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FOR IMMEDIATE RELEASE

28 November 2018

The Restaurant Group plc (the "Company")

Results of the General Meeting

The Company announces that, at the General Meeting held today, the resolutions put to shareholders to approve the proposed acquisition of the entire issued and to be issued share capital of Mabel Topco Limited ("**Wagamama**") pursuant to the terms and subject to the conditions contained in the share purchase agreement dated 30 October 2018 between (inter alios) The Restaurant Group (Holdings) Limited as Purchaser, the Company as Purchaser Guarantor and certain shareholders of Wagamama and holders of awards over shares in Wagamama as Vendors (the "**Share Purchase Agreement**"); and (2) the allotment of shares in the Company pursuant to an issue by way of rights of up to 290,430,689 new ordinary shares at a price of 108.5 pence each (the "**Rights Issue**") (both as set out in full in the Notice of General Meeting included in the combined circular and prospectus dated 12 November 2018 (the "**Combined Circular and Prospectus**")) (the "**Resolutions**") were passed as ordinary resolutions by poll vote.

At the voting record time the Company had 201,067,400 ordinary shares in issue, none of which were held in treasury. The total number of voting rights in the Company was therefore 201,067,400.

The number of votes for and against the Resolutions, and the number of votes withheld, were as follows:

Resolution	For		Against		Percentage of issued share capital voted (%)	Votes withheld
	Votes	%	Votes	%		
1. To approve the acquisition of Wagamama	98,136,398	60.43	64,270,013	39.57	80.77%	1,071,278
2. To approve the allotment of shares in the Company pursuant to the Rights Issue	97,533,633	60.06	64,866,711	39.94	80.77%	1,077,345

Notes:

1. Percentages are expressed as a proportion of the total votes cast.
2. A vote withheld is not a vote in law and is not included in the calculation of the votes "For" or "Against" the Resolutions.
3. Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.

The Company notes the percentage of votes cast against the Resolutions and will continue to engage with investors to address their concerns.

Debbie Hewitt MBE, Chairman of The Restaurant Group said:

"We have engaged extensively with investors throughout this transaction and very much appreciate the time all have given. We are pleased that the majority of our shareholders have approved the acquisition and the associated rights issue, and we would like to thank them for the support they have shown. We are confident that the deal will create significant long-term value.

The acquisition of Wagamama creates a raft of new opportunities for us to capitalise on in the months and years ahead. We look forward to welcoming the Wagamama team into the business post-completion and thank them alongside all of our Restaurant Group colleagues for keeping focused on delivering for our customers."

A copy of this announcement confirming the voting figures will be displayed shortly on the Company's website at www.trgplc.com.

In accordance with the Listing Rules of the Financial Conduct Authority, a copy of the Resolutions will shortly be submitted to the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

The Record Date for entitlement under the Rights Issue was the close of business on 26 November 2018. Provisional Allotment Letters are expected to be posted today to Qualifying Non-CREST Shareholders, other than (subject to certain exceptions) Qualifying Non-CREST Shareholders who are Overseas Shareholders in the Excluded Territories. CREST stock accounts of Qualifying CREST Shareholders, other than (subject to certain exceptions) Qualifying CREST Shareholders who are Overseas Shareholders in the Excluded Territories, are expected to be credited with Nil Paid Rights in respect of the New Ordinary Shares as soon as practicable after 8.00 a.m. on 29 November 2018.

290,430,689 New Ordinary Shares are expected to be allotted under the authority granted by Shareholders today. Applications will therefore be made to the UKLA for 290,430,689 New Ordinary Shares to be admitted to the premium segment of the Official List and to the London Stock Exchange for 290,430,689 New Ordinary Shares to be admitted to trading on the main market for listed securities.

It is expected that Admission of the New Ordinary Shares (nil paid) will occur at or around 8.00 a.m. on 29 November 2018.

The latest time and date for acceptance, payment in full and registration of renunciation of Provisional Allotment Letters is expected to be 11.00 a.m. on 13 December 2018.

Capitalised terms used in this announcement have the meanings given to them in the Combined Circular and Prospectus which is available on the Company's website (www.trgplc.com) and may be inspected at the Company's offices at 5-7 Marshalsea Road, London SE1 1EP during normal business hours on any Business Day up to and including 13 December 2018.

For further details please contact:

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RBC Europe Limited ("**RBC**") is acting as lead financial adviser to the Company in connection with the Acquisition. J.P. Morgan Cazenove ("**JPMC**") is acting as joint financial adviser and sponsor to the Company in connection with the Acquisition and as global coordinator and underwriter on the Rights Issue.

IMPORTANT NOTICE

This announcement does not constitute an offer to sell or a solicitation of an offer to purchase any securities in any jurisdiction.

Any offer to acquire the Company's securities pursuant to the Rights Issue referred to in these materials will be made, and any investor should make his, her or its investment, solely on the basis of information contained in the combined circular and prospectus dated 12 November 2018 (the "Combined Circular and Prospectus"), which is available on the Company's website (www.trgplc.com).

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Unless otherwise indicated, references to pounds sterling, sterling, pence, p or £ are to the lawful currency of the United Kingdom.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares have been subject to a product approval process, which has determined that they each are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares may decline and investors could lose all or part of their investment; the Nil Paid Rights, the Fully Paid Rights and the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, JPMC will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Nil Paid Rights, the Fully Paid Rights and/or the New Ordinary Shares and determining appropriate distribution channels.

The person responsible for this announcement is Kirk Davis, the Chief Financial Officer of the Company.