PRESTIGE HOLDINGS LTD.
A Restaurant Management Company

annual report 2015

what we are made of

PRESTIGE HOLDINGS LTD.
A Restaurant Management Company

Our Vision

To be in the hearts and minds of our customers for every eating experience.

THE RECIPE

Notice Of Annual Meeting

NOTICE IS HEREBY GIVEN that the **ANNUAL MEETING OF SHAREHOLDERS OF PRESTIGE HOLDINGS LIMITED ("the Company")** will be held at No. 22 London Street, Port of Spain on Wednesday 27 April 2016 at 10:00 a.m. for the following purposes:-

ORDINARY BUSINESS:

1. To receive and consider the Audited Financial Statements of the Company and its subsidiaries for the year ended 30 November 2015 together with the Reports of the Directors and Auditors thereon.

2. To declare a final dividend of twenty-two (22) cents per common share.

3. To re-elect Mrs. Angela Lee Loy a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company for the term from the date of her election until the close of the third Annual Meeting of the Company following her election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.

4. To re-elect Mr. Christian Mouttet a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company for the term from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.

5. To re-elect Mr. Charles Pashley a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company for the term from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.

6. To elect Mr. Rene de Gannes who was appointed to the Board since the last Annual Meeting as a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company for the term from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.

7. To re-appoint Messrs. PricewaterhouseCoopers as the Auditors of the Company to hold office until the close of the next Annual Meeting.

Dated: 29 March, 2016.

By Order of the Board
Marlon Danglade
Company Secretary
Nos. 47-49 Sackville Street,
Port of Spain,
Trinidad, West Indies.

Notice Of Annual Meeting - continued

Notes:

1. No service contracts were entered into between the Company (or any of its subsidiaries) and any of their respective directors.

2. The Directors of the Company have not fixed a record date for the determination of shareholders who are entitled to receive notice of the Annual Meeting. In accordance with Section 111(a)(i) of the Companies Act, Chapter. 81:01, the statutory record date applies. Only shareholders on record at the close of business on 28 March, 2016, the date immediately preceding the day on which the Notice is given, are therefore entitled to receive Notice of the Annual Meeting. A list of such shareholders will be available for examination by shareholders at the Company's Registered Office at Nos. 47-49 Sackville Street, Port of Spain during usual business hours and at the Annual Meeting.

3. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder. A Proxy Form is attached. Please complete and sign same in accordance with the Notes on the Proxy Form and then deposit same at the Registered Office of the Company, at least 48 hours before the time appointed for the holding of the Annual Meeting.

4. A shareholder that is a body corporate may, in lieu of appointing a proxy, authorize an individual by resolution of its directors or of its governing body to represent it at the Annual Meeting.

Corporate Information

BOARD OF DIRECTORS

Christian E. Mouttet	Chairman
Charles Pashley	Chief Executive Officer
Angela Lee Loy	Director
Joseph P. Esau	Director
Kurt A.A. Miller	Director
Martin de Gannes	Director
Rene de Gannes	Director (Appointment effective 26 January 2016)

COMPANY SECRETARY & REGISTERED OFFICE

Marlon Danglade
47-49 Sackville Street
Port of Spain

BANKERS

Scotiabank Trinidad and Tobago Limited
Scotia Centre
56-58 Richmond Street
Port of Spain

RBC Royal Bank (Trinidad and Tobago) Limited
19-21 Park Street
Port of Spain

First Citizens Investment Services Limited
17 Wainwright Street
St. Clair
Port of Spain

First Citizens Bank Limited
Corporate Banking Unit
9 Queen's Park East
Port of Spain

Republic Bank Limited
Corporate Business Centre North
1st Floor, Republic Promenade Centre
72 Independence Square
Port of Spain

Corporate Information - continued

ATTORNEYS AT LAW

Fitzwilliam Stone, Furness-Smith and Morgan
48-50 Sackville Street
Port of Spain

AUDITORS

PricewaterhouseCoopers
Chartered Accountants
11-13 Victoria Avenue
Port of Spain

REGISTRAR & TRANSFER AGENT

Trinidad and Tobago Central Depository Limited
10th Floor, Nicholas Towers
63 Independence Square
Port of Spain

BOARD COMMITTEE

CORPORATE GOVERNANCE AND NOMINATION

Joseph P. Esau	Chairman
Christian E. Mouttet	
Kurt A.A. Miller	

AUDIT

Angela Lee Loy	Chairman
Kurt A.A. Miller	

HUMAN RESOURCE AND COMPENSATION

Martin de Gannes	Chairman
Joseph P. Esau	
Christian E. Moutett	

PRESTIGE HOLDINGS LTD.
A Restaurant Management Company

Group Structure

PRESTIGE HOLDINGS LTD.
A Restaurant Management Company

RESTAURANT LEASING CORPORATION LIMITED
100%

WEEKENDERS TRINIDAD LIMITED
(TGI Fridays Trinidad)
100%

PRESTIGE SERVICES LIMITED
100%

PRESTIGE RESTAURANTS JAMAICA LIMITED
(TGI Fridays Jamaica)
100%

I am pleased to report that in 2015 Prestige Holdings delivered a solid performance, as is indicated by our improved revenue and profitability. Additionally, we continued to reduce our long term borrowings and improve our working capital. Our Debt/Equity Ratio at the end of 2015 stood at a healthy 12:88.

After experiencing a difficult start to the year due to the impact of the new Minimum Wage on our costs and sales, we have been able, through strong cost management, product innovation and attractive value offerings, to deliver improved transactions and profit on operations. Our profit after tax also benefited from an improved effective tax rate.

Our restaurants in Trinidad and Tobago continue to suffer from significant labour problems but we have made some progress in 2015 through improved recruiting techniques and training programmes. Our expectation is that we will experience some improvement in labour availability in 2016 as the local economy slows due to depressed energy prices.

We completed 6 restaurant re-images in 2015, the most significant being our 3 TGI Fridays restaurants in Trinidad and our Pizza Hut Restaurant at Price Plaza, which are all now outfitted to the highest standards for those brands internationally. Additionally, we opened 1 new restaurant, SUBWAY - Gasparillo which brought our average number of restaurants to 112, up from 111 in 2014.

Consolidated Performance and Financial Condition

Group revenue increased by 4% to $963 million compared with $922 million for 2014, and profit for the year and profit attributable to shareholders increased by 18% to $59.5 million, up from $50.3 million in 2014. Diluted earnings per share were 95.7 cents compared with 80.9 cents in 2014.

Operations

All of our brands experienced revenue growth except for TGI Fridays, which was as a result of the significant amount of days our restaurants were closed due to the above mentioned re-imaging. Despite those lost days, the brand delivered a solid performance. Our TGI Fridays restaurant in Jamaica, while still facing some challenges, delivered an improved performance and returned to profitability.

The revenue at our SUBWAY brand was marginally better than prior year, but growth and profitability did not meet our expectations. Management is addressing the labour and operational challenges that this brand is experiencing in order to bring the customer experience and financial performance up to our expectations.

The star performers in 2015 were our KFC and Pizza Hut brands. Both delivered strong revenue and profit growth driven by exciting new products, excellent value promotions and great every day value.

Dividends

The Board recommends a final dividend of 22 cents per common share, which, with shareholder approval, will bring the total dividends payable for the financial year 2015 to 38 cents (2014 – 32 cents). The proposed final dividend will be paid on 17 May, 2016 to shareholders whose names appear on the Register of Members on 6 May, 2016.

Outlook

Our company has had a history of constant and consistent reinvestment in our brands and assets, and while we expect that lower energy prices will adversely affect the Trinidad and Tobago economy in 2016 and beyond, we also take the view that our investment decisions are made with the long term health of the business in mind. Following on from our 6 image enhancements and 1 new restaurant in 2015, we have planned 7 image enhancements in the coming year as well as 6 new restaurants.

While we are positive on our expectations for 2016, it is very difficult for us to gauge the impact of the significant reduction in energy prices on our sector. We cannot expect to be immune from the effects that lower gas and oil revenues will have on our economy, but we do believe that the inevitable economic slowdown will ease the very tight labour market, which will bring operational and customer service benefits to our restaurants. We are also making great efforts to reduce the costs of inputs as well as devise innovative new products and value offerings to fuel growth.

Acknowledgement

I would like to take this opportunity to thank our many loyal and hardworking employees. Your dedication and commitment is greatly appreciated and is reflected in the solid performance that our company enjoyed this year.

I would also like to thank the management who have demonstrated strong leadership, passion and dedication for our company and the people that work with and for them. I also wish to express my gratitude to my fellow Directors who have consistently provided wise council to both the management and me.

Finally I would like to thank our customers and shareholders, both of whom we are here to serve. Your continued support and confidence in our company are greatly appreciated.

Christian E. Mouttet
Chairman
26 January 2016

Board of Directors' Profile

1. Christian E. Mouttet, B.A.,
Chairman

Mr. Mouttet is the CEO of Victor E. Mouttet Limited and a Director of Agostini's Limited. He holds a Bachelor of Arts Degree with a double Major in Business Administration and Political Science from Wagner College, New York.

2. Charles R. Pashley, MBA, F.C.C.A., C.A.,
Chief Executive Officer

Mr. Pashley has over 20 years management experience. He has worked with a major international accounting and auditing firm and has held various senior positions in manufacturing and distribution.

Mr. Pashley holds an MBA in Business Administration and is a Fellow of the Association of Chartered Certified Accountants of the United Kingdom (FCCA) and a member of the Institute of Chartered Accountants of Trinidad and Tobago (CA).

3. Joseph P. Esau, F.C.C.A., C.A.,
Director

Mr. Esau is a Consultant in Corporate Financing and Mergers & Acquisitions. He is also Chairman of Agostini's Limited and a Director of Grace Kennedy Limited-Jamaica, and the Arthur Lok Jack Graduate School of Business (UWI, St. Augustine). He is a former partner Touche Ross & Co, Trinidad (now Deloitte& Touche).

Mr. Esau is a Fellow of the Association of Chartered Certified Accountants of the Unite Kingdom (FCCA) and a member of the Institute of Chartered Accountants of Trinidad and Tobago (CA).

4. Angela Lee Loy, F.C.C.A., C.A.,
Director

Ms. Lee Loy is the Chairman of Aegis Business Solutions Limited, outsourcing and advisory services, Partner of Aegis & Co., external audit company and Chairman of recruitment agency, Eve Anderson Recruitment Limited. She is a Fellow of the Association of Chartered Certified Accountants (UK) with over 40 years of professional experience, including thirteen years serving as Partner responsible for the provision of Assurance and Business Advisory Services with PricewaterhouseCoopers.

Ms. Lee Loy is non-executive director and Chairman of the audit committee for Gulf Insurance Limited. In addition she is President of Trinidad and Tobago Coalition Services Association (TTCSI) and within the NGO sector; she is also Chairman of Social Justice Foundation and Chairman of Music Literacy Trust.

She has held several past leadership roles including first female President of the Institute of Chartered Accountants of Trinidad & Tobago (ICATT) and first female President for the Institute of Chartered Accountants of the Caribbean (ICAC), of which she was instrumental in the introduction of Practice Monitoring for accounting firms across the Caribbean region. She was also the Chairman of the National AIDS Coordinating Committee (NACC).

5. Kurt A.A. Miller, LL.B. (Hons),
Director

Mr. Miller is the Managing Partner and Head of the Commercial Department of Fitzwilliam, Stone, Furness- Smith & Morgan. He joined the firm in 1986 and has been a partner since 1992. His areas of specialty are finance, banking, and corporate/ commercial transactions. He has acted and continues to act for a broad range of local and international clients in the areas of commercial transactions, structured credit transactions, leverage lending transactions, sovereign and commercial bond issues, mergers and acquisitions, securitisation transactions and aviation transactions.

Mr. Miller is a graduate of the University of the West Indies (LL. B. Hons, 1984) and the Norman Manley Law School, Jamaica (Legal Education Certificate, 1986). He was admitted to practice in 1986 in Trinidad and Tobago and in 1991 in Jamaica. He is recognised in the Corporate/ Commercial Trinidad and Tobago section of Chambers Global: The World's Leading Lawyers.

6. Martin de Gannes,B.Sc., M.Sc., FICB,
Director

Mr. de Gannes joined the Board after holding several executive Human Resource leadership positions in both local and global companies within Trinidad and Tobago over the past 35 years.

A former first-place winner of the Open National Scholarship in Modern Studies from St. Mary's College, His qualifications include a B.Sc., (Economics) and an M.Sc., (Industrial Relations) from The London School of Economics and Political Science, as well as a Fellow of the Institute of Canadian Bankers FICB (with Honours). He has also had the benefit of training in Management Development from Harvard Business School and Dispute Resolution Training from the University of Windsor, Canada. Mr. de Gannes is a past Chairman of the Employers' Consultative Association (ECA). He is a member of the Independent Review Panel of the Ministry of Public Administration for the implementation of the Diamond Standard in T&T, a Board member of the Immortelle Vocational Centre, as well as the Registration, Recognition and Certification Board of T&T.

7. Rene de Gannes, B.Sc. (Hons),
Director

Mr. de Gannes is the General Manager: Commercial of Kiss Baking Company Limited. A graduate of The University of the West Indies (B.Sc. Honours, Economics) in 1987, Mr.de Gannes has enjoyed success is the world of marketing communications and distribution and brings to the table a variety of leadership skills developed at both local and multinational organizations. He is also an avid sports enthusiast and serves as a member of the Fatima Old Boys Association.

Executive Team's Profile

1. Charles R. Pashley, MBA, F.C.C.A., C.A., Chief Executive Officer

Mr. Pashley has over 20 years management experience. He has worked with a major international accounting and auditing firm and has held various senior positions in manufacturing and distribution. Mr. Pashley holds an MBA in Business Administration and is a Fellow of the Association of Chartered Certified Accountants of the United Kingdom (FCCA) and a member of the Institute of Chartered Accountants of Trinidad and Tobago (CA).

2. Marlon Danglade, F.C.C.A., C.A. Chief Financial Officer

Mr. Danglade joined Prestige Holdings Limited as Chief Financial Officer in 2007 from PricewaterhouseCoopers where he held the position of Audit and Business Advisory Services Manager. He has over 10 years of auditing and business advisory experience and has led a variety of external audit engagements within the financial, manufacturing, retailing and transportation industries.

Mr. Danglade is a Fellow of the Association of Chartered Certified Accountants of the United Kingdom (FCCA) and a member of the Institute of Chartered Accountants of Trinidad and Tobago (CA).

3. Simon Hardy, B.Sc. (Hons.), F.C.A; C.A., Vice President, KFC

Mr. Hardy gained his formal education in the United Kingdom, having graduated with a Bachelor's degree (Honours) in Mechanical Engineering from the University of Bristol. He then pursued a career in Accountancy, qualifying as a Chartered Accountant and earning his certification in Corporate Treasury Management in 2001 and 2003 respectively. Simon is also a Fellow of the Institute of Chartered Accountants in England and Wales.

Prior to returning to Trinidad, Simon worked in internal audit with two major international companies in the United Kingdom where he engaged with Senior Managers in trade, finance and operations. He also worked in India conducting risk assessments, examining service level agreements and ensuring good Corporate Governance.

Upon his return to Trinidad, Simon joined a locally owned hospitality business in 2007 as the Group Chief Financial Officer. Within two years, he was promoted to the position of Chief Operating Officer, a position which he held until he joined Prestige Holdings in 2014.

4. Lisa Fernandez, Vice President, TGI Fridays™

Ms. Fernandez joined Prestige Holdings Limited in December 2010 in the position of Vice President, TGI Fridays™. Prior to her appointment, she worked at a general management level with various US-based companies in the retail sector.

Ms. Fernandez gained her academic foundation from George Brown College and Ryerson University in Canada, specializing in both Business Administration and Training and Development. She has extensive experience in the areas of new store openings, building transactions through a combination of multiple initiatives and ensuring an efficient operational platform from which to drive sales. Integral to her work with international chains, Ms. Fernandez was also exposed to a number of training and development programmes in the areas of inventory and cost management, staff development and sales programmes. Ms. Fernandez brings over 25 years of international experience in the retail industry to Prestige Holdings Ltd.

5. Angela Laquis-Sobrian, M.Sc. Human Resources (Distinction), Post Graduate Diploma, Education (Distinction), B.A. (Hons.), Vice President, Human Resources

Ms. Sobrian has over 15 years experience in Human Resources Management, specializing in the areas of Strategic Planning, Performance Management Systems, Training and Organizational Development, Compensation and Benefits. Prior to joining Prestige Holdings Ltd., she served as the Human Resources Manager of a major organisation where she played an integral role in the strategic planning process and alignment of the performance management system with company goals and targets.

Ms. Sobrian holds a Masters Degree in Human Resources, with Distinction, from the Arthur Lok Jack Graduate School of Business; a Bachelor of Arts Degree with Honours and a Post Graduate Diploma in Education, with Distinction, from the University of the West Indies. She has also been certified as a Compensation and Benefits Professional from the World @ Work organisation, based in the U.S. Ms. Sobrian has successfully completed several training programmes, locally and abroad, in areas such as management and leadership development, organizational change and strategic management.

6. Ian Currie, B. Technology (Hons.), MBA (Distinction). Vice President, SUBWAY

Mr. Currie has worked in leadership positions for various multinationals in the food industry across the Caribbean and internationally for the past 20 years. His experience includes corporate strategy development, marketing communication, consumer research, product development, market analysis and corporate competency development. He also brings strong analytical and creative skills to the team that can be applied to the organisation as a whole.

He holds a Bachelor's Degree (First Class Hons.) in Food Technology from Massey University in New Zealand and an MBA (with Distinction) in International Business from City University London, UK. He obtained a scholarship from City University London to complete his post graduate education.

7. Navin Maharaj, B.Sc.(Hons.), MBA, Vice President, Pizza Hut.

Mr. Maharaj has worked extensively with both Multinational Corporations and Regional Conglomerates in the Caribbean. He has worked in various positions across many departments including Quality, Supply Chain, Trade Marketing, Marketing and Sales.

Mr. Maharaj holds a Bachelor's Degree (Double Major) in both Chemistry and Biochemistry from the University of the West Indies and an MBA from Heriott Watt University, specializing in International Trade and Finance.

8. Anthony Martins, Vice President, Market Development

Mr. Martins joined Prestige Holdings Ltd. in 1978 as a Shift Supervisor at KFC St. James, our very first restaurant in Trinidad. Since then, he has held several positions including Area Manager, Research and Development Manager and Quality Assurance Manager. In 1991, he was promoted to Business Development Manager. This significant portfolio provided him with in-depth knowledge and experience in market mapping, market segmentation and site selection using world class methodologies.

Mr. Martins has attended extensive overseas training programmes covering operations, business development, quality assurance and research.

Management Discussion & Analysis

Management Discussion And Analysis

The year 2015 was both challenging and positive for the Group. In the first half of the year, we faced challenges of increased costs and slow same-store sales growth. However, the initiatives put in place during the first half of the year began to deliver positive results in sales growth and cost management across all Brands during the second half of the year.

We continue to be challenged by service delivery in the Quick Service side of our business, due to the very difficult labour market conditions in Trinidad and Tobago. Notwithstanding the slowing economy, there has been no improvement in the labour supply.

Our business revolves around our people, both as employees and as customers. Improving the performance of the business, therefore, depends on our ability to increase our employees' capabilities and on providing our employees with an environment where they can grow and achieve their potential. Our management team continues to be focused on this objective, as we know that it will lead to an enhanced customer service.

We continue to execute our strategy of growing the business based on the strength of the Brands we represent, as evidenced by the recent signing of a licensing agreement with Starbucks Coffee House to operate the Starbucks Brand in Trinidad and Tobago.

FINANCIAL PERFORMANCE

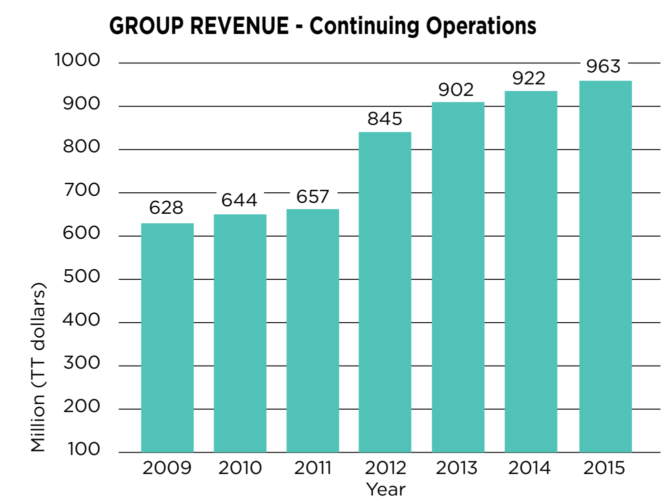
FINANCIAL REVIEW HIGHLIGHTS

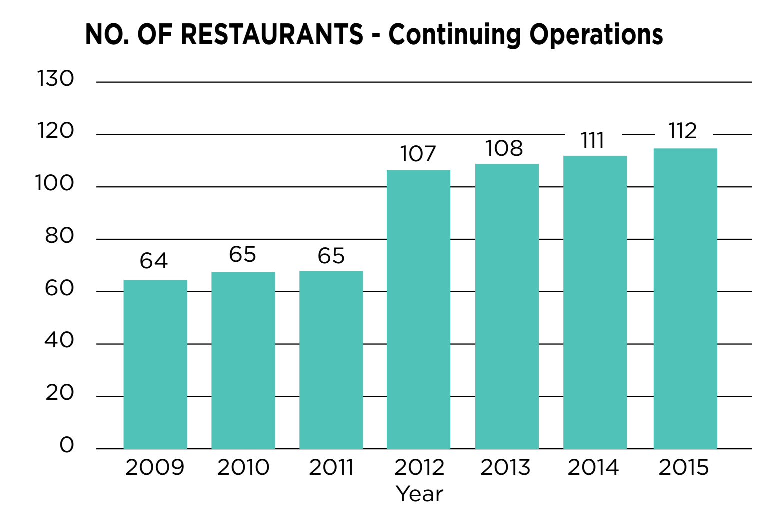
- Revenue increased by 4%, from $922 million to $963 million.
- Operating profit before finance costs and income tax increased by 5%, from $84 million to $88.5 million.
- Finance costs decreased by 31%, from $12 million to $8.4 million, primarily driven by the reduction in outstanding principal.
- Interest cover was 10.6 as against 6.9 in 2014.
- Profit after tax increased by 18%, from $50.3 million to $59.5 million.
- Earnings per share (EPS) increased by 18%, from 80.9 cents to 95.7 cents.
- Group borrowings were reduced from $122.5 million to $108.5 million.
- Net debt-to-equity ratio decreased from 22:78 to 12:88.
- Total assets increased by 3%, from $467 million to $482 million.
- Cash generated from operations increased by 7%, from $123.6 million to $132.1 million.
- The Group reinvested $44.4 million in capital expenditure in 2015, compared with $26.7 million in 2014.

Management Discussion And Analysis - continued

Revenue

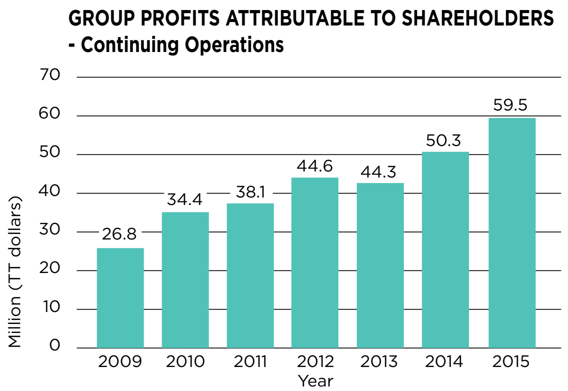
The Group revenue for 2015 was generated from a total of 112 restaurants, namely KFC (55), Pizza Hut (7), SUBWAY (46), and TGI Fridays™ (4). The revenue growth of 4% in 2015 was substantially driven by our KFC and Pizza Hut Brands. The revenue from our Trinidadian Fridays™ Brand was less than prior year, due to the closure of two restaurants for remodelling. The Jamaican Fridays™ restaurant delivered revenue growth compared with the prior year, and our SUBWAY restaurants achieved marginal revenue growth in 2015.

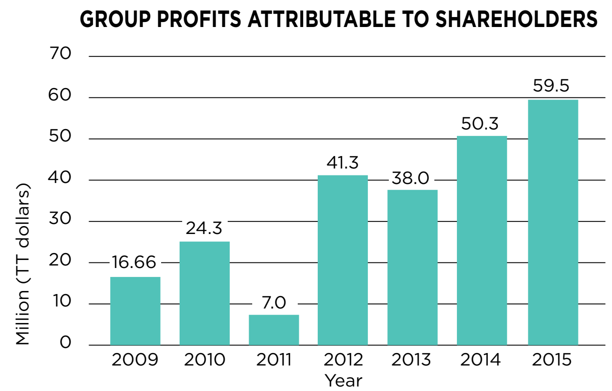


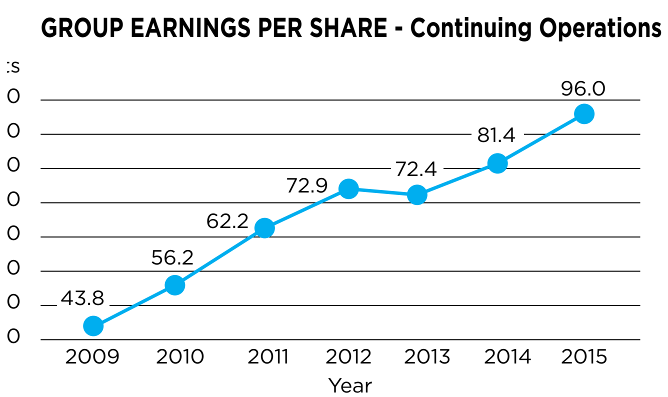


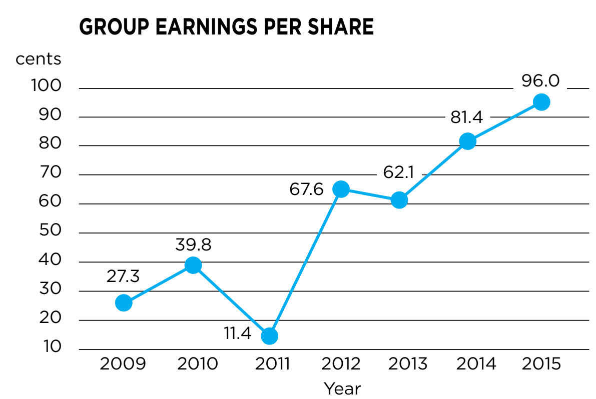
Overall Profitability

In 2015, net profit attributable to shareholders was $59.5 million, which represents an increase of 18% compared with the prior year. Earnings per share attributable to shareholders increased by 18%, from 80.9 cents to 95.7 cents.









Trinidad and Tobago Operations

The restaurant contribution (excluding administrative and finance costs) from our Trinidad and Tobago operations increased by 6% as compared to the prior year. This growth was attributable to the following:

- Revenue growth of 4%.
- Food cost efficiencies.
- Increase in restaurant labour costs by 17%, driven at all levels by the minimum wage adjustment.
- Increase of 6% in restaurants' fixed costs, 77% of which are attributed to rent escalations, with the balance attributed to higher depreciation and amortisation.
- Other restaurant operating costs increased by 4%.

The KFC and Pizza Hut Brands continued to deliver strong growth and closed the year with improved profits. TGI Fridays™ profit was marginally less than that of the prior year due to the flow-through effect of lost revenue as a result of two restaurant closures for remodelling. The SUBWAY Brand performed below expectation and yielded less profit than the prior year, with labour costs being one of the main adverse drivers of the lower profit.

Administrative expenses increased by 7%, primarily due to the increase in staff costs, higher foreign exchange costs due to the settlement of USD obligations in alternative currencies, and the loss on disposal of fixed assets arising from the relocation of our Pizza Hut restaurant at Price Plaza, Chaguanas.

Overseas Operations – TGI Fridays™ Jamaica

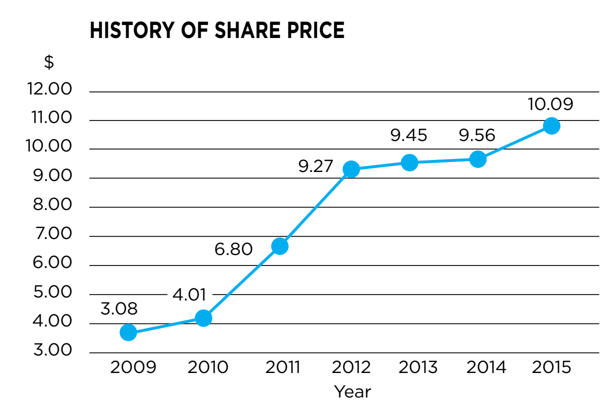
Notwithstanding higher food-input costs, the TGI Fridays™ Jamaica operation generated a profit of $0.12 million as against a loss of $0.7 million in 2014. We continued to focus on improved sales against the depreciating Jamaican currency, and on managing all costs to achieve greater operational efficiencies.

Capital Expenditure

Capital expenditure (net of proceeds on disposal of assets) for the year totalled $44.9 million as against $25.8 million in 2014. A substantial portion of this sum was reinvested in our remodelling projects, and on the construction of a new SUBWAY restaurant.

Share Price

The Company's share price closed at $10.09 at 30 November 2015, showing an increase of 53 cents from 30 November 2014. As at 4 March 2016, the Company's share price was $11.02.



Management Discussion And Analysis - continued

Building People's Capability

Our priorities in 2015 revolved around attracting the right calibre and quantity of labour to our restaurants, retaining hourly-paid Team Members, and growing our management and Bench capability. Building the right culture through our leaders became the foundation for driving positive values and behaviour, as well as increasing retention and the ability to deliver a high level of service to our customers. To build the foundation for this cultural change, the Company followed a structured approach by employing a number of strategies and initiatives.

Although the attraction of labour at the Team Member level remains a challenge, we continued to build on our recruitment strategies by exploring every avenue to attract prospective Team Members. This included emphasising the employee referral programme in which employees were rewarded for each candidate they recommended who was subsequently hired by the Company. Greater focus was also placed on implementing various initiatives via e-recruitment strategies where prospective candidates were able to directly apply online to the Brand of their choice. These initiatives have had some success in certain geographical areas.

However, the increase in the number of Team Members has not met our current demand to date in all restaurant locations. The Company has already initiated another external survey in 2016 to provide further insights to address the Team Member challenge which persists, even with Trinidad and Tobago's weakening economy.

To enhance greater retention and higher performance levels, the Company undertook a massive drive to build the right culture by rolling out its new Mission of 'Helping People Taste Happiness Every Day'. The Mission was underpinned by five (5) core values: We Serve, We do the Right Thing, We Act with Passion and Purpose, We Grow Great People, We Get Better Every Day. We also further concretised these values by updating all employee training materials and introducing new tools to reinforce the desired staff behaviour. These were detailed in 'The Winning Restaurant Culture Guide for Managers'. To reinforce the behavioural adjustments needed to achieve long-term cultural change, the Company also continued to retain external services to provide refresher programmes for its management and executive teams.

Emphasis was also placed on re-training and re-equipping our management and Team Members with the skills necessary to deliver prompt and efficient service to our customers through all channels. This training was reinforced by the introduction of 'One-on-One Pocket Guides' which encourage engagement with employees and serve as a 'culture check-in'.

As a result of these initiatives, we have achieved some positive outcomes. Our Team Member turnover rates have decreased and Team Member retention rates, over one year, have increased in each Brand versus the prior year. Management engagement also improved according to employee surveys. Our Bench programme was also reinforced, with greater numbers being promoted through the Career Advancement Programme (CAP), while management stability remained above target levels.

The Company's reward structure reinforced the successes achieved. Employee and customer successes were rewarded publicly, while shares continued to be awarded to high performers via the Employee Stock Ownership Plan (ESOP). As shareholders, managers not only benefit from personal future wealth creation, but they also behave like owners. This approach will remain the foundation upon which we will continue to reinforce the desired culture through our employees.


pepsi
KFC
KFC
so good

KFC

In 2015, KFC continued to build on the successes of 2014 with a winning combination of menu innovation, consumer promotions and interactive marketing campaigns. We have continued to invest in our restaurants and have implemented the new 'In-Store Prepared (ISP)' brand image at our High Street, San Fernando, restaurant. Six restaurants currently feature this image. The ISP design signifies the true essence of the KFC Brand. It is a key pillar of our 'Real Food, Real People' philosophy, reinforcing that all our products are handmade fresh every day by our dedicated staff, for the enjoyment of our customers nationwide.

Our 2015 marketing initiatives continued to be unique and innovative, combining an exciting mix of new products, value initiatives, integrated campaigns, and community and digital engagement to keep the Brand relevant and young. Promotions and products, such as six pieces of chicken for $49, Popcorn Chicken Shakers, the Wicked Zinger and the Wow Deal, enabled us to drive commercial goals and achieve solid returns in a highly competitive market.

KFC deepened our community connections through partnerships with local organisations, sponsoring a number of key social initiatives, including the Express National Word Championships in Primary Schools. We also proudly supported the annual Buddy Walk to build Down's Syndrome awareness locally.

Youth and community sport development continued to be a major thrust with the expanded KFC Comets Youth Development Cricket programme, along with support of the T10 Community Cricket league.

After 43 years in Trinidad and Tobago, KFC has formed a strong bond with our consumers which we treasure deeply. We remain passionately committed to 'Helping People Taste Happiness Every Day'.


Pizza Hut

Pizza Hut

In keeping with the vision for the Brand, in 2015 we achieved growth of 10% over the prior year. This was achieved through the dine-in channel, which enticed our dine-in customers with new product options. These new offerings included an extension of our Dessert Menu and the introduction of a Kids Menu. The focus on children was also reinforced by the re-launch of our Birthday Packages. This programme will continue to be extended in 2016, with changes directed at improving the customer experience.

In keeping with innovation and refreshing the Brand, we re-launched the Brand with a new tagline: 'Make It Great.' An integral element to this re-launch was the focus on our internal customer via the re-training of employees in the Front and Back of House. Our employee uniforms were also redesigned to elevate the Brand's image and we introduced the new 'Hand-Tossed Dough' pizza.

Restaurant development continued to be an integral part of the growth of this Brand. We relocated and re-modelled the restaurant in Price Plaza, with major changes to our restaurant design and capacity. The restaurant was opened in June 2015 and possesses one of the first-ever virtual playrooms catering for both children and adults. The development of the Brand will continue in 2016 with the incorporation of enhanced décor, as well as updated systems and technology in the new restaurant designs.

We revised and developed new recruitment strategies to meet the increased number of employees needed for the Price Plaza restaurant. The re-training of our restaurant management and the development of future managers assisted in laying a strong foundation for building the Brand. This was reinforced by the hiring of a new Area Coach and a Brand Leader to enhance the overall operational and marketing performance of the Brand. Our journey of success will continue in 2016 by building on our 2015 successes, with a specific focus on accelerating the growth of the Home Delivery channel.

TGI Fridays™

For the Fridays™ Brand image in Trinidad, 2015 was a year of rejuvenation, as the Brand ended the year with a full re-modelling of all three restaurants.

Price Plaza was the first location to be re-modelled, followed by Gulf City in South Trinidad. Finally, our flagship restaurant in Port-of-Spain opened its doors in record time, showcasing even more unique and innovative design elements. Our restaurants now feature a contemporary design which includes a lighter, more modern interior, an eye-catching new bar, an airy new patio space, and an upgraded, fresh exterior.

Training and development remained a priority area for our management team in 2015, and by the end of the year, our in-house training programmes such as 'Fridays Service Style', 'Best Corner Bar in Town' and 'Culinary Pride', were successfully completed. The Fridays™ Brand continued to build on the new initiatives by upgrading our menus, website and staff image to align with the new look and feel of the Brand. Internally, the focus remained on delivering excellent customer service and continuous menu innovation. All marketing promotions were built on our commitment to serving 'Handcrafted Food and Drinks', and our marketing communications were aimed at showcasing our Fridays™ products made fresh within our restaurants.

TGI Fridays™ Trinidad continued to be a leader in the casual dining restaurant category throughout the year, excelling in both marketing and operations. The Trinidad team continued to win international awards, taking the much-coveted Myrna Award for World Operator of the Year in recognition of our ongoing success in driving sales, guest counts and the transformation of the Brand.

In addition to our restaurant success, Fridays™ Trinidad continued to reach out to local communities through several community and social initiatives. For another successful year, the Brand partnered with the local Autism group Right Start for Autism to help raise awareness for Autism in Trinidad. Our restaurant Team Members also participated in our first-ever Charity Christmas Box Project, producing 50 Christmas Boxes for less fortunate families in Trinidad. Youth development was another key focus area, as Fridays™ Trinidad partnered with the Harvard Rugby Team on various events to develop the sport during the 2015 rugby season.

In 2016, we remain committed to building on our successes and growing the sales of the business.


SUBWAY
eat fresh.

SUBWAY

In 2015, SUBWAY delivered bold and exciting flavour innovations to complement our reputation for great value. The indulgence theme effectively ran all year as we started with the launch of the bold Sriracha Chicken and closed off the year with the introduction of Spicy Jerk Chicken. Trinidad and Tobago is the first and only SUBWAY market in the entire world to offer a Jerk Chicken Sub, and its true Caribbean flavour was an instant hit with our consumers.

Apart from promoting two new sandwiches, we also featured different key elements of the existing menu range, reminding consumers that SUBWAY offers great flavours in many forms: Seafood Sensations were promoted for Lent (tuna, lobster, crab, fish), and campaigns were rolled out for Trinidad and Tobago's favourite Sweet Onion Chicken Teriyaki, BBQ Selects (chicken, pork and steak), and the Meatball Marinara.

In keeping with the innovation theme, we also launched an avocado topping as a Limited Time Offer (LTO) in 2015. The introduction of this real avocado topping was a success for the Trinidad and Tobago market since it pairs well with a number of our regular subs and became a favourite with customers.

Sponsorships and involvement in different sporting events were also key in 2015. SUBWAY was the title sponsor of the annual Maracas Open Water Swim and the inaugural Junior Tennis Tournament. In addition to these events, the Brand was actively involved in the Trinidad and Tobago International Marathon, the UWI Half Marathon, the annual Rainbow Cup Triathlon in Tobago, and several other sporting events.

During the year, we also added the Gasparillo community to our family when we opened our new restaurant there in February 2015. This brought the number of SUBWAY restaurants across the country to 46. In addition to this, the MovieTowne and Shoppes of Maraval restaurants were re-modelled with state-of-the-art décor and improved working conditions for our employees.

2015 was truly a year of venturing into new territory by offering our customers a variety of the flavours they love. We believe that the foundation we built around the Brand's promotion, operations and the variety of flavours will pave the way for future developments.





KFC











30



SUBWAY

JERK FLAVOUR


SUBWAY



Pizza Hut
MAKE IT GREAT

PRESTIGE HOLDINGS LTD.
A Restaurant Management Company
DATE 2-4-2015
PAY TO THE ORDER OF Right Start Foundation
10,000 00/xx
DOLLARS

The Directors are pleased to present their report for the year ended 30 November, 2015

1. **CONSOLIDATED FINANCIAL RESULTS AND DIVIDENDS**

	$
Profits attributable to shareholders	59.502,170
Remeasurement of post-employment benefit obligations	447,672
Transfer of expired share based payments	5,497,256
Final dividends for 2014 (Paid 17 cents per common share)	(10,582,603)
Interim dividends paid for 2015 (Paid 16 cents per common share)	(9,976,222)
Retained profits for the year	44,888,273
Retained profits brought forward from prior year	162,467,816
Retained profits at end of year	207,356,089

2. **DIVIDENDS**
On 19 October, 2015 an interim dividend of 16 cents per common share was paid to shareholders. On 26 January 2016, the Board of Directors recommended a final dividend of 22 cents per common share for the shareholders' approval at the Annual Meeting. This will mean a total dividend payment of 38 cents per common share for the year ended 30 November 2015. If approved, the final dividend will be paid on 17 May, 2016 to shareholders, whose name appears on the register of members on 6 May, 2016.

3. **DIRECTORS**
The Directors as of November 30, 2015, were as follows:-
Christian E. Mouttet, Joseph P. Esau, Angela Lee Loy, Martin de Gannes, Kurt Miller and Charles Pashley

In accordance with paragraph 4.5 of the Company's By-Law No. 1, the terms of office of Mrs. Angela Lee Loy, Mr. Christian Mouttet and Mr. Charles Pashley expire at the close of the Annual Meeting to be held on 27 April, 2016. Mrs. Lee Loy, Mr. Mouttet and Mr. Pashley being eligible, offer themselves for re-election as Directors for the term from the date of their election until the close of the third Annual Meeting following their election, subject always to earlier termination under paragraph 4.8.1 of the Company's By-Law No. 1.

Mr. Rene de Gannes was appointed as a Director by the Board of Directors, effective 26 January 2016, to serve until the close of the Annual Meeting following his election. Accordingly, Mr. de Gannes's term of office will expire at the close of the Annual Meeting to be held on 27 April 2016. Mr. de Gannes offers himself for election as a Director for the term from the date of his election until the close of the third Annual Meeting following his election, subject always to earlier termination under paragraph 4.8.1 of the Company's By-Law No. 1.

4. **AUDITORS**
The retiring auditors, Messrs. PricewaterhouseCoopers have expressed their willingness to be re-appointed and are eligible for appointment as auditors of the Company.

5. **BENEFICIAL INTERESTS OF DIRECTORS, SENIOR OFFICERS & THEIR CONNECTED PERSONS AND A LIST OF SUBSTANTIAL OR LARGEST INTERESTS.**
In accordance with the requirements of our listing agreement with The Trinidad and Tobago Stock Exchange Limited ("the TTSE") and the Rule 601 of the Rules of the TTSE, we record hereunder details of the beneficial interest of each Director and Senior Officer together with their connected persons in the share capital of the Company as at the end of the Company's financial year November 30, 2015.

DIRECTORS

Director	Beneficial Interest	Options granted under Share Option Plan	No. of Shares held by Connected Persons
Joseph P. Esau	1,200,000	Nil	Nil
Angela Lee Loy	Nil	Nil	Nil
Christian E. Mouttet	Nil	Nil	42,685,422
Charles Pashley	110,000	Nil	Nil
Kurt Miller	40,000	Nil	Nil
Martin de Gannes	Nil	Nil	Nil

There are no other interests held by the Directors.

SENIOR OFFICERS

Senior Officer	Beneficial	Options granted under Share Option Plan	No. of Shares held by Connected Persons
Marlon Danglade	Nil	Nil	Nil
Anthony Martins	40,876	39,120	Nil
Angela Sobrian	95,965	40,547	Nil
Simon Hardy	Nil	Nil	Nil
Navin Maharaj	Nil	Nil	Nil
Ian Currie	Nil	Nil	Nil
Lisa Fernandez	Nil	Nil	Nil

SUBSTANTIAL INTEREST/LARGEST HOLDERS

In accordance with the requirements of our listing agreement with the TTSE and Rule 601 of the Rules of the TTSE, we list below those persons holding the ten (10) largest block of shares legally and beneficially in the Company as at the end of the Company's financial year November 30, 2015.

Shareholder	Legal Interest	Beneficial Interest
Victor E. Mouttet Limited	Nil	33, 085, 422
GNM Properties Limited	Nil	7,200,000
RBC Trust (Trinidad and Tobago)Limited	Nil	4,530,084
JMM Properties Limited	Nil	2,400,000
Republic Bank Limited	Nil	1,664,000
Guardian Life Of The Caribbean Ltd	Nil	1,535, 811
Employees Profit Sharing & Share Ownership Plan	Nil	1,385, 410
Joseph P Esau	Nil	1,200,000
Trinidad and Tobago Unit Trust Corporation	Nil	1,013,479
Pelican Investments Limited	Nil	1,000,000

6. **DISCLOSURE OF INTEREST OF DIRECTORS AND OFFICERS IN ANY MATERIAL CONTRACT**

No director or officer of the Company is an officer or director of any company or has a material interest in any company which is a party to a material contract or proposed material contract with the Company.

The Directors wish to express their appreciation to the management and staff for the work done during the year and look forward to another exciting year.

By Order of the Board
Dated this 29th day of March 2016

CHRISTIAN E. MOUTTET

MARLON DANGLADE

Report on Group Audit Committee Report

The Group Audit Committee assists the Board in fulfilling its responsibility to oversee Management's implementation of financial reporting and risk management processes as set out in the Audit Committee Terms of Reference. In performing its work, the Committee considers the following:-

- Reliability and integrity of the accounting principles and practices.
- Internal audit functions.
- Risk management functions.
- Qualifications, independence and performance of the external auditors.
- The effectiveness of the system of controls and procedures.
- Compliance with legal and regulatory requirements.

The Committee has reviewed and discussed the quarterly unaudited results, the annual audited financial statements and the audit plan with the company's management and the external auditors.

The Committee has discussed the audit plan covering the adequacy of internal controls and work schedule with the internal auditor.

The Committee met five (5) times for the year 2015.

The Audit Committee

Angela Lee Loy, Chairman
Kurt A.A. Miller

Report of the Corporate Governance and Nomination Committee

The Corporate Governance and Nomination Committee comprises three non-executive directors of the Company.

This Committee supports the Board of Directors in matters of Corporate Governance, including Board and individual Directors' evaluations, nomination of directors, Board Committee mandates, structure and membership, code of ethics and conflicts of interest, CEO performance evaluation and executive succession planning.

During the year the Committee held two meetings (and one sub-committee meeting to evaluate Board and individual directors' performance), and dealt with the following matters:

- Mr. Rene de Gannes, a Marketing professional, was nominated as a director and appointed to Board
- The CEO's performance was reviewed
- Succession planning was reviewed
- Mr. Martin de Gannes was recommended and appointed Chairman of the Human Resources and Compensation Committee
- Board Committee Mandates were reviewed and updated
- Individual directors' and the Board's performance were evaluated and the results shared with the Board

The Company is in compliance with the Trinidad and Tobago Corporate Governance Code.

Corporate Governance and Nomination Committee

Joseph P. Esau, Chairman
Christian E Mouttet
Kurt A. A. Miller

Report of the Human Resource and Compensation Committee

The Human Resource and Compensation Committee comprises three non-executive directors of the Company.

This Committee supports the Board of Directors in matters of human resource policies and practices, including executive compensation structure and incentive programmes, monthly rated employees' salary levels/compensation programmes, changes to the executive organizational structure, executive medical examinations, , and board compensation.

During the year the Committee held three meetings and dealt with the following matters:

- Award of 2015 profit performance bonuses and share grants based on that year's audited financial statements
- Award of 2015 performance bonuses based on achievement of individual objectives
- Management and general compensation adjustments for 2016 were approved
- Review of the Committee's mandate and recommended amendments to the Human Resource and Compensation Committee's mandate.

Human Resource and Compensation Committee

Martin de Gannes, Chairman
Joseph P. Esau
Christian E. Mouttet

Independent Auditor's Report

To the shareholders of Prestige Holdings Limited

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Prestige Holdings Limited and its subsidiaries, which comprise the consolidated balance sheet as at 30 November 2015, and the consolidated income statement, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Prestige Holdings Limited and its subsidiaries as at 30 November 2015, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers

15 February 2016
Port of Spain
Trinidad, West Indies

Consolidated Balance Sheet

(Expressed in Trinidad and Tobago Dollars)

	Notes	As at 30 November 2015 $	2014 $
Assets			
Non-current assets			
Property, plant and equipment	5	264,125,225	262,079,550
Intangible assets	6	71,689,983	72,364,952
		335,815,208	334,444,502
Current assets			
Inventories	9	46,520,104	46,024,818
Trade and other receivables	10	21,283,955	23,115,953
Current income tax assets		6,579,325	6,553,466
Cash and cash equivalents	11	71,522,103	57,314,430
		145,905,487	133,008,667
Total assets		481,720,695	467,453,169
Equity and liabilities			
Equity attributable to owners of the parent company			
Share capital	12	22,829,797	22,008,825
Equity-settled arrangements		--	5,497,256
Other reserves	13	18,108,729	18,403,002
Other equity instrument	14	15,000,000	25,000,000
Retained earnings		207,356,089	162,467,816
		263,294,615	233,376,899
Unallocated shares held by ESOP	15	(1,349,608)	(2,125,098)
Total equity		261,945,007	231,251,801
Liabilities			
Non-current liabilities			
Borrowings	16	94,500,000	108,500,000
Retirement benefit obligations	17	--	496,085
Deferred income tax liabilities	8	4,729,278	6,331,401
		99,229,278	115,327,486
Current liabilities			
Trade and other payables	18	97,459,759	100,302,836
Borrowings	16	14,000,000	14,000,000
Due to related parties	19	2,756,493	1,617,286
Current income tax liabilities		6,330,158	4,953,760
		120,546,410	120,873,882
Total liabilities		219,775,688	236,201,368
Total equity and liabilities		481,720,695	467,453,169

The notes on pages 58 to 100 are an integral part of these consolidated financial statements.

On 15 February 2016, the Board of Directors of Prestige Holdings Limited authorised these consolidated financial statements for issue.

Director

Director

Consolidated Income Statement – by function of expense

(Expressed in Trinidad and Tobago Dollars)

	Notes	Year ended 30 November 2015 $	2014 $
Revenue		962,562,047	921,801,855
Cost of sales	20,21	(611,863,993)	(589,640,457)
Gross profit		350,698,054	332,161,398
Other operating expenses	21	(200,213,833)	(191,111,239)
Administrative expenses	21	(63,369,750)	(59,039,306)
Other income		1,427,907	1,918,993
Operating profit		88,542,378	83,929,846
Finance costs - net	22	(8,369,790)	(12,052,663)
Profit before income tax		80,172,588	71,877,183
Income tax expense	23	(20,670,418)	(21,609,916)
Profit for the year		59,502,170	50,267,267
Profit attributable to:			
Owners of the parent company		59,502,170	50,267,267
Earnings per share attributable to the equity holders of the parent company			
-Basic earnings per share (exclusive of ESOP shares)	24	96.0¢	81.4¢
-Diluted earnings per share (exclusive of ESOP shares)		95.7¢	80.9¢

The notes on pages 58 to 100 are an integral part of these consolidated financial statements.

Consolidated Statement of Comprehensive Income

(Expressed in Trinidad and Tobago Dollars)

	Note	Year ended 30 November 2015 $	2014 $
Profit for the year		59,502,170	50,267,267
Other comprehensive income/(loss):			
Items that will not be reclassified to profit or loss			
Re-measurements of post-employment benefit obligations	17	447,672	(77,821)
Items that may be subsequently reclassified to profit or loss			
Currency translation differences		(294,273)	(97,411)
Total comprehensive income for the year		59,655,569	50,092,035
Attributable to:			
- Owners of the parent company		59,655,569	50,092,035

The notes on pages 58 to 100 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

(Expressed in Trinidad and Tobago Dollars)

	Notes	Share capital $	Equity settled arrangements $	Other equity instrument $	Other reserves $	Retained earnings $	Total $	Unallocated shares held by ESOP $	Total equity $
Balance at 1 December 2013		21,739,424	5,497,256	50,000,000	18,500,413	130,936,022	226,673,115	(4,644,286)	222,028,829
Comprehensive income									
Profit for the year		--	--	--	--	50,267,267	50,267,267	--	50,267,267
Other comprehensive loss									
Re-measurement of post-employment benefit obligations	17	--	--	--	--	(77,821)	(77,821)	--	(77,821)
Currency translation differences	13	--	--	--	(97,411)	--	(97,411)	--	(97,411)
Total comprehensive income/(loss) for the year		--	--	--	(97,411)	50,189,446	50,092,035	--	50,092,035
Transactions with owners									
Proceeds from shares issued	12	269,401	--	--	--	--	269,401	--	269,401
Shares allocated during the year	15	--	--	--	--	--	--	2,519,188	2,519,188
Redemption	14	--	--	(50,000,000)	--	--	(50,000,000)	--	(50,000,000)
Proceeds from issue	14	--	--	25,000,000	--	--	25,000,000	--	25,000,000
Dividends for 2013									
- Paid – 15 cents per share		--	--	--	--	(9,327,173)	(9,327,173)	--	(9,327,173)
Dividends for 2014									
- Paid – 15 cents per share		--	--	--	--	(9,330,479)	(9,330,479)	--	(9,330,479)
Total transactions with owners		269,401	--	(25,000,000)	--	(18,657,652)	(43,388,251)	2,519,188	(40,869,063)
Balance at 30 November 2014		22,008,825	5,497,256	25,000,000	18,403,002	162,467,816	233,376,899	(2,125,098)	231,251,801

The notes on pages 58 to 100 are an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity (continued)

(Expressed in Trinidad and Tobago Dollars)

	Notes	Share capital $	Equity settled arrangements $	Other equity instrument $	Other reserves $	Retained earnings $	Total $	Unallocated shares held by ESOP $	Total equity $
Balance at 1 December 2014		22,008,825	5,497,256	25,000,000	18,403,002	162,467,816	233,376,899	(2,125,098)	231,251,801
Comprehensive income									
Profit for the year		--	--	--	--	59,502,170	59,502,170	--	59,502,170
Other Comprehensive income/(loss)									
Re-measurement of post-employment benefit obligations	17	--	--	--	--	447,672	447,672	--	447,672
Currency translation differences	13	--	--	--	(294,273)	--	(294,273)	--	(294,273)
Total comprehensive income/(loss) for the year		--	--	--	(294,273)	59,949,842	59,655,569	--	59,655,569
Transactions with owners									
Proceeds from shares issued	12	820,972	--	--	--	--	820,972	--	820,972
Shares allocated during the year	15	--	--	--	--	--	--	775,490	775,490
Redemption	14	--	--	(10,000,000)	--	--	(10,000,000)	--	(10,000,000)
Transfer of expired share based payments		--	(5,497,256)	--	--	5,497,256	--	--	--
Dividends for 2014									
- Paid – 17 cents per share		--	--	--	--	(10,582,603)	(10,582,603)	--	(10,582,603)
Dividends for 2015									
- Paid – 16 cents per share		--	--	--	--	(9,976,222)	(9,976,222)	--	(9,976,222)
Total transactions with owners		820,972	(5,497,256)	(10,000,000)	--	(15,061,569)	(29,737,853)	775,490	(28,962,363)
Balance at 30 November 2015		22,829,797	--	15,000,000	18,108,729	207,356,089	263,294,615	(1,349,608)	261,945,007

The notes on pages 58 to 100 are an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

(Expressed in Trinidad and Tobago Dollars)

	Notes	Year ended 30 November 2015 $	2014 $
Cash flows from operating activities			
Cash generated from operations	27	132,142,432	123,627,904
Interest paid		(8,369,790)	(12,052,663)
Income tax paid		(20,922,003)	(21,050,465)
Net cash generated from operating activities		102,850,639	90,524,776
Cash flows from investing activities			
Purchase of intangible assets	6	(1,168,727)	(81,000)
Purchase of property, plant and equipment	5	(44,406,850)	(26,711,841)
Proceeds from disposal of property, plant and equipment		670,464	1,035,681
Net cash used in investing activities		(44,905,113)	(25,757,160)
Cash flows from financing activities			
Proceeds from shares issued		820,972	269,401
Dividends paid to shareholders		(20,558,825)	(18,657,652)
Repayment of borrowings		(14,000,000)	(14,542,584)
Proceeds from other equity instrument		--	25,000,000
Repayment of related party loan		--	(5,000,000)
Redemption of other equity instrument		(10,000,000)	(50,000,000)
Net cash used in financing activities		(43,737,853)	(62,930,835)
Net increase in cash and cash equivalents		14,207,673	1,836,781
Cash and cash equivalents			
At start of year		57,314,430	55,477,649
At end of year	11	71,522,103	57,314,430

The notes on pages 58 to 100 are an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

(EXPRESSED IN TRINIDAD AND TOBAGO DOLLARS)

1 General information

Prestige Holdings Limited (Parent Company) was incorporated in the Republic of Trinidad and Tobago on 24 November 1972 under the Companies Ordinance, Ch. 31 No. 1 and was continued under the Companies Act, 1995 on 26 November 1997. The Registered Office of the Parent Company is 47-49 Sackville Street, Port of Spain. The Parent Company operates under long-term franchise agreements for the KFC, Pizza Hut and Subway brands through a chain of restaurants in Trinidad and Tobago and is a public limited liability company which is listed on the Trinidad and Tobago Stock Exchange.

Prestige Services Limited is wholly owned by Prestige Holdings Limited and is incorporated in St. Christopher/Nevis. This company owns the Development Rights for the TGI Fridays Brand for the CARICOM.

Prestige Holdings Limited also owns 100% of the share capital of Prestige Restaurants Jamaica Limited which operates the TGI Fridays Brand in Jamaica.

Weekenders Trinidad Limited is wholly owned by Prestige Holdings Limited and is an amalgamated entity of Weekenders Limited and TCBY Trinidad Limited effective 25 July 2011. The company is incorporated in the Republic of Trinidad and Tobago. This company operates under a long-term franchise agreement for the TGI Fridays Brand in Trinidad and Tobago.

Restaurant Leasing Corporation Limited is wholly owned by Prestige Holdings Limited and is incorporated in the Republic of Trinidad and Tobago. This company owns and leases the premises on which the SUBWAY restaurants and head office are located.

The ultimate parent company is Victor E. Mouttet Limited, a privately owned company incorporated in the Republic of Trinidad and Tobago.

2 Summary of significant accounting policies

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

a. *Basis of preparation*

The consolidated financial statements of Prestige Holdings Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as

2 Summary of significant accounting policies (continued)

a. *Basis of preparation (continued)*

modified by the revaluation of land.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(i) Changes in accounting policies and disclosures

(a) New standards, amendments and interpretations adopted by the Group:

There were no standards effective for the first time for the financial year beginning on or after 1 December 2014 which had a material impact on the Group's consolidated financial statements.

(b) New standards and interpretations not yet adopted by the Group:

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 December 2014, and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

- IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through OCI and fair value through P&L. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in OCI not recycling. There

2 Summary of significant accounting policies (continued)

a. *Basis of preparation (continued)*

(i) Changes in accounting policies and disclosures (continued)

(b) New standards and interpretations not yet adopted by the Group (continued):

is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the 'hedged ratio' to be the same as the one management actually use for risk management purposes. Contemporaneous documentation is still required but is different to that currently prepared under IAS 39. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The Group is yet to assess IFRS 9's full impact.

- IFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2018 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group's consolidated financial statements.

b. *Consolidation*

(i) *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and

2 Summary of significant accounting policies (continued)

b. *Consolidation (continued)*

(i) *Subsidiaries* (continued)

has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition- by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date, any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(ii) Changes in ownership interests in subsidiaries without change of control

Notes to the Consolidated Financial Statements (continued)
(EXPRESSED IN TRINIDAD AND TOBAGO DOLLARS)

2 Summary of significant accounting policies (continued)

b. *Consolidation (continued)*

(ii) Changes in ownership interests in subsidiaries without change of control (continued)

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iii) Disposal of subsidiaries

When the Group ceases to have control any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

c. *Segment reporting*

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for making strategic decisions, allocating resources and assessing performance of the operating segments has been identified as the board of directors.

d. *Foreign currency translation*

(i) *Functional and presentation currency*
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Trinidad and Tobago dollars, which is the Group's presentation and functional currency.

(ii) *Transactions and balances*
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and

2 Summary of significant accounting policies (continued)

d. *Foreign currency translation (continued)*

(ii) *Transactions and balances* (continued)

from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated income statement within 'finance cost (net)'. All other foreign exchange gains and losses are presented in the consolidated income statement within 'administrative expenses'.

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

(c) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences are recognised in other comprehensive income.

e. *Property, plant and equipment*

Property, plant and equipment are initially recorded at cost. Land is subsequently shown at market value, based on valuations by external independent valuers at least once every five years. All other property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with

2 Summary of significant accounting policies (continued)

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

the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated income statement during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land are credited to other reserves in shareholders' equity. Decreases that offset previous increases of the same asset are charged against other reserves directly in equity; all other decreases are charged to the consolidated income statement.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Freehold and leasehold buildings	-	10	-	50 years
Leasehold improvements	-	10	-	20 years
Plant and machinery and equipment	-	10	-	15 years
Vehicles	-	4	-	5 years
Furniture	-	5	-	12 years

The assets' residual values and useful lives are reviewed by management, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other operating expenses in the consolidated income statement.

When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

f. *Intangible assets*

(i) *Goodwill*

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of

2 Summary of significant accounting policies (continued)

f. *Intangible assets (continued)*

(i) *Goodwill (continued)*

the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGUs, or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(ii) *Franchise agreements – ongoing operations*

Franchise agreements for ongoing operations acquired in a business combination are initially recognised at fair value at the acquisition date and subsequently carried at cost. These assets have an indefinite useful life and are tested annually for impairment. The franchise agreement renews automatically and there is no significant cost of renewal.

(iii) *Franchise fees*

The Group pays an initial fee to the Franchisor for every new store and a renewal fee upon the expiration of the initial franchise period. The initial and renewal fees are written off over the period to which they relate which range from ten to twenty years. There are no renewal fees upon the expiration of the initial franchise period for the SUBWAY franchise.

(iv) *Development rights*

Investment in the development rights is capitalised and amortised using the straight-line method over its estimated useful life but not exceeding ten years.

g. *Impairment of non-financial assets*

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and

Notes to the Consolidated Financial Statements (continued)
(EXPRESSED IN TRINIDAD AND TOBAGO DOLLARS)

2 Summary of significant accounting policies (continued)

g. *Impairment of non-financial assets (continued)*

are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

h. Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

i. *Financial assets*

(i) *Classification*

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' and cash and cash equivalents in the consolidated balance sheet (Notes 2 m. and 2 n.).

(ii) Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial

2 Summary of significant accounting policies (continued)

i. *Financial assets (continued)*

(ii) Recognition and measurement (continued)

assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the group's right to receive payments is established.

j. *Offsetting financial instruments*

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

k. *Impairment of financial assets*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

(i) Significant financial difficulty of the issuer or obligor.
(ii) A breach of contract, such as a default or delinquency in interest or principal payments.
(iii) It becomes probable that the customer will enter bankruptcy or other financial reorganisation.

Notes to the Consolidated Financial Statements (continued)
(EXPRESSED IN TRINIDAD AND TOBAGO DOLLARS)

2 Summary of significant accounting policies (continued)

k. *Impairment of financial assets (continued)*

The Group first assesses whether objective evidence of impairment exists.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

l. *Inventories*

Inventories are stated at the lower of cost or net realisable value. Cost is determined using the average cost method. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses.

m. *Trade receivables*

Trade receivables are amounts due from customers for the sale of goods in the ordinary course of business. If collection is expected in one year or less (or, in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

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

n. *Cash and cash equivalents*

Cash and cash equivalents include cash at bank and in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

o. *Share capital*

Ordinary shares with discretionary dividends are classified as equity.

Incremental external costs directly attributable to the issue of

2 Summary of significant accounting policies (continued)

o. *Share capital (continued)*

new shares or options, other than in connection with a business combination, are shown in equity as a deduction, net of tax, from the proceeds.

p. *Trade payables*

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

q. *Provisions*

Provisions for restructuring costs and legal claims are recognised when: 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. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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. The increase in the provision due to passage of time is recognised as interest expense.

r. *Employee benefits*

(i) *Share-based payment*
The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed

2 Summary of significant accounting policies (continued)

r. *Employee benefits (continued)*

(i) *Share-based payment (continued)*

is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the parent company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital.

The grant by the company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

The social security contributions payable in connection with the grant of the share options is considered an integral part of the grant itself, and the charge will be treated as a cash-settled transaction.

(ii) *Pension obligations*

Group companies operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds,

2 Summary of significant accounting policies (continued)

r. *Employee benefits (continued)*

(ii) *Pension obligations (continued)*

determined by periodic actuarial calculations. The Group has both defined benefit and defined contribution plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in income.

For defined contribution plans, 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.

2 Summary of significant accounting policies (continued)

r. *Employee benefits (continued)*

(iii) *Employee Share Ownership Plan (ESOP)*

The parent company operates an Employee Share Ownership Plan and accounts for all unallocated ESOP shares as a deduction in Equity. Shares allocated to employees as part of their bonus are expensed to administrative expenses based on the market value of the shares allocated. The ESOP account is credited with the cost of the shares.

s. *Current and deferred income tax*

The tax expense for the year comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised using the liability method, for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The principal temporary difference arises from the difference between the accounting and tax treatment of depreciation on property, plant and equipment and tax losses.

2 Summary of significant accounting policies (continued)

t. *Revenue recognition*

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Sales of goods are recognised upon delivery of products and customer acceptance, or performance of services. Revenue is shown net of value-added tax, returns, and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the Group and when specific criteria have been met for the Group's activities.

Interest income is recognised on a time-proportion basis using the effective interest method.

u. *Borrowings*

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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 period.

v. *Other equity instruments*

Other equity instruments issued by the Group comprise amounts that can be redeemed or converted to share capital at the discretion of the Group.

w. *Dividend distribution*

Dividend distribution is recorded in the Group's financial statements in the period in which the dividends are approved by the Board of Directors.

Notes to the Consolidated Financial Statements (continued)
(EXPRESSED IN TRINIDAD AND TOBAGO DOLLARS)

2 Summary of significant accounting policies (continued)

x. *Leases*

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement under the terms of the lease.

y. *Royalty expenses*

Royalty expense is recognised on the accrual basis and charged to the consolidated income statement (included in cost of sales) in accordance with the substance of the relevant agreements.

z. *Fair value estimation*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The IFRS 13 fair value hierarchy has the following levels based on the inputs used to determine the fair value measurement.

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2 - The inputs are inputs other that quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 - The inputs are unobservable inputs for the asset or liability.

An observable input is an input that is developed using market data such as publicly available information about actual events or transactions and that reflect the assumptions that market participants would use when pricing the asset or liability.

An unobservable input is an input for which market data is not readily available and that are developed using the best information available about the assumptions that market participants would use when pricing the asset or liability.

The fair value disclosure required by IFRS 13 for non-financial assets is included in Note 5. The fair value disclosures relating to financial instruments is disclosed is Note 7a.

3 Financial risk management

a. Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, product and emerging best practice.

The Board of Directors is ultimately responsible for the establishment and oversight of the Group's risk management framework. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, and investment of excess liquidity.

(i) *Market risk*

(a) *Foreign exchange risk*

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group manages its foreign exchange risk by ensuring that the net exposure in foreign assets and liabilities is kept to an acceptable level by monitoring currency positions as well as holding foreign currency balances. This policy is consistent with prior years.

As at 30 November 2015, the US dollar obligation in TT dollars arising mainly from foreign inventory suppliers and royalties payable was $21,875,209 (2014: $20,696,445) and if the currency had weakened/strengthened by 3% against the US dollar with all other variables held constant, post-tax profits for the year would have been $656,256 (2014: $413,929) lower/higher, mainly as a result of foreign exchange losses/gains on translation of US dollar-denominated trade payables and accruals.
There have been no changes to policies and procedures in managing the foreign exchange risks.

3 Financial risk management (continued)

a. Financial risk factors

(i) *Market risk (continued)*

(b) *Cash flow and fair value interest rate risk*

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Given the economic environment, the Group's policy is to maintain a significant portion of its borrowings in fixed rate instruments. This policy is consistent with prior years.

The Group has no exposure to fair value interest rate risk as the loan is carried at amortised cost.

The Group has no exposure to cash flow interest rate risk as the loan is a fixed rate loan.

There have been no changes to policies and procedures in managing interest rate risks.

(c) *Price risk*

The Group is not exposed to equity securities price risk since there are no investments held as available for sale or at fair value through profit or loss.

(ii) *Credit risk*

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to trade customers. For banks and financial institutions, only those with good standing and with a sound reputation are used. No independent rating exists for trade customers and as a result an internal credit assessment is performed taking into account their financial position, past experience and other factors. Credit limits are set for trade customers which are regularly monitored.

Management does not expect any significant losses from non-performance by counterparties.

There have been no changes to policies and procedures in managing credit risks.

3 Financial risk management (continued)

a. Financial risk factors

(iii) *Liquidity risk*

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its un-drawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal balance sheet ratio targets. This policy is consistent with the prior year.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are contractual undiscounted cash flows.

	6 months or less $	6 to 12 months $	1 to 5 years $	Over 5 years $
At 30 November 2015				
Borrowings - third party	10,335,938	10,117,188	89,140,625	26,031,250
Due to related party	2,756,493	--	--	--
Trade and other payables, excluding statutory liabilities	83,564,827	--	--	--
	96,657,258	10,117,188	89,140,625	26,031,250
At 30 November 2014				
Borrowings – third party	10,773,483	10,554,688	93,515,625	42,109,375
Due to related party	1,617,286	--	--	--
Trade and other payables, excluding statutory liabilities	87,190,478	--	--	--
	99,581,247	10,554,688	93,515,625	42,109,375

There have been no changes to policies and procedures in managing liquidity risks.

3 Financial risk management (continued)

b. *Capital risk management*

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. The ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the consolidated balance sheet) and bank overdraft less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated balance sheet plus net debt.

	2015 $	2014 $
Total borrowings	108,500,000	122,500,000
Less: cash and cash equivalents	(71,552,103)	(57,314,430)
Net debt	36,947,897	65,185,570
Total equity	261,945,007	231,251,801
Total capital	298,892,904	296,437,371
Gearing ratio	12%	22%

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a. *Critical accounting estimates and assumptions*

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) *Estimated impairment of goodwill and intangible assets*

The Group tests annually whether goodwill and intangible assets have suffered any impairment in accordance with the accounting policy stated in Note 2 f. The recoverable amounts of cash-generating units have been determined based on value-in use calculations. These calculations require the use of estimates. The significant assumptions are disclosed in Note 6. If the growth rate was adjusted by 1% downward there would be no impact to the profit or loss for the period as the asset would still not be impaired.

b. *Critical judgements in applying the entity's accounting policies*

(i) *Useful economic life of intangibles – franchise fees ongoing operations*

Franchise agreements for ongoing operations acquired in a business combination are estimated to have an indefinite useful life on the basis that these franchise agreements will renew automatically at little or no cost for an additional 20 years every time the franchise term ends. The Group has a long history of working with a number of franchisors and have always been granted renewals on those franchises without exception. On this basis management considers these intangible assets to have an indefinite useful life.

5 Property, plant and equipment

	Land $	Buildings and improvements $	Plant and machinery $	Vehicles $	Furniture $	Work in progress $	Total $
Year ended 30 November 2015							
Opening net book amount	38,395,000	124,696,411	51,789,716	6,158,028	41,001,776	38,619	262,079,550
Additions	--	19,743,682	7,643,277	1,430,965	14,449,539	1,139,387	44,406,850
Disposals	--	(481,499)	(121,855)	(331,403)	(103,453)	--	(1,038,210)
Exchange differences	--	(123,625)	(23,791)	--	(8,668)	--	(156,084)
Depreciation charge	--	(15,958,905)	(13,158,657)	(2,612,693)	(9,436,626)	--	(41,166,881)
Closing net book amount	38,395,000	127,876,064	46,128,690	4,644,897	45,902,568	1,178,006	264,125,225
At 30 November 2015							
Cost or valuation	38,395,000	244,249,983	220,387,536	14,769,976	118,127,915	1,178,006	637,108,416
Accumulated depreciation	--	(116,373,919)	(174,258,846)	(10,125,079)	(72,225,347)	--	(372,983,191)
Net book amount	38,395,000	127,876,064	46,128,690	4,644,897	45,902,568	1,178,006	264,125,225
Year ended 30 November 2014							
Opening net book amount	38,395,000	130,220,094	57,067,928	6,229,092	43,173,692	1,347,844	276,433,650
Additions - net	--	9,958,001	8,883,237	3,066,168	6,113,660	(1,309,225)	26,711,841
Disposals	--	--	(4,146)	(697,026)	(10,632)	--	(711,804)
Exchange differences	--	(169,477)	(43,156)	--	(9,909)	--	(222,542)
Depreciation charge	--	(15,312,207)	(14,114,147)	(2,440,206)	(8,265,035)	--	(40,131,595)
Closing net book amount	38,395,000	124,696,411	51,789,716	6,158,028	41,001,776	38,619	262,079,550
At 30 November 2014							
Cost or valuation	38,395,000	225,966,897	215,738,280	14,261,278	104,573,423	38,619	598,973,497
Accumulated depreciation	--	(101,270,486)	(163,948,564)	(8,103,250)	(63,571,647)	--	(336,893,947)
Net book amount	38,395,000	124,696,411	51,789,716	6,158,028	41,001,776	38,619	262,079,550
At 1 December 2013							
Cost or valuation	38,395,000	217,756,492	208,477,636	12,513,057	99,128,399	1,347,844	577,618,428
Accumulated depreciation	--	(87,536,398)	(151,409,708)	(6,283,965)	(55,954,707)	--	(301,184,778)
Net book amount	38,395,000	130,220,094	57,067,928	6,229,092	43,173,692	1,347,844	276,433,650

5 Property, plant and equipment (continued)

Depreciation expense of $41,166,881 (2014: $40,131,595) is included in other operating expenses. Land represents freehold land which was valued by an independent valuator in 2013 on the basis of market value for existing use and amounted to $38,395,000. If land was stated on the historical cost basis, the amount would be $14,488,230. Bank borrowings are secured on fixed assets of the Group for the value of approximately $108.5 million (2014: $122.5 million). Included in buildings and improvements is buildings amounting to $22,301,568 (2014: $23,375,568) and improvements amounting to $105,574,506 (2014: $101,320,843).

a. *Fair value of land*

The Group engages an external, independent and qualified valuer to determine the fair value of the Group's land at least once every five years. The last valuation performed was as at 30 November 2013. The revaluation surplus was credited to other comprehensive income and is shown in 'other reserves' in shareholders' equity (Note 13). The following table analyses the non-financial assets carried at fair value, by valuation method.

Fair value measurements as at 30 November 2014 and 2015

	Quoted prices In active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)
Recurring fair value measurements			
- Land	--	--	38,395,000

Level 3 fair values of land has been derived using the Sales Comparison Approach. Sales prices of comparable land in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot.

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Notes to the Consolidated Financial Statements (continued)
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6 Intangible assets

	Goodwill $	Development rights $	Other deferred costs $	Total $
Year ended 30 November 2015				
Opening net book amount	24,791,308	--	47,573,644	72,364,952
Additions	--	--	1,168,727	1,168,727
Other movements	--	--	(67,776)	(67,776)
Exchange differences	--	--	(497)	(497)
Amortisation charge	--	--	(1,775,423)	(1,775,423)
Closing net book amount	24,791,308	--	46,898,675	71,689,983
At 30 November 2015				
Cost	25,427,536	--	69,263,129	94,690,665
Accumulated amortisation and impairment	(636,228)	--	(22,364,454)	(23,000,682)
Net book amount	24,791,308	--	46,898,675	71,689,983
Year ended 30 November 2014				
Opening net book amount	24,791,308	--	49,176,375	73,967,683
Additions	--	--	81,000	81,000
Exchange differences	--	--	(2,726)	(2,726)
Amortisation charge	--	--	(1,681,005)	(1,681,005)
Closing net book amount	24,791,308	--	47,573,644	72,364,952
At 30 November 2014				
Cost	25,427,536	271,002	68,162,177	93,860,715
Accumulated amortisation and impairment	(636,228)	(271,002)	(20,588,533)	(21,495,763)
Net book amount	24,791,308	--	47,573,644	72,364,952
At 1 December 2013				
Cost	25,427,536	6,301,813	68,081,177	99,810,526
Accumulated amortisation and impairment	(636,228)	(6,301,813)	(18,904,802)	(25,842,843)
Net book amount	24,791,308	--	49,176,375	73,967,683

Amortisation charge of $1,775,423 (2014: $1,681,005) is included in other operating expenses.

6 Intangible assets (continued)

Included in other deferred costs is franchise agreements for ongoing operations of the SUBWAY business acquired in 2011 which has an indefinite life and is assessed annually for impairment. Also included under deferred costs are franchise fees and loan fees capitalised which are amortised over remaining periods of three to fifteen years.

The development rights represent the costs associated with the acquisition of rights for the KFC branch in Tobago and the TGI Fridays brand in CARICOM.

Impairment tests for goodwill and indefinite life intangible assets

Goodwill has been allocated to the Weekenders Trinidad Limited and SUBWAY businesses cash generating units as outlined below.

	2015 $	2014 $
Weekenders Trinidad Limited		
Goodwill	6,793,806	6,793,806
Less accumulated amortisation	(636,228)	(636,228)
Net goodwill	6,157,578	6,157,578

The recoverable amount of this business unit is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets and forecasts approved by management covering a five year period. Cash-flows for the five year period are extrapolated using the estimated growth rates stated below.

The key assumptions used for value-in-use calculations are as follows:

	Gross margin %	Growth rate %	Pre-tax Discount rate %
2015	43.6	3	17
2014	43	4	17

Assumptions for gross profit margins, growth rates and pre-tax weighted average cost of capital are based upon past performance, economic conditions and expectations for market development.

6 Intangible assets (continued)
Impairment tests for goodwill and indefinite life intangible assets (continued)

	2015 $	2014 $
SUBWAY business		
Goodwill	18,633,730	18,633,730
Intangible assets – franchise agreements	40,800,000	40,800,000
Assets acquired	59,433,730	59,433,730
Accumulated impairment	--	--
	59,433,730	59,433,730

The recoverable amount of this business unit is determined based on a value-in-use calculation. This calculation uses pre-tax cash flow projections based on financial budgets and forecasts approved by management covering a five year period. Cash-flows for the five year period are extrapolated using the estimated growth rates stated below.

The key assumptions used for value-in-use calculations are as follows:

	Gross margin %	Growth rate %	Pre-tax Discount rate %
2015	34	2	13.7
2014	34	4	13.1

Assumptions for gross profit margins, growth rates and pre-tax weighted average cost of capital are based upon past performance, economic conditions and expectations for market development.

7a Financial instruments by category

	Loans and receivables	
	2015	2014
	$	$
Assets as per balance sheet		
Trade and other receivables, excluding prepayments	3,069,753	4,718,397
Cash and cash equivalents	71,522,103	57,314,430
Total	74,591,856	62,032,827

	Other financial liabilities at amortised cost	
	2015	2014
	$	$
Liabilities as per balance sheet		
Borrowings	108,500,000	122,500,000
Trade and other payables, excluding statutory liabilities	83,564,827	87,190,478
Due to related party	2,756,493	1,617,286
Total	194,821,320	211,307,764

Financial instruments where carrying value is equal to fair value

Due to their liquidity and short-term maturity, the carrying values of certain financial instruments approximate their fair values. Financial instruments where carrying value is equal to fair value include cash and cash equivalents, trade and other receivables, trade and other payables and amounts due to related parties.

For financial assets and financial liabilities that are carried in the financial statements at amortised cost but for which fair value is required to be disclosed in accordance with IFRS 7, the table below summarises the level in the IFRS 13 fair value hierarchy in which the fair value measurement is categorised and a description of the valuation technique and the inputs used in the fair value measurement.

Liability	Categorisation of the fair value measurement in IFRS 13 fair value hierarchy	Valuation methodology used to determine fair value	Key assumptions in valuation methodology
Loan note – bank borrowing	Level 3	Discounted cash flow analysis	• Future cash flows • Current market interest rate at year end

A comparison of the fair value to the carrying value of bank borrowings is included in Note 16.

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7b Credit quality of financial assets

The credit quality of financial assets that are fully performing can be assessed by reference to the Group's internal aged receivable analysis; customers with aging of 0 – 90 days are not considered past due or impaired.

	2015	2014
	$	$
Trade receivables		
Group 1 – Customers (0 – 60 days)	1,250,639	3,192,229
Group 2 – Customers (61 – 90 days)	202,711	186,402
	1,453,350	3,378,631
Other receivables		
Group 1 – Non-trade customers (0 – 60 days)	223,755	865,964
Group 2 – Non-trade customers (61 – 90 days)	175,061	38,320
	398,816	904,284
	1,852,166	4,282,915

Trade and other receivables considered past due or impaired are disclosed in Note 10.

Cash

Cash at bank and on hand	71,522,103	57,314,430

Cash and short term deposits are held only with reputable financial institutions.

8 Deferred income tax

	2015 $	2014 $
Opening amount	6,331,401	6,281,177
(Credit)/charge to consolidated income statement (Note 23)	(1,602,123)	32,598
Exchange differences	--	17,626
Closing amount	4,729,278	6,331,401

The deferred income tax assets and liabilities at the end of the year are attributable to the following items:

At 30 November 2015	At 1.12.14 $	(Credit)/charge to income statement $	Foreign currency translation $	At 30.11.15 $
Deferred income tax liabilities				
Accelerated tax depreciation	6,331,401	(1,602,123)	--	4,729,278
	6,331,401	(1,602,123)	--	4,729,278

At 30 November 2014	At 1.12.13 $	(Credit)/charge to income statement $	Foreign currency translation $	At 30.11.14 $
Deferred income tax liabilities				
Accelerated tax depreciation	7,124,876	(793,475)	--	6,331,401
Deferred income tax assets				
Tax losses	(843,699)	826,073	17,626	--
	6,281,177	32,598	17,626	6,331,401

Tax losses of approximately $3 million (2014: $3.6 million) have not been recognised for purposes of deferred taxation because of the uncertain future timing of their recoverability.

9 Inventories

	2015 $	2014 $
Food supplies and packaging materials	36,395,194	36,825,372
Consumable stores	10,124,910	9,199,446
	46,520,104	46,024,818

The cost of inventories recognised as expense and included in "cost of sales" amounted to $390,035,904 (2014: $389,507,603).

The write-down of inventories recognised as expense and included in "administrative expenses" amounted to $525,547 (2014: $663,211).

Notes to the Consolidated Financial Statements (continued)
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10 Trade and other receivables

	2015 $	2014 $
Trade receivables	2,816,148	3,831,138
Less: provision for impairment of trade receivables	(368,251)	(368,251)
	2,447,897	3,462,887
Prepayments	7,515,323	9,344,293
Other receivables	11,320,735	10,308,773
	21,283,955	23,115,953

As of 30 November 2015, trade and other receivables of $1,852,166 (2014: $4,282,915) were fully performing.

As of 30 November 2015, trade receivables of $994,547 (2014: $84,256) were past due but not considered impaired. These relate to a number of independent customers for whom there is no recent history of default.

As at 30 November 2015, trade receivables of $368,251 (2014: $368,251) were impaired and provided for.

Movements on the Group's provision for impairment of trade receivables are as follows:

	2015 $	2014 $
At 1 December	368,251	379,908
Unused amounts reversed	--	(11,657)
At 30 November	368,251	368,251

The carrying amount of the Group's trade and other receivables are denominated in the following currencies:

	2015	2014
TT dollar	21,072,682	22,829,685
Other currencies	211,273	286,268
	21,283,955	23,115,953

11 Cash and cash equivalents

	2015 $	2014 $
Cash at bank and on hand	71,522,103	57,314,430

12 Share capital

	Common shares No. of shares	$
Balance at 1 December 2013	62,154,211	21,739,424
Shares issued	48,982	269,401
Balance at 30 November 2014	62,203,193	22,008,825
Balance at 1 December 2014	62,203,193	22,008,825
Shares issued	148,195	820,972
Balance at 30 November 2015	62,351,388	22,829,797

Authorised share capital

The parent company has an unlimited number of authorised common shares of no par value.

Share option plan for directors and management

The parent company has established a Share Option Plan for the benefit of certain full time employees (executive, senior and middle management positions) and two non-executive directors.

Shareholders have approved up to a total of 5,000,000 common shares for grant of options (option shares) under the Share Option Plan. The current status of options at 30 November is as follows:

	Number of options 2015	2014	Movement
Total shares allocated to the Plan	5,000,000	5,000,000	--
Total share options cancelled	2,448,196	2,389,380	58,816
Total share options granted	(5,192,920)	(5,192,920)	--
Remaining shares allocated to the Plan in respect of options not yet granted	2,255,276	2,196,460	58,816

No share options were granted during the year (2014: Nil).

	Number of options 2015	2014
Total share options granted not yet exercised at 1 December	237,807	413,246
Exercised during the year	(178,991)	(130,818)
Cancelled during the year	(58,816)	(44,621)
Total share options granted not yet exercised at 30 November	--	237,807

Notes to the Consolidated Financial Statements (continued)
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12 Share capital (continued)

Share options outstanding at the end of the year have the following expiry dates and option prices:

Expiry date	Option price	Number of options 2015	2014
2015	5.75	--	237,807

During the current year all share options granted under this plan expired and the amounts previously recognised as equity settled arrangements on the consolidated balance sheet have been transferred to retained earnings on the basis that no further options will be granted going forward.

13 Other reserves

	Land revaluation $	Currency translation $	Total $
Balance at 1 December 2013	22,746,770	(4,246,357)	18,500,413
Currency translation differences	--	(97,411)	(97,411)
Balance at 30 November 2014	22,746,770	(4,343,768)	18,403,002
Balance at 1 December 2014	22,746,770	(4,343,768)	18,403,002
Currency translation differences	--	(294,273)	(294,273)
Balance at 30 November 2015	22,746,770	(4,638,041)	18,108,729

14 Other equity instrument

	2015 $	2014 $
Balance at 1 December	25,000,000	50,000,000
Redemptions during the year	(10,000,000)	(50,000,000)
Issued during the year	--	25,000,000
Balance at 30 November	15,000,000	25,000,000

These are amounts received from the ultimate parent company that can be redeemed or converted into common shares at the discretion of the Parent Company.

15 Unallocated shares held by ESOP

The Parent Company established an Employees' Profit and Share Ownership Plan (ESOP) for all permanent employees. The Trust Deed and Rules of the Plan have been approved by the Board of Inland Revenue under Section 35 of the Income Tax Act Chapter 75:01. The ESOP holds Parent Company shares as part of the ESOP arrangement.

Unallocated shares held by the ESOP are as follows:

	Ordinary shares	
	no. of shares	**$**
Balance at 1 December 2014	393,229	2,125,098
Shares allocated during the year	(81,833)	(775,490)
Balance at 30 November 2015	311,396	1,349,608
Balance at 1 December 2013	829,783	4,644,286
Shares allocated during the year	(436,554)	(2,519,188)
Balance at 30 November 2014	393,229	2,125,098

16 Borrowings

	2015 $	2014 $
Non-current		
Bank borrowings	94,500,000	108,500,000
Current		
Bank borrowings	14,000,000	14,000,000
Total borrowings	108,500,000	122,500,000

Parent company:

This loan represents a fixed rate TT dollar bond for $140 million at a rate of 6.25% per annum. Interest is payable quarterly. Principal is repayable by 40 quarterly equal instalments of $3.5m which commenced on 3 September 2013. The bond is secured by a Registered Demand First Debenture on the Fixed and Floating Assets of the parent company.

The fair values based on cash flows discounted using a current borrowing rate of 6% (2014: 6.25%) were $105,214,772 (2014: $117,677,368).

Notes to the Consolidated Financial Statements (continued)
(EXPRESSED IN TRINIDAD AND TOBAGO DOLLARS)

16 Borrowings (continued)

The Group has the following undrawn borrowing facilities:

	2015 $	2014 $
Floating rate: Expiring within one year (Interest rate ranges from 8%-8.5%)	14,500,000	34,500,000

These facilities are subject to review at various dates during 2016.

17 Retirement benefit obligations

Retirement benefit obligation for liability in the consolidated balance sheet:

The amounts recognised in the consolidated balance sheet are determined as follows:

	2015 $	2014 $
Present value of funded obligations	--	5,767,290
Fair value of plan assets	--	(5,271,205)
Deficit of funded plan	--	496,085
Unrecognised actuarial losses	--	--
Liability in the consolidated balance sheet	--	496,085

The movement in the defined benefit obligation over the year is as follows:

	2015	2014
Present value of obligation at start of year	5,767,290	4,922,386
Interest cost	160,954	256,344
Current service cost	492,183	777,622
Benefits payable	(447,422)	(6,928)
Curtailment and Settlement	(5,461,962)	--
Loss from change in financial assumptions	--	359,388
Experience gains	(511,043)	(541,522)
Present value of obligation at end of year	--	5,767,290

17 Retirement benefit obligations (continued)

The movement in the fair value of plan assets over the year is as follows:

	2015 $	2014 $
Fair value of plan assets at start of year	5,271,205	4,431,397
Interest income	139,999	215,800
Return on plan assets, excluding amounts included in interest income	(63,371)	(104,313)
Total contributions	404,951	735,249
Curtailment and Settlement	(5,305,362)	--
Benefits payable	(447,422)	(6,928)
Fair value of plan assets at end of year	--	5,271,205

The amounts recognised in the consolidated income statement are as follows:

	2015 $	2014 $
Current service cost	366,422	549,284
Gains on curtailment and settlement	(156,600)	40,544
Net interest on net defined benefit liability	20,955	--
Total included in employee benefit expense (Note 28)	230,777	589,828
Re-measurements recognised in OCI		
Actuarial gain on obligation	(511,043)	(182,134)
Return on plan assets excluding interest income	63,371	104,313
	(447,672)	(77,821)

The actual return on plan assets was $76,628 (2014: $111,487).

The principal actuarial assumptions were as follows:	2015 Per Annum	2014 Per Annum
Discount rate at end of year	4%	4%
Expected return on plan assets	4%	4%
Future salary increases	3%	3%

The defined benefit pension plan operated by the Group was wound up effectively on 31 July 2015. The finalisation of the winding up process is expected to be completed by 29 February 2016.

The plan assets are invested in a Deposit Administration Fund managed by Sagicor Life Inc.

Expected contributions to the plan for the year ending 30 November 2016 amount to Nil (2014: $735,249).

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18 Trade and other payables

	2015 $	2014 $
Trade payables	65,411,085	64,438,962
Accrued expenses	18,455,479	18,296,512
Payroll related taxes and other benefits	13,593,195	17,567,362
	97,459,759	100,302,836

19 Related party balances and transactions

	2015 $	2014 $
a. *Due to related parties*		
Current		
Due to affiliated company	2,756,493	1,617,286

Prestige Holdings Limited conducted the following transactions with its related parties:

	2015 $	2014 $
Purchase of foods and related supplies	21,207,628	18,818,434
Repayment of ultimate parent company loan	--	5,000,000
Lease of properties	1,322,195	1,322,195
b. *Directors' fees*	415,200	435,050
c. *Key management compensation*		
Salaries and other short-term benefits	7,711,050	7,408,649

20 Cost of sales

Cost of sales includes food supplies, packaging materials, labour and other costs directly related to the level of sales.

21 Expenses by nature

	2015 $	2014 $
The following items have been charged/(credited) in arriving at the operating profit:		
Cost of inventories (Note 9)	390,035,904	389,507,603
Employee benefit expense (Note 28)	151,861,440	133,047,842
Other expenses	71,370,484	67,118,200
Royalties	60,357,899	57,944,901
Operating lease expenses	50,943,812	47,232,453
Depreciation and amortisation	42,942,304	41,812,600
Advertising costs	39,332,551	37,545,381
Utilities	22,347,269	22,540,835
Repairs and maintenance on property, plant and equipment	23,090,068	22,319,374
Security	16,624,391	16,971,848
Insurance	5,634,000	4,500,052
Foreign exchange losses/(gains)	539,707	(426,209)
Loss/(profit) on disposal of property, plant and equipment	367,747	(323,878)
Cost of sales, other operating and administrative expenses	875,447,576	839,791,002

22 Finance costs – net

Bank borrowings		
- interest expense	7,109,375	7,984,375
Other interest expense	1,260,415	4,068,288
	8,369,790	12,052,663

23 Taxation

	2015 $	2014 $
Current tax	22,732,946	21,048,525
Prior year (over)/under provision	(460,405)	528,793
Deferred tax (credit) /charge (Note 8)	(1,602,123)	32,598
	20,670,418	21,609,916

The taxation charge differs from the theoretical amount that would arise using the basic rate of tax as follows:

	2015	2014
Profit before income tax	80,172,588	71,877,183
Tax calculated at 25%	20,043,147	17,969,296
Expenses not deductible for tax purposes	1,087,676	2,113,160
Prior year (over) /under provision	(460,405)	528,793
Tax losses not recognised	--	172,594
Previously recognised deferred tax asset on losses being reversed	--	826,073
	20,670,418	21,609,916

The Group has accumulated tax losses of approximately $3 million (2014: $3.6 million) available for set off against future chargeable profits. These losses have not been recognised as a deferred tax asset due to the uncertain timing of recoverability.

24 Group earnings per share

a. *Basic*

Basic earnings per share is calculated by dividing the net profit attributable to equity holders by the weighted average number of common shares in issue during the year.

	2015	2014
Profit attributable to owners of the Parent Company	$59,502,170	$50,267,267
Weighted average number of common shares in issue during the year exclusive of ESOP shares	61,994,048	61,782,208
Basic earnings per share (exclusive of ESOP shares)	96.0¢	81.4¢

24 Group earnings per share (continued)

b. *Diluted*

For the diluted earnings per share, the weighted average number of common shares in issue is adjusted to assume conversion of all dilutive potential common shares. The share options allocated to employees and non-executive directors are based on the fair value of common shares at 30 November 2015.

	2015	2014
Profit attributable to owners of the parent company	$59,502,170	$50,267,267
Weighted average number of common shares in issue for diluted earnings per share	62,155,662	62,150,833
Diluted earnings per share (exclusive of ESOP shares)	95.7¢	80.9¢

25 Segment information – geographical segment

The Group is principally engaged in the restaurant industry (casual and quick service), operating the worldwide KFC, Pizza Hut, SUBWAY and TGI Fridays concepts in Trinidad and Tobago and the TGIF Fridays concept in Jamaica. Management has determined the operating segments based on the reports reviewed by the Executive Committee and the Board of Prestige Holdings Limited.

The Executive Committee and the Board considers the business from a geographic basis consisting of local and overseas operations. Geographically, management considers the performance of operating companies in Trinidad and Tobago and Jamaica. The Executive Committee and the Board assess the performance of the operating segments based on a measure of revenue and profit before taxation.

Trinidad and Tobago is the home country of the Parent Company which is also the main operating Company. The Parent Company's principal subsidiaries operate in Jamaica. All companies operate in the restaurant sector and have been aggregated together based on the nature of products and services they provide, nature of production processes, type of customers, methods used to distribute products and services and the nature of the regulatory environment. This resulted in two operating segments, one for Trinidad and Tobago and another for the Group's overseas operations as shown below.

The segment results for the year ended 30 November 2015 are as follows:

25 Segment information – geographical segment (continued)

	Trinidad $	Others $	Group $
Total segment revenue	950,411,554	12,150,493	962,562,047
Operating profit	88,423,621	118,757	88,542,378
Finance costs - net	(8,369,790)	--	(8,369,790)
Profit before income tax	80,053,831	118,757	80,172,588
Taxation	(20,670,418)	--	(20,670,418)
Profit for the year	59,383,413	118,757	59,502,170

The segment results for the year ended 30 November 2014 are as follows:

	Trinidad $	Others $	Group $
Total segment revenue	910,150,155	11,651,700	921,801,855
Operating profit/(loss)	84,620,221	(690,375)	83,929,846
Finance costs - net	(12,052,663)	--	(12,052,663)
Profit/(loss) before taxation	72,567,558	(690,375)	71,877,183
Taxation	(20,814,837)	(795,079)	(21,609,916)
Profit/(loss) for the year	51,752,721	(1,485,454)	50,267,267

Other segment items included in the consolidated income statement are as follows:

	Year ended 30 November 2015		
	Trinidad $	Others $	Group $
Depreciation	40,761,256	405,625	41,166,881
Amortisation	1,752,991	22,432	1,775,423

	Year ended 30 November 2014		
	Trinidad $	Others $	Group $
Depreciation	39,714,900	416,695	40,131,595
Amortisation	1,645,690	35,315	1,681,005

25 Segment information – geographical segment (continued)

The segment assets and liabilities at 30 November 2015 and capital expenditure for the year then ended are as follows:

	Trinidad $	Others $	Group $
Assets	476,616,579	5,104,116	481,720,695
Liabilities	217,671,023	2,104,665	219,775,688
Capital expenditure	44,360,701	46,149	44,406,850

The segment assets and liabilities at 30 November 2014 and capital expenditure for the year then ended are as follows:

	Trinidad $	Others $	Group $
Assets	462,934,402	4,518,767	467,453,169
Liabilities	234,474,022	1,727,346	236,201,368
Capital expenditure	26,576,384	135,457	26,711,841

26 Dividends

On 26 January 2016, the Board of Directors of Prestige Holdings Limited recommended a final dividend subject to Shareholders' approval at the Annual Meeting of 22 cents, bringing the total dividends for the financial year ended 30 November 2015 to 38 cents (2014: 32 cents).

27 Cash generated from operations

	2015 $	2014 $
Profit before income tax	80,172,588	71,877,183
Adjustments for:		
Depreciation and amortisation	42,942,304	41,812,600
Finance costs (net)	8,369,790	12,052,663
Performance shares expense	775,490	2,519,188
(Decrease)/increase in retirement benefit obligations	(48,413)	270,415
Foreign exchange differences	(69,916)	127,856
Loss/(profit) on disposal of property, plant and equipment	367,747	(323,878)
Changes in current assets and current liabilities:		
Increase in inventories	(495,286)	(4,453,912)
Decrease in trade and other receivables	1,831,998	306,305
Decrease in trade and other payables	(2,843,077)	(379,351)
Increase/(decrease) in due to related parties	1,139,207	(181,165)
	132,142,432	123,627,904

28 Employee benefit expense

	2015 $	2014 $
Wages and salaries	133,493,168	116,578,948
Payroll related taxes and other benefits	17,440,336	15,314,793
Pension costs – defined contribution plan	697,159	564,273
Pension costs – defined benefit plan (Note 17)	230,777	589,828
	151,861,440	133,047,842

29 Commitments and contingent liabilities

Capital commitments

Capital commitments for the Group amounted to approximately $2.6 million at 30 November 2015 (2014: $5.1 million).

Lease commitments

The Group has lease arrangements for its various stores and administrative buildings. These range from a 1 to 20 year period with options to renew.

The Group's minimum lease commitments under the terms of various leases of property, plant and equipment used primarily for its restaurant operations, exclusive of any related value added tax, are as follows:

	2015 $	2014 $
Rentals due within one year	37,260,817	45,514,417
Rentals due between two to five years	86,968,695	91,053,809
Rentals due in more than five years	32,429,372	39,249,223
	156,658,884	175,817,449

Custom bonds

The Group has contingent liabilities in respect of custom bonds arising in the ordinary course of business from which it is anticipated that no material liabilities will arise as follows:

	2015	2014
Custom bonds	1,025,000	1,025,000

30 Subsequent events

On 27 January 2016, Prestige Holdings Limited has been appointed as the licensee of Starbucks Coffee Company (NASDAQ: SBUX) for the Trinidad and Tobago market and plans to open the first store during the new financial year.

MANAGEMENT PROXY CIRCULAR

REPUBLIC OF TRINIDAD AND TOBAGO
THE COMPANIES ACT, CHAPTER. 81:01 (Section 144)

1. Name of company:

Prestige Holdings Limited...Company No. P-130 (C)

2. Particulars of meeting:

The Annual Meeting of shareholders of the Company to be held at No. 22 London Street, Port of Spain on Wednesday 27 April, 2016 at 10.00 a.m.

3. Solicitation:

It is intended to vote the proxy hereby solicited by the management of the Company (unless the shareholder directs otherwise) in favour of all resolutions specified in the Proxy Form sent to the shareholders with this circular and, in the absence of a specific direction, in the discretion of the proxy holder in respect of any other resolution.

4. Any director's statement submitted pursuant to section 76 (2):

No statement has been received from any director pursuant to section 76(2) of the Companies Act, Chapter. 81:01.

5. Any auditors' statement submitted pursuant to section171 (1):

No statement has been received from the auditors of the Company pursuant to section 171(1) of the Companies Act, Chapter. 81:01.

6. Any shareholder's proposal and/or statement submitted pursuant to sections 116(a) and 117(2):

No proposal or statement has been received from any shareholder pursuant to sections 116(a) and 117 (2) of the Companies Act, Chapter. 81:01.

Date	Name and title	Signature
March 29, 2016	Marlon Danglade Corporate Secretary	

FORM OF PROXY

REPUBLIC OF TRINIDAD AND TOBAGO
THE COMPANIES ACT, CHAPTER. 81:01 (Section 143(1))

1. Name of Company: **PRESTIGE HOLDINGS LIMITED** Company No. P-130(C)
2. Particulars of Meeting: Annual Meeting of Shareholders to be held at No. 22 London Street, Port of Spain on Wednesday 27 April 2016 at 10.00 a.m.

I/We ....
(Block Letters)
of ....
(Block Letters)
shareholder(s) of the above Company, hereby appoint the Chairman, Mr. Christian Mouttet or failing him

.... of ....

....
to be my/our proxy to vote for me/us on my/our behalf at the above meeting and any adjournment thereof in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof, and in respect of the resolutions below to vote in accordance with my/our instructions below.

....
(Signature(s) of Shareholder(s))

Dated the .... day of .... 2016.

(Please indicate with an "X" in the spaces overleaf your instructions on how you wish your votes to be cast. Unless otherwise instructed, the proxy may vote or abstain from voting as he/she thinks fit.)

Please consider the Notes 1 to 6 below for your assistance to complete and deposit this Proxy Form.

NOTES:
1. If it is desired to appoint as a proxy a person other than those named on the form, delete as necessary and insert the name and address of the person appointed.
2. If the Shareholder is a corporation, this Proxy Form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
3. A Shareholder that is a body corporate may, in lieu of appointing a proxy, authorise an individual by resolution of its directors or governing body to represent it at this Annual Meeting.
4. In the case of a joint Shareholder, the names of all joint shareholders must be stated on the proxy form and all joint shareholders must sign the proxy form.
5. If the Proxy Form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
6. To be valid, the signed proxy form must be deposited at the Registered Office of the Company at least 48 hours before the time of holding the Annual Meeting.

Return to:
Prestige Holdings Limited
47-49 Sackville Street
Port of Spain.

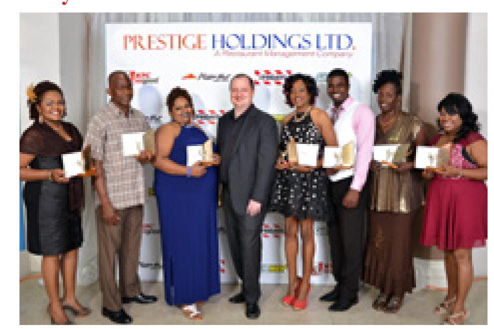
FORM OF PROXY
(CONTINUED)

Resolution No.	Ordinary Business	For	Against
1	The Audited Financial Statements of the Company and its subsidiaries for the year ended November 30, 2015 together with the Reports of the Directors and the Auditors thereon be and the same are hereby received and adopted.		
2	Pursuant to the recommendation of the Directors, a final dividend of twenty-two (22) cents per common share for the year ended 30 November 2015 be and the same is hereby declared, and that such dividend be paid on 17 May 2016 to shareholders whose names appear on the register of members on 6 May 2016.		
3	Mrs. Angela Lee Loy be and is hereby re-elected, a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company to hold office from the date of her election until the close of the third Annual Meeting of the Company following her election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.		
4	Mr. Christian Mouttet be and is hereby re-elected, a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company to hold office from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.		
5	Mr. Charles Pashley be and is hereby re-elected, a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company to hold office from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.		
6	Mr. Rene de Gannes who was appointed to the Board since the last Annual Meeting be and is hereby elected a Director of the Company in accordance with paragraph 4.5 of By-Law No. 1 of the Company to hold office from the date of his election until the close of the third Annual Meeting of the Company following his election, subject always to earlier termination under paragraph 4.8.1 of By-Law No. 1.		
7	Messrs. PricewaterhouseCoopers be and are hereby re-appointed as the Auditors of the Company to hold office until the close of the next Annual Meeting.		

Awards and Achievements

10 years


10 years



20 years

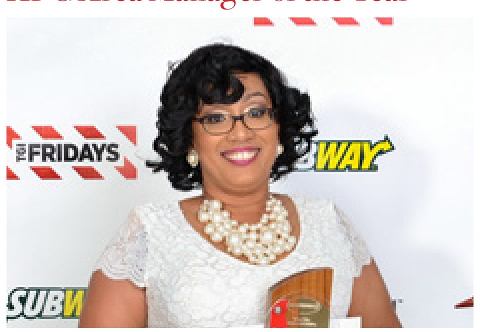
25 years

Awards and Achievements

30 years

40 years

KFC Area Manager of the Year



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PRESTIGE HOLDINGS LTD.

A Restaurant Management Company