CD&R Firefly Holdco Limited

REPORT AND FINANCIAL STATEMENTS

Year to 31 December 2024

Company 09548683

Company Information

DIRECTORS	Gregory Laï Marco Herbst (resigned 31 October 2024) Diana Moraru (appointed 30 October 2024)
COMPANY SECRETARY	Pinsent Masons Secretarial Ltd 1 Park Row Leeds LS1 5AB
REGISTERED OFFICE	Cleveland House 33 King Street London SW1Y 6RJ
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP 40 Clarendon Road Watford Hertfordshire WD17 1JJ

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Group Overview

CD&R Firefly Holdco Limited is a UK holding company of the companies comprising Motor Fuel Group.

Motor Fuel Group ('MFG' or the 'Group') is the largest independent forecourt operator in the UK and Channel Islands by number of sites with 1,218 operational sites at the end of the year (1,216 forecourts, one standalone Greggs outlet and one convenience store). MFG operates under six of the major oil company brands, a major supermarket brand and its own Murco and MFG EV Power brand and partners with a large number of nationally and internationally recognised retail and fast-food brands.

In April 2024 MFG completed the acquisition of 337 Morrisons petrol forecourts and more than 400 associated sites for electric vehicle ("EV") charging. This acquisition has made MFG the largest motor fuel retailer by volume of sales, and one of the largest independent convenience retailers by number of outlets, in the UK.

MFG's performance in 2024 has again been very strong, both operationally and financially. MFG continued to have a strong liquidity position as the year ended. The strong performance positions the Group well to pursue its growth and development plans, in particular to execute on the commitment to develop a nationwide 'on route' EV ultra-rapid charging infrastructure, in support of the UK Government's strategy to decarbonise the economy and achieve 'net zero' carbon emissions by 2050. Additionally, the Morrisons acquisition allows the Group to enter and develop the destination EV segment through the installation of rapid charging units across Morrisons car parks.

Strategic Report for the year ended 31 December 2024

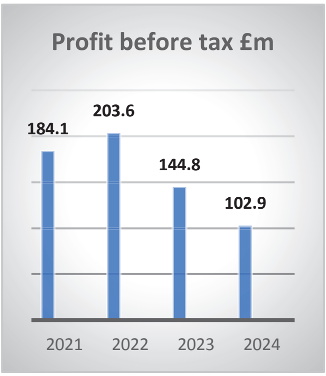
The directors present their Strategic Report for CD&R Firefly Holdco Limited (**the 'Company'**) and its subsidiaries, (**the 'Group'**) together with the Group financial statements, for the year ended 31 December 2024.

Group Highlights

In 2024 the Group recorded another exceptionally strong performance, attaining record revenue.

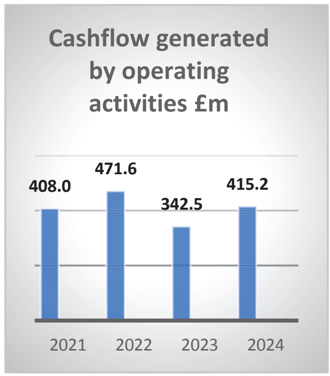
A significant focus for the year was the acquisition and then integration of the Morrisons PFS estate into the MFG network. This exercise was successfully completed in the fourth quarter with every single station being refitted, refreshed and integrated with MFG's systems and platforms. Outside of this, the rest of the business performed strongly with MFG again reporting record operating profit, up by 16.7% to £436.7m and record EBITDA up 19.7% to £516.6m. Revenue from all aspects of the business was strong, the EV business, in particular, developing well and ahead of expectations. The directors are pleased to report that the Group's array of essential and diverse customer offerings underpinned a strong performance throughout the year.

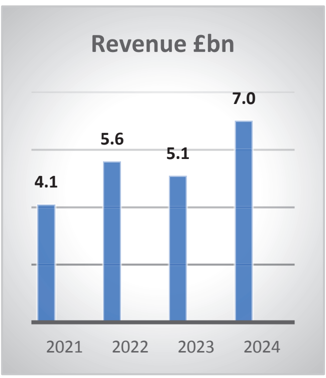
Revenues are primarily derived from the sale of fuel and ancillary products and services from the Group's network of forecourt hubs. Revenue for the year was up by 37.4% at £7,034.3m and the Group generated cash from operating activities of £415.2m, up by 21.1% on the prior year. Profit before tax for the year is down 28.9% to £102.9m, mainly impacted by increased finance costs in the year.

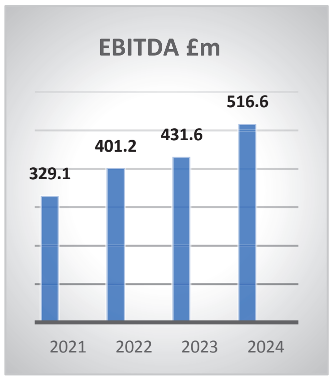


The non-fuel retail shop sales and Food to Go ("FTG") both showed strong growth against the prior year.

Revenue from the EV network increased by 62% over 2023, also contributing to operating profit, as MFG continues to expand EV charging across its network.







Strategic Report for the year ended 31 December 2024

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Group Highlights *(continued)*

In April 2024, MFG purchased 337 fuel retail forecourts from Morrisons, together with more than 400 plots of land at their supermarket locations where EV and valeting hubs will be deployed. This acquisition enables MFG to accelerate its important role in UK energy transition, by providing the Group with the opportunity to become the UK's leading charge-point operator. The acquisition has great symmetry: MFG's core business is running fuel, convenience retail, foodservice, valeting and EV charging sites across the UK and the Morrisons core business is running a hypermarket food and wholesale businesses.

The initial £40m upgrade of Morrisons forecourts was completed in the year, within the scheduled timeframe. This investment saw all 337 forecourts improved to include an increased choice of convenience offerings, and upgrades to forecourt infrastructure to ensure it is fit for the future. The Morrisons brand has been retained at all the sites, with customers still able to purchase a significant range of convenience products, supplied by Morrisons, but in line with MFG's detailed knowledge of customers' requirements.

This is only the start of MFG's investment in the customer experience at our Morrisons sites, which will include valeting centres, ultra-rapid EV charging hubs, expanded stores and additional services. This work on the EVDAs (Electric Vehicle and Valet Development Areas) commenced in late 2024 and will be a significant focus in 2025 and the years immediately following.

William Bannister, CEO, MFG, said:

"We are delighted to have completed our initial investment into the upgrading of the acquired Morrisons forecourts, both on time and with minimal disruption to our customers and local communities. Our primary goal is to ensure every customer that enters an MFG site is catered for, whether this be through retail, valeting or fuel offerings. In addition, we aim to become a hub within our communities, providing a reliable service and a wide range of retail products. We are now looking ahead to the next phase of our investment into the Morrisons forecourts, which will focus on further upgrades across the sites, as well as the implementation of our EV charging strategy."

Strategic Report for the year ended 31 December 2024

(continued)

Group Highlights *(continued)*

In February 2024, MFG won the Top Independent Retailer of The Year at the Top Indies 2024 Forecourt Trader Awards.

In March 2024, the Group issued a bond in the amount of £400m as part of the debt package used to acquire the Morrisons forecourts. The bond has a term of five years and carries a coupon of 8.625%, payable semi-annually. Additional term loan debt of £1.2bn was raised in April 2024, denominated in both sterling and euro.

In June 2024 the Group successfully undertook a repricing exercise on two of its debt tranches. The exercise was fully subscribed and achieved a reduction in the interest margin giving a significant reduction in the annual expense.

In October 2024, MFG acquired a network of five operational forecourts in the South of England further developing the core network. Also in October, the Group conducted an additional repricing exercise further reducing the interest margin. At the conclusion of the repricing exercises in the year, the earliest the Group's term debt would need to be repaid is 2028 with the remainder to be repaid in April 2029. Interest is charged at rates linked to Sonia and EURIBOR.

In October 2024, MFG secured five awards at the Forecourt Trader of the Year Awards, including the top prize for St Clears in Camarthenshire. The judges said the station had set the bar for the forecourt of tomorrow.

In November 2024, MFG achieved second place in the Zapmap 'Best EV Charging Network: Large rapid / ultra-rapid network', and second place in Autotraders 'Driver Power customer satisfaction survey'.

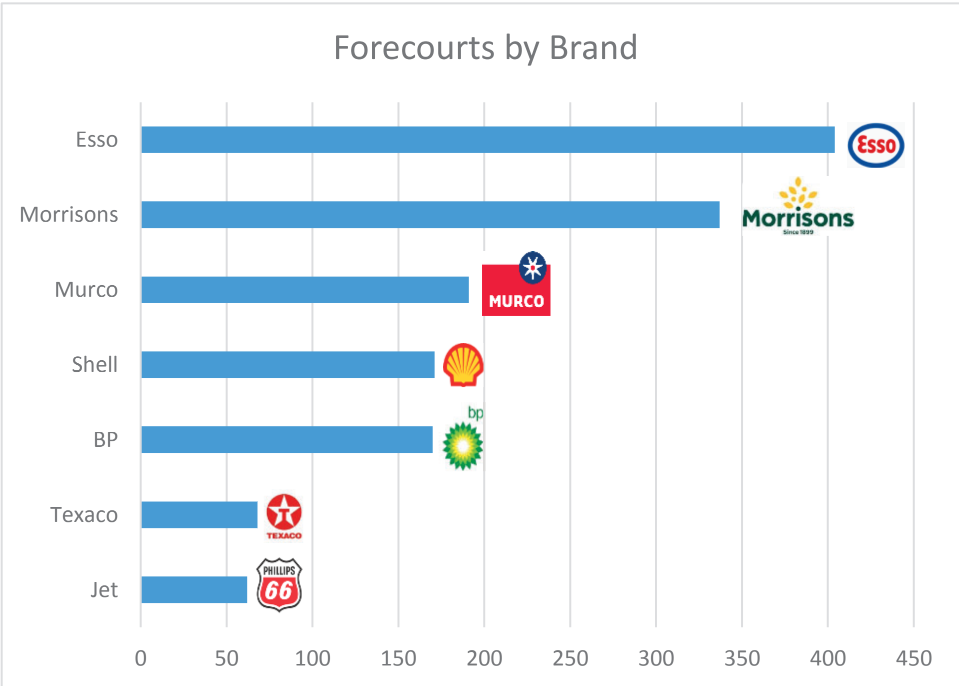
Strategic Report for the year ended 31 December 2024

(continued)

Business purpose and objectives

MFG's purpose is to provide its customers with an attractive and competitive forecourt offering, comprising top fuel brands along with high quality convenience stores, Food to Go (FTG), EV ultra-rapid charging, car valeting and other services supporting the consumer on the move, both in the local communities and on major trunk roads. Continuing investment is made to upgrade facilities and amenities to meet the vision of providing an exceptional customer experience and to play a key role as an integral part of the UK travel infrastructure.

Superior forecourt offerings are supported by strong partnerships with high quality brands. MFG has fostered strong and collaborative relationships with the major fuel companies. MFG EV Power hubs are largely being established on existing forecourts and on Morrisons land acquired as part of the acquisition.



Note – the Murco sites include Company Owned sites (3) and Dealer Owned sites (188).

Petrol and EV forecourts are increasingly prime locations for retail and food to go offerings; MFG partners with a number of nationally, and internationally, recognised brands, such as Morrisons, Londis, Budgens, Subway, Costa, Greggs, Starbucks, Pret-a-Manger, Burger King, Miss Millies, Coco di Mama and Wrights Bakery, all of which provide enhanced value and add to the overall customer experience.

Strategic Report for the year ended 31 December 2024 *(continued)*

Business purpose and objectives *(continued)*

An important part of MFG's development program is to completely redevelop stations to ensure that the forecourt is fit for the needs of the present day consumer. These major projects often require the acquisition of adjacent land and very quickly provide positive and incremental income growth once they are reopened. During 2024 MFG completed the development of four 'knock-down and rebuilds' across the country.

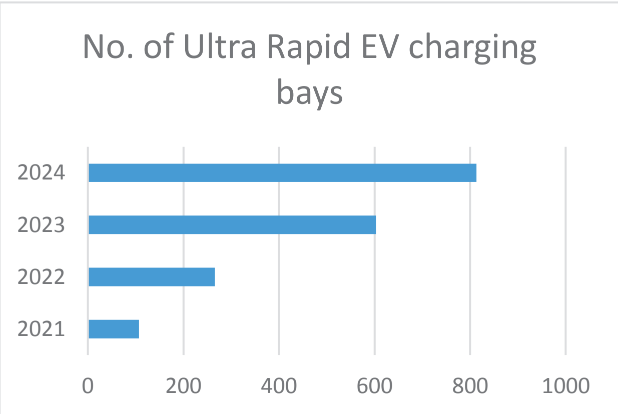
A trend that has continued to accelerate is for forecourts to act as home delivery hubs. UberEats, Just Eat and Deliveroo are now widely integrated within our retail network with 933 sites (2023: 700) facilitating UberEats delivery, 958 sites (2023: 621) facilitating Just Eat and 103 sites (2023: 99 sites) facilitating Deliveroo at the year end.

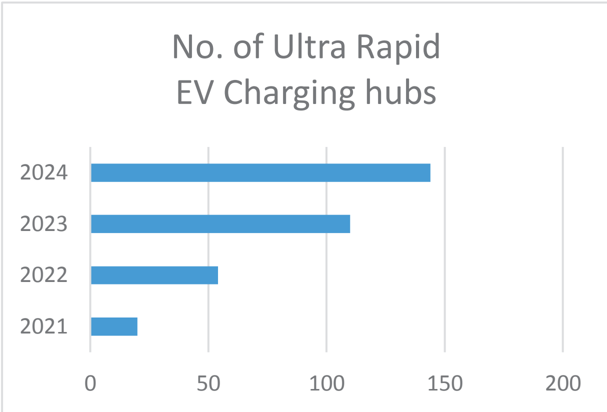
Strategic Report for the year ended 31 December 2024

(continued)

Business purpose and objectives *(continued)*

The Group seeks to maximise the scale benefits of the portfolio and to drive the diversification of the forecourt offering further through continued refinement and development of the FTG, EV, valeting and retail services. It is a core ambition to build a nationwide EV charging network, such that our sites remain an essential part of mainland UK infrastructure, responding actively to motorists' changing pattern of fuel demand. Continuous improvement at every level is an important theme for the Group and it underpins all aspects of strategic decision making.





MFG Strategy

The Group's strategic goal continues to be to develop the business to sustain a position as the most dynamic and profitable independent forecourt operator in the UK. It remains as the largest independent forecourt operator, an essential service, a core part of UK infrastructure and one of the largest retailers by number of stores. Through this scale and network maturity, MFG is able to drive growth out of free cash flow. It is MFG's responsibility to do this in a responsible fashion, underpinned by our determination to support the transition to a more sustainable transport future.

To achieve this there are four highly integrated key strategic pillars - Fuel, EV Charging, Retail Estate Development and Valeting. In addition to organic growth, the Group continues to seek site acquisitions that enhance the network.

In April 2024 MFG completed the acquisition of 337 Morrisons petrol forecourts and more than 400 associated sites for EV charging. Upon completion, this acquisition made MFG the largest motor fuel retailer by volume, and the second biggest convenience retailer by number of sites in the UK.

Dual fuel strategy

Over the coming decades, MFG will continue to operate a dual fuel strategy, supporting our customers on the road to transition from hydrocarbon powered vehicles to cleaner, more sustainable road fuels. As long as the UK consumer continues to demand it, MFG will continue to provide first class petrol and diesel facilities whilst rolling out many more, highly reliable, EV ultra-rapid charging hubs. Should other fuel types become viable for the motorist, as alternative technologies develop, then the Group would also look to add those fuels to the network.

Strategic Report for the year ended 31 December 2024 *(continued)*

MFG Strategy *(continued)*

Petrol and diesel strategy

Petrol and diesel will be required by consumers for decades to come, and MFG is well placed to continue to service this demand, both in urban locations and on the major trunk roads. This core infrastructure requirement remains the anchor for the Group, around which the complementary services are developed. Many years of experience and a well-developed network enable the Group to provide an exceptional service to the local communities and motorists on the move that it supports.

The Group continues in its endeavours to generate further efficiencies in the delivery of traditional road fuels, optimise the working capital involved and strive to improve the contribution from these income streams, always mindful of the need to do so in a safe and environmentally protective fashion.

Petrol and diesel sales remain the cornerstone of the business and MFG's network is a significant part of the infrastructure of the UK mainland, and on Jersey. During 2024 MFG sold 4.5bn litres into the retail market (2023: 2.9bn).

Electric Vehicle (EV) charging strategy

MFG is one of the main independent UK Fuel and Retail infrastructure business of significant scale specialising in both urban and key trunk route locations and as such is uniquely placed to be at the forefront of the EV charging market as it develops. Due to the size and geographic spread of the network the Group is playing a key role in supporting the UK EV infrastructure development. MFG has considered the likely future EV charging landscape and has initially targeted the 'on route' segment. This segment focuses on the 'top-up' rapid charging requirements of drivers and is expected to provide a large proportion of charging points for the foreseeable future, as such infrastructure remains scarce elsewhere.

The acquisition of the Morrisons portfolio will, once developed, enable MFG to grow more quickly in the 'destination' EV charging segment as well, opening up a significant new market for MFG, further strengthening MFG's position as an important part of the UK's transition to a low carbon economy.

Strategic Report for the year ended 31 December 2024

(continued)

MFG Strategy *(continued)*

Electric Vehicle (EV) charging strategy *(continued)*

In support of Government policy our investment in the 'on route' segment is providing the critical infrastructure required by the circa 35% of UK households that do not have off road parking and therefore do not have the ability to reliably charge their vehicles at home; within urban areas this rises to circa 70% of households. To meet this anticipated demand MFG had 144 Ultra-rapid charging hubs open at the year end (2023: 110), providing 813 charging bays (2023: 603 bays), with a strong pipeline of Ultra Rapid and Rapid bays to be rolled out throughout 2025.

As part of the Morrisons acquisition, more than 400, mainly freehold and very long leasehold, sites were acquired which will be developed to serve as EV charging hubs.

William Bannister, CEO, MFG, said this deal with Morrisons was:

"anchored on providing EV and also combined and EV and Valeting facilities to create destination hubs around our acquired forecourt and retail assets as part of our duel fuel and retail strategy.

We will be there to serve and power our customers, regardless of what car they drive in the years and decades ahead as we play a key role in keeping the country and its economy moving"

MFG initially committed to investing at least £400m in EV charging infrastructure over ten years from 2021, using free cash flow generated from its existing business, thus supporting the Government's policy of transitioning to a clean energy future. In 2023 we began the roll-out of 350 KwH chargers which can each service two charging bays. These chargers can add 100 miles of range in 5 minutes to vehicles capable of charging at this speed.

Reliability is a key measure of success in this sector as EV drivers need to have confidence that the chargers are operational when they need them to be. MFG's EV chargers consistently operate at above 99% reliability and are well positioned to meet the regulatory requirements for reporting on reliability of chargers.

Strategic Report for the year ended 31 December 2024 *(continued)*

MFG Strategy *(continued)*

Electric Vehicle (EV) charging strategy *(continued)*

MFG has been a leader in the move to forecourt charging. Whilst it is projected that approximately 80% of the UK car fleet will still require petrol or diesel in 2030, the growth in sales of battery-electric and plug in hybrid cars continues. In 2024, the number of new car registrations in the UK increased 2.6% year on year and the market share of electric vehicles increased to 19.6% of the total new cars purchased (2023: 16.5%). As part of the UK's statutory Zero Emission Vehicle Mandate, 28% of all vehicles sold by individual manufacturers in 2025 must be EV (2024: 22%), for manufacturers to avoid being exposed to fines. An announcement in April 2025 has provided some support to UK car manufacturers allowing them to balance the annual EV sales targets across the years until 2030, meaning they can avoid fines by selling more EVs in the later years. The UK Government announcement also provided additional support to smaller car manufacturers and reconfirmed the ban on sale of hybrid vehicles from 2035. However the 2030 ban on pure petrol and diesel powered cars remained for all but small and micro volume manufacturers (defined as firms producing fewer than 2,500 cars per year), which are now exempted from the mandate.

It is anticipated that EV adoption will accelerate in the second half of the decade as the stock of second hand EV models increases, albeit that EV adoption will occur at different rates in different parts of the country. Adoption in major urban areas, especially in London, will be significantly faster than in rural areas. MFG's strategy is to target major conurbations first and, by pushing ahead with the major city EV development program now, the Group will be strongly positioned once EV penetration becomes much more widespread in the latter half of the decade.

The MFG EV strategy is focused on providing a fully-owned network of ultra-rapid charging hubs. Significant investment will ensure the sites are industry-leading travel retail destinations with a wide convenience store offer and strong FTG partnerships. As the UK transport fuel mix transitions from fossil fuels to electricity, MFG will continue to be well placed to meet demand for both energy types.

Whilst MFG has a strong natural advantage in the 'on route' segment there are other market segments where MFG can compete. As the EV charging business continues to develop MFG is also looking at non-forecourt opportunities with the aim of providing high quality charging facilities wherever the consumer demand exists. The Morrisons acquisition provides a significant opportunity to expand into the 'destination' segment by installing rapid EV chargers onto the Morrisons superstore car parks, providing further growth potential whilst providing the consumer with additional charging options.

Off-network partnerships will help MFG EV Power gain increased brand awareness, whilst our partners will benefit from a zero-capex solution, additional rental income, new on-site facilities and, at the same time, demonstrate their growing support for a cleaner, greener environment. The hubs will offer motorists 100 miles range in approximately 5 minutes, subject to the charging capability of individual car batteries.

Strategic Report for the year ended 31 December 2024

(continued)

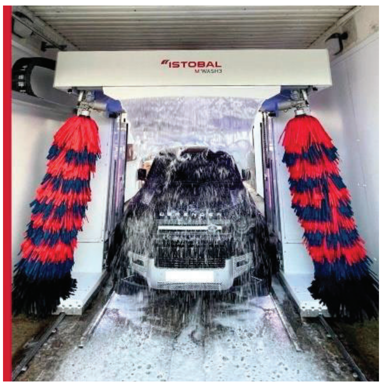
MFG Strategy *(continued)*

Expanding the retail offering

MFG continues to drive its non-fuel revenue streams. The Group continues in its long-term partnership with Booker Retail Partners to provide an exceptional customer experience at our Budgens and Londis branded stores. Additionally, the Morrisons acquisition has given the Group a new wholesale arrangement with Morrisons who supply the Morrisons branded forecourts. This remains a key element of the ongoing strategy, providing both diversification of income and greater profit generation as the site contribution is enhanced by the strong retail offering. To facilitate this MFG's continuous development program improves and often enlarges on-site facilities at a number of sites each year. These developments add more FTG outlets, an enhanced shopping experience and additional scope for offering other non-fuel services. Additionally, the Group has an active drive thru program, providing the facilities for a number of globally recognised drive thru operators to operate alongside MFG forecourts.

The Group is one of the largest convenience retailers by number of stores in the UK and this scale provides significant opportunity for continued development with our partner brands, providing high quality facilities for its customers. It remains a key objective of the Group to make all visits to an MFG forecourt as pleasurable as possible. The Group aims to provide customers with high levels of service, an exceptional product range, competitively priced fuels, and a convenient and competitive shopping experience. The various elements of the development strategy, be they expansion, knock-down-rebuilds or 'refit and refresh' are designed to meet this key objective.

Valeting strategy



The MFG valet offer is an important ancillary service to the motorist and Valeting is regarded as being one of the Group's key strategic services; in 2024, excluding the newly acquired Morrisons sites, Valeting achieved 32% growth in gross profit year on year. MFG has invested strongly in these facilities and will continue to do so. Reliable Valeting facilities that are competitively priced, utilising the latest technology are key considerations when consumers are selecting a forecourt to visit. As many locations as possible are equipped with the full range of Valeting facilities and the Group continues to add and improve rollover washes, jet wash bays, vacuums and airlines to sites where demand exists.

The Group operates using environmental best practice at all times, using energy efficient equipment, carefully disposing of waste and running a regular pollution monitoring system.

Valeting is also an important area for promotional activity and the Group continues to run attractive promotions aligned with competitive pricing policies to support this important revenue stream and to add to the overall appeal of the forecourt.

Strategic Report for the year ended 31 December 2024

(continued)

MFG Strategy *(continued)*

Acquisition strategy

The Group continues to look for growth opportunities through the acquisition of quality sites that are complementary additions to the MFG network. A long pipeline of opportunities exist, all of which are continually evaluated with suitable targets identified.

Using a tried and tested methodology the Group is able to bring a market leading approach to integrating acquired sites and that, combined with its economies of scale and ongoing business relationships, mean new acquisitions are cash flow generative and profit accretive as soon as they come on stream.

The addition of 337 petrol forecourts from Morrisons, along with over 400 sites suitable for development of EV charging and Valeting, has seen MFG become the largest motor fuels retailer in the UK.

In addition to purchasing active forecourts, the Group is developing a number of New to Industry ("NTI") sites and is actively building a portfolio of suitable plots that can be built specifically to target the needs of their particular local communities.

Strategic Report for the year ended 31 December 2024

(continued)

Business Models

Company Owned Franchise Operated Model (COFO)

Motor Fuel Limited (MFL) is the main trading entity in the Group. It operates a long established and successful franchise model in which the company owns the real estate and operates the fuel sales and EV charging business whilst the franchisee operates and manages the onsite retail activity. This business model enables the franchisee to develop and grow the business and share in the success of the partnership. The motivation provided through this collaboration enables a profitable, flexible and adaptable approach best suited to the large majority of our sites.

All COFO revenues are derived from the forecourt hub which provides both a duel fuel offering to the motorist along with various ancillary services, all of which are intrinsically linked with each other and utilise the same site infrastructure.

At year end 97% of our forecourt network operated under this business model. The remaining 31 sites were run under a Company Owned Company Operated Model. Early in 2025 it was decided to transition the UK COCO sites to the COFO network. Following the completion of the exercise MFG will only operate four COCO sites, all of which are on the island of Jersey and managed by Roberts Garages Ltd, a subsidiary company. MFG invests heavily in the network to develop the customer experience and provide attractive destinations for both fuel and retail customers. MFG's strong relationships with its partners allow the Group to develop the appropriate offering for each site and put the Group in prime position to benefit from UK consumers' evolving purchasing habits, towards an ever more convenience-supported lifestyle. These forecourts remain, and will continue to be, an essential part of the UK infrastructure.

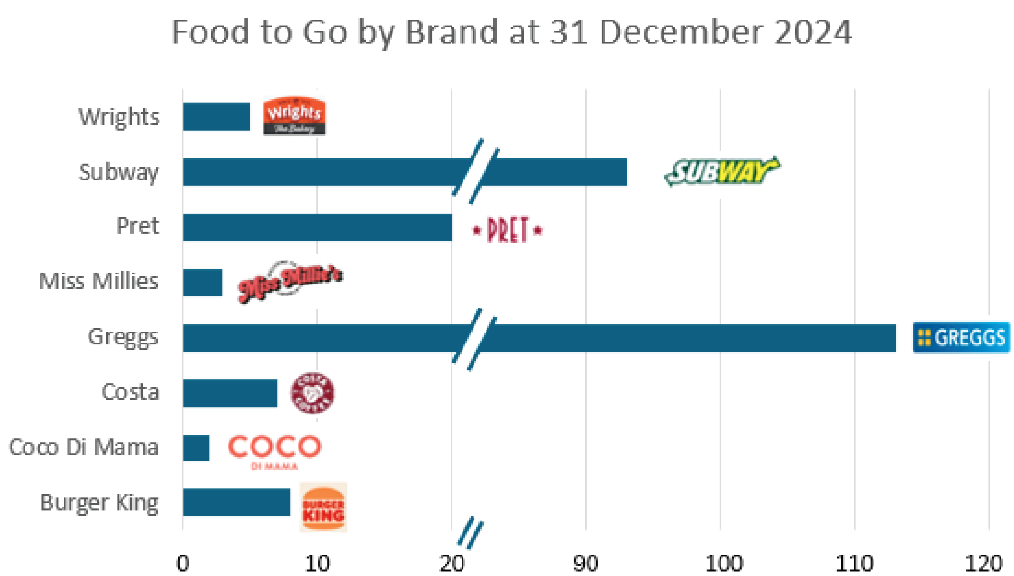
Strategic Report for the year ended 31 December 2024 *(continued)*

Business Model *(continued)*

Company Owned Franchise Operated Model (COFO) *(continued)*

MFG has invested heavily in the non-fuel aspects of the forecourts. The UK market continues to move towards convenience, the trend being for consumers to make more frequent, and more focused, shopping trips. This change is expected to continue as these consumer behaviours have developed and have become habitual. MFG is ideally placed to serve this expanding convenience demand with its nationwide network of nationally recognised brands, Morrisons Daily, Londis and Budgens. MFG continues to invest in the network of stores and operates an ongoing programme of redevelopment and improvement.

Food to Go is also a market that continues to expand, again this trend is driven by the convenience factor as consumers look to purchase ready prepared food to fit in with their busy lifestyles. The FTG business performance benefits from increased customer footfall. It is also strongly supported by the expanding demand for food delivery services, which operate out of a significant and growing number of MFG outlets. The MFG forecourt network is well suited to provide FTG outlets and it is a service MFG continues to expand. Internationally recognised brands partner with MFG and these fast food and coffee providers have proved to be a successful encouragement to increasing footfall.



Strategic Report for the year ended 31 December 2024 *(continued)*

Business Model *(continued)*

Company Owned Franchise Operated Model (COFO) *(continued)*

The total number of FTG outlets at the year end was 256 (2023: 213). MFG continues to refine the network by establishing the optimal FTG offerings for each location. The FTG business also benefits from the continuing demand from consumers of food delivery. MFG have forged close links with the major delivery partners and this is now becoming an increasingly important part of the business.

Establishing new partnerships is an important part of the development of the MFG network and the Group continues to look for opportunities with the right partners at the right location. In 2024 MFG established a new partnership with Wrights Bakery, a well known Staffordshire based business.

In addition to establishing new partnerships, MFG are developing and expanding existing partnerships. In 2024, the 100th Greggs concession was opened at MFG Totton.

In addition to FTG, many of the sites are strongly positioned to accommodate the ‘last mile’ delivery service and the majority of the forecourts support the boxes and lockers used by delivery companies to deposit parcels ready for pick up. In keeping with other convenience arrangements this is a growing part of the non-fuel revenue stream and is expected to grow further as more consumers embrace this service.

During 2024 MFG signed a new agreement with ME Group and began installing clothes washing machines on some of the forecourts.

Strategic Report for the year ended 31 December 2024 *(continued)*

Business Model *(continued)*

In addition to the COFO business, there are two subsidiary businesses that operate across different locations.

The Channel Islands – Roberts Garages

Roberts Garages Limited ("Roberts") is a wholesale and retail fuel business operating in the Channel Islands. In addition to the distribution and retail of both motor fuel and convenience offerings Roberts also operates two Auto Centres on the island of Jersey. Roberts owns and directly operates four forecourts for which the fuel sales are supported by relationships with globally recognised brands. The non-fuel retail activities operate under the locally recognised and widely respected Roberts brand.

Roberts also owns wholesale and distribution businesses on Jersey, and a small distribution business on Guernsey.

Strategic Report for the year ended 31 December 2024 *(continued)*

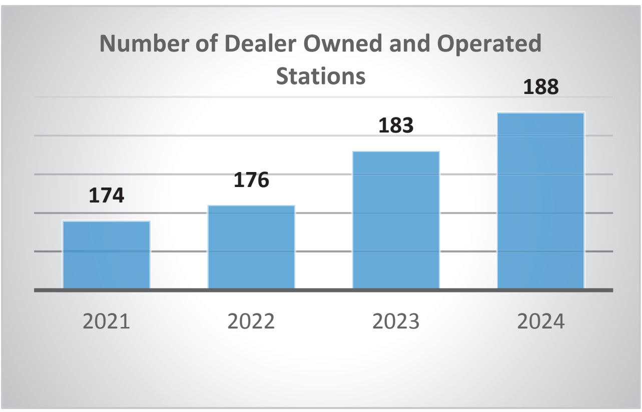
Business Model *(continued)*

Dealer Owned Dealer Operated Model (DODO)

MFG's 100% owned subsidiary company, St Albans Operating Company Limited, supplies wholesale fuel to sites that are neither owned nor operated by MFG. At these sites our 'dealers' operate under our Murco brand which was established in 1960 and is a familiar forecourt name throughout Britain.

This business will continue to operate under the Murco banner, growing and developing based upon the service, relationships, and delivery standards that Murco has always been known for.

Fuel is procured by the Group from a number of different oil terminals around the country and is delivered to the sites by a fleet of tankers arranged through a third-party logistics partner.



The quality and average profitability of MFG's DODO sites has continued to improve and the success of this business continues to be an important part of the Group's performance.

Strategic Report for the year ended 31 December 2024

(continued)

Business and regulatory environment

After a prolonged period of historically low interest rates, the base rate increased sharply throughout 2022 and the first half of 2023. However, there has been a more stable period since then and two interest rate decreases in 2024. The base rate at the year end was 4.75%, a full 0.5% lower than the rate in December 2023, and the base rate has decreased by a further 0.25% in February 2025. The Group is partly financed through externally syndicated bank debt and is therefore exposed to rising interest rates.

During 2024, there has been a downward trend in inflation (CPI) in the UK from 4.0% at the end of 2023, to 1.7% in September 2024, before trend reversal from October 2024; at the year end the inflation rate was 2.5%.

Fuel duty, VAT and Corporation tax rates remained stable throughout the year. In the October 2024 budget, the Chancellor announced that Employers' National Insurance would increase from April 2025 from 13.8% to 15.0%, and that the contribution threshold would be lowered, becoming payable on all earnings over £5,000. The effect of these changes is considered to be relatively immaterial due to the low number of staff employed by the Group.

In April 2025, the US President announced trade tariffs to be imposed worldwide on goods imported into the US. This has had effects globally, including in the UK, as it has created a generally uncertain investment environment and a potential disruption to supply chains. Subsequently, the US Government has announced various changes to the new tariffs, leading to further global uncertainty. MFG considers itself to be protected from the worst effects of this as it trades only in the UK and the Channel Islands.

As part of the UK statutory Zero Emission Vehicle Mandate, at least 28% of all vehicles sold by individual manufacturers in 2025 must be EV. This minimum percentage is set to increase year on year. An announcement made by the UK Government in April 2025 has provided some support to UK car manufacturers allowing them to balance the annual targets across the years until 2030 meaning they can avoid fines by selling more EVs in the later years. The UK Government announcement also provided additional support to smaller car manufacturers and reconfirmed the ban on sale of hybrid vehicles from 2035. However the 2030 ban on pure petrol and diesel powered cars remained for all but small and micro volume manufacturers (defined as firms producing fewer than 2,500 cars per year) who are now exempted from the mandate.

In 2024, 19.6% of all new cars registered in the UK were fully electric (2023: 16.5%). However, the vast majority of the total number of cars and light vans on UK roads will continue to require petrol or diesel fuel for the short to medium term.

The Public Charge Point Regulations 2023 were brought into effect in 2023. This legislation prescribes the reliability of public EV charge points (99% reliability required), and also the payment methods that must be available, along with other requirements. Charge point operators must report data regarding reliability of charge points for calendar year 2025 in January 2026. During 2024 MFG has consistently exceeded the Governments reliability threshold, with a reliability exceeding 99% at the balance sheet date.

Strategic Report for the year ended 31 December 2024 *(continued)*

Business and regulatory environment *(continued)*

2024 saw a relatively stable year with regards to the Brent crude oil price. The average price was $81 per barrel in 2024, compared to $83 per barrel in 2023. Brent crude oil prices ended the year at $75 per barrel, $3 below the start of 2024. Using the average GBP / USD exchange rates, the equivalent Brent crude oil prices were £63 in 2024 (2023: £67).

Wholesale power prices have decreased year on year. The average wholesale forward electricity price in 2024 was £80 per MWh (2023: £127 per MWh), as global energy prices stabilised after the shock of the energy price spike in 2022.

Financial Review

The Group again delivered a strong financial performance. The Group made a profit for the year after taxation amounting to £63.8m (2023: profit £94.2m). Revenues were £7,034.3m (2023: £5,121.4m) and, after absorbing an increase in operating costs, operating profit was £436.7m (2023: £374.2m). Revenues increased in the year by 37.4%, mostly due to an increase in the size of the network following the Morrisons PFS acquisition but also because of the strength of the underlying business.

Non-fuel contribution to profit also rose as MFG's retail and other non-fuel revenues benefitted both from the network expansion and changing customer behaviours. The ongoing development programme that has continued the process of upgrading both the shops and the FTG offerings at the forecourts enhances the consumer experience and the non-fuel income streams continue to grow as a consequence.

The Group owned 81.0% of its sites as freehold assets at the year end (2023: 83.0%). This excludes the EVDA sites acquired from Morrisons. This feature, exceptional in the forecourt industry, means that the Group benefits from a relatively stable operating cost base.

EBITDA is a key metric for the Group and the 2024 result was the strongest performance in the Group's history. The reported EBITDA outturn of £516.6m was 19.7% higher than the prior year and 28.8% higher than that for 2022.

The Group generated cash from operating activities of £415.2m, (2023: £342.5m), the increase on the prior year largely driven by an increase in operating profit, which in turn was driven by the increased revenue in the year. In addition to the £2.5bn Morrisons acquisition the Group has invested £154.2m in capital expenditure in 2024 (2023: £221.6m), offset by cash receipts from asset disposals in the year of £2.1m (2023: £244.2m). The Group benefits from a negative working capital position as its payables days outstanding are significantly longer than the inventory and receivables days outstanding.

At 31 December 2024, the Group had net assets of £694.7m (2023: net assets of £73.5m), net current liabilities of £1,552.3m (2023: net current liabilities of £220.9) and Management net debt of £3,198.5m (2023: £1,597.4m), of which £3,250.5m is non-current (2023: £1,761.1m non-current).

The Group is financed through a combination of equity and externally syndicated bank debt. At 31 December 2024 the bank debt was £3,357.7m (2023: £1,761.1m). The bank debt is denominated variously in GBP and in euros. Of the available £621.1m Revolving Credit Facility ("RCF"), £120.0m was drawn as at 31 December 2024 (31 December 2023: £33.1m). The Group is compliant with all covenants under the debt agreements and the management team monitors the projected covenant compliance on a regular basis.

Strategic Report for the year ended 31 December 2024 *(continued)*

Financial Review *(continued)*

During the year FX cross currency swaps were entered into which fully hedge the euro debt repayment and FX element of the quarterly interest payments. The various swaps and forwards have staggered end dates of 31 December 2025, 2026 and 2027.

The Group undertook a refinancing exercise in 2024 in order to facilitate the purchase of the Morrisons petrol and EV forecourts network and the maturity dates of the Group's term debt are now extended to 2028/29; details are set out in Note 24 to the Financial Statements. In accordance with IFRS 9 management assessed that the refinancing fell to be treated as an 'extinguishment'. Accordingly, £8.6m has been expensed in relation to previously capitalised finance cost, while income of £10.3m has been recognised as a consequence of a foreign exchange gain upon the extinguishment.

Key performance indicators

The Group uses a number of key performance indicators ("KPIs") in managing the business.

Financial KPIs

The key financial performance indicators used are Management EBITDA (see page 23), operating cash flow and the ratio of senior net debt to EBITDA.

Other financial performance indicators

Fuel trading is evaluated on a site-by-site basis by reference to volumes, gross profit, inventory days and stock-outs as well as by the number of operational sites. Performance is also monitored by brand and by original investment. Retail sales are monitored by product type across the different branded sites, whilst product availability and wholesaler delivery metrics are also measured. The FTG business is measured by sales by brand and by site.

The Group focuses on the management of its overall liquidity and its non-cash working capital (defined as the capital in the business used in day-to-day trading operations, being current assets excluding cash, less current liabilities) which is an important performance indicator for the business. Inventory days were 5.5 days at the end of 2024 (2023: 4.8 days), debtor days 4.7 days (2023: 4.7 days) and creditor days were 68.3 days (2023: 32.3 days). The increase in creditor days is attributable to the acquisition of the Morrisons PFS network and the associated working capital comprising longer term payables, some of which make use of a supply chain finance arrangement (see note 21).

Strategic Report for the year ended 31 December 2024 *(continued)*

Key performance indicators *(continued)*

Financial KPIs *(continued)*

Reconciliation of EBITDA to Management EBITDA

		2024	2023	2022
		£m	£m	£m
Profit for the year after tax		63.8	94.2	154.7
Add back	Tax	39.1	50.6	48.9
	Finance expense	398.2	256.8	204.0
	Depreciation	76.5	55.5	49.7
	Amortisation and impairment	2.4	1.9	4.2
	(Gain) / loss on sale of assets	1.0	(74.5)	
Deduct	Finance Income	(64.4)	(27.4)	(60.3)
EBITDA (IFRS)		**516.6**	**357.1**	**401.2**
Add back	Expenses deemed exceptional for management reporting, but not for statutory accounts*	62.5	92.9	14.8
Deduct	Other differences between profit and management EBITDA**	(2.1)	(8.0)	5.6
Management EBITDA (non-IFRS)		**577.0**	**442.0**	**421.6**

*This caption eliminates costs that are deemed unnecessary for management to assess the performance of the business on an EBITDA basis, and not otherwise required by lenders to be included in management EBITDA, primarily being professional fees and refinancing costs relating to the acquisitions in the year (£62.4m). In 2023 this caption also eliminates an executive management bonus (£68.6m).

**This caption primarily eliminates non-cash lease accounting (IFRS 16) charges (£14.2m) and adds back non-cash share based payments expense (IFRS 2) (£9.0m).

Whilst Management EBITDA and operating cashflow are used by the Board as the primary financial metrics to assess the financial success of the business, other key metrics, are also considered.

Other Key Metrics

		2024	2023	2022
Financial		£m	£m	£m
	Gross Profit	778.7	596.0	558.3
	Profit after Tax	63.8	94.2	155.0
	Non-cash working capital[1]	(1,714.8)	(384.9)	(354.3)
	Liquidity[2]	734.3	428.5	591.6
	Management Net Debt[3]	3,198.5	1,597.4	1,728.9

[1] Non-cash working capital is calculated as the net of inventories, trade and other receivables, trade and other payables, short term borrowings and accruals
[2] Liquidity is calculated as the cash balance (excluding Contract Manager and Third-Party deposits) plus the unused portion of the RCF (see note 24) at the balance sheet date
[3] Management Net Debt is calculated as the net of the secured borrowings and the cash balance

Strategic Report for the year ended 31 December 2024 *(continued)*

Key performance indicators *(continued)*

Other Key Metrics *(continued)*

Non-Financial		2024	2023	2022
	Total number of sites at year end*	1,218	873	930
	FTG outlets at year end (number)*	256	213	174
	Number of ultra rapid charging bays at year end	813	603	270
	Total gross emissions (tCO_2e)**	26,325	26,017	22,530
	Tonnes of CO_2e per million litres of fuel sold**	7.28	7.32	6.43

*FTG sites are included in the total number of sites and are not incremental

**Location- -based

Non-Financial KPIs

In monitoring the performance of the business, retail fuel volumes (liquid fuel) and KwH of electricity sold per month (EV business) are also key performance indicators, for management.

The Group pays careful attention to all aspects of Health and Safety with various metrics used to measure performance and to identify any issues, including employee accident rates and whistle blowing incidents.

Management take Cyber security very seriously and the success of monitoring, assessment and prevention of threats and vulnerabilities is a key performance indictor.

Environmental factors are also an important area for the Group, with detailed energy usage and emission metrics reviewed routinely by management and monitored by the Board on a quarterly basis.

Additionally, the number of sites redeveloped and extended, including the EV and FTG outlet roll outs, along with compliance with budgeted development costs and timeframes, are also performance indicators.

Other performance indicators for the EV business include charger reliability and average daily charges per bay.

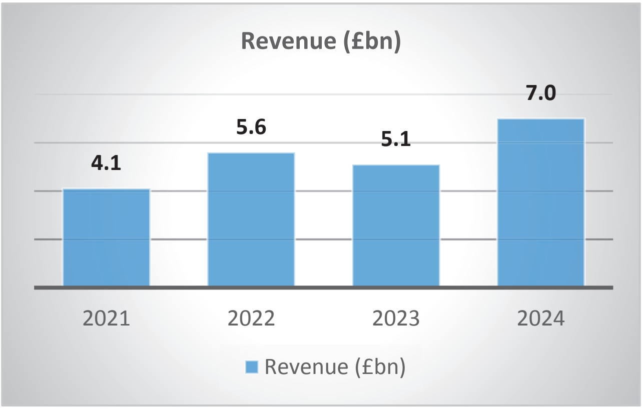
Strategic Report for the year ended 31 December 2024

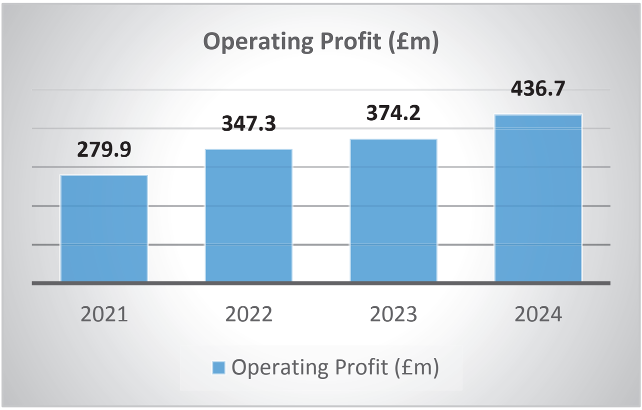
(continued)

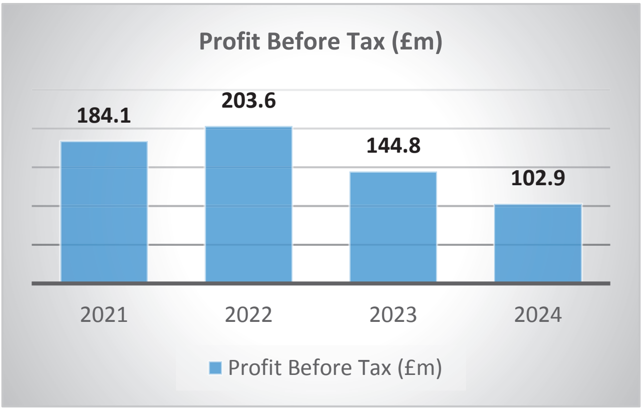
Key performance indicators *(continued)*

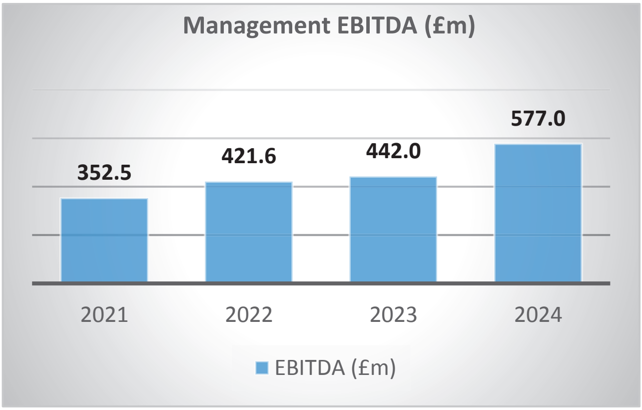
Key statistics

Financial







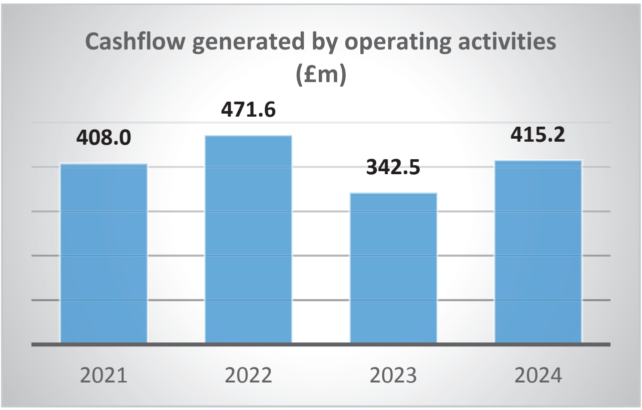


Strategic Report for the year ended 31 December 2024
(continued)

Key performance indicators *(continued)*

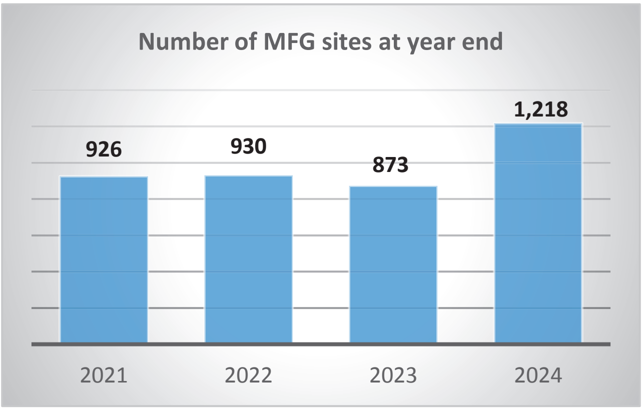
Key statistics

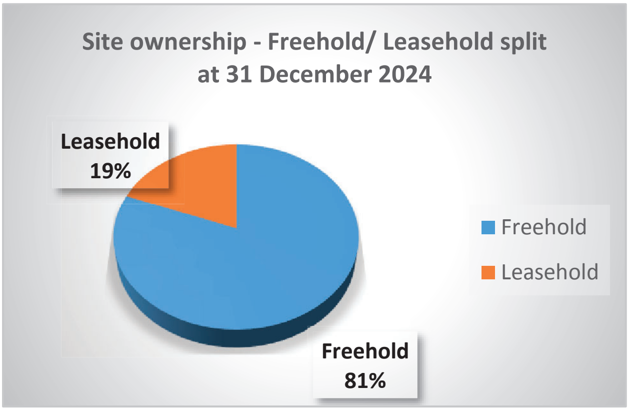
Financial



Cashflow generated by operating activities is cash generated before purchase of Property, Plant and Equipment (PPE) and M&A activities.

Property/ Site numbers



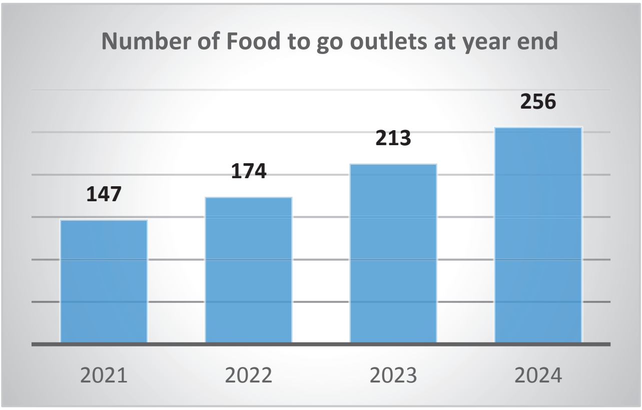


Strategic Report for the year ended 31 December 2024 *(continued)*

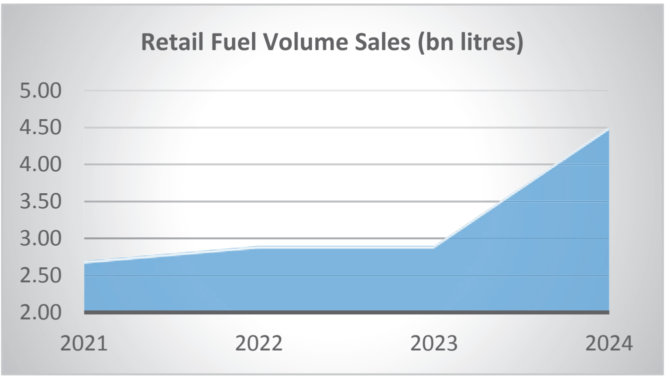
Key performance indicators *(continued)*

Key Statistics *(continued)*

Property/ Site numbers *(continued)*



Fuel Sales



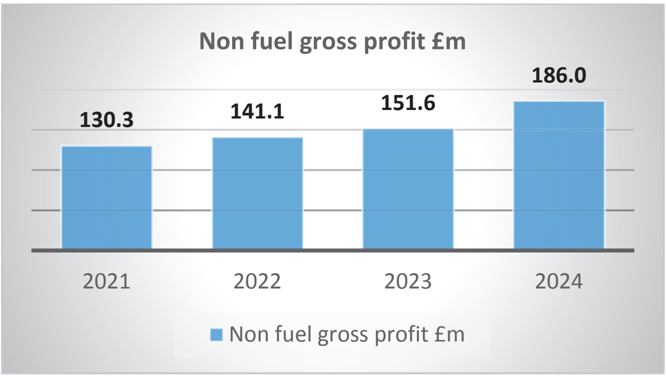
The sharp increase in the volume of fuel sold year on year was as a result of the higher number of sites after the acquisition of the Morrisons forecourts.

Strategic Report for the year ended 31 December 2024 *(continued)*

Key performance indicators *(continued)*

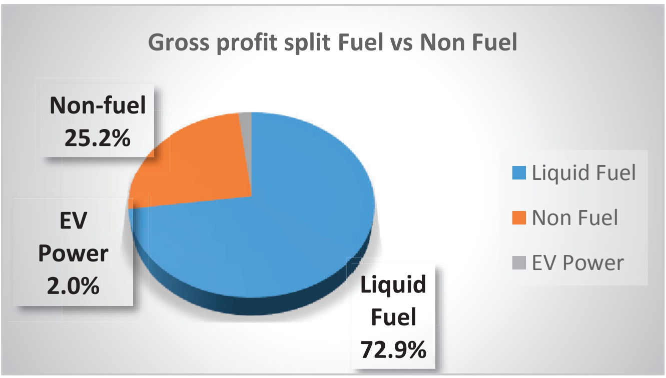
Key Statistics *(continued)*

Non-Fuel Gross Profit



Non-fuel gross profit has grown significantly as the Group has developed its portfolio to improve the retail and food to go offerings at the forecourts and is projected to do so as the convenience, FTG and EV markets develop further.

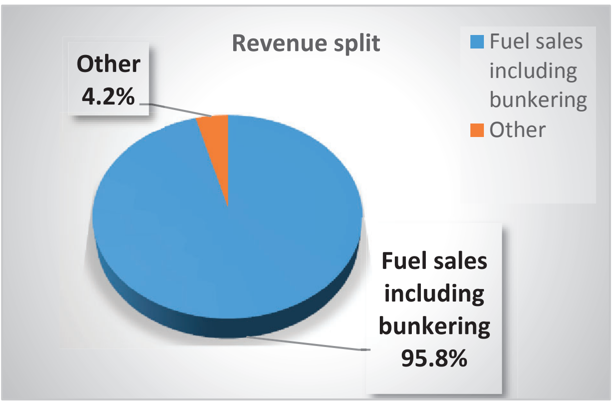
Liquid fuel/ Non-fuel gross profit split

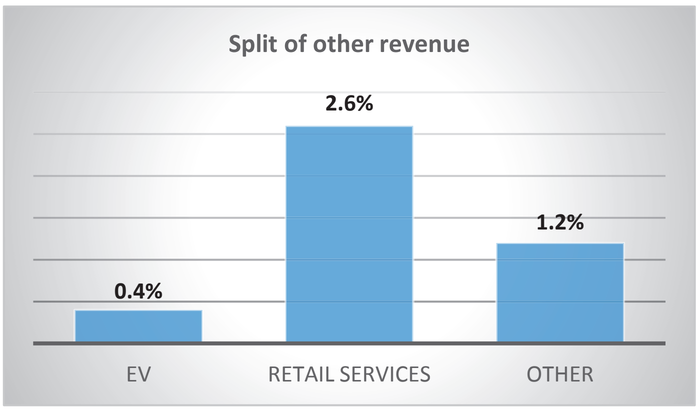


Non-fuel is defined as all gross profit derived from all sales other than liquid fuel sales and EV power sales.

EV gross profit shown for indicative purposes and is forecast to grow as the EV power market develops and consumer adoption of EVs builds.

Revenue split





Strategic Report for the year ended 31 December 2024

(continued)

Non-financial and sustainability information statement

The Group complies with the requirements of the Non-Financial and Sustainability Information Statement (NFSIS) under the Companies Act s414CB; the required information and relevant disclosures have been included within the Task Force on Climate-related Financial Disclosures ("TCFD") on page

s 52 - 56 . Cross referencing the requirements of the Companies Act s414CB is summarised below.

Statement	Further information
A description of the organisation's governance arrangements in relation to assessing and managing climate-related risks and opportunities	More information can be found on page 52-54 in the following sections • Board's oversight of climate-relate risks and opportunities • Management's role in assessing and managing climate-related risks
A description of how the organisation identifies, assesses, and manages climate-related risks and opportunities	More information can be found on page 55 in the following sections • MFG's processes for identifying and assessing climate-related risks • MFG's processes for managing climate-related risks
A description of how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management process	More information can be found on page 55 in the following section • MFG's processes for identifying, assessing, and managing climate-related risks; integration into MFG's overall risk management
A description of: i. the principal climate-related risks and opportunities arising in connection with the organisation's operations, and ii. the time periods by reference to which those risks and opportunities are assessed	More information can be found on page 55 in the following section • Climate-related risks and opportunities the organisation has identified over the short, medium and long term
A description of the actual and potential impacts of the principal climate-related risks and opportunities on the organisation's business model and strategy	More information can be found on page 55 in the following section • The impact of climate-related risks and opportunities on MFG's businesses, strategy, and financial planning

Strategic Report for the year ended 31 December 2024

(continued)

Non-financial and sustainability information statement *(continued)*

An analysis of the resilience of the organisation's business model and strategy, taking into consideration different climate-related scenarios	More information can be found on page 54 in the following section • The resilience of MFG's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario
A description of the targets used by the organisation to manage climate-related risks and to realise climate-related opportunities and of performance against those targets	More information can be found on page 56 in the following section • MFG's targets to manage climate-related risks and opportunities and performance against those targets
A description of the key performance indicators used to assess progress against targets used to manage climate-related risks and realise climate-related opportunities and of the calculations on which those key performance indicators are based	More information can be found on page 56 in the following section • The metrics used by MFG to assess climate-related risks and opportunities and their connection with MFG's strategy and risk management process

Strategic Report for the year ended 31 December 2024

(continued)

Principal risks and uncertainties

During 2024 the Group continued to develop and adhere to its established risk management framework. This framework had previously operated to consider principal risks and uncertainties in line with best practice. It has been further developed to include formal consideration of potential emerging risks.

The responsibility for risk management and the internal control environment resides with the Board of Directors, while the senior management team implements and maintains the control systems as directed by the Board.

The Group's policy on risk management is to reduce risk where practical and appropriate without unduly hindering profitable growth. The risks detailed below are seen to be the principal risks affecting the Group; they do not include all of the potential risks and the list is not in any order of priority.

Financial risks

Interest rate risk

The Group is partly financed through externally syndicated bank debt and is therefore exposed to rising interest rates. The UK witnessed historically low interest rates for an extended period of time however this situation has changed over the past three years. The base rate increased during 2022 from 0.5% to 3.5% and increased further throughout 2023 to a year end rate of 5.25%. There were two decreases in 2024 and the base rate ended the year at 4.75%, falling further to 4.5% in February 2025.

Interest rate swaps of £1,000m and €200m (equivalent to some £165 million) were taken out in the year to hedge against increases in the EURIBOR and Sonia. The Board continues to monitor the exposure to interest rate risk and will reassess the mitigation arrangements throughout the year.

Exchange rate risk

The Group is partly funded through Euro-denominated bank loans. To mitigate the exchange rate risk the Group continues to hold €481 million (equivalent to some £425 million) of cross currency swaps expiring in December 2025. Additionally, the Group extended €689 million in cross-currency swaps (equivalent to some £606 million) to 31 December 2026.

Further, the quarterly interest payments on the Euro-denominated B4 loan are fully hedged against exchange rate risk.

The Group has taken out new FX forward contracts totalling €500m (equivalent to some £446 million) to hedge substantially all of the principal of the B9 Euro denominated loan.

Refinancing risk

In March and April 2024 the Group undertook a financing exercise in order to facilitate the purchase of the Morrisons petrol and EV forecourts network, extending the maturity of the bank debt to 2027-2029. At the same time £400m was raised through a bond issue, subsequently increased by £310m in January 2025. Together these actions mitigate the refinancing risk.

Strategic Report for the year ended 31 December 2024 *(continued)*

Principal risks and uncertainties *(continued)*

Financial risks *(continued)*

Covenant compliance risk

The Group's debt is subject to a number of covenants. A breach of these could trigger a demand for repayment of the loans before their maturity date. The primary Group covenant is that the ratio of Senior net debt to Management EBITDA should not exceed 8.25x. This test is only triggered if more than 40% of the senior revolving credit facility is drawn at quarter end. The Group finished the year with this ratio at 5.33x 2023: 4.6x). To monitor this risk this the management team reviews the projected covenant compliance on a monthly basis. Daily cash forecasts are prepared and reviewed, and updated business forecasts are reviewed on a quarterly basis by the Board, in order that remedial action could be initiated in good time, if warranted.

Liquidity risk

The Group's operations are reliably cash generative and the Group uses a mixture of cash balances, long-term debt and overdraft finance in order to maintain liquidity, ensuring that there are sufficient funds available for on-going operations and future developments. The Group regularly monitors cash flow forecasts and maintains funds on demand to meet all working capital requirements and the servicing of financial obligations. At the year end the Group had liquidity of £734.3m (2023 - £428.5m).

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer fails to meet its contractual obligations. The majority of sales are by cash or credit card and the Group's credit risk is therefore mainly limited to those sales which are not by cash or credit card. For such sales, the Group regularly monitors the creditworthiness of counterparties and insures certain receivables, where appropriate.

Other principal risks

Key Supplier/Partner Risk

The Group works closely with a number of strategic partners. Business failure of a key partner or an inability to manage the relationship could detrimentally affect the Group's business model.

Risk mitigation is provided by close monitoring of the relationships and the requirement for defined service level agreements and detailed contracts. Risk of key supplier failure is also mitigated due to the Group operating with multiple liquid fuel suppliers and therefore not being exposed to overconcentration of supply.

Strategic Report for the year ended 31 December 2024 *(continued)*

Principal risks and uncertainties *(continued)*

Other principal risks *(continued)*

Health, Safety and Environmental risk (HSE)

The Group places great importance and focus upon the safety and health of its customers, its employees and all others who may be affected by its business activities. Safety and environmental risk awareness in respect of the storage, handling, sale and distribution of hydrocarbon oil and gas products and electric power has a high profile within the Group and the directors and management are focused on the risks arising from these activities.

The Group's policy is to minimise such risks and measures are in place to:

- maintain and empower a team of specialists to manage and oversee all HSE matters
- seek to prevent HSE incidents occurring
- minimise the financial effects of any incident that does occur (including the maintenance of an insurance policy to cover the costs of major incidents of environmental damage).

The Board and Management are all committed to this focus on HSE matters to mitigate HSE risk and believe there is a low residual risk of HSE matters having a material impact on customers, employees, the public or the environment, or on the financial results and position of the Group.

Climate change

The Board continues to recognise climate change as an increasingly significant factor for the Group. Climate change and the UK Government's regulatory response to pursue Net Zero will continue to impact our business and will likely alter future consumer demand patterns for our products.

The main climate change impact on the Group is 'transition risk', as the country accelerates moves to reduce greenhouse gases through changing policy and regulation affecting demand for different types of transport fuel, along with changing consumer preferences and behaviours.

The Group is acutely conscious of transition risk, continually reviewing emerging changes in policy and reviewing consumer trends. The Board pays particular attention to the transition to low carbon fuels which provides opportunities, both in developing the resilience and of the business by diversifying into and embracing the alternative fuels market as well as in improving the emissions efficiency of the network.

A secondary risk is Physical Risk - that of increasingly frequent and severe weather events that may impact or temporarily interrupt operations at the Group's sites. Given the geographical dispersion of sites across the network, the risk of a significant number being impacted at the same time is negligible, but for an individual site the implications could be severe. The Group has undertaken flood risk survey mapping exercises to assess both the risk of temporary disruptions for each site in the network, and longer term physical risks presented to the forecourts. MFG will continue to monitor the climate related risks to our sites and tailor our internal strategy accordingly.

Strategic Report for the year ended 31 December 2024 *(continued)*

Principal risks and uncertainties *(continued)*

Other principal risks *(continued)*

Macro-Economic Conditions

The Group's financial performance is sensitive to geopolitical events, including those that impact commodity prices, currency exchange rates, levels of consumer spending and the wider economic outlook of the UK. If the Group were unable to react and adapt effectively to fluctuations in these factors, whilst maintaining customer confidence, this could have a material adverse effect on financial performance, cashflow, and future prospects.

The commodity price risk is tempered as the Group essentially runs a 'pass through' operation and volatility in wholesale prices does not impact the margin-based approach. Demand for the Group's primary fuels products is largely price-inelastic, underpinning the resilience of the business.

Management continuously monitors the macro-economic environment and trends within the UK. The Group's offering is constantly reviewed to ensure it continues to meet customer expectations with relation to price, relevance and quality.

At a national level, the risk of industrial action in the fuels supply chain could also prove impactful. Concerted action by refining staff, terminal staff and/or tanker drivers may disrupt supply to the extent that the supply chain may not be sufficient to fulfil demand. Historical precedent demonstrates that concern about reduced supply becomes self-fulfilling, as consumers typically resort to panic-buying. Were this to happen again, sites could be without fuel for a number of days, thereby adversely affecting financial performance. MFG monitors the state of industrial relations through membership of trade bodies and close links to suppliers and the relevant Government agencies.

The full impacts of the ongoing economic downturn and cost of living crisis are not known, however MFG is well placed as the products sold through the Group forecourts are seen to be essential to consumers, providing a degree of insulation to the downturn. To date, the resilience of MFG's business model has meant there has been little impact but the Group continues to monitor the position.

In April 2025, the US President announced trade tariffs to be imposed worldwide on goods imported into the US. This has had effects globally, including in the UK, as it has created a generally uncertain investment environment and a potential disruption to supply chains. Subsequently, the US Government have announced various changes to the new tariffs leading to further global uncertainty. MFG considers itself to be protected from the worst effects of this as it trades only in the UK and the Channel Islands.

Technological Change

Environmental factors are rising to the top of the global agenda and consumer behaviour is changing as a consequence. It is anticipated this trend will continue and there will be increasing pressure for carbon footprints to be reduced. Changing attitudes towards hydrocarbon fuel products and the development of more efficient and greener technology is driving changes for the traditional forecourt industry, slowly reducing demand for liquid fuels. The Group continues to monitor these changes to the industry and consumer trends and has pro-actively instigated programmes to meet these challenges.

Strategic Report for the year ended 31 December 2024 *(continued)*

Principal risks and uncertainties *(continued)*

Other principal risks *(continued)*

Technological Change (continued)

MFG has invested heavily in site facilities with a view to rebalancing the business towards EV charging and non-fuel revenues, which now account for a significant proportion of the Group's profit. This policy of diversification will intensify over the next few years as MFG continues the development and upgrading of sites as a cornerstone of the Group's strategy. MFG sees its forecourt network becoming a significant and integral part of the UK EV charging infrastructure. This growing market is an opportunity and the Group is accelerating investment, with charging facilities being rolled out progressively at carefully selected sites. The forecourt of the future will need to cater for various different fuel sources and MFG aims to be at the forefront of this development.

Cyber Risk

Increasingly cyber security is headlining the risk agenda. It is at the forefront of the Group's IT planning with constant monitoring and testing performed. The Group is threatened if it fails to sufficiently detect, monitor, and protect against cyber-attacks which could result in disruption of service, compromise sensitive data, and lead to financial loss and reputational damage.

The Group has a dedicated Systems team that continually monitor and scan the systems for threats and attacks. Regular mandatory training is provided to staff along with comprehensive communication to employees reminding them of the risk and their responsibilities in mitigating it.

MFG representatives also attend global system security forums run by Clayton, Dubilier & Rice ("CD&R") for its portfolio of investee companies, which facilitate knowledge sharing and collectively manage, test and control the security risk.

Regulatory requirements and legislative change

The Group operates in a highly regulated sector, fuel storage and sales and FTG outlets are subject to stringent laws and regulations designed to protect consumers. There exists the risk of inadvertent transgression of these regulations at the sites. Any such transgression could lead to serious incidents, potentially causing operational disruption, reputational damage, and an adverse impact on financial position. In all areas of the business MFG see safety as paramount and has procedures and controls in place to ensure that the safety of customers, employees and the general public is not compromised in any way. These procedures and controls are regularly reviewed and adherence to them is constantly monitored.

Legislative change is kept under review. The nature of the business dictates that many of the products sold are prone to changes in legislation. Future restrictions on the sale of new petrol and diesel fuelled vehicles will have a significant impact on the Group and the Group's ongoing diversification through investment in EV charging investment and non-fuel revenue streams is a progressive response.

Strategic Report for the year ended 31 December 2024 *(continued)*

Principal risks and uncertainties *(continued)*

Other principal risks *(continued)*

Regulatory requirements and legislative change (continued)

Changes to fuel specifications, obligations to hold minimum stocks and bio-fuels content changes could all impact the Group either in terms of working capital requirement or capital expenditure required to facilitate compliance with new regulations. Changes to legislation pertaining to alcohol, tobacco, vapes, high sugar content food and drinks, coffee etc could all affect demand for convenience products sold through the Group's forecourts, as these are generally impulse driven purchases.

Key employee risk

A skilled workforce and agile ways of working are essential for the continued success of our business. With the rapidly changing nature of work and skills, there is a risk that our employees are not equipped with the necessary skills required for the new working environment. MFG's ability to attract, develop and retain a diverse range of skilled people is critical if we are to compete and grow effectively.

The loss of management or other key personnel or the inability to identify, attract and retain qualified personnel could make it difficult to manage the business and could adversely affect operations and financial results.

The wellbeing of our employees is vital to the success of MFG, therefore helping our employees manage their ability to work effectively requires continued focus.

We have a performance and development programme which enables employees to review their contributions and achievements, including against agreed objectives, and discuss future objectives, training, development and career planning.

Ethical risk

MFG's brands and reputation are valuable assets and the way in which we operate, contribute to society and engage with the world around us is always under scrutiny, both internally and externally.

Acting ethically, consistent with the expectations of our stakeholders, is essential for the protection of the reputation of MFG. This is particularly important in the new and changing environment as the Group looks to build and develop its MFG EV Power brand.

MFG's core business principles govern the behaviour of our employees and other stakeholders to work in an ethical and responsible manner. Our policies are clearly defined and regularly communicated to all employees, they are updated and reviewed regularly.

Strategic Report for the year ended 31 December 2024

(continued)

Future developments

The Group remains in a strong financial position and has sufficient liquidity available for renewed growth. The directors look forward to another strong trading performance in 2025.

MFG has publicly committed to investing in and developing its EV charging infrastructure in support of the UKs move to decarbonise.

William Bannister, CEO, MFG said:

"Our EV Power rollout needs boots on the ground to install 3000+ ultra-rapid 150kW and 350kW chargers at our sites by 2030. That's why we've invested so much in our team - to make sure that we always have access to the skills we need to keep building EV Power charging hubs across the UK. Investment in our future starts with investment in our people."

The Group continues to focus on its customers and works hard to identify the requirements and demands of the local communities it serves. Understanding these needs enables the Group to work effectively with our Contract Managers to optimise the overall business and to provide the wide range of offerings that today's ever more demanding customer desires.

The Directors are confident that the performance of the business will continue to be strong and that 2025 will prove to be another successful year.

Approved by the Board and signed on its behalf by

Signed by:
Diana Moraru
511473E4B39141F...

Diana Moraru (Director)

29 April 2025

Governance Report

The Directors consider the annual report and financial statements to comply with all aspects of the Guidelines for Disclosure and Transparency in Private Equity. The Group adheres to the Wates corporate governance principles issued as guidance for large private companies. This report contains sections on the following:

- Ownership
- Board
- Stakeholder engagement
- Section 172 Statement
- Task Force on Climate-Related Financial Disclosures
- Sustainability Report
- Streamlined Energy and Carbon Report ("SECR")

Ownership

The Company was formed when Clayton, Dubilier & Rice (CD&R) acquired a controlling interest in the Motor Fuel Group in July 2015. Founded in 1978, CD&R is a private equity firm with a history of working with management teams to build stronger, more profitable businesses. CD&R's investors include leading financial institutions, university endowments and corporate and public pension funds. The investment was made through CD&R Firefly Holdings Sàrl whose principal investor is CD&R Fund IX.

CD&R is one of the oldest private equity firms, based in North America. CD&R works to make companies grow and prosper by partnering with families, founders, or corporate owners. Value is created by collaborating with management to spur operational performance improvements, by accelerating growth strategies, injecting new talent, and boosting productivity. The firm executes a consistent investment strategy across North America and Europe, focusing on market-leading businesses in the consumer/retail, healthcare, industrial, and services sectors.

Directors of CD&R Firefly Holdco Limited

The directors, all of whom held office throughout the period and to the date of this report, except where noted below, were as follows:

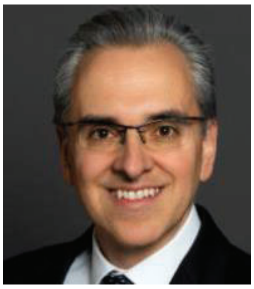
Gregory Laï

Mr Laï is a Partner at CD&R and is based in London. He plays a key role in respect of several of the firm's holdings, including the investments in B&M Retail, BUT International, Exova, HD Supply, Westbury Street Holdings, and Morrisons. Previously, Mr Laï worked in the Investment Banking Division of Citigroup as well as Mubadala Development Company. Mr. Laï graduated from ESCP-EAP European School of Management in Paris.

Governance Report *(continued)*

Directors of CD&R Firefly 4 Limited *(continued)*

Marco Herbst (resigned 31 October 2024)



Mr Herbst joined CD&R's London office in 2006. He plays a key role in several of CD&R's investments, including B&M Retail, BUT International, and Morrisons, as he did with the investment in British Car Auctions. Previously, he worked for Duke Street Capital, where his responsibilities included transaction origination, execution, and transformation. Mr Herbst also worked at Merrill Lynch & Co., advising financial institutions across Europe on acquisitions as well as debt and equity transactions. Mr Herbst is a graduate of Universitá Commerciale Luigi Bocconi in Milan, Italy.

Diana Moraru (appointed 30 October 2024)

Ms Moraru joined CD&R in 2014 and is principally engaged in evaluating investment opportunities in European consumer and retail businesses. She has played a key role in the firm's investments in BUT, Conforama France, Motor Fuel Group, and SPIE. Previously, she worked in the investment banking division of Goldman Sachs & Co. in London. Diana has a B.Sc. in Economics from The London School of Economics.

Key Management Personnel

The following individuals were the key management personnel of the Group during the year:

- William Bannister — Chief Executive Officer
- Jeremy Clarke — Chief Operating Officer
- Simon Lane — Chief Financial Officer
- Adam Wadlow — Chief Investment Officer

Governance Report *(continued)*

Corporate Governance

In June 2018 the Government introduced secondary legislation requiring all companies of a significant size to report on their corporate governance arrangements for periods commencing on or after 1 January 2019.

The directors agreed that the Group should adopt and follow the Wates Corporate Governance Principles for large private companies. This is a voluntary framework which adopts the 'comply or explain' approach. The approach is based upon six broad principles which the directors have adopted, they are: -

1. Purpose and leadership – An effective board develops and promotes the purpose of a company and ensures that its values, strategy, and culture align with that purpose.
2. Board composition – Effective board composition requires an effective chair and a balance of skills, backgrounds, experience, and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a board should be guided by the scale and complexity of the company.
3. Director responsibilities - The board and individual directors should have a clear understanding of their accountability and responsibilities. The board's policies and procedures should support effective decision-making and independent challenge.
4. Opportunity and risk – A board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value, establishing oversight for the identification and mitigation of risks.
5. Remuneration – A board should promote executive remuneration structures aligned to the long-term sustainable success of a company, taking into account pay and conditions elsewhere in the company.
6. Stakeholder relationships and engagement – Directors should foster effective stakeholder relationships aligned to the company's purpose. The board is responsible for overseeing meaningful engagement with stakeholders including the workforce and having regard to their views when taking decisions.

The manner in which these principles have been adopted by the Board, and that of its parent company, is outlined below.

1. Purpose and leadership – MFG is the leading UK independent forecourt operator and strives to deliver a superior consumer experience which promotes the purpose of the Group. These values are clearly articulated by the parent company's board and that strategy is then delivered by the executive management team.
2. The Group's parent company's board comprises a number of individuals with a balance of skills, experience and knowledge and many years of experience in the forecourts and retail industries. In addition to the entrepreneurial founders, the parent company's board also contains experienced investors from CD&R, majority shareholders, who bring a wealth of experience and significant resources from this well-established private equity firm. The Board is further supplemented by experienced Non-executive Directors assisting with both the development of the Group and its governance.

Governance Report *(continued)*

Corporate Governance (continued)

3. The parent company's board members recognise the importance of good governance and have a clear understanding of their roles and responsibilities. The management and directors receive comprehensive and timely reporting of KPIs on all aspects of the business, which is used to support the decision-making process. The management recognises the benefit of independent challenge and the experienced Non-executive Directors provide this scrutiny.
4. The business strategy clearly identifies the direction for the Group and strategic opportunities to deliver this strategy are a key focus of board meetings. The senior management team are responsible for identifying and mitigating risk, the principal risks to the business are outlined on pages 31 to 36. A risk controls framework has been developed and is reviewed by both the parent company's Audit Committee and its Board on a regular basis.
5. The parent company's board has appointed a Remuneration Committee to oversee all aspects of remuneration ensuring it is fair and appropriate to support the success of the Group. The board is committed to remunerating employees solely on the ability of those employees to support the success of the Group.
6. The Directors are committed to engagement with the Group's stakeholders and ensuring that the Group's strategic direction is aligned with the interests of the key stakeholders. Good communication is key to this and there is regular engagement with employees, suppliers, local communities and other stakeholders. The Directors are committed to operating in a socially responsible manner, engaging with the community and developing the business working towards environmental sustainability. The Group has detailed its key stakeholders and their engagement with them in its Section 172 statement on pages 45 to 51.

Employee engagement

The Group's employees are essential to the long-term success of the business. The parent company's board consider and review employee interests as a matter of course at the quarterly meetings. The impact on the workforce is considered when key decisions are made, the directors take the view that a motivated workforce is fundamental to the overall success of the business.

Communication is key and regular updates are given to the employees through close engagement with the senior leadership team and the collaborative environment fostered by the senior team enables all employees to be informed and understand the decision-making process.

Opportunities for employees to give their opinions are encouraged and a mechanism to do so is provided through an online employee portal. In addition to an employee suggestion facility the portal provides access to employee specific information, company updates and an employee benefits function. There is also a whistleblowing facility available to employees.

There is an annual employee survey where all employees are encouraged to make their voice heard. Results are released to the Board highlighting insights gained and actions planned.

Employee engagement and involvement in the future success of the business is furthered through the inclusion of all employees in a discretionary annual bonus scheme.

Governance Report *(continued)*

Supplier Engagement

The Board is aware that the business relationships it maintains with its suppliers are integral to the success of the business. To that end board members and senior management engage regularly with key suppliers, fostering and developing relationships. The success of the business is based on a collaborative, partnership approach, the Group benefits from the strength of many of its brand partners so a focus on actively supporting these brands contributes directly to the success of the Group.

Payment of trade payables

An important part of a successful relationship with third party suppliers is the accurate and timely payment of invoices. This is a key focus for the business and is an internal performance metric that the Group monitors closely.

The Group has a number of fuel contracts which have varying credit terms. Standard payment terms as applied by the Group for non-fuel supplies are for payment 30 days following receipt of invoice.

Creditor days at the year end were 68.3 days (2023: 32.3 days). The increase in creditor days is attributable to the acquisition of the Morrisons PFS network and the associated working capital comprising longer term payables, some of which make use of a supply chain finance arrangement (see note 20).

Supplier chain finance

Supplier chain finance has been used for the first time in 2024. These arrangements provide the Group's suppliers with early payment terms and the Group with extended payment terms compared to the related invoice payment due date (see note 20).

Whistleblowing policy

The Group is committed to conducting business with honesty and integrity and all employees are expected to maintain the highest standards, any divergence from these expected standards is not tolerated. A whistleblowing policy is in place which enables staff to report any suspected wrongdoing either in direct company activities or within the supply chain.

Whistleblowing is treated with the utmost confidence and any occurrences are reported to the Board.

Governance Report *(continued)*

Social, community and human rights issues

The Group conducts its business in an ethically aware manner so as not to detrimentally affect the quality of life enjoyed by the communities it operates in.

The Group strives to:

- Respond quickly to issues or concerns raised by neighbours pertaining to the business.
- Engage with communities and support relevant and appropriate activities both at local and national level.
- Abide by local planning and other by-laws prevalent where the sites are based.
- Support community activity through actions and sponsorship as and where appropriate.
- Maintain properties, land, and boundaries in such a condition so as not to degrade the visual amenities of the neighbours or affect or endanger the surrounding communities.

Good customer service is vital to the success of the business, all individuals working at site are trained and measured on their general service levels. In the event of escalation to the Head Office team response time to customers and neighbours is a key metric the Group use to measure performance and response times and resolution outcomes are reported to the board on a quarterly basis.

The Group considers its fuel stations to be focal points within the local communities they serve. Consequently the Group works hard to provide retail offerings that are in line with the specific demands of the local community. This is pertinent in the more rural parts of the country where the convenience aspect of the local service station is becoming more important to the community with the demise of the traditional village institutions, but it is also relevant in different areas of the Country where a different ethnic mix will demand a different range or product lines.

The Group procures the majority of its products from globally recognised suppliers who are responsible for the management of their supply chains. The Group monitors and reviews the ESG performance of these multinational entities on an ongoing basis, ensuring that the behaviours of these suppliers are in line with MFG's high standards.

In 2024 MFG boosted its community engagement and volunteering efforts, building on the foundations laid over the past 3 years. MFG encourage every employee to utilise two paid days of volunteering leave. Volunteering undertaken by employees in the year included consistent efforts at the Barley Greyhound Sanctuary, digging community planters at Earthworks, and volunteering at the Royal Armoured Corps Museum.

In 2024 MFG has continued its partnership with local football team St Albans City FC. The Group looks forward to being involved with a long and successful partnership, and the extended community outreach which taps into the 'Better World' aspect of our sustainability strategy. We have also continued our work with Macmillan Cancer Support, assisting with several initiatives including supporting a postcard volunteering opportunity, a series of coffee mornings across our sites as well as a "Bake Off" event at our Head office. We've also worked to support Costa, one of our commercial partners, in their efforts to raise money for their Costa foundation through their annual Costa Charity Cycling event.

In 2024 MFG donated £70,000 to charities (2023 - £32,000). Additionally, £405,000 was raised in the year (2023 - £447,000) for MFG's main charity partner, Macmillan Cancer Support.

Governance Report *(continued)*

Modern Slavery

The Group fully acknowledges the human rights of every individual.

The Group recognises its responsibility to take a pro-active approach to identify and prevent slavery and human trafficking and is committed to ensuring that there is no modern slavery or human trafficking in any part of the business. The Group is committed to acting ethically and with integrity in all of its business relationships and has a policy of zero tolerance towards slavery and human trafficking. Management is satisfied that actual or potential breaches of human rights is not a material issue within the Group's operations.

In accordance with Section 54 of the Modern Slavery Act 2015 the Group issues a Modern Slavery statement on its website annually.

Governance Report *(continued)*

Section 172 Statement

Who	Key interests of stakeholder group	Reason for engagement	How we engage with them
CUSTOMERS	• Safety • Competitive prices • Convenience • Choice • Customer service • Sustainability • Reliability	• Providing a safe environment for those who visit the site • Understanding consumer behaviour and evolving market trends • Supporting MFG management in good decision-making and insights to develop best customer proposition and value • To enhance customer experience and perceptions across all MFG touchpoints	• Apps / Loyalty schemes • Customer feedback channels • Social media engagement and ESG updates • Promotions, community initiatives and advertising • Investment in disability-access-programs including a phone app to assist disabled motorists • Online surveys and focus groups • Face to face at our hubs and franchise operations

Who	Key interests of stakeholder group	Reason for engagement	How we engage with them
EMPLOYEES	• Safety • Pay and Benefits • Job satisfaction • Career development • Security • Wellbeing and mental health supports • Societal impacts • Diversity and inclusion • Environment and ethical concerns • Listened to at Board level	• Well trained and motivated employees are key to the success of the business and a positive and broader social impact • It is important to understand and collate employees' views, so MFG can achieve its purpose and vision collaboratively • MFG wants employees to feel valued, and that their contributions and experiences are considered at Board level	• Benefits package and encouragement of participation in pension schemes • Career progression opportunities and support for development • Communication between Board and workforce through executive team communications, verbally and via email • Employees are encouraged to provide suggestions and comments via an online suggestion box. The Communities team reports to the Sustainability committee, that has representation at Board level • Employee Survey and excellent culture • Focus on Diversity and Inclusion initiatives and respect for all

Who	Key interests of stakeholder group	Reason for engagement	How we engage with them
CONTRACT MANAGERS	• Opportunity for success • Support and guidance • Site developments • Training schemes • Uniform and appropriate third-party contracts	• Collaborative approach with Contract Managers • Promotion of best practice, adherence to legislation and guidelines and mutually beneficial operating and financial outcomes • Good governance framework	• Support provided by MFG industry experts • Robust and economically beneficial third-party contract arrangements • Well established operating model that evolves consistently with mutual benefit • Training and assistance provided allowing for development of individuals and their businesses • Timely and ongoing support, both financial and operational
SUPPLIERS: FUEL	• Strong sales volumes • Brand awareness/ protection • Long term relationships • Adherence to payment terms	• Strong, cohesive relationships with the supply chain ensure security of supply, competitive pricing and promotional support. • MFG leverages the brand value of national and internationally recognised brand names • MFG and suppliers must work collaboratively to achieve success	• Close working relationships with major suppliers through regular communications • Promotional and marketing support • Quality management systems • Training of key staff representing third party brands • Adherence to and support of third-party strategies in support of their brands • Detailed contracts and Service Level Agreements • Mutual support offered in adverse business environment
SUPPLIERS: NON-FUEL	• Strong sales volumes • Evolution of relationships • Adherence to payment terms • Promotional activity • Product trials		
SUPPLIERS: EV POWER	• Strong sales volumes • Evolution of relationships • Adherence to payment terms	• Quality and reliability of EV charger equipment • Quality and security of supply	

Who	Key interests of stakeholder group	Reason for engagement	How we engage with them
COMMUNITIES	• Safety • Alignment of product offering to local community needs • Environment and ethical concerns	• MFG service stations are an important part of the communities we serve • MFG offers ancillary services as an alternative marketplace supporting trends and buying patterns / local expectations • Sites supply appropriate goods and services for the communities living around them. • Sites need to be safe, free from hazards and pollution. MFG needs to safeguard those that work and visit	• The Contract Manager arrangement empowers the Manager to determine the appropriate products to sell, supported by the Regional MFG teams • Training, procedures, audits and regular reviews • Compliance with regulations and third-party review • Targeted and specific charitable fundraising is facilitated through the site network

Who	Key interests of stakeholder group	Reason for engagement	How we engage with them
THE ENVIRONMENT	• Minimising pollution and spills • Carbon emissions measurement and reduction • Efficient water usage • Energy efficiency • EV power – low-carbon energy displacing fossil fuels usage	• Commitment to minimising environmental impacts of operations • MFG to play a key role in the development of the UK alternative road fuel infrastructure	• Highly trained, well-resourced in-house environmental expertise • Extensive use of third-party environmental consultants • Ongoing environmental spend, tank re-linings, pump and line improvements • Equipment replacement policy to improve energy efficiency • Programme of Electric Vehicle charging points installations • Compliance with internationally recognised standards • Risk assessments, procedures, training • Publication of Sustainability data • Regular water audit programme • Flood risk survey undertaken
LANDLORDS	• Timely payments of rents • Site maintenance and upkeep	• Collaborative approach required for successful operation of leasehold sites	• Strong business relationships and regular communications • Support offered in times of adversity • Timely and accurate payment

Who	Key interests of stakeholder group	Reason for engagement	How we engage with them
GOVERNMENT	• Taxation • Planning • Carbon reduction • EV power infrastructure	• Policies and regulatory change are prevalent in the sector • MFG engages in strict adherence to these - critical for the success of the business • MFG's strategy is to be a good corporate citizen and to pay its fair share of tax, contributing to society through the activities it undertakes	• Published tax strategy • Use of third-party expertise • Strong relationships forged with HMRC representatives • Reputation for integrity and honesty • Energy efficiency programs • Ongoing management of regulatory landscape and upholding relationships
INVESTORS	• Delivering long term profits, sustainably • Reputation • Growth • Compliance with laws and regulations • Clear Communication • Sustainability focus and management of climate risks as we transition to a low carbon economy • Successful integration of acquisition	• Collaborative investment leads to successful and dynamic decision making. • To utilise their expertise, knowledge and experience • To promote understanding and foster confidence • To use two-way channels to understand their needs	• The Board regularly communicate with the investors to align strategy and update on performance • Key staff have close working relationships and regular communications • Publish timely and accurate reporting including Financial and Sustainability Reporting • Website

<table>
<tr><th>Who</th><th>Key interests of stakeholder group</th><th>Reason for engagement</th><th>How we engage with them</th></tr>
<tr><td>BANKS AND LENDERS</td><td>Long term growth and development
Maintain obligations and forward planning
Understand our strategy and stable market position</td><td>Good relationships and communications
Product awareness and strategic leverage</td><td>Published tax strategy
Use of third-party expertise
Reputation for integrity and honesty
Comprehensive monthly and quarterly reporting
Lender presentations
Responsiveness to lender requests and requirements</td></tr>
</table>

Governance Report *(continued)*

Task Force on Climate-related Financial Disclosures ("TCFD")

The Group recognises that everyone has a role to play in limiting climate change and supporting the transition to a low carbon economy. Climate change and the degradation of natural eco-systems are an existential threat to the health of the planet and people's lives and livelihoods. Business has an important role to play in taking action to mitigate the worst effects of climate change. MFG has set ambitious and realistic targets to reduce its own carbon footprint and is leading the transition to a more sustainable future through our commitment of capital to EV infrastructure development.

There is an established governance framework that ensures risks associated with climate change are considered by the Board and key metrics are considered at quarterly meetings. The Group has a Sustainability committee and complies with the UK government mandated Streamlined Energy and Carbon Reporting (SECR) requirements; more detail on the metrics monitored by the Board is set out on pages 59 to 62 of this Report.

MFG fully supports the aims of the TCFD and believes that it is right for businesses to communicate the risks and opportunities that climate change presents. The TCFD provides a framework to improve the disclosure of consistent, comparable, reliable and clear climate related information, enabling MFG to better understand its climate related risks while empowering stakeholders to support the transition to a low carbon economy.

The Section 172 Statement on pages 45 to 51 of this Report outlines MFG's key stakeholders, their primary interests, the rationale for engagement, and the methods used to engage with them in relation to climate-related risks and opportunities.

TCFD specifies 4 pillars that should be covered: Governance, Strategy, Risk Management and Metrics and Targets, alongside 11 disclosure requirements. The following section outlines MFG's efforts in addressing the impacts climate change.

Governance

a) Board's oversight of climate-related risks and opportunities

The parent company's board has ultimate responsibility for climate-related risks and opportunities. That board sets the sustainability strategy and targets for the executive management team who are responsible for implementing them. The board formally addresses sustainability and climate related risks following each quarterly report from the Sustainability committee.

The Group's Sustainability committee meets regularly and includes executive and non-executive representatives and certain nominated Board members. It guides all sustainability activities across the Group, monitors progress against targets and is responsible for reporting progress to the board.

Governance Report *(continued)*

Task Force on Climate related Financial Disclosures ("TCFD") *(continued)*

Governance *(continued)*

b) Management's role in assessing and managing climate-related risks and opportunities

Management's role is to execute the agreed strategy and does so through specifically commissioning studies, feasibility projects and third-party consultations. In line with the board's mandate, management is progressing the capital projects required to implement EV charging infrastructure, aligning with business strategic goals while addressing transition risk.

Various analysis exercises, including a Physical Risk Report, have been conducted to enable management to assess the direct risks to business operations. The risks analysed relate to the physical impacts of climate e.g. precipitation, flood, heat stress, direct damage to property and wider impacts, and are considered part of the strategic development of the network.

Strategy

a) Climate-related risks and opportunities the organisation has identified over the short, medium and long term

In the short to medium-term the main climate-related risk to MFG is 'transitional risk' around de-carbonisation and the move away from petrol and diesel vehicles. UK sales of such new vehicles is being banned from 2030, with the exception of hybrid vehicles and small and micro volume suppliers, thus progressively restricting the market for MFG's historical main revenue streams.

The potential for longer term physical risk to service stations from climate change, e.g. floods, high temperatures, does exist and the Group has evaluated this through an extensive survey which has identified those stations at most risk from an increase in temperature and different weather events. Based on analysis the Group has concluded that there is not a significant material physical risk, however, remains an emerging risk and will be continuously monitored.

On this same timescale there is a major opportunity to diversify income streams through the installation of EV charging, as well as an opportunity to reduce emissions and improve operational efficiency. Identified technological improvements are already helping to decrease both emissions and energy usage, in turn reducing costs.

In the long term, MFG's EV strategy is aligned with the UK's decarbonisation agenda. The Group is committed to building a UK wide Ultra-Rapid infrastructure in support of the UK's energy transition. The cost of implementation is significant (£400 million was committed at the outset) however the Group remains strongly cash generative and it is anticipated the whole cost will be met from free cash flow. As MFG's EV charging capacity expands and power is sourced from renewable energy suppliers, it contributes to reducing reliance on hydrocarbon fuels. In addition to this, the Group continually monitors alternative fuel options and undertakes feasibility projects where it is considered potentially worthwhile.

Governance Report (continued)

Task Force on Climate related Financial Disclosures ("TCFD") *(continued)*

Strategy *(continued)*

b) The impact of climate-related risks and opportunities on MFG's businesses, strategy, and financial planning

The impact of climate change on MFG's business over the longer term is transformational. The relationship of the revenue streams will change as there is progressively less fossil fuel sold, and a greater proportion of revenue is generated from EV charging, using renewably sourced power. The business must adapt and continue to grow its non-fossil fuel business income streams, both EV charging and the other offerings (food to go, valeting, convenience store etc). Financial planning incorporates the large investment required for EV infrastructure, along with expenditures aimed at reducing the carbon footprint of the MFG portfolio of sites, for example by installing solar panels, upgrading to LED lighting, implementing energy management systems and improving refrigeration efficiency.

c) The resilience of MFG's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario

MFG initially set a target in 2021 to invest £400million in the EV strategy by 2030. This commitment is fully costed and is funded through free cash flow.

With regards to physical risks, MFG has undertaken an analysis exercise which assessed the level of risks across different locations in response to incremental changes in temperature. While the current physical risk to the network is not considered material to the overall business, it remains an emerging risk and will be continuously monitored.

Governance Report (continued)

Task Force on Climate related Financial Disclosures ("TCFD") *(continued)*

Risk management

a) MFG's processes for identifying and assessing climate-related risks

MFG uses the processes below to identify and assess climate-related risks:

- Horizon scanning – a materiality assessment was undertaken using both internal and external resource; this exercise drove the focus on the key issues affecting both the Group and its stakeholders.
- Prioritisation – topics were explored in stakeholder engagement exercises, interviews and surveys. Where additional expertise was required, the Group worked with external consultancy firms to clearly understand the key climate related risks that the Group is or will be exposed to. Employee engagement was also sought and will continue to be a key part of development in this area.
- Validation – key risk areas were reviewed by the senior Management team who developed a mitigation strategy to the transition risk that had been identified as the significant issue for the Group. The strategy was ratified by the Board and released to the public, committing the Group to developing its new infrastructure model.
- Finalisation – material issues were identified, and a materiality matrix was produced, plotting issues of material importance and concern to stakeholders, the bearing these issues might have on MFG, and the company's ability to influence them. We will look to revisit this exercise in the future.

Climate risks are included within the Group's risk register which is maintained by the management team and discussed by the group's Audit Committee ahead of review by the board. At least two parent company board members attend both the group's Audit Committee and its Sustainability Committee where climate-related risks and related financial implications and disclosures are monitored.

The Group has an Integrated Management System (IMS) which is accredited to ISO 14001 (Environmental Management System).

The Environmental Aspects and Impacts register is kept up to date quarterly and published quarterly.

The Group has adopted a proactive approach to maintaining and upgrading sites and office equipment. As part of this, regularly energy audits are conducted to identify and replace inefficient infrastructure and equipment.

More information on our approach to risk management can be seen in page 31, Principal Risks and Uncertainties.

b) MFG's processes for managing climate-related risks

MFG is committed to understanding and managing risks through an ongoing programme of investment. Its goal is to minimise energy consumption within the business, focusing on reducing scope 2 emissions, while expanding EV power sales using renewably electricity. This strategy ultimately aims to supplant liquid fuel sales, thus reducing scope 3 emissions which are not as yet fully reported (Scope 3 emissions reporting is currently limited to company cars only).

Governance Report (continued)

Task Force on Climate related Financial Disclosures ("TCFD") *(continued)*

Risk management *(continued)*

b) MFG's processes for managing climate-related risks *(continued)*

MFG have also committed more resources to managing its climate-related risks by establishing dedicated ESG roles within the business.

c) MFG's processes for identifying, assessing, and managing climate-related risks; integration into MFG's overall risk management

Climate-related risks are included on the Group's business risk register and reported to the board as part of an ongoing risk management process. The risk management process is undertaken by management and engages with all relevant staff and expertise employed within the business.

Metrics and targets

a) The metrics used by MFG to assess climate-related risks and opportunities and their connection with MFG's strategy and risk management process

Metrics that are being assessed in 2024:

- Scope 1 GHG emissions (tCO_2e)
- Scope 2 (location based) GHG emissions (tCO_2e)
- Scope 2 (market based) GHG emissions (tCO_2e)
- % electricity consumption procured on a renewable tariff (Kwh)
- Total number of 'live' EV charging units
- Total number of kWh sold
- Reliability of EV chargers

b) MFG's Scope 1, Scope 2, greenhouse gas (GHG) emissions (plus, in due course, trends in Scope 3 emissions – not yet reported),

Emissions data is included within the SECR which is provided in full on pages 59 to 62.

c) MFG's targets to manage climate-related risks and opportunities and performance against those targets

MFG's targets are reported annually in a Sustainability Report, which is available on the company website.

Sustainability Report

MFG publishes its Sustainability Report on its website each year which contains an overview of MFG's Sustainability activities over the year as well as insight into our Strategy, Targets and Sustainability Metrics. MFG conducted its first materiality assessment in 2021, in order to identify and prioritise the sustainability issues which had a material impact on both the business and MFG's stakeholders. The results of the materiality assessment informed MFG's 'Fuel the Future' strategy, and is at the core of Sustainability reporting. MFG also aligns its strategy to the UN Sustainable Development goals. Management are in the process of revisiting the materiality assessment.

Aligning with Sustainable Development Goals (SDGs)

Climate change and carbon reduction: ***Reduce our carbon footprint*** ***Supporting the transition to alternative energy resources by upgrading infrastructure***	7 AFFORDABLE AND CLEAN ENERGY	7.2 substantially increase the share of renewable energy
	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE	9.4 upgrade infrastructure and retrofit industries to make them sustainable
	13 CLIMATE ACTION	13.1 strengthen resilience and adaptive capacity to climate-related hazards
Developing our people and supporting our local communities: ***Equal opportunities and rewarding careers*** ***Protecting the quality of life enjoyed by communities in which we operate***	5 GENDER EQUALITY	5.5 ensure participation and equal opportunities at leadership level
	11 SUSTAINABLE CITIES AND COMMUNITIES	11.3 inclusive and sustainable urbanisation
Health and Safety: ***Protect our staff from harm*** *Highest standards to reduce risks associated with our business*	3 GOOD HEALTH AND WELL-BEING 8 DECENT WORK AND ECONOMIC GROWTH	3.9 substantially reduce the number of deaths and illnesses from pollution 8.8 protect labour rights and promote safe and secure working environments for all workers

Sustainability Report *(continued)*

Strategy

Our sustainability strategy is 'Fuel the Future' and it comprises three elements:

- Fuel a greener world – we make it easier for consumers to choose greener. We are a leading part of the UK mobility transition to a net-zero world
- Fuel a better world – we make local communities more resilient and adaptive through our community hubs
- Fuel a safer, more diverse world – we support the local community and embrace diversity and equality, providing a safe environment for all who visit

As the largest independent forecourt operator in the UK we have more than 1200 sites offering customers a growing dual-fuel strategy, a versatile valeting offer and a convenient retail and 'food to go' portfolio. The entire Portfolio must be managed with operational efficiency in mind to reduce both the cost of energy consumed and the impact of the associated Carbon emissions. We are focused on utilising internal energy management systems to better understand our Sustainability Data, identify efficiency opportunities and inform targeted interventions. MFG's Sustainability Data are reported annually in MFG's Sustainability report, published on the MFG website.

Sustainability Report *(continued)*

Streamlined Energy and Carbon Report (SECR)

UK energy use and associated greenhouse gas emissions

Current UK based annual energy usage and associated annual greenhouse gas ("GHG") emissions are reported pursuant to the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 ("the 2018 Regulations") that came into force 1st April 2019.

Organisational boundary

The energy use and associated GHG emissions are for those assets owned or controlled within the UK only as defined by the operational control boundary. Operational control means that the Company or one of its subsidiaries has the full authority to introduce and implement operating policies in the operation. Under the operational control approach, a company accounts for 100% of emissions that fall within the boundary.

The organisational boundary is reviewed on an annual basis to ensure that any new or discontinued operations are included or removed where necessary. A review of properties is completed to identify what, if any, new sites fall within the scope of the emissions reporting (e.g. site closures, divested entities, etc). The updated organisational and property records are then reconciled to determine the boundary for the reporting period. In line with our reporting methodology outlined in the 2024 Reporting Criteria document (which will be published on the MFG website in due course), we account for transformative acquisitions in the full reporting period following the acquisition, and as a result, the Morrisons PFS acquisition is not included in this current year's GHG data.

Reporting period

The annual reporting period is 1st January to 31st December each year and the energy and carbon emissions are aligned to this period.

Quantification and reporting methodology

The data was prepared with reference to the 2019 UK Government Environmental Reporting Guidelines and the GHG Protocol Corporate Accounting and Reporting Standard (revised edition). The 2024 UK Government GHG Conversion Factors for Company Reporting were used in emission calculations as these relate to the majority of the reporting period.

SECR requires the reporting of UK energy use and associated emissions, including as a minimum gas, purchased electricity and transport for company owned vehicles and employee owned and hire vehicles for business use. The Group have chosen to voluntarily report on other scope 1 emissions, which includes the use of diesel for generators.

Electricity, gas and diesel consumption were based on invoice records or estimated data where primary data was not available, while mileage was used to calculate energy and emissions from vehicles. Market-based emissions have been calculated, and for sites without renewable contracts, residual emission factors have been used. For more details, the 2024 Reporting Criteria document can be used as a reference. Energy usage of electric vehicle charge points by the public has been excluded from our consumption as it falls outside the organisational boundary.

Sustainability Report *(continued)*

Streamlined Energy and Carbon Report (SECR) *(continued)*

The emissions are divided into the direct combustion of fuels and the operation of facilities (scope 1), indirect emissions from purchased electricity and company owned electric vehicles (scope 2) and further indirect emissions that occur as a consequence of company activities but occur from sources not owned or controlled by the organisation (scope 3).

GHG emissions and energy use data for the period 1 January 2024 to 31 December 2024:

	2024	2023 (Restated)	2023
Total Scope 1 GHG emissions	**3,360**	3,321[1,3]	1,051
Total Scope 2 (location-based) GHG emissions tCO_2e	**22,636**	22,274[2]	22,275
Total Scope 2 (market-based) GHG emissions tCO_2e	**70**	179[2]	180
Scope 3 Category 6: Business travel (grey fleet only) tCO2e	329	422[3]	44
Total gross emissions (location-based) GHG emissions tCO_2e	**26,325**	26,017[1,2,3]	23,370
Total gross emissions (market-based) GHG emissions tCO_2e	**3,759**	3,922[1,2,3]	1,275
Energy use to calculate the above emissions MWh	**114,140**	112,156[1]	112,108

[1]Fugitive emissions have been reported for the first time this year. In line with our restatement policy, we have restated the prior year using this year as a proxy to estimate last year. This was not reported in the prior year as there was a lack of sufficient primary data available, and we have worked with our supplier to collect this data for the first time this year. This has resulted in a restatement of 2,542 tCO2e.

[2]We identified a small number of adjustments to the prior year due to improvements in the availability of activity data throughout the year. These result in a 1 tCO_2e decrease in Scope 2 (location based), and a 1 tCO_2e decrease in Scope 2 (market based).

[3]We identified an error in the prior year in relation to the classification of emissions relating to company cars between Scope 1 (company owned or leased) and Scope 3 (employee owned or operated). The total emissions related to company cars for 2023 has not changed however this has resulted in a reallocation of Scope 1 emissions to Scope 3 emissions. This has been restated and resulted in a decrease in Scope 1 of 280 tCO_2e and increase of 378 tCO_2e in Scope 3.

Sustainability Report *(continued)*

Streamlined Energy and Carbon Report (SECR) *(continued)*

Intensity ratio

The intensity ratio is total gross emissions in metric tonnes CO_2e (mandatory emissions) per million litres of fuel sold. This metric is considered the most relevant to the Group's energy consuming activities and provides a good comparison of performance over time.

Intensity ratios	2024	2023 (Restated)	2023
Tonnes of CO_2e per million litres of fuel sold (location-based)	**7.28**	7.32[4]	6.58
Tonnes of CO2e per million litres of fuel sold (market-based)	**1.04**	1.10[4]	0.36

[4]2023 emissions and intensity rations have been restated due to increased data availability. Fugitive emissions have been reported in 2024 for the first time and used to estimate emissions in 2023 to ensure completeness and like for like comparisons.

Emissions analysis

This year's total gross scope 1, scope 2 and scope 3 (grey fleet) emissions have increased by 1% for location-based emissions and decreased by 2% for market-based emissions compared to last year. These changes result in a decrease in emissions (tCO2e) per million litres of fuel sold of 1% and 4% for location- and market-based emissions respectively (including gross emissions of scope 1, 2 and scope 3 business travel).

The use of natural gas and diesel has reduced this year, resulting in a lowering of 66 tCO2e. The changes in market-based emissions are sensitive to the contractual agreements for the energy purchased. We have transferred additional contractual agreements within our portfolio over to Renewable Energy Guarantee of Origin (REGO) certified contracts as compared to 2023, which has contributed to a reduction in total gross market-based emissions.

Sustainability Report *(continued)*

Streamlined Energy and Carbon Report (SECR) *(continued)*

Energy efficiency action during current financial year

During the reporting year, MFG continued its program of installing electric vehicle (EV) charge points. At the year end the Group now has 216 sites with EV charging facilities, up from 124 last year.

Further energy efficiency actions carried out this year include:

- An ongoing scheme to upgrade refrigeration control systems. This has involved the installation of new Danfoss control systems at a further 63 sites, upgrades at 50 sites and RDM control systems at 21 sites.
- Fridge doors have been installed at a further 72 sites this year, improving thermal performance.
- Solar PV generation systems have been installed at a further 25 sites, with new remote monitoring at 7 locations and a further 5 gained through acquisition.
- Inverter driven external condensers have been upgraded at 6 sites, improving electrical efficiency.
- Energy efficient LED lighting has been upgraded at 98 sites. Schemes vary from full replacement of external lighting including full canopy down to replacement rear of house lighting with PIR sensors.

Directors' Report

The directors present their report and audited consolidated financial statements of CD&R Firefly 4 Limited (**the 'Company'**) and its subsidiaries, (together, **the 'Group'**) for the year to 31 December 2024.

CD&R Firefly 4 Limited is a private company limited by shares, incorporated and domiciled in the United Kingdom. The registered office is Cleveland House, 33 King Street, London, SW1Y 6RJ. The immediate parent undertaking is CD&R Firefly Holdco Limited, incorporated in the United Kingdom. The financial statements are consolidated within the financial statements of CD&R Firefly Holdings Sàrl, registered in Luxembourg. The ultimate controlling party is Clayton Dubilier and Rice LLC, which is incorporated in the United States.

CD&R Firefly Holdings Sàrl maintains Directors' liability insurance which gives appropriate cover for any legal action brought against Directors of any of its group companies. The Group has also provided an indemnity for its Directors, which is a qualifying third-party indemnity provision for the purposes of section 234 of the Companies Act 2006. This was in place throughout the year and up to the date of approval of the financial statements.

Certain information required to be contained in this Directors' Report may be found in the accompanying Strategic Report and Governance Report. Results for the year, financial risk management and future developments of the Group and the Company can be found in the Strategic Report on pages 4 to 37.

Dividends

A dividend of £3,255,064 was paid in the year (2023: £23,363,043) (note 29).

Charitable and political donations

The Group made charitable donations of £70,000 (2023: £32,000) and no political donations in the year (2023 - £nil).

Directors

The following persons served as directors during the year and, except where noted below, up to the date of this report:

- Gregory Laï
- Marco Herbst (resigned 31 October 2024)
- Diana Moraru (appointed 30 October 2024)

Gregory Laï, Marco Herbst and Diana Moraru are employees and representatives of CD&R who supervise its investment in the Group on CD&R's behalf.

Directors' Report *(continued)*

Key management personnel

The following individuals were the key management personnel of the Group during the year:

- William Bannister — Chief Executive Officer
- Jeremy Clarke — Chief Operating Officer
- Simon Lane — Chief Financial Officer
- Adam Wadlow — Chief Investment Officer

Employees

The Group is committed to ensuring that employment is based on equal opportunity for all employees irrespective of irrespective of all protected characteristics. The Group seeks to 'promote from within' to provide staff development opportunity and will seek to offer new roles internally where possible.

The Group seeks to ensure that disabled people, whether applying for a vacancy or already in employment, receive equal opportunities in respect of those vacancies that they are able to fill and are not discriminated against on the grounds of their disability. The Group's offices provide inclusive access for disabled staff, and its service stations are assessed to ensure inclusive access for all its customers. If members of staff become incapacitated or disabled the Group continues employment where possible and undertakes to facilitate continuing employment. It is the policy of the Group that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Further information on the engagement of employees can be found in the Governance report.

Gender information

The Group recognises the value of a diverse workforce and looks to offer opportunities to everyone. The Group has a culture that embraces diversity and fosters inclusion. Diversity is seen as a strength and the Group works hard to ensure a fair and inclusive environment for all, where the unique insights, perspectives and backgrounds of individuals are valued. Having these values as an integral part of our operations gives the Group a better understanding of the needs of the varied customers across the different local communities served and means the Group can benefit from a wider talent pool. The Group provides equal opportunity in franchisee selection and in recruitment, career development and reward of all employees.

Directors' Report *(continued)*

Gender information *(continued)*

Gender diversity within the Group as at 31 December 2024 is outlined below:

Level	Male	Male %	Female	Female %	**Total**
Board directors	1	50.0%	1	50.0%	**2**
Senior managers	23	85.2%	4	14.8%	**27**
Other employees	585	51.0%	561	49.0%	**1,146**
Total	**609**	**51.8%**	**566**	**48.2%**	**1,175**

The Group is committed to gender equality and publishes its Gender Pay Gap information on the MFG website each year.

For statements on corporate governance, employee and supplier engagement please refer to the Governance report on pages 38 to 56.

Post balance sheet events are disclosed in note 34.

In the case of each of the persons who are directors at the time when the report is approved, the following applies:

(a) as far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

(b) the director has taken all of the steps that he/she ought to have taken as a director in order to make him/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Approved by the Board and signed on its behalf by

Signed by:
Diana Moraru
511473E4B39141F...

Diana Moraru (Director)

29 April 2025

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the CD&R Firefly Holdco Limited Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with UK-adopted international accounting standards and the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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 group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's and company's auditors are unaware; and

- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's and company's auditors are aware of that information.

Approved by the Board of Directors and signed on its behalf by

Signed by:
Diana Moraru
511473E4B39141F...

Diana Moraru (Director) 29 April 2025

Independent auditors' report to the members of CD&R Firefly Holdco Limited

Report on the audit of the financial statements

Opinion

In our opinion:

- CD&R Firefly Holdco Limited's group financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2024 and of the group's profit and the group's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with the provisions of the Companies Act 2006;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the consolidated and company statements of financial position as at 31 December 2024; the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of cash flows, the consolidated statement of changes in equity, and the company statement of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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 the 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.

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.

Independent auditors' report to the members of CD&R Firefly Holdco Limited *(continued)*

Conclusions relating to going concern *(continued)*

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent auditors' report to the members of CD&R Firefly Holdco Limited *(continued)*

Responsibilities for the financial statements and the audit *(continued)*

Responsibilities of the directors for the financial statements *(continued)*

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

Auditors' 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 auditors' 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.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to petroleum licenses and environmental protection, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as UK corporation tax legislation and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate accounting entries to manipulate financial results and the potential for management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Enquiring with management and those charged with governance, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud
- Auditing the risk of management override of controls, through testing journal entries and other adjustments for appropriateness, performing unpredictable audit procedures and assessment of significant estimates for bias
- Reviewing minutes from meetings of the Board of Directors
- Reviewing of corporation tax workings and discussing with management any known or suspected instances of non-compliance with tax regulations
- Reviewing financial statement disclosures and testing to supporting documentation

Independent auditors' report to the members of CD&R Firefly Holdco Limited *(continued)*

Responsibilities for the financial statements and the audit *(continued)*

Auditors' responsibilities for the audit of the financial statements *(continued)*

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Andy Grimbly

Andy Grimbly (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Watford
29 April 2024

Consolidated Income Statement

for the year ended 31 December 2024

	Note	**Group 2024 £m**	Group 2023 £m
Continuing operations			
Revenue	5	**7,034.3**	5,121.4
Cost of sales		**(6,255.6)**	(4,525.4)
Gross profit		**778.7**	596.0
Operating expenses		**(341.0)**	(296.6)
(Loss) / profit on disposal of property, plant and equipment	8	**(1.0)**	74.8
Operating profit	6	**436.7**	374.2
Finance income	10.1	**64.4**	27.4
Finance expense	10.2	**(398.2)**	(256.8)
Profit before income tax		**102.9**	144.8
Income tax expense	11	**(39.1)**	(50.6)
Profit for the year, attributable to equity owners of Parent		**63.8**	94.2

In accordance with the exemption under s408 of the Companies Act 2006, no Company-only Income Statement is shown (see Note 12).

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2024

	Note	**Group 2024 £m**	Group 2023 £m
Profit for the year		**63.8**	94.2
Other comprehensive income for the year:			
- **Items that may be reclassified subsequently to profit or loss:**			
- Deferred tax movement on potential chargeable gains	11.3	**0.6**	3.9
Total other comprehensive income for the year		**0.6**	3.9
Total comprehensive income for the year, attributable to equity owners of Parent		**64.4**	98.1

In accordance with s408 of the Companies Act 2006, no Company-only Statement of Comprehensive Income is shown (see Note 12).

Consolidated and Company Statements of Financial Position *as at 31 December 2024*

	Note	**Group 2024 £m**	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
Assets					
Non-current assets					
Intangible assets	14	**3,109.8**	496.5	**-**	-
Property, plant and equipment	13	**2,696.8**	1,788.8	**-**	-
Right-of-use asset	13	**259.3**	68.8	**-**	-
Investments	16	**-**	-	**847.1**	295.8
Total non-current assets		**6,065.9**	2,354.1	**847.1**	295.8
Current assets					
Inventories	17	**94.0**	59.6	**-**	-
Trade and other receivables	18	**155.9**	87.3	**572.7**	62.2
Assets held for sale	13	**-**	0.4	**-**	-
Cash and cash equivalents	19	**162.6**	163.7	**-**	-
Total current assets		**412.5**	311.0	**572.7**	62.2
Total assets		**6,478.4**	2,665.1	**1,419.8**	358.0
Liabilities					
Trade and other payables	20	**(1,744.7)**	(427.9)	**(572.7)**	(62.2)
Lease liability	13	**(16.9)**	(8.8)	**-**	-
Borrowings	24	**(107.2)**	-	**-**	-
Accruals	21	**(96.0)**	(69.2)	**-**	-
Total current liabilities		**(1,964.8)**	(505.9)	**(572.7)**	(62.2)
Net current liabilities		**(1,552.3)**	(194.9)	**-**	-
Non-current liabilities					
Provisions	22	**(13.0)**	(10.3)	**-**	-
Deferred tax	23	**(384.8)**	(218.2)	**-**	-
Lease liability	13	**(115.7)**	(66.8)	**-**	-
Borrowings	24	**(3,253.9)**	(1,764.1)	**(3.4)**	(3.0)
Derivatives	25.5	**(51.5)**	(26.4)	**-**	-
Total non-current liabilities		**(3,818.9)**	(2,085.8)	**(3.4)**	(3.0)
Total liabilities		**(5,783.7)**	(2,591.7)	**(576.1)**	(65.2)
Net assets		**694.7**	73.4	**843.7**	292.8
Equity					
Share capital	26	**8.5**	3.0	**8.5**	3.0
Share premium	27	**637.5**	91.8	**637.5**	91.8
Retained earnings/ (accumulated losses)		**48.7**	(21.4)	**197.7**	198.0
Equity attributable to equity owners of parent	29	**694.7**	73.4	**843.7**	292.8

The Company reported a profit for the financial year ended 31 December 2024 of £3.0m (2023: £23.1m). The financial statements on pages 71 to 130 have been approved by the Board of Directors and authorised for issue on 29 April 2025, and are signed on its behalf by

Signed by:
Diana Moraru
511473E4B39141F...
Diana Moraru (Director)

Company number: 09548683

Consolidated Statement of Changes in Equity

	Group			
	Share capital	Share premium	(Accumulated losses) / retained earnings	**Equity attributable to equity owners of Parent**
	£m	£m	£m	**£m**
As at 1 January 2023	3.0	91.8	(98.1)	**(3.3)**
Profit for the year	-	-	94.2	**94.2**
Other comprehensive income	-	-	3.9	**3.9**
Total comprehensive income for the year	-	-	98.1	**98.1**
Dividend paid (Note 29)	-	-	(23.4)	**(23.4)**
Share based payments	-	-	2.0	**2.0**
As at 31 December 2023	3.0	91.8	(21.4)	**73.4**
Profit for the year	-	-	63.8	**63.8**
Other comprehensive income	-	-	0.6	**0.6**
Total comprehensive income for the year	-	-	64.4	**64.4**
Increase in share capital (Note 26)	5.5	545.7	-	**551.2**
Dividend paid (Note 29)	-	-	(3.3)	**(3.3)**
Share based payments	-	-	9.0	**9.0**
As at 31 December 2024	**8.5**	**637.5**	**48.7**	**694.7**

Company Statement of Changes in Equity

	Company			
	Share capital	Share premium	Retained earnings	**Equity attributable to equity owners of Parent**
	£m	£m	£m	**£m**
As at 1 January 2023	3.0	91.8	198.3	293.1
Profit for the year	-	-	23.1	**23.1**
Total comprehensive income for the year	-	-	23.1	**23.1**
Dividend paid (Note 29)	-	-	(23.4)	**(23.4)**
As at 31 December 2023	**3.0**	**91.8**	**198.0**	**292.8**
Profit for the year	-	-	3.0	**3.0**
Total comprehensive income for the year	-	-	3.0	**3.0**
Increase in share capital (Note 26)	5.5	545.7	-	**551.2**
Dividend paid (Note 29)	-	-	(3.3)	**(3.3)**
As at 31 December 2024	**8.5**	**637.5**	**197.7**	**843.7**

Consolidated Statement of Cash Flows

for the year ended 31 December 2024

	Note	Group 2024 £m	Group 2023 £m
Net cash flows from operating activities			
Profit before income tax		**102.9**	144.8
Non-cash adjustments			
Depreciation on property, plant and equipment	13	**66.1**	48.6
Depreciation on right-of-use asset	13	**10.4**	6.9
Amortisation on intangible assets	14	**2.4**	1.2
Impairment of assets	13	**-**	0.7
Share based payments	9	**9.0**	2.0
Loss / (profit) on disposal of property, plant and equipment	8	**1.0**	(74.8)
Net finance costs	10	**333.8**	229.4
Working capital adjustments			
Decrease / (increase) in inventories		**10.0**	(0.8)
(Increase)/Decrease in trade and other receivables		**(13.9)**	12.7
Decrease in trade and other payables		**(106.5)**	(28.2)
Cash generated from operating activities		**415.2**	342.5
Interest paid		**(261.2)**	(166.1)
Income tax paid		**(18.9)**	(12.0)
Net cash generated from operating activities		**135.1**	164.4
Cash flows from investing activities			
Purchase of property, plant and equipment	13	**(154.2)**	(221.6)
Purchase of intangibles	14	**(0.3)**	(0.2)
Disposal of property, plant and equipment		**2.1**	244.2
Bank interest received and FX on Euro account		**2.1**	2.9
Parent company cash injection		**497.6**	-
Acquisition of subsidiaries, net of cash received		**(2,079.9)**	(9.6)
Net cash (used in) / generated from investing activities		**(1,732.6)**	15.7
Cash flows from financing activities			
Proceeds from borrowings		**1,858.8**	73.4
Proceeds from ordinary shares		**1.3**	-
Repayment of borrowings	24	**(228.8)**	(334.9)
Principal elements of lease payments	13	**(14.2)**	(9.1)
Receipts on maturity of derivatives		**90.0**	15.2
Payments on derivatives		**(107.4)**	(24.2)
Dividends paid		**(3.3)**	(23.4)
Net cash generated from / (used in) financing activities		**1,596.4**	(303.0)
Net decrease in cash and cash equivalents		**(1.1)**	(122.9)
Cash and cash equivalents brought forward		**163.7**	286.6
Cash and cash equivalents carried forward	19	**162.6**	163.7

The Company has taken advantage of the exemption in IAS1 ‘Presentation of financial statements’, section 10(d) and IAS 7 ‘Statement of Cash Flows’ not to show the Company’s statement of cash flows.

Notes to the financial statements

1 General information

CD&R Firefly Holdco Limited (**the** '**Company'**) is a private company limited by shares incorporated, registered and domiciled in the United Kingdom. The Company's registered office is Cleveland House, 33 King Street, London, SW1Y 6RJ.

The principal activity of the Company is to act as an intermediate holding company to a group of companies (**the Group**). The principal activity of the Group is fuel and electricity forecourt retailing.

2 Summary of material accounting policies

The principal accounting policies have been applied consistently in the preparation of these consolidated financial statements and are set out below:

2.1 Basis of preparation

Group

The consolidated financial statements of the Group have been prepared in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The consolidated financial statements have been prepared under the historical cost convention, modified by revaluation of derivatives, financial assets and financial liabilities held at fair value through profit and loss, and are presented in pounds sterling (£). Amounts are generally expressed in millions (£m), with rounding accordingly.

The principal accounting policies have been applied consistently in both the current and prior year.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the group accounting policies. The areas requiring a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the company and consolidated financial statements are disclosed in Note 4.

Company

The separate Company financial statements are presented as required by the Companies Act 2006 and have been prepared on the historical cost basis, and in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework".

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.1 Basis of preparation (continued)

Financial reporting standard 101 – reduced disclosure exemptions:

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- The requirements of IFRS 7 – Financial Instruments – Disclosures;
- Paragraphs 91 to 99 of IFRS 13 *Fair Value Measurement* (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- The following paragraphs of IAS 1, *Presentation of financial statements*
  - 10(d) (statement of cash flows)
  - 111 (cash flow statement information), and
  - 134-136 (capital management disclosures)
- IAS 7, *Statement of cash flows*
- Paragraph 17 of IAS 24, *Related party disclosures* (key management compensation)
- The requirements in IAS 24, *Related party disclosures* to disclose related party transactions entered into between two or more members of a group
- Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).

2.2 Going concern

The Directors have a reasonable expectation that the Group and Company have adequate financial resources in place to continue trading for at least the next eighteen months from the date of approval of these consolidated financial statements having regard to the current business plan and forecast trading over the coming year, as approved by the current Board of Directors, including severe but plausible sensitised downside cash flow forecasts.

The Group continues to be cash generative and has undrawn debt facilities available at the year end providing total liquidity at 31 December 2024 of £734.3m (2023: £428.5m). The Group has headroom against its financial covenants at the year end, the leverage ratio was 5.33x against the senior net debt to Management EBITDA covenant maximum of 8.25x (2023: 4.60x against the covenant maximum of 8.25x). This test is only triggered if more than 40% of the senior revolving credit facility is drawn on a quarterly basis, and the group is expected to comply with all existing debt covenants throughout the going concern review period.

The directors have also assessed and given due regard as to whether there are any significant events or conditions identified beyond the minimum going concern period that may cast doubt on the use of the going concern basis.

Accordingly the Directors have prepared the financial statements on a going concern basis.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all investees that it controls (‘**Subsidiaries’**), made up to the accounting reference date each year. Control is achieved when the Company has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. Consolidation of a Subsidiary begins when the Company obtains control over an investee and ceases when the Company loses control of that Subsidiary. Specifically, the results of Subsidiaries acquired or disposed of during the year are included in the consolidated Statement of Comprehensive Income from the date the Company gains control until the date when the Company loses control.

Where control changes during an accounting period, revenue and costs of the trading Subsidiaries acquired have been allocated to pre and post-acquisition periods.

Where necessary, adjustments are made to the financial statements of Subsidiaries to bring the accounting policies used into line with the Group’s accounting policies.

All intragroup assets, and liabilities, investment and equity, income expenses and dividends, together with cash flows relating to such transactions, are eliminated on consolidation.

2.4 Investments

In the Company’s financial statements, investments in Subsidiaries are stated at cost, provision being made where appropriate to recognise a permanent diminution in value.

2.5 Business combinations

Acquisitions of subsidiaries and other businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of (a) the acquisition-date fair values of assets transferred, (b) liabilities incurred to the former owners of the acquiree, and (c) the equity interest issued by the Group in exchange for control of the acquiree. The consideration transferred includes the fair value of any liability resulting from a contingent consideration arrangement.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.5 Business combinations (continued)

The identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- assets or liabilities related to deferred tax or to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively; and
- assets or disposal groups that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of any previously held equity interest, over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. The allocation of goodwill is at a cash generating unit level.

If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of (a) the consideration transferred, (b) the amount of any non-controlling interests in the acquiree and (c) the fair value of any previously held interest in the acquiree, the excess is recognised immediately in the consolidated Statement of Comprehensive Income as a bargain purchase gain.

Goodwill is tested for impairment on an annual basis. An impairment test is a comparison of the carrying value of assets to their recoverable amount. Where an asset's carrying value is higher than the recoverable amount, an impairment results. Any amortisation and impairment charges are included in operating expenses in the Statement of Comprehensive Income.

When testing the continuing carrying value attributed to goodwill, the directors believe that is appropriate to consider the Group as one cash generating unit (CGU) as fuel and other supply contract, which inherently impact results at all sites, are not negotiated on a site by site basis.

2.6 Currencies

Items included in these consolidated financial statements are measured using the currency of the primary economic environment in which the Group operates (**the functional currency**) which is UK sterling (**£**). They are presented in UK sterling, as described in Note 2.1 (**the presentational currency**).

2.7 Intangible assets

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

- Acquired brands (including trade marks): 20 years
- Acquired Dealer relationships: 20 years
- Software: 5-10 years

See Notes 2.9 and 14 for the Group policy and accounting treatment with respect to impairment.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.7 Intangible assets (continued)

The Brand licence agreement acquired as part of the Morrisons PFS network acquisition is not being amortised due to the agreement having an indefinite useful economic life.

Acquired intangibles comprise brands and customer relationships purchased as part of acquisitions of businesses and are capitalised and amortised over their useful economic lives on a straight-line basis. In these consolidated financial statements the brand refers to the Murco brand and the customer relationships mainly refer to the dealership contracts.

In 2024 MFG signed a brand licence agreement with Morrisons as part of the PFS network acquisition. This agreement is presented as an intangible asset but is not amortised.

Intangible assets are stated at cost less, where appropriate, accumulated amortisation and provision for impairment in value or estimated loss on disposal. In respect of customer relationships, the value attributed is based on the future economic benefit that is expected to be derived from them, calculated as the present value of future cash flows after a deduction for contributory assets.

The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. The amortisation is charged to operating expenses in the consolidated Statement of Comprehensive Income.

2.8 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Such assets acquired in a business combination are initially recognised at their fair value at acquisition date.

Depreciation is charged to write off the costs of assets over their estimated useful lives, starting from the month they are first used, as follows:

- Freehold land: not depreciated
- Freehold buildings: straight-line over 50 years
- Leasehold buildings: straight-line over the term of the lease
- Leasehold land: not depreciated
- Plant and machinery: straight-line over 3 to 10 years
- Fixtures and Fittings: straight-line over 3 to 10 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Comprehensive Income.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included within the statement of comprehensive income when the asset is derecognised.

Development assets are included within assets under construction until completion, at which point they are transferred into the relevant category and depreciation commences. Assets under construction are not depreciated.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.9 Impairment of non-current assets

At each reporting date, the directors review the carrying amounts of all non-current assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where the asset does not generate cash flows that are independent from other assets, the directors estimate the recoverable amount of the cash-generating unit to which the asset belongs. Recoverable amount is the higher of fair value less costs to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

2.10 Inventories

Inventories are mainly comprised of fuel. Inventories are reported at the lower of cost (purchase price and/or production cost) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and applicable variable selling expenses.

The cost of inventory is calculated using a First in First out method (FIFO) for each litre of fuel, with cost including direct materials and, where applicable, an attributable portion of variable and overhead expenses that have been incurred in bringing the inventories to their present location and condition. Adjustments are made for any inventories where net realisable value is lower than cost, or which are considered obsolete. Any inventories which the directors consider are not saleable are written off in the Statement of Comprehensive Income.

Notes to the financial statements *(continued)*

2 Summary of significant accounting policies *(continued)*

2.11 Revenue and income recognition

Revenue for the Group primarily comprises the retail sale of fuel and electricity through forecourts. Other sources of revenue include fuel sales through the dealership network, bunkering income, rebates, commission relating to sales by the forecourt shop operators, ATM income, rental income and facility income.

Revenue is recognised on the basis of the 5-step model under IFRS 15, which sets out the rules for revenue from contracts with customers based on the satisfaction of performance obligations. Management has undertaken a detailed assessment of all revenue streams using the 5-step approach specified by IFRS 15: -

1. Identify the contract(s) with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price through contracted agreed price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when (or as) a performance obligation is satisfied

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any transaction prices for the time value of money.

Having assessed the Group's revenue arrangements against specific criteria, the directors have concluded that it is acting as a principal rather than agent in its revenue arrangements to date, except in the case of commission.

Revenue is measured at the fair value of the consideration received or receivable.

Fuel and electricity

Revenue represents amounts receivable for fuel and electricity supplied, stated net of discounts and value added tax. The Group recognises revenue at the point of sale.

Rebates

Revenue includes rebates, also known as over-riders, relating to sales by third parties to the forecourt shop operators. Over-riders and rebates are accrued monthly and invoiced on a quarterly basis in arrears.

Other

Other income is calculated either on a commission basis, recognised at the point of sale, or monthly fixed fee, recognised in the accounting period to which it relates.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.12 Cost of sales

Cost of sales consists of the purchase cost of fuel and electricity sold and other expenses that are directly related to sales. It is stated net of VAT and discounts relating to those purchases. The cost of inventory is calculated using FIFO for each litre of fuel, with cost including direct materials and, where applicable, an attributable portion of variable and overhead expenses that have been incurred in bringing the inventories to their present location and condition. Cost of sales is recognised at the point of sale.

2.13 Current and deferred tax

The income tax charge or credit represents the sum of the tax currently payable or recoverable and the movement in deferred tax assets and liabilities for the year.

a) Current tax

Current tax is based on taxable income for the year and any adjustment to tax from previous periods. Taxable income differs from net income in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods or that are never taxable or deductible. The calculation uses the latest tax rates for the year that have been enacted by the reporting date.

b) Deferred tax

Deferred tax is calculated at the latest tax rates that have been substantively enacted by the reporting date that are expected to apply when settled. It is charged or credited in the Statement of Comprehensive Income, except when it relates to items credited or charged directly to equity, in which case it is also dealt with in equity.

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in these consolidated financial statements and the corresponding tax bases used in the computation of taxable income, and is accounted for using the liability method. It is not discounted.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable income will be available against which the asset can be utilised. Such assets are reduced to the extent that it is no longer probable that the asset can be utilised.

Deferred tax assets and liabilities are offset when there is an enforceable right to offset current tax assets and liabilities and when the deferred tax assets and liabilities relate to the same taxation authority on either the same taxable entity or different taxable entities settling on a net basis.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.14 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date of which the leased asset is available for use by the group.

Assets and liabilities arising from a lease are initially measured on a present value basis. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

The right-of-use asset is depreciated on a straight-line basis over the period of the lease.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The principal will amortise the lease liability over the lease term.

2.15 Payroll expense and related contributions

Wages, salaries, payroll tax, bonuses, and employee benefits are accrued in the year in which the associated services are rendered.

2.16 Pension costs and other employee benefits

The Group operates two defined contribution pension schemes and a private medical scheme. The charge represents the amounts payable by the Group to the schemes in respect of the year.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Notes to the financial statements *(continued)*

2 Summary of material accounting policies *(continued)*

2.17 Provisions

Provisions for environmental restoration, restructuring costs, onerous leases and legal claims are recognised where: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

2.18 Accruals

Accruals represents expenses in the period in which they are incurred.

2.19 Accounting developments

New and amended standards adopted by the company

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2024:

- Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants – Amendments to IAS 1
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7

As a result of the adoption of the amendments to IAS 7 and IFRS 7, the Group has provided new disclosures for liabilities under supplier finance arrangements as well as the associated cash flows in note 21. The amendments listed above did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New standards and interpretations not yet adopted

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the Group. The Group’s assessment of the impact of these new standards and amendments is set out below:

(a) Amendments to IAS 21 -- Lack of Exchangeability (effective for annual periods beginning on or after 1 January 2025)

In August 2023, the IASB amended IAS 21 to help entities to determine whether a currency is exchangeable into another currency, and which spot exchange rate to use when it is not. The Group does not expect these amendments to have a material impact on its operations or financial statements.

2 Summary of significant accounting policies *(continued)*

2.19 Accounting developments (continued)

New standards and interpretations not yet adopted (continued)

(b) Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for annual periods beginning on or after 1 January 2026)
On 30 May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

(c) IFRS 19 *Subsidiaries without Public Accountability: Disclosures* (effective for annual periods beginning on or after 1 January 2027)
Issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. The Group does not expect this standard to have a material impact on its operations or financial statements.

(d) IFRS 18 *Presentation and Disclosure in Financial Statements* (effective for annual periods beginning on or after 1 January 2027)
IFRS 18 will replace IAS 1 *Presentation of financial statements*, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the company's financial statements. The Group does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be new disclosures required and some changes in the presentation of certain items in the cash flow statement.

The Group expects to apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

2 Summary of significant accounting policies *(continued)*

2.20 Share-based payments

MFG operates an equity-settled share-based payments plan. A valuation exercise was performed for the plan, using the commonly accepted Option Pricing Method. This methodology employs the Black Scholes Option Pricing Model. Critical inputs for this model include volatility assumptions and expected term to exit event.

2.21 Dividends

Dividends receivable are recognised when declared.

Dividends payable are recognised as a liability in the period in which the distribution is approved.

Notes to the financial statements *(continued)*

3 Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

3.1 Trade and other receivables

Trade and other receivables are initially held at fair value through profit or loss and then subsequently measured at amortised cost. Appropriate provisions for estimated irrecoverable amounts are recognised in the Statement of Comprehensive Income when there is objective evidence that the assets are impaired. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

3.2 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, cash in transit, demand deposits, credit card receivables and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3.3 Trade and other payables

Trade and other payables are initially held at fair value through profit or loss and then subsequently measured at amortised cost.

3.4 Borrowings

Borrowings are initially recorded at fair value net of transaction costs, including facility fees incurred, and subsequently measured at amortised cost using the effective interest method. Where a loan is obtained at interest rates different from market rates, the loan is remeasured at origination to its fair value, which is calculated as future interest payments and principal repayments discounted at market interest rates for similar loans. Subsequently, the carrying amount of the borrowings is adjusted for amortisation of the origination gain or loss, and the amortisation is recorded as finance income cost using the effective interest yield method on the asset/liability.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Management utilises qualitative assessment to assess the criteria for extinguishment or modification of loans.

Notes to the financial statements *(continued)*

3 Financial instruments *(continued)*

3.5 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity, as a deduction from the proceeds.

3.6 Classification as debt or equity

Debt and equity instruments issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.7 Hedges and other derivative financial instruments

The Group uses foreign exchange forward contracts to hedge against the movement of the euro denominated bank loan, and an interest rate cap to reduce the interest rate risk on a portion of the Group's debt. Such instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured using mark to market on a monthly basis. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

3.7 Hedges and other derivative financial instruments (continued)

All derivatives held are categorized within level 2 of the fair value hierarchy (Note 3.9) as they are measured using readily available information in public markets.

Hedge accounting has not been used.

3.8 Fair value estimation - receivables and payables

The carrying values of trade receivables and payables are assumed to approximate their fair values because the short-term nature of such assets renders the impact of discounting to be negligible.

3.9 Fair value estimation - financial liabilities and derivatives

A fair value hierarchy is used with three levels of inputs. Specific valuation techniques are:

- Level 1 (listed equity investments classified as available-for-sale financial assets, investees and financial assets designated at fair value through profit or loss). Fair value is based on quoted market prices at the reporting date. A market is active if quoted prices are readily available from an exchange, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regular market transactions on an arm's length basis.
- Level 2 (financial instruments not traded in an active market but where all significant inputs are based on observable market data). Fair value is determined by valuation techniques that maximize the use of observable market data and rely as little as possible on entity-specific estimates.
- Level 3 (If significant inputs are not based on observable market data). Fair value is based upon discounted cash flow forecasts.

4 Critical accounting estimates and judgements

Details of material accounting judgements and critical accounting estimates are set out in these Company and consolidated financial statements.

Accounting judgements

4.1 Segments

All revenue and profits arise from one business stream, being fuel and electricity forecourt retailing, which includes associated commission, over-riders, rent from site operators and other ancillary forecourt related income, this is all derived from the same forecourt hub; consequently the Group does not prepare a segmental analysis. Substantially all assets and liabilities are located in the country of domicile, being the UK, and all activity occurs there and in the Channel Islands. All segmental income arises from the same assets, being the fuel stations and hence no segmental analysis of net assets arises. The Board review this as one business stream and forecast on that basis.

4.2 *Lease term*

In determining each lease term, management considers that the Group is reasonably likely to exercise an extension option, and reasonably likely to not exercise a termination option.

Management considers that each lessor is reasonably likely to exercise a termination option.

4.3 Impairment of assets

The impairment review process involves the directors making judgements about, inter alia, estimated future cash flows and, where appropriate, the discount rate to be applied to those cash flows. This is done as at each reporting date as set out in Note 2.9.

4.4 Recoverability of investments

The Directors consider that the investments in Group undertakings are fully recoverable on the basis of the strong operating performance of the trading entities.

4.5 Cash generating units (CGUs)

The Directors consider that the Group is one CGU as fuel and other contracts are not negotiated on a site by site basis. Additionally, the Directors forecast and monitor the business on this basis.

4.6 Supplier finance arrangements

Management has determined that the liabilities with respect to the Supplier finance arrangements are trade payables as they represent a liability to pay for goods or services, are invoiced formally from the supplier and are a part of the working capital used in the entity's normal operating cycle. These amounts are included within trade payables.

Notes to the financial statements *(continued)*

4 Critical accounting estimates and judgements *(continued)*

4.7 Land and buildings

Upon the acquisition of sites, Management determines the value of land and buildings based on a 65% / 35% split, being an internally agreed approximation of land value splits of petrol station forecourts across the country.

5 Revenue

Revenue is earned from the following streams, all operated from the same forecourt hubs:

	Group 2024 £m	Group 2023 £m
Fuel sales including bunkering	**6,742.1**	4,878.7
Retail sales and facility fees	**211.5**	183.2
EV Power	**29.3**	18.3
Forecourt revenue	**34.6**	25.0
Other	**16.8**	16.2
	7,034.3	5,121.4

All turnover arose within the United Kingdom and Channel Islands.

Notes to the financial statements *(continued)*

6 Operating Profit

Operating profit is stated after charging / (crediting) items as follows:

	Group 2024 £m	Group 2023 £m
Inventory recognised as an expense through cost of sales	**6,255.6**	4,525.4
Remuneration – Note 9	**54.0**	106.3
Establishment and general:		
-Legal and professional fees	**74.4**	30.9
-Commissions	**18.6**	13.4
-Loss / (profit) on disposal of property, plant and equipment – Note 8	**1.0**	(74.8)
-Auditors' remuneration – Note 7	**0.7**	0.6
-Short term lease costs – Note 13	**0.4**	0.5
-Depreciation of right-of-use assets – Note 13	**10.4**	6.9
-Depreciation of owned property, plant and equipment – Note 13	**66.1**	48.6
-Impairment of owned property, plant and equipment – Note 13	**-**	0.7
-Amortisation and impairment of intangible assets – Note 14	**2.4**	1.2

Other operating expenses comprise site operating costs, including business rates, utilities, repairs and maintenance, and head office costs.

7 Auditors' remuneration

	Group 2024 £m	Group 2023 £m
The Group obtained the following services from the auditors and their associates:		
Current year audit of the MFG Group	**0.7**	0.5
Other audit-related assurance services	**-**	0.1
Total auditors' remuneration	**0.7**	0.6

The auditors' remuneration for the Company has been borne by Motor Fuel Limited. The audit fee was agreed at a Group level and no apportionment was made directly to CD&R Firefly Holdco Limited. The auditors also charged fees of £7,400 for a report on compliance with debt covenants the year (2023: £7,200) and £206,500 (2023: £98,000) for assurance on certain sustainability metrics.

Notes to the financial statements *(continued)*

8 (Loss) / profit on disposal of property, plant and equipment

Loss on disposal of property, plant and equipment in the year was £1.0m (2023: profit of £74.8m).

In the prior year, as a result of a Competition and Markets Authority process, MFG disposed of 87 sites. Of the £74.8m total profit on disposals in 2023, £73.2m arose from these disposals.

9 Employees and remuneration

9.1 Number of employees

Monthly average number of employees of the group (including directors)	**Group 2024**	Group 2023
	Number	Number
Administration	**134**	114
Operations	**215**	183
Retail	**825**	778
	1,174	1,075

The Group's business operates primarily a commission operator business model. As such, the commission operators and the site staff employed by them are not employees of the Group and are not included above. The Company has no employees (2023: none).

9.2 Remuneration

	Group 2024	Group 2023
Aggregate remuneration of employees (including executive directors)	**£m**	£m
Wages and salaries	**39.6**	67.9
Social security costs	**3.5**	8.3
Other pension costs	**2.3**	1.9
Share based payment expense	**9.0**	2.0
	54.4	80.1
Remuneration paid to certain directors of parent companies	**4.7**	26.2
	59.1	106.3

During the year the Group operated two defined contribution pension schemes. Pension benefits are provided through these schemes, whereby retirement benefits are determined by the value of funds arising from contributions paid in respect of each employee. The assets of the scheme are held separately from those of the Group in independently administered funds.

9 Employees and remuneration *(continued)*

9.3 Directors' and key management personnel remuneration

	Group 2024	Group 2023
	£m	£m
Remuneration of the directors and key management personnel:		
Wages and salaries	**5.7**	3.1
Bonus paid to executive management	**2.0**	39.3
Social security costs	**1.0**	5.8
Other pension costs	**-**	-
Share based payment charge	**9.0**	2.0
Remuneration of the highest paid director	**17.7**	50.2

In addition to the above, the Company paid remuneration of £4,737,000 (2023: £26,192,000) to certain directors of parent companies of the Group.

The directors of the Company are not employees of the Group. Key management personnel and certain non-executive directors are paid by CD&R Firefly Bidco PLC (formerly CD&R Firefly Bidco Limited), which provides services to all companies in the Group.

9 Employees and remuneration *(continued)*

9.4 Management Incentive Plan

MIP 2018

MFG implemented a new management incentive plan in 2018 (“MIP 2018”) on completion of the acquisition of MRH, the terms of which are set out in the Articles of Association of CD&R Tiger Jersey Holdco Limited (“Tiger Jersey”), which had been established as the new holding company of the Group. The MIP 2018 was designed to incentivise key employees of the enlarged Group (including executive directors and reward them for excellent performance, by allowing them to share in the increase of the value of the Group. Pursuant to the MIP 2018, shares in Tiger Jersey were issued to certain executive and senior managers in exchange for cash and/or for the shares that the participants held under a previous incentive plan. There is no contractual right to receive any guaranteed benefits under the MIP 2018 – any such benefit being dependent on the performance of the business of the Group. The shares issued under the MIP 2018 do not carry any voting rights and no participant is entitled to sell or transfer their shares (other than in very limited circumstances) without CD&R's consent. Given that the MIP 2018 is designed to incentivise key employees, if a participant ceases to be employed by the Group for any reason, they can be required to forfeit their shares on the terms set out in the Articles of Association of Tiger Jersey. Under the terms of the MIP 2018, if CD&R sells all or the majority of its shares in Tiger Jersey, the MIP 2018 participants could also be required to sell their shares at the same time and provide appropriate warranties to any prospective buyer.

MIP 2024

MFG implemented a new management incentive plan in 2024 (“MIP 2024”) on completion of the Morrisons PFS acquisition, the terms of which are set out in the Articles of Association of Mars Challenger Jersey Topco Limited (“Mars Challenger”), the new holding company of the Group. The participants at the time of implementation included the participants of the MIP 2018 and additional employees of the Group. Pursuant to the MIP 2024, shares in Mars Challenger were issued to the participants of the MIP 2018 in exchange for cash and/or for the shares that the participants held under the MIP 2018. Additionally, shares in Mars Challenger were issued to the new participants in exchange for cash. As per the MIP 2018, there is no contractual right to receive any guaranteed benefits under the MIP 2024 – any such benefit being dependent on the performance of the business of the Group. The shares issued under the MIP 2024 do not carry any voting rights and no participant is entitled to sell or transfer their shares (other than in very limited circumstances) without CD&R's consent. Given that the MIP 2024 is designed to incentivise key employees, if a participant ceases to be employed by the Group for any reason, they can be required to forfeit their shares on the terms set out in the Articles of Association of Mars Challenger. Under the terms of the MIP 2024, if CD&R sells all or the majority of its shares in Mars Challenger, the MIP 2024 participants could also be required to sell their shares at the same time and provide appropriate warranties to any prospective buyer.

Despite its dependence on the exit mechanism, management views the MIP 2024 as an equity settled plan.

There is no formal vesting period defined in the MIP 2024 but management consider a vesting date of 31 December 2027 to be its best estimate.

Notes to the financial statements *(continued)*

9 Employees and remuneration *(continued)*

9.4 Management Incentive Plan (continued)

In the case of disposal of the Group, it will be for the buyer to acquire the shares of the beneficiaries of the MIP 2024: there is no obligation for the Company nor its parent company CD&R Firefly Holdings S.à r.l to buy/settle for the shares on an exit.

As required by IFRS 2, a valuation exercise was performed for the MIP 2024, using the commonly accepted Option Pricing Method. This methodology employs the Black Scholes Option Pricing Model. Critical inputs for this model include volatility assumptions and expected term to exit event.

On 30th April 2024, a total of 1,332,120 A1 ordinary shares were issued at £1.74 per share, the FV of the shares has been calculated as £5.78 per share at this date

The number and weighted average fair value of the equity instruments at the initial measurement dates were as below:

	Fair value per share at issue date	**No. of shares at issue date**	**Total fair value at issue date**
	£		**£**
Sweet Shares (A1 Ordinary shares)	5.78	**1,322,120**	**5,341,365**
Total		**1,322,120**	**5,341,365**

The charge in respect of the MIP 2024 for the year was £976,000, along with a corresponding increase in equity. In addition, a charge of £8,062,000 was made for the finalisation of the MIP 2018 (2023: £1,979,000), again with a corresponding increase in equity.

10 Finance income and expense

10.1 Finance income

	Group 2024	Group 2023
	£m	£m
Bank interest and similar income	**2.5**	2.5
Foreign exchange gain on financial assets and liabilities	**61.9**	22.6
Other interest and similar income – including receipts from interest rate cap	**-**	2.3
	64.4	27.4

10.2 Finance expense

	Group 2024	Group 2023
	£m	£m
Bank interest	**242.9**	164.5
Bond interest payable	**23.6**	-
Foreign exchange loss on financial assets and liabilities	**0.7**	0.5
Interest and finance charges payable for lease liabilities not at fair value	**6.4**	3.8
Other interest and similar charges - incl. settlement of swaps (Note 25.5)	**30.7**	18.8
Interest payable on loans from parent undertakings	**14.6**	0.3
Fair value loss on derivatives (Note 25.5)	**50.9**	37.2
Amortisation of loan arrangement fees	**28.4**	31.7
	398.2	256.8

The foreign exchange loss on financial assets and liabilities arises from the revaluation of the Euro denominated bank loan and bank accounts.

Within the overall foreign exchange loss on financial assets and liabilities, a gain of £10.3m (2023: £12.2m) has been recognised as a consequence of a loan extinguishment in the refinancing exercise in April 2024.

Within Amortisation of loan arrangement fees, an amount of £8.6m (2023: £20.8m) has been expensed in relation to a loan extinguishment in the refinancing exercise in April 2024.

Notes to the financial statements *(continued)*

11 Income tax expense

11.1 Income tax expense

	Group 2024	Group 2023
	£m	£m
Current tax		
- Current year	**17.1**	10.3
- Prior year	**(2.7)**	(0.1)
Total current tax	**14.4**	10.2
Deferred tax		
- Origination and reversal of timing differences	**23.5**	39.9
- Adjustment in respect of prior periods	**1.2**	0.5
Total deferred tax	**24.7**	40.4
Total income tax expense	**39.1**	50.6
Deferred tax credit taken to other comprehensive income – Note 11.3	**(0.6)**	(3.9)
Total tax	**38.5**	46.7

11.2 Factors affecting the tax charge

The income tax charge differs from the theoretical charge arising from applying UK corporate tax rates to the profits for the reasons below:

	Group 2024	Group 2023
Corporate tax rate being the average UK corporation tax rate during	**25.00%**	23.52%
	£m	£m
Profit before income tax	**102.9**	144.8
Tax charge at the UK corporate tax rate	**25.7**	34.1
Effects of:		
Depreciation of non-qualifying assets	**7.7**	8.7
Non-deductible expenditure	**7.0**	3.6
Impact of chargeable gains	**(4.0)**	(2.4)
Adjustments in respect of previous periods - current tax	**(2.7)**	(0.1)
Adjustments in respect of previous periods - deferred tax	**1.2**	0.5
Group relief surrendered, not paid for	**3.6**	-
Deferred tax taken directly to other comprehensive income	**0.6**	3.9
Effects of changes in tax rates	**-**	2.2
Movement in unprovided deferred tax	**-**	0.1
Tax charge for the year, before and after group relief	**39.1**	50.6

Notes to the financial statements *(continued)*

11 Income tax expense *(continued)*

11.2 Factors affecting the tax charge (continued)

In the Spring Budget 2021, The UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. For the financial year ended 31 December 2024 the tax rate was 25% (2023: the weighted average tax rate was 23.52%). Deferred taxes at the balance sheet date have been measured using the enacted tax rates and reflected in these financial statements.

11.3 Deferred tax

	Group 2024	Group 2023
	£m	£m
Movements in deferred tax liabilities were as follows:		
Deferred tax liability brought forward at 1 January	**218.2**	179.6
Acquired with subsidiaries	**142.5**	2.1
Charged to the income statement	**24.7**	40.4
Credited to other comprehensive income	**(0.6)**	(3.9)
Deferred tax liability carried forward at 31 December	**384.8**	218.2

Amounts credited to other comprehensive income in the year were as follows:

	Group 2024	Group 2023
	£m	£m
Origination and reversal of temporary differences, net	**(0.6)**	(3.9)
	(0.6)	(3.9)

Deferred tax has been provided for at a rate of 25% (2023: 25%).

Short term timing differences include deferred tax on the following items: IFRS derivatives transition adjustment recoverable over 10 years £0.6m (2023: £1.4m), an onerous fuel provision £0.6m (2023: £1.5m), expected to reverse in the year ended 31 December 2025 and adjustments in respect of derivatives of £2.6m (2023: £5.9m).

A deferred tax asset of £3,972,000 (2023: £3,972,000) in respect of £15,887,000 (2023: £15,887,000) potential chargeable losses has not been recognised.

Note 23 has a full analysis of the deferred tax balance.

Notes to the financial statements *(continued)*

11 Income tax expense *(continued)*

Management believes it has made appropriate accruals for income tax. As with any group engaged with material acquisitions and disposals, there are uncertainties associated with tax judgements made. The Group's position will be reviewed by the UK tax authorities periodically, should an adjustment to management's filed positions be determined as probable, an expense will be recognised in the period in which that determination is made.

Pillar Two legislation has been enacted in certain jurisdictions in which the Group operates, introducing a global minimum effective tax rate of 15%. The rules first took effect for the Group's financial year ended 31 December 2024. The Group has applied the exception under IAS12 to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. No potential exposure has been accrued or is anticipated under this legislation as virtually all of the Group's profits arise in the UK where the statutory rate of corporate income tax is well above the required 15% minimum.

12 Company results

	2024	2023
	£m	£m
Total comprehensive income	**2.9**	23.1

Total comprehensive income for the Company represents interest payable to the parent company and dividends received.

Notes to the financial statements *(continued)*

13 Property, plant and equipment (Group)

(a) Land, buildings, plant and fixtures

	Freehold land and buildings	Leasehold land and buildings	Plant and machinery	Fixtures and fittings	Assets under construction	**Total**
	£m	£m	£m	£m	£m	**£m**
Cost						
As at 1 January 2024	1,430.2	150.8	257.9	23.3	61.7	**1,923.9**
Additions in the year	4.5	0.6	74.1	-	75.0	**154.2**
Acquired with subsidiaries	757.7	14.4	50.5	-	-	**822.6**
Disposals	(0.8)	-	(4.7)	(0.9)	(1.6)	**(8.0)**
Reclassification	32.5	0.8	27.4	-	(60.7)	**-**
As at 31 December 2024	2,224.1	166.6	405.2	22.4	74.4	**2,892.7**
Accumulated depreciation						
As at 1 January 2024	64.0	9.4	49.2	12.5	-	**135.1**
Charge for the year	16.9	2.4	43.8	3.0	-	**66.1**
Disposals	(0.2)	-	(4.2)	(0.9)	-	**(5.3)**
As at 31 December 2024	80.7	11.8	88.8	14.6	-	**195.9**
Carrying amount						
As at 31 December 2023	1,366.2	141.4	208.7	10.8	61.7	**1,788.8**
As at 31 December 2024	2,143.4	154.8	316.4	7.8	74.4	**2,696.8**

The reclassifications from assets under construction in the year were made once the assets were completed.

The depreciation charges have been included within operating expenses in the Consolidated Income Statement. The value of land included in land and buildings which is not depreciated is £1,567.5m (2023: £1,027.8m).

These Group assets were pledged in security for the bank loans (Note 24).

Notes to the financial statements *(continued)*

13 Property, plant and equipment (Group) *(continued)*

(a) Land, buildings, plant and fixtures *(continued)*

	Freehold land and buildings £m	Leasehold land and buildings £m	Plant and machinery £m	Fixtures and fittings £m	Assets under construction £m	**Total £m**
Cost						
As at 1 January 2023	1,299.5	147.9	188.2	25.1	59.3	**1,720.0**
Additions in the year	83.1	0.7	29.6	-	108.2	**221.6**
Acquired with subsidiaries	9.3	-	0.3	-	-	**9.6**
Impairment	-	-	(0.7)	-	-	**(0.7)**
AHFS reclassification	(0.4)	-	-	-	-	**(0.4)**
Disposals	(0.3)	(0.3)	(23.0)	(1.8)	(0.8)	**(26.2)**
Reclassification	39.0	2.5	63.5	-	(105.0)	**-**
As at 31 December 2023	1,430.2	150.8	257.9	23.3	61.7	**1,923.9**
Accumulated depreciation						
As at 1 January 2023	52.4	7.6	41.1	11.0	-	**112.1**
Charge for the year	12.0	2.2	31.1	3.3	-	**48.6**
Disposals	(0.5)	(0.3)	(23.0)	(1.8)	-	**(25.6)**
Reclassification	0.1	(0.1)	-	-	-	**-**
As at 31 December 2023	64.0	9.4	49.2	12.5	-	**135.1**
Carrying amount						
As at 31 December 2022	1,247.1	140.3	147.1	14.1	59.3	**1,607.9**
As at 31 December 2023	1,366.2	141.4	208.7	10.8	61.7	**1,788.8**

Notes to the financial statements *(continued)*

13 Property, plant and equipment (Group) *(continued)*

(b) Leases

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

	2024	2023
	£m	£m
Right-of-use assets		
Buildings	**252.0**	67.9
Delivery contract	**5.5**	-
Vehicles	**1.8**	0.9
	259.3	68.8
Lease liabilities		
Current	**16.9**	8.8
Non-current	**115.7**	66.8
	132.6	75.6

Additions to right-of-use assets during the 2024 financial year were £200.9m (2023: £6.0m).

(ii) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts relating to leases:

	2024	2023
	£m	£m
Depreciation charge for right-of-use assets		
Buildings	**9.1**	6.1
Delivery contract	**0.9**	-
Vehicles	**0.4**	0.8
	10.4	6.9
Interest expense (included in finance costs)	**6.4**	3.8
Expense relating to short-term leases (included in administrative expenses)	**0.4**	0.5

The total cash outflow for leases in 2024 was £14.2m (2023: £9.1m).

Notes to the financial statements *(continued)*

13 Property, plant and equipment (Group) *(continued)*

(b) Leases *(continued)*

(iii) The Group's leasing activities and how these are accounted for

The Group leases offices, retail sites, equipment and vehicles. Rental contracts are typically made for fixed periods, which can be for any length of time, from less than 5 years to 999 years. Some of the leases contain extension or break options.

Contracts may contain both lease and non-lease components. The Group has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments, less any lease incentives receivable
- Lease payments to be made under reasonably certain extension options

The lease payments are discounted using the lessee's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses its incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability
- Any lease payments made at or before the commencement date less any lease incentives received
- Any initial direct costs
- Restoration costs

Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payments associated with short term leases are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less. Leases of low value equipment (comprising IT equipment and other low value assets) have been recognised on a straight-line basis as an expense in profit or loss.

Notes to the financial statements *(continued)*

13 Property, plant and equipment (Group) *(continued)*

(b) Leases *(continued)*

(iv) Extension and termination options

Extension and termination options are included in a number of property and equipment leases across the group. These are used to maximise operational flexibility in terms of managing the assets used in the group's operations.

In determining the lease term, management considers that the group is reasonably likely to exercise an extension option, and reasonably likely to not exercise a termination option.

Management considers that the lessor is reasonably likely to exercise a termination option.

14 Intangible assets (Group)

Intangible assets comprise Goodwill, Brands, Dealer Relationships, a Brand licence Agreement and Software.

Goodwill arises on acquisition as the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed (Note 2.5). It represents the present value of future net profits expected from those net assets due to (a) synergies and efficiencies that can be driven from the expanded group and (b) the application of the Group's operational strategy to those assets.

Goodwill is tested for impairment on an annual basis.

The Group has revised its methodology for goodwill impairment testing to a value in use less costs to sell approach. This involves multiplying a pro-rated EBITDA figure by an 11x multiple, which is consistent with the acquisition of Morrisons fuel sites and is supported by a median multiple of 11.2x derived from the Purchase Price Allocation exercise conducted by KPMG. The pro-rated EBITDA reflects a full year of Morrisons-related sales and includes a pro-rata allocation of all central costs, as these costs cannot be individually allocated.

Costs to sell are calculated as 4.4% of the enterprise value, mirroring the proportion used in the Morrisons acquisition.

When testing the continuing carrying value attributed to goodwill, the directors believe that it is appropriate to consider the Group as one cash generating unit (CGU) as fuel and other contracts are not negotiated on a site-by-site basis.

Recoverable amounts have been measured based on fair value over the remaining life of each asset. Forecasts for the remaining life of each asset have been used (maximum 20 years), based on annual budgets and strategic projections representing the best estimate of future performance. The remaining lives are forecast to be 11.5 years for brands and dealer relationships. The directors have not identified any plausible changes to key assumptions that would render the recoverable amounts of the intangible assets below their carrying values.

As part of the acquisition of the Morrisons PFS network; an intangible asset, representing the right of use of the Morrisons brand was recognised at a fair value of c.£160.6m. The brand licence agreement that gave rise to this asset being recognised is perpetual and as a result has an indefinite useful economic life. It is therefore not appropriate to amortise this asset, instead it will be considered at each reporting date for impairment.

Notes to the financial statements *(continued)*

14 Intangible assets (Group) *(continued)*

	Goodwill £m	Brands £m	Dealer relationships £m	Software £m	**Total £m**
Cost					
As at 1 January 2024	485.2	1.2	15.5	2.8	**504.7**
Additions	-	-	-	0.3	**0.3**
Assets acquired in business combinations	2,415.8	171.3	-	-	**2,615.4**
As at 31 December 2024	2,929.3	172.5	15.5	3.1	**3,120.4**
Accumulated amortisation					
As at 1 January 2024	-	0.7	6.7	0.8	**8.2**
Charge for the year	-	1.3	0.8	0.3	**2.4**
As at 31 December 2024	-	2.0	7.5	1.1	**10.6**
Carrying Amount					
As at 31 December 2023	485.2	0.5	8.8	2.0	**496.5**
As at 31 December 2024	2,929.3	170.5	8.0	2.0	**3,109.8**

	Goodwill £m	Brands £m	Dealer relationships £m	Software £m	**Total £m**
Cost					
As at 1 January 2023	483.1	1.2	15.5	2.7	**502.5**
Additions	2.1	-	-	0.1	**2.2**
As at 31 December 2023	485.2	1.2	15.5	2.8	**504.7**
Accumulated amortisation					
As at 1 January 2023	-	0.6	5.9	0.5	**7.0**
Charge for the year	-	0.1	0.8	0.3	**1.2**
As at 31 December 2023	-	0.7	6.7	0.8	**8.2**
Carrying Amount					
As at 31 December 2022	483.1	0.6	9.6	2.2	**495.5**
As at 31 December 2023	485.2	0.5	8.8	2.0	**496.5**

Notes to the financial statements *(continued)*

15 Business combinations

The Group completed the acquisition of the entire share capital of two forecourt groups in 2024, the Morrisons forecourts via the purchase of Mercury PFS Newco 2 Limited, and Falcon Retail Limited, perceiving there were synergies that could be achieved through integration of their operational activities with those of the existing Group.

Mercury PFS Newco 2 Limited

The acquisition of 337 Morrisons petrol forecourts (including fuel, convenience retail kiosk and ancillary services) and more than 400 associated sites across the UK for Ultra-Rapid electric vehicle charging development completed at the end of April 2024. The total consideration was £2,594.3m which included cash consideration in respect of 80% of the transaction value plus an equity stake, amounting to 20% in a parent company of the Group, issued to Morrisons. Pre and post acquisition revenue and profit are not disclosed as the acquired business is run on a different business model and it would therefore be impractical to compare pre and post completion performance on that basis.

Acquisition expenses of £52.1m have been included within legal and professional costs, within operating expenses.

The acquired assets and liabilities were as follows:

	Book value	Fair value adjustment	**Fair value**
	£m	£m	**£m**
Tangible fixed assets	974.4	(155.1)	**819.3**
Intangible fixed assets	1.5	169.8	**171.3**
Right of use assets	-	177.4	**177.4**
Inventories	46.1	(2.5)	**43.6**
Trade debtors	18.8	2.3	**21.1**
Intercompany within old group	2.3	-	**2.3**
Other debtors and prepayments	12.2	-	**12.2**
Trade creditors	(882.0)	(7.1)	**(889.1)**
Accruals and deferred income	(0.2)	-	**(0.2)**
Right of use liabilities	-	(41.5)	**(41.5)**
Corporation tax	(0.6)	-	**(0.6)**
Provisions	-	(7.5)	**(7.5)**
Deferred tax	-	(140.0)	**(140.0)**
Net assets acquired	**172.5**	**(4.2)**	168.3
Consideration on completion – cash			**2,044.3**
Consideration on completion – equity			**550.0**
Net assets acquired per above			**(168.3)**
Goodwill arising			**2,426.0**

The fair value of the tangible fixed assets is based on an external valuation, as part of the acquisition due diligence process.

Notes to the financial statements *(continued)*

15 Business combinations *(continued)*

Falcon Retail Limited

The acquisition of Falcon Retail Limited completed in October 2024 and brought 5 leasehold properties within the South West of England into the MFG portfolio.

The consideration was 100% cash.

Acquisition expenses of £0.5m have been included within legal and professional costs, within operating expenses.

The acquired assets and liabilities were as follows:

	Book value	Fair value adjustment	**Fair value**
	£m	£m	**£m**
Tangible fixed assets	3.3	-	**3.3**
Right of use assets	-	15.8	**15.8**
Inventories	0.8	-	**0.8**
Trade debtors	0.9	-	**0.9**
Other debtors and prepayments	0.2	-	**0.2**
Cash	2.4	(1.4)	**1.0**
Trade creditors	(0.7)	-	**(0.7)**
Other creditors	(0.2)	-	**(0.2)**
Accruals and deferred income	(0.3)	-	**(0.3)**
Right of use liabilities	-	(15.8)	**(15.8)**
Corporation tax	(0.2)	-	**(0.2)**
VAT and PAYE	(0.3)	-	**(0.3)**
Bank loan	(1.4)	1.4	**-**
Deferred tax	(0.5)	(2.0)	**(2.5)**
Net assets acquired	**4.0**	**(2.0)**	**2.0**
Cash consideration on completion			**20.1**
Net assets acquired per above			**(2.0)**
Goodwill arising			**18.1**

The fair value of the tangible fixed assets is based on an external valuation, undertaken as part of the acquisition due diligence process.

16 Investment

The Company's investment at both 31 December 2024 and 2023 comprises shares in CD&R Firefly 2 Limited and CD&R Firefly 4 Limited (Note 31).

During the year, through a subsidiary company's purchase of Mercury PFS Newco 2, the Group acquired 337 Morrisons petrol and EV forecourts (including fuel, convenience retail kiosk and ancillary services) and there is a strong pipeline of Ultra Rapid and Rapid bays to be rolled out throughout 2025. The value of the transaction was £2.6 billion which was in the form of cash, debt and equity and includes Morrisons' minority stake of an approximately 20% equity interest in MFG.

The effect of this acquisition on the investment in CD&R Firefly 4 Limited is an increase of £551.2m.

17 Inventories

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Finished goods – fuel	**90.0**	56.1	**-**	-
Finished goods – dry stock	**4.0**	3.5	**-**	-
	94.0	59.6	**-**	-

No inventories were provided against in the year (2023: £nil).

18 Trade and other receivables

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Trade receivables	**91.4**	65.9	**-**	-
Loan receivable from Group undertakings	**-**	-	**508.4**	-
Corporation tax receivable	**3.8**	0.1	**-**	-
Other receivables	**20.8**	3.0	**64.3**	**62.2**
Accrued income and prepayments	**35.7**	18.3	**-**	-
Derivatives – note 25.5	**4.2**	-	**-**	-
	155.9	87.3	**572.7**	**62.2**

The directors believe that the carrying value of receivables represents their fair value and is stated net of a loss allowance of £0.1m (2023: £0.1m) reflecting a provision for doubtful debts.

In determining the recoverability of a receivable, the directors consider any change in its credit quality from the date credit was granted up to the reporting date.

As at 31 December 2024, £4.7m (2023: £9.4m) of receivables were past due but not considered to be impaired. The age profile of these past due trade receivables is as follows:

	2024	2023	**2024**	2023
	Group	Group	**Company**	Company
	£m	£m	**£m**	£m
Up to three months	**4.7**	9.3	**-**	-
Three to six months	**-**	0.1	**-**	-
Total	**4.7**	9.4	**-**	-

The largest single receivable at the reporting date was from a fuel card company and as such the concentrated credit risk is considered moderate.

	2024	2023	**2024**	2023
	Group	Group	**Company**	Company
	£m	£m	**£m**	£m
Largest receivable	**10.3**	13.2	**-**	-

Details of credit risk management policies are shown in Note 25.6.

Notes to the financial statements *(continued)*

19 Cash and cash equivalents

	Group 2024 £m	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
Cash and cash equivalents	**162.6**	163.7	**-**	-

The cash and cash equivalents earn a minimal level of interest. The directors consider that the carrying value of cash and cash equivalents approximates to their fair value.

20 Trade and other payables

	Group 2024 £m	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
Trade payables*	**1,176.4**	400.3	**-**	-
Loan payable to a parent undertaking	**508.4**	-	**508.4**	-
Corporation tax payable	**-**	-	**-**	-
Other tax and social security	**5.4**	7.2	**-**	-
Derivative liability	**30.0**	-	**-**	-
Other creditors	**24.5**	20.4	**64.3**	62.2
	1,744.7	427.9	**572.7**	62.2

*Trade payables include amounts payable under supplier finance arrangements (see below).

The loan payable to a parent undertaking accrues interest at a rate of 4.246% and is repayable on demand.

Notes to the financial statements *(continued)*

20 Trade and other payables *(continued)*

Liabilities under supplier finance arrangements

Supplier finance arrangements are in place enabling suppliers to benefit from flexible payment terms. The Group can agree to pay suppliers according to the terms and conditions of the arrangement at the same date as, or a date later than, when suppliers are paid. These arrangements provide the Group's suppliers with early payment terms and the Group with extended payment terms compared to the related invoice payment due date.

On 27 April 2024, the Group entered into a small number of supplier finance arrangements, with no end date. Under the arrangements, the providers acquire the rights from the supplier to selected trade receivables. The terms and conditions of the arrangement are unchanged from those for the trade payables from the supplier, other than:

- the due date has been extended up to 100 days* from the original payment terms to give extended payment terms
- the acquired payables are no longer able to be offset against credit notes received from the supplier.

	2024
Year end carrying amount of liabilities under supplier finance arrangement	**£m**
Liabilities under supplier finance arrangement	544.0
of which the supplier has received payment from the finance provider, including an element drawn down early by the supplier	540.2

*No supplier is on average terms of longer than 90 days although some invoices may be paid at 100 days

Notes to the financial statements *(continued)*

21 Accruals

	Group 2024 £m	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
Accrued interest and financing costs	**51.6**	29.9	**-**	-
Utilities	**13.3**	10.1	**-**	-
Corporate	**7.9**	14.8	**-**	-
GRNI and fuel	**15.5**	9.7	**-**	-
Other	**7.7**	4.7	**-**	-
	96.0	69.2	**-**	-

22 Provisions

	Onerous fuel lease £m	**Onerous lease £m**	**Environmental provision £m**	**Dilapidations provision £m**	**Total £m**
At 1 January 2024	5.8	1.2	3.1	0.2	**10.3**
Acquired in the year	-	-	7.5	-	**7.5**
Released to income	(3.5)	(0.7)	(0.1)	-	**(4.3)**
Utilised in the year	-	-	(0.5)	-	**(0.5)**
At 31 December 2024	**2.3**	**0.5**	**10.0**	**0.2**	**13.0**

The onerous fuel lease provision relates to 'above market' fuel contracts recognised on business combinations. The expected outflows are over the remaining period of the lease which runs until September 2025.

The onerous lease relates to rents continuing to be due on a Head Office property lease for which no economic benefit is being derived. The outflows are expected until August 2025, being the break date of the lease. The dilapidations provision is in respect of remediation costs on the same property, with outflows expected on a similar basis but with the exact amount of the outflows uncertain pending negotiation with the landlord.

The provision for environmental costs is in respect of estimated investigation and remediation costs of freehold and leasehold properties. The expected outflows will occur as and when the specific site work is undertaken, the sites are subsequently sold or it is deemed that the provision is not required any longer. By their nature, the timing and quantum of outflows are uncertain but are estimated on the basis of reports prepared at the point of acquiring the properties.

The provision for environmental costs includes the estimated environmental and health and safety remediation costs relating to sites acquired as part of the Morrisons acquisition. The expected outflows were estimated as at the acquisition date and, where appropriate, discounted to reflect the expected pattern and timing of the expenditure. The amount of the outflows are uncertain, pending detailed investigation and review of relevant issues at individual sites but have been estimated on the basis of risk assessments performed on certain elements of the sites and prior knowledge of similar remediation costs.

Notes to the financial statements *(continued)*

23 Deferred tax

Movements in deferred tax liabilities were as follows:

	Group 2024	Group 2023
	£m	£m
Deferred tax liability brought forward at 1 January	**218.2**	179.6
Acquired with subsidiaries	**142.5**	2.1
Charged to the income statement	**24.7**	40.4
Credited to other comprehensive income	**(0.6)**	(3.9)
Deferred tax liability carried forward at 31 December	**384.8**	218.2

The provision for deferred tax consists of the following:

	Group 2024	Group 2023
	£m	£m
Accelerated capital allowances	**181.8**	57.2
Revaluations prior to acquisitions by the Group	**165.6**	169.8
Short term timing differences	**(3.8)**	(8.8)
Goodwill and intangible assets	**41.2**	-
	384.8	218.2

Short term timing differences include deferred tax on the following items: IFRS derivatives transition adjustment recoverable over 10 years £1.4m (2023: £2.1m) and an onerous fuel provision £1.5m (2023: £2.3m), expected to reverse in the year ended 31 December 2025.

A deferred tax asset of £4.0m (2023: £4.0m) in respect of £15.9m (2023: £15.9m) potential chargeable losses has not been recognised.

Notes to the financial statements *(continued)*

24 Borrowings

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Current				
Secured bank overdraft ('RCF')	**107.2***	-	**-**	-
Non-current				
Secured bank loan, net of arrangement fees	**2,860.0**	1,735.1	**-**	-
Secured bank overdraft ('RCF')	**-**	26.0*	**-**	-
Senior secured notes, net of arrangement fees	**390.5**	-	**-**	-
Preference shares	**3.4**	3.0	**3.4**	3.0
Total borrowings	**3,361.1**	1,764.1	**3.4**	3.0

* The balance on the RCF at 31 December 2024 was £120.0m (2023: £33.1m). It is shown net of the unamortised loan arrangement fee of £12.8m (2023: £7.1m).

As at the year end, the earliest that the lenders of the above non-current borrowings could require repayment is as follows:

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Less than one year:				
Secured bank overdraft ('RCF')	**107.2**	-	**-**	-
	107.2	-	**-**	-
Between two and five years:				
Secured bank loan	**2,860.0**	1,735.1	**-**	-
Secured bank overdraft ('RCF')	**-**	26.0	**-**	-
Senior secured notes	**390.5**	-	**-**	-
	3,250.5	1,761.1	**-**	-
After five years:				
Preference shares (note 26.1)	**3.4**	3.0	**3.4**	3.0
	3.4	3.0	**3.4**	3.0

Notes to the financial statements *(continued)*

24 Borrowings *(continued)*

The loan facilities at 31 December 2024 comprise:

	EURO	GBP	Maturity	Interest rate
Senior secured bank loans:				
- Facility B4*	1,170,000,000		2028	4.00% over EURIBOR
- Facility B5		732,300,000	2028	5.50% over SONIA
- Facility B8		782,000,000	2028/29	5.25% over SONIA
- Facility B9**	525,000,000		2028/29	3.75% over EURIBOR
- Senior secured Notes		400,000,000	2029	8.625%
Senior secured revolving credit facility (RCF)		696,725,000	December 2027	4.25% over SONIA for drawn balances plus a facility fee of 1.4875% on undrawn balances
Senior secured ancillary overdraft facility		44,400,000	December 2027	4.25% over SONIA for drawn balances plus a facility fee of 1.4875% on undrawn balances
Senior secured letter of credit facility		164,000,000	December 2027	2.875% issuance rate plus a fee of 0.9625% on unused commitment

*The GBP equivalent of the drawn B4 Euro denominated facility at year end was £967,189,941.

**The GBP equivalent of the drawn B9 Euro denominated facility at year end was £433,995,486.

At year end the drawn balance on the RCF was £120.0m (2023: £33.1).

During the year the Group undertook a financing exercise in order to facilitate the purchase of the Morrisons PFS network. An amount of £8.6m relating to unamortised capitalised loan arrangement fees was charged to the income statement during the year as a result of the extinguishment of the refinanced debt facilities, and £10.3m was credited to the income statement as a result of the foreign exchange gain upon extinguishment.

The Senior Secured Notes were initially issued in April 2024 as part of the financing of the acquisition from Morrisons. Later in the year two successful repricing exercises were carried out, reducing the initial interest rate applicable to these Senior Secured Notes. In January 2025 the Senior Secured Notes facility was increased by £310.0m, at the same interest rate and maturity date.

One of the conditions for the availability of the facilities referred to above was that the Group companies grant a standard security over the properties held by the Group.

Notes to the financial statements *(continued)*

24 Borrowings *(continued)*

Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented

	2024	2023
Net debt	**£m**	£m
Cash and cash equivalents	**162.6**	163.7
Borrowings	**(3,361.1)**	(1,764.1)
Lease Liabilities	**(132.6)**	(75.6)
Derivatives	**(77.3)**	(26.4)
Net Debt	**(3,408.4)**	(1,702.4)

		Liabilities from financing activities			
	Cash	**Borrowings**	**Lease**	**Derivatives**	**Total**
	£m	**£m**	**£m**	**£m**	**£m**
Net debt as at 1 January 2023	286.6	(2,018.2)	(88.3)	10.8	**(1,809.1)**
Cash flows	(122.9)	261.3	9.1	(9.0)	**138.5**
New leases	-	-	(5.8)	-	**(5.8)**
Disposal of lease	-	-	13.7	-	**13.7**
Interest expense	-	(0.3)	(3.8)	-	**(4.1)**
Foreign exchange gain on loans		22.6		-	**22.6**
Changes in fair value of derivatives	-	-	-	(28.2)	**(28.2)**
Amortisation of loan arrangement fee		(31.7)		-	**(31.7)**
Other changes:					
Change in mapping[1]	-	2.2	-	-	**2.2**
Adjustment to leases	-	-	(0.5)	-	**(0.5)**
Net debt as at 31 December 2023	**163.7**	**(1,764.1)**	**(75.6)**	**(26.4)**	**(1,702.4)**
Cash flows	(1.1)	(1,630.1)	14.2	17.4	**(1,599.6)**
New leases	-	-	(64.9)	-	**(64.9)**
Disposal of lease	-	-	0.1	-	**0.1**
Interest expense	-	(0.4)	(6.4)	-	**(6.8)**
Foreign exchange gain on loans	-	61.9	-	-	**61.9**
Changes in fair value of derivatives	-	-	-	(68.3)	**(68.3)**
Amortisation of loan arrangement fees	-	(28.4)	-	-	**(28.4)**
Net debt as at 31 December 2024	**162.6**	**(3,361.1)**	**(132.6)**	**(77.3)**	**(3,408.4)**

[1]Refers to a change in mapping as RCF loan arrangement fee shown in prepayments in 2022

Notes to the financial statements *(continued)*

25 Financial instruments

There is an exposure to the risks associated with holding financial instruments. The policies for managing those risks and the methods to measure them are described in the Strategic report. Further information in respect of these risks is presented below and throughout these Financial Statements.

25.1 Capital risk management

Funding to date has been by equity and loans. Loans were outstanding as shown in Note 24. The Group has assessed its risks with regard to interest rate and currency fluctuations relating to its existing loans and has adopted an appropriate hedging strategy.

25.2 Principal financial instruments

The principal financial instruments were as follows:

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Trade and other receivables	**112.2**	68.9	**64.3**	62.2
Accrued income	**17.1**	10.2	**-**	-
Trade and other payables	**1,230.9**	429.5	**64.3**	62.2
Accruals	**96.0**	69.2	**-**	-
Cash and cash equivalents	**162.6**	163.7	**-**	-

25.3 Financial assets

The following financial assets are measured at amortised cost:

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Cash and cash equivalents	**162.6**	163.7	**-**	-
Trade receivables	**91.4**	65.9	**-**	-
Other receivables	**20.8**	3.0	**64.3**	62.2
Accrued income	**17.1**	10.2	**-**	-

Notes to the financial statements *(continued)*

25 Financial instruments *(continued)*

25.4 Financial liabilities

The following financial liabilities are measured at amortised cost:

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Trade payables	**1,176.4**	400.3	**-**	-
Other creditors	**24.5**	20.4	**64.3**	62.2
Accruals	**96.0**	69.2	**-**	-
Loans	**3,361.1**	1,761.1	**3.4**	3.0

The following financial liabilities are measured at fair value though profit and loss:

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Derivative liability – within one year	**30.0**	-	**-**	-
Derivative liability – greater than one year	**51.5**	26.4	**-**	-

The following financial assets are measured at fair value though profit and loss:

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Derivative asset – within one year	**4.2**	-	**-**	-

The repayment dates of the loans are as per Note 24 above. The maturity of the lease liabilities and derivative assets / liabilities are shown above. All other financial liabilities are expected to be repayable within 12 months.

25 Financial instruments *(continued)*

25.5 Market risk – derivatives

Foreign exchange exposure arises on the Euro denominated bank loans. To mitigate the exchange rate risk on the principal element of the B4 facility, the Group continues to hold €481.4 million (equivalent to some £424.7 million) of cross currency swaps expiring in December 2025. Additionally, the Group extended the maturity date for cross currency swaps for €688.6 million (equivalent to £606.2 million) to 31 December 2026.

Furthermore, the quarterly interest payments on the Euro-denominated B4 loan is fully hedged against exchange rate risk.

The Group has taken out new FX forward contracts totalling €500.0m (equivalent to some £445.6 million) expiring 31 March 2027 which hedges substantially all of the principal of the B9 Euro denominated loan.

Interest rate swaps of £1,000.0m and €200.0m (equivalent to some £165.8 million) were entered into during the year to partially hedge against increases in Sonia and EURIBOR respectively.

All financial instruments are level 2, as defined in Note 3.9, and valued using mark-to-market on a monthly basis.

The relevant fair values of these derivatives are as follows:

	Group 2024 £m	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
Liability / (asset) brought forward at 1 January	**26.4**	(10.8)	**-**	-
Movements in the year:				
- Interest rate swaps	**(2.5)**	2.3	**-**	-
- Currency swaps	**43.5**	26.4	**-**	-
- FX forward contracts	**9.9**	8.5	**-**	-
Liability carried forward at 31 December	**77.3**	26.4	**-**	**-**

Notes to the financial statements *(continued)*

25 Financial instruments *(continued)*

25.5 Market risk – derivatives (continued))

Interest rate risk

The sensitivity analysis below describes possible movements in interest rates with all other variables held constant, showing the impact on the derivative (liability) / asset and profit before tax:

	2024	2023
	£m	£m
Increase of 100 basis points in EUR curve	**3.1**	-
Decrease of 100 basis points in EUR curve	**(3.1)**	-

	2024	2023
	£m	£m
Increase of 100 basis points in GBP curve	**20.0**	-
Decrease of 100 basis points in GBP curve	**(20.6)**	-

Every 1% increase / decrease in the EURIBOR rate increases / decreases the interest on the Group's Euro denominated loan by €16.9m (approximately £14.0m) annually (2023: €11.7m, approximately £10.1m).

Every 1% increase / decrease in the SONIA rate increases / decreases the interest on the Group's GBP denominated loan by £20.3m annually (2023: £8.0m).

The Group is partly financed through externally syndicated bank debt and is therefore exposed to rising interest rates. Interest rate swaps of £1,000m and €200m (equivalent to £165.8 million) were taken out in the year to hedge against increases in the EURIBOR and Sonia. The Board continues to monitor the exposure to interest rate risk and will reassess the mitigation arrangements throughout the year.

Foreign exchange risk

The sensitivity analysis below describes possible movements in EUR / GBP spot rates with all other variables held constant, showing the impact on profit before tax:

	2024	2023
	£m	£m
Appreciation of EUR of 10% vs GBP	**107.9**	111.2
Depreciation of EUR of 10% vs GBP	**(107.8)**	(101.1)

Notes to the financial statements *(continued)*

25 Financial instruments *(continued)*

The Group is partly funded through Euro-denominated bank loans. To mitigate the exchange rate risk the Group continues to hold €481 million (equivalent to £424.7 million) of cross currency swaps expiring in December 2025. Additionally, the Group extended €689 million in cross-currency swaps (equivalent to £606.2 million) to 31 December 2026. Further, the quarterly interest payments on the Euro-denominated B4 loan are fully hedged against exchange rate risk.

The Group has taken out new FX forward contracts totalling €500m (equivalent to £445.6 million) to hedge substantially all of the principal of the B9 Euro denominated loan.

25.6 Credit risk

Careful consideration is given to the choice of bank to hold the Group's cash balances in order to minimise credit risk. Cash is held with a number of major UK banks, and £162.6m was held at the reporting date (2023: £163.7m).

There was no significant concentration of credit risk in respect of receivables at the reporting date, as described at Note 18.

An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The directors consider the above measures to be sufficient to control the credit risk exposure. No collateral is held as security in relation to its financial assets.

The Group mitigates credit risk for dealerships and commission sales, where considered necessary, by holding cash bonds as security.

25.7 Liquidity risk management

The directors manage liquidity risk by reviewing cash requirements at least quarterly by reference to short term cashflow forecasts and medium term working capital projections. The forecasts reflect the Group's debt finance plans and covenant compliance.

25.8 Maturity of financial assets and liabilities

All of the non-derivative financial liabilities and assets at the reporting date are either payable or receivable within one year, except for borrowings and lease liabilities as disclosed in Notes 24 and 25.

Notes to the financial statements *(continued)*

26 Share capital

26.1 Number of shares in issue authorised and fully paid

	Company 2024	Company 2023
	Number	Number
A Ordinary shares of 1p issued at £1.00 each	**121,836**	121,836
B1 Ordinary shares of 1p issued at £1.0003 each	**294,526,835**	294,526,835
B2 Ordinary shares of 20p issued at £1.00 each	**61,048**	61,048
C Ordinary shares of £1.00 each issued at par	**5**	5
Ordinary shares of £0.01 each	**550,000,100**	-
Subtotal ordinary shares	**844,709,824**	294,709,724
Preference shares of 0.0001p issued at £1.00 each	**1,164,432**	1,164,432
Total shares	**845,874,256**	295,874,156

Notes to the financial statements *(continued)*

26 Share capital *(continued)*

26.1 Number of shares in issue authorised and fully paid *(continued)*

The 'A' shares are non-voting but do entitle the shareholder to a dividend.

The 'B1' shares have voting rights and also entitle the shareholder to a dividend.

The 'B2' shares are non-voting but do entitle the shareholder to a dividend.

The 'C' shares have voting rights, allowing the shareholder to exercise 5% of the total voting rights capable of being cast at a general meeting and also entitle the shareholder to a dividend.

The 'Ordinary' shares are non-voting but do entitle the shareholder to a dividend.

The 'Preference Shares' are non-voting unless: (1) the Company does not pay all of the Redemption Sum payable to the Preference shareholders; (2) any indebtedness of any Group Company has become repayable before its specified maturity date or has been the subject of a demand for repayment; (3) the business of the meeting includes the consideration of a resolution for the winding-up or dissolution of the Company or the appointment of an administrator. The 'Preference shares' accrue entitlement to a fixed cumulative preferential dividend at the rate of 12% per annum of the issue price. The preference shares are treated as debt – see Note 24.

550,000,100 ordinary shares were issued in the year (2023: nil).

26.2 Nominal value of ordinary shares in issue, fully paid

	Group 2024 £m	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
A Ordinary shares	**-**	-	**-**	-
B1 Ordinary shares	**3.0**	3.0	**3.0**	3.0
B2 Ordinary shares	**-**	-	**-**	-
C Ordinary shares	**-**	-	**-**	-
Ordinary shares	**5.5**	-	**5.5**	-
Total	**8.5**	3.0	**8.5**	3.0

27 Share premium

	Group 2024 £m	Group 2023 £m	**Company 2024 £m**	Company 2023 £m
Brought forward at 1 January	**91.8**	91.8	**91.8**	91.8
Arising during the year	**545.7**	-	**545.7**	-
Carried forward at 31 December	**637.5**	91.8	**637.5**	91.8

550,000,000 Ordinary shares were issued in April 2024 at £1.00 per share, and 100 Ordinary shares were issued at £12,399 per share, giving rise to an increase in share capital of £545.7m.

The allotments of shares were both due to the capitalisation of intercompany loans arranged primarily to facilitate the acquisition of the Morrisons forecourts business.

Notes to the financial statements *(continued)*

28 Ultimate controlling party

The immediate parent undertaking is CD&R Tiger Jersey Holdco Limited, incorporated in Jersey. The registered address is 22 Grenville Street, St. Helier, Jersey, JE4 8PX.

The ultimate parent undertaking is Clayton Dubilier and Rice LLC, which is incorporated in the United States. The registered address is 375 Park Avenue 18th Floor, New York, NY10152.

The parent undertaking of the smallest group to consolidate these financial statements is Mars Jersey Challenger Topco Limited. Copies of the Mars Jersey Challenger Topco Limited consolidated financial statements can be obtained from 22 Grenville Street, St Helier, Jersey, JE4 8PX.

The financial statements are also consolidated within the financial statements of CD&R Firefly Holdings Sàrl, registered in Luxembourg. The ultimate controlling party and ultimate parent company is Clayton Dubilier and Rice LLC, which is incorporated in the United States.

29 Reconciliation of movement in shareholder funds

	Group 2024	Group 2023	**Company 2024**	Company 2023
	£m	£m	**£m**	£m
Brought forward	**73.4**	(3.3)	**292.8**	293.1
Total comprehensive income for the year	**64.4**	98.1	**3.0**	23.1
Shares issued in the year	**5.5**	-	**5.5**	-
Share premium on shares issued in the year	**545.7**	-	**545.7**	-
Dividend paid	**(3.3)**	(23.4)	**(3.3)**	(23.4)
Share based payments	**9.0**	2.0	**-**	-
Carried forward	**694.7**	73.4	**843.7**	292.8

30 Related party transactions

30.1 Remuneration of key personnel

Disclosures required in respect of IAS 24 Related Party Disclosures regarding remuneration of key management personnel are set out in Note 9.3.

30.2 Loans with related parties

There was a loan made to a director of a subsidiary company during a prior year for £516,863, the term is one year, renewable annually. The loan has been renewed and no repayment has been requested. Interest is calculated and paid on 31 December each year, the interest rate on the loan is 2.25%.

Notes to the financial statements *(continued)*

31 Principal subsidiaries

The Company owns 100% of the issued shares of the following Subsidiaries, all incorporated in England & Wales except where indicated:

Directly Held	**Company Number**
CD&R Firefly 2 Limited[1]	09547855
CD&R Firefly 4 Limited[1]	09547863

Indirectly Held	**Company Number**
CD&R Firefly Bidco PLC (formerly CD&R Bidco Limited)	09580601
Scimitar Topco Limited	07869343
Motor Fuel Limited	05206547
Scimitar Midco Limited	07777382
Scorpion Midco Limited	08575198
Motor Fuel Group Limited	06231901
St Albans Operating Company Limited	09146965
Highway Stops Limited	02409154
Fuel Stop UK Limited	04511403
Motor Fuel (No. 2) Limited	09581137
Roadside Group Limited	03079092
Elite Fuels Limited	03080543
Scorpion PFS1 Limited	08476359
Leopard PEL Limited	03391904
Kerr 1 Limited	10717536
Burns & Co Limited	01454826
Manor Service Stations Limited	01938740
Scimitar PFS1 Limited	07777403
Motor Fuel (No.1) Limited	06523149
Leopard No 2 Investments Limited (Incorporated in Scotland)[2]	SC342459
Motor Fuel (No. 3) Limited	07532478
Motor Fuel (No. 4) Limited	09976564
Motor Fuel (No. 5) Limited	06255272
Motor Fuel (No. 6) Limited	07317793
MRH (GB) Limited	06360543
Malthurst (UK) Limited	03473591
Retro Properties Limited	05179558
Lupo Limited	05166720
Malthurst Estates Limited	08328610
Malthurst South East Limited	09471633
Malthurst Anglia Limited	09471584
Refined Holdings Limited	05193623
Malthurst Retail Limited	03313799
Malthurst Petroleum Limited	00762360
Malthurst Limited	03445529
Chartman Limited	02192424

Notes to the financial statements *(continued)*

31 Principal subsidiaries *(continued)*

Indirectly Held	**Company number**
Peregrine Retail Limited	03327423
Isle of Wight Fuels Limited	08011071
Roberts Garages Limited (Jersey)[3]	15450
Petroleum Distributions Limited (Jersey)[4]	4103
PDR Limited (Jersey)[4]	114694
Guernsey Petroleum Distributions Limited (Guernsey)[5]	615
RGF Limited (Jersey)[3]	118854
Spring Petroleum Company Limited	04342974
Mercury Forecourts Limited	06605317
Refined Estates Limited	04193995
AUK Investments Holdings Limited	12965603
AUK Investments Limited	00924673
Premier Garage (Southgate) Limited	00428952
George Hammond Limited	00690947
MFG EV Power Limited	13353242
Bordon Service Station Limited	00549944
Woolmer Service Station Limited	02293317
Mercury Challenger Bidco Limited (incorporated 29th January 2024)	15449274
Mercury PFS Newco 2 Limited (acquired 30th April 2024)[6]	BR026354
Falcon Retail Limited (acquired 16th October 2024)	06632490
LSF9 Robin Midco Limited	09770842
LSF9 Robin Newco 1 Limited	10491759
LSF9 Robin Newco 2 Limited	10501307
LSF9 Robin Investments Limited	09770848
LSF9 Robin Topco Limited	09770836
CD&R Firefly 3 Limited[1]	09547822
Chartman Holdings Limited	09892309
MRH Forecourts Limited	05303330
Kerr 2 Limited	00687187

The principal retail trade is carried out by Motor Fuel Limited, Peregrine Retail Limited, Mercury PFS Newco 2 Limited and Roberts Garages Limited. St Albans Operating Company Limited carries out the wholesale trade. The other companies which trade are mainly either holding companies or property rental companies.

The Company also indirectly controls the following partnerships which are wholly owned within the Group and the Group is entitled to 100% of any distributions:

Goldstar Fuel LLP	OC 354035	Exempt
Goldstar FSL LLP	OC 357674	Exempt

All subsidiary undertakings are incorporated in the United Kingdom unless otherwise stated and, if trading, have been included in the consolidation.

Notes to the financial statements *(continued)*

31 Principal subsidiaries *(continued)*

The registered office for all subsidiary undertakings is 10 Bricket Road, St Albans, Hertfordshire, United Kingdom, AL1 3JX with the exception of the following:

[1] Cleveland House, 33 King Street, London, SW1Y 6RJ

[2] 3 St David's Business Park, Dunfermline, Fife, United Kingdom, KY11 9PF

[3] Springfield Road, St Helier, Jersey, JE2 4LE

[4] La Collette, St Helier, Jersey, JE2 3NB

[5] Bulwer Avenue, St Sampson, Guernsey, GY2 4LF

[6] 22 Grenville Street, St Helier, Jersey, JE4 8PX

All subsidiaries, other than CD&R Firefly 4 Limited and CD&R Firefly Bidco PLC (formerly CD&R Firefly Bidco Limited) are exempt from audit.

The following companies have taken the exemption in Article 113 (1) of the Companies (Jersey) Law 1991 from the requirements for their individual financial statements to be audited:

Roberts Garages Limited
Petroleum Distributions Limited
PDR Limited
Guernsey Petroleum Distributions Limited
RGF Limited

All other companies have taken the exemption in Section 479A of the UK Companies Act 2006 (the Act) from the requirements in the Act for their individual financial statements to be audited.

The guarantees given by the Company under section 479C of the Act are disclosed in Note 32.

In accordance with Section 479C of the Companies Act 2006, the Company has provided a guarantee over the liabilities of certain Subsidiaries as shown in this note.

32 Contingent liabilities and guarantees

Under the terms of the secured bank loans, all entities in the Group guarantee the bank debts of the Group.

Notes to the financial statements *(continued)*

33 Post Balance Sheet events

In January 2025, an exercise was undertaken to increase the Senior Secured Notes facility by £310.0m at the same interest rate of 8.625% and maturing concurrently with the original facility, in April 2029. Proceeds were used to provide balance sheet liquidity and to retire £293.0m of shareholder debt, owed by a parent company.

In early 2025, MFG transitioned its ‘Company Owned Company Operated’ sites (Peregrine Retail Limited) to the ‘Company owned Franchise Operated’ model, to align operations and ensure a more streamlined, efficient way of working.

In the first quarter of 2025 the Group conducted an amend and extend refinancing exercise. The exercise successfully closed on 7 March 2025 resulting in lower interest rates and an extension of the term loan facilities until April 2029. To facilitate this refinancing exercise a hedging transaction was successfully completed converting £62.7m to €75.0m at the end of March 2025.