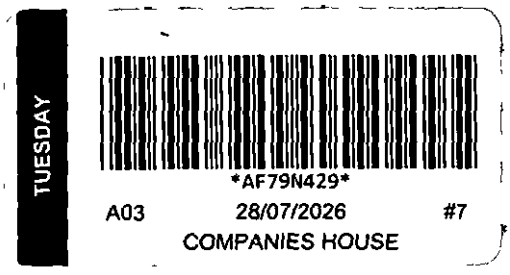
Company Registration No. 04434749

Annual Unaudited Report
for the year ended 31 December 2025

bbar Restaurant Limited



COMPANY INFORMATION

Directors	J J Raggett M J Hendry
Company Secretary	A Wrigley
Company registration number	04434749
Registered office	14 Grosvenor Place London SW1X 7HH

bbar Restaurant Limited Company Registration No 04434749

CONTENTS PAGE

YEAR ENDED 31 DECEMBER 2025

Strategic report	1-2
Directors' report	3-4
Statement of Directors' responsibilities	5
Statement of comprehensive income	6
Statement of financial position	7-8
Statement of changes in equity	9
Statement of cash flows	10
Notes to the financial statements	11-26

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2025

The Directors present their Strategic Report for the Company for the year ended 31 December 2025

PRINCIPAL ACTIVITIES

The principal activity of the Company during the year was that of restauranteurs, operating a restaurant within a 5 star hotel in London

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

There has been a decrease in revenue of 19 5% (2024 decreased by 23 6%) from £858,461 to £690,808 The EBITDA decreased by 14 1% to a loss of £474,879 (2024 loss of £416,277)

During the year, the Company has experienced an increase in costs incurred, however management have been working hard to manage and control expenses, which have increased due to inflation and the increased cost of living in the UK The main drivers of the cost increases are food and labour costs

The Company is currently in a net liability position with total liabilities exceeding total assets by £8,565,751 (2024 restated £7,556,094) and continues to be reliant on the support of its ultimate parent company

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £1,009,657 (2024 loss of £623,528) The Directors do not recommend the payment of a dividend (2024 £nil)

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors acknowledge that they have responsibility for the Company's systems of internal control and risk management and for monitoring their effectiveness The purposes of these systems are to manage, rather than eliminate, the risk of failure to achieve business objectives, to provide reasonable assurance as to the quality of management information and to maintain proper control over the income, expenditure, assets and liabilities of the Company

No system of control can, however, provide absolute assurance against material misstatement or loss Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the Company's business and to the relative costs and benefits of implementing specific controls

The most significant risks and uncertainties relate to factors that are common to the restaurant industry and beyond the Company's control, such as the global economic downturn, changes in travel patterns or in the structure of the travel industry and the increase in acts of terrorism

Bbar Restaurant Limited mitigates the risk of an economic downturn utilising financial support from its ultimate parent company, if required, Red Carnation Hotels Group Limited This allows them to manage short and medium term fluctuations in demand

ECONOMIC IMPACT OF GLOBAL EVENTS

The Directors have carried out an assessment of the potential impact of these uncertainties on the business, including the impact of mitigation measures, and have concluded that these are non-adjusting events with the greatest impact on the business expected to be from the economic ripple effect on the global economy The Directors have taken account of these potential impacts in their going concern assessment

Bbar Restaurant Limited continues to work with its partners to minimise any impacts of these events and maximise the realisation of any opportunities they may provide to the business

Signed on behalf of the board of Directors

J J Raggett
Director

Date 20 July 2026

DIRECTOR'S REPORT

YEAR ENDED 31 DECEMBER 2025

The Directors present their report and the financial statements of the Company for the year ended 31 December 2025

MATTERS COVERED IN THE STRATEGIC REPORT

The Directors have addressed specific disclosures required within the Directors' Report within the Strategic Report on pages 1 and 2 and therefore have been omitted from the Directors' Report to avoid duplication These matters relate to future developments

FINANCIAL INSTRUMENTS

Details of the Company's financial risk management objectives and policies are included in note 17 to the accounts

DIRECTORS

The Directors who served the Company during the year, and to the date of this report, were as follows

J J Raggett
S D Royce (resigned 29/06/2026)
M J Hendry (appointed 30/06/2026)

The Company has insurance policies in place that indemnify the Directors for all liabilities incurred in performance of their duties

GOING CONCERN

The Directors have at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future The Directors have considered the economic impact in global events in making their going concern assessment based on the current situation and the impact on the Company and consider the going concern

As shown in the accompanying financial statements, the Company's total liabilities exceed its total assets by £8,565,751 at 31 December 2025 The Company's ultimate parent has confirmed that it will continue to provide ongoing financial support, for a period of no less than 12 months from the date of approval of these financial statements, to enable the Company to meet its financial obligations and that the Company will not be required to pay obligations owed to any Group entities unless cash is available or while its liabilities exceed its assets It is, however, intended that the Company will not fully rely on its ultimate parent for financial support, but will manage its own cashflows within its parent Company Group in order to remain in operation for the next 12 months from date of signing The ability of the Company to continue as a going concern is dependent on this ongoing financial support and the projected cashflows of the parent Company Group and based on this it continues to adopt the going concern basis of accounting in preparing the financial statements

POLITICAL DONATIONS

The Company made no political donations during the financial year (2024 £nil)

DISABLED EMPLOYEES

The Company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person Where existing employees become disabled, it is policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate

EMPLOYEE INVOLVEMENT

Within the bounds of commercial confidentiality, staff at all levels are kept fully informed of matters that affect the progress of the Company and are of interest to them as employees

ENERGY AND CARBON REPORTING

Exemptions in the SECR Regulations permit the exclusion of subsidiaries which would not be required to report the information in their relevant individual reports

EVENTS AFTER THE REPORTING DATE

There have been no significant events affecting the Company since the year end

Signed on behalf of the board of Directors

J J Raggett
Director

Date 20 July 2026

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2025

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year Under that law the Directors have elected to prepare the financial statements in accordance with UK-adopted international accounting standards and applicable law Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period

In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether accordance with UK-adopted international accounting standards have been followed subject to any material departures disclosed and explained in the financial statements
- provide additional disclosures when compliance with specific requirements in UK-adopted international accounting standards is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

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

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 £	2024 £
Revenue	2	690,808	858,461
Cost of sales		(810,044)	(929,367)
Gross Loss		(119,236)	(70,906)
Administrative expenses		(806,683)	(465,630)
Loss from operations	3	(925,919)	(536,536)
Finance costs	5	(83,738)	(86,992)
Loss before tax		(1,009,657)	(623,528)
Taxation charge	6	-	-
Loss for the year		(1,009,657)	(623,528)
Other comprehensive income		-	-
Total comprehensive loss for the year		(1,009,657)	(623,528)

The notes on pages 11 to 26 form part of these financial statements

All results relate to continuing operations

STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2025

	Note	2025	Restated 2024	Restated 1 Jan 2024
		£	£	£
Non-current assets				
Property, plant and equipment	7	-	-	-
Right of use assets	8	-	451,040	541,248
		-	451,040	541,248
Current assets				
Inventories	9	18,359	22,683	23,661
Trade and other receivables	10	5,033	20,424	21,097
Cash and cash equivalents	11	13,142	16,843	27,391
Amounts due from related parties	12	76,893	76,893	76,893
		113,427	136,843	149,042
Total assets		113,427	587,883	690,290
Non-current liabilities				
Amounts due to related parties	13	-	-	-
Obligations under leases	16	288,015	381,486	473,349
		288,015	381,486	473,349
Current liabilities				
Amounts due to related parties	14	8,245,504	7,618,509	6,975,472
Other payables	15	52,188	52,118	83,751
Obligations under leases	16	93,471	91,864	90,284
		8,391,163	7,762,491	7,149,507
Total liabilities		8,679,178	8,143,977	7,622,856
Equity				
Share capital	19	1	1	1
Capital contribution	19	279,069	279,069	279,069
Retained earnings		(8,844,821)	(7,835,164)	(7,211,636)
Total equity		(8,565,751)	(7,556,094)	(6,932,566)
Total liabilities and equity		113,427	587,883	690,290

STATEMENT OF FINANCIAL POSITION

AT 31 DECEMBER 2025

For the year ending 31 December 2025 the company was entitled to exemption from audit under the provisions of section 479A of the Companies Act 2006

The directors have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006 as these financial statements are part of the audited financial statements of the consolidated Chesterfield Mayfair Limited Group, its immediate parent company, for the year ending 31 December 2025

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts

The notes on pages 11 to 26 form part of these financial statements

These financial statements were approved by the Directors and authorised for issue on and are signed on their behalf by

J J Raggett
Director

Date 20 July 2026

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Share capital £	Capital Contribution	Retained earnings £	Tota
At 1 January 2024 – as previously stated		1		(7,211,636)	(7,211,635
Prior year adjustment	21	-	279,069	-	
		1	279,069	(7,211,636)	(6,932,567
Total comprehensive loss for the year		-		(623,528)	(623,528
At 1 January 2025		1	279,069	(7,835,164)	(7,556,094
Total comprehensive loss for the year		-		(1,009,657)	(1,009,657
At 31 December 2025	19	1	279,069	(8,844,821)	(8,565,75

The notes on pages 11 to 26 form part of these financial statements

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	2025 £	2024 £
Cash flows from operating activities			
Loss after taxation		(1,009,657)	(623,528)
Adjustments for			
Depreciation and Impairment of property, plant and equipment	7	-	30,051
Depreciation on right-of-use-asset	8	90,208	90,208
Finance costs	5	83,738	86,992
Impairment of Right of Use Asset	8	360,832	-
Cash flows used in operations before changes in working capital		(474,879)	(416,277)
Decrease in inventories	9	4,324	978
Decrease in trade and other receivables	10	15,391	673
Increase / (decrease) in other payables	15	70	(31,633)
Cash used in operations		(455,094)	(446,259)
Interest paid	5	-	-
Tax paid	6	-	-
Net cash used in operating activities		(455,094)	(446,259)
Cash flows used in investing activities			
Purchase of property, plant and equipment	7	-	(30,051)
Net cash used in investing activities		-	(30,051)
Cash flows from financing activities			
Increase in amounts due to related parties	13,14	451,393	565,761
Decrease in amounts due from related parties	12	-	-
Interest on lease liability	5	-	(9,716)
Movement in lease liabilities	16	-	(90,283)
Net cash generated from financing activities		451,393	465,762
Net decrease in cash and cash equivalents		(3,701)	(10,548)
Cash and cash equivalents at 1 January		16,843	27,391
Cash and cash equivalents at 31 December	11	13,142	16,843

The notes on pages 11 to 26 form part of these financial statements

1. ACCOUNTING POLICIES

General information
bbar Restaurant Limited is a private company limited by shares and incorporated and domiciled in England and Wales The address of the registered office in the United Kingdom is stated on the Company information page and the nature of the Company's operations and principal activities are stated in the Directors' Report

Basis of preparation
The financial statements have been prepared in accordance with UK-adopted international accounting These financial statements have been prepared under historical cost convention The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements

The financial statements have been presented in Pounds Sterling as this is the currency of the primary economic environment that the Company operates in

Going concern
The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future

The directors have considered the ongoing impact of global events in making their going concern assessment based on the current situation and the impact on the Company and consider the going concern assessment to be appropriate

As shown in the accompanying financial statements, the Company's total liabilities exceed its total assets by £8,565,751 at 31 December 2025 The Company's ultimate parent has confirmed that it will continue to provide ongoing financial support, for a period of no less than 12 months from the date of approval of these financial statements, to enable the Company to meet its financial obligations and that the Company will not be required to pay obligations owed to any group entities while its liabilities exceed its assets It is, however, intended that the Company will not fully rely on its ultimate parent for financial support, but will manage its own cashflows within its parent Company Group in order to remain in operation for the next 12 months The ability of the Company to continue as a going concern is dependent on this ongoing financial support and based on this they continue to adopt the going concern basis of accounting in preparing the financial statements Accordingly, the financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern

Revenue recognition
Revenue is recognised from the provision of hotel accommodation, food and beverage services and other ancillary services in the ordinary course of the Company's activities

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, rebates and value added tax

Revenue is recognised when control of the goods or services is transferred to the customer, in an amount that reflects the consideration to which the Company expects to be entitled The Company applies the following recognition criteria by revenue stream

1. ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

- Rooms revenue is recognised over time as the accommodation is provided, typically on a nightly basis over the period of the guest's stay
- Food and beverage revenue is recognised at a point in time when the goods are delivered or services rendered to the customer
- Other revenue is recognised at a point in time or over time depending on the nature of the service provided

Where customers pay in advance of services being provided, amounts received are recognised as deferred income and recognised as revenue when the related performance obligations are satisfied

No significant financing component is recognised where the period between receipt of cash and provision of services is less than one year

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand, cash at bank, and short-term, highly liquid investments

Cash and cash equivalents are measured at amortised cost, which approximates fair value due to their short-term nature

Foreign currency transactions
Transactions in foreign currencies are translated to the functional currency at the rate of exchange ruling at the transaction date Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the period

Gains and losses arising on translation are recognised in profit or loss

Property, plant and equipment
Items of property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment losses Costs are recognised on date of purchase and are capitalised if the value of the item is greater than £500 Items that cost less than £500 are capitalised if part of a major project or refurbishment

Depreciation
Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Fixtures & Fittings	-	10% straight line
Equipment	-	20% straight line

The Right-of-use assets are depreciated over the shorter of the lease term and the assets useful life

1. ACCOUNTING POLICIES (continued)

Impairment of fixed assets
Impairment testing is carried out for all items of property, plant and equipment at the statement of financial position date if there are indicators of impairment

For the purposes of impairment testing, the carrying amounts of assets are reviewed and an impairment loss is recognised where the carrying amounts exceed the assets' recoverable amounts Any impairment loss arising is recognised immediately in the statement of comprehensive income

Inventories
Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Pension costs
The Company operates a defined contribution pension scheme for employees The assets of the scheme are held separately from those of the Company The annual contributions payable are charged to the statement of comprehensive income on an accruals basis

Current tax
The tax currently payable is based on taxable profit for the year Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date

Deferred tax
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method 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 profits will be available against which deductible temporary differences can be utilised Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income
The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities

Financial instruments
Financial assets and financial liabilities are recognised on the Company statement of financial position when the Company becomes a party to the contractual provisions of the instrument

1 ACCOUNTING POLICIES (continued)

Financial assets
The Company's financial assets include cash and cash equivalents and trade and other receivables All financial assets are initially recognised at fair value plus transaction costs, except for trade receivables which are measured at transaction price as determined under IFRS 15 and subsequently measured at amortised costs

A financial asset is measured at amortised cost if

- it is held within a business model whose objective is to hold assets to collect contractual cash flows, and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest

The Company applies the expected credit loss (ECL) model to financial assets measured at amortised cost

For trade receivables, a simplified approach is applied, recognising lifetime expected credit losses
For other financial assets, a 12-month ECL is recognised unless there has been a significant increase in credit risk since initial recognition, in which case lifetime ECL is recognised

Expected credit losses are measured as the present value of all cash shortfalls over the expected life of the financial asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets In these cases, the transferred assets are not derecognised

Financial liabilities
The Company's financial liabilities include related party loans Financial liabilities are recognised when the Company becomes a party to the contractual agreement of the instrument All interest related charges are recognised as an expense in finance costs in the statement of comprehensive income using the effective interest method

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost less settlement payments

All loans and borrowings are recognised initially at cost, which is the fair value of the consideration received, net of issue costs associated with the borrowing

Where loans are provided by the Company's parent undertaking or other group undertakings on terms that are not at market rates, the loan is initially recognised at fair value Any benefit arising from below-market financing is recognised directly in equity as a capital contribution from the parent undertaking

After initial recognition, loans and borrowings are measured at amortised cost using the effective interest method Gains or losses are recognised in the statement of comprehensive income when liabilities are derecognised or impaired, as well as through the amortisation process

1. ACCOUNTING POLICIES (continued)

Financial liabilities (continued)
The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expire The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss

Leases
The Company assesses whether a contract is or contains a lease, at inception of the contract The Company recognises a right of use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease If this rate cannot be readily determined the lessee uses its incremental borrowing rate

Lease payments included in the measurement of the lease liability are all the lease payments less any incentives receivable

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made

The right of use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before commencement date, less any lease incentives and any initial direct costs They are subsequently measured at cost less accumulated depreciation and impairment losses

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right of use asset The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs

Finance costs
Finance costs comprise interest expenses on borrowings and interest on capitalised leases All finance costs are recognised in profit or loss using the effective interest method

Employee benefits
Short-term employee benefits
The cost of short-term employee benefits, payable within 12 months after the service is rendered, such as paid vacation leave and bonuses, is recognised in the period in which the service is rendered and are not discounted

The expected cost of compensated absences is recognised in profit or loss as the employees render services that increase their entitlement to, or, in the case of non-accumulating absences, when the absence occurs

The expected cost of profit sharing and bonus payments is recognised in profit or loss when there is a legal or constructive obligation to make such payments as a result of past performance, and the obligation can be estimated reliably

1. ACCOUNTING POLICIES (continued)

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

Lease liability
The measurement of lease liabilities requires the use of a discount rate to determine the present value of lease payments Where the interest rate implicit in the lease is not readily determinable, the Company uses its incremental borrowing rate (IBR)

Determining the incremental borrowing rate involves significant judgement and estimation, as it reflects the rate of interest that the Company would have to pay to borrow funds, over a similar term and with similar security, to obtain an asset of a similar value in a similar economic environment

Standards, amendments and interpretations adopted in the current financial year ended 31 December 2025
There are no new or amendments to accounting standards, or IFRC interpretations that are effective for the year ended 31 December 2025 that have had a material impact on the Company's financial statements

Standards, amendments and interpretations in issue but not yet effective
The following new amendments or interpretations to accounting standards, or IFRIC interpretations have been issued but are not yet effective for the year ended 31 December 2025

UK-adopted	Effective date
IFRS 9 Financial Instruments and IFRS 7 Financial Instruments Disclosures (Amendment) Classification and Measurement of Financial Instruments	1 January 2026
IFRS 9 Financial Instruments and IFRS 7 Financial Instruments Disclosures (Amendment) Contracts Referencing Nature-dependent Electricity	1 January 2026
Annual Improvements to IFRS Accounting Standards – Volume 11	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements (new standard)	1 January 2027
IFRS 19 Subsidiaries without Public Accountability Disclosures (new standard)	1 January 2027

2. REVENUE

The revenue and loss before tax are attributable to the one principal activity of the Company
An analysis of geographical turnover is given below

	2025	2024
	£	£
United Kingdom	690,808	858,461

3. LOSS FROM OPERATIONS

Operating loss for the year is stated after charging

		2025	2024
		£	£
Inventories expensed during the year		180,974	253,355
Impairment of Right of Use Asset		360,832	-
Depreciation and Impairment of property, plant and equipment		-	(919)
Depreciation on right -of-use-assets		90,208	90,208
Auditors' remuneration	- as auditors	3,605	3,605
	- taxation services	2,652	2,375
	- other services	625	583

4. STAFF NUMBERS AND COSTS

The average contracts of service of staff employed by the Company during the financial year amounted to

	2025	2024
	Number	Number
Administration staff	2	2
Other staff – services	12	12
	14	14

The aggregate payroll costs of the above were

	£	£
Wages and salaries	373,584	398,002
Social security costs	39,737	31,550
Pension costs	5,626	6,495
	418,947	436,047

No salaries or wages have been paid to the Directors in the current or prior year and no contributions were made to a pension on behalf of a Director (2024 £nil) The Directors of the Company are also the key management personnel

5. FINANCE COSTS

	2025	2024
	£	£
Interest payable on loans from related parties (note 18)	75,602	77,276
Interest expense on lease liabilities (note 8)	8,136	9,716
	83,738	86,992

6 TAXATION

(a) Analysis of charge in the year

	2025 £	2024 £
Current tax		
Group relief receivable	-	-
Adjustments in respect of prior periods	-	-
Total tax charge	-	-

(b) Factors affecting current tax charge

The tax assessed on the loss for the year varies from the effective rate of corporation tax in the UK of 25% (2024 25%)

	2025 £	2024 £
Loss before taxation	(1,009,657)	(623,528)
Tax on loss at effective rate of 25% (2024 25%)	(252,414)	(155,882)
Fixed asset differences	-	3,019
Expenses not deductible for tax purposes	16,226	19,443
Movement in deferred tax not recognised	143,115	133,420
Other reconciling differences	93,073	-
Total current tax charge (note 6(a))	-	-

(c) Factors that may affect future tax charges

No provision has been made for a deferred tax asset of £756,158 calculated at 25% (2024 £610,127) arising from depreciation of equipment, fixtures and fittings in excess of taxation allowances available and available losses because the timing of profits is uncertain

The claim for taxation allowances and the recoverability of the deferred tax asset is dependent on the availability of sufficient future taxable profits of the Company against which unused taxation allowances and losses can be utilised In such circumstances the Company recognises that, at the statement of financial position date, it may not be appropriate to provide for the deferred tax asset

Red Carnation Hotels (UK) Limited is within the scope of the OECD Pillar Two model rules up until 10 April 2025 when it left the Tollman Family Investments Limited group Pillar Two legislation has been enacted in the UK, the jurisdiction in which the entity is incorporated, and was effective in 2024 Under the legislation, the Company is liable to pay a top-up tax in the UK for the difference between the GloBE effective tax rate for each jurisdiction and the 15% minimum rate In addition, top-up taxes are payable locally where qualifying domestic minimum top-up taxes have been legislated and are in effect The Company applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023 No Pillar Two top-up tax has been recognised in the Company's financial statements for the year ended 31 December 2025 and the directors believe that appropriate disclosures have been included within the financial statements in relation to Pillar Two

7. PROPERTY, PLANT AND EQUIPMENT

	Fixtures & fittings £	Equipment £	Total £
Cost			
At 1 January 2024	1,887,551	-	1,887,551
Additions	14,566	15,485	30,051
Impairment	(14,566)	(15,485)	(30,051)
At 1 January 2025	1,887,551	-	1,887,551
Additions	-	-	-
Disposal	(1,646,002)	16,620	(1,629,382)
Impairment	-	-	-
At 31 December 2025	241,549	16,620	258,169
Depreciation and impairment			
At 1 January 2024	1,887,551	-	1,887,551
Charge for the year	28,229	2,741	30,973
Impairment	(28,229)	(2,741)	(30,973)
At 1 January 2025	1,887,551	-	1,887,551
Charge for the year	26,202	3,324	29,526
Disposal	(1,646,002)	16,620	(1,629,382)
Impairment	(26,202)	(3,324)	(29,526)
At 31 December 2025	241,549	16,620	258,169
Net book value			
At 31 December 2025	-	-	-
At 31 December 2024	-	-	-

8. RIGHT-OF-USE-ASSET

	Land& Buildings	Total
Cost	**£**	**£**
At 1 January 2024	992,288	992,288
Additions	-	-
At 31 December 2024	992,288	992,288
At 31 December 2025	992,288	992,288
Depreciation		
At 1 January 2024	451,040	451,040
Charge for the year	90,208	90,208
At 31 December 2024	541,248	541,248
Charge for the year	90,208	90,208
Impairment	360,832	360,832
At 31 December 2025	992,288	992,288
Net book value		
At 31 December 2025	-	-
At 31 December 2024	451,040	451,040

The Company leases one property in which the remaining lease term is 4 years

Amounts recognised in the statement of comprehensive income
The statement of comprehensive income shows the following amounts relating to leases

	2025	2024
	£	**£**
Depreciation expense on right-of-use asset	90,208	90,208
Interest expense on lease liabilities	8,136	11,269

The property leases in which the Company is the lessee contain variable additional rentals linked to sales generated from the leased property

During 2025, the Company paid no additional rent in relation to the variable rental (2024 nil)

9. INVENTORIES

	2025	2024
	£	£
Goods for resale	12,968	19,250
Other inventory	5,391	3,433
	18,359	22,683

10. TRADE AND OTHER RECEIVABLES

	2025	2024
	£	£
Prepayments and accrued income	5,033	20,424

11. CASH AND CASH EQUIVALENTS

	2025	2024
	£	£
Cash and cash equivalents	13,142	16,843

12. AMOUNTS DUE FROM RELATED PARTIES

Amounts owed by related parties, which are unsecured, interest free and repayable within one year were

	2025	2024
Due in less than one year	£	£
Montague Hotel Properties Limited	76,893	76,893

13. AMOUNTS DUE TO RELATED PARTIES

Amounts owed to related parties which are unsecured, interest bearing and payable in more than one year

	2025	Restated 2024
Due in more than one year	£	£
Red Carnation Hotels Group Limited (previously Tollman Financial Services Limited)	-	-

In April 2025, the loan payable to Tollman Financial Services Limited was novated to Red Carnations Hotels Group Limited The original terms and conditions were unchanged The loan is unsecured and bears interest at a variable rate equivalent to the bank base rate (2024 bank base rate) The loan is repayable in 2032 As disclosed in Note 21, the comparative figures have been restated to reflect the loan at its present value on initial recognition, with the resulting difference recognised as a capital contribution from the Company's parent undertaking

14 AMOUNTS DUE TO RELATED PARTIES

Due in less than one year

Amounts owed to related parties which are unsecured, interest free and repayable on demand

	2025	Restated 2024
	£	£
Red Carnation Hotels (UK) Limited	6,536,338	6,082,660
Chesterfield Mayfair Hotel Limited	-	1,125
Rubens Property Limited	1,094,745	995,905
Red Carnation Hotels Group Limited (previously Tollman Financial Services Limited)	614,421	538,819
	8,245,504	7,618,509

The balance due to Red Carnation Hotel Group Limited represents accrued interest which is repayable on demand and is therefore classified as a current liability

15. OTHER PAYABLES

	2025	2024
	£	£
Social security and other taxes	10,280	11,625
Other payables	15,072	17,234
Accruals	26,836	23,259
	52,188	52,118

16. LEASE LIABILITIES

	2025	2024
Analysed as:	£	£
Current	93,471	91,864
Non-current	288,015	381,486
	381,486	473,350
Maturity Analysis		
Within one year	93,471	91,864
Between two and five years	288,015	381,486
	381,486	473,350

The Company does not face a significant liquidity risk with regards to its lease liabilities. Lease liabilities are monitored within the Company's treasury function

16. LEASE LIABILITIES (continued)

The undiscounted future cash flows on leases at 31 December 2025 were as follows

	2025	2024
	£	£
Within one year	100,000	100,000
Between two and five years	300,000	400,000
	400,000	500,000

The rent agreement has variable rents that do not depend on an index or rate, which are not included in the measurement of the lease liability and the right of use asset The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs

17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company holds or issues financial instruments in order to achieve three main objectives, as follows

a) to finance its operations,
b) to manage its exposure to interest risk from its operations and from its sources of finance, and
c) for trading purposes

In addition, various financial instruments (e g trade receivables and trade payables) arise directly from the Company's operations Transactions in financial instruments result in the Company assuming or transferring to another party one or more of the financial risks described below

Credit risk

The Company has no significant concentrations of credit risk Amounts shown in the statement of financial position best represent the maximum credit risk exposure in the event of other parties failing to perform their obligations under financial instruments

The Company monitors credit risk closely and considers that its current policies of credit checks meet its objectives of managing exposure to credit risk

The ultimate parent entity confirms that group liabilities will not be demanded whilst the Company's liabilities exceed its assets

17 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due There is a Group treasury function in place across the wider group which assists the Company with liquidity risk The Company maintains adequate funding and has access to support from the Group to meet its commitments as and when they fall due

The Company's financial liabilities comprise trade and other payables, lease liabilities, amounts due to related parties and a long-term loan from a Group company Amounts due to related parties are unsecured, interest-free and contractually repayable on demand, however, the related parties have confirmed that repayment will not be required until the Company has sufficient funds The long-term loan accrues interest and is repayable in 2032

Contractual cash flows

2025 (£)	Less than 1 year	2 to 5 years	More than 5 years	Total
Lease liabilities	100,000	300,000	-	400,000
Amounts due to related parties	8,245,504	-	-	8,245,504
Other payables	13,947	-	-	13,947
Total (2025)	**8,359,451**	**300,000**	-	**8,659,451**

2024 (£)	Less than 1 year	2 to 5 years	More than 5 years	Total
Lease liabilities	100,000	400,000	-	500,000
Amounts due to related parties	7,618,509	-	-	7,618,509
Other payables	15,072	-	-	15,072
Total (2024)	**7,733,581**	**400,000**	-	**8,133,581**

The contractual cash flows presented above are undiscounted and include future interest payments for interest-bearing financial liabilities

Amounts due to related parties are included within less than one year as they are contractually repayable on demand, although repayment is not expected to be required until the Company has the ability to pay

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates The Company's exposure to interest rate risk arises from its loan from related party, which bears interest at a variable rate linked to the bank base rate

17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate sensitivity analysis

Interest rate sensitivity analysis has been determined based on the exposure to interest rates for non-derivative instruments at the statement of financial position date Since January 2023, loan agreements have been aligned with the bank base rate Accordingly, the Company is exposed to variable interest rates linked to the bank base rate

A reasonably possible change in interest rates of 1%, with all other variables held constant, would result in an increase or decrease in profit or loss of approximately £14k (2024 £14k)

Foreign exchange risk

The Company operates exclusively within the UK and is not directly exposed to foreign exchange risk Hedging instruments are therefore not used and there would be no financial impact of a change in the exchange rates

Capital risk management

The Company aims to manage its overall capital so as to ensure the Company continues to operate as a going concern

The Company's capital structure represents the equity attributable to the shareholders of the Company together with borrowings and cash and cash equivalents

Term and debt repayment analysis

The Company has unsecured interest-bearing loans from group undertakings These loans carry interest at a variable rate equivalent to the Bank of England base rate, which was 3 75% at the reporting date (2024 4 75%), and have a contractual maturity date of 2032 The Directors consider that the carrying amount of these financial liabilities, including accrued interest, approximates their fair value at the reporting date

18. RELATED PARTY TRANSACTIONS

During the year the Company incurred expenses from related parties as follows

		2025	2024
		£	£
Red Carnation Hotels (U K) Limited	Management charges	309,333	318,666
Rubens Property Limited	Rent	100,000	100,000
Tollman Financial Services Limited	Loan interest	18,973	77,276
Red Carnation Hotels Group Limited	Loan interest	45,169	-

Amounts due from and due to related parties at the reporting date that are unsecured, interest free and repayable on demand are disclosed in Note 13 and Note 14 respectively Amounts due to related parties at the reporting date that are unsecured, interest bearing and repayable in more than one year are disclosed in Note 13 Details of the Company's immediate parent and of the ultimate controlling party are included at note 22

19. EQUITY

	2025		2024	
	Number	£	Number	£
Allotted, called up and fully paid				
Ordinary shares of £1 each	1	1	1	1
Authorised shares				
Ordinary shares of £1 each	1	1	1	1

The Company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the Company

Capital Contribution Reserve

The capital contribution reserve represents the benefit arising on the initial recognition of a related party loan at its present value The difference between the proceeds received and the initial carrying value of the loan has been recognised as a capital contribution from the Company's parent undertaking
As disclosed in Note 21, the comparative figures have been restated to recognise the capital contribution reserve of £279,069

20. EVENTS AFTER THE REPORTING DATE

There have been no significant events affecting the Company since the year end

21. PRIOR YEAR ADJUSTMENT

In 2023, the Company entered into a revised loan agreement with Tollman Financial Services Limited During the current year, as part of a group restructuring, the loan was novated to the Company's parent undertaking, Red Carnation Hotels Group Limited (see Note 22) The loan bears interest at a rate linked to the Bank of England base rate, which is below the market rate for a comparable borrowing

The comparative information has therefore been restated to reflect the loan at its present value on initial recognition, with the resulting difference recognised as a capital contribution from the parent undertaking In addition, the directors determined that accumulated unpaid interest was not included within the terms of the revised loan agreement

As the accumulated unpaid interest is repayable on demand, it has been reclassified from non-current borrowings to current liabilities in the comparative balance sheet

21. PRIOR YEAR ADJUSTMENT (continued)

The comparative information for the year ended 31 December 2024 has been restated to reflect these adjustments The impact of the restatement is summarised below

The restatement had no impact on the Company's profit or loss, retained earnings, total assets or cash flows

	2024 - as previously reported	Present value adjustment	Accumulated Interest reclassification	2024 - Restated
Non-current liabilities				
Amounts due to related parties	817,888	(279,069)	(538,819)	-
Current liabilities				
Amounts due to related parties	7,079,690	-	538,819	7,618,509
Equity				
Share Capital	1	-	-	1
Capital contribution	-	279,069	-	279,069
Retained earnings	(7,835,164)	-	-	(7,835,164)
Total equity	(7,835,163)	279,069	-	(7,556,094)

Impact of restatement on the opening statement of financial position as at 1 January 2024

	2023 - As previously stated	Present value adjustment	Accumulated Interest reclassification	Opening 2024 - Restated
Non-current liabilities				
Amounts due to related parties	740,612	(279,069)	(461,543)	-
Current liabilities				
Amounts due to related parties	6,513,929	-	461,543	6,975,472
Equity				
Share Capital	1	-	-	1
Capital contribution	-	279,069	-	279,069
Retained earnings	(7,211,636)	-	-	(7,211,636)
Total equity	(7,211,635)	279,069	-	(6,932,566)

22. CONTROLLING PARTY AND PARENT COMPANIES

The immediate and ultimate parent company of the Company is Red Carnation Hotels Group Limited, which is incorporated in Guernsey, Channel Islands

In April 2025, the Company underwent a change in ownership and group structure Prior to this date, the Company was ultimately controlled by Tollman Family Investments Limited, a company incorporated in the British Virgin Islands

The ultimate beneficial owners and controlling parties of the group are Victoria Etta Tollman and Brett Tollman, who exercise control through their shareholdings in Red Carnation Hotels Group Limited

The largest group in which the results of the Company are consolidated is headed by Red Carnation Hotels Group Limited, its ultimate parent company, a company registered in Guernsey, the Channel Islands The smallest group in which they are consolidated is that headed by Chesterfield (Mayfair) Limited, its immediate parent company, a company registered in England and Wales

Copies of the consolidated financial statements of Chesterfield (Mayfair) Limited are available to the public from the Registrar of Companies The financial statements of both Red Carnation Hotels Group Limited and Tollman Family Investments Limited are not available to the public

Management information

The following information does not form part of the financial statements and has not been audited

bbar Restaurant Limited

Company Registration No 04434749

DETAILED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 DECEMBER 2025

	£	2025 £	£	2024 £
Revenue		690,808		858,461
Cost of sales				
Opening inventories	22,683		23,661	
Purchases	180,346		251,379	
Direct costs	135,024		145,112	
Direct wages	298,589		318,051	
National Insurance contributions	29,402		22,006	
Pensions	5,626		6,495	
Rates	65,294		63,555	
Insurance	1,231		1,532	
Depreciation and Impairment of property, plant and Equipment	-		30,051	
Depreciation on right-of-use-asset	90,208		90,208	
	828,403		952,050	
Closing inventories	(18,359)		(22,683)	
		(810,044)		(929,367)
Gross loss		(119,236)		(70,906)
Overheads				
Administrative expenses		(806,683)		(465,630)
Loss from operations		(925,919)		(536,536)

NOTES TO THE DETAILED STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 31 DECEMBER 2025

	£	2025 £	£	2024 £
Administrative expenses				
Personnel costs	74,995		79,951	
National insurance contributions	10,335		9,544	
		85,330		89,495
General expenses				
Hire of equipment	436		504	
Printing, stationery and postage	1,455		1,860	
Staff welfare	15,063		15,274	
Entertaining	14,168		16,532	
Management charges payable	309,333		318,666	
Auditor's remuneration and professional fees	4,101		3,600	
Impairment of Right of Use Asset	360,832		-	
		705,388		356,436
Financial costs				
Credit card commission	15,303		18,980	
Bank charges	662		719	
		15,965		19,699
		806,683		465,630
Finance costs				
Interest on loans from related parties	75,602		77,276	
Interest expense on lease liabilities	8,136		9,716	
		83,738		86,992