DP Group Developments Limited

Report and Financial Statements

25 December 2016



Company information

Directors

D J Wild R C E Osborne A J Bushnell R K N Caley

Secretary

A J Bushnell

Auditor

Ernst & Young LLP No.1 Colmore Square Birmingham B4 6HQ

Bankers

Barclays Bank Plc 669 Midsummer Boulevard Central Milton Keynes Buckinghamshire MK9 3BQ

Registered office

1 Thornbury West Ashland Milton Keynes Buckinghamshire MK6 4BB United Kingdom

DP Group Developments Limited is a private company registered in England & Wales, limited by shares.

Directors' report

The directors present their report and financial statements for the period ended 25 December 2016.

Results and dividends

The loss for the period amounted to £598,000 (27 December 2015: loss of £107,000). The directors do not recommend the payment of any dividends (2015: nil).

Principal activities of the business

The principal activity of the company during the period was the acquisition, development and maintenance of commissary sites for its parent company.

Directors

The current directors are shown on page 1.

Changes during the period were as follows:-

P H Doughty (Resigned 31 December 2015)
R K N Caley (Appointed 1 June 2016)
R C Bellhouse (Resigned 25 July 2016)
A J Bushnell (Appointed 25 July 2016)

A J Bushnell (Appointed 25 July 2016) - Company secretary

R C E Osborne (Appointed 10 October 2016)

The directors had no interest, as defined by the Companies Act 2006, in the share capital of the company at any time during the period.

D J Wild and R C E Osborne are also directors of Domino's Pizza Group plc, the immediate parent company and details of their interests therein are shown in the directors' report of that company for the period ended 25 December 2016.

Disclosure of information to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Special provisions

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 414B and 415B of the Companies Act 2006.

Financial instruments

The company's principal financial instruments are intercompany creditors.

The company has not entered into any derivative transactions such as interest rate swaps or financial foreign currency contracts. The main risks arising from the company's financial instruments are cash flow interest rate risk, fair value interest rate risk and credit risk. In view of the low level of foreign currency transactions the Board does not consider there to be any significant foreign currency risks.

Directors' report (continued)

Going Concern

The company has an excess of current liabilities over total assets of £2,650,000 at 25 December 2016 (2015: £1,918,000). The directors have carried out a detailed review of the cash flow projections covering 12 months from the approval of these financial statements. The company is dependent on the continued support of its ultimate parent company, however, the directors are satisfied that the company can generate sufficient cash flow from the existing business to meet its day to day obligations as they fall due. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors' and officers' liability insurance

The Company maintains insurance against certain liabilities, which could arise from a negligent act or a breach of duty by its directors and officers in the discharge of their duties.

Auditor

Directo

22 June 2017

A resolution to reappoint Ernst & Young LLP as auditor will be put to the members at the Annual General Meeting.

By order of the board

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Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any
 material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report (continued)

to the members of DP Group Developments Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DP GROUP DEVELOPMENTS LIMITED

We have audited the financial statements of DP Group Developments Limited for the 52 week period ended 25 December 2016 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, including FRS 101 "Reduced Disclosure Framework".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- Give a true and fair view of the state of the company's affairs as at 25th December 2016 and of its loss for the for the 52 week period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 101 "Reduced Disclosure Framework" and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent auditor's report

To the members of DP Group Developments Limited 52 weeks ended 25 December 2016

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.
- the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have identified no material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns: or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Christopher Voogd (Senior statutory auditor)

Em Ferous UP

for and on behalf of Ernst & Young LLP, Statutory Auditor

Birmingham

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Statement of comprehensive income At 25 December 2016

		Year ended	Year ended
		25 December	27 December
		2016	2015
	Notes	£000	£000
Revenue	2	561	561
Administrative costs		(1,293)	(646)
Operating Loss	4	(732)	(85)
Taxation	6	134	(22)
Loss for the period attributable to owners of the parent		(598)	(107)
Total comprehensive income for the year attributable to o	wners		_
of the parent		(598)	(107)

Balance Sheet

At 25 December 2016

		Year ended	Year ended
		25 December	27 December
		2016	2015
	Notes	£000	£000
Non-current assets			
Investment properties	7	24,510	25,002
Assets under construction	7	7,519	-
		32,029	25,002
Current assets			
Trade and other receivables	8	601	-
		601	25,002
Total assets		32,630	25,002
		02,000	
Current liabilities			
Trade and other payables	9	(35,280)	(26,920)
		(35,280)	(26,920)
Non-current liabilities			
Deferred tax liabilities	6	(178)	(312)
		(178)	(312)
Total liabilities		(35,458)	(27,232)
		(50, 150)	
Net Liabilities		(2,828)	(2,230)
Shareholders' Equity			
Called up share capital	12	-	-
Retained earnings		(2,828)	(2,230)
Total equity shareholders' deficit		(2,828)	(2,230)

The financial statements were approved by the Board on 22 June 2017 and were signed on its behalf by

A J Byshnell Director

Statement of changes in equity At 25 December 2016

-	Share capital £000	Profit and loss account £000	Total share- holders' funds £000
At 28 December 2014	-	(2,123)	(2,123)
Loss for the year	-	(107)	(107)
Total comprehensive expense	-	(107)	(107)
At 27 December 2015	-	(2,230)	(2,230)
Loss for the year	-	(598)	(598)
Total comprehensive expense	-	(598)	(598)
At 25 December 2016	-	(2,828)	(2,828)

Notes to the financial statements

for the year ended 25 December 2016

1. Accounting policies

General information

The financial statements of DP Group Developments Ltd were approved for issue by the Board of Directors on 22 June 2017 and signed on its behalf by A J Bushnell.

DP Group Developments Limited ('the Company') is a limited company incorporated and domiciled in England and Wales. The address of its registered office and principal place of business is disclosed in the Company information.

These financial statements were presented in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in thousand pounds sterling (£000), which is also the Company's functional currency. The Company's financial statements are individual entity financial statements

Basis of preparation

The Company transitioned from previously extant UK GAAP to FRS 101 for all periods presented. Transition reconciliations showing all material adjustments are disclosed in note 3.

The Company has early adopted the requirements of statutory instrument 2015/980.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the period ended 25 December 2016.

The Company has taken advantage of the following disclosure exemptions under FRS 101 in respect of:

- (a) the requirements of IFRS 7 Financial Instruments: Disclosures;
- (b) the requirements of IFRS 13 Fair Value Measurement;
- (c) the requirement IAS 1 'Presentation of Financial Statements' to present certain comparative information and objectives, policies and processes for managing capital;
- (d) the requirements of IAS 7 Statement of Cash Flows;
- (e) the requirements of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, to disclose IFRS's issued but not effective;
- (f) the requirements of IAS 24 Related Party Disclosures, to present key management personnel compensation and intragroup transactions including wholly owned subsidiaries;
- (g) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- (h) the requirements of IFRS 1 First-time Adoption of International Financial Reporting Standards to present an opening statement of financial position at transition.

The basis for all of the above exemptions is because equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated

The financial statements have been prepared on a going concern basis as the ultimate controlling undertaking and fellow group undertakings have confirmed that they will provide financial support to enable the company to meet its financial obligations, as they fall due.

for the year ended 25 December 2016

1. Accounting policies (Continued)

Investment Properties

Investment properties are stated at cost less accumulated depreciation. Interest accrued during the building phase has been capitalised into the cost of the asset.

Assets under construction

Assets under construction are stated at cost and includes attributable interest and other associated outgoings including attributable development personnel costs.

Depreciation

Property, plant and equipment assets are carried at cost less accumulated depreciation and any recognised impairment in value. Cost comprises the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is calculated to write down the cost of the assets to their residual values, on a straight-line method on the following bases:

Investment properties

50 years

Assets under construction

Not depreciated

The assets' residual values, useful lives and methods of depreciation are reviewed and adjusted, if appropriate, on an annual basis. Investment properties are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year that the asset is derecognised.

Investment properties and assets under construction are reviewed for impairment in accordance with IAS 36 Impairment of Assets when there are indications that the carrying value may not be recoverable.

Income Taxes

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised using the liability method, providing for temporary differences between the tax bases and the accounting bases of assets and liabilities. Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Deferred tax liabilities are recognised for all temporary differences, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an
 asset or liability in a transaction that is not a business combination and, at the time of the
 transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred tax assets are recognised only to the extent that it is probable that taxable profit
 will be available against which the deductible temporary differences, carried forward tax
 credits or losses can be utilised.

for the year ended 25 December 2016

Accounting policies (Continued)

Income Taxes (continued)

Tax is charged or credited to the income statement, except when it relates to items charged or credited directly to other comprehensive income or to equity, in which case the income tax is also dealt with in other comprehensive income or equity respectively.

Deferred tax assets and liabilities are offset against each other when the Company has a legally enforceable right to set off current tax assets and liabilities and the deferred tax relates to income taxes levied by the same tax jurisdiction on either the same taxable entity, or on different taxable entities which intend to settle current tax assets and liabilities on a net basis or to realise the assets and settle the liabilities simultaneously in each future period in which significant amounts of deferred tax liabilities are expected to be settled or recovered.

Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of consideration net of returns, rebates and value-added taxes.

Rental income arising from freehold properties is recognised on a straight-line basis in accordance with the lease terms.

2. Revenue

Revenue represents gross rents receivable exclusive of Value Added Tax.

Revenue is attributable to the Company's one continuing activity. Substantially all of the Company's revenue is derived in the UK.

for the year ended 25 December 2016

3. Transition to FRS 101

For all periods up to and including the period ended 27 December 2015, the Company prepared its financial statements in accordance with previously extant United Kingdom generally accepted accounting practice ('UK GAAP'). These financial statements, for the period ended 25 December 2016, are the first the Company has prepared in accordance with FRS 101.

Accordingly, the Company has prepared individual financial statements which comply with FRS 101 applicable for periods beginning on or after 29 December 2014 and the significant accounting policies meeting those requirements are described in the relevant notes.

In preparing these financial statements, the Company has started from an opening balance sheet as at 29 December 2014, the Company's date of transition to FRS 101, and made those changes in accounting policies and other restatements required for the first-time adoption of FRS 101. As such, this note explains the principal adjustments made by the Company in restating its balance sheet as at 29 December 2014 prepared under previously extant UK GAAP and its previously published UK GAAP financial statements for the year ended 27 December 2015.

On transition to FRS 101, the Company has applied the requirements of paragraphs 6-33 of IFRS 1 First Time Adoption of International Financial Reporting Standards.

Reconciliation of equity:

		As at	27 December 20	15 ·	As at 29	December 2014	
		UK	FRS 101		UK	FRS 101	
			reclassifications/		-	reclassifications/	
	Notes	£000	remeasurements	£000	£000	remeasurements	£000
Non-current assets							
Investment properties	7	-	25,002	25,002	-	25,500	25,500
Assets under construction	7	-	-	-	-	-	-
Property, plant and							
equipment	7	25,002	(25,002)	-	25,500	(25,500)	
		25,002	-	25,002	25,500	-	25,500
Current assets							
Trade and other							
receivables	8	-	-	-	-	-	-
		-	-	_	-	-	-
Total assets		25,002	-	25,002	25,500	-	25,500
Current liabilities							
Trade and other payables	9	(26,920)	-	(26,920)	(27,332)	-	(27,332)
Non-current liabilities		, , ,	,	(-,,	(, , , ,		, ,,
Deferred taxation	6	(312)	-	(312)	(291)	-	(291)
Total liabilities		(27,232)	-	(27,232)	(27,623)	-	(27,623)
Net assets		(2,230)		(2,230)	(2,123)		(2,123)
Shareholders' equity							
Called up share capital	12	-	-	-	-	-	-
Retained earnings		(2,230)	-	(2,230)	(2,123)	-	(2,123)
Total equity							
shareholders' funds		(2,230)		(2,230)	(2,123)	-	(2,123)

Assets previously classified as property, plant and equipment under UK GAAP have been reclassified to investment properties as required under FRS 101. These assets are leased to Domino's Pizza UK & Ireland Limited, a fellow Group Company.

for the year ended 25 December 2016

4. Operating Loss

This is stated after charging:

This is stated after charging.	Year ended 25 December 2016 £000	Year ended 27 December 2015 £000
Auditor's remuneration - audit of the financial statements	7	2
Depreciation of owned fixed assets Impairment	493 734	502 -
Total depreciation charge	1,227	502

5. Staff costs and Directors' remuneration

No salaries or wages have been paid to employees, including directors, during the period (2015: nil). The directors were remunerated by Domino's Pizza UK & Ireland Limited. The following disclosures relate to the total amounts paid to the directors of DP Group Developments Limited for their services to this company and other subsidiaries of the Group. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of other fellow subsidiaries.

	Year ended 25 December 2016 £000	Year ended 27 December 2015 £000
Directors' remuneration	1,345	1,767
Aggregate contributions to defined contribution pension schemes	76	79
	Year ended	Year ended
	25	27
	December	December
	2016	2015
	No.	No.
Number of Directors accruing benefits under:		
 defined contribution schemes 	4	2
The amounts in respect of the highest paid director are as follows	S :	
	Year ended	Year ended
	25	27
	December	December
	2016 £000	2015 £000
Directors' remuneration	937	1,193
Directors remaindration		
Aggregate contributions to defined contribution pension schemes	52	49

Notes to the financial statements (continued) for the year ended 25 December 2016

6. Taxation

Tax on loss on ordinary activities a)

	Year ended 25 December 2016 £000	Year ended 27 December 2015 £000
Tax charged in the income statement Current income tax: UK corporation tax: - Current period	-	
Total income tax charge		-
Deferred tax: Origination and reversal of timing differences	(138)	58
Amounts relating to prior periods	1	(1)
Effect of changes in tax rates	3	(35)
Total deferred tax (credit) / charge	(134)	22
Tax (credit) / charge in the income statement (Note 6b)	(134)	22

for the year ended 25 December 2016

6. Taxation (Continued)

b) Reconciliation of the total tax charge

The tax credit in the income statement for the 52 weeks ended 25 December 2016 is lower (2015: lower) than the statutory corporation tax rate of 20.00% (2015: 20.25%). The differences are reconciled below:

	Year ended	Year ended
	25	27
	December	December
	2016	2015
	£000	£000
Loss before taxation	(732)	(85)
Loss multiplied by the UK statutory rate of corporation tax of 20.00%	(4.40)	(47)
(2015: 20.25%)	(146)	(17)
Expenses not deductible for tax purposes	17	77
Impact of change in UK tax rate	3	(35)
Adjustment relating to prior periods	1	(1)
Group relief surrendered free of charge	(9)	(2)
Total tax (credit) / expense reported in income statement	(134)	22

A change to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 was substantively enacted on 26 October 2015. Following the substantive enactment of Finance Act 2016 on 6 September 2016 the UK corporation tax rate was further reduced to 17% from 1 April 2020. As a result, the relevant deferred tax balances have been remeasured as appropriate.

c) Deferred tax

The deferred tax included in the balance sheet is as follows:

	At 25	At 27
	December	December
	2016	2015
	£000	£000
Accelerated capital allowances	(178)	(312)
Deferred tax	(178)	(312)
Represented as: -		
Deferred tax liabilities	(178)	(312)
Provision for deferred taxation	(178)	(312)
Gross movement in deferred income tax account:		
		£000
Opening balance		(312)
Income statement credit		134
Closing balance		(178)

for the year ended 25 December 2016

7. Investment Properties and assets under construction

	Investment Properties	Assets under Construction	Total
	£000	£000	£000
Cost:			
At 27 December 2015	30,052	-	30,052
Additions	-	8,253	8,253
A4 25 Daggerbar 2010	20.052	0.050	20.205
At 25 December 2016	30,052	8,253	38,305
Depreciation:			
At 27 December 2015	5,049	-	5,049
Provided during the period	493	•	493
Impairment		734	734
At 25 December 2016	5,542	734	6,276
Net book value:			
At 25 December 2016	24,510	7,519	32,029
At 27 December 2015	25,002		25,002

An impairment of £734,000 (2015: £nil) was booked during the year on projects which are not to be progressed further.

As at 25 December 2016 the properties open market fair value was assessed at £17,865,000 (27 December 2015: £17,865,000) by an independent valuation agency. The assets are leased to Domino's Pizza UK & Ireland Limited, a fellow Group company, and the discounted future rents receivable support the book value.

8. Trade and other receivables

	At 25	At 27
	December	December
	2016	2015
	£000	£000
Other debtors	601	-
Total	601	-

9. Trade and other payables

Trade and other payables	At 25 December 2016 £000	At 27 December 2015 £000
Trade payables Accruals and deferred income	15 22	-
Amounts owed by Group Undertakings	35,243	26,920
Total	35,280	26,920

for the year ended 25 December 2016

10. Capital commitments

At 25 December 2016, amounts contracted for but not provided in the financial statements for the acquisition of property, plant and equipment amounted to £5,935,000 (2015: nil) for the Company.

11. Contingent liabilities

Bank revolving facility

On 8 July 2016, the Group entered into a new £175.0m multicurrency revolving credit facility with Barclays Bank plc, HSBC Holdings plc and The Royal Bank of Scotland Group Plc. The previous £30.0m facility with Barclays Bank plc was repaid in full and cancelled.

Interest charged on the revolving credit facility ranges from 0.75% per annum above LIBOR when the Group's leverage is less than 1:1 up to 1.50% per annum for leverage above 2:1. In addition a utilisation fee is charged on the facility if over one-third of the facility is utilised at 15% of the margin rate, and 30% if over two-thirds of the facility is utilised. The facility expires on 18 July 2021.

The facility is secured by an unlimited cross-guarantee between the Company, Domino's Pizza UK & Ireland Limited, DPG Holdings Limited, DP Realty Limited, DP Pizza Limited, Domino's Pizza Group plc, DP Cyco Switzerland Limited and Domino's Pizza GmbH.

On the previous revolving credit facility interest was charged at 1.35% per annum above LIBOR in addition to a 0.5% utilisation fee.

12. Share capital

Authorised Share Capital	At 25 December 2016 £	At 27 December 2015 £
Ordinary shares of £1 each	100	100
Allotted, called up and fully paid		•
	No.	£
As at 25 December 2016, 27 December 2015 and 28 December 2014	10	10

13. Ultimate parent undertaking and controlling party

In the opinion of the Directors, the immediate parent company and controlling party is Domino's Pizza Group plc, a company incorporated in the United Kingdom.

The smallest and largest group for which group financial statements are drawn up, and of which the Company is a member, is Domino's Pizza Group plc. Copies of the financial statements of Domino's Pizza Group plc may be obtained from its registered office, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB.