

December 20, 2024

**BSE Limited**  
**Corporate Relations Department**  
Phiroze Jeejeebhoy 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  
**Scrip Symbol: RBA**

**Sub.: Outcome of the Meeting of the Board of Directors of Restaurant Brands Asia Limited** (*‘the Company’*)  
**Ref.: 1. Regulation 30** [read with Schedule III] **of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** (*‘SEBI Listing Regulations’*); and  
**2. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023** (*‘SEBI Circular’*)

Dear Sir/Madam,

This is with reference to our letter dated December 17, 2024. In terms of Regulation 30 and other applicable provision of SEBI Listing Regulations, read with the SEBI circular following matters were approved by the Board of Directors in its meeting held today, i.e., Friday, December 20, 2024:

- a) Raising of funds through issuance of instruments or security including equity shares or any other eligible securities by way of a qualified institutions placement for an amount not exceeding ₹5,000 million in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (*‘SEBI ICDR Regulations’*) and/or any other permissible mode(s), in accordance with the SEBI ICDR Regulations and other applicable regulations, subject to necessary approvals including the approval of the members of the Company and such other regulatory/ statutory approvals as may be required. The Board has authorised Committee of Board of Directors for dealing with all matters pertaining to the proposed fund raise.

The details, as required to be disclosed under Regulation 30 of SEBI Listing Regulations read with SEBI circular are also enclosed as **Annexure A.**

- b) Pursuant to recommendation of the Nomination and Remuneration Committee, approved and adopted the of RBAL Employee Stock Option Scheme 2024 of the Company (*‘RBAL ESOS 2024’/‘Scheme’*), for grant of stock options to eligible Directors and Employees of the Company and its Holding/ Subsidiary / Associate Company(ies) (Present and Future, if any) which is in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (*‘SEBI SBEB&SE Regulations’*). A maximum of 1,04,83,834 (One Crore Four Lakhs Eighty-Three Thousand Eight Hundred and Thirty-Four) Options may be offered under the RBAL ESOS 2024, which shall entitle the Option holder to 1 (one) fully paid-up equity share of face value of Rs. 10/- each against each Option exercised, subject to approval of the Shareholders of the Company.

The details, as required to be disclosed under Regulation 30 of SEBI Listing Regulations read with SEBI circular are also enclosed as **Annexure B.**

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(Formerly known as Burger King India Limited)

- c) Approval of limits under section 180(1)(a) of the Companies act, 2013 (*the 'Act'*) for creation of charge/mortgage on the assets of the Company (present and future) upto the value of limits permitted/approved under the provisions of Section 180(1)(c) of the Act.
- d) Approval of Issuance of postal ballot notice for seeking approval of the shareholder with respect to the aforesaid matters.

The meeting of the Board of Directors commenced at 11:15 a.m. (IST) and concluded at 1:57 p.m. (IST).

The above information will also be available on the website of the Company at [www.burgerking.in](http://www.burgerking.in)

We request you to take the above information on record.

Thanking You.

**For Restaurant Brands Asia Limited**  
(Formerly known as Burger King India Limited)

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

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**Disclosure of details in relation to proposed Fund Raising**

<b>Sr.No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Type of securities proposed to be issued (viz., equity shares, convertibles, etc.)	Equity Shares and / or other eligible securities convertible into equity or any security convertible into equity shares ( <i>hereinafter referred to as 'Securities'</i> ) or any combination thereof, in accordance with applicable law, in one or more tranches
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment etc.)	Qualified institutions placements ('QIP') in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to an aggregate amount not exceeding ₹ 5,000 million or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
5.	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6.	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
7.	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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**Disclosure of details in relation to the RBAL Employee Stock Option Scheme 2024  
(‘RBAL ESOS 2024’/‘Scheme’)**

Sr. No.	Particulars	Details
1	Brief details of options granted	No grants have been made under the Scheme as on date.  The total number of stock options proposed to be granted under the Scheme shall not exceed 1,04,83,834 (One Crore Four Lakhs Eighty-Three Thousand Eight Hundred and Thirty-Four).
2	Whether the scheme is in terms of SEBI (SBEB & SE) Regulations, 2021 (if applicable)	Yes
3	Total number of shares covered by RBAL ESOS 2024	Total number of shares covered under the Options shall not exceed 1,04,83,834 (One Crore Four Lakhs Eighty-Three Thousand Eight Hundred and Thirty-Four) equity shares
4	Pricing formula	Exercise price would be as follows: <ul style="list-style-type: none"> <li>• In case of option where vesting is linked to Company’s performance criteria – Face Value (Rs. 10/-; Rupees Ten only);</li> <li>• In case of option where vesting is linked to tenure of Option Holder’s employment – Fair Market Value of the Share on the Date of Grant.</li> </ul>
5	Options vested	Not applicable at this stage
6	Time within which Options may be exercised	The Exercise Period will be determined by the Nomination and Remuneration Committee at the time of grant of options and will be detailed in the Letter of Grant. There shall be a minimum period of one year between the Grant Date and Vesting of Options.
7	Options exercised	Not applicable at this stage
8	Money realized by exercise of options	
9	The total number of shares arising as a result of exercise of option	
10	Options lapsed	
11	Variation of terms of options	

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12	Brief details of significant terms	<ul style="list-style-type: none"> <li>• The RBAL ESOS 2024 shall be implemented and administered either directly by the Company and / or by the Trust;</li> <li>• For the Scheme pool, the Company will issue Shares to the Employees and/or to the Trust.</li> <li>• Exercise Period will be determined by the Nomination and Remuneration Committee at the time of grant of options and will be detailed in the Letter of Grant</li> <li>• The vesting of options would be linked to Company's performance criteria and/ or tenure of Option Holder's employment;</li> <li>• the Vesting criteria will be minimum one year as may be prescribed under the Applicable Law including but not limited to SEBI (SBEB &amp; SE) Regulations or such extended time period, as determined by Nomination and Remuneration Committee in this regard.</li> <li>• Every grant of options shall be governed by a vesting schedule and such other terms, and detailed in the letter of grant issued to the eligible employee(s) at the time of each grant.</li> <li>• The Company/Trust shall issue shares upon exercise of vested Options, subject to fulfilment of certain condition(s) including payment of exercise price and satisfaction of tax obligations.</li> </ul>
13	Subsequent changes or cancellation or exercise of such options	Not applicable at this stage
14	Diluted earnings per share pursuant to issue of equity shares on exercise of options	

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