Company registered number 07139678

ROADSIDE REAL ESTATE PLC

ANNUAL REPORT

FOR THE YEAR ENDED

30 SEPTEMBER 2024

Contents

Strategic Report

Financial Highlights

	2024	15 month period 2023	Change
Revenue	**£0.4m**	£0.1m	£0.3m
Profit/(loss) for the period	**£43.2m**	(£10.2m)	£53.4m
Basic earnings per share (pence)	**30.26**	(7.00)	37.26
Operating loss from continuing operations	**(£1.9m)**	(£5.3m)	£3.5m
Net increase in cash	**0.72m**	0.02m	£0.68m
Net assets/(liabilities) per share (pence)	**22.87**	(12.44)	35.31

Operational highlights

Investment Properties

Following completion in the prior financial year, Roadside has two wholly owned investment properties, which have been fully let to blue chip tenants throughout the period. Wellingborough was valued at £3.9m and Maldon at £4.9m as at 30 September 2024.

Joint Venture

Roadside entered a Joint Venture ("JV") agreement with Meadow Partners LLP to facilitate the expansion of its real estate strategy. The JV acquired £11.4m of assets during the year ended 30 September 2024. A further £75m of assets were contracted after the year end, including £70m under a sale and leaseback agreement with Lidl. Roadside funds and owns 3% of joint venture acquisitions.

Cambridge Sleep Sciences Stake Sale

Roadside sold 20% of Cambridge Sleep Sciences' ("CSS") total issued share capital during the year for total consideration of £16m. £7.5m of the contractually committed consideration was paid during the year, with the remaining amount received after the year end. Roadside no longer controls CSS, therefore it is presented as a financial asset at fair value at the year end. This presentation resulted in a fair value gain of £41.0m during the year.

View the latest information at: **www.roadsideplc.com**

Group at Glance

Relevant

Roadside focuses on its core business of Roadside real estate development and investment.

Overview

Roadside focuses on its core business of Roadside real estate development and investment. Roadside formed a joint venture with Meadow Partners LLP ("Meadow") in October 2023. The joint venture (the "JV") is actively acquiring and developing a portfolio of UK-based Roadside Real Estate assets. We believe the JV has the opportunity to create a portfolio worth £250 million over time. Roadside will contribute and own at least 3% of the JV.

During the year, Roadside continued to exit its other operating business. Following the disposal of Workshop Coffee Ltd in the prior period, Roadside completed the disposal of its pub business during the year, including the sale of its subsidiary, Barkby Pub Co Ltd, in September 2024. In addition, operations at Centurian Automotive Ltd have been wound down.

Roadside partially sold its investment in Cambridge Sleep Sciences Ltd ("CSS"), selling a holding equivalent to 10% of CSS's total share capital in May 2024 and a further 10% in September 2024. As a result, Roadside maintains an investment in CSS but no longer controls the company. Therefore, the results of CSS are no longer consolidated within the Group accounts, but are treated as an associate investment held for sale for accounting purposes.

Our Businesses

Real Estate

Roadside's focus is to build and scale a high-quality, substantial portfolio of modern, ESG compliant Roadside Real Estate investments.

Roadside has retained its completed commercial developments located in Wellingborough and Maldon.

Wellingborough was valued at £4.12m and Maldon at £5.11m at 30 September 2024 based on external RICS valuations. This is a total valuation of £9.23m, this differs to the fair value presented in the statement of financial position as the presented value is adjusted for the carrying value of lease incentive debtors.

Joint Venture

Roadside formed a joint venture with Meadow to acquire and develop a portfolio of UK-based Roadside Real Estate assets and enable Roadside to implement a fully funded strategy to institutionalise a new asset class within the real estate sector.

Investments

CSS has made significant progress on its Software-as-a-Service license-based business model during the year and agreed several global licensing deals.

Roadside sold 20% of CSS's total share capital in two tranches during the year for a total consideration of £16.0m. Roadside's remaining stake is expected to be sold when conditions enable maximum shareholder value to be achieved.

Roadside's pub business was disposed of during the year, and all other investments have been disposed of or wound down in order to focus on real estate.

Investment Case

1. JV Overview.

The Group explored a variety of options to fund its strategy amidst a challenging capital markets environment. The Roadside board of directors (the "Board") concluded that the JV offered the best structure to support the successful implementation of its strategy, maximising the creation of sustainable shareholder value. The formation of the JV creates a well-capitalised vehicle capable of rapidly deploying investment in target assets.

The JV will focus on acquiring sites where it can offer consumers a mix of Drive Thru, Foodvenience, Local Logistics and Trade Counter businesses alongside opportunities to increase EV charging facilities.

The JV intends to create a modern roadside portfolio worth over £250 million through acquisition, asset management and development, including opportunities across the portfolio for electric vehicle charging infrastructure.

2. Meadow Partners LLP.

Meadow is a real estate private equity manager based in New York and London with US$6.2 billion gross assets under management. Meadow specialises in middle-market real estate transactions across all sub-sectors and risk profiles. Its partners have been responsible for the acquisition and ongoing asset management of over US$30 billion of real estate assets located in the United States, Europe and Asia. Meadow is now investing Fund VI.

Meadow initially owns and funds 97% of the JV while Roadside owns and funds 3%.

3. Roadside's current portfolio.

Roadside's existing wholly-owned portfolio of Roadside assets comprises two sites:

- **Wellingborough**, which achieved practical completion in May 2023 and is fully let, providing a contracted rent of £232,300 per annum across a total rentable space of 14,100 sq.ft. Occupiers include Greggs, Formula One Autocentres, City Plumbing Supplies and Brewers Decorator Centre.
- **Maldon,** which reached practical completion in November 2023 and has a contracted rent of £286,000 per annum, 78% of which is index-linked with caps and collars, across a total rentable space of 14,200 sq.ft.

4. Pipeline.

The JV has a prospective Roadside Real Estate investment pipeline in excess of £150 million as more stock comes to the market and additional approaches are being made to the Roadside by vendors. Tenant demand for these sites is strong, attracting high-quality nationwide operators, underpinning reliable, long term income streams.

The JV acquired its first asset in Stoke for a total cost of £5.28 million. Meadow acquired the asset in September 2023 and sold it to the JV at cost in October 2023. The acquisition was funded in line with the principal terms of the JV's equity commitments, whereby Meadow owns and funds 97% of the JV while Roadside owns and fund 3%.

Two further assets were acquired after the year end, located in Gosport and Coventry. They were acquired for £2.8m and £3.3m, respectively, with Roadside funding 3% of the acquisition price.

Post year-end, in October 2024, the JV signed an agreement with Lidl Great Britain Limited ("Lidl") to acquire 12 stores for total consideration of £70m.

Lidl had previously acquired the relevant land, secured planning permission and construction is underway. Completion of the stores is anticipated to range from late October 2024 through to February 2025. Following an initial commitment of £30 million in respect of the land value of the 12 sites, under the Lidl Agreement, upon completion of construction, Lidl will sell to the JV, and leaseback each of the 12 new stores. The new stores will be on 25-year leases with annual indexation with a fixed rent commencement date of 1 March 2025.

The 12 stores are all between 20,000 and 25,000 square feet and are located across the UK.

In line with the terms of the JV, Roadside will provide 3% of the equity for the acquisition of the portfolio, amounting to an initial £0.5 million and a total maximum commitment of £2.1 million.

This was the JV's fourth and largest deal to date, and the JV remains in negotiation on several further site acquisitions as it works to deploy its equity commitment in assets that deliver sustainable returns for investors and valuable amenities to local communities.

5. Principal terms of the Investment JV.

Initially, Meadow will own and fund 97% of the JV while Roadside will own and fund 3%. Roadside may exercise an additional investment option at its discretion to increase its aggregate ownership percentage to up to a maximum of 10%.

The JV is able to request up to £100 million of equity funding from Roadside and Meadow to facilitate the purchase of assets within the scope of its business over an initial investment period of 30 months. Under the agreement, Roadside would be required to fund at least £3m of the £100m.

The JV is targeting a double-digit portfolio IRR for the investment period. Surplus proceeds from the realisation of the JV's portfolio, after an initial rate of return hurdle for Meadow, will be distributed to Roadside and Meadow. Roadside may also receive an additional share of surplus proceeds as a performance fee, dependent on aggregate returns to the parties.

6. Principal terms of the Asset Management JV.

As part of the JV, Roadside has established a UK incorporated subsidiary vehicle, Roadside Asset Management Limited ("RAML"), that will provide development and asset management services of which Roadside owns 51% and Meadow owns 49%. The JV will pay RAML an annual fee based on Gross Asset Value under management and development management fees on the hard construction costs of those assets being developed.

Executive Chairman's statement

"Strong opportunity to expand our commercial property expertise to become a successful Roadside real estate asset manager."

The Group has made significant progress on its strategic intention to focus on real estate and dispose of the Group's non-core investments. To reflect the significant progress towards this strategy, Barkby Group plc changed its name to Roadside Real Estate plc in January 2024.

Strategic Focus

As outlined in previous years, the Group endured a challenging start since listing on AIM in January 2020 due to the impact of Covid on its hospitality and other businesses. We have emerged from these early years with a renewed focus on our real estate business and the opportunity this has created.

In line with our strategy, we have retained our real estate developments located at Wellingborough and Maldon.

We are also pleased to be working with our new joint venture partner, Meadow, to develop our roadside real estate portfolio by acquiring high-quality sites where we can meet the requirements and demands of both local communities and businesses by offering a mix of Drive Thru, Foodvenience, Local Logistics and Trade Counter Businesses, alongside EV charging facilities.

With access to the capital required, the JV can institutionalise a new asset class within the real estate sector. Its first acquisition was completed in October 2023 at Stoke. This asset has scope for several accretive investment opportunities, not least the installation of much-needed EV charging infrastructure. Two further sites were subsequently acquired at Gosport and Coventry.

Outlook

As at today, the JV has acquired £86 million of Roadside assets and has a prospective investment and development pipeline in excess of £150 million, which we are confident will attract high-quality nationwide tenants, underpinning reliable, long-term income streams.

In October 2024, the JV entered an agreement with Lidl to acquire 12 stores for consideration of £70 million. This was a significant transaction for both Lidl and the JV, deploying a substantial portion of our joint venture's targeted investment capital into high-quality assets with a nationally recognised tenant under strong covenants.

The deal was an excellent example of the JVs strategy in action, rapidly providing targeted capital to enable tenant expansion whilst securing asset management fees and creating additional opportunities for income initiatives.

Roadside will continue to offer exciting potential for investors and we believe the JV has the opportunity to create a portfolio worth £250 million over the next 18 months. As we continue to learn more about the sector we are also identifying more opportunities in the Roadside space, particularly around energy transition, convenience and evolving consumer demands. Roadside will continue to explore ways to harness these growth trends to scale our business and create value for our shareholders.

Once again I would like to recognise our most important attribute, our people, who have demonstrated solidarity and commitment across the Group. Despite substantial changes within the business and the impact of events outside our control, I have been hugely impressed and proud of the attitudes shown across all of our teams. We now look forward to rolling out our real estate strategy and unlocking its potential for success.

Charles Dickson
Executive Chairman
23 December 2024

Our Approach

Restless

We are focused and committed to delivering value to all of our stakeholders from the opportunities identified in Roadside real estate.

Overview

Roadside has a clear and focused strategy with the following aims:

- Accelerate and maximise opportunities within the Group's established commercial property development business.
- Retain Real Estate assets to strengthen the balance sheet and provide recurring income.
- Acquire new Real Estate assets that meet our specified criteria of Roadside investments with strong ESG credentials.
- Divest of Cambridge Sleep Sciences to maximise shareholder value and enable absolute focus on the Real Estate opportunities.

Roadside Ethos

Customer Focus
An emphasis of our businesses is to provide exceptional customer focus, care and service.

This approach is a distinguishing feature of our real estate business.

Premium quality
Understanding what it takes to successfully provide a premium product and experience is a consistent area of expertise at Roadside.

Enable and empower teams
The expertise of our real estate teams provides unique insight and skills to identify opportunities and acquire high quality assets and asset management services.

Our open culture promotes shared expertise, support and honest feedback.

Business and Financial Review

"The 2024 results included the trading results of Real Estate only as continuing operations. The other businesses are accounted for as discontinued operations in accordance with the strategic decision to exit these companies."

In 2024 Roadside focused on developing growth opportunities in its core Real Estate business.

The commercial property developments located and Maldon and Wellingborough were retained and a decrease in fair value was recognised during the year.

3 new schemes were acquired via our JV with Meadow during the year, and an agreement to acquire 12 Lidl stores for £70m was entered into shortly after the year end. We are now looking to continue to scale our focused Roadside commercial property business in line with the funding available from our JV.

As we complete the restructuring Roadside's businesses, we have reviewed our central functions to ensure they are appropriate going forward.

Revenue by operation	**2024 (12 months)**	2023 (15 months)
Real Estate	£0.4m	£0.1m
Barkby Pubs (discontinued)	£3.0m	£8.1m
Workshop Coffee (sold)	-	£1.9m
Centurian Automotive (discontinued)	£0.2m	£6.0m
Cambridge Sleep Sciences (discontinued)	£0.03m	£0.0m
Total	£3.63m	£16.1m

Our Business

Real Estate

Our Commercial Property Development business specialises in acquiring and managing Roadside real estate assets across the United Kingdom.

We have a proven track record of sourcing and developing commercial property projects.

Our Real Estate strategy now focusses on retaining completed developments and acquiring new assets in line with our strategic joint venture with Meadow.

Market Overview

Roadside previously sourced and developed commercial property schemes across the United Kingdom, specialising in mixed-use trade and retail parks with retail warehouses, logistics, storage, industrial, leisure and quick food service.

Recent acquisition and development deals have been impacted by macro-economic conditions, including inflation and higher interest rates.

In addition, heightened global geopolitical tensions, combined with energy security issues and climate change, continue to affect property market stability. While there is recent evidence of economic growth in the UK, along with expectations of interest rate reductions in the latter part of 2024, capital markets remain constrained, and investors remain cautious. There are signs that capital values are beginning to stabilise in several sectors, however, there continues to be a high degree of polarisation between primary and secondary class assets.

Experience has shown that consumer and investor behaviours can quickly change during periods of instability. Lending or investment decisions should reflect any heightened level of volatility and potential for changing market conditions.

However, this has created some excellent acquisition opportunities and there remains a strong interest in the Group's upcoming schemes from tenants.

We recognised a decrease of £355k in the value of our investment properties during the year. The decrease in value is based on third party valuations conducted in accordance with RICS valuation standards.

Wellingborough, Northants

The development is located on Dennington Road and has excellent links to local communities in Northampton and Kettering, main arterial A-roads and the M1. The Wellingborough site was purchased in January 2021 for £540,000 subject to planning and was 90% pre-let prior to construction works commencing to reposition the site in line with the Group's investment criteria.

The site total rentable space of 14,100 sq.ft. is occupied by Greggs (as a Drive Thru), Formula One Autocentres, City Plumbing Supplies and a branch of Brewers Decorator Centre, producing a total rental income of £232,300 per annum. These tenants meet our demanding occupier criteria by virtue of their strong structural underpinnings, brands and covenants. The site benefits from a WAULT of over 12 years, with index-linked rental agreements. Following completion, the site has an EPC rating of A and its sustainability credentials will shortly be further enhanced by the completion of four Ultra-fast EV charging bays, creating a new income stream for the site and delivering new customer footfall for tenants.

Maldon, Essex

The Maldon development is situated just off the A414 Wycke Hill in a prime location next to Wycke Hill business park and near the town of Maldon, where 1,500 new dwellings are currently under development. It was purchased in October 2021 for £2.2m. The Maldon site's total rentable space of 14,200 sq ft will be occupied by a Costa Coffee (as a Drive Thru), Formula One Autocentres, Toolstation, City Electrical Factors and Be-EV producing a total rental income of £286,000 per annum, 78% of which is index-linked with caps and collars. These tenants meet the Group's demanding occupier criteria by virtue of their strong structural underpinnings, brands and covenants. Following completion, the site has an EPC rating of 'A', and has been further enhanced with the addition and completion of four Ultra-fast EV charging bays.

Business Model and Strategy

Roadside previously focused on commercial developments, which involved a tenant-led approach that included acquisition of land, management of the planning process, construction before selling the development.

Whilst Roadside may proceed with similar development projects in future, its focus is on acquiring assets via its JV arrangement and asset management services via its asset management venture Roadside Asset Management Ltd ("RAML").

Roadside owns 51% of RAML, with Meadow Partners owning the remaining 49%. RAML receives asset management fees, which are distributed to its owners, including Roadside based on the respective shareholdings.

Financial Review

Following completion of the commercial developments located at Maldon and Wellingborough, Roadside is now recognising rental income from these investment properties. £0.4m of rental income revenue was recognised in the year.

We recognised a decrease in the fair value of both Maldon and Wellingborough totalling £355k during the year based on external valuation.

In addition, Roadside receives asset management fees under its JV agreement with Meadow Partners, via its 51% subsidiary RAML. £21k of asset management revenue was recognised during the year.

Administrative expenses included professional fees associated with the formation of the Meadow JV as well as costs associated with the disposal of non-core businesses and reorganisation of the Group. The Group's cost base has now been adjusted to ensure it is appropriate for the ongoing operations of the group.

Further details of our revenue recognition policy can be found in Note 2 Accounting Policies.

Swindon, Wiltshire

We have exchanged contracts to acquire a site in Swindon for £1.75m subject to planning. We have submitted planning for a 25,800 sq.ft. scheme incorporating Self Storage, Coffee Drive Thru and a Trade Counter operator. We have agreed to sell the Self Storage element of the site to an operator for £1.5m.

The residual scheme will have a GDV of c.£3m and an estimated rental value of £200k, the current intention is to transfer it into the Meadow JV.

Discontinued Operations

Barkby Pubs

Roadside previously announced the strategic decision to dispose of its pub business. This commenced in the prior period and completed in the current year with all of the remaining leases being terminated and the disposal of the Group's subsidiary Barkby Pub Co. Ltd completed pre-year end.

Roadside worked with its landlords to enable a smooth transition, with all leases being surrendered without landlord compensation.

Barkby Pub Co Ltd was sold for nominal consideration, and £0.4m of historic liabilities were retained by Roadside.

The pub business generated revenue of £2.9m during the year (15-month period in 2023: £8.2m) and a net loss of £1.8m (15-month period in 2023: loss of £1.8m). Further details of financial performance can be found in the discontinued operations note.

Centurian Automotive

Centurian Automotive is an automotive dealership. The company wound down its trading from the start of 2023, with the final stock vehicles now having been disposed of.

Centurian generated revenue of £0.2m during the year(15-month period in 2023: £6.0m) and a net loss of £0.2m (15-month period in 2023: loss of £0.9m). Further details of financial performance can be found in the discontinued operations note.

Workshop Coffee

Workshop Coffee is a speciality coffee roaster that operates a wholesale and online business. Workshop Coffee was sold via a management buy-out to a related party in the prior period. The transaction included the repayment of £0.2m of intercompany lending and £0.3m of deferred consideration, which was received in full in the year under review.

Further details of the financial performance of discontinued operations can be found in the discontinued operations note.

Investments

Cambridge Sleep Sciences

Cambridge Sleep Sciences ("CSS") owns the intellectual property rights to develop or license a device that delivers scientifically formulated sounds to improve and facilitate natural sleep.

The importance and benefits of sleeping patterns continue to be an area of focus in health and wellness. The market is relevant to both those with sleeping disorders as well as people wanting improvements in everyday sleep.

There are also significant opportunities in the Healthcare space. Further studies looking at disease areas where insomnia is a significant symptom are in the planning phase. We have seen positive early sleep improvement signals in patients with Parkinsons Disease.

Since launch, SleepHub has received positive reviews in major publications including The Telegraph, The Daily Mail and Metro. SleepHub has also featured in magazines such as Ideal Home alongside a number of health and wellbeing titles.

CSS continues to make encouraging progress on new licensing, streaming and royalty contracts with blue chip multi-national customers across TVs, Smart Watches, Pillows, Mattresses and Hotels. To date, CSS's pipeline continues to strengthen, and it is in the final stages of negotiation on a number of new agreements.

A partial sale of Roadside's investment in Cambridge Sleep Sciences was completed in May 2024. The commercial terms were £7.5 million for 10% of CSS's total issued share capital.

A further sale was made to the same investor in September 2024, with £8.5 million payable for 10% of CSS's total issued share capital.

Roadside also transferred 320 ordinary shares in CSS to holders of its loan note instrument. This transfer was in lieu of a bonus arrangement made with loan note holders, whereby they had an initial entitlement to receive a cash bonus from Roadside in the event of a sale of CSS.

Roadside now retains a 48.2% shareholding in CSS. The Board will continue to pursue plans to sell its remaining shareholding in CSS in the best way to maximise shareholder value.

CSS incurred development, marketing and administrative costs totaling £0.7m during the year (15-month period in 2023: £0.5m).

Funding & Liquidity

Loan Note

The Group issued a loan note on 27 March 2024 to the value of £9m. The loan note carries a rolled-up interest rate of 14% and is repayable on 31 March 2026.

As an incentive to subscribe for the loan notes, the Company agreed to pay initial subscribers for the April 2024 Loan Notes a bonus in cash equal to 25% of the principal amount of the April 2024 Loan Notes subscribed by them on the occurrence of any of the following events within 10 years: (i) the disposal by the Company of its shares in CSS for an aggregate consideration of £15.0 million or more; (ii) the distribution of the Company's CSS shares to the Company's shareholders paid up out of the distributable profits or capital reserves of the Company; (iii) the disposal by CSS of all or substantially all of its undertakings and assets or the winding-up of the Company, which in either case results in the distribution of capital and/or distributable profits by CSS to the Company of at least £15.0 million; or (iv) the flotation of CSS on a recognised stock exchange.

On 30 September, prior to crystallization of the above events, the Company entered into an agreement with some of the Loan Note holders to exchange the CSS Bonus payable by Company under the April 2024 Loan Note agreement for ordinary shares in CSS. The rationale for this was to settle a potential future cash liability, that otherwise would have remained on the Roadside balance sheet for up to 10 years.

£8.6m of the previous Tarncourt facility, including accrued interest, was rolled into the loan via repayment and redraw.

Tarncourt Facility

Following the repayment of the Tarncourt facility, a revised facility was put in place during the year. The new facility is for £7.5m, which was fully drawn at the year end. The facility was repaid post year end, therefore £7.5m of funding was available as at December 2024. The facility is available until March 2026.

HSBC Overdraft

The Group repaid its overdraft with HSBC during the year.

Other Third-party Finance

Roadside has a third-party loan facility with Together finance, which is secured on its commercial developments. The balance of the facility was £8.0m as at year end.

Cash & Available Funding

Overall, the Group had £0.1m of cash as at the year end, with an additional £7.5m available across its financing facilities as at December 2024 including having received the £8.5m in cash from the sale of a 10% stake in CSS announced in September 2024.

Principal Risks and Uncertainties

The Board is responsible for reviewing risks to ensure that the business is not exposed to unnecessary or inappropriately managed risks.

Risk	Potential Impact	Mitigation
Real Estate Funding		
Macro-economic factors, such as higher interest rates, low GDP and an unstable global geopolitical landscape have impacted the availability of capital for real estate development and investment in the UK.	Funding is required to deliver the development pipeline and to facilitate the identified opportunity and strategy to build a portfolio of Roadside real estate assets and asset management.	Roadside has entered a joint venture with Meadow partners to acquire and develop a portfolio of UK–based Roadside Real Estate assets. The management team explored a variety of options to fund its strategy amidst a challenging capital markets environment and concluded that the JV offered the best structure to support the successful implementation of its strategy, maximising the creation of sustainable shareholder value. The formation of the JV creates a well–capitalised vehicle capable of rapidly deploying investment in target assets.
Economic and Political Factors Beyond the Group's Control		
A downturn in the macro-economic climate may impact demand from tenants and funders. Costs may be increased by changes to government policy, including tax changes or other legislation.	The Board has planned for a variety of potential scenarios including mitigations for any fundamental reduction in demand. Roadside has a flexible cost base, with limited contracted fixed costs.	The Group has flexibility in the structure and nature of its developments and can adapt to economic factors. The Group's cost base has been reduced following the strategic restructuring carried out over the last few years.
Land Acquisition Risk		
The acquisition pipeline is dependent on sourcing and securing opportunities.	Due to the nature of acquisitions there is an inherent element of timing uncertainty which could impact the pipeline.	The management team seeks to maintain an active forward looking pipeline to provide sufficient time to acquire assets. Management intends to expand the pipeline to £250m, which will be funded via our joint venture. Roadside is focused on asset acquisition and management, and is no longer developing sites, which reduces the time and risk associated with planning and construction.

Risk	**Potential Impact**	**Mitigation**
Real Estate Tenant Demand		
Roadside's rental income could be impacted if its tenants faced economic hardship.	Loss of a tenant could result in vacant units and potential reduction in rental income.	Close communication and strong relationships enable us to monitor and react to changes in a tenant's financial position. The risk is mitigated by careful selection of tenants with strong financial credentials.
Impact of strategic restructuring		
The decision to focus on Roadside real estate requires the Group to dispose of all other non-core businesses. This process may have financial implications and require significant management focus.	The Board has planned for a variety of potential scenarios including delays to the disposal of discontinued operations and the requirement to provide financial support to exit commitments.	Management have provided regular updates to the Board on the disposal process. The disposal of all discontinued operations has now completed, with the exception of Cambridge Sleep Sciences. Management has impaired investments in CSS but has realised positive cash flow from the partial stake sale and intend to sell Roadside's remaining stake as soon as conditions are suitable and it is in the best interest of stakeholders.
Key Management, liquidity and available funding		
Loss of key personnel could impact Roadside's ability to implement its strategy and intended pace of growth. As outlined above and in the Going Concern section of note 2, the Group is dependent upon the funding facilities and assurances provided by Charles Dickson on behalf of the related party entities under his control.	Business plans and initiatives are prepared with input from a range of personnel to reduce reliance on single individuals. The Group has committed financing facilities in place for the foreseeable future, but without the support of Charles Dickson and entities under his control, the Group would need to consider alternative sources of financing, such as accelerating the disposal of the retained stake of CSS.	Roadside has reviewed its key management requirements and will continue to adapt its support function as it completes the sale of businesses in line with its strategy. The Remuneration Committee seeks to ensure rewards are commensurate with performance and aid retention. Roadside will look to strengthen its Board with new appointments in the current financial year. The Directors have obtained assurances from Charles Dickson that the related party facilities would be extended or capitalized at the point of maturity if the Group was not in a position to repay or refinance them.

Section 172 Statement

The Board believes that to maximise value and success in the long term it must engage and consult effectively with all stakeholders in order to develop mutually beneficial relationships with them and to make the best business decisions.

S172 Statement

As required by s172 of the Companies Act 2006, a director of a company must act in the way they consider, in good faith, would most likely promote the success of the company for the benefit of its shareholders. In so doing, the director must have regards amongst other matters to the:

- Likely consequences of any decision in the long-term
- Interests of the company's employees
- Need to foster the company's business relationships with suppliers, customers and others
- Impact of the company's actions on the community and environment
- Desirability of the company maintaining a reputation for high standards of business conduct
- Need to act fairly between members of the company

Our Stakeholders	Material Topics	How we engage
Employees		
We have a committed and experienced team running our business. We focus on the welfare and support provided to our employee's to ensure positive interactions with our business partners and other stakeholders.	• Opportunities for development • Determining the working environment • Opportunities to share ideas and initiatives • Group's financial performance	Management utilise a range of communication protocols, such as company–wide emails and on–site meetings with senior management to ensure effective communication and collaborative working relationships. We have an open and collaborative style which ignores hierarchy. Our team works closely together and has therefore built close relationships. There are regular opportunities to share ideas and to understand new initiatives informally.
Shareholders		
As a listed business, we recognise the important role that shareholders play in providing capital, insight into successful strategies, advice on risks to be avoided and in monitoring and safeguarding the governance of the Group.	• Financial and operational performance • Business strategy and model • Market conditions • Capital allocation • Dividend policy	We are very conscious of the need to actively communicate with shareholders. We achieve this through our AGM, our RNSs, our website and via contact through our advisors. Our Non–Executive Directors are available to meet with shareholders to discuss governance matters.

Our Stakeholders	**Material Topics**	**How we engage**
Banks		
Our banking partners play an important role in our business and help us to take advantage of opportunities. We maintain close and supportive relationships through open communication and mutual understanding.	• Financial and operational performance • Strategy • Market and opportunities • Cash generation	We maintain regular contact with our banking partners and host meetings to provide updates on our current performance and strategy. We regularly supply financial information and commentary to lenders as required under borrowing agreements.
Suppliers		
We value our supplier and business partner relationships and recognise the contribution they make to the success of each of our businesses. To remain as a provider of a market- leading premium offering, it is important that the company fosters mutually beneficial relationships with our suppliers and business partners.	• Group's financial performance • Growth plans • Credit arrangements • Quality control procedures • Collaborative approach to product innovation	We maintain close relationships and regular communication with our suppliers and business partners. The nature of the supply relationships varies across our business, but we maintain a consistent, collaborative approach.
Regulators		
We recognise the continual push by consumers, society and government for protection through regulation. Regulators clearly have an important role to play in the development of the economy and the property sector. Compliance to high standards is at the core of our values and our focus on respect.	• Compliance with the legislation • Openness and transparency • Lack of relationship between regulators and sector • Capabilities of representative bodies	We have grown accustomed to reacting to change. We rarely engage directly with Regulators, seeking to rely on our trade bodies to represent us. However, once change is upon us, we seek out advice from Regulators to ensure that we are and remain compliant.
Community		
We are mindful that our customers and other stakeholders often live in the local communities that we serve and therefore have an interest in ensuring that we operate in a respectful manor and maintain the highest standards across our businesses.	• Involvement in local organisations • Providing valuable local insight to customers • Sponsorship • Compliance with regulations	Setting out clearly what we do, how we do it and how we support the local community.

Principal decisions in 2024

We have considered the decisions taken by the Board which will have an impact on the longer term performance and prospects for the Group.

Significant decision

Following ongoing review of the opportunities across its businesses, the Board has confirmed its future focus is on Roadside Real Estate. This will include the ongoing commercial property development activity as well as the retention of developments as investment properties.

The Group's previous diversification provided elements of value across the Group, however, the Board believes that there are improved immediate opportunities in the Roadside Real Estate business and has therefore focused Group resources in this area to maximise these opportunities

Reason for decision

The Board believes that the Group's expertise in Real Estate, alongside strong market opportunities to extend its development pipeline and retain investment property assets, will result in excellent returns for stakeholders.

This decision will also ensure there is a clear understanding of Roadside's strategic focus and objectives going forward.

Anticipated effects

We believe this will maximise the potential return available to our shareholders.

Roadside will focus on the exceptional opportunities identified in its Roadside Real Estate business.

Stakeholders affected and engagement

Shareholders

Assessment of the increased potential to generate shareholder value and returns as a larger diversified group.

Regulators

Advisors supported communication with the market regulator as required.

Employees

Set out our strategic objective and the opportunities this may present.

Banks

Updated on our strategic decision, future strategy and funding requirements.

Progress

Roadside has strengthened the team leading the Real Estate business and has announced further board level appointments will be made in the current financial year.

Progress has been made to complete the disposal of other group companies, with a minority stake retained in Cambridge Sleep Sciences.

Sustainability Report

We are committed to championing sustainable and ethical practices both within our Group and with the organisations we engage with.

As Roadside grows, we will create expanded policies to ensure clear responsibility and accountability for sustainability. We plan to collaborate with specialists to increase knowledge and validate the impact of our activity.

Sourcing and supply chain

We consider the sustainability credentials of suppliers before engaging with them.

We invest significant time and resources to ensure the quality of our suppliers, which range from local producers to multi-national manufacturers depending on our business requirements.

Energy and Carbon

We are working to improve our understanding of the energy we use across the Group. This will enable us to identify opportunities to reduce usage via innovation, new systems and campaigns.

Our communities

Our real estate developments focus on making a positive impact to meet the needs of local communities.

Our team

Our teams are key ingredients in our businesses. We are committed to diversity, inclusion and equality of opportunity, and are making progress on many fronts.

Case study – Electric Vehicle Charging

Electric cars charging is an integral part of the Group's Roadside Real Estate strategy.

There are approximately 1.02m electric cars on the road in the UK today, as per the RAC foundation, and this is expected to increase to around 9m by 2030.

The under supply of public access fast chargers provides an opportunity for Roadside's real estate which are perfect charging locations. By incorporating chargers into roadside property assets this boosts footfall, dwell time and rent roll.

We expect electric charging companies to take leases of 20 years or longer for each car parking space with inflation indexed rents. There is relatively low capital expenditure by the landlord so this provides strong returns and an element of future proofing for the assets.

The Strategic Report is approved by the board and signed on its behalf by:

Douglas Benzie

Chief Financial Officer

23 December 2024

Governance Report

Chairman’s Introduction to Governance

The Directors recognise the importance of sound corporate governance commensurate with the size and nature of the Group and the interests of its shareholders, customers, suppliers and employees.

In this section of our report we have set out our approach to governance and provided further information on how the Board and its Committees operate.

The corporate governance framework which the Group operates, including Board leadership and effectiveness, Board remuneration, and internal control is based upon practices which the Board believes are proportional to the size, risks, complexity and operations of the business and reflective of the Group’s values. The Board believes that it complies with the principles of The QCA Corporate Governance Code (QCA code).

Board of Directors

The current Board comprises two executive directors and two non-executive directors as follows, and their positions remained consistent during the financial year under review:

Charles Dickson (Executive Chairman)

Douglas Benzie (Chief Financial Officer)

Jonathan Warburton (Senior Independent Non-Executive Director)

Matt Wood (Independent Non-Executive Director)

Board of Directors

Charles Dickson, Executive Chairman (age 41)

Committee membership: Nomination Committee (Chair)

Charles founded Tarncourt, a specialist Roadside development business, in 2008, which is now part of Roadside.

Charles began his career with Ernst & Young LLP, where he qualified as a Chartered Accountant before moving to work in Corporate Finance with McQueen Limited (now Houlihan Lokey Limited).

He is also a non-executive director of Apache Capital Partners Limited, a London based real estate fund manager with c.£4.5bn AUM.

Douglas Benzie, Group Chief Financial Officer (age 43)

Doug is an experienced finance leader who has worked extensively in the hospitality industry and in high growth companies.

Doug joined Roadside from Pure, the London-based healthy fast-food chain and a Whitbread Plc backed company, where he was Finance Director for three years.

Prior to this, Doug held the roles of Group Financial Controller and Chief Accountant at Pret A Manger and was part of the team that helped grow Pret before its sale to JAB Holding Company. Doug began his career at EY where he worked for 8 years in the strategic growth markets practice and qualified as a Chartered Accountant.

Jonathan Warburton, Non-Executive Director (age 66)

Committee membership: Audit Committee, Remuneration Committee (Chair) and Nomination Committee

Jonathan assumed control of the Warburton bakery business in 1991. He first joined the company at the age of 23 after spending time in organisations outside Warburtons to gain insight into the baking industry, as well as experience in sales and marketing experience through his time spent with Unilever.

He joined the family business as a member of the Sales Team, progressing to National Account Manager and to Sales Director before he set up the Marketing Team. As Marketing Director, he led the development of Warburtons first ever TV advert. In the decade that followed, Jonathan held the role of Commercial Director and joint Managing Director. Since Jonathan became Chairman in 2001, Warburtons has grown from a small, regional business into the second biggest UK grocery brand behind Coca-Cola Plc. Jonathan has also held Non-Executive director positions with AG Barr and Samworth Brothers.

Matthew Wood, Non-Executive Director (age 51)

Committee membership: Audit Committee (Chair), Remuneration Committee and Nomination Committee

Founder and Managing Director of ONE Advisory, Matt is an experienced non- executive director, having graduated with a First Class honours degree in Economics in 1996 and qualified as a chartered accountant in 1999.

He subsequently joined the corporate finance department of Beeson Gregory in 2000 where he advised growing companies on transactions including IPOs, secondary fundraisings, M&A and corporate restructuring. In 2006 he founded One Advisory, a London- based corporate advisory group providing its 100+ Plc corporate clients with Financial Reporting, Corporate Governance and Project Management services. Matt is a member of Roadside's Remuneration and Nomination Committees and is Chair of Roadside's Audit Committee.

Corporate Governance Report

How the Board Operates

The Board is responsible for the Group's strategy and for its overall management. The strategic report on pages 3 to 18 summarises the Board's approach to promote sustainable long-term growth and value for shareholders. The responsibilities of the Board include matters relating to:

- The Group's strategic aims and objectives.
- The structure and capital of the Group.
- Financial reporting, financial controls and dividend policy.
- Setting budgets and forecasts.
- Internal control, risk and the Group's risk appetite.
- The approval of significant contracts and expenditure.
- Effective communication with shareholders.
- Any changes to Board membership or structure.
- Oversight of the Executive committee.

Board Meetings

The Board held scheduled meetings during the year.

Board and Committee meetings provide time for collective discussion and decision-making, but informal communication channels also operate to ensure open dialogue and information sharing with the Non-executive Directors continues between meetings.

The Board held a number of unscheduled meetings to discuss specific issues or matters of an urgent nature. In particular, the Board maintained formal and informal communication to discuss the ongoing restructuring of the Group, including disposal of discontinued operations, as well as meetings regarding the funding of Roadside's real estate business.

Internal Controls & Risk Management

The Board has ultimate responsibility for the Group's system of internal control and for reviewing its effectiveness. Any such system of internal control can provide reasonable, but not absolute, assurance against material misstatement or loss. However, the Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Group.

The principal risks faced by the business are summarised on pages 13 and 14.

The Group has revised its systems strategy to ensure it has appropriate operational and finance systems for a business that is focused on real estate.

The principal elements of the Group's internal control system include:

- management meetings attended by the executive directors and the senior management team from each Group business to discuss strategy as well as day-to-day activities of each business;
- an organisational structure with defined levels of responsibility, which promotes entrepreneurial decision making and agile implementation whilst mitigating risks;
- segregation of duties so no individual can have undue influence or control over an activity, process or transaction;
- a comprehensive annual budgeting process, producing a detailed integrated profit and loss, balance sheet and cash flow, which is approved by the Board;
- detailed monthly reporting of performance; and
- central control over key areas such as capital expenditure authorization and banking facilities

The Group continues to review its system of internal control to ensure adherence to best practice, whilst also having regard to its size and the resources available. The Board considers that the introduction of an internal audit function is not appropriate at this juncture, but will keep this under review.

The Board conducts annual reviews of its register of key risks and reviews the risk landscape in detail, including a consideration of risks, likelihood, scale of potential impact and the existence of assurance, mitigation or appropriate contingencies

Business Culture, Values and Behaviours

Respect is a core value of Roadside that is consistently promoted. The Roadside culture encourages all employees to take responsibility for their actions and to adopt a "Do the right thing" mindset.

As the group completes its strategic restructuring, the Directors acknowledge that it will take time to build a consistent culture.

Development

The Company Secretary ensures that all Directors are kept abreast of changes in relevant legislation and regulations, with the assistance of the Group's advisers where appropriate. Executive Directors will be subject to the Group's performance review process through which their performance against predetermined objectives is reviewed and their personal and professional development needs considered. An performance appraisal of Non-executive Directors was not carried out in the year under review but will be undertaken by the Chairman as part of the Board evaluation process in the current financial year, at which time any training or development needs will be addressed.

Board members attend relevant business conferences and briefings to keep their knowledge of industry trends and compliance requirements up to date.

In line with the focus on Real Estate, specific development paths will be followed by relevant directors and senior management.

Conflicts of Interest

At each meeting the Board considers Directors' conflicts of interest. The Group's Articles of Association provide for the Board to authorise any actual or potential conflicts of interest.

External Appointments

As appropriate, the Board may authorise Executive Directors to take positions in other companies and organisations, provided the time commitment does not conflict with the Director's duties to the Group, since such appointments should broaden their experience. The acceptance of appointment to such positions is subject to the approval of the Executive Chairman.

Directors' and Officers' Liability Insurance

The Group has purchased Directors' and Officers' liability insurance during the period as allowed by the Group's articles.

Election of Directors

Details of the Directors of the Group who will offer themselves for re-election at the Annual General Meeting will be included in the Notice of Annual General Meeting and accompanying resolutions.

Relations with Stakeholders

The Group maintains communication with a wide range of stakeholders to ensure that their needs, interests and expectations are understood and reflected within the Group's strategy. Customer feedback is collected directly from customers.

Each business regularly monitors social media and other inbound customer queries and endeavours to respond in a comprehensive and timely manner. We carefully consider our supply chain.

Relations with Shareholders

The Group maintains communication with institutional shareholders through individual meetings with Executive Directors, particularly following publication of the Group's interim and full period results. Private shareholders are encouraged to attend the Annual General Meeting at which the Group's activities are discussed.

General information about the Group is available on the Group's website (www.roadsideplc.com). The Executive Chairman and independent Non-executive Directors will attend meetings with investors and analysts as required. Investor relations activity and a review of the share register are regular items on the Board's agenda.

Annual General Meeting (AGM)

The Notice of Annual General Meeting and the ordinary and special resolutions to be put to the meeting are included in the Notice of AGM accompanying this Annual Report.

QCA Code Compliance

Governance Principal	Compliant	Explanation	Further Reading
Deliver Growth			
Establish a strategy and business model to promote long-term value for shareholders.	✓	The strategy for the Group is determined by the Board. Strategic progress milestones are set and tracked between the Directors and senior management.	To find out more about our strategy and business model see **Page 3.**
Seek to understand and meet shareholder needs and expectations.	✓	Regular meetings are held with investors and analysts and the Board regularly considers how decisions could impact and be received by shareholders. Our AGM provides an opportunity for all shareholders to hear from and meet with our Directors.	For more information on our relations with shareholders see **Page 15.**
Take into account wider stakeholder and social responsibilities and their implications for long-term success.	✓	Wider stakeholder responsibilities are always front of mind. The Board identifies the main stakeholders in the business and regularly discusses how employees, suppliers, customers and others might be affected by decisions and developments in the business. We believe that social responsibilities are not only a responsibility but a requirement to be a successful business.	Corporate Governance Report and Sustainability Report **Page 19.**
Embed effective risk management, considering both opportunities and threats, throughout the organisation.	✓	Both the Board and Audit Committee regularly review risks, including new threats, and the processes to mitigate and contain them. Whilst the Board is responsible for risk, our culture seeks to empower all colleagues to manage risk effectively across all our businesses.	We have summarised the main risks faced by the business and how they are being managed on **Page 13.**
Maintain a dynamic management framework			
Maintain the Board as a well-functioning, balanced team led by the Chair.	✓	Our Board works well together as a team and contains complimentary experience across diverse industries, as well as the required experience in compliance, governance and financial management.	Our Directors and details of their individual roles, backgrounds and experience are provided on **Page 20.**

Governance Principal	Compliant	Explanation	Further Reading
Maintain a dynamic management framework (continued)			
Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities.	✓	We assess the adequacy of the Board's collective skills and experience as part of an evaluation of the Board. This exercise was not carried out in the year under review but will be carried out in the current financial year. Directors' individual development needs will be discussed annually with the Chairman.	Corporate Governance Report
Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement.	✓	Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement.	Evaluation will be reviewed by the Nomination Committee.
Promote a corporate culture that is based on ethical values and behaviours.	✓	Respect is a core value of Roadside that is consistently promoted across the business. Our employee's are proud to be part of Roadside.	Corporate Governance Report
Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board.	✓	The Directors recognise the importance of sound corporate governance and have therefore adopted the QCA code to support decision making at board level.	More detailed information about our governance structures and processes can be found in our corporate governance report
Build Trust			
Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.	✓	We communicate with a range of stakeholders. Employee concerns and issues are the Board, which has overall responsibility for this area. We have maintained good communication and endeavored to work collaboratively with our suppliers.	Further information on our dialogue with stakeholders and shareholders can be found on **Page 15 to 16** and in our corporate governance statement on **Page 19** See more information relevant to our wider stakeholders on our website www.roadsideplc.com

Audit Committee Report

The Audit Committee comprises Matt Wood and Jonathan Warburton. Matt Wood is Chairman of the Audit Committee.

The Audit Committee met twice during the financial year under review and will meet at least twice in each financial year going forward and at any other time when it is appropriate to consider and discuss audit and accounting related issues. Key matters considered include the Group's going concern position, related party disclosures, accounting for the loan note issued during the year, the fair value of investment properties and the CSS stake sale.

The Audit Committee is responsible for determining the application of the financial reporting and internal control principles, including reviewing the effectiveness of the Group's financial reporting, internal control and risk-management procedures, and the scope, quality and results of the external audit.

The Audit Committee approved the appointment of Crowe U.K. LLP as auditors to the group.

Nomination Committee Report

The Nomination Committee comprises Charles Dickson as Chairman, Jonathan Warburton and Matt Wood. The Nomination Committee is responsible for reviewing the structure, size and composition of the board, preparing a description of the role and capabilities required for a particular appointment and identifying and nominating candidates to fill board positions as and when they arise.

The Nomination Committee intends to meet at least twice in each financial year. However, the committee meetings were deferred due to the current change in strategic focus of the Group towards Real Estate activity and to ensure future board structure is aligned with this.

Remuneration Committee Report

The Remuneration Committee comprises Jonathan Warburton as Chairman and Matt Wood. The Remuneration Committee reviews the performance of the Executive Directors and sets the scale and structure of their remuneration and the basis of their service agreements with due regards to the interests of Shareholders.

In determining the remuneration of Executive Directors, the Remuneration Committee will seek to enable the Group to attract and retain Executives of the highest calibre. The Remuneration Committee also makes recommendations to the Board concerning the allocation and administration of share options. No Director is permitted to participate in discussions or decisions concerning their own remuneration.

The Remuneration Committee intends to meet at least twice in each financial year. However, the committee meetings were deferred due to the current change in strategic focus of the Group towards Real Estate activity and to ensure future remuneration is aligned with this.

Directors Remuneration

	Appointment Date	Resignation Date
	2024	2023
Charles Dickson	07/01/2020	-
Douglas Benzie	30/09/2020	-
Jonathan Warburton	07/01/2020	-
Matthew Wood	07/01/2020	-
Jeremy Sparrow *	18/07/2016	14/05/2023

	2024				
	Basic Salary and Fees	Benefits	Cash Bonus	Defined Contribution	Total
Charles Dickson	99,369	5,631	-	-	105,000
Douglas Benzie	168,667	1,304	-	30,000	199,971
Jonathan Warburton	-	-	-	-	-
Matthew Wood	-	-	-	-	-
Jeremy Sparrow *	-	-	-	-	-

	(15 month period ended) 2023				
	Basic Salary and Fees	Benefits	Cash Bonus	Defined Contribution	Total
Charles Dickson	309,589	5,161	-	-	314,750
Douglas Benzie**	215,000	1,401	-	7,977	224,378
Jonathan Warburton	-	-	-	-	-
Matthew Wood	-	-	-	-	-
Jeremy Sparrow *	10,000	-	-	-	10,000

* Jeremy Sparrow resigned as a director effective from 14 May 2023 and left the group on that day.

**416,667 Restricted Ordinary Shares were issued to Douglas Benzie in the prior year in relation to the completion of three years of service. The shares are subject to an agreement whereby they cannot be sold until four years of service are completed. No other equity awards were made to any other director in either the current or prior year.

Directors' Report

The Directors present their report together with the audited financial statements for the year ended 30 September 2024.

The corporate governance statement on pages 19 to 26 also forms part of this Directors' report.

Review of Business

The Chairman's statement on page 7 and the strategic report on pages 3 to 18 provides a review of the business, the Group's trading for the year ended 30 September 2024, key performance indicators and an indication of future developments.

Result and Dividend

The Group has reported its Consolidated Financial Statements in accordance with UK adopted International Accounting Standards in conformity with the Companies Act 2006. The Group's results for the period are set out in the Statement of profit or loss and other comprehensive income.

The Company financial statements have been prepared under FRS 101. During the previous year, the company made the decision to dispose of its subsidiary undertakings, Barkby Pub Co. Ltd, Centurian Automotive Ltd, Cambridge Sleep Sciences Ltd and Workshop Trading Holdings Ltd as well as the pub trading activity included within the parent company.

The Directors are satisfied that these entities meet the definition of Discontinued Operations, therefore their results have been presented in accordance with the requirements for Discontinued Operations.

The Group made revenue from continuing operations of £0.4m in 2024 (2023: £0.1m).

The Group made a loss from continuing operations of £6.2m (2023: loss of £7.8m) and a profit after discontinued operations of £49.4m (2023: loss of £2.4m). The Group's profit after tax was £43.2m (2023: loss of £10.2m). The profit from discontinued operations included a fair value uplift of £41.0m in relation to the investment in associate, Cambridge Sleep Sciences Ltd, which is presented as held for sale.

The summary financial KPIs are as follows:

Year/period ended	**2024**	2023
Revenue	**£0.4m**	£0.1m
Profit/(loss) after tax	**£43.2m**	(£10.2m)

Please refer to the Operating and Financial Report for further review of trading performance

The Board is not recommending a dividend.

Directors' Interests

Charles Dickson	34,159,434
Douglas Benzie	1,250,000
Jonathan Warburton	250,000

No Director has any beneficial interest in the share capital of any subsidiary undertaking.

The Group purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of itself and its Directors.

Political Donations

The Group made no political donations in the financial period.

Disclosure of Information to Auditors

As far as the Directors are aware, there is no relevant audit information (that is, information needed by the Group's auditor in connection with preparing their report) of which the Group's auditor is unaware, and each Director has taken all reasonable steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Financial Instruments

The financial risk management objectives of the Group, including credit risk, interest rate risk and foreign exchange risk, are provided in Note 22 to the Consolidated Financial Statements.

Share Capital Structure

At 30 September 2024, the Company's issued share capital was £1,236,599.91 divided into 143,677,804 ordinary shares of £0.00860675675675676 each.

The holders of ordinary shares are entitled to one vote per share at the general meetings of the Company.

Purchase of Own Shares

There was no purchase of own shares in the period.

Going Concern

After making enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements. Further detail on going concern is on page 48.

Post Balance Sheet Events

The Group entered a joint venture with Meadow Partners ("JV") during the year. Post year-end, in October 2024, the JV signed an agreement with Lidl Great Britain Limited ("Lidl") to acquire 12 stores for total consideration of £70 million.

Lidl had previously acquired the relevant land, secured planning permission and construction is underway. Completion of the stores is anticipated to range from late October 2024 through to February 2025. Following an initial commitment of £30 million in respect of the land value of the 12 sites, under the Lidl Agreement, upon completion of construction, Lidl will sell, to the JV, and leaseback each of the 12 new stores. The new stores will be on 25-year leases with annual indexation with a fixed rent commencement date of 1 March 2025.

The 12 stores are all between 20,000 and 25,000 square feet and are located across the UK.

In line with the terms of the JV, Roadside will provide 3% of the equity for the acquisition of the portfolio, amounting to an initial £0.5 million and a total maximum commitment of £2.1 million.

On 13 December 2024, RRE announced that Roadside Retail Limited, its joint venture with Meadow Real Estate Fund VI LP, set up to acquire and develop UK-based roadside real estate assets, signed an agreement to acquire Brampton Hut services in Huntingdon, Cambridgeshire for total consideration of £4.8 million.

Substantial Shareholders

At 30 September 2024, the Company had been notified of the following substantial shareholders comprising of 4% or more of the issued ordinary share capital:

Charles Dickson: **23.8%**

Davina Dickson: **19.99%**

James Dickson: **10.88%**

David Holdsworth: **7.74%**

Tarncourt Group: **4.13%**

Future Developments

The Board intends to continue to pursue the business strategy as outlined in the strategic report on pages 3 to 18.

Stakeholder Involvement Policies

The Directors believe that the involvement of employees, customers and suppliers is an important part of the business culture and contributes to the successes achieved to date (view our sustainability report on page 18).

Equal Opportunities

The Group is committed to eliminating discrimination and encouraging diversity. Its aim is that its people will be truly representative of all sections of society and that each person feels respected and is able to perform to the best of their ability. The Group aims for its people to reflect the businesses diverse customer base.

The Group will not make assumptions about a person's ability to carry out their work, for example based on their ethnic origin, gender, sexual orientation, marital status, religion or other philosophical beliefs, age or disability.

Likewise, it won't make general assumptions about capabilities, characteristics and interests of particular groups that may influence the treatment of individuals, the assessment of their abilities and their access to opportunities for training, development and promotion.

Auditor

Crowe U.K. LLP has expressed its willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Annual General Meeting

The Annual General Meeting ordinary business comprises receipt of the Directors' report and audited financial statements for the year ended 30 September 2024, the re-election of Directors, the reappointment of Crowe U.K LLP as auditor and authorisation of the Directors to determine the auditor's remuneration.

Notice of the AGM date will be sent to shareholders in January 2025.

Approval

The Directors' Report was approved by the Board of Directors on 23 December 2024 and

signed on its behalf by Charles Dickson and Douglas Benzie.

Charles Dickson	**Douglas Benzie**
Executive Chairman	**Chief Financial Officer**

23 December 2024

Statement of Directors' Responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Company financial statements for each financial year. Under that law and as required by the Alternative Investment Market rules of the London Stock Exchange, the directors have elected to prepare the Group financial statements in accordance with UK adopted International Accounting Standards in conformity with the requirements of the Companies act 2006 and the Company financial statements in accordance with Financial Reporting Standard 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 Company and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies act 2006;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the requirements of the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website Publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial Statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions.

The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the on-going integrity of the Financial Statements contained therein.

This report was approved by the board on 23 December 2024 and signed on its behalf by:

Charles Dickson — **Executive Chairman**

Douglas Benzie — **Chief Financial Officer**

23 December 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMEBERS OF ROADSIDE REAL ESTATE PLC

Opinion

We have audited the financial statements of Roadside Real Estate Plc (formally Barkby Group plc) (the "parent company") and its subsidiaries (the "group") for the year ended 30 September 2024, which comprise:

- the Consolidated Statement of Comprehensive Income for the year ended 30 September 2024;
- the Consolidated and Company Statement of Financial Position as at 30 September 2024;
- the Consolidated and Company Statement of Changes in Equity for the year then ended;
- the Consolidated Statement of Cash Flows for the year then ended; and
- the notes to the financial statements, including material accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK-adopted International Accounting Standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2024 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 United Kingdom Generally Accepted Accounting Practice; and
- the financial statements been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the Group's and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- Obtaining management's assessment of going concern and the underlying financial projections which support that assessment;
- Performing a retrospective review of the current year actuals against the budget to understand whether an indication of management bias exists;
- Testing to ensure the mathematical accuracy of the model presented;
- Assessing the cash flow forecast and challenging management's key assumptions in the going concern model, including the forecasted revenue, margins and other costs assumptions over the going concern period;
- Challenging the basis of management's estimates and assumptions in relation to profitability and cash flow for each business and available cost mitigations;
- Confirming the existence of facilities which will be relied upon;
- Considering a range of sensitivities, to assess reasonably likely changes to key inputs;

- Consideration of the change in the business operations and cash requirements in order to facilitate the change;
- Assessing the terms of the loan notes, confirming that it is the intention to renegotiate terms with significant note holders;
- Assessing the terms of the Tarncourt Facility, and Tarncourt's ability to provide the cashflows if required under the facility and the intention of Tarncourt to extend the terms when at the end of the term;
- Assessing mitigating actions that the group could take if refinancing does not occur; and
- Reviewing the appropriateness of the disclosures in the financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Overview of our audit approach

We audit the parent company and its subsidiary companies. Our audit approach was developed by obtaining an understanding of the group's activities, the key functions undertaken on behalf of the Board by management and the overall control environment. Based on this understanding we assessed those aspects of the group and subsidiary companies transactions and balances which were most likely to give rise to a material misstatement and were most susceptible to irregularities including fraud or error. Specifically, we identified what we considered to be key audit matters and planned our audit approach accordingly.

Materiality

In planning and performing our audit we applied the concept of materiality. An item is considered material if it could reasonably be expected to change the economic decisions of a user of the financial statements. We used the concept of materiality to both focus our testing and to evaluate the impact of misstatements identified.

- £1,200,000 (2023: £370,000) is the group level of materiality determined for the financial statements as a whole, this has been determined based on approximately 2% of total assets (2023: 5% of the consolidated result for the year). As the group is undergoing structural changes and has shifted its focus purely to real estate business we determined that properties is a significant balance and the main driver for the group's value and as such total assets was the most appropriate to use for determining materi ality.
- £900,000 (2023: £259,000) is the group level of performance materiality. Performance materiality is used to determine the extent of our testing for the audit of the financial statements. Performance materiality is set based on the audit materiality as adjusted for the judgements made as to the entity risk and our evaluation of the specific risk of each audit area having regard to the internal control environment. Where considered appropriate performance materiality may be reduced to a lower level, such as, for related party transactions and directors' remuneration.
- £19,000 (2023: £18,500) is the group level of triviality agreed with the Audit Committee. Errors above this threshold are reported to the Audit Committee, errors below this threshold would also be reported to the Audit Committee if, in our opinion as auditor, disclosure was required on qualitative grounds.

The parent company materiality was assessed as £130,000 (2023: £135,000) Parent company performance materiality was £90,000 (2023: £95,000). Parent company materiality is based on approximately 5% of normalised PBT.

Overview of the scope of our audit

We audited all of the significant components of the group, all of which operate in the UK, including the discontinued operations. We have also audited the consolidation process and related journals.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Key audit matter	***How the scope of our audit addressed the key audit matter***
Going concern *Note 1* The RRE Group has undertaken significant changes to the structure of the group: • Pubco, Centurian and CSS are classified as a discontinued operations. • The property business is the only part of the business that is to be retained and continue. We consider going concern to be a significant audit risk due to the change in business operations and therefore new cashflow streams and that the cashflow requirements of future development projects and real estate can be adequately funded. In addition, the group has external financing in place. There is a risk that failure to refinance the facilities could impact on the group's going concern position.	Our evaluation of the directors' assessment of the Group's and Parent Company's ability to continue to adopt the going concern basis is described above under our 'Conclusions relating to going concern'.
Classification and presentation of discontinued activities in the financial statements *Primary statements, Note 27* On 18 July 2022 the group announced its plans to dispose of certain sections of the business, being Workshop, Pubs, Cambridge Sleep Sciences and Centurian Automotive. In the previous period the group disposed Workshop and during the year the group disposed all its pubs. The group announced that the change in strategy is to focus solely on its real estate business. We considered the risk that the classification and presentation of discontinued activities may not be in accordance with IFRS 5 and may not fairly present the performance of the group. We considered the part disposal of CSS in the year and the loss of control of the subsidiary.	We challenged management on the basis for the classification of the discontinued operations and the presentation adopted in line with IFRS 5. We reviewed evidence in Board minutes, sale agreements, and corporate advisers for each of the entities in the disposal group to verify management's intention to dispose of each of the operations. In addition: • We agreed the transfer of the assets and liabilities of the disposal group entities to their respective separate lines on the statement of financial position. • We agreed the assets and liabilities transferred to the audited entity trial balances. • Where disposals have been made in the year, we obtained the disposal documents, agreed the consideration received and the profit and loss on disposal. • We considered the appropriateness of disclosures in the financial statements.
Impairment of investments in associates and joint venture (in parent company	We have confirmed disposal of the shares in CSS, agreeing these to the share purchase agreement and the receipt of the disposal

only) *Note 30* Following the loss of control of Cambridge Sleep Sciences, this entity is recognised as an associate as at 30 September 2024. The carrying amount being £40.97m. This carrying amount compromises the fair value of the retained element at the date of the loss of control. Due to the magnitude of the amount, there is a risk that the valuation is materially misstated. Roadside Real Estate Plc have a 3% stake in Roadside Retail Limited, with Meadow holding the remaining 97% stake. Management have recognised the investment at cost, compromising two transfers made from Roadside Real Estate Plc to the joint venture for total consideration of £419K. There is a risk that the carrying amount is materially misstated.	proceeds. We also considered whether the acquirer of these shares was a related party. We reviewed the management paper concluding the loss of control over CSS arising from the disposal of shares and the treatment resulting from this with the retained interest being an associate. We also recalculated the investment in associate valuation based on the consideration for the shares sold by Roadside Real Estate to CGV Ventures. As this transaction was conducted at year end, the sale value is deemed to be the fair value. We assessed the fair value of the holding in Roadside Retail Limited and compared this to the financial statements. We have agreed the additions to contracts to support the amount and to the payments made. We considered the appropriateness of disclosures in the financial statements.
Valuation of investment properties *Note 10* There is a risk that the market value of the properties is below the carrying value held in the accounts. We consider the valuation of properties to be a significant audit risk due to the material level of the property value and the use of judgement inherent in property valuations.	We gained an understanding of the nature of the assets in the portfolio and ensured classification and designation are appropriate. We reviewed the stated accounting policy ensuring it is appropriate to the designation and has been applied consistently. We evaluated the capability, suitability and competence of the group's external valuers, giving specific focus to their qualification experience. We reviewed management's assessment of the fair value of the investment properties which was derived from valuation reports prepared by external valuers. We carried out procedures, to satisfy ourselves of the accuracy of the property information supplied by management to the valuers as these form the basis of the valuation reports. We compared the levels of rents achieved to publicly available benchmark data such as yields. We engaged our own independent property valuation expert to assist with the assessment of key assumptions included in the valuation reports in accordance with ISA (UK) 620 to challenge assessment of the carrying value of investment properties. We considered the adequacy of disclosures around the sensitivity of the carrying value to changes in reasonable alternative assumptions.

Our audit procedures in relation to these matters were designed in the context of our audit opinion as a whole. They were not designed to enable us to express an opinion on these matters individually and we express no such opinion.

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 30, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management, inappropriate revenue recognition, judgement surrounding the investment property valuations, discontinued operations and impairment of investments and intercompany receivables. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, reviewing accounting estimates for biases corroborating balances recognised to supporting documentation on a sample basis, testing a sample of revenue transactions to supporting documentation and agreeing it to bank receipts, ensuring discontinued operations and disposal groups have been appropriately identified and disclosed and ensuring accounting policies are appropriate under the relevant accounting standards and applicable law.

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. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

John Charlton (Senior Statutory Auditor)
for and on behalf of
Crowe U.K. LLP
Statutory Auditor
55 Ludgate Hill
London
EC4M 7JW

23 December 2024

Consolidated statement of comprehensive income

For the year ended 30 September 2024

	Note	Year ended 30 September 2024 £'000	15 month period ended 30 September 2023 £'000
Continuing operations			
Revenue	5	431	60
Gross profit		**431**	**60**
Other operating income	6	68	78
Administrative expenses	7	(1,995)	(2,856)
Movement in fair value of investment property	10	(355)	(2,610)
Loss from continuing operations		**(1,851)**	**(5,328)**
Finance expense	7	(4,333)	(2,487)
Loss from continuing operations before tax		**(6,184)**	**(7,815)**
Income tax		-	-
Loss from continuing operations after tax		**(6,184)**	**(7,815)**
Discontinued operations			
Profit/(loss) for the period from discontinued operations	27	49,357	(2,368)
Profit/(loss) and total comprehensive income for the period		**43,173**	**(10,183)**
Profit/(loss) for the period is attributable to:			
Owners of Roadside Real Estate Plc		43,389	(10,041)
Non-controlling interest		(216)	(142)
		43,173	**(10,183)**
(Loss)/earnings per share for profit/(loss) attributable to the owners of Roadside Real Estate Plc			
Basic and diluted loss per share from continuing operations	28	(4.31)	(5.45)
Basic and diluted profit/(loss) per share from discontinued operations	28	34.57	(1.55)
		30.26	(7.00)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Consolidated statement of financial position

As at 30 September 2024

	Note	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Assets			
Non-current assets			
Property, plant and equipment	9	25	30
Right of use asset	31	100	-
Investment in associates	30	-	-
Investment property	10	8,827	8,700
Total non-current assets		**8,952**	**8,730**
Current assets			
Inventories	12	181	385
Trade and other receivables	13	913	750
Other current financial asset	14	8,919	-
Cash and cash equivalents	15	103	2,045
Assets of disposal groups held for sale	27/30	40,970	5,000
Total current assets		**51,086**	**8,180**
Total assets		**60,038**	**16,910**
Current liabilities			
Trade and other payables	17	(596)	(1,269)
Borrowings	16	(8,395)	(17,359)
Other current liabilities	18	(1,599)	(1,111)
Lease liabilities	31	(13)	-
Liabilities of disposal groups held for sale	30	-	(6,440)
Total current liabilities		**(10,603)**	**(26,179)**
Non-current liabilities			
Borrowings	16	(16,495)	(8,597)
Lease liabilities	31	(88)	-
Total non-current liabilities		**(16,583)**	**(8,597)**
Total liabilities		**(27,186)**	**(34,776)**
Net assets/(liabilities)		**32,852**	**(17,866)**
Share capital	19	1,237	1,237
Share premium	21	5,443	5,443
Merger reserve	21	(422)	(422)
Retained earnings/(losses)	20	26,594	(23,446)
Equity attributable to the owners		32,852	(17,188)
Non-controlling interest		-	(678)
Total equity		**32,852**	**(17,866)**

Consolidated statement of financial position *(continued)*

As at 30 September 2024

The financial statements were approved and authorised for issue by the Board on 23 December 2024 and signed on its behalf by:

Charles Dickson	**Douglas Benzie**
Executive Chairman	*Chief Financial Officer*

The above statement of financial position should be read in conjunction with the accompanying notes.

Company Number 07139678

Company statement of financial position

As at 30 September 2024

	Note	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Assets			
Non-current assets			
Property, plant and equipment	9	25	30
Investments	29	-	-
Total non-current assets		**25**	**30**
Current assets			
Trade and other receivables	13	110	246
Other current financial asset	14	8,919	-
Cash and cash equivalents	15	33	-
Assets of disposal groups held for sale	27/30	40,970	2,557
Total current assets		**50,032**	**2,803**
Total assets		**50,057**	**2,833**
Liabilities			
Current liabilities			
Trade and other payables	17	(3,680)	(7,082)
Borrowings	16	-	(2,246)
Other current liabilities	18	(1,118)	(466)
Liabilities of disposal groups held for sale	27	-	(2,871)
Total current liabilities		**(4,798)**	**(12,665)**
Non-current liabilities			
Borrowings	16	(8,285)	-
Provisions		-	(48)
Total non-current liabilities		**(8,285)**	**(48)**
Total liabilities		**(13,083)**	**(12,713)**
Net assets/(liabilities)		**36,974**	**(9,880)**
Equity			
Share capital	19	1,237	1,237
Share premium	21	5,443	5,443
Merger relief reserve	21	29,747	29,747
Retained earnings/(losses)	20	547	(46,307)
Total equity		**36,974**	**(9,880)**

Company statement of financial position

As at 30 September 2024

The Company has elected to take exemption under section 408 of the Companies Act 2006 from presenting the Company statement of comprehensive income. The profit for the Company for the year ended 30 September 2024 was £46,854,000 (Loss period ended 30 September 2023: £25,965,000).

The financial statements were approved and authorised for issue by the Board on 23 December 2024 and signed on its behalf by:

Charles Dickson
Executive Chairman

Douglas Benzie
Chief Financial Officer

The above statement of financial position should be read in conjunction with the accompanying notes.

Company Number 07139678

Consolidated statement of changes in equity

For the year ended 30 September 2024

	Share capital £'000	Share premium £'000	Merger relief reserve £'000	Fair value reserve £'000	Retained earnings/ (losses) £'000	Non-controlling interest £'000	Total equity £'000
Balance at 2 July 2022	1,233	5,430	(422)	1,250	(14,655)	(536)	(7,700)
Loss for the period and total comprehensive income	-	-	-		(10,041)	(142)	(10,183)
Transfer to fair value	-	-	-	(1,250)	1,250	-	-
Transactions with owners							
Restricted shares issued	4	13	-	-	-	-	17
Balance at 30 September 2023	**1,237**	**5,443**	**(422)**	**-**	**(23,446)**	**(678)**	**(17,866)**
Profit for the year and total comprehensive income	-	-	-	-	43,389	(216)	43,173
Transactions with owners							
Disposal of subsidiary without loss of control (a)	-	-	-	-	7,500	45	7,545
Non-controlling interest adjustment on disposal of subsidiaries	-	-	-	-	(849)	849	-
Balance at 30 September 2024	**1,237**	**5,443**	**(422)**	**-**	**26,594**	**-**	**32,852**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Notes

(a) On 20 March 2024, the Group disposed of 952 shares in Cambridge Sleep Sciences Limited ("CSS") for total consideration to £7.5 million, the difference between the adjusted non-controlling interests and the fair value of the consideration received has been recognised directly in equity and attributed to the owners of the parent (see note 27).

Company statement of changes in equity

For the year ended 30 September 2024

	Share capital £'000	Share premium £'000	Merger relief reserve £'000	Retained earnings/ (losses) £'000	Total equity £'000
Balance at 2 July 2022	**1,233**	**5,430**	**29,747**	**(20,342)**	**16,068**
Loss for the period and total comprehensive expense	-	-	-	(25,965)	(25,965)
Transactions with owners					
Restricted shares issued	4	13	-	-	17
Balance at 30 September 2023	**1,237**	**5,443**	**29,747**	**(46,307)**	**(9,880)**
Profit for the year and total comprehensive income	-	-	-	46,854	46,854
Transactions with owners					
Balance at 30 September 2024	**1,237**	**5,443**	**29,747**	**547**	**36,974**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated statement of cash flows

For the year ended 30 September 2024

	Note	Year ended 30 September 2024 £'000	15 month period ended 30 September 2023 £'000
Cash flows from operating activities			
Loss before taxation from continuing operations		(6,184)	(7,815)
Profit/(loss) before taxation from discontinued		49,357	(2,434)
Profit/(loss) before tax		**43,173**	**(10,249)**
Adjustments to reconcile loss before tax to net cash flows			
Depreciation of property, plant and equipment and right-of-use assets	9/31	18	1,081
Amortisation of intangible assets		-	198
Loss on disposal of property, plant and equipment	9	-	199
Gain on disposal of subsidiary	27	(52,102)	-
Fair value movement in investment property	10	355	2,610
Finance expense		4,333	3,257
Movements in working capital:			
(Increase)/decrease in trade and other receivables		(1,092)	386
(Increase)/decrease in inventories		(45)	4,614
Increase/(decrease) in trade and other payables		1,021	(5,503)
		(4,339)	(503)
Interest paid		(256)	(1,533)
Income tax received		-	66
Net cash used in operating activities		**(4,595)**	**(4,874)**
Cash flows from investing activities			
Investment in financial assets	14	(419)	-
Disposal of shares in subsidiary	11	7,494	-
Purchase of investment property	10	(482)	(6,658)
Disposal/(purchase) of property, plant and equipment	9	360	(267)
Net cash generated/(used) in investing activities		**6,953**	**(6,925)**
Cash flows from financing activities			
Proceeds from issue of shares	19	-	4
Proceeds from borrowings	16	15,052	18,597
Repayment of borrowings	16	(16,505)	(6,165)
Repayment of lease liabilities		(179)	(617)
Net cash (used)/generated from financing activities		**(1,632)**	**11,819**
Net increase in cash and cash equivalents		726	20
Cash and cash equivalents at beginning of year/period		(623)	(628)
Cash and cash equivalents at end of year/period	15	103	(608)
Cash and cash equivalents of continuing operations at the end of the financial year/period		103	(623)
Cash and cash equivalents of discontinued operations at the end of the financial year/period		-	15

The Company has not included a cash flow statement.
The above statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the consolidated financial statements

1. Company information

The consolidated financial statements of Roadside Real Estate Plc ("RRE") for the year 30 September 2024 were authorised for issue in accordance with a resolution of the Directors on 23 December 2024. RRE is a public limited Company incorporated and domiciled in the UK. The Company's number is 07139678 and the registered office is located at 115b Innovation Drive, Milton, Abingdon, Oxfordshire OX14 4RZ.

The Group's principal continuing activities consist of real estate investment. During the year ended 30 September 2024, the Group disposed of Barkby Pub Co. Ltd (a pub portfolio) and part disposed of Cambridge Sleep Sciences Ltd (owner of SleepHub and SleepEngine) which were presented as discontinued activities in the comparative financial statements and as assets held for sale. The remaining investment in Cambridge Sleep Sciences Ltd continues to be presented as assets held for sale.

2. Accounting policies

The accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

New or amended UK adopted Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended UK adopted Accounting Standards and Interpretations issued by the International Accounting Standards Board ('IASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. At present, no new or amended Accounting Standards or Interpretations are expected to have an impact on the reported results in the future. The Group has assessed the impact of these new or amended Accounting Standards and Interpretations and do not expect that the adoption of these standards will have a material impact on the financial information of the Group or Company in future periods.

Basis of preparation

These consolidated financial statements of RRE (or "the Group") have been prepared in accordance with UK adopted International Accounting Standards.

The Company financial statements have been prepared in accordance with Financial Reporting Standard 101, "Reduced Disclosure Framework" ("FRS 101"). The following exemptions from the requirements of IFRS have been applied in the preparation of these Company financial statements, in accordance with FRS 101:

- Paragraphs 91 to 99 of IFRS 13, "Fair value measurement" (disclosure of valuation techniques and inputs used for the fair value measurement of assets and liabilities).

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

- The following paragraphs of IAS 1, "Presentation of financial statements":
  - 10(d) (statement of cash flows);
  - 16 (statement of compliance with all IFRS);
  - 38A (requirement for a minimum of two primary statements, including cash flow statements);
  - Cash flow statement information; and
  - 134-136 (capital management disclosures).
- IAS 7, "Statement of cash flows".
- Paragraphs 30 and 31 of IAS 8, "Accounting policies, changes in accounting estimates and errors".
- The requirements in IAS 24, "Related party disclosures" to disclose related party transactions entered into between two or more members of the Group.

Accounting periods
The financial statements have been prepared covering the financial year ended 30 September 2024. The comparative financial period was an extended 15-month period consisting of a 65-week period ending on 30 September 2023. The change to a September year end was to align year ends for all subsidiaries. The Group's consolidated financial statements cover the financial year from 1 October 2023 to 30 September 2024 (2023: period from 3 July 2022 to 30 September 2023). Therefore, the current and prior periods presented are not entirely comparable.

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for certain assets and liabilities that are held at fair value and are detailed in the Group's accounting policies. The consolidated financial statements are presented in Pounds Sterling, which is RRE's functional and presentation currency and all values are rounded to the nearest thousand (£'000s) unless otherwise stated.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Basis of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of RRE's ('Company' or 'parent entity') as at 30 September 2024 and the results of all subsidiaries for the year then ended. RRE and its subsidiaries together are referred to in these financial statements as the 'Group'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. When control ceases over a subsidiary, but the Group retains a significant influence over the investment, the Group recognised the retained investment as an associate. Any gain or loss on disposal is recognised though the profit or loss based on the fair value of the retained investment at the date of disposal.

Intercompany transactions, balances and recognised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognized directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are only attributed to the non-controlling interest to the extent to which they can be recovered from those parties. When changes in ownership of a subsidiary do not result in a loss of control, the non-controlling shareholders' interests are initially measured at the non-controlling interests' proportionate share of the subsidiaries net assets. Subsequent to this, 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.

Discontinued operations

The Group classifies discontinued operations within a disposal group held for sale if their carrying values will be recovered principally through a sale transaction rather than through their continuing use. Disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of a disposal group, excluding finance costs and income tax expense. The criteria for classifying a disposal group as held for sale is regarded as having been met only when a sale is highly probable, and the disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be reversed. Management must be committed to the plan to sell the asset, and the sale is expected to be completed within one year from the date of classification.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

A disposal group qualifies as discontinued operations of it is a component of an entity that either has been disposed of, or is classified as held for sale and:

- Represents a separate major line of business.
- Is part of a single coordinated plan to dispose of a separate major line of business.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss and comprehensive income. All other notes to the financial statements include amounts for continuing operations unless otherwise stated. For operations that qualify as discontinued operations in the current year, the comparative figures for the prior year have been restated to include the results of those operations within discontinued operations for that year as well.

Following decisions of the Board, the Group issued a Trading and Strategy update announcing that the Board had resolved to sell the Barkby Pubs, Cambridge Sleep Sciences and Centurian Automotive businesses at the end of the comparative period. Barkby Pubs and Cambridge Sleep Sciences were sold during the financial year ended 30 September 2024.

Centurian Automotive wound down its operations during the prior year, with some final vehicle stock being sold during the financial year ended 30 September 2024. The Group retained the subsidiary entity and on this basis the assets and liabilities have been included within the continuing operations lines of the Statement of Financial Position. The trading result for the year have been presented within discontinued operations.

Going Concern

Following a reassessment of strategic focus and opportunities, RRE's strategy is now focused on its Real Estate business, which it believes will generate the best returns in the long term. This decision significantly reduces the cash investment previously required for the growth of Cambridge Sleep Sciences, and the cash outflows experienced by Centurian Automotive, Workshop Coffee and Barkby Pubs.

RRE has retained its wholly-owned and completed property developments in Wellingborough and Maldon. The focus is now on building a roadside real estate portfolio predominantly via the JV with Meadow. The JV ensures available capital for deployment and will provide a reliable and recurring cash flow from development and management fees going forward. The JV structure includes an asset manager, of which RRE owns 51%, that is accounted for as a joint venture as outlined in Note 30. RRE invests and owns 3% of the underlying assets acquired, which are accounted for as an other financial asset as outlined in Note 14.

The disposal of the discontinued operations completed during the year ended 30 September 2024 and the Board has prepared a cash flow forecast to December 2025 that includes all Group companies and reflects a severe but plausible downturn scenario.

Key considerations of the severe but plausible worst-case scenario are as follows:

- Reduced contracted rental income to reflect a downturn scenario.
- Reduced development and management fee income from the proposed roll out of the JV pipeline.
- Full salary and overhead cost base retained.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

- Forecast an increase in the floating rate finance interest charge to reflect a potential increase in the base rate.

Real Estate
The commercial developments at Maldon and Wellingborough are completed and fully occupied under long term leases with tenants benefiting from strong covenants. This provides strong certainty of future cash flow.

On 31 October 2023, the Group announced the formation of a joint venture with Meadow Partners LLP, to acquire and develop a portfolio of UK-based RRE assets.

Meadow is a real estate private equity manager based in New York and London with US$6.2 billion gross assets under management. Meadow specialises in middle market real estate transactions across all sub-sectors and risk profiles. The joint venture will focus on acquiring sites where it can offer consumers a mix of Drive Thru, Foodvenience, Local Logistics and Trade Counter businesses alongside opportunities to increase EV charging facilities.

The joint venture intends to create a modern roadside portfolio worth over £250 million over a 30-month investment period through acquisition, asset management and development, including opportunities across the portfolio for electric vehicle charging infrastructure.

The joint venture has a prospective investment pipeline in excess of £100 million as more stock comes to the market and additional approaches are being made to the Company by vendors. Tenant demand for these sites is strong, attracting high-quality nationwide operators, underpinning reliable, long term income streams. Under the terms of the venture, RRE will contribute and own 3% of the asset acquisition cost, with Meadow contributing 97%.

Other businesses
RRE has discontinued its pubs operations, with the sale taking place in the financial year ended 30 September 2024.

Centurian Automotive activities ceased during the financial period ended 30 September 2023. A small number of legacy stock vehicles were disposed of in the current year, leaving no remaining stock at the date of signing.

RRE sold shares equivalent to 10% ownership of CSS in March 2024, which was paid during the year, and a further 10% in September 2024, which was paid post year end. RRE retains 48% ownership of CSS, which it intends to sell in due course to maximise shareholder value.

Group overhead
Following the strategic focus on Real Estate and discontinuation of other activities, the Group's central costs have decreased going forward. Central overheads in the year averaged £166k and recurring central overheads have reduced by approximately £50k post year end.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Debt and Borrowings

The Group currently has the following third-party debt:

- *Tarncourt:* The Group has financing arrangements in place with Tarncourt, which includes companies controlled by Charles Dickson, the Executive Chairman and his family. Under the terms of the facility agreement, drawings can be made from companies under the control of the Dickson family, which includes Tarncourt Properties Limited, Charles Dickson Associates Limited and individual members of Tarncourt Investments LLP and Tarncourt Group Holdings LLP. The facility was set off against the April 2026 Loan notes during the financial year ended 30 September 2024 as detailed below. The remaining facility, which runs through to April 2026, was fully repaid post year end utilising some of the cash receipts from the 2nd sale of shares held in CSS such that the Tarncourt facility, amounting to £7.5 million, remains wholly undrawn as at the date of approval of these accounts and the Directors have received assurances from Charles Dickson and Tarncourt that the Tarncourt facility is fully available on demand, will not be withdrawn early and will be extended if required.
- *HSBC:* The Group banks with HSBC across the majority of its companies. The bank has been supportive in providing working capital facilities (overdraft and CBIL) to meet the Company's requirements. The HSBC overdraft and CBIL was repaid during the year, and the Group's cash flow forecast does not depend on any further funding from HSBC.
- *Together:* The Group has borrowing facilities with a specialist lender, Together Financial Services Limited, used to finance the commercial property developments at Maldon and Wellingborough, which had a carrying amount due of £8.1m at September 2024. The facilities were extended to March 2025 with only interest payable until the redemption date. The facilities include an annual extension clause, which has been exercised in the past as required. The amount borrowed is lower than the value of the properties.
- *Other facilities:* There are a number of smaller legacy borrowings in place within the Group subsidiaries. The Group's cash flow forecast assumes these facilities are repaid in accordance with their contractual terms.
- *Centurian stocking finance:* Centurian utilises short-term stocking finance facilities secured against specific vehicles. This facility was repaid in full post year end.
- *April 2026 Loan note:* The Group issued £9.0m of secured loan notes on 19 April 2024. The loan note proceeds were used to repay the HSBC facilities and set off existing Tarncourt debts. The loan note is repayable in March 2026. As with the Tarncourt facility, the Directors have received assurances from Charles Dickson and Tarncourt that the repayment of loan note holdings under their control will be deferred if required.

As at the date of issue of the annual report, the Group had approximately £8.1 million of available cash resources and funding lines. In addition the Group has a residual investment in Cambridge Sleep Sciences with a value at 30 September 2024 of £41.0m. It is the intention of the Group to dispose of this asset in the next 12 months however the consideration relating to disposal has been excluded from the cashflow forecast due to the uncertainty relating to the quantum and timing.

Summary

RRE is in the final stages of its strategic restructuring, which will result in its focus being solely on Real Estate. The Group aims to retain its commercial property developments, providing a reliable source of recurring income and cash flow, as well as high quality investment property assets with equity value that can be unlocked via sale if needed. Based on its profitability and cash flow forecasts that incorporate assumptions that reflect a severe, (but plausible) downturn scenario, the Directors consider going concern basis of preparation to be an appropriate basis for the preparation of these financial statements.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

The Directors have acknowledged a dependency on provision of funding under the Tarncourt facility and refinancing of the senior debt facility in line with its terms and conditions and have received confirmation from Charles Dickson, the controlling party of Tarncourt and its associated companies, which is also the majority holder of the senior debt loan notes, that he will not recall the balances owed to Tarncourt and its associated companies if the Company is unable repay the amounts due. The Directors have assessed Charles Dickson's ability to be able to provide the funding available under the Tarncourt facility. Accordingly, notwithstanding this dependency, the Directors have concluded the going concern basis of preparation to be appropriate.

Revenue recognition

The Group recognises revenue as follows:

Property business – Revenue from contracts with customers
Real estate revenue principally consists of the development or acquisition of commercial real estate and letting of property to tenants. In previous years, it was intended that completed developments were sold, however the group now retains its developments as investment properties. In addition, the Group earns management fees in relation to its Joint Venture with Meadow.

Discontinued operations included the sale of food, drink and accommodation in public houses and the sale of a device that intends to improve sleep either directly to consumers or via wholesalers.

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Rental income from investment properties is recognised on a straight-line basis over the lease term in accordance with IFRS 16: Leases and IAS 40: Investment Property. Lease incentives granted to tenants, such as rent-free periods or stepped rents, are considered an integral part of the total rental income and are allocated evenly over the lease term. Revenue from asset management fees is recognized in accordance with IFRS 15: Revenue from Contracts with Customers. The revenue is recognized over time as the services are rendered, reflecting the transfer of control of the services to the customer.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits;
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future or
- When the deferred tax liability arises from the initial recognition of an asset or liability at the time of a transaction which does not give rise to equal taxable and deductible temporary differences

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, cash in transit, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Trade and other receivables

Trade receivables are initially recognised at fair value transaction price and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at fair value through profit or loss
Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either:

(i) held for trading, where they are acquired for the purpose of selling in the short- term with an intention of making a profit, or a derivative; or
(ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Impairment of financial assets
The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

Investments in subsidiaries which are held at cost less impairment
Investments in subsidiary companies are initially recognised at cost and reviewed for indicators of impairment. Impairment charges are recognised when the recoverable amount of the investment is less than its carrying value.

Property, plant and equipment
Plant, property and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Leases
At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: an identified physically distinct asset can be identified; and the Group has the right to obtain substantially all of the economic benefits from the asset throughout the period of use and has the ability to direct the use of the asset over the lease term being able to restrict the usage of third parties as applicable.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for

- leases of low value assets; and
- leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the incremental borrowing rate on commencement of the lease is used.

On initial recognition, the carrying value of the lease liability also includes:
amounts expected to be payable under any residual value guarantee; and

- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of the termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Subsequent to initial measurement, lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term. When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. An equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

Investment property

Investment properties are properties which the Group owns, does not occupy for its own use and are held for either long-term rental yields, or capital appreciation, or both. Investment properties also include property that is being developed or constructed for future use as investment property by the Group.

Investment properties comprise freehold land and buildings and are measured at fair value.

At the end of a financial year the fair values are determined by a range of valuation techniques, including independent valuations prepared in accordance with the current edition of the Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors and valuations prepared based on the discounted future net cash inflows the site is expected to generate in its forecasted use, taking into account the current status of the site and the expected costs to complete the development.

These fair values based on these development appraisals, therefore reflects current market conditions, future rental income (where lease agreements have been contractual agreed) and the residual value of site after considering the costs and revenue from the development of the property.

There are a number of significant assumptions in these development appraisal valuations and a change in these assumptions could result in a significant change in the fair value of investment properties and therefore have a material effect on the Group's results.

A transfer to the fair value reserve is made for all fair value gains in the period from retained earnings. Where there have been previous fair value gains transferred to the fair value reserve and fair value losses have been incurred in the year then a transfer is made to retained earnings to offset as much of the fair value losses as possible.

At each subsequent reporting date, investment properties are re-measured to their fair value. Movements in fair value are included in the income statement.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in- use is the present value of the estimated future cash flows relating to the asset using a pre-tax

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial period and which are unpaid. Due to their short- term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Provisions
Provisions are recognised when the Group has a present (legal or constructive) obligation as a result of a past event, it is probable the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, considering the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre- tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Defined contribution pension contributions
Contributions to defined contribution pension plans are expensed in the period in which they are incurred.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued equity

Issued equity consists of the Company's share capital, share premium, merger reserve, together with the other equity reserve in Group's consolidated financial statements. Ordinary shares are classified as equity.

The difference between the nominal value of the shares issued and the proceeds of issue relating to the specific transaction is accounted for as share premium, unless:

- The Company is issuing shares to acquire the share capital of another company, in which case as long as the shares issued represent greater than 90% of the consideration, the excess of the value of the shares issued over their nominal value is recorded in the merger reserve, or
- The Group is undertaking a reverse takeover, in which case the excess of the value of the share issued over their nominal value is recorded in the other equity reserve.

The other equity reserve reflects the accounting required by the reverse takeover transactions such that the issued equity at the point of transaction equals the equity of the Dickson Controlled Entities plus that notional consideration for the acquisition of Barkby Group. Pre-acquisition, the other reserve adjusts the Company's equity to that of the Dickson Controlled Entities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Investment in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Under the equity method, an investment in an associate is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

If there is objective evidence that the Group's net investment in an associate is impaired, the requirements of IAS 36 Impairment of Assets are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment.

When a Group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

The Group applies IFRS 9, including the impairment requirements, to long-term interests in an associate to which the equity method is not applied and which form part of the net investment in the investee. Furthermore, in applying IFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by IAS 28 Investments in Associates and Joint Ventures (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

Non-current assets held for sale and disposal groups

Non-current assets and disposal groups are classified as held for sale only if available for immediate sale in their present condition and a sale is highly probable and expected to be completed within one year from the date of classification. Such assets are measured at the lower of carrying amount and fair value, less the costs of disposal, and are not depreciated or amortised.

In accordance with IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations', the net results of discontinued operations are presented separately in the Group income statement.

Notes to the consolidated financial statements

2. Accounting policies *(continued)*

Value-Added Tax ('VAT') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated VAT, unless the VAT incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of VAT receivable or payable. The net amount of VAT recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Commitments and contingencies are disclosed net of the amount of VAT recoverable from, or payable to, the tax authority.

3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses.

Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

The key areas of judgement are below:

Presentation of discontinued operations

At the previous financial period end the Group had determined that the assets and liabilities of its Life sciences business (Cambridge Sleep Sciences) and pub portfolio (Barkby Pubs) would be realised through a sale transaction and that sale transaction was highly probably. The Group made the decision to wind down Centurian. This process was largely complete at the previous financial period end.

During the financial year end 30 September 2024, the Group sold some of its shareholding in Cambridge Sleep Sciences, remaining Barkby Pubs and the remaining assets and liabilities of Centurian were settled.

Cambridge Sleep Sciences

During the year under review, the Group disposed of some of its shareholding in CSS. The Group continues to seek a sale transaction to maximise shareholder value and therefore continue to present the business as discontinued and the assets and liabilities held for sale. The key judgment in accounting for the transaction is whether the group lost control. The Group had regard for the criteria of IFRS 10 and are satisfied that control of CSS was lost. In addition, the Group consider an alternative presentation would be misleading and dilute the focus of the financial statements from the Group's core strategic focus going forward, RRE as disclosed in the Business review.

Notes to the consolidated financial statements

3. Critical accounting judgements, estimates and assumptions *(continued)*

Barkby Pubs
During the period to 30 September 2023, as part of the shift of the Group's strategic focus to RRE the Group ceased operations at three of its pubs, two lease surrenders and one disposal. During the year ended 30 September 2024, the group disposed of Barkby Pubs. On this basis the Group has determined that operations relating to its pubs business should be presented as discontinued.

Investments in subsidiaries and associates
The Group determines the classification of investment in subsidiaries based on whether control is held in the entity. The existence of control is evidenced in the following ways:

- Power over the investee;
- Exposure, or rights to, variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect the amount of the investor's returns.

If there is no evidence of any of the above, and the Group holds significant influence over the investments, the Group determines that the investments to be classified as associates.

The key areas of estimate are below:

Estimation of fair value of investment properties and associates
The fair value of investment property reflects, amongst other things, assumptions about rental income from future leases and the possible outcome of planning applications in consideration of current market conditions. Where fair value is based on their ultimate redevelopment potential, the valuation has been arrived at based on development appraisals undertaken to estimate the residual value of the landholding after due regard to the cost of, and revenue from, the development of the property.

The Directors' values reported are based on significant assumptions and a change in fair values could have a material impact on the Group's results. This is due to the sensitivity of fair value to the assumptions made as regards to variances in rental yields compared to management`s own estimates. Investment properties are disclosed in note 10.

The fair value of associates is based on the consideration received for the sale of shares in Cambridge Sleep Sciences Ltd, which occurred on 30 September 2024.

Notes to the consolidated financial statements

4. Operating segment

Identification of reportable operating segments

Following the disposal of Barkby pubs, there is now only one identified operating segment, which is Real Estate. Therefore, no separate operating segments are disclosed. Details of discontinued operating activities are provided in note 27.

5. Revenue

From continuing operations

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Revenue		
Rental income	431	60
	431	**60**

6. Other income

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Service income	46	-
Management fee	22	-
Compensation	-	78
	68	**78**

Other income amounts received in relation to service income and management fees.

Notes to the consolidated financial statements

7. Expenses by nature

Loss from operations is stated after charging:

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Administrative expenses		
Employment costs	532	987
Professional fees	765	418
Depreciation and amortisation	5	5
Other administrative costs	693	1,446
	1,995	**2,856**
Finance costs		
Interest and finance charges paid/payable on external borrowings	3,842	1,801
Interest and finance charges paid/payable on related parties	491	686
	4,333	**2.487**
Pension expense		
Defined contribution pension contributions	37	37
Employee costs included in administrative expenses		
Wages and salaries	440	798
Social security costs	55	111
Other employee related costs	-	41
Pension costs	37	37
	532	**987**

	Year ended 30 September 2024	Period ended 30 September 2023
Employee numbers		
Average number of employees (including discontinued operations)	99	199

Notes to the consolidated financial statements

7. Expenses by nature *(continued)*

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Auditors' remuneration		
Group audit fees	195	200
Non-audit service fees	180	-
	375	**200**

8. Taxation

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Income tax expense		
UK corporation tax charge	-	-
Adjustment recognised for prior periods	-	(66)
Reconciliation of income tax expense and tax at the statutory rate	**-**	**(66)**
Profit/(loss) before income tax	43,173	(10,183)
Tax charge/(credit) at the statutory tax rate of 25% (2023: 21.4%)	10,793	(2,179)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Expenses non-deductible for tax purpose	2,765	88
Deferred tax asset not recognised	(532)	1,642
Adjustment recognised for prior periods	-	(66)
Gains not taxable	(13,026)	(192)
Impairment of investment	-	641
Change to income tax (expense)/credit	**-**	**(66)**
Income tax credit from continuing operations	-	-
Income tax credit from discontinuing operations	-	(66)

Due to the uncertainty over utilisation, deferred tax assets totalling £3,929,000 relating to tax losses have not been recognised at 30 September 2024 (£5,338,000 at 30 September 2023). The gains not taxable relate to the gain on disposal of subsidiaries that qualifies for substantial shareholder relief and is not chargeable to tax. Expenses non-deductible for tax purposes includes non-deductible administrative expenses and rolled up loan note interest.

Notes to the consolidated financial statements

9. Property, plant and equipment

Group

	Land and buildings £'000	Leasehold improvements £'000	Plant and equipment £'000	Computer equipment £'000	Fixtures and fittings £'000	Motor vehicles £'000	Total £'000
Cost							
Balance at 2 July 2022	1,826	94	388	173	825	-	3,306
Additions	-	-	-	-	-	35	35
Disposals	-	-	-	(2)	-	-	(2)
Reclassification to assets held for sale	(1,826)	(94)	(388)	(171)	(825)	-	(3,304)
Balance at 30 September 2023 & 30 September 2024	-	-	-	-	-	35	35
Depreciation							
Balance at 2 July 2022	(9)	(2)	(214)	(120)	(507)	-	(852)
Charge for the period	-	-	-	-	-	(5)	(5)
Disposals	-	-	-	2	-	-	2
Reclassification to assets held for sale	9	2	214	118	507	-	850
Balance at 30 September 2023	-	-	-	-	-	(5)	(5)
Charge for the year	-	-	-	-	-	(5)	(5)
Balance at 30 September 2024	-	-	-	-	-	(10)	(10)
Net book value							
At 30 September 2023	-	-	-	-	-	30	30
At 30 September 2024	**-**	**-**	**-**	**-**	**-**	**25**	**25**

Notes to the consolidated financial statements

9. Property, plant and equipment *(continued)*

Company

	Land and buildings £'000	Leasehold improvements £'000	Plant and equipment £'000	Computer equipment £'000	Fixtures and fittings £'000	Motor vehicles £'000	Total £'000
Cost							
Balance at 2 July 2022	909	94	388	171	821	-	2,383
Additions	-	-	-	-	-	35	35
Reclassification to assets held for sale	(909)	(94)	(388)	(171)	(821)	-	(2,383)
Balance at 30 September 2023 & 30 September 2024	-	-	-	-	-	35	35
Depreciation							
Balance at 2 July 2022	(9)	(2)	(214)	(119)	(503)	-	(847)
Charge for the period	-	-	-	-	-	(5)	(5)
Reclassification to assets held for sale	9	2	214	119	503	-	847
Balance at 30 September 2023	-	-	-	-	-	(5)	(5)
Charge for the year	-	-	-	-	-	(5)	(5)
Balance at 30 September 2024	-	-	-	-	-	(10)	(10)
Net book value							
At 30 September 2023	-	-	-	-	-	30	30
At 30 September 2024	**-**	**-**	**-**	**-**	**-**	**25**	**25**

Notes to the consolidated financial statements

10. Investment property

	30 September 2024 £'000	30 September 2023 £'000
Opening balance	8,700	4,652
Additions	482	6,658
Fair value movements	(355)	(2,610)
Closing balance	**8,827**	**8,700**

	Investment portfolio £'000	Major developments £'000	Total £'000
Cost			
Balance at 2 July 2022	-	4,652	4,652
Additions in the period	-	6,658	6,658
Transfer between classifications	11,310	(11,310)	-
Fair value movements	(2,610)	-	(2,610)
Balance at 30 September 2023	**8,700**	**-**	**8,700**
Additions in the year	482	-	482
Fair value movements	(355)	-	(355)
Balance at 30 September 2024	**8,827**	**-**	**8,827**

Investment property consists of the initial acquisition of the Wellingborough and Maldon property development sites followed by their revaluation to fair value. The fair value as at September 2024 includes the carrying value of lease incentive debtors, which were presented as other debtors in the prior year.

Valuation Process

The Directors' valuations are based on what is determined to be the highest and best use and professional guidance is utilised where appropriate. When considering the highest we consider the properties actual and potential uses which are physically, legally and financially viable. Where the highest and best use differs from the existing use, then we consider the cost and the likelihood of achieving and implementing this change in arriving at its valuation.

The investment portfolio is valued in accordance with an independent third-party valuation provided by a professional valuer in accordance with RICS methodology. The Valuation has been prepared in accordance with the latest version of the RICS Valuation – Global Standards (incorporating the International Valuation Standards) and the UK national supplement (the "Red Book") current as at the Valuation Date. The Properties have been valued by a valuer who is qualified for the purpose of the Valuation in accordance with the Red Book. The valuer has confirmed that they have sufficient local and national knowledge of the particular property market involved and have the skills and understanding to undertake the Valuation competently.

Notes to the consolidated financial statements

10. Investment property *(continued)*

The valuation is primarily derived using the income capitalisation method, whereby the value is based on current and estimated future income streams, capitalised at market yields appropriate to the property's location, use, and condition.

Investment property valuations are classified as Level 3 in the fair value hierarchy due to the use of significant unobservable inputs.

Inputs and Assumptions:

- Net Initial Yields (NIY): The valuers apply market-derived yields to the passing rental income after deducting non-recoverable property costs. Yields reflect the level of risk associated with the property, taking into account tenant strength, lease length, and the quality of the building.
- Market Rents: The valuers consider current market rents for comparable properties to determine the estimated rental value (ERV) of each property.
- Lease Incentives and Vacancies: Adjustments are made for lease incentives (e.g., rent-free periods) and void periods, reflecting the time and cost to re-let the property at market terms.
- Comparable Transactions: Recent market transactions for similar properties in the same region are considered to cross-check valuations and ensure alignment with market trends.

The table below sets out a sensitivity analysis for the key sources of estimation uncertainty with the resulting increase/(decrease) in the fair value of investment properties at 30 September 2024.

	30 September 2024	**30 September 2023**
	£'000	£'000
Change in sales price of 5%	441	435
Change in net income of 5%	441	435
Change in portfolio net initial yield by 50 basis points	841	916

11. Investments in subsidiaries

	30 September 2024 £'000	**30 September 2023 £'000**
Opening balance	-	21,645
Impairment	-	(21,645)
	-	-

During the year ended 30 September 2024, RRE planned a staged divestment of CSS, upon which it initially held 75% of interest. RRE entered into a Share Purchase Agreement ("SPA") with CGV Ventures 1 Ltd whereby it was agreed that CGV would purchase 1,000 shares for total consideration to £7.5 million. RRE stake in CSS reduced to 61.4%, at which point the Directors consider CSS to still be as a subsidiary. The difference between the adjusted non-controlling interests and the fair value of the consideration received was recognised directly in equity.

Notes to the consolidated financial statements

11. Investments in subsidiaries *(continued)*

Furthermore, on 30 September 2024, the Company entered into an additional unconditional SPA for the sale of 1,000 shares in CCS for £8,500 per share to CGV, being total consideration of £8.5 million and transferred 320 shares to existing Loan Note holders (see note 16). RRE's stake in CSS reduced to 48.22%. At this point, RRE reclassified its holding in CSS to an investment in associate. The investment has been recognised as an held for sale at the financial year ended 30 September 2024. The consideration due at the year end, of £8.5 million, has been recognised as a financial assets at fair value through profit or loss.

On 30 September 2024, RRE disposed on its 100% stake in Barkby Pub Co. Ltd ("Barkby Pubco"). Barkby Pubco had a net liability position of £0.4m and was sold for a nominal value of a £1. During the period ended 30 September 2023, the Company tested its investments in subsidiaries following a review for indicators of impairment. Following the strategic review and the decision to dispose of certain businesses in the prior period, the Company impaired its investment in the share capital of its subsidiaries, writing down the value of investments in subsidiaries by £21,645,000. The impairment in Barkby Real Estate was due to the change in business model whereby future developments and investment properties would be funded and held within the associate. The Company's investment in the share capital of Workshop Trading Holdings Limited was sold during the prior period and had been fully impaired previously.

12. Inventories

Group	30 September 2024 £'000	30 September 2023 £'000
Property development work in progress	181	169
Motor vehicles	-	216
	181	**385**

13. Trade and other receivables

Group	30 September 2024 £'000	30 September 2023 £'000
Trade receivables	93	438
VAT recoverable	171	-
Prepayments	110	250
Other current assets	539	62
	913	**750**

Other current assets included accrued rental income during rent free periods.

Company	30 September 2024 £'000	30 September 2023 £'000
Trade receivables	25	-
Prepayments	85	246
	110	**246**

Notes to the consolidated financial statements

14. Other current financial assets

Group and Company	30 September 2024 £'000	30 September 2023 £'000
Opening balance	-	-
Additions	8,919	-
Closing balance	**8,919**	**-**

Other current financial assets includes £8,500,000 of deferred consideration receivable from the partial sale of stake in CSS (see note 11 for further details) and £419,000 related to Roadside's 3% contributions to the JV established with Meadow Partners LLP.

15. Cash and cash equivalents

Group	30 September 2024 £'000	30 September 2023 £'000
Cash at bank	103	2,045

Company	30 September 2024 £'000	30 September 2023 £'000
Cash at bank	33	-

Reconciliation to cash and cash equivalents at the end of the financial year	30 September 2024 £'000	30 September 2023 £'000
Cash at bank	103	2,045
Bank overdraft	-	(2,668)
Balance as per statement of cashflows	**103**	**(623)**

Notes to the consolidated financial statements

16. Borrowings

Group	30 September 2024			30 September 2023		
	Current £'000	Non-current £'000	Total £'000	Current £'000	Non-current £'000	Total £'000
Bank overdrafts	-	-	-	2,668	-	2,668
Bank loans	8,112	-	8,112	7,736	-	7,736
Other loans	283	3,375	3,658	6,500	-	6,500
Loans from related parties	-	13,120	13,120	455	8,597	9,052
	8,395	**16,495**	**24,890**	**17,359**	**8,597**	**25,956**

Company	30 September 2024			30 September 2023		
	Current £'000	Non-current £'000	Total £'000	Current £'000	Non-current £'000	Total £'000
Bank overdrafts	-	-	-	1,999	-	1,999
Bank loans	-	-	-	247	-	247
Other loans	-	3,375	3,375	-	-	-
Loans from related parties	-	4,910	4,910	-	-	-
	-	**8,285**	**8,285**	**2,246**	**-**	**2,246**

Refer to note 22 for further information on financial instruments.

Total secured liabilities:

	30 September 2024 £'000	**30 September 2023 £'000**
Bank overdraft	-	2,668
Vehicle finance and associated loans	283	770
Bank loans	8,112	8,411
Other loans	3,375	9,005
Loans from related parties	13,120	9,048
	24,890	**29,902**

Assets pledged as security

The bank overdraft and loans are secured by charges over the Group's assets.

Vehicle finance and associated loans in the prior period were secured against the Group's vehicle inventory, with each facility being linked to a specific vehicle or vehicles.

Certain other loans are secured on either one of the Group's real estate development properties or specific assets.

One of the loans from related parties is secured on one of the Group's real estate development properties.

Notes to the consolidated financial statements

16. Borrowings *(continued)*

Financing arrangements
In April 2024, RRE issued £9.0 million in secured Loan Notes (the "April 2024 Loan Notes"). The proceeds were used to repay £1.2 million of the HSBC overdraft, settle £0.1 million of a Coronavirus Business Interruption Loan, offset £6.9 million owed under the related party Tarncourt facility and fund £0.8 million in working capital. The April 2024 Loan Notes have a maturity date of 31 March 2026. Interest is accrued at a rate 14.00% p.a. which is calculated using 365 days and capitalised to the April 2024 Loan Notes. The carrying value of the loan notes as at 30 September 2024 was £8.3m net of capitalised finance fees, with £4.9m due to related parties. In addition, related parties were owed £7.5m of principal and £0.6m of accrued interest as at September 2024, bringing total borrowings due to related parties to £13.1m.

As an incentive to subscribe for the loan notes, the Company agreed to pay initial subscribers for the April 2024 Loan Notes a bonus in cash equal to 25% of the principal amount of the April 2024 Loan Notes subscribed by them ("CSS Bonus"), on the occurrence of any of the following events within 10 years: (i) the disposal by the Company of its shares in CSS for an aggregate consideration of £15.0 million or more, (excludes £6m of the proceeds from the first stake sale); (ii) the distribution of the Company's CSS shares to the Company's shareholders paid up out of the distributable profits or capital reserves of the Company; (iii) the disposal by CSS of all or substantially all of its undertakings and assets or the winding-up of the Company, which in either case results in the distribution of capital and/or distributable profits by CSS to the Company of at least £15.0 million; or (iv) the flotation of CSS on a recognised stock exchange. At inception of the April 2024 Loan Notes, the Directors considered payment of the CCS bonus to be probable, and therefore have incorporated this within the effective interest rate: the effective interest rate on the April 2024 Loan Notes is 24.62%.

On 30 September, prior to crystallization of the above events, the Company entered into an agreement with the some of the April 2024 Loan Note holders, to exchange the CSS Bonus payable by the Company under the April 2024 Loan Note agreement for ordinary shares in CSS. Each £50,000 April 2024 Loan Note received two ordinary shares in CSS (previously held by the Company) in settlement of the potential cash bonus at a value of £12,500 per each two ordinary shares. The Directors consider the £6,250 per share value to be an appropriate discount to the £8,500 achieved in the 30 September sale transaction on the basis of the smaller quantity of shares and incentivise the loan note holders in settling a cash liability.

The loans from related parties outlined above are provided by companies under the control of the Executive Chairman, Charles Dickson, and the Dickson family. These loans are due to be repaid in April 2026 and carry an interest rate of 10.4%. Bank loans of £8.1m are provided by specialist finance provider, Together Finance, and are due to be repaid in March 2025 with an option to extend the facility. The bank loans carry an interest rate of 10%. Further details of the terms of the loans are disclosed in Note 22 Financial Instruments.

Loans in the parent company include £3.4m of loan notes held by third parties and £4.9m of loan notes held by related parties.

Notes to the consolidated financial statements

17. Trade and other payables

Group	30 September 2024 £'000	30 September 2023 £'000
Trade payables	596	1,269
	596	**1,269**

Company	30 September 2024 £'000	30 September 2023 £'000
Trade payables	444	209
Payable to subsidiary undertaking	3,236	6,873
	3,680	**7,082**

18. Current liabilities – other

Group	30 September 2024 £'000	30 September 2023 £'000
Accruals	225	863
Tax and social security payable	108	114
VAT	260	-
Retentions	129	129
Customer deposits	24	-
Other payables	853	5
	1,599	**1,111**

Company	30 September 2024 £'000	30 September 2023 £'000
Loans receivable	700	191
Accruals	225	114
Other payables	153	-
VAT	40	161
	1,118	**466**

19. Equity – issued share capital

	2024 Shares	2023 Shares	2024 £'000	2023 £'000
New ordinary shares – fully paid	143,677,804	143,677,804	1,237	1,237

Notes to the consolidated financial statements

20. Equity – retained earnings/(losses)

Changes in non-controlling interest
During the year ended 30 September 2024, the non–controlling interest increased their stake in CSS from 25% to 38.6%. As noted above in Note 11, on 30 September 2024, CSS was derecognised as a subsidiary and the NCI was derecognised.

Transfer to fair value reserve
The fair value reserve relates to the revaluation of the Group's investment properties to their fair value.

21. Equity – other reserves

Share premium (Group and Company)
The movements reflect the excess of the transaction value over the nominal value of the share capital issued.

Merger reserve (Group)
The merger reserve arose as a result of the business combination of the Dickson Controlled entities and the Group in January 2020. There has been no movement in the balance in either financial period.

Merger relief reserve (Company)
The merger reserve arose as a result of the shares the Company issued in order to acquire the equity of the Dickson Controlled entities as part of the January 2020 business combination. There has been no movement in the balance in either financial period.

22. Financial instruments

Financial risk management objectives
Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

Market risk
The Group does not have any ongoing exposure to foreign currency risk, as Workshop Coffee was sold in the prior period which exposed the Group to foreign currency risk as a result of the occasional foreign exchange contracts.

Price risk
The Group is not exposed to any significant price risk.

Interest rate risk
The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value risk. The Group's policy is to maintain a range of borrowings appropriate for the individual businesses.

The Group has no concentration of credit risk exposure.

Notes to the consolidated financial statements

22. Financial instruments *(continued)*

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk
Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements
Unused borrowing facilities at the reporting date are shown in note 16.

Remaining contractual maturities
The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Maturity of financial instruments in year ended 30 September 2024					
	Weighted average interest rate %	1 year or less £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000	Remaining contractual maturities £'000
Non-interest bearing						
Trade payables	-	596	-	-	-	596
Interest bearing – fixed rate						
Other loans	14.0	283	3,375	-	-	3,658
Bank loans	10.0	8,112	-	-	-	8,112
Loans from related parties	10.4	-	13,120			13,120
Lease liabilities	9.6	13	88	-	-	101
Total		**9,004**	**16,583**	**-**	**-**	**25,587**

Notes to the consolidated financial statements

22. Financial instruments *(continued)*

	Maturity of financial instruments in period ended 30 September 2023					
	Weighted average interest rate %	1 year or less £'000	Between 1 and 2 years £'000	Between 2 and 5 years £'000	Over 5 years £'000	Remaining contractual maturities £'000
Non-interest bearing						
Trade payables	-	1,269	-	-	-	1,269
Other payables	-	5	-	-	-	5
Loans from related parties	-	-	1,229	-	-	1,229
Other loans	-	200	-	-	-	200
Interest bearing – variable						
Bank overdraft	4.0	2,668	-	-	-	2,668
Loans from related parties	8.3	-	7,367	-	-	7,367
Interest bearing – fixed rate						
Other loans	15.7	6,300	-	-	-	6,300
Bank loans	8.8	7,736	-	-	-	7,736
Loans from related parties	6.0	455	-	-	-	455
Total		**18,633**	**8,596**	**-**	**-**	**27,229**

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Notes to the consolidated financial statements

23. Movements in borrowings

		Movement in year ended 30 September 2024				
	Balance at 30 September 2023 £'000	Proceeds of borrowings £'000	Non-cash movements £'000	Repayments £'000	Reclassification to liabilities of disposal groups £'000	Balance at 30 September 2024 £'000
Bank overdrafts	2,668	-	-	(2,668)	-	-
Bank loans	7,736	-	938	(562)	-	8,112
Other loans	6,500	200	2,975	(6,017)	-	3,658
Loans from related parties	9,051	14,852	(2,768)	(8,015)	-	13,120
Leases	-	-	110	(10)		100
	25,955	**15,052**	**1,255**	**(17,272)**	**-**	**24,990**
Reported as:						
Current liabilities	17,359					8,395
Non-current liabilities	8,596					16,495
Total borrowings and lease liabilities	**25,955**					**24,990**

		Movement in period ended 30 September 2023				
	Balance at 2 July 2022 £'000	Proceeds of borrowings £'000	Non-cash movements £'000	Repayments £'000	Reclassification to liabilities of disposal groups £'000	Balance at 30 September 2023 £'000
Bank overdrafts	650	352	-	997	669	2,668
Bank loans	980	7,400	602	(1,246)	-	7,736
Other loans	3,002	5,200	884	(2,681)	95	6,500
Loans from related parties	3,092	5,997	1	(39)	-	9,051
Leases	3,062	-	-	-	(3,062)	-
	10,786	18,949	1,487	(2,969)	(2,298)	25,955
Reported as:						
Current liabilities	4,507					17,359
Non-current liabilities	6,279					8,596
Total borrowings and lease liabilities	**10,786**					**25,955**

Notes to the consolidated financial statements

24. Directors' remuneration

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Salaries and fees	268	535
Contributions to defined contribution pensions	30	8
Other benefits	7	6
	305	**549**

The highest paid director received total remuneration of £200,000 in the year ended 30 September 2024 (£315,000 for the period ended 30 September 2023).

The Directors are considered to be the only key management personnel of the Group.

25. Commitments

Capital commitments
There were no capital commitments at either 30 September 2024 or 30 September 2023.

26. Related party transactions

Parent entity
Roadside Real Estate Plc is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 11.

Key management personnel
Disclosures relating to key management personnel are set out in note 24.

Transactions with related parties
The following transactions occurred with related parties:

	30 September 2024 £'000	30 September 2023 £'000
Sale of Workshop Coffee	-	480
Purchases of services from related parties	-	293
	-	**773**

Related party transactions include professional services at agreed arm's length rates. In the prior year, Workshop Coffee was sold to a related party, Coffee Ventures Ltd, a company controlled by members of the Dickson family.

Notes to the consolidated financial statements

26. Related party transactions *(continued)*

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	30 September 2024 £'000	30 September 2023 £'000
Current receivables		
Other receivables due from related parties	-	300
Current payables		
Trade payables due to related parties	-	339

Other receivables due from related parties in the prior period included the deferred consideration of £300,000 as a result of the sale of Workshop Coffee.

Loans from related parties
The following loan balances are outstanding at the reporting date in relation to related parties:

	30 September 2024 £'000	30 September 2023 £'000
Current liabilities		
Interest bearing loans	-	445
Non-current liabilities		
Interest bearing loans	13,120	9,051

Terms and conditions
The Group has existing financing arrangements in place with Tarncourt, a related party controlled by Charles Dickson, the Executive Chairman, and his family members ("Related lenders"). Under the terms of the facility agreement, drawings can be made from companies under the control of the Dickson family, which includes Tarncourt Properties Limited, Charles Dickson Associates Limited and individual members of Tarncourt Investments LLP and Tarncourt Group Holdings LLP. Charles Dickson has, at his discretion, elected to waive interest due to Charles Dickson Associates Ltd during the year on sums advanced under the Tarncourt facility between 1st April and 30th September 2024.

The Tarncourt facility was previously drawn at £9.1m at the end of the previous financial year as at 30 September 2023. This facility was fully repaid during the year, partly by the issue of £6.9m loan notes and partly in cash. Following repayment of the Tarncourt facility, a revised facility was put in place during the year, which is available until April 2026. The revised facility expires in April 2026 and has an agreed limit of £7.5m.

Notes to the consolidated financial statements

26. Related party transactions *(continued)*

The loan notes included a bonus in cash equal to 25% of the principal amount subscribed by them ("CSS Bonus"). On 30 September, prior to crystallisation of the CSS bonus, the Company entered into an agreement with the majority of loan note holders to exchange the CSS Bonus payable by the Company for ordinary shares in CSS, with two ordinary shares payable per £50,000 loan note. The Related Lenders accepted this agreement, and therefore received the benefit of 210 ordinary shares in Cambridge Sleep Sciences Ltd as settlement of their CSS bonus entitlement. The full terms of the loan notes issued are outlined in the financing arrangements section of Note 16.

Roadside sold some of its investment in CSS to a third party investor, CGV Ventures 1 Ltd. The proceeds of the sale were remitted to Related Lenders and transferred to the company on the completion date.

As at the year end £13.1m of related party loans were outstanding. This includes loan note principal of £5.3m and accrued interest of £0.4m. These amounts due under the loan note are offset by £0.7m of capitalised finance fees in line with the accounting treatment of the Loan Notes. In addition to the Loan Notes, £8.1m of principal and accrued interest was due under the Tarncourt Facility. All principal and interest due under the Tarncourt facility were repaid post year-end, resulting in a drawn balance of £nil and therefore £7.5m of funding being available at the date of signing of this Annual Report.

27. Discontinued operations

The following financial information relates to the three operations discontinued by the Group in the year ended 30 September 2024.

The results of Cambridge Sleep Sciences, Centurian Automotive and Barkby Pubs for the year are presented below. The period ended 30 September 2023 also includes figures for Workshop Coffee, an operation disposed of in August 2023:

	Year ended 30 September 2024 £'000	**Period ended 30 September 2023 £'000**
Revenue	3,183	16,079
Cost of goods sold	(1,606)	(12,466)
Gross profit	1,577	3,613
Administrative expenses	(4,183)	(6,651)
Other income	75	6
Other expenses	(5)	-
Operating loss from discontinued operations	(2,536)	(3,032)
Net finance cost	(209)	(770)
Loss for the year before taxation from discontinued operations	(2,745)	(3,802)
Tax credit	-	66
Loss for the year after taxation from discontinued operations	(2,745)	(3,736)
Gain on sale of discontinued operation	52,102	1,368
Income tax on gain on sale of discontinued operation	-	-
Profit from discontinued operations after taxation	49,357	(2,368)

Notes to the consolidated financial statements

27. Discontinued operations *(continued)*

Attributable to:		
Owners of Roadside Real Estate Plc	49,573	(2,226)
Non-controlling interest	(216)	(142)

The net cash flows of the discontinued operations were as follows:

	30 September 2024 £'000	**30 September 2023 £'000**
Net cash flows from operating activities	1,664	(3,166)
Net cash flow from investing activities	63	4,084
Net cash flow from financing activities	(1,071)	(946)
Net cash in/(out) flow	**656**	**(28)**

The operations classified as held for sale at 30 September 2024 are as follows:

	30 September 2024 £'000	**30 September 2023 £'000**
Assets		
Cambridge Sleep Sciences	40,970	460
Barkby Pubs	-	4,540
	40,970	5,000
Liabilities		
Cambridge Sleep Sciences	-	(685)
Barkby Pubs	-	(5,755)
	-	(6,440)
Net assets/(liabilities)	**40,970**	**(1,440)**

Notes to the consolidated financial statements

27. Discontinued operations *(continued)*

The results of the Cambridge Sleep Sciences operations for the year are presented below:

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Revenue	28	13
Cost of goods sold	(34)	(39)
Gross profit	(6)	(26)
Administrative expenses	(745)	(452)
Other income	75	-
Other expenses	(5)	-
Operating loss from discontinued operations	(681)	(478)
Net finance cost	-	(18)
Loss for the period before taxation from discontinued operations	(681)	(496)
Tax credit	-	66
Loss for the period after taxation from discontinued operations	**(681)**	**(430)**

The net cash flows of the Cambridge Sleep Sciences operations were as follows:

	30 September 2024 £'000	30 September 2023 £'000
Net cash flows from operating activities	18	(161)
Net cash flow from investing activities	67	
Net cash flow from financing activities	(85)	160
Net cash in/(out) flow	**-**	**(1)**

Notes to the consolidated financial statements

28. Discontinued operations *(continued)*

The net assets disposed of and gain on disposal, in relation to Cambridge Sleep Sciences, as at 30 September 2024 were as follows:

	30 September 2024 £'000
Net assets disposed of and gain on disposal	
Intangible assets	66
Trade and other receivables	5
Other current assets	35
Cash and cash equivalents	5
Trade payables	(61)
Borrowings	(253)
Other current liabilities	(49)
	(252)
Consideration received in cash and cash equivalents, net of transaction costs	-
Deferred consideration receivable*	8,500
CSS Bonus settlement**	2,000
Movement in non-controlling interest	(45)
Fair value uplift on associate***	40,970
Gain on sale of discontinued operation	51,677
Net cash outflow arising on disposal:	
Consideration received in cash and cash equivalents, net of transaction costs	-
Less cash and cash equivalents disposed of	(5)
Net cash outflow	(5)

*See note 11. The deferred consideration receivable is included as a financial asset on the balance sheet and was received in full in November 2024.
**See note 16 borrowings for details of the CSS Bonus settlement.
*** The fair value uplift on associate is to revalue RRE's remaining shareholding in CSS to the fair value of £8,500 per share.

The results of the Centurian Automotive operations for the year are presented below:

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Revenue	178	6,085
Cost of goods sold	(253)	(6,004)
Gross profit	(75)	81
Administrative expenses	4	(499)
Operating loss from discontinued operations	(71)	(418)
Net finance cost	(98)	(444)
Loss for the year before taxation from discontinued operations	(169)	(862)
Loss for the year after taxation from discontinued operations	**(169)**	**(862)**

Notes to the consolidated financial statements

27. Discontinued operations *(continued)*

The net cash flows of the Centurian Automotive operations were as follows:

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Net cash flows from operating activities	1,338	(862)
Net cash flow from financing activities	(669)	862
Net cash in/(out) flow	**669**	**-**

Centurian Automotive was wound down during the period to 30 September 2023 and the legal entity retained by the Group. Therefore, the remaining assets and liabilities of Centurian Automotive have been presented within the relevant asset and liability lines of the Group for the year ended 30 September 2024 and the period ended 30 September 2023.

The results of the Barkby Pubs operations for the year are presented below:

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Revenue	2,978	8,238
Cost of goods sold	(1,319)	(5,106)
Gross profit	1,659	3,132
Administrative expenses	(3,442)	(4,685)
Operating loss from discontinued operations	(1,783)	(1,553)
Net finance cost	(111)	(292)
Loss for the year before taxation from discontinued operations	(1,894)	(1,845)
Loss for the year after taxation from discontinued operations	**(1,894)**	**(1,845)**

The net cash flows of the Barkby Pubs operations were as follows:

	30 September 2024 £'000	30 September 2023 £'000
Net cash flows from operating activities	308	(1,554)
Net cash flow from investing activities	(4)	2,710
Net cash flow from financing activities	(317)	(1,141)
Net cash in/(out) flow	**(13)**	**15**

Notes to the consolidated financial statements

27. Discontinued operations *(continued)*

The net assets disposed of and gain on disposal, in relation to Barkby Pubs, as at 30 September 2024 were as follows:

	30 September 2024 £'000
Net assets disposed of and gain on disposal	
Property, plant and equipment	1,704
Right-of-use assets	2,277
Other non-current assets	-
Inventories	1
Trade and other receivables	1,290
Prepayments	-
Cash and cash equivalents	1
Trade payables	(116)
Borrowings	(896)
Other current liabilities	(1,948)
Lease liabilities	(2,738)
	(425)
Consideration received in cash and cash equivalents, net of transaction costs	-
Gain on sale of discontinued operation	425
Net cash outflow arising on disposal:	
Consideration received in cash and cash equivalents, net of transaction costs	-
Less cash and cash equivalents disposed of	(1)
Net cash outflow	**(1)**

Reconciliation to loss for the period from discontinued operations

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Cambridge Sleep Sciences operations	(681)	(430)
Cambridge Sleep Science sale	51,677	-
Centurian Automotive operations	(170)	(862)
Workshop Coffee operations	-	(605)
Workshop Coffee sale	-	1,374
Barkby Pubs operations	(1,894)	(1,845)
Barkby Pubs sale	425	-
Gain/(loss) for the year from discontinued operations	**49,357**	**(2,368)**

Notes to the consolidated financial statements

28. Earnings per share

Earnings per share for profit/(loss) from operations

	Year ended 30 September 2024 £'000	Period ended 30 September 2023 £'000
Loss after income tax from continuing operations	(6,184)	(7,815)
Profit/(loss) after income tax from discontinued operations	49,357	(2,368)
Profit/(loss) after income tax	43,173	(10,183)
Non-controlling interest (discontinued operations)	216	142
Loss after tax from continuing operations attributable to the owners of Roadside Real Estate	(6,184)	(7,815)
Profit/(loss) after tax from discontinued operations attributable to the owners of Roadside Real Estate	49,573	(2,226)
Total profit/(loss) after income tax attributable to the owners of Roadside Real Estate Plc	43,389	(10,041)

	Pence	Pence
Basic loss per share from continuing operations	(4.31)	(5.45)
Profit/(loss) per share from discontinued operations	34.57	(1.55)
	30.26	(7.00)

	Shares	Shares
Weighted average number of ordinary shares	143,390,543	143,390,543

Notes to the consolidated financial statements

29. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly owned subsidiaries in accordance with the accounting policy described in note 2:

	Principle place of business	Ownership interest	
		2024	**2023**
Roadside Real Estate (no.1) Limited	United Kingdom	100%	100%
Roadside Real Estate (Maldon) Limited	United Kingdom	100%	100%
Roadside Real Estate (Wellingborough) Limited	United Kingdom	100%	100%
Roadside Infrastructure Limited	United Kingdom	100%	100%
Barkby Pub Co Limited	United Kingdom	-	100%

	Principle place of business	Parent ownership		Non-controlling interest	
		2024	**2023**	**2024**	**2023**
Cambridge Sleep Sciences Limited	United Kingdom	48%	75%	0%	25%

On 30 September 2024, RRE disposed on its 100% stake in Barkby Pubco.

During the year ended 30 September 2024, RRE's interest in CSS was reduced. As at 30 September 2024, RRE held a 48% stake in CSS, on this date CSS was derecognised as a subsidiary and the NCI was also derecognised.

The assets and liabilities for both Barkby Pubco and CSS were included within the assets and liabilities of disposal groups held for sale in the prior period. The profit and loss for the year, for both Barkby Pubco and CSS are included within discontinued operations in the statement of profit of loss and other comprehensive income. The retained investment in CSS was recognised as an associate held for sale as at 30 September 2024.

Notes to the consolidated financial statements

30. Investment in associates and joint ventures

Details of the Group's material associate at the end of the reporting period are as follows:

Name of associate	Principal activity	Place of incorporation	Proportion of ownership interest and voting right of the Group **2024 %**	**2023 %**
Roadside Asset Management Limited	Real estate management	United Kingdom	51%	-
Cambridge Sleep Sciences Limited	Sleep Technology Solution	United Kingdom	48%	75%

Roadside Asset Management Limited
In October 2023, RRE entered into a joint venture with Meadows Partners LLC. The joint venture included a minority stake in Roadside Retail Limited, which holds the real estate assets, and 51% ownership of Roadside Asset Management Limited ("RAML"), which performs asset management services. The purpose of the venture is to acquire and develop a portfolio of drive-through, convenience retail and electric vehicle ("EV") charging centre assets. This investment has been recognised as an associate at the reporting date. RAML is accounted for using the equity method in these consolidated financial statements as set out in the Group's accounting policies in note 2.

Cambridge Sleep Sciences Limited
On 30 September 2024, the Company disposed of the majority interest in Cambridge Sleep Sciences, the former subsidiary was recognised as an associate on this date. The remaining interest in the associated has been classified as an asset held for sale, therefore subsequent results of CSS will not be reported using the equity method or reported above.

Group and Company

	30 September 2024 £'000	**30 September 2023 £'000**
Opening balance	-	-
Additions	40,970	-
Reclassification	(40,970)	
Share of profit	-	-
Net assets	-	**-**

Summarised financial information for RAML is listed below.

Notes to the consolidated financial statements

30. Investment in associates and joint ventures *(continued)*

	Year ended 30 September 2024 £'000
Summarised statement of financial position	
Current assets	49
Non-current assets	-
Current liabilities	49
Non-current liabilities	-
Net assets	**-**

Total profit for the year ended 30 September 2024 in relation to RAML was £nil

31. Leases

Leases as a lessor

The future aggregate minimum lease payments due to the Group under non-cancellable operating leases are as follows:

	30 September 2024 £'000	30 September 2023 £'000
Expiring later than five years	6,351	2,654

Operating leases relate to investment properties owned by the Group, which are let to commercial tenants. The annual receivable amount under operating leases is as follows:

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Expiring later than five years	519	213

Notes to the consolidated financial statements

31. Leases *(continued)*

Leases as a lessee

Right-of-use assets

	Motor vehicles £'000
Cost	
At 2nd July 2022	3,574
Reclassification to assets of disposal group held for sale	(3,574)
At 30 September 2023	-
Depreciation	
At 2nd July 2022	(1,035)
Reclassification to assets of disposal group held for sale	(1,035)
At 30 September 2023	-
Net book value	
At 30 September 2023	-
Cost	
At 1 October 2023	-
Additions	113
At 30 September 2024	113
Depreciation	
At 1 October 2023	-
Charge for the year	(13)
At 30 September 2024	(13)
Net book value	
At 30 September 2024	100

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Current	13	-
Non-current	88	-
Total lease liabilities	101	-

Notes to the consolidated financial statements

31. Leases *(continued)*

Reconciliation of minimum lease payments and present value

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Within 1 year	20	-
Later than 1 year and less than 5 years	90	-
After 5 years	-	-
Total including interest cash flows	110	-
Less: interest cash flows	(9)	-
Total principal cash flows	101	-

32. Post balance sheet events

The Group entered a joint venture with Meadow Partners ("JV") during the year. Post year-end, in October 2024, the JV signed an agreement with Lidl Great Britain Limited ("Lidl") to acquire 12 stores for total consideration of £70 million.

Lidl had previously acquired the relevant land, secured planning permission and construction is underway. Completion of the stores is anticipated to range from late October 2024 through to February 2025. Following an initial commitment of £30 million in respect of the land value of the 12 sites, under the Lidl Agreement, upon completion of construction, Lidl will sell, to the JV, and leaseback each of the 12 new stores. The new stores will be on 25-year leases with annual indexation with a fixed rent commencement date of 1 March 2025.

The 12 stores are all between 20,000 and 25,000 square feet and are located across the UK.

In line with the terms of the JV, Roadside will provide 3% of the equity for the acquisition of the portfolio, amounting to an initial £0.5 million and a total maximum commitment of £2.1 million.

On 13 December 2024, RRE announced that Roadside Retail Limited, its joint venture with Meadow Real Estate Fund VI LP, set up to acquire and develop UK-based roadside real estate assets, signed an agreement to acquire Brampton Hut services in Huntingdon, Cambridgeshire for total consideration of £4.8 million.

Shareholder information

Directors
Charles Dickson
Executive Chairman

Douglas Benzie
Chief Financial Officer

Jonathan Warburton
Non-executive and senior independent

Matthew Wood
Independent Non-executive

Remuneration Committee
Jonathan Warburton
Matthew Wood

Nomination Committee
Charles Dickson
Jonathan Warburton
Matthew Wood

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Company Secretary
Douglas Benzie

Audit committee
Matthew Wood
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