continue in the short to medium term as increased interest rates feed through into mortgage costs when fixed rate deals come to an end.

The Group has experienced a significant summer peak in 2023, with air passenger numbers equivalent to 2019 levels in many markets. However, this may be reflective of pent-up Covid-related demand and may have been funded by savings accumulated during the pandemic. It may not continue into 2024, especially given the current economic climate.

Mitigating factors
The Group monitors the performance of individual business units and markets regularly. The Executive Directors review detailed weekly and monthly performance, covering a range of KPIs, and monitor progress on key strategic projects with local senior management. We take specific short- and medium-term actions to address any trading performance issues, and monitor them on an ongoing basis.

Should passenger numbers fall significantly, we can actively manage the number of open units, as we have successfully done in recent years. Partly because of Covid-19, a larger proportion of our unit rents are now based on passenger numbers, providing additional downside protection in the event of a significant prolonged fall in passenger numbers.

The business has a range of strategies to minimise inflationary impact, such as menu engineering, pricing, and leveraging its strong relationships with clients and supply chain partners.

Risk 2: Availability of labour and wage inflation

Executive risk owner
Country CEOs

Trend

Link to our strategy
Pivoting to high growth markets
Enhancing business capabilities; driving competitive advantage

Risk description
The Group's revenue relies on the availability of frontline staff and skilled labour to operate our units. The hospitality sector faces ongoing competition with other industries for these valuable resources, raising the risk that the Group may struggle to recruit and retain an adequate workforce to run the existing business at full capacity. Additionally, there is a risk that SSP may encounter challenges in recruiting sufficient resources to support planned growth in a timely manner.

Risk trend
Across our markets we have seen greater availability of labour than in the previous year, when labour constraints were the key factor limiting our ability to reopen our units, and we expect this trend to continue.

However, wage inflation continues apace, with labour only available to companies willing to match wage demands. Governments have responded to the global inflationary environment by increasing minimum hourly wages. Competition from other food and beverage operators, hotels, bars and restaurants has resulted in pressure to increase wages across the business.

Mitigating factors
Our People function continues to actively support the development of strategies to mitigate labour cost inflation across the Group, including introducing incentives to retain existing frontline colleagues. Each business area is monitoring their respective markets, both by location and compared to their peers, to ensure we continue to attract and retain talent.

Increased use of technology, such as digital ordering and payment, along with menu simplification and expanded grab 'n' go offerings, has reduced demands on our colleagues' time. In the US we have introduced standardised kitchens, speeding up meal preparation and we are trialling the use of robots to determine if that could help reduce demands on colleagues' time.

Risk 3: Supply chain disruption and product cost inflation

Executive risk owner
Regional CEOs, Chief Procurement Officer

Trend

Link to our strategy
Delivering operational efficiencies

Risk description
The Group's revenue is generated from the supply of menu items to customers, exposing us to both short and medium-term availability risks concerning food, beverages, and other consumables. There is also a risk that our margins may not be sustained due to product cost inflation.

The Group's future growth projections rely on capital expenditure for our secured pipeline. This expenditure is susceptible to inflation risk, given the time lapse between investment case approval and the actual construction. Consequently, the original return on investment may no longer be achievable. Certain capital items must be sourced from brand partners, which amplifies availability risk.

In the medium term, there are several supply chain risks potentially linked to the climate agenda:

- the risk of increased costs due to the introduction of carbon pricing or carbon taxation
- the risk of legislation that could prohibit the sale of single-use plastic products or products in plastic packaging, resulting in increased costs
- a reduced availability of climate-sensitive raw materials due to the rising frequency of extreme weather events.

Risk trend
Sourcing menu items has become more manageable compared to the prior year when supplies were severely disrupted by the war in Ukraine. However, we are still seeing double-digit product cost inflation in most regions.

We are also facing ongoing inflationary pressure related to pipeline capital expenditure, where costs are expected to exceed initial projections included in the investment case due to inflation in building costs.

SSP is actively working on meeting its supply chain sustainability targets by our target deadline. We anticipate that there may be increased disruption in FY24 due to El Niño potentially having a negative impact on global crop yields, with a more pronounced effect in South America.

Mitigating factors
The Group has conducted extensive menu engineering to mitigate the impact of lack of availability and rising prices, such as substitutions (for example, salad instead of fries). Post-Covid 19, we manage menus carefully so we can maintain simplicity in the supply chain wherever possible.

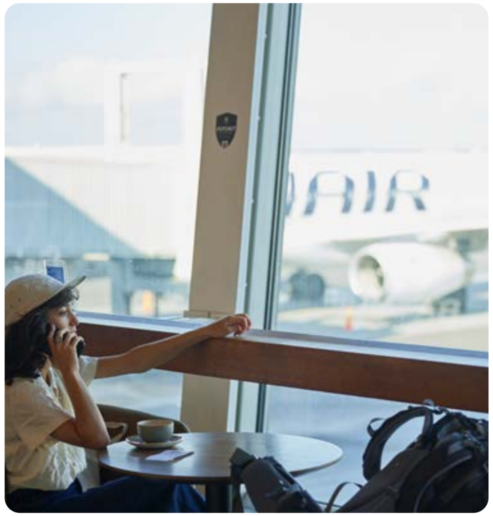
For most key ingredients in our markets we have a minimum of two suppliers.

We have approached clients to secure economic benefits to offset increases in build costs, such as additional capital expenditure contributions, extended lease terms or rent-free periods.

For partner-supplied capital expenditure, long lead time items are being pre-ordered well in advance of unit construction.

The business has increased awareness of and is actively planning for the increase in climate-related risks.

In the medium term the increased costs from sustainable alternatives will likely decline as the alternatives become the norm, as has already occurred with wooden cutlery.



Risk 4: Health and food safety

Executive risk owner
Regional CEOs, Chief People Officer

Trend

Link to our strategy
Enhancing business capabilities; driving competitive advantage
Delivering operational efficiencies

Risk description
The preparation of food and maintenance of the Group's supply chain necessitate maintaining high levels of hygiene, temperature control, and traceability. Non-compliance with food safety laws can potentially expose the Group to significant reputational damage, along with the possibility of food safety liability claims, financial penalties, and other associated issues.

There is also a risk that customers or colleagues may incur harm or injury while on SSP premises.

Risk trend
Continued focus is necessary to ensure that all colleagues adhere to the highest standards of food safety and the Group's internal guidelines and processes. In the US, the FDA has resumed inspections for food manufacturers and has visited some of the Group's units.

There is an increasing risk of marketing claims, such as 'healthier' or 'more sustainable,' being challenged. Given the ongoing and growing expectations in this area, particularly concerning food safety, this risk has increased over the last twelve months.

Mitigating factors
The Group has a global safety management programme, setting minimum standards of health and safety, fire safety and food safety across all its operations and requiring periodic reporting of performance and incident statistics.

In the year we recruited a new Group Director of Safety with overall responsibility for safety. Annually, all countries must complete a full self-assessment across all fire, people and product safety measures. All country operations are required to report on all food safety incidents (including allergens) on a six-monthly basis to the Risk Committee.

As part of our procurement-led Make or Buy project we are considering whether the food safety, contamination and allergens risks can be better managed by buying prepared food from third parties.

Risk 5: Information security and stability

Executive risk owner
Chief Digital and Technology Officer

Trend

Link to our strategy
Delivering operational efficiencies

Risk description
Cyber security remains a significant risk for SSP, particularly concerning the potential for unauthorised access to our systems through third-party providers and legacy platforms and systems. The Group faces various cyber threats and disruptions.

A failure to establish and execute appropriate due diligence processes for identifying and addressing security issues internally and within our supply chain could lead to reputational damage, service disruptions, and data loss. Since SSP's core operations do not heavily rely on customer data, the primary risks are related to service disruption and potential harm to our reputation.

Risk trend
The digital landscape poses heightened risks for global companies, including unauthorised access, the loss of confidential data, and potential damage to brand image, particularly with an increased exposure to cyber vulnerabilities. There's a growing trend of advanced phishing and malware threats targeting companies, resulting in operational setbacks and data loss.

The presence of legacy devices across the global estate increases SSP's risk profile. Integrations with third-party partners, also heighten the risk exposure for SSP.

The global nature of our business, adds complexity to the cyber controls needed to protect SSP from cyber attacks.

Mitigating factors
The expansion of Group digital and technology security detection and monitoring services has been carried out across all regions, bolstering the capabilities for detecting and responding to security incidents.

A Privileged Access Management project is underway to implement strong role-based controls for all SSP systems, particularly for high-privilege users such as IT administrators.

Multi-Factor Authentication (MFA) has been deployed globally across the business Cyber security awareness training has been updated, along with the Information Security Policy.

Risk 6: Compliance

Executive risk owner
Deputy Group CEO and CFO, General Counsel and Company Secretary, Regional CEOs

Trend

Link to our strategy
Delivering operational efficiencies

Risk description
Failure to effectively manage risks associated with compliance concerning relevant legislation and regulatory requirements, including anti-bribery and corruption, modern slavery, local labour laws, privacy, and corporate legislation, may lead to liability, fines, statutory liability, and reputational damage. Health and Safety, as well as ESG regulations, are separately identified as risks.

Furthermore, the heightened regulatory and statutory requirements could necessitate changes in business practices, increase the costs of compliance, and trigger greater insurance scrutiny and expense.

Risk trend
There is a potential risk of non-compliance with privacy laws, especially the General Data Protection Regulation (GDPR).

The increased regulation of sustainability-related activities and reporting could lead to disruptions if SSP were found to be in breach of its new obligations, potentially negatively impacting our reputation among shareholders.

Proposed changes to the controls set out in the introduction of the UK Corporate Governance Reform may have imposed several additional obligations on the Company and its directors. Whilst many of the reporting requirements in relation to Audit reform have been withdrawn, the Group is monitoring the situation.

We also face increased litigation risk because of the implementation of the Fair Labour Standards Act (FLSA), and potential contractual breaches due to delayed payment of fees resulting in material settlements, fines, penalties and reputational harm.

Mitigating factors
The Group's Risk Committee collaborates with the Legal, HR, and Supply Chain teams to oversee activities related to managing risks, including those concerning the Modern Slavery Act.

Compliance training is now an integral part of the new starter plan. Group Legal and HR are reviewing the scope and content of ongoing refresher compliance training.

Reporting on Corporate Tax Evasion has been incorporated into Anti-Bribery and Corruption (ABC) reporting.

Readiness planning for the new UK Corporate Governance Reform, supported by Deloitte, commenced during the year.

This focus on improving controls will continue, and the Group has invested in risk, audit, governance and compliance capability to ensure we continue to mature our processes and are ready for any forthcoming reform in this area.

A similar approach will be taken in preparation for the CSRD (Corporate Sustainability Reporting Directive).

Risk 7: Mobilisation of pipeline

Executive risk owner
Regional CEOs

Trend

Link to our strategy
Pivoting to high-growth markets
Delivering operational efficiencies

Risk description
The Group has a substantial pipeline of units to design, construct, fit out, and open. This process is susceptible to various risks, especially in new locations and markets, including:
- availability of materials: delays can occur due to the lack of availability of raw materials and essential plant and equipment
- construction labour and management availability: ensuring the recruitment of skilled staff and contractors is essential to plan and complete the building programmes.
- availability of staff: each unit needs to recruit and train team members before opening.

Risk trend
As a consequence of Covid-19 and with our strong momentum, the Group's pipeline of new units is significantly higher than the historical average. In FY24, we are planning high capital expenditure. However, attempting to achieve this in a challenging labour market, amid high global inflation, and facing significant delays in obtaining certain capital items from brand partners (such as fryers, ovens and refrigeration) will present significant short-term challenges.

Management is striving to build to modern, sustainable building standards where feasible and in agreement with clients.

Mitigating factors
Most countries have highly experienced teams capable of delivering these types of projects.

Unit mobilisation is a critical focus during trading calls with country/regional management teams, and any delays are monitored. Resources are redeployed across the Group as needed. Long lead time items are being ordered well in advance of planned unit construction.

While capital expenditure may exceed original budgets due to the global inflationary environment, we are offsetting these potential increases with higher contributions from clients or through potential renegotiations of commercial terms, such as extending contract terms.

Risk 8: The competition landscape, changing client behaviours and client retention

Executive risk owner
Regional CEOs

Trend ↑

Link to our strategy
- Pivoting to high-growth markets
- Delivering operational efficiencies

Risk description
We have changing client behaviours and requirements which may adversely impact the business and erode profit margins. Increased competition could result in further pressure on sales. Growth (and maintenance of market share) is dependent on the Group's ability to retain existing concession contracts and win new contracts from either new or existing clients. There may be an emerging threat of combined retail and F&B business models.

Risk trend
Tender activity is well above 2019 levels across the Group, and building on this strong momentum, our win rate is also above historical levels. We have continued to meet our retention targets, but we are conscious of the increased competition across our markets.

The acquisition of the concessions business of Midfield Concession Enterprises, Inc. in the USA has given us access to new airports, leading to increased participation in tenders or extensions in the region.

In countries where we have a high market share, there is a risk that position may be diluted over time.

Mitigating factors
Regular calls are held between Group and Regional CEOs to discuss client relationship plans, brand initiatives, and other key topics for important locations.

A 'contact strategy' is in place with key relationship contacts at client organisations to establish and maintain ongoing relationships. Business development teams have succeeded in rent negotiations, underscoring the strength of our relationships with clients.

Annual independent client surveys are conducted to gather important feedback and insights.

There is ongoing investment in the brand portfolio and business development teams.

While there may be short-term shifts in favour of internal brands, expanding our brand portfolio remains a crucial element of our long-term strategy.

Reinvestment in sites and activation of previously deferred capital expenditure is taking place following improved liquidity at the Group level.

Risk 9: Insufficient senior capability at Group and country level

Executive risk owner
Chief People Officer

Trend ↓

Link to our strategy
- Enhancing business capabilities; driving competitive advantage

Risk description
The Group may not have sufficient depth of management or the right capability at a senior level, particularly in markets where talent retention or recruitment is becoming increasingly challenging, to drive through the benefits of strategic change initiatives such as:
- operational efficiencies
- IT developments
- supporting the growth and development of the business

The Group may not have sufficient resources to meet the changing and complex needs of an international and growing business, particularly in areas such as business development, Legal, People/HR, IT.

Risk trend
Talent retention remains challenging, and there is always a risk that senior management may depart. There has been a structural shift in the recruitment market post-Covid-19, with many individuals leaving the hospitality sector, resulting in significant turnover, retention and recruitment pressures in the sector.

The retention risk has decreased over the past twelve months, following a critical period of reopening the business post-Covid-19 and in line with our strong growth momentum. The positive outlook will reduce concerns and lower the likelihood of resignations. In certain jurisdictions, the availability of senior management is improving.

Mitigating factors
Group HR is actively evaluating remuneration to ensure that senior staff remain motivated and receive fair compensation. The annual talent planning process, is ongoing and becoming more deeply ingrained in our practices.

Group HR's focus is on benchmarking internal pay rates against external benchmarks to ensure that new talent can be continuously attracted to work in this sector and for SSP.

Specific retention measures have been implemented for high-risk colleagues, and these measures will remain under review. Group HR will monitor key senior organisational structure for the next 12-18 months.

Risk 10: Benefits realisation from efficiency programmes

Executive risk owner
Group CEO/Regional CEO

Trend ↑

Link to our strategy
Delivering operational efficiencies

Risk description
The benefits of efficiency programmes (energy costs, labour efficiency, waste and loss, range and price) are not realised, and the benefit is not seen in our financial results.

Risk trend
The budget for FY24 and the approved five-year medium-term plan by the Board assume we realise our efficiency programmes, and meeting our KPIs depends on the success of these programmes.

Due to observed inflation in both product costs and capital expenditure, the value of the efficiency programmes is increasing. Consequently, several strategies that were previously unapproved may now be viable due to shorter payback periods.

Mitigating factors
Progress against the plans has been consistently tracked on a quarterly basis and is led by the Chief Procurement Officer with regular reporting to the GEC.

The 'Too Good to Go' initiative continues to be launched in new countries to generate incremental revenue for surplus food that would otherwise go to waste. This app's use may also boost revenue during later hours of the day, as unit management may offer a broader range of products, knowing that waste will be limited.

Additional Group-level resources have been dedicated to Procurement, with a strong focus on delivering efficiencies.

Risk 11: Sustainability

Executive risk owner
Group CEO, Corporate Affairs Director, Chief Procurement Officer

Trend ↓

Link to our strategy
Enhancing business capabilities; driving competitive advantage

Risk description
There is a growing expectation from various stakeholders, including customers, clients, brand partners, investors, NGOs, regulators, communities, competitors, colleagues and suppliers, for SSP to understand and take action on its key sustainability issues and social and environmental impacts.

Sustainability issues are increasingly subject to legislation, including the Streamlined Energy and Carbon Reporting (SECR) regulations, the Task Force for Climate-related Financial Disclosures (TCFD) and the EU's new Corporate Sustainability Reporting Directive (CSRD). Constant vigilance is required to stay informed on and respond to evolving requirements, ensuring that we take the necessary actions and make mandatory disclosures.

Failing to keep pace with our competitors in this area, including our ratings in ESG (Environmental, Social, and Governance) Indices, could reduce our competitiveness and market position.

Risk trend
We continue to progress against our Sustainability Strategy and targets under the themes of Product, Planet and People. This is underpinned by clear governance, management and reporting structures. We have significantly improved the quality and completeness of our energy and Scope 2 GHG emissions data through engagement with our clients and landlords to obtain primary data. In 2023, our near- and long-term net-zero targets across all scopes were validated by the Science Based Targets initiative (SBTi).

Our Climate-Risk Steering Committee meets monthly and is responsible for monitoring alignment with TCFD recommendations, considering the impact of climate-related risks and opportunities and assessing broader ESG regulation which may impact our business, such as CSRD and the Task Force on Nature-related Financial Disclosures (TNFD).

As a result of the work completed in this area, the overall risk has decreased over the past twelve months.

Mitigating factors
The Group Executive Committee members act as issue owners for their respective areas (e.g. Procurement, Finance, People, Customer and Regions) and oversee sustainability activity. The Audit Committee and the Risk Committee oversee the work being completed in respect of the TCFD alignment and disclosures. The Group Head of Sustainability leads the central team and supports sustainability leads across business functions, regions and markets in delivering the targets. Key processes and controls are in place to manage specific sustainability risks, including policies, audits, training and briefings. We continue to strengthen processes for responding to legal disclosure requirements, including SECR.

We regularly benchmark our approach against competitors, ESG Index ratings and emerging standards and stakeholder expectations. We continue to proactively engage with our key stakeholders. For example, in 2023, we held a dedicated ESG briefing for our investors, including setting out our net-zero roadmap and sustainable value creation plan.

Risk 12: Innovation of brand portfolio & changing customer demands

Executive risk owner
Chief Customer Officer

Trend

Link to our strategy
Delivering operational efficiencies

Risk description
The Group's success is largely dependent upon its ability to add to and strengthen its portfolio of proprietary brands and the brands of its franchisors, as well as to innovate and develop its own brands.

Risk trend
SSP own brands require development to make them more attractive to customers and drive profitable sales growth. In the UK, we have recognised the need to invest in brands such as Upper Crust to strengthen its market position. This risk is elevated by the general inflationary environment which is putting pressure on pricing.

Overall, SSP maintains a strong brand portfolio, which it continues to reinforce and expand. However, we have a lot of 'tail brands', including in regions such as Asia Pacific, resulting in complexity and potential inefficiencies.

Mitigating factors
SSP continues to increase its breadth and depth of brand partners and more bespoke concepts are being brought to market. To improve efficiencies, we have structured our Group Customer team on a category basis to deliver best practice for each category, such as convenience retail. Portfolio reviews, using this category approach, identify brands with potential for growth as well as those we plan not to renew.

Negotiations for new and renewed brand partnerships target favourable terms to support tender winning bids. The negotiations seek to increase controllable spend on supply chain, adapt operating models and menus for travel and incorporate technology where favourable to do so.

The Group has continued to strengthen the Customer & Business Development teams to provide more support in our regions including insights, digital, brand development & brand portfolio optimisation.

Risk 13: Merger and acquisition activity

Executive risk owner
Regional CEOs

Trend

Link to our strategy
Pivoting to high-growth markets

Risk description
The identification, assessment, completion and integration of new transaction targets to super charge growth in key markets. There is a risk we fail to identify suitable acquisitions, assess them inaccurately, or fail to identify risks within the acquisition. There is also a risk that completion and integration issues arise once deals have been agreed.

Risk trend
As we seek to grow the business rapidly in key markets, our M&A activity has increased significantly.

The M&A activity is particularly important to our growth in the USA, as contract lengths tend to be long, with low tender activity, meaning that organic growth is harder than in other regions.

During the year, our North American business completed the acquisition of the concessions business of Midfield Concession Enterprises, Inc, and we have been integrating the business since then. In addition, we have acquired the right to develop the Pret A Manger brand in Switzerland.

We also considered a number of other acquisition opportunities during the year.

Mitigating factors
M&A is considered at quarterly Risk Committee and Investment Committee meetings.

Specific third-party due diligence is undertaken to examine reputation risks associated with potential partners.

Detailed operational, financial and legal due diligence is undertaken ahead of any acquisition and integration is planned and resourced for in advance.

The Group is experienced at running M&A activity and has a track record of successfully identifying and completing transactions.

Risk 14: Expansion into new markets

Executive risk owner
Regional CEOs, General Counsel & Company Secretary

Trend ↑

Link to our strategy
Pivoting to high-growth markets

Risk description
Our strategy involves expansion in high growth markets, in particular the North America, APAC and EEME. Political and economic conditions are unpredictable, creating additional commercial and reputational risks. Additional support from business development, legal or HR functions may be required, which may not be resourced in line with our expansion plans. Identifying and agreeing terms with local joint venture partners in new countries can be challenging, given local cultural differences and legal requirements.

Risk trend
This risk has increased compared to the prior year as we actively enter new markets and new verticals such as retail.

We continue to apply our strategy of working with joint venture partners, which reduces the risk of entering new markets.

In the year we have entered the Icelandic and Italian markets.

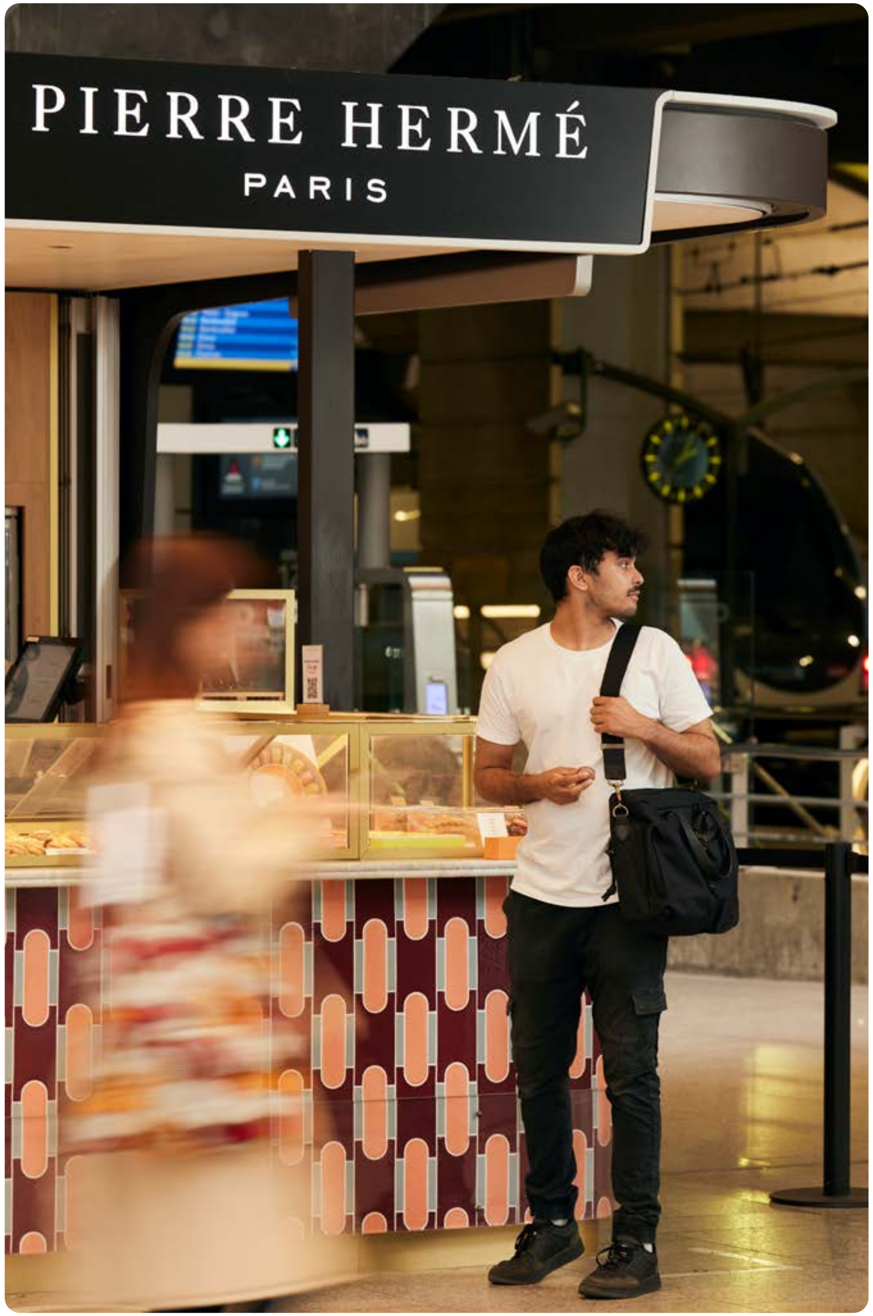
Mitigating factors
New markets is discussed at quarterly Risk Committee and Investment Committee meetings.

Specific third-party due diligence is undertaken to examine reputation risks associated with potential partners.

Additional legal support has been recruited to service business growth activities and ensure compliance.

As SSP expands into new territories there will be an ongoing focus on integration of new businesses into the wider SSP Group (i.e. systems, processes, resources and disciplines).

JV partners are often used to provide local support and infrastructure.



Viability statement

SSP Group's operations are managed on a regional basis and are primarily focused on the airport and railway station food and beverage sales markets. As detailed on pages 12-15 ('Understanding our market'), the markets in which we operate benefit from a number of long-term structural growth drivers and we are confident that this will remain the case looking forward. Our business model is focused on meeting the food and beverage needs of our clients and customers in the complex and challenging environments in which we operate. As explained further on page 16, SSP has a number of competitive advantages that we believe place us in a strong position to capitalise on the future growth in our markets.

The UK Corporate Governance Code requires that the Board issue a Viability Statement confirming that it has a reasonable expectation that the Company can operate and meet its liabilities for the foreseeable future. The Board is required to assess this viability over a period of greater than twelve months, taking into account a number of key factors, including its principal markets, its business model and its strategy as outlined above, together with its current position and principal risks and uncertainties.

The Directors have assessed the Group's prospects and viability over a planning cycle ending in 2026. The Directors believe that forward planning over this time horizon is appropriate, particularly as this period encompasses what is anticipated to be a full recovery in passenger numbers across our principal markets following the impact of Covid-19, and covers the period in which the rollout of the Group's secured new business pipeline is expected to be completed. This three-year period also aligns to the Group's annual strategic review exercise conducted within the business and reviewed by the Board.

The assessment process

The Directors perform an assessment of the Group's prospects through its annual strategic and financial planning process. This process is led by the CEO and the Deputy CEO and CFO in conjunction with the Executive Committee and the country management teams. The results of the assessment are then summarised within the strategic plan (the Medium Term Plan or 'MTP'), which is discussed and approved by the Board annually. The most recent MTP, which included detailed forecasts for the period from 2024 to 2026, was approved in July 2023.

In conjunction with the MTP, the Directors have assessed the prospects of the Group by reference to its current financial position, its recent and historical financial performance, its business model and strategy, and the principal risks and mitigating factors described on the preceding pages. The Board regularly reviews financial headroom and cash flow projections to ensure that the business retains sufficient liquidity to meet its liabilities in full as they fall due.

At 30 September 2023, the Group had c.£693m outstanding under its borrowing arrangements and c.£607m of available liquidity, including cash of c.£303m. The gross borrowings include US Private Placement notes of c.£346m with maturities between October 2025 and July 2031 and drawn bank facilities totalling approximately £302m. These bank facilities, which include a committed undrawn revolving credit facility of £300m, have a maturity date of July 2028, and therefore beyond the period of assessment.

Based on the Group's financing and available liquidity, the Directors have reviewed the financial forecasts and funding requirements looking forward. Their assessment of viability is outlined below.

Assessment of viability

For 2024, the Directors have reviewed a base case scenario which is based on the Board-approved 2024 Budget. With revenue having recovered to above 2019 levels during 2023, the base case scenario for 2024 reflects an expectation of a further strong year-on-year improvement in revenue in most of our key markets. By 2025, the forecast assumes that like-for-like sales and operating profits continue to grow strongly, supplemented by the ongoing mobilisation of our secured new business pipeline. By 2026, alongside the ongoing recovery in passenger numbers, the net gains secured but as yet unopened at the end of the 2023 financial year are expected to add approximately £450m to annualised revenue.

With some uncertainty surrounding the economic and geo-political environment over the next twelve months, as well as the ongoing impact from Covid-19, a downside scenario has also been modelled, applying severe but plausible assumptions to the base case. This downside scenario reflects a very pessimistic view of the travel markets for the next twelve months, assuming sales that are approximately 10% lower compared to 2019 levels than in the base case scenario. In 2025 and 2026, revenue is also assumed to be lower in the downside scenario by approximately 10% compared to the base case.

In both the base case and the downside case the Group would continue to have sufficient liquidity headroom based on the cash and available facilities as described above.

Following its exit from the Rights issue waiver period in May 2023, the Group must comply with covenants testing leverage (maximum 3.25 times) and interest cover (minimum 4.0 times), each tested biannually at the half year and year end. In both its base case and its severe but plausible downside case, the Group would have headroom against each of these covenant tests at all testing dates during the period of assessment.

In addition to the uncertainty posed by the current macro-economic and geo-political environment, the Directors recognise that other risks exist which could have an impact on the viability of the Group. As a result, the Directors place a high degree of importance on maintaining an effective Group-wide risk management framework, which ensures a disciplined approach to risk taking. Such an approach ensures that the upside potential of all relevant risks is understood and capitalised upon as directed by the Board, whilst the downside is appropriately mitigated. The Group's risk management process and its effectiveness thereof are detailed on pages 66-77.

The Directors have also performed a robust assessment of the Group's emerging and principal risks, which can be found on pages 66-77. The risks are listed in order of priority. The risk descriptions explain why the related risks are important, and the Directors believe that the corresponding mitigating factors adequately address each risk, such that any residual risk falls within the Board's risk tolerance.

Governance and Assurance

As noted above, the Board reviews and approves the medium-term plan on which this Viability Statement is based. The Board also considers the period over which it should make its assessment of prospects and the Viability statement. The Audit Committee supports the Board in performing this review. Details of the Audit Committee's activity in relation to the Viability statement is set out in the Audit Committee report on pages 110-115.

Viability statement

After reviewing the current liquidity position, financial forecasts and considering the uncertainties described above, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment to September 2026.

Going concern

As a consequence of the work performed to support the viability statement above, the Directors also considered it appropriate to adopt the going concern basis in preparing the financial statements and notes which are shown on pages 146-197.

Non-financial and sustainability information statement

In accordance with the requirements of section 414CA and 414CB of the Companies Act 2006, the table opposite sets out where stakeholders can find information relating to non-financial and sustainability matters.

Our Sustainability Report provides further disclosure on environmental and social matters, including descriptions of key policies on pages 59-61 and an example of our human rights due diligence processes for our suppliers on page 48.

Further information, including links to our key policies, can also be found on our website at www.foodtravelexperts.com.

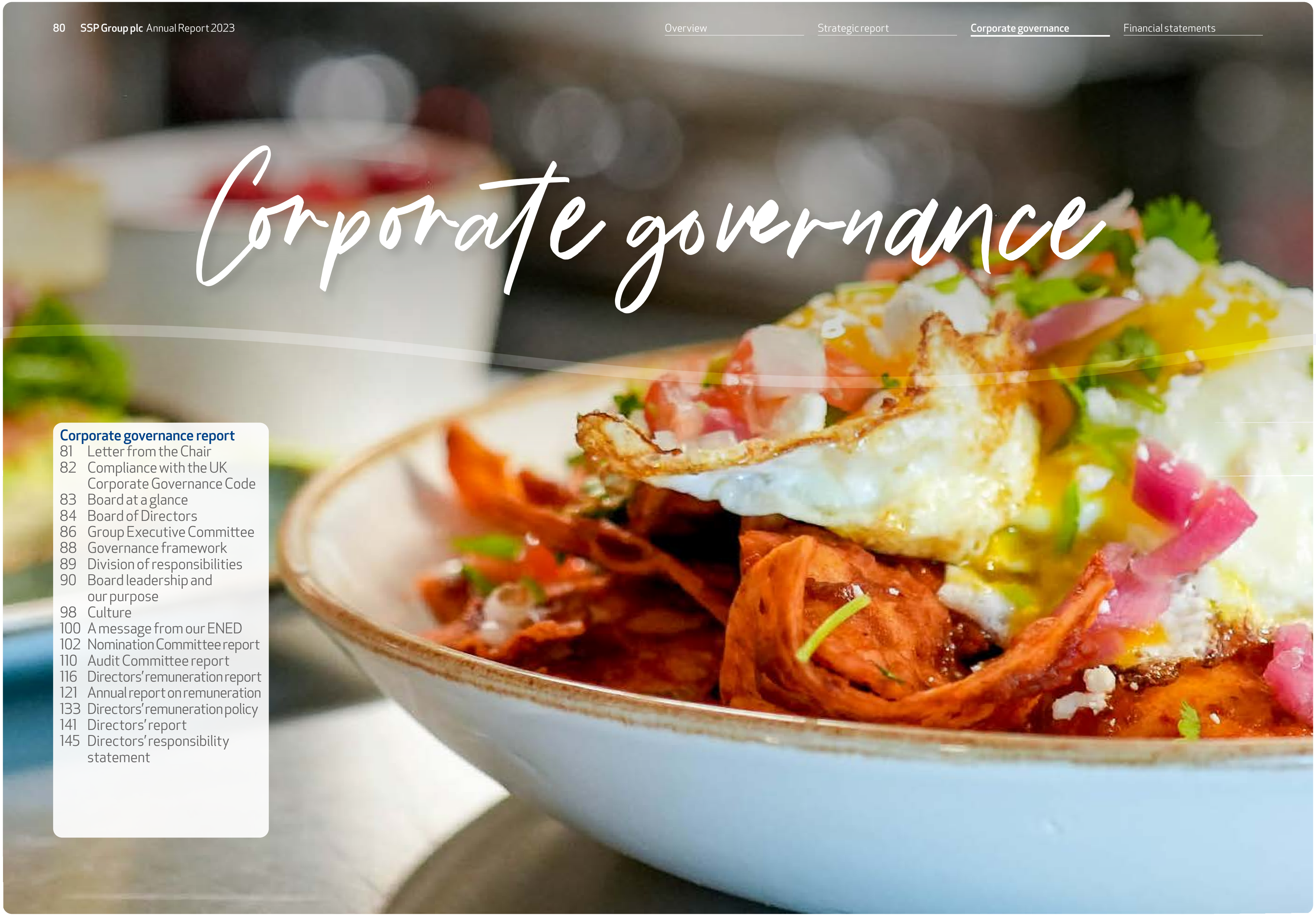
	Policies, guidance and standards which govern our approach	Additional information
Environmental matters (including the impact of the Company's business on the environment)	• **Environment, Sourcing and Farm Animal Welfare Policy** – sets out our approach to protecting the environment, sourcing our ingredients and products responsibly and sustainably, and supporting animal welfare. • **Supplier Code of Conduct** – sets out the minimum standards we expect of our contracted suppliers, covering human rights, product quality and food safety, environmental sustainability, farm animal welfare and business integrity. • **Speak Up Policy** – sets out how concerns about suspected wrongdoing or dangers at work can be raised, how they will be investigated and protection and support for whistleblowers.	• Strategic priorities, Sustainability – page 25 • Our journey to net zero – pages 28-29 • Stakeholder engagement – pages 40-49 • TCFD – pages 50-56 • Key Board activities – pages 94-97 • Sustainability Report – SSP website
Employees	• **Colleague Code of Conduct** – sets out the principles and standards that are expected of all colleagues regardless of where they work. • **Group Diversity, Equity and Inclusion (DE&I) Policy** – sets out our commitment to encouraging diversity, equity and inclusion among our workforce, our partners and across the communities in which we serve, eliminating unlawful discrimination. • **Global Safety Policy** – describes our commitment to managing safety across our global operations and sets out our Global Safety Standard and responsibilities. • **Speak Up Policy** • **Data Privacy Strategy** – For each of our markets in the UK and European Union we have Data Retention and Privacy Policies in accordance with the EU General Data Protection Regulation 2016 (GDPR).	• Strategy – pages 18-27 • Non-financial KPIs – page 31 • Stakeholder engagement – pages 40-49 • Corporate Governance Report – pages 80-145 • Risk Management Framework – pages 66-77 • Directors' Report – pages 141-144 • Sustainability Report – SSP website
Social Matters	• **Community Engagement Policy** – sets out our intent to make the communities in which we work better places to live and do business, and to support local communities for their mutual benefit. • **Data Privacy Strategy** • **Supplier Code of Conduct**	• Strategy – pages 18-27 • Stakeholder engagement – pages 40-49 • Sustainability Report – SSP website
Respect for human rights	• **Human Rights Policy** – sets out our minimum global standards for protecting human rights. • **DE&I Policy** • **Supplier Code of Conduct** • **Speak Up Policy** • **Modern Slavery Statement** – sets out the steps we have taken to prevent modern slavery in our business and supply chains	• Strategy – pages 18-27 • Stakeholder engagement – pages 40-49 • Nomination Committee Report – pages 102-109 • Sustainability Report – SSP website
Anti-corruption and anti-bribery and prevention of facilitation of tax evasion matters	• **Anti-Bribery and Anti-Corruption Policy** – sets out our policy against bribery and other corrupt practices and the standards and procedures required to ensure compliance with the policy and all relevant laws in the countries in which the Group conducts business. • **Colleague Code of Conduct** • **Speak Up Policy** • **Prevention of facilitation of Tax Evasion Policy** – sets out our policy against tax evasion and the procedures required for policy and legal compliance	• Suppliers – page 48 • Risk Management – pages 66-77 • Corporate Governance Report: culture – pages 98-99 • Audit Committee Report – pages 110-115

Description of principal risks and impact of business activity	Description of our business model and non-financial KPIs	Climate-related financial disclosures
• Risk Management – pages 66-77 • Principal risks – pages 66-67 • Business model – pages 16-17	• Business model – pages 16-17 • Strategy – 18-27 • KPIs – pages 30-31	• Our journey to net zero – pages 28-29 • TCFD – pages 50-56 • Governance framework – page 88 • Sustainability Report – SSP website

The Strategic Report, as set out on pages 8-79, has been approved by the Board and signed on its behalf by:

Fiona Scattergood
Group General Counsel and Company Secretary
5 December 2023

Corporate governance



Corporate governance report

Letter from the Chair

"We're focused on embedding the highest governance standards throughout the organisation."

Dear Shareholder,
Last year, following the appointment of our Group CEO, Patrick Coveney, we refreshed our strategy, providing us with a clear roadmap that guides us towards fulfilling our purpose. 2023 has been marked by significant progress and momentum, as we remain dedicated to fulfilling our purpose.

With a refreshed Board in place, this year we've focused on embedding the highest governance standards throughout the organisation. Through robust policies, procedures, and controls, we can ensure we maintain a culture founded on transparency, accountability, and ethical practices across all levels and all regions.

Listening to our stakeholders
We continue to recognise the importance of engaging with, and considering the interests of, all our stakeholders and, this year, our Board and senior management have further elevated our programme of comprehensive stakeholder interaction; listening, learning, and responding to the diverse voices that shape our journey. Beyond the Board, we've increased our investor relations activities, spent more time with our clients including through client workshops and developed collaborative initiatives with our brand and joint venture partners.

The Board has visited sites in each of our four reporting regions: Ireland, India, the USA, and Norway, gaining local insights and firsthand experience which allow us to better understand the operations, challenges, and opportunities in our diverse markets. Here, we had the opportunity to connect with colleagues in our units and local leadership teams, as well as with clients and brand and joint venture partners. We are then able to take these insights back into our decision-making in the Boardroom.

Judy Vezmar, our designated Non-Executive Director for workforce engagement, has also undertaken more engagements this year, holding numerous listening sessions with colleagues from different levels within the Group. These sessions have served as a platform for dialogue where ideas, concerns, and suggestions are shared freely. One area of particular focus during listening sessions this year has been diversity and inclusion. You can read more on pages 100-101.

Skills and succession planning
This year the Nomination Committee continued to monitor the composition, skills and tenure of our Board and Committees to ensure effective management of our agreed succession plans and, on the recommendation of our Nomination Committee, we approved the reappointments of Tim Lodge and Judy Vezmar for a second three-year term and welcomed two new appointments to our Group Executive Committee.

Diversity, Equity & Inclusion
Diversity is a key tenet of the Board's approach to governance, both on the Board, in senior leadership and throughout the Group with one of our core values being a place where everyone can fulfil their potential and having a diverse, inclusive culture where everyone is welcomed.

We are pleased to report that our Board has exceeded the diversity recommendations in the Parker Review, the FTSE 350 Women Leaders Review and the targets outlined within the Listing Rules. We know we still have more to do in this area and diversity is high on our agenda as we remain committed to ensuring we have a workforce that reflects both the communities in which we operate and the stakeholders we serve.

A particular focus of the Nomination Committee this year has been in supporting the development of a diverse pipeline of talent through our senior leadership population, and to support this aim the Board considered a new future talent strategy. More information can be found on page 96.

Corporate Governance Reform
We remain fully committed to open and transparent reporting, and while a number of the new reporting regulations have been withdrawn, the Audit Committee has focused this year on ensuring we have the right processes, practices and policies in place to ensure we continue to maintain a robust and effective system of controls. More information is on pages 110-115.

Alignment of remuneration structures
Our Remuneration Committee also plays a crucial role in ensuring our high governance standards are embedded, aligning executive pay with delivery of our strategic goals, and we are seeking renewal of our Directors' Remuneration Policy at the 2024 AGM. More information is on pages 116-140.

I am pleased to now present the following Corporate Governance Report and look forward to building on our solid governance framework to support our business in delivering its purpose.

Mike Clasper
Chair of the Board
5 December 2023

Compliance with the UK Corporate Governance Code

The Board believes that good governance is key to driving our performance, and to delivering long-term sustainable success for the Company and for our stakeholders. This Corporate Governance Report (which forms part of the Directors' Report), together with the Strategic Report (pages 1-79), describe how the Board has applied the main principles of good governance set out in the UK Corporate Governance Code 2018 (the 'Code') during the year under review. The Code can be found on the Financial Reporting Council's website: www.frc.org.uk.

The Board confirms that the Company has applied the principles of, and complied with, the provisions of the Code throughout the year ended 30 September 2023 with the exception of provision 38, for which it was non-compliant until 31 December 2022.

Provision 38 relates to the alignment of Executive Director pension contributions to the workforce. This was considered by the Remuneration Committee in FY2022 and contributions for the Deputy Group CEO & CFO were aligned to the pension contributions to our UK colleagues with effect from 31 December 2022

The Board is aware of the forthcoming changes to the corporate governance regime and will be keeping this under review.

	Principle		More information
Board leadership and Company purpose The Board's overarching role is to promote SSP's long-term sustainable success, to generate value for shareholders and contribute to wider society. In doing so, a key focus is the development, promotion and monitoring of a culture throughout the organisation, which is aligned to our purpose, values and strategy.	A	Effective and entrepreneurial Board	Pages 81, 82-83 and 108-109
	B	Purpose, values, strategy and culture	Page 2-3, 18-31, 98-99
	C	Resources and controls	Pages 66-76 and 88-93
	D	Stakeholder engagement	Pages 40-49, 94-97 and 100-101
	E	Workforce policies and practices	Pages 66-79 and 98-99
Division of responsibilities The Board has a clear division of responsibilities between the leadership of the Board and executive leadership of the business. Committee terms of reference determine the authority of each of the Board's Committees. Governance arrangements are in place to ensure that the Board and Directors can meet their obligations under the Code.	F	Role of the Chair	Page 89
	G	Independence and division of responsibilities	Pages 81 and 88-89,
	H	Non-Executive Directors	Page 83-85, 90 and 106-109
	I	How the Board operates	Page 90,
Composition, succession and evaluation The Board, with the support of the Nomination Committee, conducts regular reviews of its composition (and that of its Committees) and leads the process for appointments to ensure plans are in place for orderly succession to both the Board and the Executive Committee. The Board undertakes an annual review of its effectiveness and that of its Committees and individual Directors to ensure that the Board and its members continue to contribute effectively.	J	Appointments and succession planning	Pages 106-108
	K	Composition of the Board	Pages 83-85 and 104-106
	L	Board evaluation	Pages 108-109
Audit, risk and internal control The Board, supported by the Audit Committee, is responsible for establishing appropriate risk management and internal control procedures to ensure that the Group is appropriately managed and that risks are appropriately identified and mitigated in the context of the business as a whole.	M	Effective internal and external audit functions	Pages 114-115
	N	Fair, balanced and understandable assessment	Pages 9-79 and 113
	O	Internal controls and risk management	Pages 66-76 and 114-115
Remuneration The Board, supported by the Remuneration Committee, ensures that the remuneration policies and practices are designed to support strategy and promote long-term sustainable success. Executive remuneration is set in alignment with our purpose and values and is clearly linked to the successful delivery of our long-term strategy.	P	Alignment of remuneration with strategy, purpose and values	Pages 116-118, 123-124 and 126
	Q	Remuneration policy	Pages 118 and 133-140
	R	Independent judgment, discretion and performance outcomes	Pages 116-119 and 122-126

For information required in the Corporate Governance Statement under Rule 7.2.6 of the Disclosure Guidance and Transparency Rules, see the Directors' Report on pages 141-144.

Our Board at a glance

Refreshed Board in place

Meeting attendance

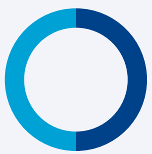
Director	Date appointed	Number of meetings attended
Mike Clasper	1 November 2019	11/11
Patrick Coveney	31 March 2022	11/11
Jonathan Davies	16 June 2014	11/11
Carolyn Bradley	1 October 2018	11/11
Tim Lodge	1 October 2020	11/11
Judy Vezmar	1 August 2020	11/11
Apurvi Sheth	1 January 2022	11/11
Kelly Kuhn	1 January 2022	11/11

Board skills and experience

Experience	Number of Board members with relevant experience
Executive and strategic leadership	8/8
Financial accounting, corporate finance	4/8
Consumer/retail	7/8
Food and beverage	5/8
Travel/airports/rail	4/8
International experience	8/8
HR/People	4/8
Governance	4/8
Risk and compliance (including Health and Safety)	4/8
IT/Digital	3/8
Sustainability (including climate and diversity)	4/8
Mergers and acquisitions	6/8

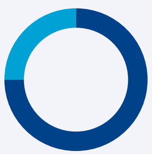
Board composition

Gender diversity



- Male **50%**
- Female **50%**

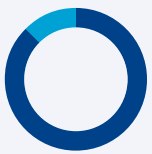
Gender diversity in senior Board positions*



- Male **3**
- Female **1**

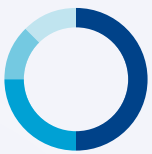
*Chair, CEO, CFO or SID

Ethnic diversity



- White **7**
- Indian **1**

Nationality



- British **4**
- American **2**
- Irish **1**
- Singaporean **1**

More information about our Directors is on pages 84-85.

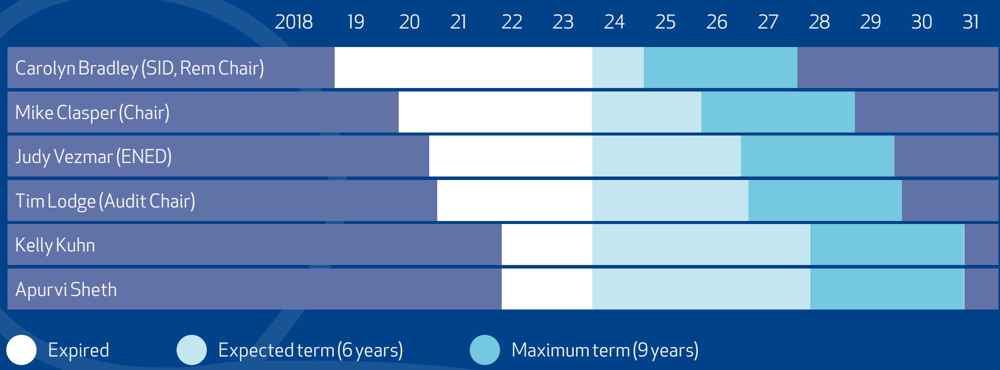
Board Independence

1 Chair (Independent on appointment)

2 Executive Directors

5 Independent Non-Executive Directors

Independent Directors' Tenure



More information on our Board composition, skills and succession plans is on page 106-107.

Board of Directors

A Audit Committee
R Remuneration Committee
N Nomination Committee
Chair

Our Board brings a diverse range of experience, skills and background to the Group's decision-making. All Board members have considerable leadership experience at global businesses and institutions. Our Board members' biographies demonstrate the contribution each Director makes to the Board and the continued development and delivery of our strategic priorities.

Mike Clasper CBE
Chair
Nationality: British

Date of Appointment:
1 November 2019 as a Non-Executive Director and 26 February 2020 as Chair

N

Key skills and contribution
Mike is a highly capable industry leader with extensive sector experience, and his expertise in the airport and aviation services industries has proven especially valuable. He believes high corporate governance standards are vital for a well-run, successful board and business, and that our Board should lead by example in driving culture. With a CBE for services to the environment, ensuring SSP's continued sustainability is of utmost importance to Mike. His leadership and business insights have been critical in guiding and building the Board and supporting the business as it has emerged from the Covid-19 recovery phase with refreshed strategic priorities.

External appointments
Chair of Bioss International Ltd, Trustee of Heart Cells Foundation, Advisory Board member for Arora International and member of The Vice Chancellor's Circle at the University of Sunderland.

Previous experience
Mike was formerly CEO at BAA plc, Operational Managing Director at Terra Firma Capital Partners Limited, and held various senior management roles at Procter & Gamble. He was also formerly the Chair of Coats Group plc, HM Revenue & Customs and Which? Limited, and Senior Independent Director of Serco Group plc and ITV plc.

Patrick Coveney
Group CEO
Nationality: Irish

Date of appointment:
31 March 2022

Key skills and contribution
Patrick is a strong and strategic leader with extensive industry knowledge. He spent 14 years as CEO at leading convenience food producer Greencore Group plc, as well as holding non-executive positions at various food and beverage companies. Through his executive career, Patrick has demonstrated a strong track record of delivering sustainable long-term growth. Patrick's combination of strong communication skills, business acumen and a deep understanding of what companies need to deliver for stakeholders make him well-placed to lead SSP in the next phase of growth. His external non-executive role augments his strong board-level experience.

External appointments
Non-executive director of OFI Group Limited.

Previous experience
Patrick spent 14 years as Group CEO of Greencore Group plc, having joined in 2005 as CFO. Prior to this, he spent nine years at McKinsey & Company in Europe and North America, latterly as Managing Partner for Ireland. Patrick was previously Non-Executive Director at Glanbia plc, Chair of Core Media and President of the Institute of Grocers and Distributors, as well as spending four years as the Chair of Commercial Board for Munster Rugby.

Jonathan Davies
Deputy Group CEO and CFO
Nationality: British

Date of appointment:
2004 as CFO and 1 September 2021 as Deputy Group CEO & CFO

Key skills and contribution
Jonathan's three decades working in retail and FMCG companies brings extensive financial, strategic, and commercial experience to the Board. Jonathan's tenure of nearly 20 years at SSP gives him a deep knowledge of the business which is complemented by his external non-executive experience. This, together with his capital markets experience, enables him to provide clear financial, operational, and strategic oversight to SSP in implementing our strategy. This expertise continues to be vital to the Group as it has rebounded from the pandemic and entered a new phase of successful organic growth.

External appointments
Senior Independent Director and Chair of the Audit Committee of Assura plc.

Previous experience
Jonathan began his career in Unilever plc's management development programme before joining OC&C as a start-up, where he was part of its rapid growth and development to become a leading international consulting firm. Jonathan then spent nine years at Safeway plc (with five years on the Executive Board as Finance Director).

Carolyn Bradley
Senior Independent Non-Executive Director (SID)
Nationality: British

Date of appointment:
1 October 2018 as a Non-Executive Director and 21 February 2019 as SID

A R N

Key skills and contribution
Carolyn's extensive experience in executive and non-executive marketing and retail roles brings a strong consumer emphasis to the Board. Over the year, she has continued to drive the focus on stakeholder interests through her role as Senior Independent Director and Remuneration Committee Chair. As Senior Independent Director, Carolyn provides strong support to the Chair in the development and review of the Board.

External appointments
Non-Executive Director at Majid Al Futtaim Retail LLC and The Mentoring Foundation, Chair of TheWorks.co.uk plc and Advisory Board member of Cambridge Judge Business School.

Previous experience
Carolyn spent over 25 years at Tesco, in various operating, commercial and marketing roles. She was also formerly a Non-Executive Director of Legal & General Group plc, Senior Independent Director at Marston's plc and Trustee and Deputy Chair at Cancer Research UK. Carolyn stepped down from her former position as Non-Executive Director at B&M European Value Retail SA in July 2023.

A Audit Committee
R Remuneration Committee
N Nomination Committee
Chair

Tim Lodge
Independent Non-Executive Director
Nationality: British

Date of appointment:
1 October 2020

A N

Key skills and contribution

Tim is an experienced former public company CFO with a strong financial, accounting and audit committee background. He has significant international commercial experience in businesses with complex global operations and supply chains in the food and beverage sector. Tim's recent and relevant financial knowledge and experience along with his considerable insight on risk, controls and business transformation projects position him well to promote our strategic and financial resilience, while creating shareholder value.

External appointments

Non-Executive Director and Chair of the Audit Committee of Serco Group plc and Senior Independent Director at Arco Limited. Director of An African Canvas (UK) Limited, Trustee of Gambia School Support, and Chair of the Management Committee of The Worshipful Company of Cordwainers.

Previous experience

Tim spent 26 years at Tate & Lyle plc in various finance roles, including six years as CFO. He subsequently held CFO roles with the COFCO International group. Tim has also been a Non-Executive Director and Audit Committee Chair at Aryzta AG.

Judy Vezmar
Independent Non-Executive Director, Designated NED for Workforce Engagement
Nationality: American

Date of appointment:
1 August 2020

R N

Key skills and contribution

Judy has extensive knowledge of running complex international businesses, bringing significant expertise to the Board in the field of data and analytics, which in turn supports the Board in its continued investment in technology and automation. Judy's strong people focus is the foundation for her role as Designated Non-Executive Director for Workforce Engagement, where she supports the Board in promoting the employee voice in the boardroom and cascading the Company's culture from the Board throughout the business.

External appointments

Non-Executive Director and Chair of the Remuneration Committee of Ascential plc. Founding investor and advisor to Gypsy Bean Coffee Roasters in the USA.

Previous experience

Judy was previously CEO of LexisNexis International. Prior to that, she held several executive leadership roles within the Xerox Corporation in the USA and Europe. Judy has also been a Non-Executive Director of Rightmove plc, serving on its Nomination, Audit and Remuneration Committees.

Kelly Kuhn
Independent Non-Executive Director
Nationality: American

Date of appointment:
1 January 2022

A N

Key skills and contribution

Kelly brings substantial business experience from her executive roles in the travel sector. She combines international P&L expertise with commercial acumen and a strong consumer focus. Kelly's extensive experience in customer engagement across multiple markets is a valuable addition to the Board as it continues to deepen its relationships with stakeholders. Kelly's strong background in executive sponsorship of responsible business efforts, including environmental and DE&I, supports the Board as it embeds its sustainability and people strategies.

External appointments

Non-Executive Director and Chair of the Remuneration Committee of ISS A/S. Advisor to CWT (formerly Carlson Wagonlit Travel) and the McChrystal Group. Advisory Board Member of WINiT and a member of various other networks which promote women in the travel sector, and diversity.

Previous experience

Kelly spent 30+ years in various roles at CWT, including as Executive Vice President and Chief Customer Officer, President of the EMEA and Asia Pacific businesses, and President for the company's Military & Government division. She also served as President and Chief Operating Officer at both Navigant International and Arrington Travel Center before they were acquired by CWT and was previously a Non-Executive Director at LaSalle Hotel Properties.

Apurvi Sheth
Independent Non-Executive Director
Nationality: Singaporean

Date of appointment:
1 January 2022

R N

Key skills and contribution

Apurvi has extensive executive experience spanning more than 30 years across international food and beverage companies. Having spent the majority of her career in India and Southeast Asia, she has strong knowledge of the region and emerging markets where she has broad M&A experience, providing great insight for our growth ambitions. Apurvi's breadth of executive experience, born out of her accounting and commerce background, and focus on innovation and value creation complement the Board's existing skills and experience as it looks to deliver on its strategy and purpose. Apurvi has a Marketing Specialism in her MBA and is also passionate about the DE&I agenda and is a leader of Women's forums and a trainer in a local talent organisation.

External appointments

Non-Executive Director at Intertek plc. Strategic Advisor to various companies in Southeast Asia and India, across a wide range of sectors including food and beverage, retail and technology.

Previous experience

Apurvi spent 13 years in various roles at Diageo plc including Managing Director, Southeast Asia. She has also served as Marketing Director, APAC at PepsiCo International, Marketing Director of India at Coca-Cola and held various roles at Nestle SA. Apurvi previously served as a Non-Executive Director of Heineken Malaysia BHD.

Group Executive Committee

The Group Executive Committee is responsible for our day-to-day management and ensures all Board decisions are implemented effectively, including the Group strategy. The Group Executive Committee identifies and executes strategic opportunities and regularly reviews our operational performance and strategic direction.

Patrick Coveney
Group CEO

Jonathan Davies
Deputy Group CEO and CFO

Read Patrick and Jonathan's biographies on page 84 of this report.

Michael Svagdis
CEO America

Michael is CEO of SSP America (covering the USA, Canada and South America). With 30 years of experience in the food and beverage industry and having joined SSP in 2014, Michael leads a talented team driven by a passion for bringing cool, authentic restaurants to airports that reflect a taste of place.

Prior to SSP, Michael held various management and leadership roles at Compass Group plc, Eurest and Morrison Healthcare.

Kari Daniels
CEO UK & Ireland

Kari is CEO of UK & Ireland. She joined SSP and the Group Executive Committee in January 2023.

Kari has a track record of driving performance in both retail and branded FMCG businesses. She spent more than 20 years at Tesco where she held the role of CEO of Tesco Ireland for four years and spent three years as UK Commercial Director. Prior to Tesco, Kari held marketing and leadership positions at SC Johnson, Wella and Superdrug. Kari is a member of the WiHTL Advisory Board and of the Policy Issues Council at IGD. She also currently serves as a Non-Executive Director at Topps Tiles plc.

Jeremy Fennell
CEO Continental Europe

Jeremy is CEO of Continental Europe, covering the Nordics, Frabel, DACH and Spain. He joined SSP in July 2019 as CEO of the Nordics region, taking on responsibility for Frabel, DACH and Spain in July 2021.

Previously, Jeremy spent over 10 years at Dixons Carphone, including four years as MD of Carphone Warehouse and had responsibility for the international airport chain Dixons Travel. Prior to this, Jeremy led the Dixons eCommerce business, developing a multichannel offer at Currys. Jeremy gained experience working in the Nordics as Category Director of market leader Elkjøp (with 400+ stores across the Nordics and Iceland).

Mark Angela
Chief Business Development and Strategy Officer, CEO India and EEME

Mark is the Chief Business Development and Strategy Officer and CEO of India and EEME. In this central role, Mark leads the evaluation of new markets, corporate development activities and drives strategy development. Mark joined SSP in February 2012 as CEO UK & Ireland, moving to Group CCO in 2014, CEO Asia Pacific in 2019 and then his current role in 2022.

Mark began his career at Schroders before moving to ICI (now Astra-Zeneca) and Colgate-Palmolive in a variety of marketing and management positions. Mark then joined Greene King as Managing Director before spending four years as CEO of PizzaExpress.

Jonathan Robinson
CEO Asia Pacific

Jonathan is CEO of Asia Pacific. He joined SSP in April 2016 as Group Business Development Director. He moved to Hong Kong in March 2019 as Chief Development Officer, Asia Pacific before taking up his current role in February 2022.

Jonathan began his career in commercial development in Sainsbury's before spending over 10 years in WHSmith in various roles including Business Development Director and General Manager Qatar.

Miles Collins
Director of Group Finance

Miles is responsible for the Group Finance function, overseeing the Group's financial reporting, planning and analysis and investment appraisal. He joined SSP in 2006 and has gained extensive experience of the business through his roles in Group Finance and as CFO of the UK division.

Miles began his career at Arthur Andersen, before moving into food retail with Safeway plc, where he worked from 1992 to 2004 in a variety of finance roles. He then spent two years as Group Financial Controller of Lastminute.com.

Sarah John
Corporate Affairs Director

Sarah is the Corporate Affairs Director, with overall responsibility for Communications, Sustainability and Investor Relations. Sarah joined the business in 2015 as Director of Investor Relations and joined the Group Executive Committee in 2021. Sarah is the executive sponsor of our Global Women's Leadership Network.

Prior to joining SSP, Sarah was Director of Strategy and Corporate Affairs for Compass Group PLC from 2003 until 2014. She has also held positions at ABN AMRO, including as Head of Equity Research, Dresdner Kleinwort Wassterstein and Price Waterhouse Coopers.

Angela Moores
Chief Customer Officer

Angela is the Chief Customer Officer. She joined SSP in 2013 as UK Commercial Director, before moving to Group Commercial Development Director with responsibility for rolling-out best practice initiatives across the business. Angela rejoined the UK team as UK and Group Commercial and Marketing Director before taking up her current role in 2021. Angela is the executive sponsor of our Menopause Network.

Prior to SSP, Angela held Commercial Directorships at PizzaExpress and Greene King PLC.

Fiona Scattergood
Group General Counsel and Company Secretary

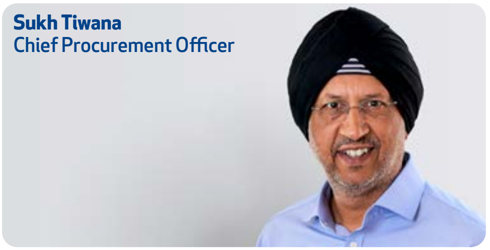
As General Counsel and Company Secretary, Fiona leads the legal, company secretarial and compliance function. She joined SSP in 2011 and has been in her current role since February 2023. Fiona is an experienced solicitor and governance leader with more than 20 years' international experience advising both listed and private companies across a broad range of sectors. She has significant experience in strategic M&A, joint ventures and corporate governance.

Prior to joining SSP, Fiona held senior corporate finance legal roles at Travers Smith LLP and Herbert Smith Freehills LLP (Sydney). Fiona is the executive sponsor of our recently established Neurodiversity and Disability Network.

Mark Smith
Chief Digital and Technology Officer

Mark is Chief Digital and Technology Officer. He joined SSP Group in February 2018 as Group CIO. He is responsible for the Group's digital strategy and implementation of digital and technology solutions. Mark is the executive sponsor of our Women in Tech initiative.

Mark spent 10 years at Accenture, working with clients such as Selfridges, Dixons, Argos and Sainsbury's. He then moved to M&S as Head of HR Transformation before working at Tesco as CIO – Asia, with responsibility for technology across 2,500 stores across five countries.

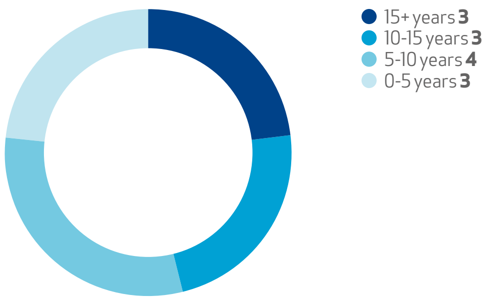


Sukh Tiwana
Chief Procurement Officer

Sukh is Chief Procurement Officer with over 30 years of experience. In 2004, he was appointed Group Commercial Director, responsible for purchasing, supply chain and leading Group-wide commercial negotiations. Sukh was appointed Chief Procurement Officer in 2022 and is also the co-chair of our Group Inclusion Council and chair of the SSP Foundation.

Sukh started his career with various finance and purchasing roles at Granada Group and, following its merger with Compass Group, was appointed Managing Director of Compass Purchasing.

GEC tenure



Governance framework

Board of Directors

The role of the Board is to promote our long-term success by setting a clear purpose and strategy for delivering long-term sustainable value for our stakeholders. It sets the governance and culture of the Group and has ultimate responsibility for its management, direction and performance.

- Determines our strategic development and oversees the implementation of the strategy.
- Establishes and promotes our purpose, values and strategy.
- Monitors our culture and ensures that workforce policies and practices are consistent with our values.
- Ensures we understand and meet our obligations to our stakeholders.
- Maintains our risk management and internal control systems, including oversight of cyber risk and approval of cyber security procedures.
- Sets our sustainability strategy and monitors performance against targets.

Board Committees

To maximise its effectiveness and ensure sufficient time and attention can be devoted to all key matters, the Board delegates certain responsibilities to three main Committees, each comprised of independent directors. The Committee reports back to the Board at each meeting on their discussions, decisions and recommendations.

Nomination Committee

- Reviews the Board's structure, size and composition.
- Leads the search and selection process for new directors and succession planning.
- Monitors diversity and inclusion.
- Evaluates the effectiveness of the Board.

Audit Committee

- Monitors the integrity of financial reporting.
- Reviews and advises on internal controls and risk management systems.
- Oversees external and internal audit function.

Remuneration Committee

- Sets the Executive remuneration policy.
- Ensures the policy aligns with strategy and culture.
- Reviews workforce remuneration policies.

Group Executive Committee

Matters not specifically reserved to the Board and its Committees under their terms of reference, or for shareholders in General Meeting, are delegated to the Group CEO who is supported by the Group Executive Committee. The Group CEO then reports back to the Board on activity carried out by the Group Executive Committee.

Operational Committees

Risk Committee

- Reviews and advises on the risk and control environment.
- Ensures operation of a robust and effective risk management and assurance framework.

Investment Committee

- Oversees SSP's investment objectives.
- Manages and implements SSP's investment policies.
- Conducts post-investment reviews.

Treasury Committee

- Agrees and implements the Group's treasury policies.
- Oversees the Group's treasury activities.

Disclosure Committee

- Oversees the disclosure of market sensitive information and other public announcements.

Sustainability Steering Committee

- Oversees delivery of the Group's Sustainability Strategy and targets.

Group Inclusion Council

- Oversees delivery of the Group's DE&I policy and framework.

Group Safety Committee

- Oversees delivery of the Group's Safety Policy and framework.

Climate Risk Steering Committee

- Oversees alignment with TCFD recommendations.
- Considers the impact of climate-related risks and opportunities.

Division of responsibilities

The roles of Chair, Senior Independent Director and Group CEO are held by separate individuals with clearly defined responsibilities, set out in writing and regularly reviewed by the Board. The Division of Responsibilities can be found on our website www.foodtravelexperts.com.

Chair

- Guides the Board in shaping strategy, ensuring alignment with our purpose.
- Sets the Board agenda, in consultation with the Executive Directors and Group Company Secretary, which is focused on strategy, performance, value creation, culture, stakeholders and accountability, and ensuring that issues relevant to these areas are reserved for Board decision-making.
- Promotes a culture of openness and debate and fosters relationships based on trust, mutual respect and open communication – both in and outside the boardroom.
- Ensures that the views of all stakeholders are understood and considered appropriately in Board discussion and decision-making.

Group CEO

- Leads the Group Executive Committee in the day-to-day management of the Group, to pursue our commercial objectives and to develop, execute and deliver our strategy.
- Sets an example to our workforce, communicating to them the expectations of our culture, and ensuring that operational policies and practices drive appropriate behaviour.
- Facilitates effective communication between the Board and the Executive Committee, and ensures significant operational and market matters are communicated to the Non-Executive Directors on a timely basis.
- Oversees our relationships with all stakeholders, including customers, clients, brand partners, joint venture partners, suppliers and the communities in which we operate.

Deputy Group CEO and CFO

- Works with the Group CEO to develop, implement and achieve the Group's strategic objectives
- Oversees delivery of Group performance and manages the Group's financial affairs, risk and controls framework and treasury and tax functions.
- Oversees capital expenditure proposals in line with the agreed approval criteria.
- Works with the Group CEO to develop the annual budget, business plans and commercial objectives for approval by the Board.
- With the Group CEO and Corporate Affairs Director, oversees the Group's relationships and interactions with shareholders, lenders and other stakeholders.

General Counsel and Company Secretary

- Ensures the Directors have access to the information needed to perform their roles.
- Advises and keeps the Board updated on legal and corporate governance matters, including the UK Corporate Governance Code and Listing and Transparency Rules.
- Ensures compliance with Board procedures and provides support to the Chair, including coordinating Board performance evaluations and inductions for new directors.

Senior Independent Director (SID)

- Provides a sounding board for the Chair, and supports delivery of the Chair's objectives.
- Serves as an intermediary between the Chair and the rest of the Board and, as necessary, the shareholders. This includes attending meetings with shareholders where necessary in order to obtain a balanced understanding of the issues and concerns.
- Leads the appraisal of the Chair's performance with the Non-Executive Directors.



Non-Executive Directors

- Provide independent oversight and constructive challenge to the Executive Management team.
- Help to develop proposals on strategy, scrutinising performance against agreed goals and objectives.
- Monitor the delivery of strategy by the Executive Committee within the risk and control framework set by the Board.
- Satisfy themselves that internal controls and external audit processes are robust.
- Role model culture and oversee our approach to diversity, equity and inclusion.
- Serve on Board Committees.

Designated Non-Executive Director for workforce engagement (ENED)

- Facilitates communication between the Board, Group Executive Committee and colleagues.
- Supports the Board in their understanding of the perspectives, concerns and needs of our colleagues so that they can be considered in decision-making.
- Undertakes a key role in succession planning for the Board, together with the Board Committees, Chair and Non-Executive Directors.

Board leadership and our purpose

Role of the Board

The Board's role is to promote the long-term sustainable success of the Company, generating value for shareholders and contributing to the wider society. The Board is responsible for determining our purpose and strategy, and ensuring we have the right culture to deliver our objectives.

How the Board operates

To ensure the Board maintains oversight of the areas material to the delivery of our strategy and purpose, the Board has a schedule of matters reserved for its decision and formal terms of reference for its Committees. These are reviewed annually and are available to view on our website at www.foodtravelexperts.com

The Board delegates management of the Group's day-to-day activities to the Group CEO with support from the Group Executive Committee who meet monthly (see pages 86-87). Below the Group Executive Committee are operational committees such as the quarterly Risk Committee and monthly Sustainability Steering Committee. These committees then report back to the Group Executive Committee and the Board. This structure of committees allows our internal experts to undertake deep and detailed assessment of issues that may affect the delivery of the Board's goals and objectives in line with the policies set by the Board and is governed by our Governance Framework which maps where accountability resides (see page 88).

Independence

The independence of our Non-Executive Directors is an important part of our governance framework, bringing unique perspectives and providing objective and constructive challenge. The Chair was considered independent on appointment and all other Non-Executive Directors who shall put themselves forward for reappointment at the 2024 AGM are considered by the Board to be independent in accordance with the criteria under provision 9 of the Code. To ensure their continued independence, Non-Executive Directors will not ordinarily serve for more than nine years.

Conflicts of interests

Directors are required to disclose any actual or potential conflict impacting themselves or any person closely associated with them as it arises for consideration, and if appropriate, for approval by the Board. If a conflict arises, the Director will absent themselves from any discussion or decision relating to the conflict. Directors are required to declare any interest or potential interest at the outset of each Board and Committee meeting. Conflicts of interest, or situations or interests that could potentially give rise to a conflict, are recorded and reviewed by the Board annually.

Board and Committee meetings

The Board, supported by the Group General Counsel & Company Secretary, maintains a comprehensive schedule of meetings for it and the Committees. The forward agenda is approved annually by the Board, ensuring sufficient time is dedicated to the wide range of matters important to our long-term success and that appropriate balance is given to strategic, operational, financial and governance matters. Flexibility is built into the agenda, enabling important topics to be considered in a timely manner. More information on the content of our Board meetings is on page 91.

Board meetings at Group business locations are scheduled to help all Board members gain a deeper understanding of the business and provide an opportunity to meet with local management and stakeholders. More information on site visits during the year is on pages 94-95.

Papers are circulated in advance of meetings to allow Directors sufficient time to consider matters independently in advance. Directors unable to attend are encouraged to read and comment on the pre-circulated papers in advance so their thoughts can be considered by the Board. The Chair and the Company Secretary will follow up with the Director after the meeting to update them on the key matters discussed and decisions made. From time to time, the Board will delegate authority to a sub-committee to approve certain matters.

Each paper must be accompanied by a structured briefing note identifying, amongst other matters, the action to be taken, key issues to note and the impact of any decisions on our stakeholders.

A broader experience

Outside of meetings, the Board receives a monthly update covering matters including financial performance, business development, safety reporting, progress against sustainability targets and colleague KPIs.

The Chair and the Non-Executive Directors have a programme of meetings both amongst themselves and with various members of the executive team, and this includes both formal Board meetings, training sessions and more informal gatherings where the Board can see our operations first-hand and engage with our workforce. Led by the Senior Independent Director, meetings between the Non-Executive Directors, both with and without the presence of the Chair and the Group CEO, are also scheduled in the Board's annual programme.

In addition to meetings and site visits, ahead of scheduled Board meetings, the Chair and the Non-Executive Directors meet for dinner with a combination of the Non-Executive Directors, the CEO and the full Board with the Group General Counsel and Company Secretary. This enhances Board dynamics by allowing Board members to build relationships and share views in a more informal setting.

Board meetings in the year

"Strategic and thoughtful planning of the forward agenda ensures that the Board can dedicate its time to the matters important to our long-term success and that appropriate balance is given to strategic, operational, financial and governance agenda items."

Fiona Scattergood
Group General Counsel & Company Secretary

The Board is supported by the Group General Counsel and Company Secretary, to whom all Directors have continuous and ongoing access for advice and corporate governance services. The Board and its committees are authorised to obtain legal or other professional advice as necessary to perform their duties. This includes inviting external advisors to meetings as required, to provide additional expert guidance.

As noted on the previous page, Board meetings are structured using a tailored forward agenda agreed in advance by the Chair, in conjunction with the Executive Directors and the Group General Counsel & Company Secretary.

In addition, once a year, the Board holds a Strategy Day, attended by the Board and the Group Executive Committee as appropriate.

A typical Board meeting would cover the following matters:

Performance
The Group CEO and Deputy CEO and CFO each provide an update to the Board on highlights, developments and challenges for the period along with a financial and investor relations update and proposed priorities for the period ahead. The Board also receives performance updates from senior management, including regional CEOs and functional leads, through the year as appropriate.

Strategy
The Board considers areas of strategic importance, including our sustainability and people strategy, as well as opportunities or risks to our strategy through updates from senior management. Deep dive sessions on key areas of focus are also scheduled throughout the year to allow for a more comprehensive analysis of the topic.

Stakeholders
The Board considers regular updates from management on stakeholders including our investors, colleagues, customers and clients. This includes regular updates from our Non-Executive Director for workforce engagement.

Governance, legal and regulatory updates
The Board receives updates as necessary to ensure that all governance, risk, legal or regulatory matters are considered and dealt with efficiently and effectively. This includes an update on safety matters as part of the Group CEO's Report, regular compliance updates and an annual cycle of risk management reviews and updates.

Committee updates
Committee meetings are held in advance of Board meetings, providing time for in-depth consideration of matters by the independent Directors with the relevant skills and experience to be a member. This supports and facilitates an effective discussion at Board meetings, where the Committee Chairs provide an update to the Board on their discussions, highlighting key issues for the Board's attention and making recommendations to the Board on matters requiring its approval.

The following pages 92-93 set out a summary of the matters reserved for consideration of the Board and an overview of activities in the year.

	Matters reserved for the Board	Board activities in the year	Risks considered	Stakeholders
Strategy and operations 	• Approval of the Group's long-term business strategy and objectives. • Oversight of the Company's operations and performance. • Approval of material agreements, acquisitions and disposals.	• Considered the Group's strategic priorities and approved the strategy for the 2024 financial year. • Deep dives on each market and other strategic matters. • Considered the Group's M&A strategy and approved the acquisition of concessions business of Midfield Concession Enterprises, Inc. • Received updates on the Group's progress against its strategy throughout the 2023 financial year. • Received regular market updates throughout the year and reviewed feedback from our institutional investors.	1. External environment 2. Labour 3. Supply chain 4. Health & safety 5. Information security 6. Compliance 7. Mobilisation of pipeline 8. Competition landscape 9. Senior capability 10. Efficiency programmes 11. Sustainability 12. Brand portfolio and customer demand	
Finance 	• Approval of operating and capital expenditure budgets. • Approval of dividend policy and key financial communications. • Approval of any major changes to the Group's corporate or capital structure. • Approval of the recommendations of the Audit Committee, including the remuneration and appointment of the external auditors. • Approval of new material bank borrowing facilities and material variations or increase to borrowing facilities.	• Reviewed the Group dividend policy and recommended a final dividend for the 2023 financial year. • Reviewed the Group's performance against the Group budget for the 2023 financial year and agreed the Group medium-term plan and budget for the 2024 financial year. • Reviewed and, on the recommendation of the Audit Committee, approved the half and full-year results announcements, Annual Report and Accounts. • Approval of new bank facilities agreement.	2. Labour 3. Supply chain 7. Mobilisation of pipeline 10. Efficiency programme 13. M&A activity	
Risk and controls 	• Ensuring the maintenance of a robust system of internal control and risk management. • Overseeing cyber risk, approving cyber security policies and procedures and reviewing reports from the Audit Committee on the effectiveness of these procedures. • Understanding and monitoring climate and sustainability related risk.	• Conducted a risk appetite session regarding our principal risks. • Conducted an annual strategic and operational risk assessment, including considering action plans to mitigate risks. • Assessed the effectiveness of the risk management and internal controls across the Group, including whistleblowing and other compliance processes. • Considered risk as part of strategic agenda items.	1. External environment 2. Labour 3. Supply chain 4. Health & safety 5. Information security 6. Compliance 7. Mobilisation of pipeline 8. Competition landscape 9. Senior capability 10. Efficiency programmes 11. Sustainability 12. Brand portfolio and customer demand	

Find out more about our principal risks on pages 70-76.

	Matters reserved for the Board	Board activities in the year	Risks considered	Stakeholders
People, values and culture 	• Assessing and monitoring the alignment of the Group's culture with its purpose and values and ensuring necessary corrective actions are implemented.	• Reviewed and approve updates to the Board Diversity Policy and Group Diversity, Equity & Inclusion Policy. • Attended Diversity & Inclusion workshop. • Received updates on progress against the People Plan. • Discussed and considered the Future Talent Strategy. • Considered feedback from Global Colleague Engagement Survey and from the designated Non-Executive for Employee Engagement. • Considered whistleblowing and health and safety updates. • Assessed and monitored workforce engagement and culture.	2. Labour 4. Health & safety 6. Compliance 9. Senior capability 11. Sustainability	
Governance and sustainability 	• Approval of shareholder communications. • Convening general meetings. • Approval of delegations of authority to the Group CEO, Deputy Group CEO and CFO, and Committees. • Evaluating Board and Committee performance and effectiveness. • Reviewing stakeholder engagement mechanisms, and endorsing new policies aligned with the organisation's purpose, values, and strategy.	• Received governance and sustainability updates. • Received updates on progress against sustainability targets. • Reviewed conflicts of interest. • Reviewed and approved amended governance documents including updated articles and terms of reference. • Conducted Board Evaluation.	6. Compliance 11. Sustainability	
Appointments and remuneration 	• Decisions related to Board and Committee composition, size, and structure, appointments. • Ensuring adequate succession plans are in place for the Board, Company Secretary and Group Executive Committee. • Determining remuneration policies and outcomes for the Board and Group Executive Committee, as well as new share incentive plans or significant alterations to existing plans.	• Approved Judy Vezmar and Tim Lodge's appointments for a second three-year term. • Reviewed shareholding guidelines and attainment for Non-Executive Directors. • Approved Non-Executive Director fees. • Reviewed Remuneration Policy and Share Incentive Plan rules. • Considered remuneration outcomes and proposals for the 2024 financial year. • Considered cost-of-living pressures among the wider workforce.	2. Labour 9. Senior capability	

Find out more about our principal risks on pages 70-76.

Board activities and interaction with stakeholders

Stakeholder engagement

The Board has a well-established programme of engaging with a wide range of stakeholders who are key to successfully delivering our strategy. This year, the Board visited sites in each of our four reporting regions, meeting with local stakeholders, enabling them to develop their understanding of the key issues in our different markets.

Shareholder engagement

The Board seeks to maintain continuous, meaningful engagement with our shareholders. It receives updates from the Group CEO, Deputy Group CEO & CFO and Corporate Affairs team regarding key issues affecting shareholders, as well as reports on engagement activity both undertaken and planned.

The Chair seeks regular engagement with major shareholders. The Remuneration Committee Chair engages with major shareholders on remuneration matters throughout the year and on specific policy matters. The Audit Committee Chair, along with all other Non-Executive Directors, is available to meet with major shareholders as required.

An overview of our key stakeholders and more information on our engagement with them is on pages 40-49.

October 2022

Board site visit: USA

The Board took part in a four-day board trip to New York which included a deep dive into our North America business, meeting the US senior leadership team, site visits to our units at JFK, and La Guardia airports, informal meetings with the local teams and a tasting session to sample our food and drink propositions available across our US estate.

Stakeholders met: Colleagues, clients, joint venture partners (including ACDBE partners) and brand partners

November 2022

- Board diversity and inclusion teach-in session

More information on pages 104-105.

December 2022

- Full Year Results
- Presentation to investors

January 2023

- Deep dive: IT and digital
- Market update from Brokers

February 2023

AGM

Our AGM provides a valuable forum for our Board to engage with our shareholders in person. At this year's AGM, the Directors answered questions from shareholders and were available to speak to our shareholders more informally following the meeting. The Board also encouraged shareholders who were unable to attend our AGM to submit questions in advance by email.

Stakeholders met: Investors

Board site visit: Norway

During their visit to Norway the Board received updates on the key opportunities and challenges in Norway from our local leadership, and undertook site visits to Oslo Central Station and Oslo Airport where they met with colleagues and clients. The Non-Executive Directors also had the opportunity to meet informally with both front of house and local head office colleagues in two informal engagement sessions.

Stakeholders met: Colleagues, clients

March 2023

- Deep dive: Customers
- Approval of Modern Slavery Statement

April 2023

Board site visit: India

In India, the Board spent time with our joint venture partner where they met the local leadership team and received presentations and performance updates. The Board visited and dined at units in Mumbai and Delhi, meeting with clients in both cities. The Board also spent time with our colleagues attending a town hall as well as dinner with over 30 of the local team.

Stakeholders met: Colleagues, clients, joint venture partners and brand partners

- Risk appetite review
- Deep dive: Business and brand development

ESG Briefing Presentation

Our Chair joined our Group CEO in April for our first-ever ESG Investor Briefing, where we set out our net-zero roadmap and sustainable value creation plan. The session, which was also attended by regional CEOs and senior management, provided an opportunity for our investors to learn more about our sustainability strategy and to ask questions and provide their feedback on our ambitions and progress so far.

Stakeholders met: Investors

May 2023

- Interim results
- Feedback on Colleague Engagement Survey
- Acquisition of the Midfield concessions business

More information on pages 43 (Engagement) and 191 (Midfield).

July 2023

- Board teach-in session on customer and client surveys

Board Strategy Day

In July, the Board spent time with our Group Executive Committee, where they received updates on each of our markets and explored the key trends, challenges and opportunities affecting our strategy. This two-way conversation with management provided the Board with a deeper understanding from CEOs and functional leads on the key matters affecting day-to-day operations and provided alignment between the Board and management on the key priorities to deliver our agreed strategy.

Stakeholders met: Colleagues

Board site visit: Ireland

At Dublin Airport, the Board visited our newly opened, digital-first street food concept, 'The Mezz', where they met with colleagues, brand partners and clients and tried out the digital offering. The Board met with our partner for the new Cloud Picker unit, where it learned more about the unit's sustainability offering. The Board also met with clients informally over dinner.

Stakeholders met: Colleagues, clients, government minister, brand partners

September 2023

- Board effectiveness evaluation
- Stakeholder Update
- Sustainability Update
- Compliance Update
- Risk and controls effectiveness review

More information on pages 108-109 (Board Evaluation), 66-77 and 114 (Risk).

Key Board decisions

The principles underpinning Section 172 of the Companies Act 2006 (the 'Act') are embedded in the Board's decision-making. The Board recognises the importance of understanding the views of the Group's key stakeholders and having regard to those views in its discussions and decision-making processes. See page 40 for our section 172(1) statement.

Key

- Consequences of decisions in the long term
- Interests of employees
- Need to foster business relationships
- Impact of operations on communities and the environment
- Reputation for high standards of business conduct
- Acting fairly between shareholders

Strategic priorities

- PIVOTING TO HIGH GROWTH MARKETS
- ENHANCING BUSINESS CAPABILITIES; DRIVING COMPETITIVE ADVANTAGE
- DELIVERING OPERATIONAL EFFICIENCIES

Stakeholders

- Customers
- Colleagues
- Investors
- Clients
- Joint venture partners
- Brand partners
- Suppliers
- Communities, NGOs and Society
- Government and Regulators

Acquisition of Midfield concessions business

Accelerating growth in North America is a key element of our strategy and disciplined infill M&A is an established part of our approach to business development. As part of its ongoing review of our approach to growing our North American business, the Board evaluated and approved the acquisition of the concessions business of Midfield Concession Enterprises Inc. In doing so, the Board considered how the acquisition provided an important step in our North American growth strategy, with the resulting position being that we would have a presence in 34 of the 80 largest airports in North America, including four new airports.

Shareholders – the acquisition was expected to contribute an additional c$100m to revenues in our North American business, on an annualised based, driving long-term growth and returns for our shareholders.

Customers/Brand Partners/Clients – the portfolio of brands operated by Midfield strongly complements our focus on promoting local cuisine and bringing a 'taste of place' to airports. The acquisition provided an opportunity to develop invaluable new brand and client relationships and to strengthen client relationships in airports where the acquisition added to our scale.

Communities – supporting the US aviation industry's disadvantaged business enterprise programme is a key tenet of our North American strategy. That continues with this acquisition, with ongoing participation by those previously connected to the Midfield business.

Colleagues – as part of the transaction, we welcomed a number of new colleagues into the SSP America team, each bringing local expertise to share with existing SSP teams. As a large national employer, SSP America is able to offer further development opportunities to our new colleagues.

Link to our strategy

Pivoting to high-growth markets

Stakeholders

Find out more on page 191

Future Talent Strategy

People are the core of our business and a key focus for the Board over the year has been understanding the approach to growing and developing our talent pool across the Group. This was enhanced by both the engagement survey feedback and the listening sessions carried out by Judy Vezmar as ENED. She was able to meet a broad cross section of our colleague base and to see first-hand the development needs of our workforce. The Board's consideration of these issues culminated in a review of our proposed Talent Strategy. The Board agreed with the direction proposed and supported the steps being taken to develop and embed the strategy.

Colleagues – as a key stakeholder group, it is critical that we have a considered and informed approach to selecting and developing our talent. The increased exposure of our ENED to our frontline and management colleagues has helped inform our approach to ensure it resonates within the business.

Customers/Brand Partners/Clients – delivering of our strategy as it relates to customers, brand partners and clients depends on engaged and knowledge colleagues. Our talent strategy is a key enabler to this.

Communities – as a large employer across five regions and many more countries, we can have a positive impact on the communities in which we operate by providing employment opportunities across a broad spectrum of roles, from team members to head office management colleagues.

Link to our strategy

Enhancing business capabilities; driving competitive advantage

Stakeholders

Find out more on pages 106-107.

Refinancing of banking facilities

In July 2023, the Group completed a refinancing of its syndicated banking facilities. With the previous facility maturing in January 2025, the Board was required to assess refinancing opportunities as part of its going concern and viability responsibilities. In evaluating and approving the new facilities, the Board took into account the new four-year term (with an optional one-year extension), increased revolving credit facility and refreshed lending group, with increased representation across our growth regions.

Lenders – the refinancing strengthened our balance sheet and maintained our high level of liquidity, as well as extending our debt maturity profile. The strength of relationships with our banking partners was demonstrated in the strong support for the proposals, which enabled us to secure the new facilities on improved terms.

Shareholders – the refinancing will support the ongoing delivery of our strategic priorities, including rapid growth in North America and Asia Pacific.

Brand Partners/Clients – our partners and clients benefit in the short- and long-term from increased financial security and flexibility provided by the refinancing, particularly in the current economic environment.

Regulators – the revised arrangements ensure that the Group complies with its obligations to consider the short- and medium- term viability of the business.

For further details of our financing arrangements, see page 177.

Link to our strategy

- Pivoting to high-growth markets
- Enhancing business capabilities; driving competitive advantage
- Delivering operational efficiencies

Stakeholders

Preventing modern slavery

Protecting human rights is a key priority in our Sustainability Strategy and we do not tolerate modern slavery in our business or our supply chain. Our Modern Slavery Statement is not just a legal obligation. In considering our Modern Slavery Statement, the Board considered the risks of modern slavery to our business including the risk profile of the countries we operate in. The Board also assessed the effectiveness of the controls, policies and practices in our own operations and in our supply chains and agreed actions to develop our approach to tackling modern slavery, including agreeing a revised process for ethical trade reviews and audits. The Board also approved a new standalone Human Rights Policy, to clearly set out what this commitment means for our colleagues and own business operations.

Colleagues – by having robust controls in place, training our colleagues to identify signs of modern slavery, and encouraging them to report any concerns, we protect our colleagues from exploitation and foster a supportive and ethical culture built on integrity.

Suppliers – engaging with our suppliers to ensure compliance with our ethical standards and providing constructive feedback or identifying areas for improvement in their practices and policies, fosters better relationships based on trust, transparency and shared values.

Regulators – continually evolving and developing our modern slavery statement and setting measurable KPIs for progress, ensures we not only comply with our obligations to prevent modern slavery but meet the government's expectation for our statement to demonstrate progress and improvements year-on-year.

Link to our strategy

- Pivoting to high-growth markets
- Enhancing business capabilities; driving competitive advantage

Stakeholders

Find out more on pages 47-48 of our 2023 Sustainability Report and Modern Slavery Statement on our website.

How the Board monitors, assesses and promotes culture

Our culture is the compass that guides our behaviours, decision-making and interactions with our stakeholders. Promoting and fostering a culture of food, passion, pride, inclusivity and integrity, rooted in an environment of strong corporate governance and a commitment to our sustainability responsibilities, enables us to deliver our purpose of being the best part of the journey.

The Board places great importance on ensuring that a positive, purposeful and inclusive culture is established throughout the Group, aligned across our regional businesses and demonstrated throughout our teams. It starts with the Board and Group Executive Committee and carries right through to our front of house teams in units around the world.

Our business is a people business, and our diverse teams are at the heart of everything we do. We are committed to ensuring an inclusive culture that empowers our colleagues to be themselves, brings greater creativity and empathy, and enables them to deliver our purpose.

The Board leads from the top in promoting the desired culture throughout SSP, demonstrating the values and behaviours we expect from the rest of the organisation, not only by the decisions we make, but also in the way we make them. The Executive Directors lead the senior leadership in championing our values and embedding them throughout the organisation, celebrating success and welcoming diversity.

The Board also ensures we have the right practices and processes in place to support our culture. These policies, which cover areas such as sustainability, diversity, bribery and whistleblowing, set our expectations of the behaviours and practices we expect, informing behaviour and embedding good decision-making in line with our desired culture.

Compliance with policies is monitored not only to help us assess culture but also so that we can identify any challenges and make sure we have the right resources in place to overcome them. Policies are regularly reviewed and updated as required to ensure they promote the right culture and practices that are consistent with our values.

The Board's independent oversight also plays a vital role, promoting accountability and transparency and ensuring that the right values and behaviours, which align with our purpose, are embedded across the Group.

The Remuneration Committee encourages positive behaviours and cultural alignment through its oversight of pay and remuneration, monitors gender pay, and establishes targets for bonus and incentive plans in line with the organisation's culture. Effective succession planning and talent development, led by our Nomination Committee, ensures we have the right management in place to nurture this culture.

The Board receives reports from the Group's speak-up facility, and regularly reviews the effectiveness of the Group's whistleblowing arrangements. The Audit Committee further foster this culture of openness and integrity; engaging in constructive debate and challenge on matters presented. It also plays a key role in monitoring our culture, supervising our internal controls framework, monitoring any compliance issues, and ensuring that both internal audit and external auditors maintain adequate independence to operate effectively.

The Board provides scrutiny and challenge to management as necessary to ensure our organisational culture supports our purpose. Our Risk Management Framework and associated internal controls also play an important role in promoting and monitoring a culture of transparency and compliance and the Audit Committee receives regular reports on the embedding of controls, challenging any perceived areas of weakness.

Monitoring and assessing

To ensure we continue to nurture an environment where every voice is heard, every perspective valued, and every individual empowered to thrive, the Board continuously monitors and assesses our culture through a range of channels; from monthly updates on colleagues, sustainability and health and safety, to monitoring progress against KPIs.

Insights gained by our Board and our ENED through their interactions and meetings with our colleagues in the business provides further insight and understanding of our culture.

By ensuring we have channels for open communication and creating opportunities to listen to colleagues at all levels, we foster an atmosphere where ideas are shared freely and collaboration thrives.

In addition to these ongoing methods for monitoring and assessing, the Board formally considers our culture as an agenda item each year to ensure it aligns with our purpose and strategy. The following page provides more information on some of the ways we monitor our culture across the Group.

Our values

Our values, which were developed in consultation with our teams across the world, help guide our culture, helping ensure our behaviours and decisions are in the best interests of our stakeholders, the environment and our business.

We are one team

Working together and sharing our best ideas to fulfil our global potential

We are results focused

Delivering great food and service for our customers and outstanding results for our colleagues, clients, and shareholders

We all make a difference

Respecting each other, acting responsibly and sustainably and being accountable for the contributions that we make

We are bold

Seizing opportunities, innovating and quickly adapting every day

We celebrate success

Recognising and valuing everyone's achievement.

How we monitor and assess our culture

ENED activity

Our ENED provides a direct channel for our colleagues' voices to reach the boardroom, attending regional leadership meetings and overseeing listening groups to gather colleague sentiment.

Listening sessions are held without any senior management present to encourage open and honest feedback. Immediately after each listening group, the ENED shares feedback with the Board, providing insight into our culture and identifying what support is needed to address any challenges faced.

For more information on the ENED's activities see pages 100-101.

Engagement survey

Our annual colleague engagement survey enables us to understand and address colleague concerns, foster open communication, and identify challenges and opportunities in ensuring our culture aligns with our purpose.

This year we partnered with Gallup to deliver our survey, which has allowed us to benchmark engagement levels against our peers and supports us in building local meaningful action plans based on our local results.

For more information on the engagement survey see page 43.

Communication

Communication has a significant impact on our colleagues' experience, motivation, engagement, and overall business success.

This year we launched Viva Engage, an employee communication platform, with rollout to frontline workers continuing in the coming year. This platform helps us to continue to build and manage a culture of communication that keep colleagues connected, engaged, and inspired as well as being a platform for championing our values.

Diversity & Inclusion

Embracing diversity and fostering an inclusive workplace is an integral part of the way we behave and the way we do business.

By monitoring progress against our diversity objectives and reviewing our diversity data – including pay gap reporting – we can understand the efficacy of our existing diversity and inclusion action plans and further develop these to promote a diverse and inclusive workplace.

During the year, we issued a new Group Diversity & Inclusion Policy, Board Diversity Policy and Global Inclusion Framework, supported by a number of different initiatives throughout the Group.

For more information on DE&I see pages 22-23 and 104-105.

Health & Safety

We are dedicated to the wellbeing of our colleagues, customers and partners and are committed to fostering a workplace where individuals are vigilant, proactive, and empowered to protect themselves and others.

Understanding trends within health and safety incidents through regular board reports allows us to better understand and manage our risks in this area. The Board has consistently promoted a culture of reporting and has been pleased to see the progress made in this area over the year.

This year we've continued our focus on building a safer workplace, with more investment in our health and safety teams, mobilising our Group Safety Forum, developing our reporting mechanisms and championing safety through local events such as for World Safety Day.

For more information on Safety see page 23.

Retention

Cultivating an inclusive, values-driven culture that prioritises employee wellbeing, fosters colleague engagement and job satisfaction is a fundamental part of our people strategy.

We've developed our measurement tools so they provide us with higher quality retention data. These insights, which the Board receives half yearly, help us better identify areas of focus, enabling us to ensure that every colleague, in every market and in every team, is valued, supported, and inspired to contribute their best.

Training and development

Effective compliance training ensures that our team understands, embraces, and adheres to the ethical behaviour, integrity and accountability we expect. The Board receives regular updates on completion rates and encourages setting high minimum thresholds.

We are committed to investing in our employees, offering opportunities for skill enhancement, leadership training, and continuous learning to support them in reaching their potential.

Risk and business integrity

The Board and Committees regularly review updates to monitor the practices and behaviours in our business, including information about compliance with our Anti-Bribery and Anti-Corruption policy, our Code of Conduct and policies for preventing the facilitation of tax evasion.

The Board monitors issues raised through the Group's speak-up facility, and regularly assesses the effectiveness of this procedure in encouraging colleagues to raise any concerns.

c.9,000
Active users on 'Viva Engage'

3.98/5.00
Score in Colleague Engagement Survey

51:49
Gender diversity across colleagues

A message from our ENED

"One thing I always ask colleagues is what is it like to work at SSP? One consistent word I hear, wherever I am, from New Delhi to New York, is 'opportunity'."

Judy Vezmar
Designated Non-Executive Director for Workforce Engagement (ENED)

Judy Vezmar was appointed as designated Non-Executive Director for Workforce Engagement in February 2021.

In this critical role, Judy engages with a diverse spectrum of colleagues, allowing her to support the Board in its understanding of the views of our colleagues across the business.

Scan the QR code to hear directly from Judy Vezmar on her experiences as ENED.

On the Board, I am honoured to have the additional responsibility of being the designated Non-Executive Director for Workforce Engagement.

People often ask me what my role involves, and in a nutshell, it's about connecting the views of our colleagues with those of the Board of Directors, so that decisions by the Board can take into account what goes on through the many layers of our business. And how do I do that? Through engagement – and I engage with colleagues in a number of ways. I attend team meetings, participate in town halls, conduct round table listening sessions and meet with colleagues informally over coffee. All of this allows me to bring the voice of our colleagues right into the boardroom, unfiltered and unedited.

This year, without Covid-19 restrictions, I've had more opportunities to get out into the business which has allowed me to connect with more colleagues in person.

One of my favourite activities is hosting listening groups. At these sessions I bring groups of people together from both the frontline and our office support teams, to have a conversation where we can talk about whatever is on their minds. Colleagues tell me what it's like to work here, what works well but also what things don't work as well, and I get to hear their ideas and suggestions for change.

I feed back to the Board immediately after each engagement and, when engagements align with Board site visits, other Board members are also invited to meet with colleagues after the sessions. We also have a scheduled agenda item twice a year to discuss the experiences and interactions that I've had, and the learnings we can take from them.

These engagements and the insights gained help brings the Board closer to our people, giving us a chance to really connect on a more personal level and making sure we have the knowledge we need to make better decisions.

One thing I always ask colleagues is what is it like to work at SSP? One consistent word I hear, wherever I am, from New Delhi to New York, is 'opportunity': colleagues love the opportunity SSP gives them for personal development and the opportunity to grow. Learning more from colleagues about what this means to them has been a key focus of the listening groups, to make sure we continue to nurture this culture and make sure we have the right support in place to help all of our colleagues, regardless of where they are in their career or what market they are working in, to realise this opportunity.

I want to thank all of our colleagues for their openness and their passion, and for taking the time to share with me their thoughts and ideas and for taking part in our annual colleague engagement survey. I am looking forward to meeting with many more colleagues in the coming year.

Judy Vezmar
Designated Non-Executive Director for Workforce Engagement (ENED)

Leveraging insights for transformation

Through her listening sessions this year, our ENED, Judy has been engaging with colleagues to understand how we can better support them, particularly in the early stages of their SSP journey.

This feedback is having an immediate and direct impact. Colleagues in India shared that they had found using a buddy system for new starters to be particularly effective so we are now building this into our updated induction materials in other markets. Another example is in Norway where, following a successful trial, we are now building a new onboarding tool which uses online gamification to deliver training and development, making learning engaging, informative and fun.

> During the ENED session with the Board, I experienced a profoundly engaging and inspiring discussion with Judy, where her insightful perspectives and skilled leadership contributed to creating a meaningful and constructive forum for reflection and decision-making.

Aleksander
Listening group participant, Norway

Focus on future women leaders

This year, a key focus has been the development of our diverse pipeline of talent through our organisation.

In India and Ireland, we held additional listening groups which focused on bringing together some of our female future leaders, to help us better understand the challenges women face in positions of leadership, both in our organisation and more broadly. Better understanding these challenges, and their nuances in different groups and markets, allow us to develop the tools we need to overcome them.

These sessions are not only a chance for us to hear the views of our female future leaders but also provide an opportunity for everyone, including our ENED, to share stories and experiences, to give advice and to share best practice. As with all listening sessions, we hold these without management present so that they are safe places where colleagues can be open and honest in their feedback.

These sessions have been both insightful and inspirational. In 2024, we are planning to continue these sessions and to develop them further with roundtable and panel session events so that even more of the many talented women in our organisation can share their stories, advice and best practice. This, in turn, supports the Board in driving forward our diversity ambitions and fostering a culture of inclusion where every voice is heard, every perspective valued, and every individual empowered to thrive.

Nomination Committee Report

// The evolution of the Board was a key element of the Committee's agenda for the 2022 financial year, and with our refreshed Board in place, this year we have focused on our talent strategy and succession planning for our senior leadership group. //

Mike Clasper
Chair, Nomination Committee

Meeting attendance

Director	Date appointed as member	Number of meetings attended
Mike Clasper	1 November 2019	3/3
Carolyn Bradley	1 October 2018	3/3
Tim Lodge	31 August 2021	3/3
Judy Vezmar	31 August 2021	3/3
Kelly Kuhn	1 January 2022	3/3
Apurvi Sheth	1 January 2022	3/3

The Nomination Committee terms of reference can be found at www.foodtravelexperts.com

Dear Shareholder

I am pleased to present the report of the Nomination Committee for the financial year ended 30 September 2023, which provides an overview of the Committee's activities during the year under review and our role in ensuring that the Board has the right skills, experience, knowledge, and diversity to deliver our strategy and to enable our long-term sustainable success.

In FY22, we welcomed Patrick Coveney as Group CEO and two new Non-Executive Directors, Kelly Kuhn and Apurvi Sheth to the Board. We regularly review the composition and skills of our Board to ensure it has the right expertise and diversity of experience to continue to help us achieve our strategic aims and to face current challenges. The Committee also takes time to consider whether each individual Director and the Board as a whole, continues to perform effectively. In each, it was felt that they did. More information on the review of the skills of the Board can be found on page 106 and on performance evaluation on pages 108-109.

The evolution of the Board was a key element of the Committee's agenda during the 2022 financial year, and with our refreshed Board now in place, this year we've focused on our talent strategy and succession planning for our senior leadership group. While there is more to do, I am pleased with the progress made in this area.

Diversity and Inclusion

We've made great progress on our gender diversity representation on the Board and in senior management over the last three years (with 50% female Board representation and 37% female senior management representation as at 31 October 2023 (increases of 75% and 56% since 2020) and are pleased to have met the new regulatory board ethnicity target – but we are not complacent. We know there is more we can do, particularly on ethnic diversity representation.

With this in mind, the Committee reviewed our Board Diversity Policy within the year to expand our definition of diversity and setting objectives to maintain diversity on each Board Committee. We have also formally included in the refreshed policy a gender representation target of 40% by the end of 2025 for the Senior Leadership team (being the Group Executive Committee and their direct reports).

We are committed to building a management team that is diverse in all respects. We are mindful of the recommendation of the 2023 Parker Review to set a target for 2027 for ethnic diversity, and are now considering the appropriate target that reflects the diversity of the different countries our senior management work in, whilst respecting our colleagues' right to privacy and freedom of expression.

We believe however, that fostering an inclusive environment, at all levels of the business, reflective of the diversity of the markets in which we operate, is incredibly important, enabling us to harness the benefit that differences of perspective, experience and culture bring.

Our talented and diverse colleagues are a key asset and we remain committed to ensuring that diversity is reflected throughout the organisation. A key focus for the Committee this year has therefore been strengthening the framework of processes, practices and development needed to ensure the development of a diverse pipeline for succession.

Senior management succession

Alongside overseeing the diversity of our senior leadership, the Committee is also responsible for ensuring the high-quality leadership of management and considering and recommending to the Board appointments to our Group Executive Committee. During the year, on the Committee's recommendation, the Board approved the appointment to our Group Executive Committee of Kari Daniels as CEO UK & Ireland with effect from 9 January 2023. It was further noted, that Fiona Scattergood commenced her role as Group General Counsel & Company Secretary with effect from 16 February 2023, her appointment having been approved by the Board at the end of the 2022 financial year.

Our Future Talent Strategy, which was approved by the Board, seeks to develop the many talented colleagues we have across our business whose skills and dedication help us to deliver our purpose and ensures we have the right people with the right skills to deliver our strategic goals. This involves identifying high potential talent globally and nurturing their growth through targeted development programmes. By actively cultivating talent from within our ranks, we aim to create a more inclusive leadership team that reflects the diversity of our workforce.

Board reappointment

As required by the Corporate Governance Code, each of the Directors will retire at the 2024 AGM and submit themselves for reappointment. The contribution of each Director is set out on pages 84 to 85. Each of the Non-Executive Directors seeking reappointment is considered to be independent.

I would like to thank the members of the Committee for their continued commitment and contribution, as we continue to focus on ensuring we have the right people with the right skills, diversity, and experience to promote our culture of openness and inclusion that allows us to deliver our purpose.

Mike Clasper
Chair, Nomination Committee
5 December 2023

Responsibilities of the Committee

	Our duties	Activities in the year	More information
Board Composition	Reviewing the structure, size and composition of the Board, including its skills, knowledge, independence, experience and diversity.	• Reviewed the Directors' combined skills and knowledge, experience and diversity to ensure they can drive our strategic priorities. • Considered the independence of the Non-Executive Directors.	Page 106
Appointment, Induction and Development	Leading the process for appointments, ensuring all Directors receive an appropriate induction and making recommendations to the Board on the re-election of Directors and whether to reappoint a Director at the end of their term of office.	• Recommended the re-appointments of Judy Vezmar and Tim Lodge for a second three-year term, subject to annual re-election by shareholders. • Recommended the appointment to the Group Executive Committee of Kari Daniels as CEO UK & Ireland. • Carried out Director reviews, which included discussion of areas for development.	Page 106-109
Succession Planning	Ensuring plans are in place for orderly succession to both the Board and senior management positions and overseeing the development of a diverse pipeline for succession.	• Reviewed and considered the Board succession plans and agreed future actions. • Reviewed the succession plans for the Group Executive Committee roles, considered future talent and agreed development plans to meet future succession needs.	Page 106-107
Diversity and Inclusion	Regularly reviewing progress made against the objectives set out in the Board Diversity Policy with respect to the diversity of the Board, Board Committees and Senior Management.	• Reviewed progress made against the objectives set out in the Board Diversity Policy. • Recommended that the Board Diversity Policy be updated to consider wider diversity considerations and setting new objectives in relation to senior management diversity (40%). • Considered Group diversity plans and recommended the approval of a new Group DE&I policy.	Pages 104-105
Performance and Effectiveness	Ensuring there is a formal and rigorous annual evaluation of the performance of the Board, Board Committees, the Chair and individual Directors and ensuring Directors dedicate sufficient time to their role.	• Considered the outcomes of the internal effectiveness review with regard to Board composition, talent management and succession planning. • Considered the time commitment required by the Directors and recommended the Board approve Apurvi Sheth accepting an additional external appointment.	Pages 106-109

Diversity, Equity and Inclusion

The Nomination Committee is responsible for developing and implementing our approach to diversity, equity and inclusion across the Group. One of our core values is being a great place to work where everyone can fulfil their potential. Having a diverse, inclusive culture where everyone is welcomed, and a workforce that reflects both the communities in which we operate and the stakeholders we serve, is a fundamental part of our strategy for delivering long-term sustainable success.

Diversity, equity and inclusion is a pillar of our people plan and this year we have continued to propel this agenda forwards. In November 2022, we updated our Group Diversity and Inclusion Policy to make it more accessible as well as expanding and updating our definitions of diversity, equity and inclusion to reflect the inclusive language we strive to use across the business.

We also launched our Global Inclusion framework which sets out the Board's commitment to diversity. This framework is tailored at a local level, ensuring it appropriately reflects the diverse opportunities and challenges we face in each market in which we operate.

Our Global Inclusion Framework

Attract	We build a strong foundation for growth by attracting and retaining diverse talent.
Belong	We actively choose to embed a culture with inclusion at its core.
Develop	We know that an inclusive culture is built on education and understanding.

We held DE&I leadership development workshops, attended by senior leaders across the Group as well as the Board, which covered topics including unconscious bias and cultural advocacy. These workshops aimed to help our leadership teams across the world understand the importance of diversity and inclusion to our business and also identify the challenges we might face. These workshops encouraged the development of targeted, country-specific DE&I action plans to address the key concerns in each region, in line with our Global Inclusion Framework.

Our Global Inclusion Council provides further support in steering and advising on our global diversity and inclusion goals and is comprised of 19 global representatives from across our markets who bring together a wealth of experiences and perspectives from their respective countries, functions and backgrounds. This sits alongside an ever growing number of colleague-led networks across our business, such as our Menopause Network, LGBTQ+, Neurodiversity and Disability Network, each with a 12-month roadmap and a dedicated Chair/Co-Chair and Executive Sponsor to ensure the work is aligned to wider business priorities.

Diversity has also been a key theme in the sessions held this year by Judy Vezmar, our designated Non-Executive Director for Workforce Engagement, who has held two sessions this year in two different markets focused on bringing together groups of female leaders across our organisation. You can read more about Judy's activities on page 100-101 of this report.

More information on the diversity, equity and inclusion activities across the Group can be found on pages 22-23 of this report and pages 42-43 of our 2023 Sustainability Report.

Board Diversity Policy

The Board recognises the importance and value of diversity and inclusion in driving good decision-making. Our Board Diversity Policy, which sits alongside our Group Diversity, Equity and Inclusion Policy, sets out the Board's approach to fostering a diverse and inclusive culture and sets measurable objectives which allow the Nomination Committee to closely monitor our progress and, where necessary, ensure corrective action is taken.

During the year, the Nomination Committee reviewed the Board policy and the Board approved updates to ensure due consideration is given to diversity in its broadest sense, including to sexuality, neurodiversity and social backgrounds, as well as ensuring the application of the policy to each Board Committee.

We recognise the key role our Senior Management play in leading a diverse and inclusive culture throughout the organisation and so our Board Diversity Policy now applies to our Senior Management[1] as well as the Board and Board Committees and includes an increased target of 40% female representation across our Senior Management by the end of 2025 (in line with our Board target).

We support the objectives of the FTSE Women Leaders Review and the Parker Review, to increase representation of women and people from an ethnic minority on Boards and in senior management. We are pleased to have met these targets in relation to our Board membership, and our progress against these is set out below.

We are now working to determine an appropriate target for the percentage of senior management group who self-identify as being in an ethnic minority to achieve by December 2027 and are mindful of the Parker Review's recommendation that this target should be in place by December 2023. We want to ensure that the target we set appropriately reflects the diversity of the different countries our senior management work in and that we have robust and accurate data with which to monitor our progress against these targets, whilst respecting our colleagues right to privacy and freedom of expression.

As part of this work, a core focus of the Committee this year has been in ensuring a diverse pipeline of talent within the organisation. We've continued to develop our key performance data relating to diversity, including as part of our annual talent review, giving us better oversight in order to address the challenges in achieving our diversity goals.

The Board is committed to achieving and maintaining:	Progress	
At least 40% women on the Board	50% of the Board are women	✓
At least one woman in the role of either Chair, Senior Independent Director, Chief Executive or Chief Financial Officer	The role of Senior Independent Director is held by a woman	✓
At least one Director from a minority ethnic background	One Director is from a minority ethnic background	✓
A diverse representation on each standing Board Committee	Each committee comprises of independent Directors with a diversity of skills, experiences and gender	✓
At least 40% women in Senior Management roles	37% of our Senior Management are now women (2022: 36%) and we are committed to achieving the 40% target by 2025.	X

1 Members of the Group Executive Committee and their direct reports (other than PAs or admin colleagues).

How our Board Diversity Policy supports our strategy

Pivoting to high growth markets	Our Board, with diverse backgrounds and experiences operating in different markets, provides invaluable insights into our identified high-growth geographies. Their different perspectives enhance risk assessment, enabling a comprehensive analysis of the risks tied to new geographies and channels.
Enhancing business capabilities; driving competitive advantage	Diversity fosters a culture of innovation and creativity, bringing fresh ideas and perspectives into the Boardroom and senior management and enhancing our business capabilities. Our diverse leadership equips us to navigate and thrive in culturally diverse markets and enables a deeper understanding of the needs and preferences of our customers and our employees. In this way we can develop new capabilities tailored to serve a broader range of customer segments, and better meet the needs of our employees.
Delivering operational efficiencies	By having diversity in our Board and through our organisation, we benefit from different backgrounds and experiences that can lead to innovative approaches to operational challenges.

"We believe that fostering an inclusive environment, at all levels of the business, reflective of the diversity of the markets in which we operate, is incredibly important, enabling us to harness the benefit that differences of perspective, experience and culture bring. Our talented and diverse colleagues are a key asset and we remain committed to ensuring that diversity is reflected throughout the organisation."

Mike Clasper,
Chair

Board and Executive Management – Gender representation as at 31 October 2023

	Number of Board members	% of the Board	Number of senior positions[1] on the Board	Number in Executive Management[2]	Percentage in Executive Management
Men	4	50%	3	10	71%
Women	4	50%	1	4	29%
Other	–	–	–	–	–
Prefer not to say	–	–	–	–	–

Board and Executive Management – Ethnic representation as at 31 October 2023

	Number of Board members	% of the Board	Number of senior positions[1] on the Board	Number in Executive Management[2]	Percentage in Executive Management
White British or other White (including minority white groups)	7	87.5%	4	13	93%
Mixed/Multiple Ethnic Groups	–	–	–	–	–
Asian/Asian British	1	12.5%	0	1	7%
Black/African/Caribbean/Black British	–	–	–	–	–
Other ethnic group, including Arab	–	–	–	–	–
Prefer not to say	–	–	–	–	–

1 Senior positions refers to the roles of Chair, CEO, CFO and Senior Independent Director.
2 Executive Management refers to the Group Executive Committee, including the Group CEO and Deputy Group CEO and CFO.

For the purposes of making the disclosures set out above, data was collected through self-reported submissions from the Board and Group Executive Committee. Data is as at 31 October 2023 to align with our data submission to the FTSE Women Leaders Review.

There have been no changes to the Board gender and ethnicity representation between the reference date and the date of this report. There have been changes to the membership of the Executive Committee with a change in our Chief People Officer, such that, as at the date of this report the percentage of Executive Management is 69% men (9) and 31% women (4), and the percentage of ethnic representative is 92% White British or other White (12) and 8% Asian/Asian British (1). The incoming Chief People Officer will start in early 2024 and the gender representation will change again (64% men (9), 36% women (5)).

Board composition and succession planning

Composition and Independence

The Board comprises executive and independent non-executive directors and, as at the date of this report, includes the Chair, deemed independent on appointment, five Independent Non-Executive Directors and two Executive Directors.

The Chair and all other Non-Executive Directors who shall put themselves forward for reappointment at the 2024 AGM are considered by the Board to be independent in accordance with the criteria under provision 9 of the Code and in line with our medium-term Board succession planning, no independent director will ordinarily serve more than nine years on the Board to ensure continued independence. More information on the Board's composition is on page 83.

Details of individual Director backgrounds and experiences, as well as external appointments and tenure, are in the Board biographies on pages 84-85.

The Committee regularly reviews the structure, size and composition of the Board and Board Committees. This review considers the knowledge, skills and experience of the Directors, and the diversity on the Board and each of its Committees, to ensure they are effective in meeting current and future challenges.

As part of this review, the Committee recommended the reappointments of Judy Vezmar and Tim Lodge for a second three-year term, subject to annual re-election by shareholders.

Review of Board skills

As part of the review, the Committee considers the skills necessary to deliver our strategy. The skills and experience of the Board are mapped against these desired skills using objective criteria to create a skills matrix.

In addition, the Committee undertakes a review of the regulatory requirements for the composition of the Board and its Committees. As a result of the review, we confirm that we remain compliant with the specified diversity targets and the Corporate Governance Code requirements (see pages 105-106, for the Board diversity and page 84-85 for more information on the Directors' backgrounds, skills and committee membership).

The skills matrix, set out opposite, provides a structured way of identifying the Board's composition needs and, together with consideration of the diversity and tenure of the directors (page 83), informs the Board's succession plan and development needs.

The framework of the matrix was established in the previous financial year. This year, the Committee reviewed the matrix, to ensure the skills identified continue to support the delivery of the refreshed articulation of our strategy and to reflect any change in a directors' skills.

As part of the skills review, t he Board considered its succession plans on the agreed three timeframes, as noted on the next page.

Board skills and experience

Experience	Number of board members with relevant experience	Link to our strategy
Executive and strategic leadership	8/8	
Financial/accounting/corporate finance	4/8	
Consumer/retail	7/8	
Food and beverage	5/8	
Travel/airports/rail	4/8	
International experience	8/8	
HR/people	4/8	
Governance	4/8	
Risk and compliance (including Health & safety)	4/8	
IT/digital	3/8	
Sustainability (including DE&I and climate)	4/8	
M&A	6/8	

Link to our strategy:
- Pivoting to high-growth markets
- Enhancing business capabilities; driving competitive advantage
- Delivering operational efficiencies

The Board succession plan provides a framework for Board appointments across short, medium and long-term time horizons. It is written down and reviewed regularly to ensure it remains robust and effective.

Short term/contingency	The Board has planned emergency cover for senior Board positions for sudden and unforeseen departures, including the Chair, SID and Committee Chairs. In considering the contingency succession plan, the Board considers the requisite skills and experience needed to provide short-term cover and stability of leadership as well as any other requirements under the respective Committee's Terms of Reference and the Code.
Medium term	The Board's medium-term succession plan considers succession planning for the orderly replacement of current Board members to maintain independence. As well as assessing the appropriate tenure, the Board also assesses the time needed to consider, recruit and onboard a new Non-Executive Director in its medium-term succession plan.
Long term	The long-term succession plan for the Board considers how the size, skillset and diversity of the Board continues to be effective in delivery of long-term strategy as the needs of the Group evolve.

3.1 years
average tenure of the Non-Executive Directors

2
Non-Executive Directors renewed for a further term

Senior management and Talent Pipeline

The Nomination Committee is also responsible for considering plans and recommendations for the appointment of senior leadership, and overseeing the development of a diverse pipeline for succession.

The regular review of the executive succession plan is supported by our annual talent review cycle, which assesses the readiness of internal candidates for all key roles across the business, as well as external candidates.

This year, the Board approved our new future talent strategy, to help us identify, develop, and unlock the potential of our internal talent across the world. As well as supporting our talent pipeline leadership succession plans, this strategy further builds on our ambition to contribute to the continued development of our people.

Time commitments and conflicts of interests

Our Non-Executive Directors can only take on additional external appointments with the prior approval of the Board. In making its decision, the Board considers both the time commitment required as well as any potential conflicts that may arise. We recognise the benefit of our Executive Directors holding external directorships and business interests, however given the time commitment necessary for their respective roles at SSP, our Executive Directors are not ordinarily allowed to take on more than one non-executive role (both Executive Directors hold one external non-executive role).

As set out on pages 108-109, the Board evaluation process included an assessment of the time commitments required from the Board members to ensure that they have sufficient time to carry out their roles. The Board remains confident that each Director has sufficient time to dedicate to their role.

Board appointment process

The Committee is responsible for ensuring there is a formal, rigorous and transparent procedure for Board appointments with due regard to diversity. An overview of the process is set out below, whereby the Committee, with support from the General Counsel and Company Secretary and People team:

- Considers the balance of skills, knowledge, independence, experience and diversity of the existing Board.
- In light of the foregoing evaluation, prepares a description of the role and capabilities required, with a view to appointing the most suitable individual for the role.
- Uses open advertising or the services of external advisors to facilitate the search.
- Considers candidates from different genders and a wide range of backgrounds and geographical locations.
- Considers candidates on merit and against objective criteria, ensuring that appointees have the requisite skills to support the delivery of our purpose and strategy.
- Reviews candidates' other commitments to ensure that they will have sufficient time to devote to the position.
- Conducts a rigorous interview process, whereby candidates meet the Chair, Senior Independent Director, the Executive Directors and the other Non-Executive Directors as appropriate.

Election by shareholders

Our Articles of Association provide that at every Annual General Meeting each Director retires and seeks re-election. New Directors may be appointed by the Board but are subject to election by shareholders at the first AGM after their appointment. Our Non-Executive Directors are appointed to the Board for an initial three-year term, subject to election by shareholders at the first AGM following their appointment and their subsequent re-election each year. To ensure independence, we ordinarily expect our Non-Executive Directors to serve for two three-year terms, with an option for a third term. We provide letters of appointment for each Non-Executive Director and shareholders can view these at the Company's registered office.

Board induction

We give all new Non-Executive Directors a formal, comprehensive, and tailored induction following their appointment, including visits to key Group locations, and meetings with members of the Group Executive Committee and other key senior executives. We design each induction based on discussions with the Chair and Group General Counsel and Company Secretary, considering feedback from other recent appointments. Each induction is tailored to consider the existing expertise of the Non-Executive Directors and any prospective Board or Board Committee roles. As well as receiving relevant documents including previous Board and Committee minutes and policies, inductions include formal briefings with internal leadership and external advisors. Our ongoing Board site visits demonstrate the business in action and provide an opportunity for the Non-Executive Directors to meet with a wider cross section of colleagues.

Board evaluation

Each year, we undertake a formal, rigorous review of the Board and its Committees to assess how well the Directors work together, and with management, to achieve their objectives and to deliver our purpose. The performance of the Chair and the individual Directors are also evaluated to ensure each individual contributes effectively and continues to meet the requisite skills requirements. The review also considers whether the Board, both individually and collectively, has sufficient time to meet the commitment needed to perform their roles effectively.

The Board evaluation process takes place ahead of the Nomination Committee's annual review of Board and Committee composition. This allows the Committee to identify development needs. If required, additional training is arranged.

In line with the recommendations of the UK Corporate Governance Code, we operate a three-year Board evaluation cycle with the last external evaluation in the 2021 financial year. The next external evaluation will take place in the 2024 financial year.

This year's internally facilitated Board evaluation was supported by Independent Audit, who assisted in designing questionnaires and analysing the results. This ensures appropriate objectivity in the process and the confidential nature of the questionnaires encourages full and open disclosure of views.

Review of Directors' performance

As part of the evaluation process, the Chair and Senior Independent Director met with each individual Director following the submission of the questionnaires and provided feedback on their performance and discussed their development needs.

The Chair found that each Director continued to perform effectively and that each should be recommended for re-election by shareholders at the 2024 AGM.

Review of Chair's performance

In addition to the Board and Committee questionnaires, the Board also completed questionnaires evaluating the Chair's performance. A draft report summarising the responses was shared with the SID, who then led a discussion of the responses at a meeting with the Non-Executive Directors and Executive Directors, excluding the Chair. The evaluation confirmed and commended the Chair's commitment, leadership, and expert knowledge.

FY21 – External

FY22 – Internal

FY23 – Internal

2023 Board and Committee evaluation process

1. Questionnaires developed taking into consideration the Code and associated guidance and other best practice recommendations. The questionnaires sought to identify the strengths, weaknesses and challenges facing both the Board and its Committees, as well as building on the findings of the 2022 evaluation.

2. Questionnaires issued to Board members as well as other regular attendees of the Board and Committee meetings, including senior leaders and external advisors.

3. Responses collated and draft reports of the findings and proposed recommendations were circulated to the Chair and Committee Chairs as relevant for review.

4. Final reports on the Board, Committee and Chair's effectiveness considered by the full Board and necessary actions agreed.

Outcomes of 2023 Board evaluation

The evaluation found that the Board has a clear strategic vision, with a good focus on recovery and growth. The overseas site visits were noted for the valuable contribution they bring to the decision-making process, with the overall consideration given to stakeholders during decision-making processes also commended. The relationship between non-executive directors and management was found to be positive and collaborative. The significant contribution of Judy Vezmar in her role as Non-Executive Director for workforce engagement was also noted.

Review of Committee's performance

The evaluation found that the Committees were well chaired and focused in their approach and areas identified for development have been built into the areas of focus set out below.

The Board agreed the following areas of focus:

Managing the agenda	Notwithstanding the well-structured, balanced agendas, the Board would benefit from further time for discussion, supported by more focused papers. Good progress against this aim has already been made with the introduction of standardised briefing notes for all Board and Committee papers and a review of the forward agenda for 2024.
Risk and compliance	The Board highlighted increased oversight of health and safety and the structure of internal audit as areas of focus for the coming year, including upgrading the quality of self-reporting around the Group. A new Group Safety Director and Director of Risk and Assurance have been appointed to support progress in these areas.
Diversity and inclusion	The Board felt they needed to better understand how our DE&I strategy was being embedded at all levels of the organisation. Regular updates on the DE&I programme are provided to the Board so it can monitor progress, with a detailed update being provided shortly before finalisation of this Annual Report. Further, DE&I awareness and development programmes are in place throughout the organisation with further activities planned for the 2024 financial year.

Progress made on areas of focus from 2022 evaluation

Recommendations	Actions taken
Allocate more time to understanding the big trends	This year, the Board held deep-dive sessions covering market trends including digital and customer strategies. The Board Strategy Day further considered the key trends affecting delivery of our strategy.
Strengthening oversight of culture	The Board considered and developed its methods to monitor culture and behaviours throughout the organisation, including increasing engagement with colleagues and senior management.
Retain focus on succession planning	Despite the relatively short tenure, an annual review of the Board succession plan has been built into the forward agenda, to ensure pro-active management and continued independence. The Board renewed its focus on succession planning for senior management including the approval of our Future Talent strategy.

Audit Committee Report

"The Committee has worked with the Board and management to ensure that the operational controls and governance processes have been kept under regular review"

Tim Lodge
Chair, Audit Committee

Meeting attendance

Director	Date appointed as member	Number of meetings attended
Tim Lodge	1 October 2020	5/5
Carolyn Bradley	1 October 2018	5/5
Kelly Kuhn	1 January 2022	5/5

The Audit Committee terms of reference can be found at www.foodtravelexperts.com

Dear Shareholder

I am pleased to present the report of the Audit Committee (the 'Committee') for the year ended 30 September 2023.

During the year, the Committee has continued to play a key role in assisting the Board in discharging its oversight responsibility. Our focus has been on monitoring the integrity of the Group's financial reporting, internal control and risk management systems, reviewing the effectiveness of internal and external audit programmes, overseeing business conduct and ethics and ensuring that the Group's processes and controls prevent fraud and the facilitation of tax evasion.

During the last twelve months, our business has continued to be challenged by the inflationary environment, however, the general availability of both labour and products for resale has improved year-on-year. As the business continues to build momentum into the new financial year additional focus will be required on mergers and acquisition activity, expansion into new markets and the effectiveness of our pipeline mobilisation and efficiency programmes. Further details of these risks and their mitigating controls are set out on pages 66-77 of this Annual Report.

The Committee has worked with the Board and management to ensure that the operational controls and governance processes have been kept under regular review by our Risk Committee, our Internal Audit function and by the Committee.

In addition, the Committee reviewed and approved Group's proposals to enhance its focus on risk, compliance and controls in part responding to the UK Corporate reform agenda. The review noted a number of control improvement opportunities, and that the new SAP system can strengthen, standardise and automate our control environment.

During the year, the Group recruited a new Director of Risk and Assurance and Group Head of Compliance. Together with the Group Director of Business Controls, these appointments will significantly enhance the group's focus on its control environment.

The Committee seeks to balance independent oversight of matters within its remit, with providing support and guidance to management. I am confident that the Committee, supported by members of senior management as well as the internal and external auditors, has carried out its duties effectively and to a high standard during the year.

Composition and meetings

The Committee held five meetings during the year and, as at year end, comprises myself and two other independent Non-Executive Directors, Carolyn Bradley and Kelly Kuhn. Attendance at these meetings is shown opposite. As Chair, I have recent and relevant financial experience through my past roles as a Chief Financial Officer of publicly quoted and large private companies. The expertise and experience of the members of the Committee is summarised on pages 84-85. The Group General Counsel and Company Secretary, Fiona Scattergood, acts as Secretary to the Committee.

At the Committee's invitation, the Chair of the Board, non-member Non-Executive Directors, the Group CEO, the Deputy Group CEO and CFO and senior members of the SSP Group Finance and Business Controls departments attend meetings of the Committee, together with senior representatives from the internal and external auditors. The Committee holds private sessions with the internal and external auditors without management being present. Between meetings, I keep in touch with the Chair of the Board, the Group CEO, the Deputy Group CEO and CFO and the Group General Counsel and Company Secretary. I also meet privately with both the internal and external auditors and provide regular updates to the Board on the key issues discussed at the Committee's meetings.

The Committee receives independent assurance from the Group's Internal Audit function, which was outsourced to Deloitte during 2023, and also receives updates from the external auditors across a wide range of issues. The Committee is further supported by the Risk Committee which meets quarterly and is chaired by the Group Deputy CEO and CFO.

The Audit Committee's performance evaluation was undertaken as part of the wider Board Evaluation process set out on pages 108-109. The evaluation concluded that the Committee was effective in fulfilling its responsibilities. It highlighted the Committee's continuing interest in undertaking periodic reviews to make sure that there is appropriate assurance over all types of risks across the business.

In my capacity as Audit Committee Chair, I visited the US, Indian, Norwegian and Irish businesses and held meetings with key commercial and financial management teams. I also visited the Group's outsourced financial processing centre in India. A fuller description of the operation of the Committee during the year is set out in this report. I will be available at the 2024 Annual General Meeting and welcome the opportunity to answer any questions from shareholders about the work of the Committee.

Tim Lodge
Chair, Audit Committee
5 December 2023

Responsibilities of the Committee

	Our duties	Activities in the year
Risk management and internal controls	Reviewing the Group's internal financial controls and its risk management systems and monitoring the effectiveness of the Group assurance function.	• Reviewed the Group's risk assessment, with particular focus on the risks which were deemed to have increased, either in likelihood or impact, along with the supporting action plans to mitigate the risks (see Risk section set out on pages 66-77). • Approved the Group's proposal to enhance its focus on risk, compliance and controls in part responding to the UK Corporate reform agenda, including the appointment of a new Director of Risk and Assurance and a new Group Head of Compliance. • Reviewed the effectiveness of the risk management system and internal controls. • Reviewed and monitored any controls issues raised through internal audit.
Internal audit	Reviewing and approving the role and mandate of the Group's Internal Audit function, and monitoring and reviewing the function's effectiveness.	• Agreed the scope of the annual internal audit programmes • Reviewed the outputs from the Internal Audit function • Monitored the effectiveness of the internal audit process • Evaluated the internal audit strategic risk assurance process and its role.
External audit	Overseeing the relationship with the external auditor, monitoring the external auditors' independence and objectivity, approving its fees and, if thought fit, recommending their reappointment.	• Reviewed and approved the external audit plan including the scope of the Group audit. • Agreed the scope of the external annual audit, reviewed the outputs and monitored the effectiveness of the external audit process • Reviewed and monitored the external auditor's independence and objectivity including reviewing the policy on engagement with the external auditor to supply non-audit services. • Approved the external auditors' remuneration. • Recommended the reappointment of KPMG as auditor.
Group financial statements	Monitoring the integrity of the Group's financial statements and reviewing and reporting to the Board on material financial reporting issues and judgements.	• Reviewed and recommended the approval of the Group's financial statements, challenging the assumptions and judgements made by management in determining the financial results of the Group, including ensuring that the disclosures in the financial statements were appropriate, particularly Alternative Performance Measures (APMs) and the continued reference to pre-IFRS 16 numbers. • Evaluated and recommended to the Board the going concern assumption and longer-term viability statements. • Reviewed the accounting treatment and judgments applied to the Midfield Concession acquisition and debt refinancing.

Financial reporting

As part of our work to ensure the integrity of financial reporting, the Committee focused on the following areas during the year:

Area	Background	Committee's activities and conclusions
Cash-generating units impairment assessment	Cash-generating units (CGUs) are required to be tested for impairment annually if there is a trigger for impairment. Management has determined a CGU to be a site, e.g. an airport or a rail station. Management have exercised significant judgement during the process relating to discount rates, future growth rates and cash flows. A group wide impairment trigger has not been recognised in FY23. Specific impairment or reversal of impairment triggers have been recognised in certain jurisdictions, primarily where sites are being exited. Total impairments recognised related to fixed assets and ROU assets are £2.4m and £3.6m respectively. Further details on impairments have been set out in note 11.	The Committee challenged key judgements made by the management. The discount rates have increased compared to the prior year, which is generally a result of the underlying risk free rates increasing. We reviewed the methodology and checked to see if the rates were in a similar range with a comparator group whilst adjusting for any Company specific factors. The updated discount rates were deemed to be reasonable. We also challenged the consistency of forecasting assumptions used in this exercise against those used for the goodwill impairment exercise. Whilst the CGU impairment exercise was carried out at a much more granular level and management have exercised judgement based on their knowledge of specific cash flows for each site, we noted that overall, the forecasting assumptions were consistent with forecasts used for the goodwill impairment and going concern exercises.
Acquisition of the Midfield Concessions business	On 7 June 2023, the Group acquired the concessions business of Midfield Concession Enterprises at six airports for consideration of £37.5m and £23.3m of future lease payments. The Group conducted a purchase price allocation exercise and has recognised property, plant and equipment of £25.9m, right-of-use assets of £34.5m and other assets of £0.4m The non-current assets are being depreciated/amortised over the remaining life of the lease contracts acquired.	The Committee reviewed the purchase price allocation prepared by management, and reviewed by KPMG, and challenged the key assumptions, on the forecasted sales and EBITDA and the appropriateness of discount rates used. The Committee challenged management and the auditors regarding the completeness of the assets identified in respect of the transaction and were satisfied with the results. As requested by the Committee, the Auditors reviewed the purchase price allocation prepared by management and management's advisors to the transaction and independently challenged management on the accounting treatment and judgments applied. The Auditor reported to the Committee that the purchase price allocation was appropriate.
Taxation	The Group operates, and is subject to income taxes, in a number of jurisdictions. Management is required to make judgements and estimates in determining the provisions for income taxes and the amount of deferred tax assets and liabilities recognised in the consolidated financial statements. The Committee recognises that management judgement is required in determining the amount and timing of recognition of tax benefits and an assessment of the requirement to make provisions against the recognition of such benefits.	The Committee reviewed the Group's tax strategy and received reports and presentations from the Group Head of Tax, setting out the tax strategy and highlighting the principal tax risks that the Group faces and the judgements underpinning the provisions for potential tax liabilities. The Committee also reviewed the results of the external auditor's assessment of provisions for income taxes and deferred tax assets and liabilities and having done so was satisfied with the key judgements made by management.

Area	Background	Committee's activities and conclusions
Going concern and viability statement	In order to support its going concern assessment, the Group carries out reviews of its available resources and cash flows regularly with a more detailed viability assessment carried out on an annual basis. In making the going concern assessment, the Directors have considered forecast cash flows and the liquidity available over the going concern period. In doing so they assessed a number of scenarios, including a base case scenario and a severe but plausible downside scenario. With some uncertainty surrounding the economic and geo-political environment over the next twelve months, a downside scenario has also been modelled, applying severe but plausible assumptions to the base case. This downside scenario reflects a very pessimistic view of the travel markets for the remainder of the current financial year, assuming sales that are around 10% lower levels than in the base case scenario.	The Committee challenged management's trading and liquidity forecasts for both the base case and the downside scenario, focusing on the reasonableness of the pace of recovery of passenger numbers, continued access to financing and the ability to meet its existing financial covenants. We noted that in both the base case and the downside case the Group would continue to have sufficient liquidity headroom based on the forecast cash and committed available facilities. Furthermore, in both its base case and its severe but plausible downside scenarios, the Group would have headroom against all of the applicable covenant tests at all testing dates during the period of assessment. After careful review and taking into account observations made by the auditors following their review of assumptions made by management, the Committee was satisfied and recommended to the Board that the Directors should continue to adopt the going concern basis of preparation, and that based on the current funding facilities available, the Directors could have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due for a period of at least 12 months from the date of approval of the financial statements.
Alternative performance measures	In addition to IFRS based performance measures, the Directors also use alternative performance measures ('APMs') to provide additional useful information on the underlying trends, performance and position of the Group (see pages 63-65). These measures are not defined nor specified under IFRS and therefore are not intended to be a substitute for the same. Furthermore, management have presented 'pre-IFRS 16' numbers and commentary together with the statutory numbers in the Financial Review and other sections. This is because the pre-IFRS 16 basis is consistent with the financial information used to inform business decisions and investment appraisals. In management's view presenting the information on a pre-IFRS 16 basis provides useful and necessary additional information to enhance the reader's understanding of the Group's results.	The Audit Committee noted the guidance issued by the FRC in relation to the use of APMs and considered whether the performance measures used provided meaningful insights for shareholders into the Group's results. The Committee also reviewed the treatment of items considered for separate disclosure in the Annual Report and Accounts, ahead of their approval by the Board. The Committee also continued to support the judgements made by the management regarding those items considered as exceptional and requiring separate disclosure. The Committee reviewed the 'Pre-IFRS 16' disclosures added in the current year and concluded that these were reasonable to include in the Annual Report and Accounts for the year, noting that the Group continues to receive feedback from users of the financial statements that this information was useful and that similar companies continue to provide equivalent disclosures. The Committee concluded that clear and meaningful descriptions had been provided for the APMs used and that the relationship between these measures and the statutory IFRS based measures was clearly explained. It was also concluded that the Committee supported the considered understanding of the financial statements, and that the APMs had been accorded equal prominence with measures that are defined by, or specified under, IFRS. In reaching its conclusions on APMs, the Committee took account of management's responses to its challenge and of the reporting received from and observations made by the Auditor.
Fair, balanced and understandable financial statements	An intrinsic requirement of a Group's financial statements is for the Annual Report and Accounts to be fair, balanced and understandable. The coordination and review of the Group-wide input into the Annual Report is a sizeable exercise performed within an exacting timeframe, which runs alongside the formal audit process undertaken by the external auditor.	The process to ensure that the Committee, and then the Board, are satisfied with the overall fairness, balance and clarity of the document has been underpinned by: • guidance issued to contributors at an operational level; • a verification process dealing with the factual content of the reports; and • a comprehensive review by the Directors and the senior management team; and • the reporting received from the Auditors.

Risk management and internal control

The Board has overall responsibility for risk management and internal control systems, and for reviewing their effectiveness. This process is overseen by the Committee on the Board's behalf. It is increasingly important that this is carried out in the context of the social, environmental and ethical matters relating to the Group's business.

The system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can only provide reasonable, but not absolute assurance against material misstatement, loss, fraud or breaches of law and regulations. The Board has established a clear organisational structure with defined authority levels.

The day-to-day running of the Group's business is delegated to the Executive Directors of the Group. The Executive Directors meet with both operational and financial management on a weekly and monthly basis. Key financial and operational measures are reported on a weekly and monthly basis and are measured against both budget and reforecasts in these meetings. A summary of the Group's risk management system is set out on pages 66-69.

The Group maintains Group and regional/country level risk registers which outline the key risks faced by the Group including their impacts and likelihood, along with relevant mitigating controls and actions. On an annual basis, regional and country management teams are required to update their local risk registers and risk maps to ensure that the key strategic, operational, financial, as well as emerging risks in each location are captured and prioritised according to likelihood and impact, and to identify the risk management activities for each risk. The regional and country risk registers are used in conjunction with input from the Executive Committee, to update the Group risk register. The Risk Committee and Executive Committee review the assessment of risks, as well as current and future mitigation activities at both the Group and regional/country levels. The Committee reviewed this process and a summary of the risk registers during the year.

Following this process, a summary of the principal risks and uncertainties which are currently judged to have the most significant impact on the Group's long-term performance is set out on pages 66-77.

As noted in the section on TCFD reporting on pages 50-56, climate risks were reviewed and considered by the Committee in giving its sign off on the accounts (see also page 167).

The Committee reviewed the effectiveness of the Group's financial and other internal control systems through the Core Financial Controls assessment exercise, as well as though the reports of the internal and external auditors during the year. It subsequently reported on these matters to the Board to allow it to carry out its review.

The Director of Business Controls and latterly the newly appointed Director of Risk and Assurance provide management and assurance of the controls framework. In particular, they have considered proposed changes to the controls environment as set under the Corporate Governance Reform. While much of this has now been withdrawn, the work to enhance the controls environment remains on the agenda.

Internal audit

Deloitte LLP ('Deloitte') act as internal auditor to the Group, and the partner responsible reports directly to the Audit Committee, in addition to being a permanent attendee of the Risk Committee.

During the year, the Company reviewed its internal audit arrangements as well as the approach to Board reporting on operational risk and controls as recommended by the Board evaluation. As a consequence, the Director of Risk and Assurance took up his role at the end of the year. He has been tasked with taking previously identified control improvements, incorporating them into a broader review and bringing a plan to evolve the maturity of the internal controls framework to the Committee. Deloitte will continue to provide internal audit on a co-sourced basis and will report into the new Director of Risk and Assurance.

Internal Audit plays an important role in assessing the effectiveness of internal controls through a programme of reviews based on a continuing assessment of business risks across the Group.

Internal Audit is in regular dialogue with the regional Chief Financial Officers, the Deputy Group CEO and CFO and the Group General Counsel and Company Secretary, to discuss the output from the assurance work and to inform their understanding of the business risks across the Group. Where control deficiencies are noted through the assurance work performed, Deloitte will perform follow-up reviews and visits.

The Committee meets regularly with Deloitte to review and progress the Group's internal audit plan. The relevant audit plan and procedures are aimed at addressing risk management objectives and providing coverage of the risks identified in the regional and country risk registers. The internal audit plans are prepared in accordance with standards promoted by the Chartered Institute of Internal Auditors. The Committee monitors the effectiveness of internal audit plans in accordance with the Group's ongoing requirements.

The Committee considered the output from the 2023 annual internal audit programme of assurance work, reviewed management's responses to the matters raised and ensured that any action was timely and commensurate with its level of risk, whether real or perceived. The backlog of actions which grew during the Covid-19 hibernation is being cleared. There were no significant weaknesses identified in the year that would materially impact the Group as a whole, but a number of recommendations were acted upon within the Group to strengthen controls or develop action plans to mitigate risk.

The Committee remains satisfied that the Group's system of internal controls works well. The Committee determined the adequacy of the performance of the internal audit process through the quality and depth of findings and recommendations. During 2023, the Committee also carried out a formal assessment of the internal audit process, using questionnaires completed by senior finance personnel both at Group and in country, along with key members of the business controls, legal and tax departments.

The survey covered areas such as organisation, purpose and remit, process management, quality of the team, knowledge and expertise, and communication of results and recommendations.

The survey indicated an overall satisfaction with the internal audit process, including Deloitte's interactions with the local teams as well as their understanding of the business and the issues it faces. The Committee discussed the results of the survey with Deloitte and was satisfied with the internal audit process. The results and feedback from the survey were incorporated into the next year's internal audit plan.

External audit

The effectiveness of the external audit process and independence of KPMG LLP (KPMG), the Group's external auditor, is key to ensuring the integrity of the Group's published financial information.

Prior to commencement of the audit, the Committee reviewed and approved the audit plan to gauge whether it was appropriately focused. KPMG presented to the Committee its proposed plan of work, which was designed to ensure there are no material misstatements in the financial statements. The Committee considered the accounting, financial control and audit issues reported by the external auditor that flowed from their audit work. The Committee specifically asked KPMG to examine the continued use of APMs and whether this remained appropriate in order to ensure the Company continued to reflect market practice in this area. In addition, the Committee asked KPMG to consider the accounting treatment of the acquisition of the Midfield Concessions business and debt refinancing. In addition to the specific areas mentioned above, the Committee challenged the auditors on whether the Group's TCFD reporting was in line with market practice.

The Committee carried out an assessment of the external audit process during the financial year, including KPMG's role in that process. The Committee also considered the robustness of the audit process including, the level of challenge given by KPMG to critical management judgements and assumptions and the extent to which professional scepticism was shown by KPMG. This took account of the Committee's own discussions with the external auditor on the work performed around areas of higher audit risk. It also took account of discussions of the Auditor's conclusions on those areas, and the depth of the auditor's understanding of the Group's businesses.

The review of audit effectiveness was supported by the results of discussions with individual Committee members and questionnaires completed by senior finance personnel both at Group and in country, along with key members of the legal and tax departments.

The survey covered areas such as communication, the audit approach and scope, the calibre of the audit teams, technical expertise, and independence. The survey indicated overall satisfaction with the services provided by KPMG and the Committee was satisfied with KPMG's responses to the points raised in the survey. Further, the Committee considered that KPMG provided good challenge to management to ensure the integrity of the financial reporting. Each year the committee considers the annual review by the FRC's Audit Quality Review Team and challenges KPMG to ensure continuous improvement. The results and feedback from the survey were incorporated in the next year's external audit plan.

KPMG was originally appointed as external auditor in 2006 while the Company was privately owned, starting its role as auditor to a publicly listed Company on the Group's IPO in 2014. Following a formal tender process in 2015, KPMG was reappointed as external auditor at the 2016 AGM. The audit partner for the year ended 30 September 2023 was Lourens de Villiers. This is his first year in the role following partner rotation. Under the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 (the 'CMA Order'), the Group is required to put its external audit process out to tender again by no later than 2025 and intends to do so in line with those regulations. The Committee confirms it complies with the provisions of the CMA Order and that there are no contractual obligations that restrict the Company's choice of external auditor.

The Group's intention to hold a tender in 2025 is in the best interests of shareholders and the Company as KPMG has a detailed knowledge of our business, an understanding of our industry and continues to demonstrate that it has the necessary expertise and capability to undertake the audit pending the results of such tender.

The Audit Committee has directed management to ensure that where relevant the independence of the prospective audit firms is maintained and that they are aware of the upcoming tender timetable.

KPMG fees

The total fees paid to KPMG in the year ended 30 September 2023 were £2.8 million, of which:

Audit services

- £0.8 million – audit of these financial statements
- £1.8 million – audit of financial statements of subsidiaries

Non-audit services

- £0.1 million – audit-related services
- £0.1 million – assurance work for turnover certificates within the business

Further disclosure of the remuneration paid to KPMG can be found in note 5 on page 169.

Auditor independence and non-audit services policy

The Committee reviews the formal policy governing the engagement of the external auditors to provide non-audit services on an annual basis. It sets out the circumstances in which the auditor maybe engaged to undertake non-audit work for the Group. The Committee also oversees compliance with the policy and considers and approves requests to use the auditor for non-audit work.

Recognising that the auditor is best placed to undertake certain work of a non-audit nature, e.g. audit-related services, engagements for non-audit services that are not prohibited are subject to formal review by the Committee based on the level of fees involved, with reference to the 70% cap that applies. Non-audit services that are pre-approved are either routine in nature with a fee that is not significant in the context of the audit or are audit-related services. The Group's non-audit services policy was reviewed in the year with no material changes, and the Committee are satisfied they remain in line with the latest ethical guidance.

Details of fees payable to the external auditor are set out in note 5 on page 169. In 2023, non-audit fees represented approximately 7% of the audit fee. KPMG has provided services to certain Group companies and the non-audit fees in 2023 included £0.1m of fees for assurance work in relation to turnover certificates, which are needed to comply with certain local regulations.

The external auditor reported to the Committee on its independence from the Group and confirmed it had complied with the independence requirements as set out by the APB Ethical Standards for Reporting Accountants. The Committee is satisfied that KPMG has adequate policies and safeguards in place to ensure that auditor objectivity and independence are maintained.

FRC Correspondence

During the year, the UK regulator (FRC) reviewed the SSP Annual Report and Accounts 2022 and asked the business to consider a number of technical disclosure matters. The Committee has reviewed the letter from the FRC and SSP's response. As a result, SSP have clarified and enhanced some disclosures in this Annual Report and Accounts. The enquiry was closed.

The FRC's letter noted that the scope of their review was limited to the annual report and accounts and did not benefit from detailed knowledge of the Group's business.

FRC Minimum Standard

The Committee considered the FRC's External Audit: Minimum Standard issued in May 2023 during the year and confirms that the Committee's activities in the year have been performed in compliance with that standard.

More information on the application of SSP's accounting policies can be found in Note 1 (page 161).

Directors' Remuneration Report

"The growth and momentum across the business is testament to the commitment and dedication of all our colleagues."

Carolyn Bradley
Chair, Remuneration Committee

Meeting attendance

Director	Date appointed as member	Number of meetings attended
Carolyn Bradley	1 October 2018	6/6
Apurvi Sheth	1 January 2022	6/6
Judy Vezmar	1 August 2020	6/6

The Remuneration Committee terms of reference can be found at www.foodtravelexperts.com

Statement by the Chair of the Remuneration Committee

Dear Shareholder

Introduction

On behalf of the Board and the Remuneration Committee, I am pleased to present the Directors' Remuneration Report for the year ended 30 September 2023, which contains:

- the annual remuneration report, describing how the existing Directors' Remuneration Policy has been applied in the 2023 financial year and how we intend to implement the policy in the 2024 financial year
- the proposed updated Directors' Remuneration Policy, to be put to a shareholder vote at the 2024 AGM the annual remuneration report, describing.

Performance context

On behalf of the Remuneration Committee, I would like to start by thanking our colleagues for the significant role they have played in driving growth and momentum across the business over this financial year. The review of performance over the last three years, as part of the Committee's assessment of the Restricted Share Plan underpins, has also demonstrated the significant amount of positive change the business has delivered. Our progress is further demonstrated by the announcement of the reinstatement of dividends for FY2023. The strong position we are in today is testament to the commitment and dedication of all our colleagues over the past few years.

As discussed in the Strategic Report, FY2023 was a year of excellent performance. We delivered significant revenue growth while seeing a strong recovery in EBITDA margin. Our EBITDA out-turn was £287m, which represents an increase of 102% compared to FY2022 levels on an pre-IFRS 16 constant currency basis. This performance was achieved notwithstanding inflationary pressures on costs. Overall revenues for the year were up 38%, underpinned by the continued recovery in passenger travel volumes, particularly in the air sector, as well as an improved customer offer and digital proposition and further net contract gains.

A key driver of our performance has been our focus on higher growth markets such as North America and Asia Pacific. In North America revenues for FY2023 were 25% above FY2019 levels (at actual exchange rates), and North America accounted for approximately a quarter of Group revenue. In the APAC and EEME region, we saw a particularly strong performance in Egypt and India.

We continued to make great progress on new business, and the pipeline of secured net contract gains (but not opened as at September 2023) is now expected to add over £450m to overall revenues, on an annualised basis. We have continued to strengthen our business capabilities to drive competitive advantage including our customer proposition, our digital technology platforms, and our people and sustainability programmes.

With regards to the latter, we achieved two key sustainability milestones. The Science-Based Targets initiative (SBTi) verified our target to reach net-zero greenhouse gas emissions across our value chain (Scopes 1, 2 and 3) by FY2040, from a FY2019 base year. Following our significant progress in sustainability reporting and the continued delivery against our strategy, we achieved an MSCI ESG Rating of A.

More information on our Sustainability Strategy can be found on page 25.

There is real momentum across the business as we enter FY2024, and this is a testament to the strength of our leadership team. Working in partnership with our clients and brand partners, together with the hard work and commitment of colleagues across the business, management have maintained strong momentum in terms of financial performance for the year, as well as continuing to strengthen the foundations for future growth.

Wider workforce context

Our approach to ensuring continued focus on colleague experience and wellbeing remains centred on maintaining the right balance of global, regional and local actions. As outlined earlier in the report, we have also increased our focus on colleague engagement to ensure investment is aligned to feedback from our colleagues on what matters most. We are pleased that there are many initiatives underway across all our operating counties as a direct result of this feedback. Notwithstanding this progress, we remain aware that ongoing high inflation means that this continues to be a challenging time for many of our colleagues across the world.

Over the year, we have continued to ensure colleagues are aware of the support and benefits available to them, whilst also implementing new or enhanced offers. For example, within the UK we have introduced a financial education initiative, via Salary Finance, that also enables a salary advance for colleagues. We are also in the process of rolling out a wellbeing and digital doctor's appointment offer to all UK colleagues and their families. Both of these initiatives are the direct result of feedback from our colleagues.

The approach we took for the pay review this year was primarily focused on our wider colleague base. The percentage increase received by our wider workforce was higher than that received by our executive team. I outline more detail on this later in my statement. Progress has also been made on our digital transformation, which we expect over time will allow us to broaden the scope of practical benefits we offer to colleagues.

SSP remains committed to continuous progress and development of the colleague experience and to maintaining the focus and energy that we know is required for us to further progress our people and culture strategy.

Remuneration for FY23

FY23 annual bonus outcomes

The bonus framework for Executive Directors was 80% based on EBITDA targets, with 20% based on strategic objectives.

EBITDA performance on a constant currency basis for the 2023 financial year was £287m, outperforming the maximum target of £275m. This reflects the very strong performance of our business, particularly in the context of the inflationary headwinds we faced. The EBITDA target for the 2023 financial year was £256m, representing an increase of 80% compared to the actual out-turn for the 2022 financial year. In this context we considered this target to be very stretching on a year-on-year basis.

The Committee also assessed the Executive Directors' achievements against their strategic objectives that were set at the start of the financial year. Continuing the performance and momentum of FY2022, they have once again demonstrated their experience and stewardship despite experiencing macroeconomic uncertainty throughout the year. This was Patrick Coveney's first full performance year since stepping into the Group CEO role in March 2022, and he has further demonstrated his exceptional leadership, and significant, positive impact on the business. Jonathan Davies's focus on the growth and capital strategy, including business development, this year has ensured the outperformance of the Group targets and a strong pipeline for future growth. Jonathan has also been key in providing stability and support during Patrick's first full year in role. The resultant bonus outcomes were 96% of maximum for both Patrick Coveney and Jonathan Davies, which we believe is a fair and accurate reflection of their achievements in the year. Full details of performance against these objectives are provided on page 123.

FY21 Restricted Share Plan (RSP) awards

The RSP was put in place as part of our prior Remuneration Policy review of 2020, with the aim of ensuring decisions taken by senior leadership focused on the long-term success of the Company and were aligned with shareholders, but with more modest outcomes to recognise moving from performance measures to performance underpins. We remain confident that this was the right decision for SSP and that the plan has been supportive in motivating and retaining colleagues.

As the three-year performance period for first award under the RSP completed on 30 September 2023, the Committee undertook a qualitative and quantitative assessment of performance over the period, recognising the continual improvements year-on-year, and taking a holistic view on achievement with consideration of multiple indicators to determine the achievement of each underpin. Our overall assessment considered the prudent reopening plan, the focus on strengthening long-term client relationships and the strategies that were implemented to accelerate our progress and recovery, which also resulted in increased M&A opportunities. The strong revenues and conversion of sales to profitability mentioned above, versus the budget and financial plans over the performance period, were clear indicators in determining the achievement of the second underpin, while the significant progress and delivery against SSP's Corporate Responsibility Strategy (which we now refer to as our Sustainability Strategy) was key in our assessment of the third underpin. As a result, the Committee determined that the underpins had been met in full.

While the performance underpins were assessed over a three-year period ending 30 September 2023, awards to Executive Directors were postponed until June 2021 due to the timing of the shareholder approval of the RSP at the 2021 AGM, the rights issue, and subsequent closed period due to the half year results. Therefore, the vesting of the awards will take place on the third anniversary of the award date in June 2024 for Jonathan Davies. Patrick Coveney was not in role at the time of the award and therefore did not participate in this award.

At the time the RSP awards were made, we committed to consider the impact of share price movements and potential windfall gains. These awards were made in June 2021, a few months after the first announcement of the Covid-19 vaccine, which resulted in a positive impact on SSP's share price at the time. The Committee considers that no windfall gain has arisen and does not anticipate making a discretionary adjustment.

Buy-out awards vesting during the year

On appointment, Patrick Coveney was granted share awards to replace deferred bonus shares, and tranches of a performance share plan (PSP) award granted to him by his former employer. Full details of this can be found in the FY22 Annual Report.

Tranche 2 of the PSP buy-out award (which mirrored performance conditions from his previous employer) did not meet the performance conditions required and therefore lapsed in full. The FY19 deferred bonus shares met requirements for vesting and therefore vested in full. These vested shares continue to be subject to our malus and clawback policies.

Overall performance outcomes

The Committee reviewed the overall performance outcomes for FY23 in the wider context of the experience of the Group, its employees, its shareholders and its wider stakeholders. Overall, we considered that they fairly represented the performance achieved by the Group and the management team during the year, and that no discretionary adjustments to these outcomes were needed.

Remuneration policy review

In line with the normal three-year policy timeline, the Directors' Remuneration Policy is due for renewal at the 2024 AGM. During the year the Committee has therefore conducted a thorough review of our existing remuneration policy. This exercise confirmed that our current policy remains aligned with our strategy and that it is effective in rewarding and retaining top talent within our organisation. In particular, we consider that the RSP continues to be the right approach to support the business and the strategy as:

- it supports dynamic and responsive management actions – we want management to take the right actions to build the business to deliver long-term sustainable growth
- the operation of the RSP is aligned across the wider management team. The restricted share model is simple and transparent and although the upside is more modest, it better supports retention and is motivating below board level. It also aligns management to investors by focusing on improvement in share price.

In addition to the review undertaken, we also considered that financial year 2023 was the first full year under Patrick Coveney's leadership, and the focus has been on determining the right business strategy and getting on with doing the job at hand. Therefore, we are not proposing any significant changes to our remuneration policy at this time. We have however continued to listen to shareholders in the implementation of our policy, the changes to which are outlined in the remuneration for FY24 section.

Remuneration for FY24

Salary increases

The Committee normally reviews Executive Director salaries at the same time as all other salaried colleagues, with any increases effective from 1 June. In determining the salary increases, we have continued to consider external environment pressures such as the wage growth inflationary pressures and the increasing demand for talent, alongside the internal recovery context for SSP. In FY23, the Committee agreed to award a salary increase of 3.5% to both Executive Directors. This is below the average salary increases for the UK based salaried wider workforce, who had increases in the range of 4%-5.5%, with increases above this, on average, for colleagues paid on an hourly basis. Salaries will next be reviewed in June 2024.

Annual bonus

The Committee continues to evolve the annual bonus framework to align with both our business trajectory as well as responding to our shareholders.

The FY24 annual bonus will continue to be based on 80% profit performance. For FY24, we are introducing Earnings Per Share (EPS) as a measure to the bonus, with a weighting of 20%, alongside the EBITDA measure with a weighting of 60%. We consider that measuring profit performance through both EBITDA and EPS will provide a more rounded assessment of our profit performance and strengthens the annual bonus' alignment to our shareholders' experience. The introduction of EPS has also been applied to SSP's Group Executive Committee. The remaining 20% of the award will continue to be based on strategic objectives. 5% of the 20% for Patrick Coveney will comprise targets aligned to our Sustainability Strategy.

Restricted Share Plan

Executive Directors will continue to receive Restricted Share Plan awards of up to 100% of salary, which are subject to the achievement of performance underpins. The underpins remain focused on delivering long-term sustainable growth, achieving financial and strategic objectives, and on delivering our Sustainability Strategy objectives.

All-employee share plan renewal

The Share Incentive Plan (UK SIP) and the International Share Incentive Plan (ISIP), are due to reach their 10-year limit in July 2024. We will therefore be seeking shareholder approval to operate these plans for a further 10 years, with no major changes to the plan rules, at the 2024 AGM so that we can continue to provide awards under these plans to our employees.

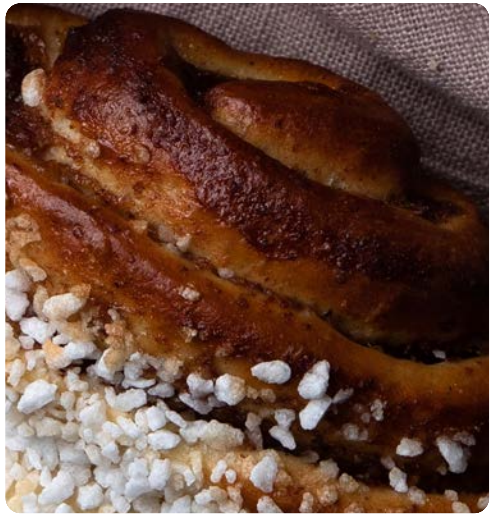
Looking forward

This year has been one of strong performance and of considerable progress on our strategic priorities, with clear momentum heading into FY24. We are satisfied that the remuneration outcomes for FY23 are appropriate in the context of the strong performance achieved in the year, which contributed to our decision to reinstate a dividend for the 2023 financial year. Therefore, we are confident that our remuneration policy remains aligned with our strategy.

The Committee remains committed to an open and transparent dialogue with shareholders on executive remuneration at SSP. I hope you will support us at the forthcoming AGM.

The Directors' Remuneration Report has been approved by the Board and signed on its behalf by:

Carolyn Bradley
Chair, Remuneration Committee
5 December 2023



Remuneration at a glance

Remuneration outcomes for the year ended 30 September 2023

Executive Directors

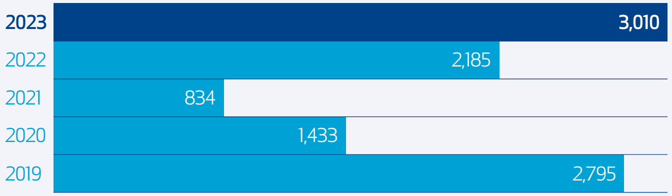
The table below provides a high level overview of what our Executive Directors earned in 2023.

All figures shown in £000	Fixed Pay (Salary, Pension, and Benefits)	Annual bonus (total of cash and deferred shares)	Vesting of Share Awards (including 2021 RSP and buy-out awards)
Patrick Coveney	941	1,302	105[1]
Jonathan Davies	573	742	378

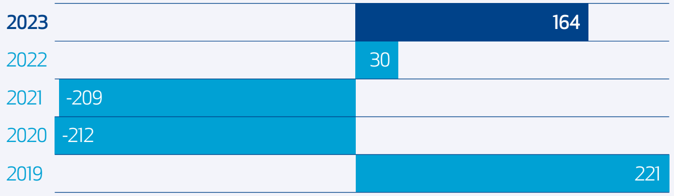
1 Relates to a buy-out award for Patrick's FY19 Deferred Bonus that was detailed in the 2022 Annual Report. Further details on this award is provided in the Single Figure Table.

Performance outcomes for the year ended 30 September 2023

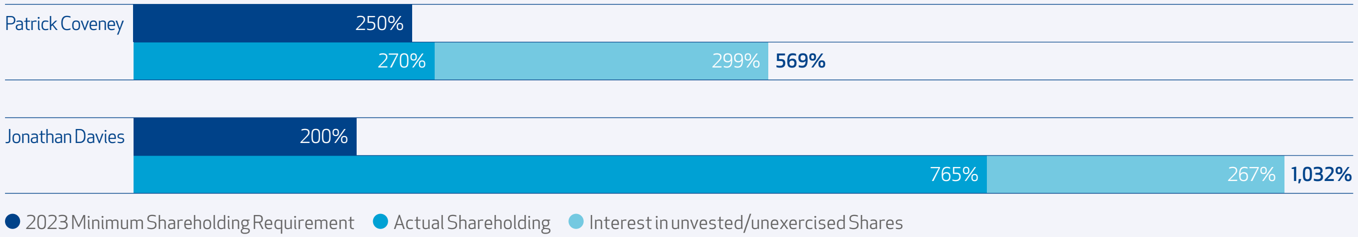
Annual revenue (£m)



Pre-IFRS 16 underlying Operating profit/(loss) (£m)



Equity exposure of our Executive Directors



Overview of implementation of Policy in FY2024

A summary and comparison of the proposed 2024 financial year and 2023 financial year Executive Director packages is set out below. There are no proposed changes to the application of remuneration policy for 2024 financial year.

Element of remuneration	Patrick Coveney 2024	Patrick Coveney 2023	Jonathan Davies 2024	Jonathan Davies 2023
Base salary	£802,100[1]	£775,000	£533,000[1]	£515,000
Pension (% of base salary)	3%	3%	3%	3%[2]
Annual bonus maximum (% of base salary)	175%	175%	150%	150%
Annual bonus measures	Financial and Strategic	Financial and Strategic	Financial and Strategic	Financial and Strategic
RSP annual award (% of base salary)	100%	100%	100%	100%
Shareholding requirement (% of base salary)	250%	250%	200%	200%

1 Patrick Coveney and Jonathan Davies received a 3.5% salary increase effective June 2023, which is below the average salary increases received by the wider UK colleagues. The next salary review will take place for all colleagues in June 2024.
2 As set out on page 121, Jonathan Davies' pension was aligned to the rate received by the wider workforce effective 31 December 2022.

Corporate governance code provision 40 disclosure

When considering the implementation of the Remuneration Policy for FY2023, the Committee was mindful of the UK Corporate Governance Code and considers that the executive remuneration framework appropriately addresses the following factors:

Clarity	• The Committee is committed to providing open and transparent disclosures regarding our executive remuneration arrangements. • We continue to have regular dialogue with our shareholders. • We sought to explain our Remuneration Policy in a way that highlights its alignment to our strategic priorities as well as good governance practices under the UK Corporate Governance Code and investor guidance (for details of our strategic priorities see pages 18-29 of this report). • We continue to engage with the workforce, as appropriate, to explain the pay outcomes for the Executive Directors and their alignment with the broader Company pay outcomes. See page 100 for details.
Simplicity	• Remuneration arrangements for our executives and our wider workforce are simple in nature and well understood by both participants and shareholders. • Our restricted share plan, as approved by shareholders in 2021, is a simple model that aligns our senior management team to the experience of our shareholders as we exit our recovery period.
Risk	• The Committee considers that the structure of incentive arrangements for Executive Directors and senior management does not encourage inappropriate risk-taking. • Our annual bonus is based on a balance of strategic and financial metrics. Targets are set to ensure that maximum can only be earned for delivering truly exceptional performance while not encouraging risk-taking. • Our RSP has more modest award levels relative to the prior PSP and is subject to performance underpins which ensure that there is no payment for failure. • Annual bonus deferral, the RSP post-vesting holding period and our in-employment and post-employment shareholding requirements provide a clear link to creating sustainable, long-term value for shareholders. • Malus and clawback provisions also apply to our incentive arrangements, and the Committee has overarching discretion to adjust formulaic outcomes to ensure that they are appropriate after assessing performance in the round.
Predictability	• The RSP, as approved by shareholders in 2021, increases the predictability of outcomes and minimises the potential of unintended outcomes. • Our Policy contains details of opportunity levels under various scenarios for each component of pay.
Proportionality	• The Committee believes that the bonus and RSP incentivise management to take the right actions for sustainable value creation in the current environment. • The Committee considers business and individual performance from a range of perspectives. Poor financial performance is not rewarded.
Alignment to culture	• Any financial and strategic targets set by the Committee are designed to drive the right behaviours across the business. • The RSP, as approved by shareholders in 2021, encourages our executives to focus on making the right decisions, in line with our growth strategy, for the long-term sustainable performance of the business. • In 2022 we aligned Executive Director pensions with the wider workforce rate. • As part of our review of the Remuneration Policy, the Committee considered our approach to remuneration throughout the organisation to ensure that arrangements remain appropriate in the context of our strategy, values and approach to reward for the wider workforce.

Annual report on remuneration

Single total figure of remuneration – Executive Directors (audited)

The following table provides a summary single total figure of remuneration for the 2022 and 2023 financial years for the Executive Directors.

	Salary and Fees[1]		Benefits		Pension		Annual Bonus		Long-term Incentives[2,3,4]		Other		Total fixed remuneration		Total variable remuneration		Total	
All figures shown in £000	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Patrick Coveney[5]	**784**	390	**133**	96	**24**	12	**1,302**	643	**–**	–	**105[6]**	–	**941**	498	**1,407**	643	**2,348**	1,141
Jonathan Davies	**521**	505	**14**	41	**38**	106	**742**	720	**378**	–	**–**	–	**573**	652	**1,120**	720	**1,693**	1,372

1 Salary and fees – this represents the base salary and fees paid in respect of the relevant financial year.
2 Long-term incentives 2023 – the 2023 value presented for Jonathan Davies is calculated using the average mid-market closing share price for the fourth quarter to the year ended 30 September 2023 (£2.3809).
3 Long-term incentives 2022 – there was nil value reported for 2022 as no shares vested under the 2019 LTIP award. The Committee did not exercise any discretion with regards to the vesting of the 2019 LTIP Award.
4 Share appreciation – for the value for Jonathan Davies in 2023, the value attributable to share price appreciation is -£90k over the period since the date of the award. The Committee did not exercise any discretion for the Executive Directors with regards to the vesting of the 2020 LTIP award. The value will be updated in the 2024 annual report once the share price at vesting is known. For 2022, as there was nil vesting, there is no value attributable to share price appreciation over the performance period.
5 Patrick Coveney – amounts of 2022 pay shown for Patrick Coveney shows remuneration earned from his appointment to SSP as Group CEO on 31 March 2022.
6 Other – amounts relate to the vesting of a deferred bonus buy-out award for Patrick Coveney. The value has been calculated using the mid-market closing share price of £2.5370 on the date of vest.

Additional disclosures in respect of the single figure table

Base salary

Executive Director annual base salaries in the 2023 financial year (audited)

	From 1 June 2023	From 1 October 2022	Change
Patrick Coveney	£802,100	£775,000	3.5%
Jonathan Davies	£533,000	£515,000	3.5%

The amount of remuneration received by Non-Executive Directors is set out on page 127.

Benefits

During the year, Patrick Coveney and Jonathan Davies received benefits totalling £133k and £14k respectively. These benefits included participation in the UK SIP, private medical insurance (for the executive and their family), life assurance, car allowance, company fuel card and home to work travel (including associated tax paid). As disclosed last year, benefits for Patrick Coveney includes travel and accommodation costs associated with his relocation, which were agreed for the first twelve months of his appointment. These benefits ceased in April 2023.

Details of shares held by Executive Directors under the UK SIP are set out below:

	Total SIP shares held at 1 October 2022	Shares acquired during financial year	Matching shares awarded during financial year	Matching shares forfeited during financial year	Shares sold during financial year	Total SIP shares held at September 2023
Jonathan Davies	5,956	624	312	–	–	6,892

Patrick Coveney does not currently participate in the UK SIP.

Pensions

The table below sets out the pension arrangements for our Executive Directors that were in force during the year.

Director	Pension type	Pension level (% base salary)
Patrick Coveney[1]	Cash in lieu of pension	3%
Jonathan Davies[2]	Cash in lieu of pension	3%

1 The Company pension allowance for Patrick Coveney is in line with the rate applicable to the wider workforce.
2 The pension allowance for Jonathan Davies was brought in line with the applicable wider workforce rate effective 31 December 2022.

Annual bonus

The bonus structure for Executive Directors for the year ended 30 September 2023 assessed underlying EBITDA (on a pre-IFRS 16 basis at constant currency) as the financial target. Of the total bonus opportunity, 80% was determined by the financial target, with the remaining 20% opportunity determined by achievement of key strategic objectives.

For FY2023, we returned to setting a fixed absolute target range of EBITDA, agreed at the start of the year. The target was aligned to the Group Strategy and our focus on sales and profit conversion, while also incentivising investment in growth. The EBITDA target on a constant currency basis for FY2023 represented an increase of 85% compared to the actual out-turn for FY2022, which was considered to be very stretching on a year-on-year basis.

Based on the framework as described above, Patrick Coveney and Jonathan Davies received bonuses as set out in the table below. Further details of financial targets and strategic performance is also set out below.

Annual bonus payout in the 2023 financial year (audited)	Maximum bonus opportunity	Bonus formulaic outcome (% of maximum)	Actual bonus received as cash (£)	Actual bonus deferred into shares (£)[1]
Patrick Coveney	175%	96%	872,340	429,660
Jonathan Davies	150%	96%	496,872	244,728

1 Deferral policy: Executive Directors will be required to defer a minimum of 33% of any bonus received into the Group's shares, where they meet their minimum shareholding requirement, and 50% where they do not. Patrick Coveney reached his minimum shareholding requirement of 250% of base salary during FY2023 and therefore, both he and Jonathan Davies will receive 67% of their total bonus as cash and the remaining 33% will be deferred into the Group's shares.

In determining the total level of bonus payable to the Executive Directors, the Committee considered the wider performance of the Group. As detailed on page 116, FY2023 was a year of strong performance across revenue growth and EBITDA margin achieved through productivity and pricing initiatives, focus on higher growth markets, great progress on new markets, and laser-focused attention on the finance related strategic deliverables, notwithstanding the inflationary pressure on costs. These results are aligned to the upper end of shareholder and investor forecasts. Based on these outcomes, the Committee concluded that the bonus outcomes were appropriate so did not exercise its discretion in respect of the annual bonus. As both Patrick and Jonathan meet their minimum shareholding requirement, 33% of their bonus will be deferred into shares according to the bonus deferral policy in place.

A full breakdown of performance against the financial and non-financial targets is set out below and on page 123. In line with our Policy, we have assessed our Executive Directors' performance against strategic objectives based on targets set at the start of the year.

Financial performance

The table below sets out a summary of performance against the EBITDA financial target. All figures shown below are based on an underlying (pre-exceptional) pre-IFRS 16 basis at constant currency.

EBITDA targets set at start of FY2023 (£m)			
Threshold (0% of maximum)	Target/budget (50% of maximum)	Maximum (100% of maximum)[1]	2023 performance (£m)
237	256	275	287

1 The maximum target represented a 100% year-on-year increase on our FY22 EBITDA performance of £138m and we remain confident that this was an appropriately stretching target when set at the beginning of the financial year.

Strategic objectives

A summary of our Executive Directors' performance against strategic objectives and how they link to our overall Group Strategy, is shown below. For further details on the output of delivering the strategic objectives see the Strategic Report from page 8.

Patrick Coveney – Group CEO

Objective (20% maximum)	Link to strategic priorities	Targets	Performance assessment
Growth	1	• Deliver Year 1 of the new SSP Group Strategy for Growth	• Group strategy as adopted by plc Board in July 2022 was recalibrated with Board and Group Exec in July 2023. The strategy has been fully cascaded into regions and functions. • Delivery of LFL sales uplift (31.5% YoY), underpinned by strong LFL regional growth (33% in NA and 68% in APAC and EEME), digital, proposition and brand enhancement. • Successful completion of strategic acquisition in North America. • Visits to more than 20 countries and hundreds of SSP outlets to build stronger relationships with colleagues as well as our clients, brand and joint venture partners.
Organisation	2	• Group Executive Team, re-shaped and aligned around Growth Strategy with the right capabilities in place to deliver	• Shaped and aligned the Group Executive Committee around the business strategy, revising roles where appropriate and creating unified operating team with excellent level of teamwork and mutual support. • Strong progress on aligning wider organisation on revised Group strategy and future direction.
Capability	2, 3	• Prioritised resource and development investment around the five key strategic identified capabilities	• Momentum in line, or ahead of, plan to strengthen capability in areas of: Customer, Business Development, Proposition, Technology, Sustainability, Engagement. • Further progress needed in Health and Safety and in Compliance/Controls.
Sustainability & Inclusion	2, 3	• Culture: Progress against our Sustainability (Net Zero) and Inclusion Action plan	• Delivery of Sustainability Strategy, Sustainability Report, Capital Markets Event, and SBTi target validation. • Strong progress in reducing absolute Scope 1 and 2 emissions (42% improvement from 2019 base year); further momentum on Scope 3 (menus, brands, formats, design/construction). • Progress on DE&I across the Group – with female presence in senior leadership team currently at 37%.
Taking into account performance against strategic objectives, Patrick Coveney achieved 16% of bonus for this element.			

Jonathan Davies – Deputy CEO and Group CFO

Objective (20% maximum)	Link to strategic priorities	Targets	Performance assessment
Business Performance	3	• Delivery of value creation plan and procurement target savings	• EBITDA margin recovery on track and at the upper end of external guidance with margin at +9.3%. • Gross Profit Margin increased 0.1% ahead of budget on a year-on-year basis, demonstrating pricing action and margin optimisation initiatives successfully mitigating exceptionally high levels of cost inflation.
Business Development	1,	• Accelerate pace of business development activity and lead and execute M&A activity	• Strong focus on business development activity with approximately 110 new contract wins in FY2023. Completed the acquisition of the concessions business of Midfield Concessions Enterprises, Inc. • Gross Contract Gains +11% for FY vs 2019 sales (vs target 5%). • Contract Retention rate was in line with target.
Capital Structure & Financing	1, 3	• Develop capital strategy and execute on strengthening the balance sheet	• The capital strategy was agreed by the Board in Q1 and refinancing was completed in July 2023 in line with agreed timeline.
Sustainability	2, 3	• Achieve verification of our net-zero roadmap by Science Based Targets initiative and further group diversity development	• Sustainability Strategy and targets updated and published in January 2023, with net-zero strategy and targets validated by the SBTi. • TCFD Strategy reviewed and agreed with the Audit Committee. • Progress on DE&I across the Group – with female presence in senior leadership team currently at 37%.
Taking into account performance against strategic objectives, Jonathan Davies achieved 16% of bonus for this element.			

Strategic Priorities: (1) Pivoting to high-growth channels and markets, (2) Enhanced business capabilities; driving competitive advantage, (3) Delivering operational efficiencies

2021 RSP award – assessment of performance underpins

The three-year performance period for the first award under the RSP was completed on 30 September 2023. The award had the following underpins:

- The Company has taken the right actions to strengthen its competitive advantages and position the Group for long-term sustainable growth.
- The Company has achieved the principal strategic and financial annual objectives over the three-year period, notably: revenue growth, given the available passengers numbers at SSP sites during the period, and efficient conversion of revenue into profit and cash.
- The Company has made progress on SSP's Sustainability Strategy.

The Committee undertook a qualitative and quantitative assessment of performance over this period. This assessment considered multiple indicators in relation to each of the three underpins. The framework for assessment, in relation to financial measures, included assessment of revenue growth and profit and revenue conversion. For the Sustainability Strategy progress was assessed under each of the four areas of our sustainability pillars: Products; People; Environment and Community. Performance highlights from this assessment were as follows:

- The Group's considered reopening strategy allowed the business to strengthen long-term client relationships, accelerating recovery once Covid restrictions eased.
- Strong financial recovery – FY23 Revenue 8% ahead of 2019 despite passengers 11% below FY19 levels. Incremental underlying pre-IFRS 16 EBITDA improvement of £376m over the three year period, from a loss in 2020 of £96.5m, with sales improving by £1.6bn.
- New business – he pipeline of secured net contract gains is now expected to add over £450m to overall revenues, on an annualised basis. Identification of new opportunities to increase foothold and market share. In North America revenues for FY2023 were 25% above FY2019 levels (at actual exchange rates), and North America accounted for approximately a quarter of Group revenue.
- Becoming more cash generative and successfully delivered the balance sheet to 1.4x net debt/ EBITDA (on an underlying pre-IFRS 16 basis).
- Progress on SSP's Sustainability Strategy – gained SBTi approval for net-zero targets (Scopes 1, 2 and 3) by FY2040 from a FY2019 base year. Achieved a 42% reduction in absolute Scope 1 and 2 GHG emissions from 2019 base year. Year-on-year results improvement over the last three years from colleague engagement survey.

Based on the assessment, the Committee determined that the underpins had been met and that the award held by Jonathan Davies will vest in June 2024, three years after the date of grant. Patrick Coveney was not in role at the time of the award and therefore did not participate in this award.

Strategic alignment of remuneration

Each year, the remuneration offer for our Executive Directors is reviewed to ensure the continued alignment to our strategic priorities and to ensure that it incentivises the right behaviours to deliver our purpose and values. This includes a review of the financial measure and strategic priorities that contribute to the payment of any bonus as well as confirmation that the RSP performance underpins remain aligned to our long-term strategy. The external market situation, our business performance, and the experience of our shareholders are also considered in any pay-related decisions. Part of this review included consideration of how the Executive Directors' reward linked to our Sustainability goals as set out on page 25. Delivery of progress on the Sustainability Strategy is assessed under the annual bonus and RSP awards made to Executive Directors.

We have always reviewed and been mindful of the importance of remuneration alignment between our Executive Directors and our SSP colleagues. We have determined that the best approach to ensuring this alignment is to utilise the same bonus and long-term incentive plan structure for all eligible colleagues and therefore outcomes are applied on the same basis for the same performance outcome. This approach also allows for the alignment of communication on bonus and long-term incentives outcomes across all regions.

In addition to this, Judy Vezmar, our designated Non-Executive director for Workforce Engagement (ENED), hosts meetings with a range of employees from across the business, to encourage open and honest two way conversations across a wide range of topics. These meetings are entirely flexible and can be used as a forum for employees to raise any topic they choose, including any views or questions regarding Executive Remuneration and how it aligns with the wider pay policy. Feedback from these sessions is then relayed to the Board for discussion.

Scheme interests awarded during the financial year

The following awards were made to the Executive Directors in the 2023 financial year.

	Plan	Type of award	Date of Award	Number of awards granted	Face value (£) at date of grant	Face value % of Salary	End of performance period
Patrick Coveney	RSP	Conditional Share Award	07 December 2022	348,236	774,999	100%	30 September 2025
Jonathan Davies	RSP	Nil Cost Option	07 December 2022	231,408	514,999	100%	30 September 2025
Patrick Coveney	DSBP	Conditional Share Award	28 December 2022	140,875	321,336	n/a	n/a
Jonathan Davies	DSBP	Conditional Share Award	28 December 2022	104,164	237,598	n/a	n/a

1 For Patrick Coveney, 50% of his 2022 financial year annual bonus was deferred into shares, for Jonathan Davies 33% of his 2022 financial year annual bonus was deferred into shares, in line with our deferral policy. These awards are subject to a three-year holding period from date of award.

The closing mid-market share price on the day before grant was used to calculate the number of RSP shares over which each award was granted (£2.2255 for the 7 December 2022 award). RSP awards will vest subject to the confirmation of the performance underpins, set at the beginning of the performance period, and will be assessed at the time the Group publishes its 2025 full year financial results and completion of a three-year vesting period from date of grant. Following vesting, awards will be subject to an additional two-year holding period. The performance underpins are summarised on page131.

Implementation of Remuneration Policy in the year ending 30 September 2024

This section provides an overview of the key components of our remuneration framework and how we intend to operate the policy in FY2024.

Base salary Base salaries as at 1 October 2023:

Base salary	**Base salaries as at 1 October 2023:** Patrick Coveney: £802,100 Jonathan Davies: £533,000 Base salaries for Executive Directors will be reviewed in line with the Group's usual timetable, usually with effect from 1 June.
Benefits	Executive Director benefits will continue to include private healthcare (for the executive and their family), life assurance, car allowance or a company car, travel to and from work (including associated tax paid) and participation in the UK SIP.
Pensions	Patrick Coveney: 3% of base salary Jonathan Davies: 3% of base salary New appointments will also be aligned with the wider workforce.
Annual bonus	**Maximum opportunity:** Patrick Coveney: 175% of base salary Jonathan Davies: 150% of base salary **Targets:** For the 2024 financial year, bonuses will continue to be based on 80% financial and 20% strategic objectives. The financial measure will be split between EBITDA, accounting for 60%, and Earnings Per Share (EPS), accounting for 20%. Specific financial targets and details of strategic objectives (linked to our Strategic Priorities and Sustainability Strategy) will be disclosed in the 2023/24 Annual Report when they are no longer considered to be commercially sensitive. **Deferral:** Executive Directors will be required to defer a minimum of 33% of any bonus received into the Group's shares, where they meet their minimum shareholding requirement, and 50% where they do not.
Restricted Share Plan	The Committee intends to make the awards under the Restricted Share Plan in December 2023 as set out below. Patrick Coveney: 100% of base salary Jonathan Davies: 100% of base salary These awards will vest on the third anniversary of the date of grant. Vested awards will be subject to a two-year holding period. If the Company does not meet one or more of the performance underpins over the relevant vesting period then the Committee would consider whether it was appropriate to adjust (including to zero) the level of pay-out under the award to reflect this. The performance underpins are: 1 The Company has continued to strengthen its competitive advantages and position the Group for long-term sustainable growth 2 The Company has achieved the principal strategic and financial objectives over the three-year period, which include: – revenue growth – efficient conversion of revenue into profit and cash 3 The Company has made progress on delivering its Sustainability Strategy objectives over the three-year period In assessing the extent to which the performance underpins have been satisfied, the Committee will consider a range of quantitative and qualitative benchmarks to inform its decision. Should any of the underpins not be met, the Committee would consider whether a discretionary reduction in the number of shares vesting was required.
Minimum Shareholding Requirement	To align the interests of Executive Directors with those of shareholders, they are required to build and maintain significant holdings of shares in the Group over time. The minimum shareholding requirement for Executive Directors is: • Group CEO: 250% of base salary • Deputy CEO and CFO: 200% of base salary In addition to the above, Executive Directors will be required to maintain their full minimum shareholding requirement for one year post-cessation of employment, and hold 50% of the requirement for a second year.

Non-Executive Director Remuneration

Single total figure of remuneration – Non-Executive Directors (audited)

All figures shown in £000	Salary and Fees 2023	Salary and Fees 2022	Benefits[1] 2023	Benefits[1] 2022	Total fixed remuneration 2023	Total fixed remuneration 2022	Total variable remuneration 2023	Total variable remuneration 2022	Total 2023	Total 2022
Mike Clasper	**285**	275	–	–	**285**	275	–	–	**285**	275
Carolyn Bradley	**75**	72	–	–	**75**	72	–	–	**75**	72
Kelly Kuhn[2]	**54**	38	1	–	**55**	38	–	–	**55**	38
Tim Lodge	**65**	58	–	–	**65**	58	–	–	**65**	58
Apurvi Sheth[2]	**54**	38	2	3	**56**	41	–	–	**56**	41
Judy Vezmar	**62**	51	6	2	**68**	53	–	–	**68**	53

1 Benefits – this comprises the reimbursement of expenses for travel to and from Board meetings.
2 Kelly Kuhn and Apurvi Sheth were appointed to the Board on 1 January 2022. Amounts shown in FY 2022 reflect fees paid for the period of the year that they were Directors.

The Non-Executive Director fees for the year ended 30 September 2023 are set out below. In reviewing the Non-Executive Director fees, a number of factors were taken into consideration. In addition to conducting a market assessment, the increasing scope and time commitment required by the NEDs as well as the Chair and NED fees having remained unchanged since Nov 2019 and July 2019 respectively. Therefore, the Chair fee was increased by 3.6%, while the Basic NED fee was increased by 5.6% effective 1 October 2022.

An additional fee was introduced during the year to recognise the increased scope of the Engagement NED role. No increase was applied to the Senior Independent Director and Chair of Audit/Remuneration Committee additional fee. The Company will review these fees in accordance with the terms of the Non-Executive Director appointment letters and will undertake a review each year. A review may not result in an increase in fees.

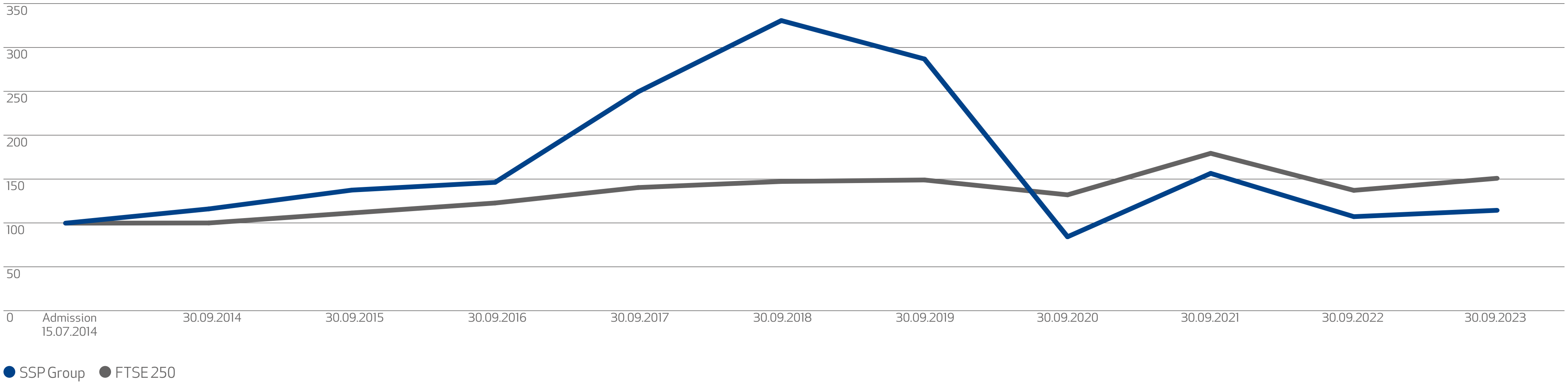
	2023 fees
Chair of the Board	£285,000
Board member	£54,000
Additional fee for Senior Independent Director	£10,000
Additional fee for Chair of Audit/Remuneration Committee[1]	£11,000
Additional fee for Engagement Non-Executive Director	£8,000

1 In addition to any additional fee for acting as the Senior Independent Director.

Historical TSR performance

As the Company is a constituent of the FTSE 250, the FTSE 250 Index provides an appropriate indication of market movements against which to benchmark the Company's performance. The chart below summarises the Company's TSR performance against the FTSE 250 Index over the period from Admission on 15 July 2014 to 30 September 2023.

TSR performance since admission



Chief Executive Officer remuneration outcomes

The table below summarises the Chief Executive Officer single figure for total remuneration, and the annual bonus payable and long-term incentive plan vesting levels as percentages of maximum opportunity for completed financial years following Admission.

Chief Executive Officer	2014	2015	2016	2017	2018	2019[1]	2019[2]	2020	2021	2022[3]	2022[4]	2023
CEO Name	K. Swann	K. Swann	K. Swann	K. Swann	K. Swann	K. Swann	S. Smith	S. Smith	S. Smith	S. Smith	P. Coveney	P. Coveney
Single figure of remuneration	£4.5m	£2.5m	£2.6m	£7.4m	£6.0m	£5.3m	£0.8m	£0.7m	£0.8m	£0.2m	£1.1m	£2.3m
Annual bonus payable (as a % of maximum opportunity)	100%	100%	100%	100%	100%	100%	98.6%	0%	0%	0%	94%	96%
Long-term incentive vesting out-turn (as a % of maximum opportunity)	n/a	n/a	n/a	100%	100%	100%	100%	0%	0%	n/a	n/a	n/a

1 Reflects period spent in role as Group CEO from 1 October 2018 to 31 May 2019.
2 Reflects period spent in role as Group CEO from 1 June 2019 to 30 September 2019.
3 Reflects period spent in role as Group CEO from 1 October 2021 to 24 December 2021.
4 Reflects period spent in role as Group CEO from joining on 31 March 2022 to 30 September 2022.

Total remuneration for 2014 includes additional awards of cash and shares made on IPO by the Company and the previous majority shareholder.

Year-on-year change in pay for Directors compared to the average employee

			Executive Directors		Non-Executive Directors					
	Year	SSP Group plc employees	Patrick Coveney[1]	Jonathan Davies[2]	Mike Clasper[3]	Carolyn Bradley	Kelly Kuhn[1]	Tim Lodge[4]	Apurvi Sheth[1]	Judy Vezmar[3]
Base salary/fees	2023	5%	101%	3%	4%	4%	42%	12%	42%	22%
Benefits		(22%)	38%	(66%)	–	–	–	–	(37%)	221%
Annual Bonus		33%	102%	3%	–	–	–	–	–	–
Base salary/fees	2022	8%	–	9%	1%	1%	–	14%	–	0%
Benefits		(1%)	–	128%	–	–	–	–	–	–
Annual Bonus[5]		n/a	–	285%	–	–	–	–	–	–
Base salary/fees	2021	2%	–	15%	90%	15%	–	–	–	629%
Benefits		2%	–	6%	–	–	–	–	–	–
Annual Bonus		n/a	–	n/a	–	–	–	–	–	–
Base salary/fees	2020	0%	–	(12%)	–	(1%)	–	–	–	–
Benefits		(8%)	–	10%	–	–	–	–	–	–
Annual Bonus		(100%)	–	(100%)	–	–	–	–	–	–

1 Director was appointed to the Board in the 2022 financial year and therefore the table is comparing a full years' earnings in 2023 against pro-rata remuneration in 2022. Benefits in 2023 relate to reimbursement of expenses for travel to and from Board meetings.
2 Directors' 2023 benefits are lower as the 2022 financial year included a one-off reimbursement which was detailed in full in the 2022 Annual Report and Accounts.
3 Director was appointed to the Board during the 2020 financial year and therefore the table is comparing a full years' earnings in 2021 against pro-rata remuneration in 2020. Benefits in 2023 relate to reimbursement of expenses for travel to and from Board meetings.
4 Director was appointed as Audit Chair following the 2022 AGM and therefore the table is comparing a full years' earnings with the associated fee against pro-rata fees in 2022.
5 No year-on-year percentage could be calculated for 2022 due to a return to bonus payment for the 2021 financial year after a nil bonus payment in 2020, therefore 'n/a' is shown.

Relative importance of the spend on pay

The table below shows the total spend on employee pay in the 2022 and 2023 financial years and the total expenditure on dividends.

	2023	2022	Percentage change
Total staff costs	**£918.4m**	£686.7m	34%
Dividends	**£0m**	£0m	n/a

Increase in spend on employee pay is largely due to further YoY increase in colleague numbers and a return to business as usual.

CEO Pay Ratio

In accordance with the Companies (Miscellaneous Reporting) Regulations 2018, the table below sets out the Group's CEO pay ratios for the year ended 30 September 2023. This compares the Chief Executive Officer's total remuneration with the equivalent remuneration for the employees paid at the 25th, 50th and 75th percentile of SSP Group's workforce in the United Kingdom. The total remuneration for each quartile employee, and the salary component within this, is also outlined in the table below.

Year	Method	25th Percentile pay ratio	50th Percentile pay ratio	75th Percentile pay ratio
2023	Option B	99:1	77:1	74:1
	Base Salary	£23,189	£30,119	£31,272
	Total Pay and Benefits	£23,613	£30,356	£31,868
2022	Option B	50:1	36:1	36:1
2021	Option B	37:1	31:1	22:1
2020	Option B	48:1	47:1	33:1

The pay ratios above are calculated using the actual earnings for UK employees. The CEO's Single Total Figure of Remuneration is £2,348k as shown on page 121.

SSP has chosen Option B, using the most recently submitted Gender Pay Gap data to identify the employees at the 25th, 50th, and 75th pay percentiles in our UK employee population. As SSP has a large number of hourly paid operations colleagues in the UK, of which a large portion work seasonal or part time hours, option B was selected as it is the most practical way to produce representative percentile calculations.

Total remuneration for UK full-time equivalent employees for FY2023 has been calculated in line with the single figure methodology and reflects actual earnings received in FY2023. No elements of pay have been omitted. All payments have been calculated on a full-time equivalent basis.

Compared to the 2022 Annual Report, there has been a considerable change in the eligible population for inclusion in the pay ratio. This is due to the substantial growth in operations activity and headcount in the UK between the time periods used for the gender pay gap calculations. This population growth contains a larger proportion of hourly paid operations colleagues than the prior year's information which has the effect of reducing the salary and total pay figures at each percentile. Additionally, the single figure for CEO has increased year-on-year as 2022 information contained the three-month period where there was no CEO in position (as detailed in 2022 Annual Report). These two factors are the main influences on year-on-year changes in the pay ratio and not any changes to the structure of pay and benefits for UK colleagues. Pay rates for all colleagues are set by reference to a range of factors, such as market practice, experience, and performance in role.

Statement of Directors' shareholding and share interests (audited)

Shareholding guidelines require Executive Directors to build up over time a personal shareholding in the Company equivalent in value to 250% of base salary for the Group CEO and 200% of base salary for the Deputy Group CEO and CFO. Executive Directors are encouraged to retain vested shares earned under the Company's incentive plans until the shareholding guidelines have been met. The Chair and each Independent Non-Executive Director are expected to build and then maintain a shareholding in the Company equivalent in value to 100% of their annual gross fee.

The period over which the minimum shareholding must be built up is a three-year period from the date of appointment. The table below shows details of the Directors' shareholdings as at 30 September 2023.

Following his appointment, Patrick Coveney had purchased a significant number of shares in order to meet his shareholding guideline by 30 September 2023, ahead of the intended timeline of March 2025.

Director	Shareholding guidelines as a % of salary/fees	Shareholding as a % of salary/fee achieved[1]	Shares owned outright at 30 September 2023[2]	Interests in unvested PSP/RSP awards at 30 September 2023
Patrick Coveney	250%	270%	908,262	1,008,350
Jonathan Davies	200%	765%	1,713,080	597,081
Mike Clasper	100%	200%	239,580	–
Carolyn Bradley	100%	99%	31,031	–
Kelly Kuhn[3]	100%	86%	19,500	–
Tim Lodge	100%	110%	30,000	–
Apurvi Sheth[3]	100%	84%	19,000	–
Judy Vezmar[3]	100%	75%	19,540	–

1 For the purposes of determining Director's shareholding requirements, the individual's salary/fee and the three-month average share price to 30 September 2023 (£2.3809) have been used. Further, the total shareholding used to calculate the shareholding percentage for Executive Directors excludes Matching Shares issued under the UK SIP that remain subject to holding conditions (913 for Jonathan Davies as at 30 September 2023).

2 'Shares owned outright at 30 September 2023' includes shares held by persons connected with a Director. It also includes Partnership Shares purchased, Matching Shares awarded under the UK SIP that are no longer subject to holding conditions, Dividend Shares purchased under the UK SIP and awards granted under the DSBP on an estimated net of tax basis. For Patrick Coveney, it also includes a deferred bonus buy-out award on an estimated net of tax basis.

3 The Director has until the third anniversary of their date of appointment to meet their Minimum Shareholding Requirement. On 13 October 2023, Judy Vezmar purchased an additional 6,800 ordinary shares bringing her total shareholding to 101% of her fees for the year, and meeting the required shareholding guidelines.

Simon Smith is in the second and final year of his post-employment shareholding requirements which have been enforced through trading restrictions on his share account and subject to reporting obligations to the Company. Once again, the Committee can confirm that Simon Smith is compliant with the post-cessation shareholding requirement which is due to expire on 24 December 2023, which would be the second anniversary of his departure from SSP.

Interests in unvested RSP awards at 30 September 2023

Interests in unvested RSP awards refers to Restricted Share Plan awards granted in June 2021, September 2021, December 2021, February 2022, April 2022 and December 2022. The performance underpins for each award are as follows.

If the Company does not meet one or more of the performance underpins over the relevant vesting period then the Committee would consider whether it was appropriate to adjust (including to zero) the level of pay out under the award to reflect this. The performance underpins are:

1. The Company has taken the right actions to strengthen its competitive advantages and position the Group for long term sustainable growth
2. The Company has achieved the principal strategic and financial annual objectives over the 3 year period, notably:
   – revenue growth, given the available passenger numbers at SSP sites during the period
   – efficient conversion of revenue into profit and cash
3. The Company has made progress on SSP's Sustainability Strategy

In assessing the extent to which the performance underpins have been satisfied, the Committee will consider a range of quantitative and qualitative benchmarks to inform its decision. Should any of the underpins not be met, the Committee would consider whether a discretionary reduction in the number of shares vesting was required.

The RSP awards due to be made in December 2023 will reflect the revised performance underpins as noted on page 126

Movement in Directors' shareholdings from 30 September 2023

As at the date of this report, other than as set out below, there had been no movement in Directors' shareholdings and share interests from 30 September 2023.

Director	Shares owned outright at 5 December 2023	Shares owned outright at 30 September 2023	Change
Patrick Coveney	908,262	908,262	–
Jonathan Davies	1,713,285	1,713,080	205

Note: 'Shares owned outright' includes shares held by persons connected with a Director. It also includes Partnership Shares purchase, Matching Shares awarded under the UK SIP that are no longer subject to holding conditions and Dividend Shares purchased under the UK Share Incentive Plan. It excludes Matching Shares issued under the UK SIP but remain subject to holding conditions.

The Remuneration Committee in 2023

Consideration by the Directors of matters relating to Directors' remuneration

The Board entrusts the Remuneration Committee with the responsibility for setting the Remuneration Policy in respect of Executive Directors and senior executives and ensuring its ongoing appropriateness and relevance. In setting the remuneration for these groups, the Committee considers the pay and conditions of the wider workforce and roles in relevant geographies.

External advice

During the year ended 30 September 2023, the Committee received independent advice on executive remuneration matters from Deloitte. Deloitte received £87,450 in fees for these services. Deloitte is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the code of conduct in relation to executive remuneration consulting in the UK. During the year, Deloitte also provided the Company with internal audit services, tax services and technology consulting services.

The Committee appointed Deloitte to the role of independent advisor to the Committee in 2014. The Committee has reviewed the advice provided by Deloitte during the year and is comfortable that it has been objective and independent. The Committee has reviewed the potential for conflicts of interest and judged that there were appropriate safeguards against such conflict.

Statement of shareholder voting

Votes cast at the AGM in February 2023 in respect of the approval of the Directors' Remuneration Report and at the AGM in March 2021 in respect of the approval of the Directors' Remuneration Policy are given below:

Resolution	Meeting	Votes for	% for	Votes against	% against	Total shares voted	% of issued share capital voted	Votes withheld
To approve the Directors' Remuneration Report for the year ended 30 September 2022	February 2023 AGM	565,593,799	98.20%	10,350,491	1.80%	575,944,290	72.31%	17,981
To approve the Directors' Remuneration Policy for the year ended 30 September 2020	March 2021 AGM	355,039,577	90.21%	38,517,522	9.79%	393,557,099	73.20%	24,313,211

At the 2023 AGM, shareholders responded positively to the resolution to approve the Directors' Remuneration Report for the year ended 30 September 2022. The high percentage of votes in favour follows continuous engagement with key shareholders on arrangements and decisions reached.

The Committee remains committed to open dialogue with shareholders and advisory bodies on executive remuneration and considers any input provided as it makes decisions going forward.

Directors' Remuneration Policy

This part of the Directors' Remuneration Report sets out the proposed Directors' Remuneration Policy that will be put to Shareholders for approval at the AGM to be held on 30 January 2024.

As discussed in the Committee Chair's statement, during the year the Committee conducted a thorough review of our existing remuneration policy. This exercise confirmed that our current policy remains aligned with our strategy and that it is effective in rewarding and retaining top talent within our organisation. Therefore, we are only proposing minor changes to facilitate the operation of the Policy.

Key principles of Remuneration Policy

The Remuneration Policy for the Directors of the Company is intended to help recruit and retain executives who can execute SSP's strategy by rewarding them with appropriate compensation and benefit packages. The policy seeks to align the interests of Executive Directors with the performance of the Company and the interests of its shareholders.

Our incentive arrangements are designed to reward performance against key financial and strategic performance objectives. Our aim is to reward management for delivering sustainable long-term performance and support the retention of critical talent.

Policy table

The table below describes the policy in relation to the components of remuneration for Executive Directors and, at the bottom of the table, the policy for the Non-Executive Directors.

Executive Directors

Base salary A core element of the remuneration package used to recruit, reward and retain Executive Directors who can deliver our strategic objectives.

Operation

Normally reviewed annually. The Remuneration Committee may however award an out-of-cycle increase if it considers it appropriate.

Base salaries are set by the Committee taking into account a number of internal and external factors including:
- the individual's skills, experience and performance;
- the size and scope of the Executive Director's role and responsibilities;
- market positioning and inflation; and
- pay and conditions elsewhere in the Group.

Maximum potential value

Salary increases in percentage terms will normally be proportionately lower or in line with increases awarded to other head office employees in the relevant geography but may be higher in certain circumstances.
The circumstances may include but are not limited to:
- Where a new Executive Director has been appointed at a lower salary, higher increases may be awarded over an initial period as the Executive Director gains experience in the role;
- Where there has been an increase in the scope or responsibility of an Executive Director's role; and
- Where a salary has fallen significantly below market positioning.

There is no maximum increase or opportunity.

Performance Metrics

None

Pension To provide an income following retirement and assist the Executive Director in building wealth for their future.

Operation

The Company operates an approved defined contribution pension arrangement, to which the Company may make contributions. A cash allowance may be provided in lieu of pension contributions.

Maximum potential value

Company contributions or cash allowance provided for Executive Directors will be in line with the rate applicable to the wider workforce. The definition of the wider workforce will be as determined by the Committee. For example, colleagues employed in the same country as the Director in question.

Currently our Executive Directors receive pension contributions/cash allowance of 3% of base salary per annum.

Performance Metrics

None

Benefits To provide appropriate benefits as part of a remuneration package that assists in recruiting, rewarding and retaining Executive Directors.

Operation

Each Executive Director receives a tailored benefits package including (but not limited to) private health insurance for themselves, their spouse and dependent children, annual health screening, life assurance and business travel.

Travel benefits, including (but not limited to) car allowance, company car, driver, the cost of fuel for private mileage, and travel to and from work (including any associated tax and social security charges) may also be provided.

In the event that an Executive Director is required by the Group to relocate, other benefits may include, but are not limited to, the costs of relocation, housing, travel and education allowances, subsistence costs and tax equalisation arrangements.

Expenses incurred in the performance of duties for the Group may be reimbursed or paid for directly by the Company, as appropriate, including any tax or social security charges due on the expenses.

The Executive Directors are eligible to receive other benefits (such as a colleague discount card) on the same terms as other eligible employees of the Group.

Executive Directors may participate in All-Employee Share Plans on the same basis as other employees.

Maximum potential value

Car allowance of up to £13,000 per annum.

The cost of insured benefits may vary from year to year depending on the individual's circumstances. The Committee has not imposed any overall maximum value on benefits.

Executive Directors who participate in All-Employee Share Plans can contribute up to the relevant limits set out in the country plan.

Performance Metrics

None

Annual bonus To reward performance on an annual basis against key annual objectives.

Operation

Performance objectives will normally be determined by the Committee at the beginning of the financial year.

The Committee will assess performance against these objectives following the end of the relevant financial year.

Awards are paid once the results for the year have been audited. If an Executive Director has not met their Minimum Shareholding Requirement, 50% of any bonus earned will normally be deferred for three years into the Group's shares. If the Minimum Shareholding Requirement has been met, 33% of any bonus earned will normally be deferred into the Group's Shares. The remaining amount will be paid in cash. Deferred awards may incorporate the right to receive (in cash or shares) the value of dividends that would have been paid on the award shares between grant and release.

The Committee may exercise its discretion to adjust bonus outcomes (up or down) where it believes that this is appropriate, including but not limited to where outcomes are not reflective of the underlying performance of the business or the level of payout does not reflect the experience of the Group's shareholders, employees or other stakeholders. Any application of the Committee's discretion would be within the limits of the overall Remuneration Policy.

The Committee may reduce bonus outcomes or clawback vested awards up to three years from the date of vest (in part or in full) in the event of:

- a material misstatement in the Company's annual financial statements.
- a material failure of risk management.
- serious reputational damage to a member of the Group or relevant business unit.
- an error in the calculation of any performance conditions which results in overpayment.

Maximum potential value

The maximum annual bonus opportunity is 200% of base salary per annum.

For the 2023 financial year maximum annual opportunities are:

- Group CEO, Patrick Coveney: 175% of salary per annum.
- Deputy CEO and CFO, Jonathan Davies: 150% of salary per annum.

Performance Metrics

Performance is measured relative to key financial and/or non-financial objectives over the financial year.

The measures selected and their weightings may vary each year to ensure they continue to support and drive performance and the successful delivery of strategic priorities.

Annual bonus only starts to accrue at a minimum threshold level of performance. To earn a maximum bonus there must be outperformance against stretching objectives.

Restricted Share Plan (RSP)

The RSP rewards our Executive Directors for driving the sustainable longer-term growth of the Company and shareholder value. Awards are share-based to align the interests of Executive Directors with those of shareholders.

Operation

Awards may be made to Executive Directors in the form of conditional share awards, nil cost options, forfeitable shares or equivalent rights.

Awards will be subject to performance underpins, assessed over a period of three financial years.

Awards will normally be subject to a three-year vesting period and any vested shares will normally be subject to a further post-vest holding period of two years.

Awards (other than forfeitable shares) may incorporate the right to receive (in cash or shares) the value of dividends that would have been paid on the award shares that vest between the grant and vesting of awards.

The Committee may exercise its discretion to adjust vesting outcomes where it believes that this is appropriate, including but not limited to: where vesting outcomes are not reflective of the underlying performance of the business, the underpins selected on award are no longer suitable, or the level of vesting does not reflect the experience of the Group's shareholders, employees or other stakeholders. Any application of the Committee's discretion would be within the limits of the overall Remuneration Policy.

The Committee may lapse unvested awards or clawback vested awards up to three years from the date of vest (in part or in full) in the event of:

- a material misstatement in the Company's annual financial statements.
- a material failure of risk management
- serious reputational damage to a member of the Group or relevant business unit.
- an error in the calculation of any performance conditions which results in overpayment.

Maximum potential value

The maximum award that may be made to Executive Directors is up to 100% of salary per annum in respect of any financial year of the Company.

Performance Metrics

Performance underpins may be based around the Group's key financial and/or strategic measures.

The Committee may review and change the performance underpins for future awards to ensure they continue to support and align with the successful delivery of business strategy and objectives.

The Committee will normally disclose performance underpins in advance of each annual grant.

The Committee would seek to consult with its major shareholders as appropriate on any proposed material changes.

Minimum Shareholding Requirement

Aligns the interests of Executive Directors with shareholders and encourages commitment to the Company.

Operation

Executive Directors are expected to build and maintain a holding in the Company's shares as follows:

- Group CEO: 250% of base salary
- Deputy CEO and CFO: 200% of base salary

Executive Directors have three years from the date of their appointment to the Board to build and maintain this holding.

Executive Directors will normally be expected to maintain their shareholding for a period of time post-cessation of employment. Normally this requirement will be for an Executive Director to maintain their full shareholding requirement for one year post-employment, and 50% of their shareholding requirement for a second year.

The Committee may waive this requirement for certain exceptional personal circumstances.

Maximum potential value

n/a

Performance Metrics

n/a

Non-Executive Directors Fees	To attract and retain Non-Executive Directors of the calibre required to oversee the development and execution of the Company's strategy.
Operation The Chair's fees are determined by the Committee. The Non-Executive Directors' fees are determined by the Board. The total fees for Non-Executive Directors, including the Chair, will not exceed the maximum stated in the Company's Articles of Association. The level of fees are reviewed periodically and take into account the time commitment, responsibilities, market levels and the skills and experience required. Non-Executive Directors normally receive a basic fee and an additional fee for specific Board responsibilities, including but not limited to chairship or membership of Board committees, acting as the Senior Independent Director, or acting as the designated Non-Executive Director for workforce engagement. Non-Executive Directors are expected to build and maintain a holding in the Company's shares of 100% of their base fee. Non-Executive Directors have three years from the date of their appointment to the Board to build and maintain this holding. The Committee may waive this requirement for certain exceptional personal circumstances. Additional fees may be paid to Non-Executive Directors on a per diem basis to reflect increased time commitment in certain limited circumstances. Expenses incurred in the performance of non-executive duties for the Company may be reimbursed or paid for directly by the Company, as appropriate, including any tax and social security due on the expenses. Non-Executive Directors may be provided with benefits if deemed appropriate	**Maximum potential value** n/a **Performance Metrics** n/a

Notes to the tables on pages 133 to 136

The RSP and bonus deferral will be operated in accordance with the relevant plan rules including any discretions therein. In accordance with the rules of the RSP, any performance underpin may be substituted or varied if the Committee considers it appropriate, provided that the amended performance underpin is in its opinion reasonable and not materially less difficult to satisfy. The plan rules also provide that the Committee may adjust awards (as it reasonably considers appropriate) in the event of any variation of the Company's share capital, capital distribution, demerger, special dividend or other event having a material impact on the value of shares.

Malus and clawback applies where stated in the above table. Other elements of remuneration are not subject to recovery provisions.

The Committee reserves the right to make any remuneration payments and payments for loss of office (including exercising any discretions available to it in connection with such payments) that are not in line with the policy set out above where the terms of the payment were agreed:

(i) before the AGM on 3 March 2015 (the date the Company's first shareholder-approved Directors' Remuneration Policy came into effect);
(ii) before the policy set out above came into effect, provided that the terms of the payment were consistent with the shareholder-approved Remuneration Policy in force at the time they were agreed; or
(iii) at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company.

For these purposes, 'payments' include the Committee satisfying awards of variable remuneration and an award over shares is 'agreed' at the time the award is granted.

Performance measures and targets

Annual bonus

Annual bonus metrics and targets are selected to incentivise Executive Directors to meet objectives for the year and are chosen in line with the following principles:

- The targets set for financial measures should be incentivising and appropriately stretching. Targets may be adjusted by the Committee to take into account significant capital transactions during the year.
- There should be flexibility to change the measures and weightings year-on-year in line with the needs of the business.
- The Committee retains the ability to adjust the targets and/or set different measures and alter weightings for the annual bonus if events occur (e.g. material divestment of a Group business, capital transactions or changes to accounting standards) which cause it to determine that an adjustment or amendment is appropriate so that the conditions achieve their original purpose.

Restricted Share Plan

Restricted Share Plan awards are subject to performance underpins. Underpins are chosen to ensure that the financial health and reputation of the Company are strong and that the Company is making progress on its strategic objectives.

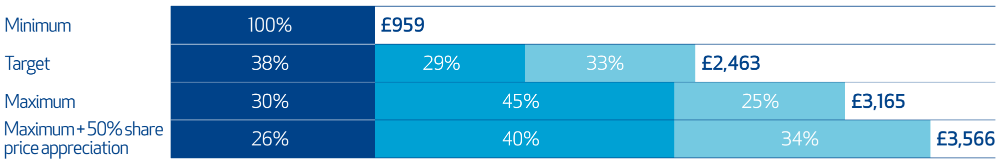
For awards proposed in the 2024 financial year, the underpins will continue to be linked to the creation of sustainable growth and strategic objectives including progress made on the Company's Sustainability Strategy.

The Committee retains the ability to adjust any underpin measures if events occur (e.g., material divestment of a Group business, capital transactions or changes to accounting standards) which cause it to determine that an adjustment or amendment is appropriate so that the underpin conditions achieve their original purpose.

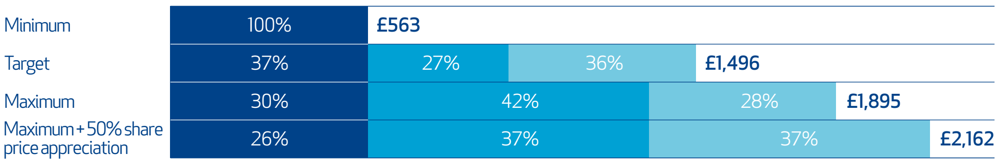
Illustrative scenario analysis

The following charts show the potential split between the different elements of the Executive Directors' remuneration under three different performance scenarios: 'Minimum', 'Target' and 'Maximum' (see table below).

Group CEO: Patrick Coveney



Deputy Group CEO and CFO: Jonathan Davies



● Fixed pay ● Annual bonus ● Long-term incentives

Component		'Minimum'	'Target'	'Maximum'	'Maximum + 50% share price appreciation'
Fixed remuneration	Base salary	Annual base salary for the 2023 financial year*			
	Pension	3% of salary			
	Benefits	Taxable value of annual benefits provided in the year ended 30 September 2023			
Annual bonus	Maximum opportunity	Group CEO: 175% of salary; Deputy CEO and CFO: 150% of salary*			
	Vesting	0% of maximum opportunity	50% of maximum opportunity	100% of maximum opportunity	
Restricted share plan	Maximum opportunity	100% of salary*			
	Vesting	0% vesting	100% vesting	100% vesting	100% vesting + 50% share price appreciation

*based on contractual base salary as at 1 October 2023.

Approach to recruitment remuneration

In the event that the Group appointed a new Executive Director, remuneration would be determined in line with the following principles:

- The Committee will take into account all relevant factors, including the calibre and experience of the individual and the market from which they are recruited, while being mindful of the best interests of the Group and its shareholders and seeking not to pay more than is necessary.
- So far as practical the Committee will look to align the remuneration package for any new appointment with the Remuneration Policy set out in the policy table on pages 133 to 136.
- Salaries may be higher or lower than the previous incumbent but will be set taking into account the review principles set out in the policy table. Where appropriate the salaries may be set at an initially lower level, with the intention of increasing salary at a higher than usual rate as the Executive Director gains experience in the role. For interim positions a cash supplement may be paid rather than salary (for example; a Non-Executive Director taking on an executive function on a short-term basis).
- To facilitate recruitment the Committee may need to buy out terms or remuneration arrangements forfeited on joining the Company. Any buy-out would take into account the terms of the arrangements, in particular, any performance conditions and the time over which they would vest. The overriding principle would be that the value of any replacement buy-out awards should be no more than the commercial value of awards that have been forfeited. The form of any award would be determined at the time and the Committee may make buy-out awards utilising any of the Company's share plans under LR 9.4.2 of the Listing Rules (for buy-out awards only).
- The maximum variable pay opportunity in respect of recruitment (excluding buy-outs) comprises a maximum annual bonus of 200% of annual salary and a maximum RSP grant of 100% of annual salary, as stated in the policy table on pages 133 to 136. The Committee retains the flexibility to determine that, for the first year of appointment, any annual incentive award within this maximum will be subject to such terms as it may determine.

Where an Executive Director is appointed from within the Company or following corporate activity/reorganisation (for example, merger with another company), the normal policy would be to honour any legacy arrangements in line with the original terms and conditions.

Where the recruitment requires relocation of the individual, the Committee may provide for additional costs and benefits.

In the event of the appointment of a new Chair or Non-Executive Director, the remuneration package will be consistent with the policy set out above.

Details of Directors' service contracts

Executive Directors

Executive Directors have rolling service contracts. None of the existing service contracts for Executive Directors makes any provision for termination payments, other than for payment in lieu of notice.

Patrick Coveney's and Jonathan Davies's payment in lieu of notice would be calculated by reference to the base salary in respect of any unexpired portion of the notice period. This payment can be made in instalments over the notice period and the Committee may require that it is reduced where alternative employment is commenced during the notice period.

The Executive Directors' service contracts contain provisions relating to salary, car allowance, pension arrangements, medical insurance, life insurance, business travel insurance, company car, holiday and sick pay, and the reimbursement of reasonable out of pocket expenses incurred by the Executive Directors while on company business.

The following service contracts in respect of Executive Directors who were in office during the year are rolling service contracts and therefore have no end date:

	Date of commencement of contract	Notice period for Director	Notice period for Company
Patrick Coveney	31 March 2022	9 months	12 months
Jonathan Davies	15 July 2014	9 months	12 months

Service contracts for new Executive Directors will be limited to nine months' notice for the Director and 12 months' notice for the Company.

Chair

The terms of the Chair's appointment broadly reflect the terms of the three-year appointments of the Non-Executive Directors. The Chair's appointment can be terminated at any time upon written notice, resignation or in accordance with the Articles of Association of the Company. The Chair is subject to annual re-election by shareholders.

The Chair receives fees and reimbursement of expenses incurred in performance of his duties, including any tax due on the expenses. He is not eligible to participate in Group pension arrangements.

Non-Executive Directors

All Non-Executive Directors have been appointed on an initial term of three years, subject to renewal thereafter. All are subject to annual re-election by shareholders.

Each Non-Executive Director has a letter of appointment which can be terminated at any time upon written notice, resignation or in accordance with the Articles of Association of the Company. Non-Executive Directors receive fees and reimbursement of expenses incurred in performance of their duties, including any tax due on the expenses. They are not eligible to participate in Group pension arrangements.

	Effective date of appointment	Current term expires
Mike Clasper	1 November 2019	31 October 2025
Carolyn Bradley	1 October 2018	30 September 2024
Kelly Kuhn	1 January 2022	31 December 2024
Tim Lodge	1 October 2020	30 September 2026
Apurvi Sheth	1 January 2022	31 December 2024
Judy Vezmar	1 August 2020	31 July 2026

Directors' service contracts are kept for inspection by shareholders at the Company's registered office.

Payments to departing Directors

In the event that the employment of an Executive Director is terminated, any compensation payable will be determined by reference to the terms of the service contract between the Company and the employee, as well as the rules of any incentive plans. The Committee may structure any compensation payments in such a way as it deems appropriate, taking into account the circumstances of departure. In the event of the Company terminating an Executive Director's contract, the level of compensation would be subject to mitigation if considered appropriate.

Payment in lieu of notice	In the event of termination of an Executive Director's employment, a payment in lieu of notice may be paid. This payment would be equal to a maximum of annual base salary and cash allowance in lieu of pension in respect of any unexpired portion of the notice period. This payment can be made in instalments over the notice period and, if considered appropriate, can be reduced where alternative employment is commenced during the notice period.
Annual bonus	Executive Directors may, at the determination of the Committee, remain eligible to receive an annual bonus for the financial year in which they ceased employment. Any such bonus will be determined by the Committee, taking into account time in employment and performance. On cessation of employment, any outstanding deferred bonus awards earned in respect of earlier performance years will normally continue in accordance with their original terms for the duration of the holding period, except in the case of gross misconduct where awards would be forfeited. If the participant dies, or in certain 'good leaver' circumstances as determined by the Committee, awards may be released on cessation of employment.
Restricted Share Plan awards	On cessation of employment, any outstanding unvested awards will lapse unless the participant dies or is deemed to be a 'good leaver' by the Committee in its discretion. Where the participant is deemed to be a 'good leaver', any outstanding unvested awards will normally continue and will vest at the normal vesting date to the extent the original performance underpins have been satisfied. Unless the Committee determines otherwise, vested awards will normally continue to be subject to the two-year post-vesting holding period. Awards will normally, unless the Committee determines that an alternative proportion of the awards should vest, be pro-rated for the portion of the vesting period completed in employment. The Committee may, in exceptional circumstances, or if the participant dies, decide to allow awards to vest on cessation of employment subject to the Committee's assessment of performance against the original performance underpins at that time or the Committee's assessment of the likely satisfaction of the performance underpins over the original performance period. Awards will normally, unless the Committee determines that an alternative proportion of the awards should vest, be pro-rated for the portion of the vesting period completed in employment.
Payments in relation to statutory rights	The Company may pay an amount considered reasonable by the Remuneration Committee in respect of an Executive Director's statutory rights.
Payments required by law	The Company may pay damages, awards, fines or other compensation awarded to an Executive Director by any competent court or tribunal or other payments required to be made on termination of employment under applicable law.
Professional fees	The Company may pay an amount considered reasonable by the Remuneration Committee in respect of fees for legal and tax advice, and outplacement support for the departing Executive Director.

Award under LR 9.4.2

Were an award to be made under LR 9.4.2 then the leaver provisions would be determined at the time of award.

Takeovers and other corporate events

Under the RSP (or legacy awards made under the Company's Performance Share Plan), on a takeover or voluntary winding-up of the Company, awards will vest in accordance with the rules of the plan. Vesting would be determined by the Committee based on the proportion of the vesting period that has elapsed and the extent to which any performance conditions or underpins have been satisfied, although the Committee has the discretion to determine that such greater proportion as it considers appropriate of the awards should vest, including where it considers the level of shareholder returns is at a superior level.

In the event of a variation of share capital, demerger, capital distribution or any other event having a material impact on the value of the shares, the Committee may determine that outstanding awards shall vest on the same basis as set out above for a takeover. Alternatively, the Committee may (with the consent of the acquiring company) decide that awards will not vest on a corporate event but will be replaced by new awards over shares in the new acquiring company or another company determined by the acquiring company.

Bonuses may be paid in respect of the year in which the change of control or winding up of the Company occurs, if the Committee considers this appropriate. The Committee may determine the level of bonus taking into account any factors it considers appropriate. For any outstanding deferred bonus awards, the Committee, may decide that awards may be released, or alternatively the Committee may decide that awards will not be released on a corporate event but will be replaced by new awards over shares in the acquiring company or another relevant company.

Amendments

The Committee may make amendments to the terms of the Company's incentive plans in accordance with the rules of those plans. The Committee may make minor amendments to the policy set out above (for regulatory, exchange control, tax, administrative purposes or to take account of a change in legislation) without obtaining shareholder approval for that amendment.

Remuneration arrangements throughout the Group

Differences in the policies for Executive Directors and other employees in the Group generally reflect differences in market practice taking into account role and seniority. The remuneration policies for Executive Directors and the senior executive team are generally consistent in terms of structure and the performance measures used. All eligible employees may participate in the Company's all-employee share plans in the relevant territory where they operate.

Consideration of conditions elsewhere in the Group

In making remuneration decisions, the Committee also considers the pay and employment conditions elsewhere in the Group. When reviewing and setting Executive Directors' remuneration, the Committee takes into account the pay and employment conditions of Group employees. The Group-wide pay review budget is one of the key factors when reviewing the salaries of the Executive Directors. The Group complies with local regulations and practices regarding employee consultation more broadly.

Consideration of shareholder views

The Committee undertook a thorough shareholder consultation exercise on the introduction of the Restricted Share Plan in 2020, engaging with the Group's largest shareholders. In reviewing and setting remuneration, including that of Executive Directors, the Committee receives updates on investors' views, and may from time to time engage directly with investors and/or investor representative organisations on remuneration topics as appropriate. These lines of communication ensure that emerging best-practice principles are factored into the Committee's decision-making.

Directors' Report

Statutory Disclosures

This section of the Annual Report includes additional information required to be disclosed under the Companies Act 2006 (the 'Act'), the 2018 UK Corporate Governance Code (the 'Code'), the Disclosure Guidance and Transparency Rules (the 'DTRs') and the Listing Rules of the Financial Conduct Authority (the 'LRs'). The Code can be found on the Financial Reporting Council's website at www.frc.org.uk.

We've chosen, in accordance with Section 414C (11) of the Act, to include certain matters in our Strategic Report that would otherwise be required to be disclosed in this Directors' Report. Both the Strategic Report (pages 9-79) and Corporate Governance Report (pages 80-140) are incorporated into the Directors' Report by reference.

Taken together, the Strategic and Corporate Governance Reports, along with this Directors' Report, form the management report for the purposes of DTR 4.1.8R and are intended to provide a fair, balanced and understandable assessment of the development and performance of the Group's business during the year and its position at the end of the year; our business model; strategy; likely developments; and any principal risks and uncertainties associated with our business.

The following specific information required in the Directors' Report is included in other sections of this Annual Report and is incorporated by reference:

There are no disclosures to be made under Listing Rule 9.8.4.

Other statutory disclosures

Directors of the Group	Pages 84-85
Dividends	Page 61
Environmental, social and governance risks	Pages50-56, 66-77, 79
TCFD Reporting	Pages 50-56
Future Developments	Pages 18-29, 40-49
Going Concern Statement	Pages 78 and161
Greenhouse Gas Emissions	Pages 28-29, 54-55
Post balance sheet events	Note 32, page 191
Reporting under Section 172 of Companies Act 2006 and engagement with stakeholders	Pages 40-49, 96-97
Treasury and Risk Management	Note 28, pages 187-190

Directors

The Directors holding office during the year and the interests in shares and awards over ordinary shares in the Company held by Directors in office as at 30 September 2023 are in the Directors' Remuneration Report on page 130.

The appointment and replacement of Directors is governed by the Company's Articles of Association ('Articles'), the Code, the Act and related legislation. Subject to the Articles, the Act and related legislation, any directions given by special resolution and any relevant statutes and regulations, the business of the Company will be managed by the Board who may exercise all the powers of the Company.

In line with market practice, the Company has made qualifying indemnity provisions against any liabilities the Directors may incur in the execution of their duties as directors of the Company or its subsidiaries which the Directors had the benefit of during the financial year ended 30 September 2023 and which remain in force at the date of this report. In addition, the Directors and officers of the Company and its subsidiaries are covered by Directors' and Officers' liability insurance maintained by the Company.

Shares

Share Capital

At 30 September 2023, there were 796,792,695 ordinary shares of $1\frac{17}{200}$ pence each in issue (comprised of 796,529,196 ordinary shares with one vote each and 263,499 ordinary shares held in treasury, which are non-voting). The shares in issue are fully paid up and quoted on the London Stock Exchange. Further information regarding the Company's issued share capital and movements in the financial year are in note 24 to the financial statements on page 183.

Rights and obligations attaching to shares

There are no restrictions on the transfer of the Company's ordinary shares (or on the voting rights attaching to them) other than those under the Articles (see below), restrictions imposed from time to time by law (including insider dealing laws) or pursuant to the Company's securities dealing code. The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities and/or voting rights.

The rights attaching to the Company's ordinary shares are set out in the Articles, available on our website at www.foodtravelexperts.com. The Articles may be amended by a special resolution of the shareholders.

Particular attention should be given to the following sections within the Articles, covering the rights and obligations attaching to shares:

- Transfers of ordinary shares: Articles 36-45 provide detail of how transfers of shares may be undertaken. They also set out the Directors' rights of refusal to effect a transfer and the action that Directors must take following such refusal.
- Votes of members: Articles 92-107 provide details on voting procedures including on a show of hands and on a poll.

Details of employee share schemes are set out in note 24 to the financial statements on page 183.

Awards over shares held by relevant participants under the Company's various share plans carry no rights until the shares are issued to participants or their nominees.

The Trustees of the Company's employee benefit trusts ('Trustees') are entitled to vote on unallocated shares held in the trust fund from time to time but they may consider, in their absolute discretion, any recommendations made to them by the Company before doing so. The general policy of the Trustees is to abstain from exercising voting rights on unallocated shares held in trust. In respect of allocated shares held by the Trustees as nominee (including the Trustees of the Company's Share Incentive Plans), they must seek instructions from participants on how they should exercise their voting rights before doing so on their behalf.

Issuing shares

At the 2023 AGM, the Directors were granted authority to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

(a) up to a nominal amount of £2,880,780; and
(b) comprising equity securities up to a nominal amount of £5,761,561 (such amount to be reduced by any allotments made under (a) above), in connection with an offer by way of a rights issue.

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) will expire on the date of the 2024 AGM, or close of business on 16 May 2024, whichever is sooner (the 'Expiry Date'). The Directors will be seeking a new authority at the 2024 AGM for the Directors to allot shares and to grant subscription and conversion rights to ensure that the Directors continue to have the flexibility to act in the best interests of shareholders when opportunities arise, by issuing new shares or granting such rights.

The Directors were also given authority to allot equity securities for cash, or to sell ordinary shares as treasury shares for cash subject to certain limitations, such authority to apply until the Expiry Date. The Directors will seek to renew this authority at the 2024 AGM.

Buyback of shares

The Directors were granted authority to make market purchases of the Company's own shares on behalf of the Company up to a maximum of approximately 10% of the Company's issued share capital at the 2023 AGM. This authority was not used during the financial year.

This standard authority is renewable annually and the Directors will seek to renew this authority at the 2024 AGM.

Profit forecast

In our preliminary full year results for the year ending 30 September 2023, announced on 6 December 2022 ('2022 FY Results') we made the following statement which is regarded as a profit forecast for the purposes of the Financial Conduct Authority's Listing Rule 9.2.18:

"In total, we are planning for revenues to be in the region of £2.9-3.0bn in 2023 and in the region of £3.2-3.4bn in 2024, with a corresponding EBITDA (pre-IFRS 16) in the region of £250-£280m in 2023 and £325-£375m in 2024."

We restated this guidance in our First Quarter Update announcement made on 16 February 2023 ('Q1 Update'):

"Despite the impact of industrial action in the UK rail network, strong trading across our other regions means our performance remains on track against the planning assumptions outlined for 2023 at our Preliminary Results on 6 December 2022, namely for revenues to be in the region of £2.9-3.0bn with corresponding EBITDA (pre-IFRS 16) in the region of £250-£280m".

In our half-year results announcement on 22 May 2023 ('HY Results'), we provided updated revenue and EBITDA guidance along with earnings per share ('EPS') guidance for the statement for the year ending 30 September 2023, each of which is regarded as a profit forecast for the purposes of the Financial Conduct Authority's Listing Rule 9.2.18:

"As we look ahead to the second half, driven by the pace of recovery of passenger numbers, we are now planning for revenue and EBITDA (underlying pre-IFRS 16) to be at the upper end of our previous expectation of £2.9-£3.0bn and £250-£280m respectively for the 2023 financial year. Performance in the year is expected to be particularly strong in our North America and Rest of the World regions, where we typically operate with joint venture partners. The corresponding earnings per share (underlying pre-IFRS 16) for the 2023 financial year are expected to be in the range of 7.0-7.5p."

In the HY Results, we also restated our revenue and EBITDA guidance in respect of the year ending 30 September 2024 (originally given in the 2022 FY Results), each of which is regarded as a profit forecast for the purposes of the Financial Conduct Authority's Listing Rule 9.2.18:

"Furthermore, as a consequence of the strong trading trajectory, we have an increased level of confidence in the delivery of our planning assumptions for FY2024, namely revenues in the region of £3.2-3.4bn, with a corresponding EBITDA (underlying pre-IFRS 16) in the region of £325-£375m."

We also provided updated revenue, EBITDA and EPS guidance in our Third Quarter Update announcement on 21 June 2023 ('Q3 Update') and our pre-close trading update on 21 September 2023 ('Pre-Close Update'), all of which are regarded as profit forecasts for the purposes of the Financial Conduct Authority's Listing Rule 9.2.18:

Q3 update: "With the earlier than anticipated completion of the acquisition of the Midfield Concessions business and the continuation of strong trading momentum, our expectation remains for revenue and EBITDA (underlying pre-IFRS 16) to be at the upper end of the range of c.£2.9bn-£3.0bn and c.£250m-£280m respectively for FY2023, and for a corresponding EPS (underlying pre-IFRS 16) in the range of 7.0-7.5p. We are also increasingly confident in the delivery of our planning assumptions for FY2024, namely revenues in the region of £3.2-3.4bn, with a corresponding EBITDA (underlying pre-IFRS 16) in the region of £325-£375m."

Pre-Close Update: "Our expectations for FY2023 remain for revenue and EBITDA (underlying pre-IFRS 16) to be at the upper end of the planning assumptions provided at our Preliminary results in December 2022. This would represent full year revenue of c.£3.0bn and EBITDA (underlying pre-IFRS 16) of c.£280m with a corresponding EPS (underlying pre-IFRS 16) towards the lower end of the previously indicated range of 7.0-7.5p. We expect to deliver these results despite the significant strengthening of Sterling against most of our major currencies during the year."

"Our strong expected performance in FY2023 underpins our confidence in the delivery of our FY2024 planning assumptions (set out in December 2022 at the prevailing FX rates), including for EBITDA (underlying pre-IFRS 16) to be in the range of £325m-£375m. We note that, reflecting the strengthening of Sterling against most of our major currencies since December 2022, at current FX rates the translation impact would be to reduce FY2024 EBITDA (underlying pre-IFRS 16) by approximately 6% or c.£20m."

For the purposes of compliance with LR 9.8.4R(2), the actual figures for the 2023 Financial Year were: £3009.7m revenue, £280m EBITDA (on a pre-IFRS 16 basis) and 7.1p earnings per share, in line with the guidance issued in the 2022 FY Results, Q1 Update, HY Results, Q3 Update and Pre-Close Update.

Major Shareholdings

Information provided to the Company pursuant to the DTRs is published on a Regulatory Information Service and on our website. As at 30 September 2023, we had received the following notifications of major shareholdings of 3% or more under DTR 5 (the percentages shown are the percentages at the time of the disclosure and have not been re-calculated based on the issued share capital at year-end).

Name	Date of notification of interest	% of issued ordinary share capital
JP Morgan Asset Management (UK) Limited and JP Morgan Investment Management Inc	10.07.14	3.58%
Schroders plc	07.11.14	4.99%
GIC Private Limited (Chase Nominees Limited)	02.11.17	3.16%
Old Mutual Global Investors (UK) Limited	02.07.18	9.71%
Artemis Investment Management LLP	10.12.19	5.06%
Marathon Asset MGMT Limited	23.08.21	8.24%
Parvus Asset Management Europe Limited	08.12.21	5.19%
HSBC Holdings PLC	08.02.22	9.21%
BlackRock, Inc.	13.06.23	Below 5%
APG Asset Management Limited	28.09.23	10.99%

On 28 November 2023, the Company was notified that APG Asset Management Limited had increased their holding from 10.99% to 11.04%. No other notifications were received between 30 September 2023 and the date of this report.

So far as the Company is aware, no other person held a notifiable interest in the ordinary share capital of the Company. The holdings and voting rights shown to the left were correct at the date of notification. These holdings may have changed since the Company was notified, including as a result of share consolidations in 2018 and 2019, and the Rights Issue in April 2021.

As at 30 September 2023, the Company had no controlling shareholders. No shareholder holds ordinary shares that carry special rights relating to the control of the Company.

Employee engagement and business relationships

Understanding the views and values of all of our stakeholders, including employees, customers, investors and other business relationships, is critical to SSP's success. Examples of how our Board Directors have engaged with employees and had regard to employee and other stakeholder interests and the effect of that regard, including on the principal decisions taken by the Company, are detailed throughout this report, and specific examples can be found on pages 40-49 and 94-97.

Details of how information is communicated to employees (including as to participation in our employee share plans) and how we achieve a common awareness with our employees of the financial and economic factors affecting the performance of the Company is on pages 22-23, 43, 94-95 and 98-101.

Supplier payment policy

The country business teams within the Group are responsible for establishing appropriate policies with regard to the payment of their suppliers.

The Group has a set of standard terms and conditions which is used throughout the Group, adapted for local law. It is Group policy that supplier arrangements should take place on the Group's standard terms and conditions wherever possible. In the event that they are not agreed, our operating companies will agree terms and conditions under which supply arrangements are made. It is Group policy that provided a supplier is complying with the relevant terms and conditions, including the prompt and complete submission of all specified documentation, payment will be made in accordance with agreed terms. It is also Group policy to ensure that suppliers know the terms on which payment will take place when business arrangements are agreed.

For the payment practices reporting period ended 29 March 2023, the average time to pay for our UK operating business was 38 days.

Change of control

Contracts

There are a number of contracts entered into by members of the Group that allow the counterparties to alter or terminate those arrangements in the event of a change of control of the Company. These arrangements are commercially sensitive and confidential, and their disclosure could be seriously prejudicial to the Group.

Other agreements

Other than a service contract between the Executive Directors and a Group company, no Director had a material interest at any time during the year in any significant contract with the Company or any of its subsidiaries. The Company does not have agreements with any Director, officer or employee that would provide compensation for loss of office or employment resulting from a takeover, except that provisions of the Company's employee share plans may cause options and awards granted under such plans to vest on a takeover.

The Group's main credit facilities, being the committed bank facilities agreement dated 12 July 2023 (the 'Facilities Agreement') entered into by SSP Financing Limited ('SSP Financing'), a wholly-owned subsidiary of the Company, contain a change of control provision which provides that if any person or group of persons acting in concert gain Control of the Company (i) SSP Financing shall promptly notify the agent upon becoming aware of that event and the agent shall promptly notify the lenders, (ii) a lender shall not be obliged to fund a Loan (except for a Rollover Loan), (iii) the agent and SSP Financing shall enter into negotiations for a period of not more than 15 business days with a view to agreeing alternative terms for continuing the Facilities and any alternative basis agreed shall, with the prior consent of all the lenders and SSP Financing, be binding on all parties and (iv) if, after 15 business days of negotiations between the agent and SSP Financing, no alternative basis has been agreed in accordance with (iii), then if a lender so requires and notifies the agent within 5 business days after the end of the negotiation period, the agent shall (by not less than 15 business days' notice to SSP Financing) cancel the commitments of that lender and declare the participation of that lender in all outstanding Loans, together with accrued interest, and all other amounts accrued under the finance documents immediately due and payable, whereupon the commitment of that lender will be cancelled and all such outstanding amounts, will become immediately due and payable. Capitalised terms used in this paragraph and not otherwise defined shall have the meanings given to them in the Facilities Agreement.

SSP Financing also entered into: (i) a note purchase agreement on 9 August 2018 (as amended from time to time) ('2018 NPA') in respect of a US$175m issue of US Private Placement notes (the '2018 Notes'); and (ii) a note purchase agreement on 11 April 2019 (as amended from time to time) ('2019 NPA') in respect of a US$199.5m and €58.5m issue of US Private Placement notes ('2019 Notes'). The 2018 NPA and 2019 NPA ('NPAs') each contain a change of control provision whereby if any one person or a group of persons acting in concert gain Control of the Company (as defined in the NPAs), then the Company and SSP Financing must give written notice of this to the holders of the 2018 Notes and 2019 Notes ('Notes'). The written notice shall contain an offer by SSP Financing to prepay the entire unpaid principal amount of the Notes held by each holder together with interest thereon.

Diversity reporting under Section 414C(8)(c) of the Act

Details of the persons of each sex as at 30 September 2023 for the categories referred to under Section 414C(8)(c) of the Act are set out below.

	Male	Female
Directors of SSP Group plc	4 (50%)	4 (50%)
Senior Managers[1]	8 (67%)	4 (33%)
Employees of SSP Group[2]	20,575 (49%)	21,177 (51%)

1 Senior Managers comprise the Group Executive Committee (excluding the Group CEO and the Deputy Group CEO and CFO).
2 For the all employee number we have included the numbers for all employees across the Group, not just SSP Group plc.

Political donations

Our policy is to not make any political donations. Neither the Company nor its subsidiaries, during the financial year ended 30 September 2023, made any political donation to a political party, other political organisation or independent election candidate, or incurred any political expenditure or made any contribution to a non-UK political party. However, in view of the broad wording adopted in the Act, and the Board's wish to avoid any inadvertent infringement of it, the Company will again propose to shareholders at the 2024 AGM that a precautionary authority be granted of up to £25,000 in aggregate. Details are included in our Notice of AGM.

Branches

The Company does not have any branches outside the UK.

Research and development

The Group does not undertake material levels of research and development activity.

Disabled employees

The Company gives full and fair consideration to applications for employment by disabled persons, bearing in mind the aptitudes of the applicant concerned. In the event of employees becoming disabled while in the course of their employment, every effort is made to ensure that their employment with the Group continues, and that appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of disabled persons should, so far as possible, be identical to that of other employees. Our markets have progressed further initiatives and activities to embrace diversity and help drive an inclusive business for our colleagues and customers. Further, during the year, we have developed a Neurodiversity and Disability Network for launch at the end of the 2023 calendar year. See pages 42-43 of our Sustainability Report.

Auditor

The auditor, KPMG LLP, has indicated its willingness to continue in office, and a resolution that it will be reappointed will be proposed at the 2024 AGM.

Statement of disclosure of information to auditors

Insofar as each Director in office on the date of approval of this report is aware, there is no relevant audit information of which the Company's external auditor is unaware, and the Directors have taken all the steps which they ought to have taken as Directors, to make themselves aware of any relevant audit information and to establish that the Company's external auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Act.

AGM 2024

The AGM will be held on 30 January 2024. Further details of the arrangements for the 2024 AGM are set out in the Notice of AGM, which, along with other relevant documentation, is enclosed with this Annual Report or available on the Group's website at www.foodtravelexperts.com. The Directors consider that each of the resolutions is in the best interests of the Company and the shareholders as a whole and recommend that shareholders vote in favour of all the resolutions.

The Notice of AGM specifies deadlines for exercising voting rights and appointing a proxy or proxies to vote in relation to resolutions to be put to the AGM.

Electronic tagging

In accordance with European Single Electronic Format ('ESEF') requirement that UK-listed companies provide their primary financial statements in standardised machine-readable format, SSP's 2023 Annual Report and Accounts is published as an XHTML tagged document which can be found on www.foodtravelexperts.com.

Approved by the Board and signed on its behalf by:

Fiona Scattergood
Group General Counsel and Company Secretary
5 December 2023

Statement of Directors' Responsibilities in respect of the Annual Report and Financial Statements

The directors are responsible for preparing the Annual Report and Accounts the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with UK-adopted international accounting standards and applicable law and have elected to prepare the parent Company financial statements accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- for the Group financial statements state whether they have been prepared in accordance with UK-adopted international accounting standards.
- for the parent Company financial statements, state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the parent Company financial statements.
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent 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.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In accordance with Disclosure Guidance and Transparency Rule 4.1.14R, the financial statements will form part of the annual financial report prepared using the single electronic reporting format under the TD ESEF Regulation. The auditor's report on these financial statements provides no assurance over the ESEF format.

Responsibility statement of the directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and Directors' Report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

Patrick Coveney
Group CEO
5 December 2023

Jonathan Davies
Deputy Group CEO and CFO
5 December 2023

Financial statements

Independent auditor's report to the members of SSP Group plc

1. Our opinion is unmodified

We have audited the financial statements of SSP Group plc ('the Company') for the year ended 30 September 2023 which comprise the consolidated income statement, the consolidated statement of other comprehensive income, the consolidated balance sheet, the consolidated statement of changes in equity, the consolidated cash flow statement, the company balance sheet and the company statement of changes in equity, and the related notes, including the accounting policies in notes 1 and 33.

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 30 September 2023 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent Company financial statements have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- the financial statements 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 are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the directors on 20 September 2006. The period of total uninterrupted engagement is for the 18 financial years ended 30 September 2023. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
Recoverability of site assets **Property, plant and equipment ('PPE') – specific CGUs within the overall balance of £586.9m (FY22: £469.3m)** **Right-of-use ('ROU') assets – specific CGUs within the overall balance of £931.5m (FY22: £736.3m)** Our assessment of the risk is that it has decreased since FY22. Refer to Audit Committee Report (page 112); Note 1.16, Accounting policies (page 165); Note 11, Property, and equipment (page 172); and Note 13, Right-of-use assets (page 175)	**Forecast based assessment** There is a risk that site assets are overstated if future cash generated from individual sites does not support their carrying amounts. Covid-19 led to a material decline in passenger numbers in previous years, which in turn adversely impacted the Group's performance. While revenue was anticipated to revert to pre-Covid-19 levels in FY23, at the time of audit planning, there was still higher uncertainty over this recovery as well as the impact of broader inflationary pressures on performance. As the year progressed, the Group has shown improved performance, and full year revenue of £3,009.7m was above pre-Covid-19 levels. Assessing the recoverability of site assets relies on a number of assumptions around future trading performance, such as future sales growth rates and discount rates, that involve estimation uncertainty. Site level performance and forecasts are localised and therefore the risk over recoverability of site assets varies across countries. Our risk assessment this year, conducted at a country level, identified that the risk was associated with PPE and ROU assets in Spain, France and Germany. The effect of these matters is that, as part of our risk assessment for audit planning purposes, we determined that the carrying value of site assets had a higher degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality as a whole. In conducting our final audit work, we reassessed the degree of estimation uncertainty to be less than materiality.	**Our procedures included:** **Our sector experience –** We used third-party industry reports and government sources, as well as our experience and understanding of the retail and travel sectors, to challenge the key assumptions used to develop the Group's forecasts. **Our valuation expertise –** We used our understanding of similar companies and our experience to assist us in assessing the appropriateness of the impairment review methodology and assumptions, including an assessment of the discount rate assumptions used by the Group. **Sensitivity analysis –** We prepared multiple alternate scenarios sensitising key assumptions individually and in combination to assess their impact on the recoverability of the site assets. **Historical comparison –** We evaluated the historical accuracy of the Group's forecasts by comparing budgets to actual results. **Testing application –** We tested the completeness of site assets included in the Group's CGU impairment exercise, including the treatment of recognised right-of-use assets, and assets acquired and disposed during the period. We also tested whether the Group's forecasts had been appropriately and consistently included in the impairment models. **Assessing transparency –** We assessed the appropriateness of the Group's disclosures in respect of the recoverability of site assets. We performed the tests above rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. **Our results** We found the site assets balances, and the related impairment charge, to be acceptable (FY22: acceptable)

	The risk	Our response
Accounting for the acquisition of the business and related assets from Midfield Concession Enterprises ('MCE') **Property, plant, and equipment of £25.9m** **Right-of-use assets of £34.5m** **Other assets of £0.4m** The risk is new in FY23. Refer to Audit Committee Report (page 112) ; Note 1.12, Accounting policies (page 164); and Note 31, Business combinations and other acquisitions (page 191)	**Significant unusual transaction** On 6 June 2023, the Group acquired the business and net assets related to concessions at six airports in the United States from MCE for a purchase consideration transferred of £37.5m and £23.3m of lease liabilities assumed. The Purchase Price Allocation ('PPA') accounting is material in the context of the Group's financial statements. There is a risk that assets acquired are not completely identified or not valued appropriately which would result in amortising or depreciating assets being understated, and the resulting Goodwill balance being overstated. While the acquisition of assets is less complex than other acquisition methods, the extent of audit effort undertaken on the PPA accounting resulted in our determination that the PPA accounting is a key audit matter in the current period.	**Our procedures included:** **Methodology choice –** We assessed the results of management's PPA accounting by considering if it was in accordance with relevant accounting standards. **Tests of detail –** We inspected a sample of acquired lease agreements and agreed them to the inputs used to value the right-of-use assets and related lease liabilities. We physically inspected a sample of acquired property, plant and equipment assets acquired to verify their existence. **Our valuation expertise –** We used our own valuation expert to assist in assessing the valuation techniques used in the PPA accounting and their application, and the appropriateness of the results. **Assessing application –** We considered the results of management's PPA accounting and compared it to our expectations, taking account of our understanding of the underlying transaction. **Assessing transparency –** We assessed the appropriateness of the Group's disclosures in respect of the results of the PPA accounting. We performed the tests above rather than seeking to rely on any of the Group's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. **Our results** We found the balance of acquired assets to be acceptable (FY22: not applicable).
Recoverability of parent's investment in subsidiary undertaking **Investment in subsidiary – £1,203.4m (FY22: £1,202.0m)** Our assessment of the risk is that it has decreased since FY22. Refer to Note 33, Accounting policies (page 195); and Note 35, Investment in subsidiary undertakings (page 196)	**Low risk, high value** The carrying amount of the parent company's investment in subsidiary represents 82% (FY22: 81%) of the company's total assets. Its recoverability is not at a high risk of significant misstatement or subject to significant judgement. Due to the improved performance of the Group following the recovery of revenue in FY23 to be higher than pre-Covid-19 levels, our assessment of the risk is that it has decreased since FY22. However, due to its materiality in the context of the parent company financial statements, this is the area that had the greatest effect on our overall parent company audit.	**Our procedures included:** **Tests of detail –** We compared the carrying amount of the investment book value to the underlying aggregate recoverable amount of the Group's CGUs, after adjusting for net debt. **Comparing valuations –** We compared the carrying amount of the investment to the market capitalisation for the Group (after adjusting for net debt). We performed the tests above rather than seeking to rely on any of the Company's controls because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described. **Our results** We found the Company's conclusion that there is no impairment in its investment in subsidiary to be acceptable (FY22: acceptable).

We continue to perform procedures over Recoverability of goodwill and indefinite life intangible assets, and Going concern. However, following the continued recovery of performance and the revenue of the Group in FY23 being higher than pre-Covid-19, and the FY23 refinancing (as disclosed in Note 19), we have not assessed these as areas of the most significant risk in our FY23 audit and, therefore, they are not separately identified in our report this year.

3. Our application of materiality and an overview of the scope of our audit

Materiality for the Group financial statements as a whole was set at £15.0m (FY22: £11.5m), determined with reference to a benchmark of Group total revenue as disclosed in Note 5 of which it represents 0.5% (FY22: 0.7%). In FY22, the revenue materiality benchmark was normalised through averaging of the last four years due to fluctuations in the business cycle.

Materiality for the parent Company financial statements as a whole was set at £6.0m (FY22: £4.6m), determined with reference to a benchmark of Company total assets, of which it represents 0.4% (FY22: 0.3%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 75% (FY22: 65%) of materiality for the financial statements as a whole, which equates to £11.2m (FY22: £7.5m) for the Group and £4.5m (FY22: £3.0m) for the parent Company. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.75m (FY22: £0.58m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

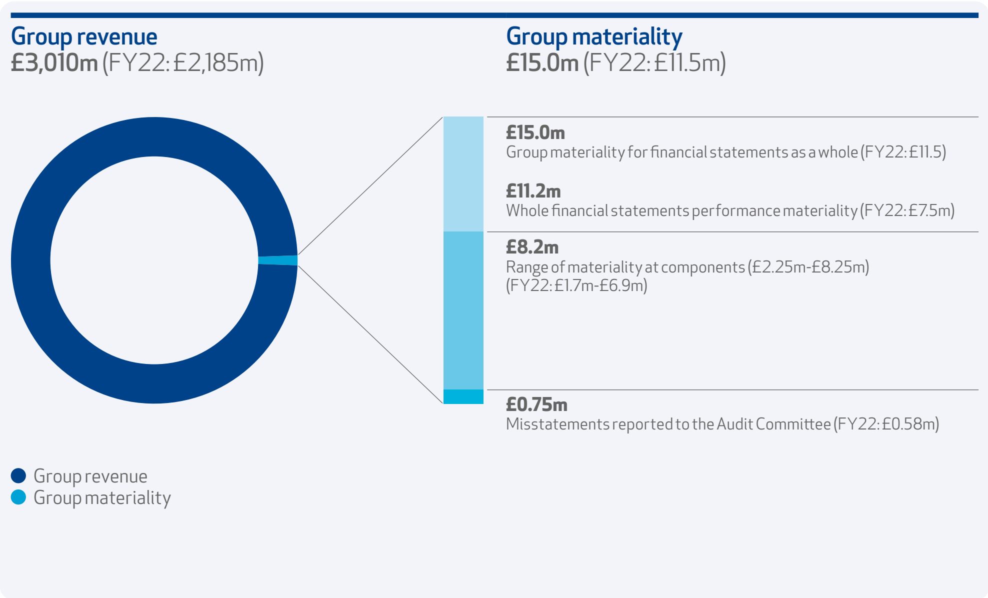
Scope

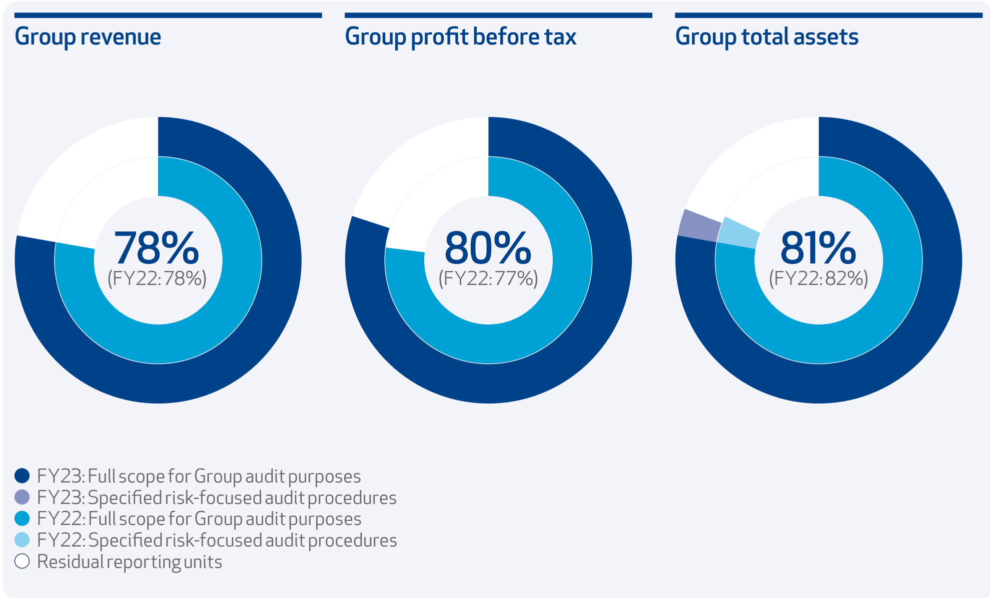
We involved 11 component teams (FY22: 10 component teams) (including the Group team) in the audit. Of the Group's 210 (FY22: 189) reporting units, we subjected 93 (FY22: 79) reporting units to full scope audits for group purposes and 1 (FY22: 1) to specified risk-focused audit procedures. The latter was not individually financially significant enough to require a full scope audit for group purposes, but did present specific individual risks that needed to be addressed.

The reporting units within the scope of our work accounted for the percentages illustrated below.

The remaining 22% (FY22: 22%) of total Group revenue, 20% (FY22: 23%) of Group profit before tax and 19% (FY22: 18%) of total Group assets is represented by 116 (FY22: 108) reporting units, none of which individually represented more than 2.5% (FY22: 4%) of any of total Group revenue, Group profit before tax or total Group assets. For the residual reporting units, we performed analysis at an aggregated group level to re-examine our assessment that there were no significant risks of material misstatement within these.

The Group team instructed component auditors as to the significant areas to be covered, including the relevant risks detailed above and the information to be reported back. The Group team approved the component materialities, which ranged from £2.25m to £8.25m (FY22: £1.7m to £6.9m), having regard to the mix of size and risk profile of the reporting units across the Group. The work on 90 of the 93 reporting units (FY22: 76 of the 79 reporting units) was performed by component auditors and the rest, including the audit of the parent Company, was performed by the Group team. The scope of the audit work performed was predominately substantive as we placed limited reliance upon the Group's internal control over financial reporting.





Testing over all key audit matters included in Section 2 was performed by the Group team, with the exception of procedures 'Sensitivity analysis' and 'Testing application' for Recoverability of site assets, and 'Test of detail' and 'Our valuation expertise' for the Accounting for the acquisition of the business and related assets from Midfield Concession Enterprises. These procedures were performed by our component auditor teams.

The Group team undertook visits to 3 (FY22: 3) in-scope locations, in the US, Spain and Germany (FY22: the US, Spain and India) to assess the audit risk and strategy. Video and telephone conference meetings were also held with all in-scope component auditors. At these visits and meetings, the findings reported to the Group team were discussed in more detail, and any further work required by the Group team was then performed by the component auditor.

4. The impact of climate change on our audit

Due to the nature of the Group's operating sites and revenue streams, there is a possibility that climate change risks, opportunities, and the Group's own commitments and changing regulations could have a significant impact on the Group's business and operations. There is a possibility that climate change risks, both physical and transitional, could affect financial statement balances, through estimates such as the valuation of goodwill.

As part of our audit, we performed a risk assessment of the impact of climate change risk on the financial statements and our audit approach. As a part of this, we held discussions with our own climate change professionals to challenge our risk assessment. In doing this we performed the following:

- Understanding management's processes: We made enquiries to understand management's assessment of the potential impact of climate change risk on the Group's Annual Report and Accounts and the Group's preparedness for this. As a part of this we made enquiries to understand management's risk assessment process as it relates to possible effects of climate change on the Annual Report and Accounts.
- Valuations: We considered how the Group considers the impact of climate change risk, both in terms of impacts on input costs and changes in passenger footfall through transport hubs.

We did not identify the impact of climate risk as a separate key audit matter, given the nature of the Group's operations and knowledge gained of its impact on critical accounting estimates during our risk assessment procedures and testing, including the relatively short-term nature of many of the Group's assets.

Audit procedures in relation to Key Audit Matters

In our key audit matter relating to the recoverability of site assets, as set out in section 2 of this report, we determined that climate change could affect projections of footfall and input costs. We have assessed the impacts of these risks within our assessment of forecast cash flows overall.

Other audit procedures

During the course of our audit, we considered the Group's processes around climate change related disclosures in the Annual Report and read the disclosures in the Strategic Report and Directors' Report and considered its consistency with the financial statements and our audit knowledge. We held discussions with our own climate change professionals to challenge our assessment.

5. Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group's and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ('the going concern period').

We used our knowledge of the Group, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Group's and Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Group's and Company's available financial resources and/or metrics relevant to debt covenants over this period were:

- The recovery in traveller numbers and trends following Covid-19 and further recovery in the going concern period;
- The impact of broader macro-economic factors such as inflation and interest rates, and geopolitical factors on traveller numbers.

We considered whether these risks could plausibly affect the liquidity or covenant compliance in the going concern period by comparing severe, but plausible downside scenarios that could arise from these risks individually and collectively against the level of available financial resources and covenants indicated by the Group's financial forecasts.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the Directors' statement in Note 1.2 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Group and Company's use of that basis for the going concern period, and we found the going concern disclosure in Note 1.2 to be acceptable; and
- the related statement under the Listing Rules set out on page 78 is materially consistent with the financial statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group or the Company will continue in operation.

6. Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ('fraud risks'), we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud.

Our risk assessment procedures included:

- enquiring of the Directors, management, legal counsel, and members of the Internal Audit function as to whether they are aware of any instances of fraud, and as to the Group's high-level policies and procedures to prevent and detect fraud;
- reading Board and committee minutes;
- using analytical procedures to identify any unusual or unexpected relationships;
- inspection of internal audit reports issued during the year and whistle-blower logs; and
- considering the Group's results against performance targets and the Group's remuneration policies, key drivers for remuneration, and bonus levels.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. This included communication to our global component teams of all relevant fraud risks identified at the Group level, and requests to our component audit teams to report to the Group audit team any instances of fraud which could give rise to a material misstatement at the Group level.

As required by auditing standards, and having considered the impact of the Group's results against performance targets, we perform procedures designed to address the risk of management override of controls, in particular the risk that Group and component management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as the recoverability of site assets. Further detail in respect of this matter is set out in the key audit matter disclosures within section 2 of this report.

On this audit, we do not believe that there is a fraud risk related to revenue recognition based on the following assessment:

- The accounting for the majority of the Group's sales is non-complex, with a strong correlation to cash receipts and limited opportunities for manual intervention in the sales process to fraudulently manipulate revenue.
- There is limited judgement in the accounting for sales which further limits management's opportunity to fraudulently manipulate revenue.

We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying and testing journal entries and other adjustments for all full scope components based on specific risk-based criteria and comparing identified entries to supporting documentation. These included entries posted by unusual or unauthorised users, those posted to unexpected account combinations and those with unusual posting descriptions.
- Assessing significant accounting estimates for bias.

Identifying and responding to risks and material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the Financial Statements from our general commercial and sector experience, through discussions with the Directors and other management (as required by auditing standards), and from inspection of the Group's regulatory and legal correspondence and discussed with the Directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations risks throughout our team and remained alert to any indication of non-compliance throughout the audit. This included communication from the Group to all component audit teams of relevant laws and regulations identified at the Group level, and a request for component auditors to report to the Group audit team any instances of non-compliance with laws and regulations that could give rise to a material misstatement at the Group level.

The potential effect of these laws and regulations on the financial statements varies considerably. Firstly, the Group is subject to laws and regulations that directly affect the Financial Statements, including financial reporting legislation (including related company legislation, distributable profits legislation, and taxation legislation (direct and indirect). We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is also subject to many other laws and regulations, where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Group's permission to operate in geographic locations where non-adherence to laws could prevent trading in these locations. We identified the following areas as being most likely to have such an effect:

- Consumer product laws such as product safety, quality standards and communication of allergens, reflecting the nature of the Group's operations;
- Employee health and safety, reflecting the nature of the group's operating locations; and
- Data privacy laws, reflecting the customer data held by the group.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the Financial Statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed an instance of non-compliance with laws and regulations is from the events and transactions reflected in the Financial Statements, the less likely it is that the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omission, misrepresentation, or override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance of fraud and cannot be expected to detect non-compliance with all laws and regulations.

7. We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' remuneration report

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the Viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the directors' confirmation within the Viability statement on page 78 that they have carried out a robust assessment of the emerging and principal risks facing the Group, including those that would threaten its business model, future performance, solvency and liquidity;
- the Emerging and Principal Risks disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the directors' explanation in the Viability statement of how they have assessed the prospects of the Group, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the Viability statement, set out on page 78 under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Group's and Company's longer-term viability.

Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the Directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit Committee, including the significant issues that the audit committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the annual report that describes the review of the effectiveness of the Group's risk management and internal control systems.

We are required to review the part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review. We have nothing to report in this respect.

8. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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 and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

9. Respective responsibilities

Directors' responsibilities

- As explained more fully in their statement set out on page 145, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; assessing the Group and 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 they 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

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The Company is required to include these financial statements in an annual financial report prepared using the single electronic reporting format specified in the TD ESEF Regulation. This auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with that format.

10. The purpose of our audit work and to whom we owe our responsibilities

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.

Lourens de Villiers
(Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, E14 5GL
5 December 2023

Consolidated income statement
for the year ended 30 September 2023

	Notes	2023 Underlying[1] £m	2023 Adjustments £m	2023 Total £m	2022 Underlying[1] £m	2022 Adjustments £m	2022 Total £m
Revenue	3	3,009.7	–	3,009.7	2,185.4	–	2,185.4
Operating costs	5	(2,804.9)	(38.0)	(2,842.9)	(2,153.7)	59.8	(2,093.9)
Operating profit/(loss)		204.8	(38.0)	166.8	31.7	59.8	91.5
Share of profit of associates	14	7.2	(6.7)	0.5	6.6	–	6.6
Finance income	8	17.0	–	17.0	4.9	–	4.9
Finance expense	8	(103.6)	7.4	(96.2)	(86.4)	8.6	(77.8)
Profit/(loss) before tax		125.4	(37.3)	88.1	(43.2)	68.4	25.2
Taxation	9	(29.1)	(2.9)	(32.0)	0.9	(16.2)	(15.3)
Profit/(loss) for the year		96.3	(40.2)	56.1	(42.3)	52.2	9.9
Profit/(loss) attributable to:							
Equity holders of the parent		49.6	(41.5)	8.1	(60.9)	50.7	(10.2)
Non-controlling interests	24	46.7	1.3	48.0	18.6	1.5	20.1
Profit/(loss) for the year		96.3	(40.2)	56.1	(42.3)	52.2	9.9
Earnings/(loss) per share (pence):							
– Basic	4	6.2	–	1.0	(7.7)	–	(1.3)
– Diluted	4	6.2	–	1.0	(7.7)	–	(1.3)

1 Presented on an underlying basis, which excludes non-underlying items as further explained in note 6.

Consolidated statement of other comprehensive income

for the year ended 30 September 2023

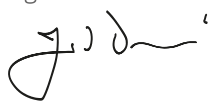
	Notes	2023 £m	2022 £m
Other comprehensive income/(expense)			
Items that will never be reclassified to the income statement:			
Remeasurements on defined benefit pension schemes	22	**(4.4)**	8.5
Tax credit/(charge) relating to items that will not be reclassified		**1.0**	(1.2)
Items that are or may be reclassified subsequently to the income statement:			
Net gain/(loss) on hedge of net investment in foreign operations		**33.9**	(56.3)
Other foreign exchange translation differences		**(49.4)**	45.6
Effective portion of changes in fair value of cash flow hedges		**–**	(0.1)
Cash flow hedges – reclassified to income statement		**–**	1.4
Tax (charge)/credit relating to items that are or may be reclassified		**(1.1)**	3.6
Other comprehensive income for the year		**(20.0)**	1.5
Profit for the year		**56.1**	9.9
Total comprehensive income for the year		**36.1**	11.4
Total comprehensive (expense)/income attributable to:			
Equity holders of the parent		**(0.7)**	(19.6)
Non-controlling interests	24	**36.8**	31.0
Total comprehensive income for the year		**36.1**	11.4

Consolidated balance sheet
as at 30 September 2023

	Notes	2023 £m	2022 £m
Non-current assets			
Property, plant and equipment	11	**586.9**	469.3
Goodwill and intangible assets	12	**681.1**	701.7
Right-of-use assets	13	**931.5**	736.3
Investments in associates	14	**16.2**	17.0
Deferred tax assets	15	**91.0**	89.0
Other receivables	17	**81.2**	85.5
		2,387.9	2,098.8
Current assets			
Inventories	16	**42.4**	37.0
Tax receivable		**6.0**	1.5
Trade and other receivables	17	**158.6**	142.0
Cash and cash equivalents	18	**303.3**	543.6
		510.3	724.1
Total assets		**2,898.2**	2,822.9
Current liabilities			
Short-term borrowings	19	**(12.6)**	(68.8)
Trade and other payables	20	**(741.1)**	(719.3)
Tax payable		**(23.3)**	(18.5)
Lease liabilities	21	**(252.3)**	(216.5)
Provisions	23	**(25.3)**	(24.6)
		(1,054.6)	(1,047.7)
Non-current liabilities			
Long-term borrowings	19	**(682.8)**	(771.1)
Post-employment benefit obligations	22	**(10.5)**	(10.8)
Lease liabilities	21	**(776.4)**	(638.1)
Other payables	20	**(1.3)**	(1.4)
Provisions	23	**(30.7)**	(35.9)
Deferred tax liabilities	15	**(19.8)**	(6.9)
		(1,521.5)	(1,464.2)
Total liabilities		**(2,576.1)**	(2,511.9)
Net assets		**322.1**	311.0

	Notes	2023 £m	2022 £m
Equity			
Share capital	24	**8.6**	8.6
Share premium	24	**472.7**	472.7
Capital redemption reserve	24	**1.2**	1.2
Other reserves	24	**(18.2)**	(9.0)
Retained losses		**(238.1)**	(248.5)
Total equity shareholders' funds		**226.2**	225.0
Non-controlling interests	24	**95.9**	86.0
Total equity		**322.1**	311.0

These financial statements were approved by the Board of Directors on 5 December 2023 and were signed on its behalf by:



Jonathan Davies
Deputy Group CEO and CFO

Consolidated statement of changes in equity
for the year ended 30 September 2023

	Share capital £m	Share premium £m	Capital redemption reserve £m	Other reserves £m	Retained earnings/ (losses) £m	Total parent equity £m	Non-controlling interests £m	Total equity £m
Balance at 30 September 2021	8.6	472.7	1.2	7.7	(249.9)	240.3	70.4	310.7
(Loss)/profit for the year	–	–	–	–	(10.2)	(10.2)	20.1	9.9
Other comprehensive income/(expense) for the year	–	–	–	(16.7)	7.3	(9.4)	10.9	1.5
Capital contributions from non-controlling interests (note 24)	–	–	–	–	–	–	3.4	3.4
Dividends paid to non-controlling interests (note 24)	–	–	–	–	–	–	(18.8)	(18.8)
Share-based payments	–	–	–	–	4.0	4.0	–	4.0
Tax on share-based payments	–	–	–	–	0.1	0.1	–	0.1
Other movements	–	–	–	–	0.2	0.2	–	0.2
At 30 September 2022	8.6	472.7	1.2	(9.0)	(248.5)	225.0	86.0	311.0
Profit for the year	**–**	**–**	**–**	**–**	**8.1**	**8.1**	**48.0**	**56.1**
Other comprehensive expense for the year	**–**	**–**	**–**	**(5.4)**	**(3.4)**	**(8.8)**	**(11.2)**	**(20.0)**
Capital contributions from non-controlling interests (note 24)	**–**	**–**	**–**	**–**	**–**	**–**	**17.3**	**17.3**
Dividends paid to non-controlling interests (note 24)	**–**	**–**	**–**	**–**	**–**	**–**	**(45.3)**	**(45.3)**
Purchase of additional stake in subsidiary (note 24)	**–**	**–**	**–**	**(1.1)**	**–**	**(1.1)**	**1.1**	**–**
Transactions with non-controlling interests (note 24)	**–**	**–**	**–**	**(2.7)**	**–**	**(2.7)**	**–**	**(2.7)**
Share-based payments	**–**	**–**	**–**	**–**	**5.7**	**5.7**	**–**	**5.7**
At 30 September 2023	**8.6**	**472.7**	**1.2**	**(18.2)**	**(238.1)**	**226.2**	**95.9**	**322.1**

Consolidated cash flow statement
for the year ended 30 September 2023

	Notes	2023 £m	2022 £m
Cash flows from operating activities			
Cash flow from operations	26	**498.3**	434.5
Tax paid		**(19.6)**	(2.3)
Net cash flows from operating activities		**478.7**	432.2
Cash flows from investing activities			
Dividends received from associates	14	**7.3**	4.3
Interest received		**11.5**	2.2
Purchase of property, plant and equipment	11	**(219.9)**	(146.0)
Purchase of other intangible assets	12	**(22.6)**	(13.6)
Acquisition in the year, net of cash and cash equivalents acquired	31	**(41.2)**	(1.4)
Net cash flows from investing activities		**(264.9)**	(154.5)
Cash flows from financing activities			
Repayment of bank borrowings	27	**(95.9)**	(304.9)
Debt refinancing and modification fees paid		**(4.6)**	(1.3)
Receipt of bank loans		**–**	1.0
Loans (repaid to)/taken from non-controlling interests	27	**(1.2)**	8.6
Payment of lease liabilities – principal	21	**(197.5)**	(137.0)
Payment of lease liabilities – interest	21	**(53.1)**	(37.9)
Interest paid excluding interest on lease liabilities		**(57.6)**	(42.7)
Dividends paid to non-controlling interests	24	**(45.3)**	(18.8)
Refinancing of associates		**(8.0)**	–
Capital contributions from non-controlling interests		**22.5**	10.7
Net cash flows used in financing activities		**(440.7)**	(522.3)
Net decrease in cash and cash equivalents		**(226.9)**	(244.6)
Cash and cash equivalents at beginning of the year		**543.6**	773.6
Effect of exchange rate fluctuations on cash and cash equivalents		**(13.4)**	14.6
Cash and cash equivalents at end of the year		**303.3**	543.6

Notes to consolidated financial statements

1. Accounting policies

1.1 Basis of preparation

SSP Group plc (the 'Company') is a company incorporated in the United Kingdom under the Companies Act 2006. The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the Group) and equity-account the Group's interest in its associates. These financial statements have been prepared in accordance with UK-adopted International Accounting Standards('IAS') and with the requirements of the Companies Act 2006 (the 'Act').

The financial statements are presented in Sterling, which is the Company's functional currency. All information is given to the nearest £0.1 million.

The financial statements are prepared on the historical cost basis, except in respect of financial instruments (including derivative instruments) and defined benefit pension schemes for which assets are measured at fair value, as explained in the accounting policies below.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.2 Going concern

These financial statements are prepared on a going concern basis.

The Board has reviewed the Group's financial forecasts as part of the preparation of its financial statements, including cash flow forecasts prepared for a period of twelve months from the date of approval of these financial statements ('the going concern period') and taking into consideration a number of different scenarios. Having carefully reviewed these forecasts, the Directors have concluded that it is appropriate to adopt the going concern basis of accounting in preparing these financial statements for the reasons set out below.

In making the going concern assessment, the Directors have considered forecast cash flows and the liquidity available over the going concern period. In doing so they assessed a number of scenarios, including a base case scenario and a severe but plausible downside scenario. The base case scenario reflects an expectation of a continuing recovery in passenger numbers in most of our key markets during the forecast period, augmented by the ongoing roll-out of our new business pipeline.

With some uncertainty surrounding the economic and geo-political environment over the next twelve months, a downside scenario has also been modelled, applying severe but plausible assumptions to the base case. This downside scenario reflects a pessimistic view of the travel markets for the remainder of the current financial year, assuming sales that are around 10% lower than in the base case scenario.

In both its base case and downside case scenarios, the Directors are confident that the Group will have sufficient funds to continue to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of the financial statements, and that it will have headroom against all applicable covenant tests throughout this period of assessment. The Directors have therefore deemed it appropriate to prepare the financial statements for the year ended 30 September 2023 on a going concern basis.

1.3 Changes in accounting policies and disclosures

During the year ended 30 September 2023, the Group adopted the following standards:

- Reference to the Conceptual Framework (Amendments to IFRS 3)
- Property, Plant and Equipment – Proceeds before Intended Use (Amendments to IAS 16)
- Onerous Contracts – Cost of fulfilling a Contract (Amendments to IAS 37)
- Annual Improvements to IFRS Standards 2018-2020
- Amendments to IAS 12 Income Taxes – International Tax Reform – Pillar Two Model Rules

There were no adjustments to current year or prior year amounts as a result of adopting these standards.

Amendments to IAS 12 Income Taxes – International Tax Reform – Pillar Two Model Rules: The Group has adopted the amendments to IAS 12 for the first time in the current year. The IASB amends the scope of IAS 12 to clarify that the Standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements qualified domestic minimum top up taxes described in those rules. The amendments introduce a temporary exception to the accounting requirements for deferred taxes in IAS 12, so that an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes. Following the amendments, the Group is required to disclose that it has applied the exception and to disclose separately its current tax expense (income) related to Pillar Two income taxes.

1.4 New accounting standards not yet adopted by the Group

The following amended standards and interpretations are not expected to have a significant impact on the Group's consolidated financial statements:

- IFRS 17 'Insurance Contracts'
- Classification of liabilities as current or non-current (Amendments to IAS 1)
- Disclosure of Accounting Policy (Amendments to IAS 1 and IFRS Practice Statement 2)
- Definition of Accounting Estimate (Amendments to IAS 8)
- Amendments to IAS 12 – Deferred Tax related to Assets and Liabilities arising from a Single transaction
- Amendment to IFRS 16 – Leases on sale and leaseback

1. Accounting policies continued

1.5 Basis of consolidation

The financial statements of the Group consolidate the results of the Company and its subsidiary entities, together with the Group's attributable share of the results of associates. All intercompany balances and transactions, including unrealised profits and losses arising from intragroup transactions, have been eliminated in full.

Subsidiaries

Subsidiaries are entities controlled by the Group. Control is the power to direct the relevant activities of the subsidiary that significantly affect the subsidiary's return so as to have rights to the variable return from its activities.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

Associates

An associate is an undertaking in which the Group has a long-term equity interest and over which it has the power to exercise significant influence.

Associates are accounted for using the equity method and are initially recognised at cost (including transaction costs). The Group's interest in the net assets of associates is reported as an investment on the consolidated balance sheet and its interest in their results are included in the consolidated income statement below the Group's operating profit. The Group's investment in associates includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Group's share of the total comprehensive income and equity movements of equity-accounted investees, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the Group's investment is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an investee.

Investments in associates are reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable. The impairment review compares the net carrying value with the recoverable amount, where the recoverable amount is the higher of the value in use, calculated as the present value of the Group's share of the investees' future cash flows and the fair value less costs of disposal.

1.6 Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement, except for differences arising on the retranslation of a financial liability designated as a hedge of the net investment in a foreign operation that is effective, or qualifying cash flow hedges, which are recognised directly in other comprehensive income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentation currency, Sterling, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the period where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the translation reserve or non-controlling interest, as appropriate. When a foreign operation is disposed of, such that control, joint control or significant influence is lost, the entire accumulated amount in the foreign currency translation reserve, net of amounts previously attributed to non-controlling interests, is recycled to the income statement as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while still retaining control, the relevant proportion of the accumulated amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while still retaining significant influence or joint control, the relevant proportion of the cumulative amount is recycled to the income statement.

Exchange differences arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in other comprehensive income. Foreign currency differences arising on the retranslation of a hedge of a net investment in a foreign operation are recognised directly in equity, in the translation reserve, to the extent that the hedge is effective. When the hedged part of a net investment is disposed of, the associated cumulative amount in equity is recycled to the income statement as an adjustment to the profit or loss on disposal.

1. Accounting policies continued

1.7 Classification of financial instruments issued by the Group

Financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability.

1.8 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method, less any impairment losses and doubtful debts. The allowance for doubtful debts is recognised based on an expected loss model which is a probability weighted estimate of credit losses.

The Group applies the simplified approach and records lifetime expected credit losses for trade and other receivables. The basis on which expected credit losses are measured uses historical cash collection data for periods of at least 24 months wherever possible. The historical loss rates are adjusted where macro-economic, industry specific factors or known issues to a specific debtor are expected to have a significant impact when determining future expected credit losses. Trade and other receivables are fully written off when each business unit determines there to be no reasonable expectation of recovery.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and deposits and liquid investments, and short-term deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents.

Other financial assets

Other financial assets comprise money market funds that are not readily convertible to cash. These are held on the balance sheet at amortised cost.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Where a modification to the terms of existing borrowings has taken place, the difference between the current carrying amount of borrowings and the modified net present value of future cash flows is taken to the income statement.

1.9 Derivative financial instruments and hedging

Derivative financial instruments

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the income statement. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged.

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the cash flow hedging reserve. Any ineffective portion of the hedge is recognised immediately in the income statement.

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gains and losses that were recognised directly in other comprehensive income are recycled into the income statement in the same period or periods during which the asset acquired or liability assumed affects profit or loss, i.e. when interest income or expense is recognised.

For cash flow hedges, other than those specified above, the associated cumulative gain or loss is removed from equity and recognised in the income statement in the same period or periods during which the hedged forecast transaction affects profit or loss.

Fair value hedges

Where a derivative financial instrument is designated as a hedge of the variability in fair value of a recognised asset or liability or an unrecognised firm commitment, all changes in the fair value of the derivative are recognised immediately in the income statement.

The carrying value of the hedged item is adjusted by the change in fair value that is attributable to the risk being hedged (even if it is normally carried at cost or amortised cost) and any gains or losses on remeasurement are recognised immediately in the income statement (even if those gains would normally be recognised directly in reserves).

1. Accounting policies continued

1.10 Property, plant and equipment
Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

Freehold buildings	50 years
Leasehold buildings	the life of the lease
Plant and machinery	3 to 13 years
Fixtures, fittings, tools and equipment	3 to 13 years

1.11 IFRS 16 Leases
The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, comprising the initial amount of the lease liability plus any initial direct costs incurred and any lease payments made at or before the lease commencement date, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the asset or the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the incremental borrowing rate being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset in a similar economic environment with similar terms and conditions. The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate or a change in the Group's assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the right-of-use asset. Variable lease payments are recognised as an expense in the income statement in the period they are incurred. For short-term leases and low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

1.12 Business combinations
Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition is measured at fair value as are the identifiable assets and liabilities acquired. The excess of the fair value of consideration transferred over the fair value of net assets acquired is accounted for as goodwill. Any goodwill that arises is tested annually for impairment.

Non-controlling interests arising from acquisition are accounted for based on the proportionate share of the fair value of identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

1.13 Acquisitions and disposals of non-controlling interests
Acquisitions and disposals of non-controlling interests that do not result in a change of control are accounted for as transactions with owners in their capacity as owners and, therefore, no goodwill is recognised as a result of such transactions. The adjustments to non-controlling interests are based on a proportionate amount of the net assets of the subsidiary. Any difference between the price paid or received and the amount by which non-controlling interests are adjusted is recognised directly in equity and attributed to the owners of the parent company.

1.14 Goodwill and intangible assets
Goodwill
Goodwill is allocated to groups of cash-generating units (CGUs) as this is the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill is not amortised but is tested annually for impairment, or when impairment triggers have been identified, at the level at which it is allocated when accounting for business combinations. Goodwill is stated at cost less any accumulated impairment losses.

Indefinite life intangible assets
Indefinite life intangible assets relate to brands recognised on acquisition of the SSP business in 2006. Indefinite life intangible assets are treated as having an indefinite life as there is no foreseeable limit to the period over which they are expected to generate net cash inflows. In particular, they are considered to have an indefinite life, given the strength and durability of the brands and the level of marketing support provided. The nature of the food and beverage industry is such that obsolescence is not a common issue, with the Group's major brands being originally created over 20 years ago.

These assets are tested annually for impairment or when impairment triggers have been identified, at the level at which they are allocated when accounting for business combinations.

Definite life and software intangible assets
Definite life intangible assets, consisting mainly of brands and franchise agreements and software, that are acquired/purchased by the Group are stated at cost less accumulated amortisation and accumulated impairment losses. Expenditure on internally generated brands is recognised in the income statement as an expense is incurred.

Amortisation
Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets (between 3 and 15 years) unless such lives are indefinite. Other intangible assets are amortised from the date they are available for use.

1.15 Inventories
Inventories comprise goods purchased for resale and consumable stores and are stated at the lower of cost and net realisable value. Cost is calculated using the 'first in first out' method.

1. Accounting policies continued

1.16 Impairment excluding inventories and deferred tax assets

Financial assets

A financial asset not carried at fair value through the income statement is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired (with a charge to the income statement) if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has had a negative effect on the estimated future cash flows of that asset, which can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the income statement.

Non-financial assets

The carrying amounts of the Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated in each period at the same time.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (or group of units) on a pro rata basis. Any subsequent reduction in an impairment loss in respect of goodwill is not reversed.

For other assets, any subsequent reduction in an impairment loss is reversed only to the extent the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.17 Employee benefits

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting the amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income. Net interest expense and other expenses related to defined plans are recognised in the income statement.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the income statement. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the employing company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees.

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under a short-term cash bonus if the employing company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payments

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of service and non-market-based vesting conditions.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, with a corresponding adjustment to equity reserves, based on the Group's estimate of equity instruments that will eventually vest. At each balance sheet date, the Group revises its estimate of the number of equity instruments expected to vest as a result of service and non-market-based vesting conditions. The impact of changes to the original estimates, if any, is recognised in the income statement such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to equity reserves.

1. Accounting policies continued

1.18 Provisions
A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at an appropriate rate.

1.19 Segment information
Segment information is provided based on the geographical segments that are reviewed by the chief operating decision-maker. In accordance with the provisions of IFRS 8 'Operational segments', the Group's chief operating decision-maker is the Board of Directors. The operating segments are aggregated if they meet certain criteria. Segment results include items directly attributable to a segment, as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly head office expenses, finance income, finance charges and income tax. No disclosure is made for net assets/liabilities as these are not reported by segment to the chief operating decision-maker.

1.20 Revenue
Revenue represents amounts for retail goods and catering services supplied to third-party customers (predominantly passengers) excluding discounts, value-added tax and similar sales taxes.

Sale of goods
Revenue is recognised at the point that control of the goods is passed to the customer. This is deemed to be at the at the point of sale of food, beverage and retail goods.

Provision of catering services
Revenue is recognised over time, as the services are provided to the customer.

1.21 Supplier income
The Group enters into agreements with suppliers to benefit from promotional activity and volume growth. Supplier incentives, rebates and discounts are recognised within cost of sales as they are earned.

1.22 Underlying items
Underlying items are those that, in management's judgement, need to be disclosed by virtue of their size, nature or incidence, in order to draw the attention of the reader and to show the underlying business performance of the Group more accurately. Such items are included within the income statement caption to which they relate, and are separately disclosed either in the notes to the consolidated financial statements or on the face of the consolidated income statement.

Non-underlying items
The Group makes reference to non-underlying items in presenting the Group's statutory profitability measures. Non-underlying items are non-recurring items of expense or income which are not incurred in the ordinary course of business (for example arising as a result of the impact of Covid-19). Examples of non-underlying items include restructuring expenses and impairment of goodwill, property, plant and equipment and right-of-use assets.

1.23 Finance income and expense
Finance income comprises interest receivable on funds invested and net foreign exchange gains that are recognised in the income statement. Finance expense comprises interest payable, finance charges on shares classified as liabilities, unwinding of the discount on lease liabilities, the unwinding of the discount on provisions and net foreign exchange losses that are recognised in the income statement. Interest income and interest expense are recognised in the income statement as they accrue, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

1.24 Taxation
Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. No provision is made for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available, against which the temporary difference can be utilised.

1. Accounting policies continued

1.25 Share capital

Where the Company purchases its own share capital (treasury shares), the consideration paid, including any directly attributable incremental costs, is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued.

Where such shares are subsequently sold or reissued, any consideration received net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

1.26 Government grants

Income received in the form of government grants is accounted for under IAS 20 'Government grants' and recognised in the income statement in the period in which the associated costs for which the grants are intended to compensate are incurred. The grant income is recognised as a reduction in the corresponding expense in the income statement.

Where a government or a government guaranteed bank loan has been received with below-market interest rates, the loan is accounted for initially at fair value discounted at market rates with the difference between the cash received and the fair value at market rates being recognised as deferred income. The unwind of the discount and the deferred income are released to and netted in finance charges in the income statement, on a straight-line basis over the duration of loan.

Other than the changes discussed in 1.3, the accounting policies adopted are consistent with those of the previous year.

2. Significant accounting estimates and judgements

The preparation of the consolidated financial statements requires management to make estimates, judgements and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. These estimates and assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year are discussed below.

Key sources of estimation uncertainty

Impairment of goodwill and indefinite life intangible assets

The Group recognises goodwill and indefinite life intangible assets that have arisen through acquisitions. These assets are subject to impairment reviews to ensure that the assets are not carried above their recoverable amounts. For goodwill and indefinite life intangible assets, reviews are performed annually as well as when there is a specific trigger for impairment. There were no specific impairment triggers in the year.

The recoverable amounts of CGUs or groups of CGUs have been determined based on value-in-use calculations. These calculations require the use of estimates and assumptions consistent with the most up-to-date budgets and plans that have been formally approved by the Board. The key assumptions used for the value-in-use calculations and associated sensitivities are set out in note 12 to these financial statements.

Critical accounting judgements

Current and deferred tax

The evaluation of recoverability of deferred tax assets requires judgements to be made regarding the availability of future taxable income. Management therefore recognises deferred tax assets only where it believes it is probable that such assets will be realised, taking account of historic evidence of taxable profits, current levels of profitability and forecasts prepared for budgets and the Group's Medium Term Plan (as referred to on page 78 in the viability statement in the risk management section of the Strategic Report).

Other sources of estimation uncertainty

Current and deferred tax

The Group is required to determine the corporate tax provision in each of the many jurisdictions in which it operates. During the ordinary course of business, there are transactions and calculations for which the ultimate determination is uncertain. As a result, the Group recognises tax liabilities based on estimates of whether additional taxes will be due. The recognition of tax benefits and assessment of provisions against tax benefits requires management judgement. In particular, the Group is routinely subject to tax audits in many jurisdictions, which by their nature are often complex and can take several years to resolve. Provisions are based on management's interpretation of country-specific tax law and the likelihood of settlement, and have been calculated using the single best estimate of likely outcome approach. Management takes advice from in-house tax specialists and professional tax advisors, and uses previous experience to inform its judgements. To the extent that the outcome differs from the estimates made, tax adjustments may be required in future periods.

Climate change

In preparing these consolidated financial statements we have considered the impact of both physical and transition climate change risks as well as our plans to mitigate against those risks on the current valuation of our assets and liabilities. We do not believe that there is a material impact on the financial reporting judgements and estimates arising from our considerations and as a result the valuations of our assets or liabilities have not been significantly impacted by these risks as at 30 September 2023.

The Group has performed an assessment of the qualitative impact of climate-related risks on our business. On the basis of this analysis we have not identified any significant impact from climate-related risks on the Group's going concern assessment nor the viability of the Group over the next three years.

Useful estimated lives of property, plant and equipment exceeding IFRS 16 lease term

In the UK, there are a number of leases which are considered to fall outside the scope of IFRS 16 due to contractual terms meaning notice can be given so the lease would end within 12 months and therefore the lease being classified as short term. In a number of cases, the leasehold improvement associated with these leases are being depreciated over a longer period, as we expect the lease term to be longer than the contractually defined minimum period, which is used for the IFRS 16 assessment.

3. Segmental reporting

SSP operates in the food and beverage travel sector, mainly at airports and railway stations.

Management monitors the performance and strategic priorities of the business from a geographic perspective, and in this regard has identified the following four key 'reportable segments': North America, Continental Europe, UK and APAC & EEME. North America includes operations in the United States, Canada and Bermuda; Continental Europe includes operations in the Nordic countries and in Western and Southern Europe; The UK includes operations in the United Kingdom and the Republic of Ireland; and APAC & EEME includes operations in Asia Pacific, India, Eastern Europe and the Middle East and South America. These segments comprise of countries which are at similar stages of development and demonstrate similar economic characteristics.

The Group's management assesses the performance of operating segments based on revenue and underlying operating profit. Interest income and expenditure are not allocated to segments, as they are managed by a central treasury function, which oversees the debt and liquidity position of the Group. The non-attributable segment comprises of costs associated with the Group's head office function and the depreciation of central assets. Revenue is measured in a manner consistent with that in the income statement.

	North America £m	Continental Europe £m	UK £m	APAC & EEME £m	Non-attributable £m	Total £m
2023						
Revenue	**668.8**	**1,136.7**	**773.6**	**430.6**	**–**	**3,009.7**
Underlying operating profit/(loss)	**68.2**	**51.9**	**66.1**	**71.0**	**(52.4)**	**204.8**
Non-underlying items (note 6)	**(1.2)**	**(19.3)**	**(11.5)**	**1.2**	**(7.2)**	**(38.0)**
Operating profit/(loss)	**67.0**	**32.6**	**54.6**	**72.2**	**(59.6)**	**166.8**
2022						
Revenue	455.4	867.9	614.9	247.2	–	2,185.4
Underlying operating profit/(loss)	18.4	22.6	23.5	13.5	(46.3)	31.7
Non-underlying items (note 6)	(1.1)	59.4	4.2	1.1	(3.8)	59.8
Operating profit/(loss)	17.3	82.0	27.7	14.6	(50.1)	91.5

Disclosure in relation to net assets and liabilities for each reportable segment is not provided as these are only reported on and reviewed by management in aggregate for the Group as a whole.

Additional information

Although the Group's operations are managed on a geographical basis, we provide additional information in relation to revenue, based on the type of travel locations as follows:

Turnover	2023 £m	2022 £m
Air	**2,101.6**	1,433.7
Rail	**751.8**	615.2
Other[1]	**156.3**	136.5
	3,009.7	2,185.4

1 The majority of Other turnover relates to revenue from motorway units.

The following amounts are included in underlying operating profit or loss:

	North America £m	Continental Europe £m	UK £m	APAC & EEME £m	Non-attributable £m	Total £m
2023						
Depreciation and amortisation	**(73.4)**	**(136.7)**	**(47.4)**	**(44.8)**	**(8.5)**	**(310.8)**
2022						
Depreciation and amortisation	(62.6)	(123.7)	(42.0)	(40.3)	(13.1)	(281.7)

A reconciliation of underlying operating profit/(loss) to loss before and after tax is provided as follows:

	2023 £m	2022 £m
Underlying operating profit	**204.8**	31.7
Non-underlying operating (loss)/profit (note 6)	**(38.0)**	59.8
Share of profit from associates	**0.5**	6.6
Finance income	**17.0**	4.9
Finance expense	**(103.6)**	(86.4)
Non-underlying finance income (note 6)	**7.4**	8.6
Profit before tax	**88.1**	25.2
Taxation	**(32.0)**	(15.3)
Profit after tax	**56.1**	9.9

The Group's customer base primarily represents individuals or groups of individuals travelling through airports and railway stations. It does not rely on a single major customer; therefore, additional segmental information by customer is not provided.

4. Earnings/(loss) per share

Basic earnings/(loss) per share is calculated by dividing the result for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings/(loss) per share is calculated by dividing the result for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year adjusted by potentially dilutive outstanding share options.

Underlying earnings per share is calculated the same way except that the result for the year attributable to ordinary shareholders is adjusted for specific items as detailed in the below table.

	2023 £m	2022 £m
Profit/(loss) attributable to ordinary shareholders	8.1	(10.2)
Adjustments:		
Non-underlying operating loss/(profit) (note 6)	38.0	(59.8)
Non-underlying share of loss of associate	6.7	–
Non-underlying finance income (note 6)	(7.4)	(8.6)
Tax effect of adjustments	2.9	16.2
Non-underlying loss attributable to non-controlling interest	1.3	1.5
Underlying profit/(loss) attributable to ordinary shareholders	**49.6**	**(60.9)**
Basic weighted average number of shares	796,439,158	796,050,446
Dilutive potential ordinary shares	9,533,231	–
Diluted weighted average number of shares	**805,972,389**	**796,050,446**
Earnings per share (pence):		
– Basic	1.0	(1.3)
– Diluted	1.0	(1.3)
Underlying earnings per share (pence):		
– Basic	6.2	(7.7)
– Diluted	6.2	(7.7)

The number of ordinary shares in issue as at 30 September 2023 was 796,529,196 (2022: 796,113,196) which excludes treasury shares. The Company also holds 263,499 treasury shares (2022: 263,499).

Potential ordinary shares can only be treated as dilutive when their conversion to ordinary shares would decrease earnings per share or increase loss per share. As the Group has recognised a loss for the prior period, none of the potential ordinary shares were considered to be dilutive.

5. Operating costs

	2023 £m	2022 £m
Cost of food and materials:		
Cost of inventories consumed in the period	(836.6)	(610.2)
Labour cost:		
Employee remuneration	(918.4)	(686.7)
Overheads:		
Depreciation of property, plant and equipment[1]	(106.6)	(97.9)
Depreciation of right-of-use assets	(194.5)	(170.0)
Amortisation of intangible assets	(9.7)	(13.8)
Non-underlying operating (loss)/profit	(38.0)	59.8
Derecognition of leases under IFRS 16	5.2	16.6
Rentals payable under leases	(396.8)	(299.3)
Other overheads	(347.5)	(292.4)
	(2,842.9)	(2,093.9)

1 Capped to the life of the related unit lease where relevant.

The Group's rentals payable consist of fixed and variable elements depending on the nature of the contract and the levels of revenue earned from the respective sites. £386.0m (2022: £284.4m) of the expense relates to variable elements, and the remaining £10.8m (2022: £14.9m) is rent from short-term leases. These payments are not capitalised under IFRS 16.

Non-underlying items within operating costs are detailed in note 6.

Auditor's remuneration:

	2023 £m	2022 £m
Audit of these financial statements	0.8	0.6
Audit of financial statements of subsidiaries pursuant to legislation	1.8	1.6
Audit-related services	0.1	0.1
Other assurance services	0.1	0.1
	2.8	2.4

Amounts paid to the Company's auditor and its associates in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required to be disclosed on a consolidated basis.

6. Non-underlying items

	Total non-underlying items 2023 £m	Total non-underlying items 2022 £m
Operating costs		
Impairment of goodwill	(12.5)	–
Impairment of property, plant and equipment	(2.4)	(12.1)
Impairment of right-of-use assets	(3.2)	(6.1)
Non-cash change in lease liabilities	–	23.0
Site exit costs	(8.6)	(2.9)
Debt amendment expenditure	–	(1.3)
Other non-underlying costs	(9.3)	(2.3)
Contractual settlements costs	(4.7)	–
Derecognition of leases under IFRS 16	2.7	61.5
Non-underlying operating (loss)/profit	(38.0)	59.8
Share of profit from associates		
Impairment of associate	(6.7)	–
Finance expenses		
Effective interest rate adjustments	5.1	11.7
Net gains/(losses) on refinancing	2.3	(3.1)
Non-underlying finance income	7.4	8.6
Taxation		
Tax charge on non-underlying items	(2.9)	(16.2)
Total non-underlying items	**(40.2)**	**52.2**

Impairment of goodwill
The Group tests annually for impairment, or more frequently if there are indicators that goodwill might be impaired. Following the test, the goodwill impairment of £12.5m (2022: £nil) was identified in relation to Rail Gourmet UK. Further information is provided in note 12.

Impairment of property, plant and equipment and right-of-use assets
The Group has carried impairment reviews where indications of impairment have been identified. These impairment reviews compared the value-in-use of individual sites, based on management's current assumptions regarding future trading performance to the carrying values of the associated assets. Following this review, a charge of £5.6m has been recognised, which includes a net impairment of right-of-use assets of £3.2m. Further detail is provided in note 11.

Site exit costs
The Group has recognised a charge of £8.6m relating to site exits and redundancies carried out across the Group during the year, principally reflecting the planned exit from our motorway service area business in Germany.

Other non-underlying costs
In the current year these items, primarily relating to transaction costs and other legal fees, amounted to £9.3m (2022: £2.3m).

Contractual settlements
During the year the group negotiated contractual settlements in respect of the Covid-19 period which resulted in a net charge of £4.7m.

Derecognition of lease under IFRS 16
Gain on de-recognition of leases: as a consequence of certain contract terminations (FY22: modifications) the leases have been derecognised in the period, resulting in a gain of £2.7m (2022: £61.5m).

Finance expenses
The Group's debt refinancing was judged to be a substantial modifications under IFRS 9. As a result a one-off gain of £2.3m was recognised in the income statement (2022: £3.1m loss resulting from a non-substantial modification). The overall credit of £7.4m comprises of the £2.3m debt modification credit plus the unwind of similar adjustments from prior years (£5.1m).

Further details are provided in note 19.

7. Staff numbers and costs

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

	2023 Number of employees	2022 Number of employees
Operations	33,822	26,704
Sales and marketing	420	124
Administration	2,701	2,220
	36,943	29,048

The increase in the average number of employees year-on-year reflects the combination of factors such as continued rebuilding of the workforce in the reopened units since the Group's restructuring Covid-19 programme and the mobilisation of resources for new business wins.

The aggregate payroll costs of the Group were as follows:

	2023 £m	2022 £m
Wages and salaries	(789.9)	(591.4)
Social security costs	(105.4)	(78.2)
Other pension costs	(17.0)	(12.6)
Share-based payments (note 25)	(6.1)	(4.5)
	(918.4)	(686.7)

8. Finance income and expense

	2023 £m	2022 £m
Finance income:		
Interest income	11.5	3.9
Other net foreign exchange gains	5.0	–
Other	0.5	1.0
Total finance income	17.0	4.9
Finance expense:		
Total interest expense on financial liabilities measured at amortised cost[1]	(49.8)	(45.4)
Lease interest expense	(53.1)	(37.9)
Debt refinancing/modification gain/(loss)[2]	2.3	(3.1)
Effective interest rate adjustments[2]	5.1	13.7
Net change in fair value of cash flow hedges utilised in the year	–	(1.4)
Unwind of discount on provisions	(0.9)	(0.3)
Net interest expense on defined benefit pension obligations	0.2	(0.1)
Other net foreign exchange losses	–	(3.3)
Total finance expense	(96.2)	(77.8)

1 Total interest expense on financial liabilities measured at amortised cost includes a one-off retrospective interest charge on the US Private Placement notes of £1.2m, which has been included in non-underlying items.
2 The amounts comprise the total amount of debt refinancing and effective interest rate gain of £12.0m (non-cash movement) netted for the refinancing fee of £4.6m paid.

Non-underlying items within finance income and expense are detailed in note 6.

9. Taxation

	2023 £m	2022 £m
Current tax (expense)/credit:		
Current year	(22.0)	(13.1)
Adjustments for prior years	(1.1)	1.5
	(23.1)	(11.6)
Deferred tax (expense)/credit:		
Origination and reversal of temporary differences	(16.3)	(5.8)
Recognition of deferred tax assets not previously recognised	5.9	2.7
Adjustments for prior years	1.5	(0.6)
	(8.9)	(3.7)
Total tax expense	(32.0)	(15.3)
Effective tax rate	36.3%	60.7%

9. Taxation continued

Reconciliation of effective tax rate

The tax expense for the year is different to the standard rate of corporation tax in the UK of 22% (2022: 19.0%) applied to the profit before tax for the year. The differences are explained below:

	2023 £m	2022 £m
Profit before tax	**88.1**	25.2
Tax charge using the UK corporation tax rate of 22% (2022: 19.0%)	**(19.4)**	(4.8)
Losses on which no deferred tax was recognised	**(13.0)**	(15.6)
Secondary irrecoverable taxes	**(4.2)**	(1.7)
Change in tax rates	**(3.2)**	–
Non-deductible goodwill impairment	**(2.8)**	–
Non-deductible expenses	**(1.4)**	(2.1)
Temporary differences on which no deferred tax was recognised	**(1.2)**	0.3
Adjustments for prior years	**0.4**	0.9
Effect of rates in foreign jurisdictions	**1.6**	0.2
Tax impact of share of profits of non-wholly owned subsidiaries[1]	**5.3**	4.8
Recognition of deferred tax assets not previously recognised	**5.9**	2.7
Total tax expense	**(32.0)**	(15.3)

1 This relates to the fact that certain subsidiaries in the US are not wholly-owned and whose profits or losses are taxed at the level of the subsidiaries' shareholders. Therefore the Group is not subject to tax on the profits or losses attributable to its non-controlling interests.

The Group's tax rate is sensitive to the geographic mix of profits and losses and reflects a combination of higher rates in certain jurisdictions, as well as the impact of losses in some countries for which no deferred tax asset is recognised.

Factors that may affect future tax charges

The Group expects the tax rate in the future to continue to be affected by the geographical mix of profits and the different tax rates that will apply to those profits, as well as the Group's ability to recognise deferred tax assets on losses in certain jurisdictions.

Following legislation enacted during 2021, the main rate of corporation tax in the UK increased from 19% to 25% with effect from 1 April 2023.

In June 2023 Finance Act (No.2) 2023 was substantively enacted in the UK, introducing a global minimum effective tax rate of 15% in line with the OECD Pillar Two model rules. The legislation implements a domestic top-up tax and a multinational top-up tax, effective for periods starting on or after 31 December 2023. The Group's first accounting period to which these rules will apply is the year ended 30 September 2025. The Group is currently evaluating the impact of the new rules but do not expect them to have a material impact on the Group's operations or results.

10. Dividends

In line with the Group's stated priorities for the uses of cash and after careful review of its medium-term investment requirements, the Board is proposing a final dividend of 2.5 pence per share (2022: nil).

11. Property, plant and equipment

	Land, buildings and leasehold improvements £m	Equipment, fixtures and fittings £m	Total £m
Cost			
At 1 October 2021	297.5	891.4	1,188.9
Additions	18.0	128.0	146.0
Disposals	(4.4)	(48.9)	(53.3)
Reclassifications[1]	18.3	(18.3)	–
Effects of movements in foreign exchange	49.8	45.1	94.9
Other movements[2]	–	4.0	4.0
At 30 September 2022	**379.2**	**1,001.3**	**1,380.5**
Additions	**37.9**	**182.0**	**219.9**
Acquisitions	**21.5**	**4.4**	**25.9**
Disposals	**(7.8)**	**(111.8)**	**(119.6)**
Reclassifications[1]	**11.6**	**(11.6)**	**–**
Effects of movements in foreign exchange	**(28.6)**	**(40.6)**	**(69.2)**
Other movements[2]	**–**	**7.4**	**7.4**
At 30 September 2023	**413.8**	**1,031.1**	**1,444.9**
Depreciation			
At 1 October 2021	(188.6)	(611.6)	(800.2)
Charge for the year	(31.7)	(66.2)	(97.9)
Impairments	(1.3)	(10.8)	(12.1)
Disposals	4.2	47.1	51.3
Effects of movement in foreign exchange	(30.2)	(22.1)	(52.3)
At 30 September 2022	**(247.6)**	**(663.6)**	**(911.2)**
Charge for the year	**(32.9)**	**(73.7)**	**(106.6)**
Impairments	**–**	**(2.4)**	**(2.4)**
Disposals	**8.2**	**111.2**	**119.4**
Effects of movement in foreign exchange	**19.4**	**23.4**	**42.8**
At 30 September 2023	**(252.9)**	**(605.1)**	**(858.0)**
Net book value			
At 30 September 2023	**160.9**	**426.0**	**586.9**
At 30 September 2022	131.6	337.7	469.3

1 Reclassifications arise from costs capitalised as work in progress assets that are initially allocated to equipment, fixtures and fittings and subsequently on completion of the assets are reallocated to the correct classification.
2 Included in other movements is £7.4m (2022: £4.0m) in respect of increases to the restoration costs provision (see note 23).

11. Property, plant and equipment continued

Impairment of property, plant and equipment and right-of-use assets

The Group tests assets for impairment when an impairment trigger is identified. The assessments triggered by specific factors in each country were undertaken at year end and as a result the cumulative net impairment charges of £2.4m (2022: £12.1m) to property, plant and equipment and net £3.2m (2022: £6.1m) to right-of-use assets were recorded during the year. The impairments primarily relate to units which the Group has made the decision to exit.

The Group has identified each operating site, such as an airport or rail station, as a cash-generating unit (CGU) for the purpose of the impairment review, on the basis that within one site the units are interdependent because the market dynamics (and thus cash inflows and outflows) in one unit could impact other units.

The recoverable amount of a CGU is determined from value-in-use calculations. The key assumptions for these calculations are discount rates and cash flow forecasts. The cash flow forecast period is based on length of the lease term of contracts held within a site. The values applied to the key assumptions in the value-in-use calculations are derived from a combination of internal and external factors, based on past experience together with management's future expectations about business performance. The pre-tax discount rates used reflect the time value of money and are based on the Group's weighted average cost of capital, adjusted for specific risks relating to the country in which the CGU operates. Inputs into the discount rate calculation include a country risk-free rate and inflation differential to the UK, country risk premium, market risk premium and company specific premium.

12. Goodwill and intangible assets

	Goodwill £m	Indefinite life intangible assets £m	Definite life intangible assets £m	Software £m	Total £m
Cost					
At 30 September 2021	640.1	58.0	68.2	107.8	874.1
Additions	–	–	–	13.6	13.6
Business acquisitions	0.8	–	–	–	0.8
Disposals	–	–	–	(0.7)	(0.7)
Reclassifications	–	–	–	(0.5)	(0.5)
Effects of movement in foreign exchange	17.5	–	0.6	6.3	24.4
At 30 September 2022	**658.4**	**58.0**	**68.8**	**126.5**	**911.7**
Additions	**–**	**–**	**–**	**22.6**	**22.6**
Business acquisitions[1]	**2.6**	**–**	**–**	**–**	**2.6**
Disposals	**–**	**–**	**–**	**(12.2)**	**(12.2)**
Reclassifications	**–**	**–**	**–**	**–**	**–**
Effect of movements in foreign exchange	**(26.5)**	**–**	**(0.4)**	**1.7**	**(25.2)**
At 30 September 2023	**634.5**	**58.0**	**68.4**	**138.6**	**899.5**
Amortisation					
At 30 September 2021	(57.6)	–	(63.3)	(69.1)	(190.0)
Charge for the year	–	–	(1.0)	(12.8)	(13.8)
Impairments	–	–	–	–	–
Disposals	–	–	–	0.4	0.4
Effect of movements in foreign exchange	(2.8)	–	(0.3)	(3.5)	(6.6)
At 30 September 2022	(60.4)	–	(64.6)	(85.0)	(210.0)
Charge for the year	–	–	(0.9)	(8.8)	(9.7)
Impairments	(12.5)	–	–	–	(12.5)
Disposals	–	–	–	11.4	11.4
Effect of movements in foreign exchange	0.5	–	0.2	1.7	2.4
At 30 September 2023	**(72.4)**	**–**	**(65.3)**	**(80.7)**	**(218.4)**
Net book value					
At 30 September 2023	**562.1**	**58.0**	**3.1**	**57.9**	**681.1**
At 30 September 2022	598.0	58.0	4.2	41.5	701.7

1 The amount of goodwill from business acquisitions during the year includes goodwill of £1.1m in relation to Midfield Concessions (note 31) and £1.5m in relation to other acquisitions.

12. Goodwill and intangible assets continued

Indefinite life intangibles comprises of SSP's brands, which are protected by trademarks and for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of these brands and the level of marketing support provided. The nature of the food and beverage industry is that obsolescence is not a common issue, with our major brands being originally created over 20 years ago.

Goodwill and indefinite life intangible assets are allocated to groups of cash-generating units (CGUs). Details of goodwill and indefinite life intangible assets allocated to groups of CGUs are provided in the table below:

	Goodwill		Indefinite life intangible assets	
	2023 £m	2022 £m	2023 £m	2022 £m
UK & Ireland	104.9	104.1	55.5	55.5
Rail Gourmet UK	13.1	25.6	–	–
North America	17.7	17.3	–	–
France	61.9	62.7	2.5	2.5
Belgium	8.8	8.8	–	–
Spain	46.1	46.7	–	–
Germany	32.2	32.6	–	–
Switzerland	26.9	27.3	–	–
Finland	21.2	21.5	–	–
Norway	69.8	74.9	–	–
Sweden	44.5	47.8	–	–
Denmark	24.3	24.6	–	–
Greece	4.7	4.8	–	–
Egypt	8.0	13.8	–	–
Hungary	1.0	0.9	–	–
Australia	9.7	10.6	–	–
Hong Kong	28.9	31.5	–	–
China	0.6	0.7	–	–
Thailand	11.0	11.6	–	–
India	26.8	30.2	–	–
	562.1	598.0	58.0	58.0

The Group tests annually for impairment, or more frequently if there are indicators that goodwill might be impaired. Following the test, the goodwill impairment of £12.5m (2022: £nil) was identified in relation to Rail Gourmet UK within the UK segment due to a contract loss. The recoverable amount of £13.1m as at 30 September 2023 was based on value-in-use and was determined at the level of the CGU. The pre-tax discount rate applied to cash flow projections is 13.1% (2022: 12.6%).

The recoverable amounts of a group of CGUs (i.e. a country) have been determined based on value-in-use calculations. These calculations require the use of estimates and assumptions consistent with the most up-to-date budgets (the Group's Medium Term Plan) and plans that have been formally approved by the Board.

The key assumptions for these calculations are shown below:

	2023		2022	
	Terminal growth rate	Discount rate	Terminal growth rate	Discount rate
North America	2.7%	11.7%	2.0%	12.5%
Continental Europe	2.1-2.3%	11.3-15.6%	2.0-3.0%	9.8-16.1%
UK & Ireland	2.1%	13.1%	2.0%	12.6%
Rest of the World	2.0-6.0%	11.5-33.9%	2.0-6.0%	9.1-20.1%

The values applied to the key assumptions in the value-in-use calculations are derived from a combination of internal and external factors, based on past experience together with management's future expectations about business performance. The terminal growth rates are based on published economic statistical research for 2028. The discount rates (pre-tax) reflect the time value of money and are based on the Group's weighted average cost of capital, adjusted for specific risks relating to the country which represents a group of CGUs. Inputs into the discount rate calculation include a country risk-free rate and inflation differential to the UK, country risk premium, market risk premium and company specific premium.

Sensitivity analysis

Whilst management believes the assumptions are realistic, it is possible that additional impairments would be identified if any of the above sensitivities were changed significantly. A sensitivity analysis has been performed on each of these key assumptions with the other variables held constant. An increase in the discount rate by 1% would result in additional impairments of £1.5m, a reduction in the terminal growth rate by 1% would result in additional impairments of £0.5m. The reduction in EBITDA on a pre-IFRS 16 basis of 10% in each forecast year would result in additional impairments of £2.8m.

13. Right-of-use assets

	Concessions contracts £m	Land, buildings and leasehold improvements £m	Equipment, fixtures and fittings £m	Total £m
At 1 October 2021	976.3	26.0	0.6	1,002.9
Additions	110.4	7.1	–	117.5
Depreciation charge in the period	(163.3)	(6.3)	(0.4)	(170.0)
Remeasurement adjustments	(254.2)	(2.3)	–	(256.5)
Impairments	(6.1)	–	–	(6.1)
Currency translation	46.3	2.2	–	48.5
At 30 September 2022	709.4	26.7	0.2	736.3
Additions	**403.5**	**4.1**	**2.8**	**410.4**
Acquisition	**34.5**	**–**	**–**	**34.5**
Depreciation charge in the period	**(185.2)**	**(7.7)**	**(1.6)**	**(194.5)**
Remeasurement adjustments	**(19.3)**	**1.8**	**–**	**(17.5)**
Impairments	**(3.2)**	**–**	**–**	**(3.2)**
Currency translation	**(33.1)**	**(1.4)**	**–**	**(34.5)**
At 30 September 2023	**906.6**	**23.5**	**1.4**	**931.5**

Impairment of right-of-use assets and sensitivity analysis

Details of the impairment methodology and sensitivity analysis for right-of-use assets are provided in note 11.

14. Investments in associates

The Group uses the equity accounting method to account for its associates, the carrying value of which was £16.2m as at 30 September 2023 (2022: £17.0m). The following table summarises the movement in investments in associates during the year:

	2023 £m	2022 £m
At the beginning of the year	**17.0**	12.0
Additions	**8.0**	–
Share of profits for the year	**7.2**	6.6
Dividends received	**(7.3)**	(4.3)
Currency adjustment	**(1.7)**	2.2
Impairment	**(6.7)**	–
Other[1]	**(0.3)**	0.5
At the end of the year	**16.2**	17.0

1 The carrying amount of Cyprus Airports (F&B) Limited (49.98%) as at 30 September 2023 is £nil (2022: £nil) due to historically unrecognised accumulated losses. In 2023, Cyprus Airports (F&B) Limited generated profits exceeding the accumulated losses brought forward and the Group recognised its share amounting to £2.7m. Cyprus Airports (F&B) Limited also paid out dividends in the amount of £2.4m.

In 2023, the Group invested £7.7m in its French associate undertaking, Epigo SAS. However, as at the date of this investment there were unrecognised losses from Epigo SAS, and therefore the impairment of £6.7m was recorded as at 30 September 2023. The Group also invested £0.3m in the newly established GMR Hospitality Limited (India) during the year.

The financial information of the Group's associates included in their own financial statements required by IFRS 12 'Disclosure of Interests in Other Entities' has not been presented as all the Group's associates are immaterial individually. Details of the Group's interests in associates are shown in note 42.

15. Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities	
	2023 £m	2022 £m	**2023 £m**	2022 £m
Intangible assets	**0.8**	0.7	**(12.8)**	(9.4)
Property, plant and equipment	**9.7**	11.3	**–**	–
Provisions	**6.1**	2.7	**–**	–
Tax losses carried forward	**44.6**	44.9	**–**	–
Surplus interest expense carried forward	**17.0**	20.4		–
Pensions	**0.5**	0.2	**(1.2)**	–
ROU assets and lease liabilities	**11.4**	8.6	**(1.5)**	–
Other	**5.1**	3.4	**(8.5)**	(0.7)
Deferred tax assets/(liabilities)	**95.2**	92.2	**(24.0)**	(10.1)
Set-off	**(4.2)**	(3.2)	**4.2**	3.2
Deferred tax assets/(liabilities)	**91.0**	89.0	**(19.8)**	(6.9)

Deferred tax assets are reviewed at each reporting date, taking into account the future expected profit profile and business model of each relevant company or country, evidence of historic taxable profits and any potential legislative restrictions on use. In considering their recoverability, the Group assesses the likelihood of their being recovered within a reasonably foreseeable timeframe, being typically a minimum of five years, and using the Group's Medium-Term Plan, consistent with the basis used for the viability assessment and for impairment testing.

Movement in net deferred tax during the year:

	30 September 2022 £m	Recognised in income statement £m	Recognised in reserves £m	Currency adjustment £m	**30 September 2023 £m**
Intangible assets	(8.7)	(3.5)	–	0.2	**(12.0)**
Property, plant and equipment	11.3	(1.3)	–	(0.3)	**9.7**
Provisions	2.7	3.4	–	–	**6.1**
Tax losses carried forward	44.9	1.3	(1.1)	(0.5)	**44.6**
Surplus interest expense carried forward	20.4	(3.3)	–	(0.1)	**17.0**
Pensions	0.2	(1.0)	1.0	(0.9)	**(0.7)**
ROU assets and lease liabilities	8.6	1.3	–	–	**9.9**
Other	2.7	(5.8)	–	(0.3)	**(3.4)**
	82.1	(8.9)	(0.1)	(1.9)	**71.2**

Unrecognised deferred tax assets and liabilities

Unrecognised deferred tax assets and liabilities in these financial statements are attributable to the following:

	Gross value of temporary differences		Assets		Liabilities	
	2023 £m	2022 £m	**2023 £m**	2022 £m	**2023 £m**	2022 £m
Property, plant and equipment	**8.6**	7.5	**1.9**	1.5	**–**	–
Tax losses	**696.1**	726.8	**182.2**	177.5	**–**	–
Provisions and other temporary differences	**91.0**	98.0	**28.8**	29.2	**–**	–
	795.7	832.3	**212.9**	208.2	**–**	–

The above deferred tax assets have not been recognised, either because of uncertainty over the future ability of the relevant companies within the Group to which the deferred tax assets relate to generate taxable profits against which to offset them, or because the deferred tax assets relate to tax losses which are subject to restrictions on use or forfeiture due, for example, to time restrictions or change in ownership rules. Of the total unprovided deferred tax on tax losses, £12.1m of this (2022: £12.1m) will expire at various dates between 2024 and 2028.

The largest proportion of the unrecognised deferred tax assets relates to carried forward losses in overseas territories, principally the US, France and Germany, where there is a history of losses for tax purposes and where the use of those losses is not considered probable in the near future.

There are unremitted earnings in overseas subsidiaries of £35.0m (2022: £37.0m) which would be subject to additional tax of £3.5m (2022: £3.6m) if the Group chooses to remit those profits back to the UK. No deferred tax liability has been provided on these earnings because the Group is in a position to control the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

As stated at note 9, legislation introducing the OECD's Pillar Two model rules into UK law was enacted during the year with the effect that a global minimum tax rate of 15% will apply to accounting periods beginning on or after 31 December 2023.

The Group is evaluating the impact of the new rules on its future financial performance and has necessarily applied the mandatory temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred tax in IAS 12 Income Taxes. Accordingly, the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

16. Inventories

	2023 £m	2022 £m
Food and beverages	36.4	30.5
Other	6.0	6.5
	42.4	37.0

17. Trade and other receivables

	2023 £m	2022 £m
Trade receivables	45.0	32.2
Other receivables[1]	146.8	154.5
Prepayments	33.5	11.9
Accrued income	14.5	28.9
	239.8	227.5
Of which:		
Non-current (other receivables)	81.2	85.5
Current	158.6	142.0

1 Other receivables include long-term security deposits of £48.0m (2022: £45.9m) relating to some of the Group's concession agreements, sales tax receivable of £16.4m (2022: £11.9m), purchasing income of £15.1m (2022: £18.9m) and £20.8m (2022: £28.5m) due from non-controlling interest equity shareholders in certain of the Group's US subsidiaries which relate to capital contributions owed in return for their equity stakes. These contributions are used towards unit fixed asset buildouts and are received in accordance with the cash requirements of the subsidiary. Capital contributions owed by the Group company which is the immediate parent of these subsidiaries are eliminated on consolidation.

The value of contract assets was not material at the reporting date.

18. Cash and cash equivalents

	2023 £m	2022 £m
Cash at bank and in hand	247.6	401.9
Cash equivalents	55.7	141.7
	303.3	543.6

19. Short-term and long-term borrowings

	2023 £m	2022 £m
Current liabilities		
Bank loans	(12.6)	(46.2)
US Private Placement notes	–	(22.6)
	(12.6)	(68.8)
Non-current liabilities		
Bank loans	(334.4)	(409.0)
US Private Placement notes	(348.4)	(362.1)
	(682.8)	(771.1)

2023 Refinancing

In July 2023, the Group successfully refinanced its Senior Facilities, replacing the existing Senior Bank Facilities maturing 15 January 2025 with new £600m Senior Facilities comprising £300m of drawn Term Loans, split equally between GBP and EUR, and a £300m undrawn multi-currency Revolving Credit Facility. The new facilities agreement has an initial term of 4 years, to 12 July 2027 plus a 1-year optional extension subject to agreement by the parties.

As a result of the refinancing, the existing Senior Bank Facilities were derecognised and the refinancing was treated as a substantial modification of the Group's existing debt agreement as the new Senior Bank Facilities are on substantially different terms. As a result, all remaining unamortised arranged fees and debt modification adjustments from existing Senior Bank Facilities were recognised in the statement of profit or loss as a one-off gain of £2.3m.

Bank loans held through the Group's UK subsidiary SSP Financing Limited

As at 30 September 2023, the Group had Term Loan borrowings of £302.2m which currently mature on 12 July 2027 and accrue cash-pay interest at the relevant benchmark rate plus a margin, which was 2.5% per annum as at 30 September 2023.

As at 30 September 2023, the Group's £300m Revolving Credit Facility remained undrawn. This £300m committed facility currently matures on 12 July 2027. When drawn, this facility accrues cash-pay interest at the relevant benchmark rate plus a margin, which was 2.25% per annum as at 30 September 2023. A commitment and utilisation fee also applies to this facility.

Under its facilities agreements, the Group must comply with two key financial covenants on an ongoing basis: Net Debt Cover, being the ratio of Net Debt to EBITDA; and Interest Cover, being the ratio of EBITDA to Interest Expense, EBITDA being on an adjusted underlying pre-IFRS 16 basis. These covenants are tested biannually.

Bank loans are shown net of unamortised arrangement fees totalling £nil as at 30 September 2023 (2022: £2.5m).

19. Short-term and long-term borrowings continued

Bank loans – held through subsidiaries in France and India

A number of the Group's subsidiaries, in France and India have local facilities. These are summarised as follows:

France

As at 30 September 2023, a number of subsidiaries in France had total outstanding borrowings of EUR 40.2m (£34.8m) (2022: EUR 51.9m or £45.6m). The part of this debt (£13.6m) with the interest of 2.14% per annum is subject to monthly repayments maturing in March 2026. The remaining part (£21.2m) with the interest at 2.18% per annum is repaid quarterly maturing in December 2027.

Other borrowings

As at 30 September 2023, the Group's Indian subsidiaries had borrowings of £1.6m and loans previously held by SPP Spain had been repaid during the year.

US Private Placement (USPP) notes

As at 30 September 2023, the Group had US Private Placement ('USPP') notes totalling £346.1m. USPP notes are shown net of unamortised arrangement fees, totalling £0.2m as at 30 September 2023 (2022: £2.4m).

In addition to the coupon detailed below, an additional credit rating fee continues to be applicable until such time as the Group regains its investment grade rating. The separate variable fee (1% as at 30 September 2022) is no longer being charged as a result of the Group exiting the waiver period in May 2023.

The credit rating fee was 1% as at 30 September 2023 (1.5% as at 30 September 2022).

The following notes were drawn as at 30 September 2023:

Drawn	Currency	Amount in currency	Coupon	Maturity
Oct 2018	USD	39,106,000	4.35%	Oct 2025
Oct 2018	GBP	21,000,000	2.85%	Oct 2025
Jul 2019	USD	64,652,400	4.06%	Jul 2026
Oct 2018	USD	38,986,800	4.50%	Oct 2028
Oct 2018	GBP	20,404,000	3.06%	Oct 2028
Oct 2018	USD	39,165,600	4.60%	Oct 2030
Jul 2019	EUR	56,741,800	2.11%	Jul 2031
Dec 2019	USD	65,129,200	4.25%	Dec 2027
Dec 2019	USD	64,652,400	4.35%	Dec 2029

20. Trade and other payables

	2023 £m	2022 £m
Trade payables	**(116.5)**	(93.0)
Other payables[1]	**(194.3)**	(185.6)
Other taxation and social security	**(30.0)**	(30.8)
Accruals	**(398.2)**	(407.8)
Deferred income	**(3.4)**	(3.5)
	(742.4)	(720.7)

1 Including non-current payables amounting to £1.3m (2022: £1.4m).

Other payables include capital creditors of £11.8m (2022: £12.8m), accrued holiday pay of £29.2m (2022: £24.5m), employee related costs of £94.8m (2022: £89.4m) and sales tax of £28.6m (2022: £21.8m).

The value of contract liabilities was not material at the reporting date.

21. Lease liabilities

	2023 £m	2022 £m
Beginning of the period	**(854.6)**	(1,172.8)
Additions	**(410.7)**	(117.5)
Acquisitions	**(23.3)**	–
Interest charge in the period	**(53.1)**	(37.4)
Payment of lease liabilities	**250.6**	174.9
Remeasurement adjustments	**26.4**	353.4
Currency translation	**36.0**	(55.2)
At 30 September	**(1,028.7)**	(854.6)
Of which are:		
Current lease liabilities	**(252.3)**	(216.5)
Non-current lease liabilities	**(776.4)**	(638.1)
At 30 September	**(1,028.7)**	(854.6)

21. Lease liabilities continued

There have been no deferred fixed rent payments in the current year (2022: £nil).

Other information relating to leases

Note 28 presents a maturity analysis of the undiscounted payments due over the remaining lease term for these liabilities.

The total cash outflow for leases in the year was £645.3m (2022: £463.9m), with £250.6m (2022: £174.9m) being the payment of lease liabilities. The remaining rent payments are not capitalised under IFRS 16, with £10.8m (2022: £14.9m) relating to short-term leases and £386.0m (2022: £284.4m) to variable leases. There was an immaterial cash outflow for low-value leases.

The Group received an immaterial amount of income from subleasing right-of-use assets during the year.

The following table summarises the impact that a reasonable possible change in incremental borrowing rate ('IBR') would have had on the lease liability additions and modifications recognised during the year:

	Increase/(decrease) in lease liability recognised £m
Increase in IBR of 1%	(26.4)
Decrease in IBR of 1%	28.7

22. Post-employment benefit obligations

Group

The Group operates a number of post-employment benefit schemes including both defined contribution and defined benefit schemes. In respect of the defined contribution schemes, amounts paid during the year were £16.6m (2022: £11.9m) across the Group. There are no contributions outstanding at the balance sheet date. The principal defined contribution scheme is called the 'SSP Group Pension Scheme'.

The Group operates a combination of funded and unfunded defined benefit schemes across Europe, the respective net plan liabilities of which are presented below:

	2023 £m	2022 £m
Funded schemes (see (a) below)[1]	**0.5**	4.0
Unfunded schemes (see (b) below)	**(9.7)**	(9.8)
	(9.2)	(5.8)

1 The presentation of the comparative balance (FY22) was updated to show the net asset balance rather than liability only (pensions liabilities: £1m; pensions assets: £5m).

These defined benefit plans expose the Group to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk. The plans are administered by pension funds that are legally separate from the Group and are required to act in the best interests of the plan participants. The Group expects to pay £1.1m in contributions to its defined benefit plans in 2023. As at 30 September 2023, the weighted average duration of the defined benefit obligation was 14.4 years (2022: 15.3 years).

Information disclosed below is aggregated by funded and unfunded schemes.

22. Post-employment benefit obligations continued

(a) Funded schemes

The Group operates funded schemes in the UK and Norway. In the UK, the Group participates in the Railways Pension Scheme (RPS) via the Rail Gourmet UK Limited Shared Cost Section (RG section), which is a final salary scheme and provides benefits linked to salary at retirement or earlier date of leaving service. The RG section covers permanent managerial, administrative and operational staff of Rail Gourmet UK Limited and is closed to new entrants.

The RG scheme was subject to its last full actuarial valuation by a qualified actuary as at 31 December 2019. These results have been used by a qualified independent actuary in the valuation of the scheme as at 30 September 2022 for the purposes of IAS 19 'Employee Benefits'.

The Rail Gourmet UK Limited Shared Cost Section of the Railways Pension Scheme (the RG scheme) is part way through a full actuarial valuation by a qualified actuary as at 31 December 2022. The initial results from the valuation have been used by a qualified independent actuary in the valuation of the scheme as at 30 September 2023 for the purposes of IAS 19 'Employee Benefits'.

From 1 July 2021, as agreed with the Trustees as part of the 2019 Valuation, the employing company contributions decreased to 20.40% (with members paying 13.60%) of Section Pay. In 2021, it was agreed with the Trustees of the Railways Pension Scheme that, from 1 December 2021 until 1 May 2022, the employing company contributions would be 23.8% of Section Pay (with members paying 10.80%). From 1 May 2022, the employing company contributions were set at 22.10% of Section Pay (with members paying 12.2%).

The actuarial valuation as at 31 December 2022 is still in progress and once this is finalised a revised Schedule of Contributions will be agreed between the Trustee and the Company. The statutory deadline for the completion of the actuarial valuation is 31 March 2024.

The initial results of the triennial funding valuation of the RG scheme, as at 31 December 2022, showed a funding level of 116.8% on a basis consistent with the results agreed for the 2019 valuation. Also, the Trustees are currently consulting with Employers on the methodology and assumptions that will be used for the valuation as required under the Rules and statutory scheme funding legislation.

Major assumptions used in the valuation of the funded schemes on a weighted average basis are set out below:

	2023	2022
Discount rate applied to scheme liabilities	**5.2%**	5.0%
Rate of increase in salaries	**3.6%**	3.6%
Rate of increase in pensions in payment	**2.7%**	2.2%
Inflation assumption	**3.3%**	3.3%

At the balance sheet date, scheme members were assumed to have the following life expectancies at age 65:

	2023	2022
Male pensioner now aged 65	**20.9**	20.9
Female pensioner now aged 65	**22.9**	23.0
Male pensioner now aged 45	**23.5**	23.5
Female pensioner now aged 45	**26.8**	26.8

Sensitivity analysis

Changes at the reporting date to one of the relevant actuarial assumptions by 1.0%, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	Defined benefit obligation	
As at 30 September 2023	Increase £m	Decrease £m
Discount rate applied to scheme liabilities	3.3	(4.0)
Rate of increase in salaries	(1.1)	1.0
Rate of increase in pensions in payment	(0.6)	0.5
Inflation assumption	(1.7)	1.9
Mortality rates (change of 1 year)	(0.8)	0.8

Although the analysis does not take account of the full distribution of cash flows expected under the plans, it does provide an approximation of the sensitivity.

The major categories of assets in the funded schemes and their percentage of the total scheme assets were:

	2023	2022
Equities, of which:	**25.9%**	43.8%
– actively traded	**15.1%**	14.2%
Property and infrastructure	**23.7%**	26.0%
Fixed interest investments	**49.3%**	29.1%
Cash	**1.1%**	1.1%
Total assets related to:		
– RG scheme	**84.9%**	85.8%
– Norway	**15.1%**	14.2%

Property investments are held at fair value, which has been determined by an independent valuer. Fixed interest investments are valued using observable market data.

22. Post-employment benefit obligations continued

The fair value of the scheme assets and the present value of the scheme liabilities of the funded schemes were:

	2023 £m	2022 £m
Fair value of scheme assets	32.0	38.1
Present value of funded liabilities	(30.8)	(31.4)
Surplus	1.2	6.7
Withholding tax payable[1]	(0.7)	(2.7)
Net pension asset	0.5	4.0

1 The Group has recognised a pension surplus for the RG scheme on an accounting basis. This surplus is presented net of a withholding tax adjustment of £0.7m (2022: £2.7m) which represents the tax that would be withheld on the surplus amount.

The following amounts have been recognised in balance sheet for each scheme:

	2023 £m	2022 £m
– RG scheme		
Pension assets	26.4	30.0
Pension liabilities	(25.1)	(25.0)
Net defined benefit assets recognised in balance sheet[1]	1.3	5.0
– Norway		
Pension assets	4.8	5.3
Pension liabilities	(5.6)	(6.3)
Net defined benefit liabilities recognised in balance sheet	(0.8)	(1.0)
Total net defined benefit assets recognised in balance sheet	0.5	4.0

1 The balance is included within Other receivables as at 30 September 2023 and 30 September 2022.

	2023 £m	2022 £m
Current service cost (reported in employee remuneration)	(0.2)	(0.3)
Net interest on pension scheme liabilities (reported in finance income and (expense))	0.4	(0.1)
Total amount credited/(charged)	0.2	(0.4)

Changes in the present value of the scheme liabilities are as follows:

	2023 £m	2022 £m
Scheme liabilities at the beginning of the period	(31.4)	(45.6)
Current service cost	(0.2)	(0.3)
Past service cost	–	–
Employee contributions	–	–
Interest on pension scheme liabilities	(1.5)	(0.8)
Remeasurements:		
– arising from changes in demographic assumptions	(0.7)	–
– arising from changes in financial assumptions	0.8	14.1
– arising from changes in experience adjustments	(0.1)	(0.5)
Benefits paid	1.6	1.5
Curtailment	0.3	–
Currency adjustment	0.4	0.2
Scheme liabilities at the end of the period	(30.8)	(31.4)

Changes in the fair value of the scheme assets are as follows:

	2023 £m	2022 £m
Scheme assets at the beginning of the period	38.1	41.9
Interest income	1.9	0.7
Employer contributions	0.4	0.5
Employee contributions	–	–
Remeasurement:		
– arising from changes in financial assumptions	(5.9)	(3.1)
– arising from changes in experience adjustments	(0.2)	(0.1)
Benefits paid	(1.6)	(1.5)
Curtailment	(0.3)	(0.1)
Currency adjustment	(0.4)	(0.2)
Scheme assets at the end of the period	32.0	38.1

The following amounts have been recognised directly in other comprehensive income:

	2023 £m	2022 £m
Remeasurements	(4.1)	5.0

22. Post-employment benefit obligations continued

(b) Unfunded schemes

The principal unfunded scheme of the Group operates in Germany. To be eligible for the general plan, employees must complete five years of service and the normal retirement age for this plan is 65. Employees in Germany are also provided with a long service (Jubilee) award, which provides a month's gross salary after the employee has worked a certain number of years of service. All unfunded schemes are valued in accordance with IAS 19 and have been updated for the period ended 30 September 2023 by a qualified independent actuary.

There have been no changes to scheme contributions to preserve equity in the year.

The major assumptions (on a weighted average basis) used in these valuations were:

	2023	2022
Rate of increase in salaries	**2.3%**	2.3%
Rate of increase in pensions in payment and deferred pensions	**1.1%**	1.2%
Discount rate applied to scheme liabilities	**4.2%**	3.8%
Inflation assumption	**2.1%**	2.1%

At the balance sheet date, scheme members were assumed to have the following life expectancies at age 65:

	2023	2022
Pensioner now aged 65	**23.1**	22.9
Pensioner now aged 40	**24.6**	24.5

Sensitivity analysis

Changes at the reporting date to one of the relevant actuarial assumptions by 1.0%, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	Defined benefit obligation	
As at 30 September 2023	Increase £m	Decrease £m
Discount rate applied to scheme liabilities	0.5	(0.6)
Rate of increase in salaries	(0.3)	0.3
Rate of increase in pensions in payment	(0.3)	0.3
Inflation assumption	(0.2)	0.5
Mortality rates (change by 1 year)	(0.2)	0.2

Although the analysis does not take account of the full distribution of cash flows expected under the plans, it does provide an approximation of the sensitivity.

The present value of the scheme liabilities of the unfunded schemes was:

	2023 £m	2022 £m
Net pension liability	**(9.7)**	(9.8)

The movement in the liability during the period was as follows:

	2023 £m	2022 £m
Deficit in the schemes at the beginning of the period	**(9.8)**	(11.2)
Current service cost	**(0.2)**	(1.0)
Contributions	**0.7**	0.6
Interest on pension scheme liabilities	**(0.2)**	(0.1)
Remeasurements:		
– arising from changes in financial assumptions	**0.2**	0.8
– arising from changes in demographic assumptions	**–**	1.3
– arising from changes in experience adjustments	**(0.5)**	(0.4)
Currency adjustment	**0.1**	0.2
Deficit in the schemes at the end of the period	**(9.7)**	(9.8)

The following amounts have been charged in arriving at profit for the year in respect of these schemes:

	2023 £m	2022 £m
Current service cost (reported in employee remuneration)	**(0.2)**	(0.1)
Interest on pension scheme liabilities (reported in finance income and expense)	**(0.2)**	(0.1)
Total amount charged	**(0.4)**	(0.2)

The following amounts have been recognised directly to other comprehensive income:

	2023 £m	2022 £m
Remeasurements	**(0.3)**	0.8

23. Provisions

	Restoration costs £m	Restructuring and site exit costs £m	Other £m	Total £m
At 1 October 2022	(22.7)	(4.6)	(33.2)	(60.5)
Created in the year	(7.4)	(2.9)	(0.1)	(10.4)
Exchange differences	–	0.1	2.1	2.2
Unwind of discount	(0.9)	–	–	(0.9)
Utilised in the year	5.0	3.3	5.3	13.6
At 30 September 2023	**(26.0)**	**(4.1)**	**(25.9)**	**(56.0)**
Represented by:				
Current	(3.5)	(4.1)	(17.7)	(25.3)
Non-current	(22.5)	–	(8.2)	(30.7)
	(26.0)	**(4.1)**	**(25.9)**	**(56.0)**

Provision for restoration costs represents estimates of expected costs to be incurred in restoring a site to its original condition when it is vacated at the end of the lease term. These provisions will be utilised at the end of the lease terms, which typically vary between one and ten years in length. The discount rate used as at 30 September 2023 was 3.9% (2022: 1.9%).

Within Other provisions, litigation provisions amounted to £10.2m in aggregate at 30 September 2023 (2022: £13.3m). The remaining amount represents probable expected costs in legal and related matters and are not material individually.

24. Capital and reserves

Share capital and share premium

	Number of shares	Share capital £m	Share premium £m
Issued, called up and fully paid:			
Ordinary shares of £0.01085 each			
At 30 September 2022	796,113,196	8.6	472.7
Ordinary shares issued in relation to the Group's share incentive plans	416,000	–	–
At 30 September 2023	**796,529,196**	**8.6**	**472.7**

Ordinary shares

The ordinary shareholders are entitled to receive notice of, attend, and speak at and vote at general meetings of the Company. Ordinary shareholders have one vote for each ordinary share held by them.

Employee benefit trust

The SSP Group plc Share Incentive Plan was established in 2014, in connection with the Company's UK Share Incentive Plan (UK Trust). The SSP Group plc Share Plans Trust was established in 2018, in connection with the Company's share option plans (Share Plan Trust). Details of the Company's share plans are set out in the Directors' Remuneration Report on page 138 as part of the Annual Report on Remuneration.

As at 30 September 2023, the Trustees of the UK Trust and the Share Plan Trust respectively held 74,031 (2022: 36,114) and 875,495(2022: 515,806) ordinary shares of the Company with a combined value of £1.7m (2022: £1.0m).

24. Capital and reserves continued

Reserves

Details of reserves (other than retained earnings) are set out below:

	Capital redemption reserve £m	Translation reserve £m	Cash flow hedging reserve £m	Other reserve £m	Total £m
At 30 September 2021	1.2	9.6	(1.9)	–	8.9
Net loss on hedge of net investments in foreign operations	–	(56.3)	–	–	(56.3)
Other foreign exchange translation differences	–	34.7	–	–	34.7
Deferred tax credit on losses arising on exchange translation differences	–	2.8	–	–	2.8
Effective portion of changes in fair value of cash flow hedges	–	0.2	(0.3)	–	(0.1)
Cash flow hedges – reclassified to income statement	–	–	1.4	–	1.4
Tax credit on cash flow hedges	–	–	0.8	–	0.8
At 30 September 2022	1.2	(9.0)	–	–	(7.8)
Net gain on hedge of net investments in foreign operations	**–**	**33.9**	**–**	**–**	**33.9**
Other foreign exchange translation differences	**–**	**(38.2)**	**–**	**–**	**(38.2)**
Purchase of non-controlling interest in subsidiary	**–**	**–**	**–**	**(3.8)**	**(3.8)**
Deferred tax charge on gains arising on exchange translation differences	**–**	**(1.1)**	**–**	**–**	**(1.1)**
At 30 September 2023	**1.2**	**(14.4)**	**–**	**(3.8)**	**(17.0)**

Capital redemption reserve

The capital redemption reserve relates to the cancellation of the deferred ordinary shares in 2015.

Translation reserve

The translation reserve comprises all foreign exchange differences arising since 1 October 2010, the transition date to IFRS, from the translation of the financial statements of subsidiaries with non-Sterling functional currencies, as well as from the translation of liabilities that hedge the Group's net investment in foreign subsidiaries.

Cash flow hedging reserve

The hedging reserve in the comparative year comprised the cumulative net change in the fair value of the Group's interest rate swaps.

Other reserve

The Other reserve relates to the acquisition of additional 25% stake in SSP America SFO LLC. On 6 June 2023, the Group acquired 25% of SSP America SFO LLC changing its ownership from 65% to 90% for the total consideration of £0.9m. As at the date of acquisition, the 25% of the accumulated non-controlling interest amounted to £1.1m (loss) with the receivable balance due from non-controlling interest shareholders of £1.7m being waived. Given the Group remained the ultimate controlling party, the transaction does not meet the definition of a business combination in accordance with IFRS 3, thus it qualifies for a transaction between parties under common control. Therefore, the loss from this transaction of £3.8m was recorded in Other reserve.

Non-controlling interests

	2023 £m	2022 £m
At 1 October	**86.0**	70.4
Share of profit for the year	**48.0**	20.1
Dividends paid to non-controlling interests	**(45.3)**	(18.8)
Capital contribution from non-controlling interests	**17.3**	3.4
Purchase of non-controlling interest in subsidiary	**1.1**	–
Currency adjustment	**(11.2)**	10.9
At 30 September	**95.9**	86.0

The Group has one subsidiary with a material non-controlling interest, Mumbai Airport Lounge Services Private Ltd ('MALS'). The principal place of business for this subsidiary is India. See note 42 on page 215 for further details of registered office and ownership percentages of each of these companies.

Summarised financial information, before inter-company eliminations, is as follows:

	MALS 2023 £m	MALS 2022 £m
Income statement		
Revenue	**31.9**	19.5
Profit after tax	**14.9**	3.5
NCI share of profit	**10.9**	3.9
Total comprehensive income	**12.0**	6.0
Balance sheet		
Non-current assets	**3.5**	24.8
Current assets	**40.9**	28.9
Current liabilities	**(8.8)**	(13.0)
Non-current liabilities	**(0.7)**	(17.7)
NCI share of equity	**26.6**	17.5
Cash flow		
Net increase in cash and cash equivalents	**8.5**	4.4

25. Share-based payments

The Group has granted equity-settled share awards to its employees under the Performance Share Plan (PSP), the Restricted Share Plan (RSP), the UK Share Incentive Plan (UK SIP) and the International Share Incentive Plan (ISIP).

Details of the terms and conditions of each share-based payment plan and the Group's TSR comparator group are provided on page 138 and page 134 respectively, as part of the Annual Report on Remuneration.

Restricted Share Plan

The RSP awards are subject to performance underpins. For Executive Directors and the GEC these are outlined on page 138. Should any of the underpins not be met, the Remuneration Committee would consider whether a discretionary reduction in the number of shares vesting was required.

Expense in the year

The Group incurred a charge of £6.3m in 2023 (2022: £4.5m) in respect of the PSP and RSP.

	2023 Number of shares	2022 Number of shares
Outstanding at 1 October	**7,114,454**	5,247,974
Granted during the year	**4,023,285**	3,360,575
Exercised during the year	**(377,844)**	(273,177)
Lapsed during the year	**(1,557,132)**	(1,220,918)
Outstanding at 30 September	**9,202,763**	7,114,454
Exercisable at 30 September	**243,223**	359,753
Weighted average remaining contracted life (years)	**7.6**	6.9
Weighted average fair value of awards granted (£)	**2.27**	2.36

The exercise price for the PSP and RSP awards is £nil.

Details of awards granted in the year

The RSPs granted during the year have been valued with reference to the share price at the date of the award. Equity-settled awards are measured at fair value at grant date. The fair value of awards granted is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will actually vest.

No PSPs were granted during the year, or during the prior year.

UK Share Incentive Plan

The UK SIP is a share matching scheme which entitles participating employees to be given up to two free ordinary shares (matching shares) for each SSP Group plc ordinary share purchased (partnership shares). Both the partnership and matching shares are placed in trust for a three-year period. The UK SIP has been in place since December 2014.

For each 12-month plan period from January 2016 to December 2021, the actual entitlement to matching shares was fixed at one matching share for every two partnership shares purchased. For the period from January 2015 to December 2015, the actual entitlement was fixed at one matching share for every one partnership share purchased. The Group incurred a charge of £0.1m in respect of the matching element of the UK SIP in 2023 (2022: £0.1m).

International Share Incentive Plan

The ISIP is a share matching scheme which entitles participating employees to be given up to two free ordinary shares (matching shares) for each SSP Group plc ordinary share purchased (partnership shares). The partnership shares are placed in trust for a three-year period. The ISIP has been in place since September 2015.

For each 12-month plan period from November 2016 to October 2022, the actual entitlement to matching shares was fixed at one matching share for every two partnership shares purchased. For the period from November 2015 to October 2016, the entitlement was fixed at one matching share for every one partnership share purchased. The Group incurred a charge of £0.1m in respect of the matching element of the ISIP in 2023 (2022: £0.1m).

26. Cash flow from operations

	Note	2023 £m	2022 £m
Profit for the year		**56.1**	9.9
Adjustments for:			
Depreciation of property, plant and equipment	11	**106.6**	97.9
Depreciation of right-of-use assets	13	**194.5**	170.0
Amortisation	12	**9.7**	13.8
Derecognition of leases under IFRS 16		**(7.9)**	(78.1)
Non-cash change in lease liabilities	6	**–**	(23.0)
Impairments		**18.1**	18.2
Share-based payments	25	**5.7**	4.5
Finance income	8	**(17.0)**	(4.9)
Finance expense	8	**96.2**	77.8
Share of profit of associates (net of impairment)	14	**(0.5)**	(6.6)
Taxation	9	**32.0**	15.3
Other		**(0.1)**	0.6
		493.4	295.4
Increase in trade and other receivables		**(12.2)**	(45.9)
Increase in inventories		**(5.3)**	(13.3)
Increase in trade and other payables (including provisions)		**22.4**	198.3
Cash flow from operations		**498.3**	434.5

27. Reconciliation of net cash flow to movement in net debt

		Gross debt				
	Cash and cash equivalents £m	Bank and other borrowings £m	US Private Placement notes £m	Leases £m	Total gross debt £m	Net debt £m
At 30 September 2021	773.6	(738.8)	(342.4)	(1,172.8)	(2,254.0)	(1,480.4)
Net decrease in cash and cash equivalents	(244.6)	–	–	–	–	(244.6)
Cash inflow from other changes in debt	–	(9.6)	–	–	(9.6)	(9.6)
Cash outflow from repayment of CCFF	–	300.0	–	–	300.0	300.0
Cash outflow from other changes in debt	–	4.9	–	–	4.9	4.9
Cash outflow from payment of lease liabilities	–	–	–	174.9	174.9	174.9
Lease amendments	–	–	–	198.5	198.5	198.5
Currency translation (losses)/gains	14.6	(9.5)	(49.7)	(55.2)	(114.4)	(99.8)
Other non-cash movements[1]	–	(2.2)	7.4	–	5.2	5.2
At 30 September 2022	543.6	(455.2)	(384.7)	(854.6)	(1,694.5)	(1,150.9)
Net decrease in cash and cash equivalents	**(226.9)**	**–**	**–**	**–**	**–**	**(226.9)**
Cash outflow from repayment of term loan[1]	**–**	**31.5**	**9.1**	**–**	**40.6**	**40.6**
Cash outflow from term[1] loans refinancing	**–**	**36.8**	**–**	**–**	**36.8**	**36.8**
Cash outflow from other[1] changes in debt	**–**	**20.9**	**–**	**–**	**20.9**	**20.9**
Cash inflow from other changes in debt	**–**	**(1.2)**	**–**	**–**	**(1.2)**	**(1.2)**
Cash outflow from payment of lease liabilities	**–**	**–**	**–**	**250.6**	**250.6**	**250.6**
Lease amendments	**–**	**–**	**–**	**(460.5)**	**(460.5)**	**(460.5)**
Currency translation (losses)/gains	**(13.4)**	**11.2**	**24.1**	**35.8**	**71.1**	**57.7**
Other non-cash movements[1]	**–**	**8.9**	**3.1**	**–**	**12.0**	**12.0**
At 30 September 2023	**303.3**	**(347.1)**	**(348.4)**	**(1,028.7)**	**(1,724.2)**	**(1,420.9)**

1 Other non-cash movements relate to debt modification gain/(losses), revised estimated future cash flows and effective interest rate of £12.0m (2022: £5.2m) (see note 8).

2 £95.9m of repayments in the cashflow statements are comprised of repayments of term loans, term loan refinancing and a partial amount of other changes in debt

28. Financial instruments

(a) Fair values of financial assets and liabilities

All financial assets and financial liabilities are carried at amortised cost, except for derivatives which are held at fair value through the income statement.

The fair values of all financial assets and financial liabilities by class, together with their carrying amounts shown in the balance sheet, are as follows:

	Carrying amount 2023 £m	Fair value 2023 £m	Carrying amount 2022 £m	Fair value 2022 £m
Financial assets measured at amortised cost				
Cash and cash equivalents	**303.3**	**303.3**	543.6	543.6
Trade and other receivables	**191.8**	**191.8**	186.7	186.7
Total financial assets measured at amortised cost	**495.1**	**495.1**	730.3	730.3
Non-derivative financial liabilities measured at amortised cost				
Bank loans	**(347.0)**	**(347.0)**	(455.2)	(446.1)
US Private Placement notes	**(348.4)**	**(346.1)**	(384.7)	(379.4)
Lease liabilities	**(1,028.7)**	**(1,028.7)**	(854.6)	(854.6)
Trade and other payables	**(712.4)**	**(712.4)**	(689.9)	(689.9)
Total financial liabilities measured at amortised cost	**(2,436.5)**	**(2,434.2)**	(2,384.4)	(2,370.0)

Bank loans

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the balance sheet date. Bank loans are categorised as level 2 financial liabilities, whereby inputs which are used in the valuation of these financial liabilities and have a significant effect on the fair value are observable, either directly or indirectly.

Lease liabilities

Fair value is based on the present value of the future lease payments, discounted at the rate implicit in the lease or, where this is not known, the incremental borrowing rate.

Finance lease liabilities

Fair value is based on the present value of the future lease payments, discounted at the rate implicit in the lease or, where this is not known, the incremental borrowing rate.

Other non-derivative financial instruments (excluding bank loans)

Due to the short-term nature of non-derivative financial instruments (excluding bank loans), the fair value is approximate to the carrying value.

28. Financial instruments continued

(b) Credit risk

Concentrations of credit risk with respect to trade receivables are limited, due to the Group's customer base being large and diverse, with two external debtors representing more than 10% of the total balance. The Group has no other significant concentration of debtors with no other debtor representing more than 10%. The ageing of trade receivables at the balance sheet date was as follows:

	2023 £m	2022 £m
Total trade receivables	**54.5**	44.3
Less: loss allowance	**(9.5)**	(12.1)
	45.0	32.2
Of which:		
Not yet due	**21.1**	22.5
Overdue, between 0 and 6 months	**25.9**	10.7
Overdue, more than 6 months	**7.5**	11.1
Loss allowance	**(9.5)**	(12.1)
	45.0	32.2

The movement in the loss allowance in respect of trade receivables during the year was as follows:

	2023 £m	2022 £m
At 1 October	**(12.1)**	(10.1)
Charged in the year	**(0.6)**	(4.0)
Reversed in the year	**2.2**	2.2
Utilised in the year	**0.5**	0.6
Currency adjustment	**0.5**	(0.8)
At 30 September	**(9.5)**	(12.1)

Expected credit losses

The Group applies the simplified approach and records lifetime expected credit losses for trade receivables. Loss allowances have been recognised for trade receivables that have been identified as credit impaired. The Group has assessed customer balances in relation to their operating sector (such as air or rail), receivable ageing and other indicators of risk to recoverability.

(c) Credit quality of cash at bank and short-term deposits

The credit quality of cash at bank and short-term deposits has been assessed by reference to Moody's external ratings as follows:

	2023 £m	2022 £m
High grade	**141.4**	220.7
Upper medium grade	**41.1**	211.5
Medium grade	**15.6**	35.4
Non-investment grade	**31.6**	12.9
Unrated	**53.0**	51.2
	282.7	531.7
Cash in hand and in transit	**20.6**	11.9
	303.3	543.6

(d) Financial risk management

The main financial risks of the Group relate to the availability of funds to meet business needs, the risk of default by counterparties to financial transactions, and fluctuations in interest and foreign exchange rates. In this regard, the treasury function is mandated by the Board to manage the financial risks that arise in relation to underlying business needs. The function has clear policies and operating parameters, and its activities are regularly reviewed by the Board to ensure compliance. The function does not operate as a profit centre and speculative transactions are not permitted.

Financial instruments, including derivatives, are used on occasion to manage the main financial risks arising during the course of business. These risks are liquidity risk and market risk and are discussed further below.

Liquidity risk

The Group's objective in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. In order to achieve this, the treasury department maintains an appropriate level of funds and facilities to meet each year's planned funding requirement.

In July 2023, the Group refinanced its Senior Bank Facilities that were previously due to mature in January 2025, and replaced them with new £600m Senior Facilities with current maturity in July 2027. Further detail on this is provided within note 19.

28. Financial instruments continued

The following are the remaining contractual maturities of financial liabilities at the reporting date.

2023	Carrying amount £m	Contractual cash flows £m	1 year or less £m	1 to <2 years £m	2 to <5 years £m	>5 years £m
Non-derivative financial liabilities						
Bank loans	**(347.0)**	**(407.5)**	**(33.5)**	**(30.9)**	**(343.1)**	**–**
US Private Placement notes	**(348.4)**	**(412.6)**	**(15.5)**	**(13.7)**	**(188.3)**	**(195.1)**
Lease liabilities	**(1,028.7)**	**(1,253.2)**	**(271.4)**	**(236.8)**	**(482.9)**	**(262.1)**
Trade and other payables	**(712.4)**	**(712.4)**	**(711.1)**	**(0.5)**	**–**	**(0.8)**
	(2,436.5)	**(2,785.7)**	**(1,031.5)**	**(281.9)**	**(1,014.3)**	**(458.0)**

2022	Carrying amount £m	Contractual cash flows £m	1 year or less £m	1 to <2 years £m	2 to <5 years £m	>5 years £m
Non-derivative financial liabilities						
Bank loans	(455.2)	(516.6)	(111.1)	(39.3)	(365.9)	(0.3)
US Private Placement notes	(384.7)	(486.2)	(53.5)	(16.5)	(147.1)	(269.1)
Lease liabilities	(854.6)	(1,014.7)	(226.9)	(184.3)	(372.8)	(230.7)
Trade and other payables	(689.9)	(689.9)	(688.6)	(0.5)	–	(0.8)
	(2,348.4)	(2,707.4)	(1,080.1)	(240.6)	(885.8)	(500.9)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. These are discussed further below.

Currency risk

Although the functional currency of the Group is Sterling, the Group's operating cash flows are transacted in a number of different currencies. The Group's policy in managing this financial currency risk is to use foreign currency denominated borrowings to ensure that interest costs arise in currencies that reflect the operating cash flows, thereby minimising net cash flows in foreign currencies. As the mix of foreign currency cash flows generated by the business changes over time, there may be a requirement to restructure borrowings (via financial instruments or other treasury products) to maintain this hedge. The Board reviews financial currency risk at least once a year.

The Group uses currency denominated borrowings to hedge the exposure of a portion of its net investment in overseas operations (with non-Sterling functional currency) against changes in value due to changes in foreign exchange rates. An economic relationship has been identified as both the net investment in overseas operations, and the currency denominated borrowings used as the related hedging instrument, are subject to currency risk, and changes in foreign exchange rates would cause their values to move in opposite directions.

As at 30 September 2023, the fair value of bank loans and US Private Placement debt used as hedging instruments was £456.9m (2022: £579.2m). Of this, £201.4m was in respect of Euro exposure and £255.5m in respect of the US Dollar exposure.

There were no reclassifications from foreign currency translation reserve and external borrowings in foreign currencies did not exceed the investments in respective countries.

No sensitivity analysis is provided in respect of currency risk as the Group's currency exposure mainly relates to translation risk as discussed above.

The currency profile of the cash balances of the Group at 30 September 2023 was as follows:

Cash at bank and in hand	2023 £m	2022 £m
Sterling	**100.0**	298.0
Other currencies	**203.3**	245.6
	303.3	543.6

28. Financial instruments continued

Interest rate risk

The interest rate and currency profile of the Group's bank loans at 30 September 2023 before adjustments for unamortised bank fees of £0.2m (2022: £4.9m) was as follows:

	Floating-rate liabilities		Fixed-rate liabilities		Total	
	2023 £m	2022 £m	2023 £m	2022 £m	2023 £m	2022 £m
Currency						
Sterling	**(150.0)**	(138.4)	**(41.4)**	(42.0)	**(191.4)**	(180.4)
Euro	**(152.2)**	(161.6)	**(49.2)**	(96.9)	**(201.4)**	(258.5)
US Dollar	**–**	(31.7)	**(255.5)**	(286.0)	**(255.5)**	(317.7)
Swedish Krona	**–**	(22.8)	**–**	–	**–**	(22.8)
Norwegian Krone	**–**	(32.0)	**–**	–	**–**	(32.0)
Swiss Franc	**–**	–	**–**	–	**–**	–
Indian Rupee	**(1.6)**	(4.0)	**–**	–	**(1.6)**	(4.0)
	(303.8)	(390.5)	**(346.1)**	(424.9)	**(649.9)**	(815.4)

Sensitivity analysis

The effect of a 1% increase in interest rates prevailing at the balance sheet date on the Group's cash and cash equivalents and debt subject to variable rates of interest at the balance sheet date would be to decrease profit for the year (after tax) by an immaterial amount. A similar 1% decrease in interest rates would result in an equal and opposite effect over the course of a year.

IBOR reform

As a result of the refinancing completed in July 2023, the Group no longer holds any Term Loans denominated in USD. We have competed the transition from USD LIBOR to the Secured Overnight Financing Rate (SOFR) in respect of any USD denominated drawings under our Revolving Credit Facility, but have not to date made any USD drawing. The Group continues to monitor the market and the output from various industry groups managing the transition to new benchmark interest rates and will look to implement changes if appropriate in the future.

(e) Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development. The Group's capital is represented by the share capital and reserves (as set out in note 24), retained earnings, and net debt. The funding requirements of the Group are met by a mix of long-term borrowings, medium-term borrowings, short-term borrowings (under its Revolving Credit Facility) and available cash.

As mentioned in the liquidity section, during the year the Group successfully refinanced its bank facilities, with the new Senior Bank Facilities currently maturing in July 2027.

29. Commitments

Capital commitments at the end of the financial year, for which no provision has been made, are as follows:

	2023 £m	2022 £m
Contracted for but not provided	**134.5**	124.9

Capital commitments relate to where the Group has contractually committed to acquire and/or build tangible assets that are not yet incurred as at 30 September 2023.

30. Related parties

Related party relationships exist with the Group's subsidiaries, associates (note 14), key management personnel, pension schemes (note 22) and employee benefit trust (note 24).

Subsidiaries

Transactions between the Company and its subsidiaries, and transactions between subsidiaries, have been eliminated on consolidation and are not disclosed in this note. Where the Group does not own 100% of its subsidiary, significant transactions with the other investors in the non-wholly owned subsidiary ('investor'), other than those listed in note 24, are disclosed within this note (in the table below). Sales and purchases with related parties are made at normal market prices.

Associates

Significant transactions with associated undertakings during the year, other than those included in note 14, are included in the table below.

Related party transactions

	2023 £m	2022 £m
Sales to related parties	**0.9**	(0.2)
Purchases from related parties	**(6.7)**	(2.5)
Management fee income	**2.3**	1.9
Other income	**2.0**	1.9
Other expenses[1]	**15.9**	(8.4)
Amounts owed by related parties at the end of the year	**6.9**	6.4
Amounts owed to related parties at the end of the year [2]	**(27.0)**	(14.7)

1 The majority of other expenses relates to £12.1m rent from Midway Partnership LLC (2022: £6.50m).
2 The majority of amounts relates to £9.8m loans (and accumulated interest) received from non-controlling interest shareholders in Brazil and Bahrain (2022: £10.1m).

30. Related parties continued

Bank guarantees

The Group has provided a number of guarantees to third parties and has given guarantees to partners of consolidated non-wholly owned subsidiaries in respect of obligations of its non-wholly owned subsidiaries, relating to, for example, concession agreements, franchise agreements and financing facilities. In addition, certain subsidiaries benefit from guarantees provided by the Group's non-controlling interest partners to similar third parties (in respect of obligations of the subsidiaries). These guarantees are consistent with those provided in the normal course of business in respect of the Group's wholly owned subsidiaries. At 30 September 2023 the value of the guarantees given by the various Group companies in respect of both wholly owned and other subsidiaries was £145.7m (2022: £135.9m). The Group does not expect these guarantees to be called on and as such no liability has been recognised in the financial statements.

Remuneration of key management personnel

The remuneration of key management personnel of the Group is set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'. The Group considers key management personnel to be the Group CEO, Deputy Group CEO and CFO, Non-Executive Directors and the Group Executive Committee.

	2023 £m	2022 £m
Short-term employee benefits	**(10.1)**	(9.1)
Post-employment benefits	**(0.5)**	(0.5)
Share-based payments	**(3.2)**	(2.5)
	(13.8)	(12.1)

31. Business combinations and other acquisitions

(a) Acquisition of the Midfield Concessions business

On 4 May 2023, the Group announced its expansion in North America by adding 40 new units at seven airports, including four new locations, through the acquisition of the concessions business of Midfield Concession Enterprise Inc. ('MCE'). This trade and assets deal has provided the Group with access to Detroit Metropolitan Wayne County, Denver International, Philadelphia International, and Cleveland Hopkins International, and it has also expanded SSP's existing presence at Minneapolis St. Paul International, San Francisco International, and Newark Liberty International.

The total consideration under the agreement is £54.1m ($67 million) paid in cash on the completion date, with the deal structured in two parts: one covering the initially acquired six airports (£37.5m ($46m)) and one covering Denver airport (remaining £16.6m ($21m) consideration). The transaction in relation to the six airports was completed on 6 June 2023. On 16 November 2023, the Group took operational control of the Denver airport part of the acquisition (note 32).

Assets acquired and liabilities assumed (provisional)

The fair values of the identifiable assets and liabilities of the six airports (completed in the year) as at the date of acquisition were provisionally determined as follows:

	Fair value recognised on acquisition £m
Assets	
Property, plant and equipment (Note 11)	25.9
Right-of-use assets (Note 13)	34.5
Other receivables	0.0
Inventory	0.3
Cash	0.1
Liabilities	
Lease liabilities (Note 21)	(23.3)
Total identifiable net assets at fair value	**37.5**
Non-controlling interest measured at fair value	(9.5)
Increase in Other receivables due from NCI	8.4
Goodwill arising on acquisition (Note 12)	1.1
Total net assets acquired	**37.5**
Satisfied by:	
Purchase considerations transferred	**37.5**

The transaction costs of relating to the acquisition amounted to £1.2m.

The Group measured the acquired lease liabilities using the present value of the remaining lease payments at the date of acquisition. The right-of-use assets were measured at an amount equal to the lease liabilities and adjusted to reflect the favourable terms of the lease relative to market. The right-of-use assets include concession rights amounting to £11.2m to be amortised over the life of the contracts.

At the time when the financial statements were authorised for issue, the Group had not yet completed the accounting for the acquisition of the six airports. In particular, the fair values of the assets and liabilities disclosed above have only been determined provisionally, because the independent valuations have not been finalised.

From the date of the completion of the first stage of acquisition, the six airports contributed £14.7m of revenue and £0.5m of profit before tax from operations of the Group. It is not practically possible to calculate revenue and profit before tax should the acquisition had taken place at the beginning of the year.

(b) Other

During the year the Group also made other acquisitions in the United Kingdom and USA with the total considerations of £3.7 million.

32. Post balance sheet events

On 16 November 2023 the Group took operational control of the Denver airport part of the acquisition of the concessions business of Midfield Concession Enterprises, Inc. The total consideration for the Denver airport concession (£16.6m ($21m)) is yet to be paid, and will be paid on legal completion of the transaction which is expected imminently.

Assets acquired and liabilities assumed (provisional)

The fair values of the identifiable assets and liabilities related to the post-balance sheet event, and that have not been accounted for in the balance sheet at 30 September 2023 were provisionally determined as follows:

	Fair value recognised on acquisition £m
Assets	
Property, plant and equipment	9.8
Right-of-use assets	9.9
Liabilities	
Lease liabilities	(7.0)
Total identifiable net assets at fair value	**12.7**
Non-controlling interest measured at fair value	(3.2)
Increase in Other receivables due from NCI	4.2
Goodwill arising on acquisition	2.9
Total net assets acquired	**16.6**
Satisfied by:	
Purchase considerations to be transferred	**16.6**

None of the goodwill is expected to be deductible for tax purposes.

At the time when the financial statements were authorised for issue, the Group had not yet completed the accounting for the acquisition of the Denver airport. In particular, the fair values of the assets and liabilities disclosed above have only been determined provisionally, because the independent valuations have not been finalised.

Company balance sheet
As at 30 September 2023

	Notes	2023 £m	2022 £m
Fixed assets			
Investments	34	**1,203.4**	1,202.0
		1,203.4	1,202.0
Current assets			
Debtors due within one year	35	**313.2**	288.4
Liabilities falling due within one year			
Creditors	36	**(41.8)**	(14.6)
Net current assets		**271.4**	273.8
Net assets		**1,474.8**	1,475.8
Capital and reserves			
Called up share capital	37	**8.6**	8.6
Share premium account	37	**472.7**	472.7
Treasury shares	37	**–**	–
Capital redemption reserve	37	**1.2**	1.2
Profit and loss account	37	**992.3**	993.3
Total equity shareholders' funds		**1,474.8**	1,475.8

The Company's loss for the year was £4.7m (2022: £1.7m).

These financial statements were approved by the Board of Directors on 5 December 2023 and were signed on its behalf by

Jonathan Davies
Deputy Group CEO and CFO

Registered number: 5735966

Company statement of changes in equity
As at 30 September 2023

	Share capital £m	Share premium £m	Capital redemption reserve £m	Merger relief reserve £m	Treasury shares £m	Profit and loss account £m	Total equity £m
At 30 September 2021	8.6	472.7	1.2	–	(1.7)	999.6	1,480.4
Loss for the year	–	–	–	–	–	(8.7)	(8.7)
Reclassification to retained earnings	–	–	–	–	1.7	(1.7)	–
Share-based payments	–	–	–	–	–	4.1	4.1
At 30 September 2022	8.6	472.7	1.2	–	–	993.3	1,475.8
Loss for the year	–	–	–	–	–	(4.7)	**(4.7)**
Share-based payments	–	–	–	–	–	**3.7**	**3.7**
At 30 September 2023	**8.6**	**472.7**	**1.2**	**–**	**–**	**992.3**	**1,474.8**

Notes to Company financial statements

33. Accounting policies

SSP Group plc (the Company) is a company incorporated in the UK.

These statements present information about the Company as an individual undertaking and not about its Group. The separate financial statements are presented as required by the Companies Act 2006.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) under the historical cost accounting rules.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards and has set out below where advantage of the FRS 101 disclosure exemptions has been taken:

- the cash flow statement and related notes;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- disclosures required in respect of financial instruments;
- disclosures in respect of share based payments; and
- the effects of new but not yet adopted standards.

Where relevant, equivalent disclosures have been given in the consolidated financial statements. The principal accounting policies adopted are the same as those set out in note 1 to the consolidated financial statements except as noted below. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's balance sheet and related notes.

The Company uses Sterling as its presentational and functional currency and all values have been rounded to the nearest £0.1m unless otherwise stated.

Under Section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own income statement. The loss for the financial year (2022: loss) is disclosed in note 37 to these accounts. The Company has no other recognised gains or losses in the current or preceding year and, therefore, no statement of comprehensive income is presented.

Going concern

SSP Group plc is the ultimate parent company of the SSP Group. As part of the Group's adoption of the going concern basis, the Board has reviewed the Group's trading forecasts, incorporating different scenarios to reflect the uncertainty surrounding the economic and geo-political environment over the next twelve months. Having carefully reviewed these forecasts, the Directors have concluded that it is appropriate to adopt the going concern basis of accounting in preparing these financial statements for the reasons set out on page 161 relating to the consideration of the Group's going concern basis.

Investments

Investments in subsidiaries are stated at cost less provision for impairment losses.

Impairment

The carrying values of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. When a subsequent event or change in circumstances causes the recoverable amount of an asset to increase, the previously recognised impairment loss is reversed through the income statement.

Taxation

The charge for taxation is based on the results for the year and takes into account taxation deferred because of temporary differences between the treatment of certain items for taxation and accounting purposes. Tax is recognised in the profit and loss account except where it relates to items taken directly to equity, in which case it is recognised in equity. Deferred tax is recognised in respect of all temporary differences between the treatment of items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 101.

Deferred tax assets are recognised to the extent that it is regarded as probable that they will be recovered.

Share-based payment compensation

The Company has granted equity-settled share awards to Group employees. Equity-settled awards are measured at fair value at grant date. The fair value of awards granted to employees of the Company is expensed on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will actually vest. The cost of awards to employees of subsidiary undertakings is accounted for as an additional investment.

34. Investments in subsidiary undertakings

	Shares in Group undertaking £m
Cost	
At 1 October 2022	1,202.0
Additions	1.4
At 30 September 2023	**1,203.4**
Net book value	
At 30 September 2023	**1,203.4**
At 30 September 2022	1,202.0

Impairment
The Directors performed the annual assessment whether there are any impairment indicators in relation to the Company's fixed asset investments as at 30 September as required by the accounting principles set out in FRS 101, including comparing the Company's market capitalisation to investments value.

The assessment did not result in any impairment trigger being identified (2022: No trigger identified.)

35. Debtors

Due within one year	2023 £m	2022 £m
Amount receivable from Group undertakings	**311.3**	287.8
Other debtors	**1,9**	0.6
	313.2	288.4

Amounts receivable from Group undertakings are repayable on demand. The Company has undertaken a review of the liquidity position of the counterparty subsidiaries and noted that the subsidiaries continue to have sufficient immediately available funds to settle the receivables at the balance sheet date. As a result, expected credit losses are immaterial in respect of these receivables.

36. Creditors

Due within one year	2023 £m	2022 £m
Amounts payable to Group undertakings	**(30.6)**	–
Accruals and deferred income	**(0.1)**	(6.6)
Trade and other payables	**(7.6)**	(4.8)
Other taxation and social security	**(3.5)**	(3.2)
	(41.8)	(14.6)

37. Capital and reserves

Share capital and share premium

	Number of shares	Share capital £m	Share premium £m
Issued, called up and fully paid:			
Ordinary shares of £0.01085 each			
At 30 September 2022	796,113,196	8.6	472.7
Ordinary shares issued in relation to the Group's share incentive plans	416,000	–	–
At 30 September 2023	**796,529,196**	**8.6**	**472.7**

Reserves

	Treasury shares £m	Capital redemption reserve £m	Profit and loss account £m	Total £m
At 30 September 2021	(1.7)	1.2	999.6	999.1
Loss for the year	–	–	(8.7)	(8.7)
Reclassification to retained earnings	1.7	–	(1.7)	–
Share-based payments	–	–	4.1	4.1
At 30 September 2022	–	1.2	993.3	994.5
Loss for the year	–	–	(4.7)	(4.7)
Share-based payments	–	–	3.7	3.7
At 30 September 2023	**–**	**1.2**	**992.3**	**993.5**

Capital redemption reserve
The capital redemption reserve relates to the cancellation of the deferred ordinary shares in 2015.

Profit and loss account
The Company's loss for the financial year was £4.7m (2022: loss of £8.7m).

Dividends
In line with the Group's stated priorities for the uses of cash and after careful review of its medium-term investment requirements, the Board is proposing a final dividend of 2.5 pence per share (2022: nil), which is subject to shareholder approval at the Annual General Meeting.

38. Directors' remuneration

The remuneration of the Directors of the Company is disclosed in note 30 to the Group accounts and in the Annual Report on Remuneration on page 121. Details of RSP and DSPB awards made to Executive Directors are given on page 125.

39. Related parties

The Company has identified the Directors of the Company and the Group Executive Committee as related parties for the purpose of FRS 101. Details of the relevant relationships with these related parties are disclosed in note 30 to the Group accounts.

The Company has no transactions with or amounts owed to or from partly owned subsidiary undertakings. All holdings in partly owned undertakings are held through indirectly held wholly owned subsidiaries of the Company.

40. Contingent liabilities

The Company is a member of a VAT group and consequently is jointly liable for the VAT group's liability. The Company's contingent liability at 30 September 2023 was approximately £4.2m (2022: £7.2m).

In addition, the Company is a guarantor for the Group's main bank facilities and US Private Placement borrowings. The borrowings under the facilities at 30 September 2023 were £648.3m (2022: £759.6m).

The Company has also provided guarantees in relation to certain operating liabilities of operating subsidiaries. All such liabilities are expected to be paid by the relevant subsidiary in the normal course of business.

41. Other information

The fee for the audit of the Company's annual financial statements was £0.8m (2022: £0.6m).

The average number of persons employed by the Company (including Directors) during the year was 87 (2022: 69).

Total staff costs (excluding charges for share-based payments) were £17.5m (2022: £12.1m).

42. Group companies

In accordance with Section 409 of the Companies Act 2006, a full list of subsidiaries, associates and other investments (held directly and indirectly by the Company) at the year end are as disclosed below.

Group companies included in the consolidation are those companies controlled by the Group. Control exists when the Group has the power to direct the activities of an entity so as to affect the return on investment. In certain cases an entity may be consolidated when the percentage of shares held may be less than 50% as the Group has the power to control such activities.

Part A – Subsidiaries

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Subsidiaries (all of which are included in the Group consolidation):		
Australia		
SSP Australia Airport Concessions Pty Ltd 206/83 York Street, Sydney, NSW 2000, Australia	Holding company	
SSP Australia Airport F&B Pty Ltd 206/83 York Street, Sydney, NSW 2000, Australia		
SSP Australia Catering Pty Limited[3] 206/83 York Street, Sydney, NSW 2000, Australia	Holding company	
WA Airport Hospitality Pty Limited 206/83 York Street, Sydney, NSW 2000, Australia		
Austria		
SSP Österreich GmbH Office Park 3/Top 144, 1300 Wien-Flughafen, Austria		
Bahrain		
SSP Bahrain W.L.L Falcon Tower, Office 614. Building No 60, Road 1701, Block 317, Diplomatic Area, Manama, Kingdom of Bahrain		51%
Belgium		
SSP Aérobel SPRL Rue des Frères Wright, 8 Boite 12, 6041 Charleroi, Belgium		
SSP Belgium SPRL Korte Ambachtstraat 4, 9860, Oosterzele, Belgium		

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Bermuda		
Bermuda Travel Concessions, LLC 4 Burnaby Street, Hamilton, Bermuda HM 11		51%
Brazil		
SSP DFA Restaurantes Brasil Ltda Rua Goethe, 54 – Botafogo Rio de Janeiro - RJ, 22281-020, Brazil		50%[1]
Cambodia		
Select Service Partner (Cambodia) Limited No 4B, Street Vat Ang Taming, Sangkat Kakab, Khan Poh Sen Chey, Phnom Penh, Cambodia	Inactive company	49%[1,7]
Canada		
SSP Canada Airport Services Inc. 30th Floor, 360 Main Street, Winnipeg MB R3C 4G1, Canada	Services company	
SSP Canada Food Services Inc. McLachlan Brown Anderson Solicitors, 938 Howe Street,10th Floor, Vancouver BC V6Z 1N9, Canada		
SSP Québec Food Services Inc. 1010 Rue Sherbrooke O, Montréal, Québec H3A Canada	Services company	[16]
China		
Select Service Partner Hainan Co. Limited[6] 2/F, Departure Halls, Passenger Terminal Building, Haikou Meilan International Airport, Hainan, Haikou 571126, China		
SSP Shanghai Co. Limited[6] Room 528, 5th Floor, East Traffic Center, Hongqiao International Airport, Minghang District Shanghai, China		
Cyprus		
SSP Catering Cyprus Limited 67 Limassol Avenue, Lamda Vision, Vision Tower 1st Floor, 2121 Aglantzia, Nicosia, Cyprus, P.O. Box 14144, CY-2154 Aglantzia, Nicosia, Cyprus	Holding and Management Services company	
SSP Louis Airport Restaurants Limited 67 Limassol Avenue, Lamda Vision, Vision Tower 1st Floor, 2121 Aglantzia, Nicosia, Cyprus, P.O. Box 14144, CY-2154 Aglantzia, Nicosia, Cyprus	Holding company	60%

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Denmark		
SSP Denmark ApS Lufthavnsboulevarden 14, 1. sal, 2770, Kastrup, Denmark		
Egypt		
SSP Egypt for Restaurants JSC Cairo International Airport, Airmall Building, 1st Floor, Cairo, Egypt		
Estonia		
Select Service Partner Eesti A/S Veerenni 38, Tallinn 10 138, Estonia		
Finland		
Select Service Partner Finland Oy Helsinki Airport, Vantaa, FI-01530, Finland		
France		
Bars et Restaurants Aéroport Lyon Saint Exupéry SAS Immeuble l'Arc, BP 197, Lyon Saint Exupéry Aéroport, 69125, Colombier-Saugnieu, France		
Les Buffets Boutiques et Services des Autoroutes de France SNC 5, rue Charles de Gaulle, 94140, Alfortville, France	Inactive company	
Select Service Partner SAS 5, rue Charles de Gaulle, 94140, Alfortville, France	Holding and Management Services company	
SSP Aéroports Parisiens SASU 5, rue Charles de Gaulle, 94140, Alfortville, France		
SSP Caraibes SASU 5, rue Charles de Gaulle, 94140, Alfortville, France		
SSP France Financing SAS Immeuble le Virage, 5, Allée Marcel Leclerc, CS60017 13417 Marseille Cedex 08, France	Holding company	
SSP Museum SAS 5, rue Charles de Gaulle, 94140, Alfortville, France		
SSP Paris SASU 5, rue Charles de Gaulle, 94140, Alfortville, France		
SSP Province SAS 5, rue Charles de Gaulle, 94140, Alfortville, France		

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Germany		
SSP Deutschland GmbH The Squaire 24, 60549 Frankfurt am Main, Germany		
SSP Financing Germany GmbH The Squaire 24, 60549 Frankfurt am Main, Germany	Holding company	
Station Food GmbH The Squaire 24, 60549 Frankfurt am Main, Germany		
Greece		
Select Service Partner Restaurants Hellas SA Athens International Airport, Administration Building 17 Office 2/06-01, 190 19 Spata, Athens Greece		
Hong Kong		
Select Service Partner Asia Pacific Limited Suites 1201-2 & 12-14, 12/F, North Tower, World Finance Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong,	Holding and Management Services company	
Select Service Partner Hong Kong Limited Suites 1201-2 & 12-14, 12/F, North Tower, World Finance Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong		
SSP AD Lounges HK Limited Suites 1201-2 & 12-14, 12/F, North Tower, World Finance Centre, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong	Inactive	
SSP China Development Limited[6] Suite 1106-8, 11/F, Tau Yau Building, No. 181 Johnston Road, Wanchai, Hong Kong	Holding company	
Hungary		
SSP Hungary Catering Kft Budapest Ferenc Liszt International Airport, Terminal 2B, 1185 Budapest, Hungary		
Iceland		
SSP Iceland ehf. Smaratorgi 3, 201 Kopavogur, Iceland		

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
India		
BLR Lounge Services Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[1,10]
Mumbai Airport Lounge Services Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		21.8%[1,15]
Semolina Kitchens Private Limited 504, Regus, Level-5, Caddie Commercial Tower, Hospitality District Aerocity Delhi, New Delhi 110037 India		49%[1,10]
TFS (R&R Works) Private Limited Block A, South Wing, 1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[1,10]
Travel Food Services Chennai Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[1,10]
Travel Food Services (Delhi Terminal 3) Private Limited New Udaan Bhawan, Opposite Terminal 3, IGI Airport, New Delhi, 110 037, India		29.4%[1,11]
Travel Food Services Kolkata Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[1,10]
Travel Food Services Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[1]
Ireland		
Select Service Partner Ireland Limited 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland		
Israel		
Select Service Partner Israel Ltd Derech Menachem Begin 132, Azrieli One Center, Round Building, 6701101, Tel Aviv, Israel		

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Italy		
SSP Italia S.R.L. Genova (GE), Piazza Della, Vittoria 15/34, CAP 16121 Italy		
Luxembourg		
SSP Luxembourg SA Aeroport de Luxembourg, L-1110 Luxembourg		
Malaysia		
Select Service Partner Malaysia Sdn Bhd Unit A-3-6, TTDI Plaza, Jalan Wan Kadir 3, Taman Tun Dr Ismail, 60000 Kuala Lumpur, W.P. Kuala Lumpur		74.6%[2,3]
SSPMY Serai Sdn Bhd Unit A-3-6, TTDI Plaza, Jalan Wan Kadir 3, Taman Tun Dr Ismail, 60000 Kuala Lumpur, W.P. Kuala Lumpur		
SSP Services (Malaysia) Sdn Bhd Unit A-3-6, TTDI Plaza, Jalan Wan Kadir 3, Taman Tun Dr Ismail, 60000 Kuala Lumpur, W.P. Kuala Lumpur		
Mauritius		
Travel Food Services Global Private Ltd Intercontinental Trust Limited, Level 3, Alexander House, 35 Cybercity, Ebene, Mauritius	Inactive company	49%[1,10]
Mexico		
SSP Mexico Aeropuertos, S. DE R.L. DE C.V. Oso 127 Int. Oficina 104 A1, Colonia Del Valle Sur, Benito Juarez C.P. 03104, Mexico		
Netherlands		
SSP Nederland BV Leidseveer 2, 3511 SB, Utrecht, Netherlands		
Norway		
Select Service Partner AS Henrik Ibsens veg 7, 2060 Gardermoen, Norway		
SSP Norway Financing AS Henrik Ibsens veg 7, 2060 Gardermoen, Norway	Holding company	
Oman		
Gourmet Foods LLC PO Box 3340 PC – 112 Muscat Sultanate of Oman	Holding company	49.9%[1,12]

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Philippines		
Select Service Partner Philippines Corporation JME Building No. 35, Calbayog Street, Barangay, Highway Hills, City of Mandaluyong, NCR, Second District, Philippines	Holding company	52%
SSP-Mactan Cebu Corporation[6] Terminal 1 Mactan Cebu International Airport, Pusok, Lapu-Lapu City, Cebu 6015, Philippines		26%[1,8]
Russia		
Select Service Partner Russia LLC[6] Russian Federation, Moscow region, Khimki, Melnikov Ave., 13, floor 1, premises 011, Room. 4, Russia	Inactive company	
Singapore		
Select Service Partner (Singapore) Pte Limited 112 Robinson Road, #05-01, 068902, Singapore		
Spain		
Foodlasa, SLU Camino de la Zarzuela, 19-21, 2ª plta., 28023, Madrid, Spain		
Select Service Partner S.A.U Camino de la Zarzuela, 19-21, 2ª plta., 28023, Madrid, Spain		
Select Service Partner Spain Financing SLU Camino de la Zarzuela, 19-21, 2ª plta., 28023, Madrid, Spain	Holding company	
SSP Airport Restaurants SLU Camino de la Zarzuela, 19-21, 2ª plta., 28023, Madrid, Spain		
Sweden		
Scandinavian Service Partner AB Arlanda Airport, P.O Box 67, S-19045, Stockholm Arlanda, Sweden		
SSP Newco AB Arlanda Airport, P.O Box 67, S-19045, Stockholm Arlanda, Sweden	Inactive company	
SSP Sweden Financing AB Arlanda Airport, P.O Box 67, S-19045, Stockholm Arlanda, Sweden	Holding company	
Switzerland		
Rail Gourmet Holding AG Bahnhofstrasse 10, CH-6300, Zug, Switzerland	Holding company	
Select Service Partner (Schweiz) AG Shopping center/Bahnhofterminal, 8058 Zurich-Flughafen, Switzerland, PO Box: Postfach 2472		

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Taiwan		
SSP Taiwan Limited 1F, No.13, Ln. 84, He 1st Rd, Keelung City, Jhongjheng District, 202, Taiwan, Republic of China	Inactive company	
Thailand		
Select Service Partner Co. Limited[6] 88 The Parq Building, 11th Fl. Ratchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok Metropolis Thailand		49%[1]
United Arab Emirates		
SSP Emirates LLC Mussafah, SH MBX Area ME11, Building 85, Mezzanine floor, Hamed Al-Kurby Building, P.O. Box 133357 Abu Dhabi, United Arab Emirates		51%[21]
United Kingdom		
Belleview Holdings Limited Jamestown Wharf, 32 Jamestown Road, London, United Kingdom, NW1 7HW ('SSP Group Head Office')	Inactive company	
Belleview Limited SSP Group Head Office	Inactive company	
Millie's Cookies (Franchise) Limited SSP Group Head Office	Inactive company	
Millie's Cookies Limited SSP Group Head Office	Agency company	
Millies Limited SSP Group Head Office	Inactive company	
Millie's Cookies (Retail) Limited SSP Group Head Office	Agency company	
Procurement 2U Limited SSP Group Head Office	Procurement company	
Rail Gourmet Group Limited SSP Group Head Office	Holding company	
Rail Gourmet UK Holdings Limited SSP Group Head Office	Holding and Management Services company	
Rail Gourmet UK Limited SSP Group Head Office		
Select Service Partner Limited SSP Group Head Office	Agency company	
Select Service Partner Retail Catering Limited SSP Group Head Office	Inactive company	
Select Service Partner UK Limited SSP Group Head Office		
SSP Air Limited SSP Group Head Office	Agency company	
SSP Asia Pacific Holdings Limited SSP Group Head Office	Holding company	
SSP Bermuda Holdings Limited SSP Group Head Office	Holding company	
SSP Euro Holdings Limited SSP Group Head Office	Holding company	
SSP Financing Limited SSP Group Head Office	Holding and Treasury company	
SSP Financing No. 2 Limited SSP Group Head Office	Financing company	[3]
SSP Financing UK Limited SSP Group Head Office	Holding and Management Services company	
SSP Group Holdings Limited SSP Group Head Office	Holding company	[4]
SSP Lounge Holdings Global Limited SSP Group Head Office	Holding company	
SSP South America Holdings Limited SSP Group Head Office	Holding company	
SSP TFS HK Lounge Limited SSP Group Head Office	Holding company	
Whistlestop Airports Limited SSP Group Head Office	Inactive company	
Whistlestop Foods Limited SSP Group Head Office	Inactive company	
Whistlestop Operators Limited SSP Group Head Office	Inactive company	

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
United States of America		
ATL Dine and Fly, LLC 334 North Senate Avenue, Indianapolis, IN 46204-1708, United States	Inactive company	
CBC SSP America DAL, LLC CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States		49%[1]
CBC SSP America DFW, LLC CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States		49%[1]
Creative PTI, LLC CT Corporation System, 160 Mine Lake Court, Suite 200, Raleigh NC 27615-6417, United States		62.8%[17]
Flavor of ATL, LLC CT Corporation System, 289 S Culver Street, Lawrenceville GA 30046, United States	Inactive company	
Good Coffee PDX, LLC 780 Commercial ST SE Ste 100 Salem, OR 97218, United States		70%
Harry's Airport[20] 334 North Senate Avenue, Indianapolis, IN 46204-1708, United States		51%
Jackson Airport Concessions, LLC CT Corporation System, 1200 S. Pine Island Road, Plantation FL 33324, United States	Inactive company	
LBC PDX, LLC 780 Commercial Street, SE, Suite 100, Salem, Oregon, 97301, United States		70%
Mack II SSP ATL, LLC 289 S.Culver Street, Lawrenceville, GA 30046, United States	Inactive company	
Select Service Partner LLC Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle DE 19801, United States	Inactive company	
SSP America ABQ, LLC 206 S Coronado Ave, Espanola, NM 87532-2792, United States		
SSP America ATL, LLC 289 S.Culver Street, Lawrenceville, GA 30046, United States		
SSP America AZA, LLC CT Corporation System, 3800 N Central Avenue, Suite 460, Phoenix AZ 85012, United States	Inactive company	

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
SSP America BNA, LLC 300 Montvue Road, Knoxville, Tennessee 37919, United States	Inactive company	
SSP America BOS, LLC CT Corporation System, 155 Federal Street, Ste 700, Boston MA 02110, United States		60%
SSP America CID, LLC CT Corporation System, 400 E Court Ave, Des Moines IA 50309, United States		90%
SSP America CLE, LLC 4400 Easton Commons Way, Suite 125, Columbus, Ohio 43219, United States		70%
SSP America COS, LLC 7700 E Arapahoe Rd, STE 220, Centennial, CO 80112-1268, United States		
SSP America CVG, LLC 306 W Main Street, Suite 512, Frankfort KY 40601, United States	Inactive company	
SSP America DAL, LLC 1999 Bryan St., Suite 900, Dallas, TX 75201-3136, United States	Inactive company	
SSP America Denver, LLC 7700 E Arapahoe Rd, STE 220, Centennial, CO 80112-1268, United States		
SSP America Denver C Core, LLC 7700 E Arapahoe Rd, STE 220, Centennial, CO 80112-1268, United States		
SSP America DFW, LLC CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States		51%
SSP America DFWI, LLC CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States	Inactive company	90%
SSP America DTW, LLC 40600 Ann Arbor Rd, E STE 201, Plymouth, MI 48170-4675, United States		90%
SSP America EWR, LLC 820 Bear Tavern Road, West Trenton, NJ 08628, United States		60%
SSP America EWR PB, LLC 820 Bear Tavern Road, West Trenton, NJ 08628, United States		
SSP America FAT, LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States		
SSP America GEG, LLC 711 Capitol Way S, Suite 204, Olympia, WA 98501, United States		

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
SSP America Gladco, Inc CT Corporation System, 600 N 2nd Street, Suite 401, Harrisburg, PA 17101-1071, United States		
SSP America GSP, LLC 2 Office Park Court, Suite 103, Columbia SC 29223, United States	Inactive company	
SSP America HOU, LLC 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States	Inactive company	
SSP America Houston, LLC CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States	Inactive company	
SSP America IAD, LLC 4701 Cox Road, Suite 285, Glen Allen, Virginia 23060, United States		
SSP America IAH[20] CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States		
SSP America IAH ITRP, LLC 1999 Bryan St, Suite 900, Dallas, Texas 75201, United States	Inactive company	
SSP America, Inc. 330 N Brand Blvd., Glendale, California, United States		
SSP America IND, LLC 334 North Senate Avenue, Indianapolis, IN 46204-1708, United States		70%
SSP America IND HC, LLC 334 North Senate Avenue, Indianapolis, IN 46204, United States	Inactive company	
SSP America JFK, LLC 28 Liberty Street, New York, NY 10005, United States		82%
SSP America JFK T5, LLC 28 Liberty Street, New York, NY 10005, United States		
SSP America KCGI JFK T7, LLC 28 Liberty Street, New York, NY 10005, United States		55%
SSP America KCI, LLC 120 South Central Avenue, Clayton, MO 63105, United States	Inactive company	
SSP America LBB, LLC 1999 Bryan St., Suite 900, Dallas, TX 75201-3136, United States		
SSP America LGA, LLC 28 Liberty Street, New York, NY 10005, United States		70%

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
SSP America MCO, LLC 1200 South Pine Island Road, Plantation, Florida 33324, United States		65%
SSP America MCO II, LLC CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, United States	Inactive company	
SSP America MDW, LLC CT Corporation System, 208 SO Lasalle Street, Suite 814, Chicago, IL 60604, United States		51%
SSP America Milwaukee, LLC CT Corporation System 301 S. Bedford Street, Suite 1, Madison WI 53703, United States		61.5%
SSP America MSN, LLC CT Corporation System 301 S. Bedford Street, Suite 1, Madison WI 53703, United States		90%
SSP America MSP, LLC 1010 Dale Street N, St Paul, MN 55117-5603, United States		80%
SSP America MSY, LLC 3867 Plaza Tower Dr, Baton Rouge, LA 70816-4378, United States	Inactive company	
SSP America OAK, LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States		65%
SSP America OKC, LLC 1833 South Morgan Road, Oklahoma City, OK 73128, United States	Inactive company	
SSP America ONT, LLC **330 N Brand Blvd, STE 700, Glendale, CA 91203**		
SSP America PDX, LLC 780 Commercial Street SE, STE 100, Salem, OR 97301		80%
SSP America PHL, LLC 600 N. 2nd Street, Suite 401, Harrisburg, Pennsylvania 17101-1071		70%
SSP America PHX, LLC 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012, United States		77.7%
SSP America PHX T3, LLC 3800 N. Central Avenue, Suite 460, Phoenix, AZ 85012, United States		57.7%
SSP America PIE, LLC CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, United States		80%

42. Group companies continued

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
SSP America RDU, LLC CT Corporation System, 160 Mine Lake Court, Suite 200, Raleigh NC 27615-6417, United States		62.8%
SSP America RSW, LLC 1200, South Pine Island Road, Plantation FL 33324 United States		
SSP America SAN, LLC 330 N Brand Blvd., STE 700 Glendale, CA 91203, United States		70%
SSP America SAN T1, LLC 330 N Brand Blvd., STE 700 Glendale, CA 91203, United States		
SSP America SAT, LLC 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201, United States	Inactive company	
SSP America SEA, LLC CT Corporation System, 711 Capitol Way S, Ste 204, Olympia, WA 98501-1267, United States		51%
SSP America SEA II, LLC CT Corporation System, 711 Capitol Way S, Ste 204, Olympia, WA 98501-1267, United States	Inactive company	
SSP America SFB, LLC 1200 South Pine Island Road, Plantation FL 33324, United States		55%
SSP America SFO, LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States		90%
SSP America SJC, LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States		55%
SSP America Sky Gamerz ATL, LLC 289 S.Culver Street, Lawrenceville, GA 30046, United States	Inactive company	51%
SSP America Sky Gamerz SEA, LLC 711 Capitol Way S, Suite 204, Olympia WA 98501, United States	Inactive company	80%
SSP America SLC, LLC 1108 East South Union Avenue, Midvale, UT 84047, United States		60%
SSP America SMF, LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States		60%
SSP America SMF II, LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States		

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
SSP America SNA, LLC Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle DE 19801, United States	Inactive company	
SSP America SRQ. LLC 1200 South Pine Island Road, Plantation, Florida 33324, United States		
SSP America STS LLC 330 N Brand Blvd, STE 700, Glendale, CA 91203, United States	Inactive company	
SSP America Tampa, LLC CT Corporation System,1200 S Pine Island Road, #250, Plantation FL 33324, United States		52%
SSP America Texas, LLC 1999 Bryan St., Suite 900, Dallas, TX 75201-3136, United States		
SSP America Texas, Inc. CT Corporation System, 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201-3136, United States	Holding company	
SSP America (USA), LLC Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle DE 19801, United States	Holding company	[3]
SSP D&B DFW, LLC 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201, United States		60%
SSP Four Peaks PHX, LLC CT Corporation System, 3800 N Central Avenue, Suite 460, Phoenix AZ 85012, United States		69.9%[19]
SSP Hudson BNA Concessions, LLC 300 Montvue Road, Knoxville, Tennessee 37919, United States	Inactive company	
SSP America Hudson SAT, LLC 1999 Bryan Street, Suite 900, Dallas County, Dallas TX 75201, United States	Inactive company	

42. Group companies continued

Part B – Associates

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
Belgium		
Railrest SA[6] Rue De France 95, Be-1070 Brussels, Belgium		49%[2]
Cyprus		
Cyprus Airports (F&B) Limited Larnaca International Airport, P.O. Box 43024 6650, Larnaca, Cyprus		30.0%[2,9]
France		
Epigo SAS Continental Square I, Batiment Uranus, 3 place de Londres, Aeroport Paris-Charles de Gaulle, 93290, Tremblay-en-France, France		50%[2]
Epigo Présidence Sarl Continental Square I, Batiment Uranus, 3 place de Londres, Aeroport Paris-Charles de Gaulle, 93290, Tremblay-en-France, France	Management Services company	50%[2]
India		
FLFL Travel Retail Bhubaneswar Private Limited[5] Knowledge House, Shyam Nagar, Off. JVLR. Jogeshwari (East), Mumbai, 400 060, India		24.01%[2,14]
FLFL Travel Retail Guwahati Private Limited[5] Knowledge House, Shyam Nagar, Off. JVLR. Jogeshwari (East), Mumbai, 400 060, India		24.01%[2,14]
FLFL Travel Retail Lucknow Private Limited[5] Knowledge House, Shyam Nagar, Off. JVLR. Jogeshwari (East), Mumbai, 400 060, India		24.01%[2,14]
FLFL Travel Retail West Private Limited[5] Knowledge House, Shyam Nagar, Off. JVLR. Jogeshwari (East), Mumbai, 400 060, India		24.01%[2,14]
GMR Hospitality Limited BCCL, Times Internet Building, Second Floor, Plot No. 391, Udyog Vihar Phase - III Gurugram Gurgaon 122016 India	Inactive company	14.7%[2,24]
Muffin Design Solutions Private Limited[5] No F-7 NVT Arcot Vaksanna Sarjapur, Attibelle Road, Sariapur, Bangalore, KA 562125, India	Design and architectural services	25%[2]
Tabemono True Aromas Private Limited Adani Corporate House, Shantigram, S G Highway, Khodiyar, Gandhinagar, Gandhi, Nagar, GJ 382421, India	Inactive	12.2%[2,25]
Travel Food Works Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[2]
Travel Retail Services Private Limited Block A, South Wing,1st floor, Shiv Sagar Estate, Dr. Annie Besant Road, Worli, Mumbai, 400018 India		49%[2,13]
Qatar		
Qatar Airways SSP LLC[6] Second Floor, Building No: 272, Street No. 310, Al-Matar St., Area No. 45, P.O Box: 47644, Doha, Qatar		49%[2]
United Arab Emirates		
Muffin Group LLC[5] Sharjah Media City, Sharjah, United Arab Emirates		25%[2]
United States of America		
Midway Partnership, LLC[6] CT Corporation System, 208 SO Lasalle Street, Suite 814, Chicago, IL 60604, United States		50%[2,18]
PLTR-SSP @ KCI, LLC CSC-Lawyers Incorporating Service Company, 221 Bolivar Street, Jefferson City, MO 65101, United States		50%[2,18]
SSP America BTR, LLC 3867 Plaza Tower Dr. Baton Rouge, LA 70816, United States		51%[2]
SSP Hudson Pie Concessions, LLC Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301, United States		50%[2]

42. Group companies continued

Part C – Other Investments

Name	Principal activity (catering and/or retail concessions unless otherwise stated)	Class and percentage of shares held (100% ordinary shares* unless otherwise stated)
KCorp Charitable Foundation[22] Shop 1, Floor G, Rashid Mansion, Dr Annie Besant Road, Lotus Junction, Worli, MUMBAI Maharashtra 400018 India		N/A[2]

Notes

* Ordinary shares includes references to equivalent in other jurisdictions.
1 SSP has control over the relevant activities of these entities including establishing budgets and operating plans, appointment of key management personnel and ongoing review of performance and reporting procedures, and as such meets the consolidation requirements of IFRS 10 'Consolidated Financial Statements'.
2 SSP does not have control as defined by IFRS 10 'Consolidated Financial Statements'.
3 Includes 100% of preference shares.
4 Holding held directly by the Company.
5 This undertaking has a 31 March year end.
6 These undertakings have a 31 December year end.
7 100% of the shares are held by Select Service Partner Co. Limited (Thailand).
8 50% of the shares are held by Select Service Partner Philippines Corporation.
9 49.98% of the shares are held by SSP Louis Airports Restaurants Limited.
10 100% of the shares are held by Travel Food Services Private Ltd.
11 60% of the shares are held by Travel Food Services Private Ltd.
12 49% of the shares are held by Travel Food Services Global Private Ltd (Mauritius).
13 99.9% of the shares are held by Travel Food Works Private Ltd.
14 49% of the shares are held by Travel Retail Services Private Ltd.
15 44.4% of the shares are held by Travel Food Services Private Ltd.
16 91% of the shares are held by the other shareholder as bare nominee.
17 100% of the shares are held by SSP America RDU, LLC.
18 50% of the Class A shares are held by SSP America, Inc.
19 90% of the shares are held by SSP America PHX, LLC.
20 The principal place of business of the unincorporated entities in the USA is 20408 Bashan Drive, Suite 300, Ashburn, VA 20147, USA.
21 2% of the shares are held by the other shareholder as bare nominee.
22 This company has no share capital but it has corporate members which include Travel Food Services Private Ltd, Travel Food Services Chennai Private Ltd, Travel Food Services Kolkata Private Ltd, Travel Food Services (Delhi) Private Ltd and Travel Retail Services Private Ltd.
23 50.1% of the ordinary shares and 100% of the preference shares are held by SSP Asia Pacific Holdings Limited and 49.9% of the ordinary shares are held by Travel Food Services Private Ltd.
24 29.99% of the ordinary shares are held by Travel Food Services Private Ltd.
25 24.99% of the ordinary shares are held by Travel Food Services Private Ltd.

Subsidiary undertakings exempt from audit

The following subsidiaries, all of which are incorporated in England and Wales, are exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of section 479A of that Act.

Company	Company Registration Number
SSP Asia Pacific Holdings Limited	06180177
SSP Bermuda Holdings Limited	11815274
SSP Euro Holdings Limited	08654008
SSP Financing No. 2 Limited	09113371
SSP Group Holdings Limited	05736092
SSP South America Holdings Limited	11508434

Glossary

ABC	Anti-bribery and corruption
AGM	Annual General Meeting
APAC	Asia Pacific
APM	Alternative performance measure
AI	Artificial Intelligence
Articles	the Company's Articles of Association
BEIS	The Government Department for Business, Energy and Industrial Strategy
BK	Burger King
c.	circa
CO_2e	Carbon dioxide equivalent
CGU	Cash generating unit
CSA	Control Self-Assessment
DACH	Germany, Austria and Switzerland
DE&I	Diversity, Equity & Inclusion
DSBP	Deferred Share Bonus Plan
DTRs	Disclosure Guidance and Transparency Rules of the FCA
EBITDA	Earnings before interest, tax, depreciation and amortisation
EEME	Eastern Europe and Middle East
ENED	Non-Executive Director for Workforce Engagement
ESEF	European Single Electronic Format
ESG	Environmental, Social, and Governance
F2F	Farm to Fork
F&B	Food and Beverage
FAWC	Farm Animal Welfare Council
FDA	Food and Drug Administration
FLSA	Fair Labour Standards Act
Franchise Brands	Brands franchised from other brand owners
FRC	Financial Reporting Council
FTE	Full time equivalents
FY22	Financial year 2022
FY23	Financial year 2023
GAP	Group Authorisation Policies
GDPR	General Data Protection Regulation
GHG	Greenhouse Gas
GRI	Global Reporting Initiative
H&S	Health and Safety
HY	Half Year
IEA	International Energy Agency
IFRS	International Financial Reporting Standards
ISA (UK)	International Standards on Auditing (UK)
JV partners	Non-controlling owners in non-wholly owned subsidiaries
KPIs	Key performance indicators
LFL	Like-for-like
LGBT+	Lesbian, Gay, Bisexual, Transgender plus
M&A	Mergers and acquisitions
M&S	Marks and Spencer
MSAs	Motorway Service Areas
MTP	Medium term plan
NED	Non-executive director
NGO	Non-government organisation
NGFS	Network of Central Banks and Supervisors for Greening the Financial System
NPA	Note Purchase Agreement
OAT	Order at Table
Own brands	SSP's proprietary brands and bespoke concepts that SSP operates
Pre-IFRS 16 underlying EBITDA	EBITDA adjusted for the impact of IFRS 16 and any non-underlying items
PSP	Performance Share Plan
PY	Prior year
RSP	Restricted Share Plan
SASB	Sustainability Accounting Standards Board
SBTi	Science Based Targets Initiative
SDGs	UN's Sustainable Development Goal
SEDEX	Supplier Ethical Data Exchange
TCFD	Task Force on Climate-related Financial Disclosures
TFS	Travel Food Services Private Limited
UAE	United Arab Emirates
UK&I	United Kingdom and Ireland
UNHCR	UN Refugee Agency
USPP	US Private Placement
WiHTL	Welcoming Everyone in Hospitality, Travel and Leisure

Company information

Forward-looking statements

Certain information included in this Annual Report and Accounts is forward looking and involves risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed or implied by forward-looking statements.

Forward-looking statements cover all matters which are not historical facts and include, without limitation, projections relating to results of operations and financial conditions and the Company's and/or the Group's plans and objectives for future operations, including, without limitation, discussions of expected future revenues, financing plans, expected expenditures and divestments, risks associated with changes in economic conditions, the strength of the food and support services markets in the jurisdictions in which the Group operates, fluctuations in food and other product costs and prices and changes in exchange and interest rates. Forward-looking statements can be identified by the use of forward-looking terminology, including terms such as 'believes', 'estimates', 'anticipates', 'expects', 'forecasts', 'intends', 'plans', 'projects', 'goal', 'target', 'aim', 'may', 'will', 'would', 'could' or 'should' or, in each case, their negative or other variations or comparable terminology. Forward-looking statements in this Annual Report and Accounts are not guarantees of future performance. All forward-looking statements in this Annual Report and Accounts are based upon information known to the Company on the date of this Annual Report and Accounts. Accordingly, no assurance can be given that any particular expectation will be met and readers are cautioned not to place undue reliance on forward-looking statements, which speak only at their respective dates.

Additionally, forward-looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Other than in accordance with its legal or regulatory obligations (including under the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority), the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Nothing in this Annual Report and Accounts shall exclude any liability under applicable laws that cannot be excluded in accordance with such laws.

SSP Group plc

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