

February 03, 2026

BSE Limited
Corporate Relations Department
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai - 400 001
Scrip Code: 543248

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, 5th Floor, Plot no. C/1,
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
SYMBOL: RBA

Sub.: Additional information with respect to the notice of “01/2025-26 extra-ordinary general meeting” dated January 20, 2026 for the extra-ordinary general meeting of the Company scheduled to be held on Friday, February 13, 2026 (“EGM Notice”)

Dear Sir/Ma’am,

With reference to the captioned matter, the Company wishes to provide additional information in relation to Item No. 4 as set out in the EGM Notice, for the kind attention of the members of Company.

Item No. 4: Payment of remuneration to Mr. Rajeev Varman (DIN: 03576356) as a Whole-Time Director and Group Chief Executive Officer of the Company

In addition to the details as set out in Item No. 4 of the Explanatory Statement to the EGM Notice, additional information and clarifications with respect to the payment of remuneration to Mr. Rajeev Varman, as a Whole-Time Director and Group Chief Executive Officer of the Company, for the balance tenure of his term of appointment i.e. for the period commencing from April 01, 2026 upto February 26, 2029 in respect of the incentive/variable pay and grant of employee stock options are provided as below:

A. Incentive / Variable Pay:

The pay outs for variable pay is linked to achievement of the Company performance conditions viz. Company EBIDTA, operational performance indicator, new stores, company revenue and SSSG (%) etc. as approved by the Board of Directors (“**Board**”) / Nomination Remuneration Committee (“**NRC**”) of the Board at the beginning of the year. The payouts are carried out based on achievement against the Company targets. The variable pay has an upper limit of INR 40 million (Indian Rupees Forty Million) per annum.

B. Employee stock options (“ESOPs”):

1. As may be granted by NRC from time to time as per the ESOP Schemes of the Company.
2. The terms of ESOP grants to CEO shall be no different to that of other employees of the Company. The NRC would grant stock options after carrying out a comparative benchmarking study for long term incentive (“**LTI**”) value from a reputed independent agency recommended by the NRC (which practice is fair, transparent and in line with industry best practices). The valuation of the ESOPs granted would not exceed the LTI value arrived from the comparative benchmarking study for LTI. As per the recent benchmarking study carried out by the Company the annual value of the LTI at an upper range is 2.0 times the fixed pay, accordingly the annual LTI value of ESOP grant will not exceed 2.0 times the fixed pay.

restaurant brands asia limited

(Formerly known as Burger King India Limited)

Registered Office : 2nd Floor, ABR Emerald, Plot No. D-8, Street No. 16, MIDC, Andheri (East), Mumbai – 400 093
CIN : L55204MH2013FLC249986 | info@burgerking.in | Tel : 022-7193 3000 | Website : www.burgerking.in

3. Vesting of options to the option holder shall be subject to continued permanent employment with the Company along with the following conditions:

a. If vesting is linked to tenure of the option holder's employment: The price payable by the eligible employee for the exercise of each option granted under the scheme for the allotment of one share shall be equal to the fair market value on grant date.

b. If vesting is linked to the Company's performance criteria as follows:

i. Achievement of the performance criteria as defined below for each of the relevant financial year:

Performance criteria	Weights	Performance target	Minimum aggregate achievement%
EBITDA (Rs. crores)	50%	AOP	To be decided by NRC, subject to not being lower than 90%
Revenue (Rs. crores)	25%		
NRG (Count)	25%		

“**NRG**” (Net Restaurant Growth) shall mean number of restaurants which the Company would open (net of closure) in a Financial Year.

“**AOP**” shall mean 'Annual Operating Plan' as approved by the Board from time to time.

“**REVENUE**” shall have the same meaning as 'Revenue from Operations' as reported in the Financial Statements of the Company.

“**EBIDTA**” shall mean 'Earnings before Interest, Depreciation, Tax and Amortisation' of the Company arrived at, after reversing the impact of 'Indian Accounting Standard -116 – Leases' from the EBIDTA arrived in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

ii. For the options for which the vesting is linked to the Company's performance criteria as set out herein above, the exercise price for each option granted under the scheme shall be equal to the face value of the Share i.e., INR 10 (Indian Rupees Ten)

The vesting conditions referred to in point 3 above are in accordance with the terms of the RBAL Employee Stock Option Scheme 2024 (which was approved by shareholders of the Company *vide* their resolution passed through postal ballot on January 25, 2025).

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4. As per the powers conferred under the approved ESOP Schemes of the Company, to give effect to the then prevailing business priorities, the NRC shall have the discretion to provide for additional conditions and reassign weights to performance criteria after inclusion of additional conditions as may be deemed necessary for vesting of options in the option holders.

The above information is to be read in conjunction with the EGM Notice. We request you to please disseminate the above additional information to the public and take the aforesaid on record.

Thanking You,
For Restaurant Brands Asia Limited

Shweta Mayekar
Company Secretary and Compliance Officer
(Membership No.: A23786)

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