

Registered No: 03419202

DP Group Developments Limited

Report and Financial Statements

30 December 2018



DP Group Developments Limited

Registered No: 03419202

Company information

Directors

D J Wild
D G Bauernfeind
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 30 December 2018.

Results and dividends

The loss for the period amounted to £548,000 (2017: profit of £772,000). The directors do not recommend the payment of any dividends (2017: £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.

During the period a site in Milton Keynes were transferred to Domino's Pizza UK and Ireland Limited, a fellow Group company. The Company continued the development of the site at Warrington, which became operational in June 2018. In June 2019 the development was transferred to Domino's Pizza UK & Ireland Limited.

Directors

The current directors are shown on page 1.

Changes in the year:

R C E Osborne (Resigned 11 June 2018)

D G Bauernfeind (Appointed 9 October 2018)

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, D G Bauernfeind and R C E Osborne were 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 30 December 2018.

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 current assets of £1,747,000 at 30 December 2018 (2017: £1,665,000). 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 reliant on support of its parent to continue to operate and the parent has expressed its intention to support the Company for the foreseeable future. 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

Following a tender process, a resolution to appoint PriceWaterhouseCoopers LLP was passed at the 2019 Domino's Pizza Group plc AGM. Accordingly, we will appoint PriceWaterhouseCoopers LLP to replace Ernst and Young LLP.

By order of the board



D G Bauernfeind
Director

4 July 2019

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

to the members of DP Group Developments Limited

Opinion

We have audited the financial statements of DP Group Developments Limited for the 52 weeks ended 30 December 2018 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13 including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 Reduced Disclosure Framework.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 December 2018 and of its loss for the 52 weeks then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report (continued)

to the members of DP Group Developments Limited

Opinions on other matters 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 year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

- adequate accounting records have not been kept by the parent company, 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



Christopher Voogd
(Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham

Date: 4 July 2019

DP Group Developments Limited

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Statement of comprehensive income

For the 52 weeks ending 30 December 2018

		52 weeks ended 30 December 2018 £000	53 weeks ended 31 December 2017 £000
	Notes		
Revenue	2	173	1,425
Administrative costs		(255)	(441)
Operating profit/(loss)	3	(82)	984
Taxation	5	(466)	(212)
Profit/(loss) for the period		(548)	772
Total comprehensive income/(expense) for the year		(548)	772

DP Group Developments Limited

Registered No: 03419202

Balance Sheet

At 30 December 2018

		At 30 December 2018 £000	At 31 December 2017 £000
	Notes		
Non-current assets			
Investment properties	6	20,345	28,598
		20,345	28,598
Current assets			
Trade and other receivables	7	14	1,126
		14	1,126
Total assets		20,359	29,724
Current liabilities			
Trade and other payables	8	(22,106)	(31,389)
		(22,106)	(31,389)
Non-current liabilities			
Deferred tax liabilities	5	(857)	(391)
		(857)	(391)
Total liabilities		(22,963)	(31,780)
Net Liabilities		(2,604)	(2,056)
Shareholders' Equity			
Called up share capital	11	-	-
Retained earnings		(2,604)	(2,056)
Total equity shareholders' deficit		(2,604)	(2,056)

The financial statements were approved by the Board on 4 July 2019 and were signed on its behalf by



D G Bauernfeind
Director

DP Group Developments Limited

Registered No: 03419202

Statement of changes in equity

At 30 December 2018

	Share capital £000	Profit and loss account £000	Total shareholders' funds £000
At 25 December 2016	-	(2,828)	(2,828)
Profit for the period		772	772
Total comprehensive expense for the period	-	772	772
At 31 December 2017	-	(2,056)	(2,056)
Profit for the period		(548)	(548)
Total comprehensive loss for the period	-	(548)	(548)
At 30 December 2018	-	(2,604)	(2,604)

Notes to the financial statements

for the year ended 30 December 2018

1. Accounting policies

General information

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 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 paragraphs 91-99 of IFRS 13 Fair Value Measurement
- c) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- d) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements;
- e) the requirements of IAS 7 Statement of Cash Flows;
- f) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- g) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- h) 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
- i) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets

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 Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. 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.

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.

Notes to the financial statements

for the year ended 30 December 2018

1. Accounting policies (continued)

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.

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.

Notes to the financial statements

for the year ended 30 December 2018

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.

3. Operating profit

This is stated after charging:

	52 weeks ended 30 December 2018 £000	53 weeks ended 31 December 2017 £000
Auditor's remuneration - audit of the financial statements	7	7
Depreciation of owned fixed assets	255	437

4. Staff costs and Directors' remuneration

No salaries have been paid to employees, including directors, during the period (2017: £nil). 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 Group companies.

5. Taxation

a) Tax on profit/(loss) on ordinary activities

	52 weeks ended 30 December 2018 £000	53 weeks ended 31 December 2017 £000
Tax charged in the income statement		
Current income tax:		
UK corporation tax :		
- Current period	-	-
Total current tax charge	-	-
Deferred tax:		
Origination and reversal of timing differences	330	152
Amounts relating to prior periods	171	78
Effect of changes in tax rates	(35)	(18)
Total deferred tax charge	466	212
Tax charge in the income statement (Note 5b)	466	212

Notes to the financial statements

for the year ended 30 December 2018

5. Taxation (continued)

b) Reconciliation of the total tax charge

The tax charge in the income statement for the 52 weeks ended 30 December 2018 is higher (2017: higher) than the statutory corporation tax rate of 19.00% (2017: 19.26%). The differences are reconciled below:

	52 weeks ended 30 December 2018 £000	53 weeks ended 31 December 2017 £000
(Loss)/ Profit before taxation	(82)	984
(Loss)/ Profit multiplied by the UK statutory rate of corporation tax of 19.00% (2017: 19.26%)	(16)	189
Expenses not deductible for tax purposes	31	-
Impact of change in UK tax rate	(35)	(37)
Adjustment relating to prior periods	171	78
Group relief surrendered free of charge	315	(18)
Total tax expense reported in income statement	466	212

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.

c) Deferred tax liabilities

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

	At 30 December 2018 £000	At 31 December 2017 £000
Gross movement in the deferred income tax account		
Opening balance	391	179
Accelerated capital allowances current year	330	152
Adjustments relating to prior periods	171	78
Impact of change in tax rate	(35)	(18)
Closing liability	857	391

Notes to the financial statements

for the year ended 30 December 2018

6. Investment Properties and assets under construction

	Investment Properties £000	Assets under Construction £000	Total £000
Cost:			
At 31 December 2017	8,196	21,989	30,185
Additions	69	544	613
Disposals	(8,196)	(1,267)	(9,463)
Transfers	21,266	(21,266)	-
At 30 December 2018	21,335	-	21,335
Depreciation:			
At 31 December 2017	853	734	1,587
Provided during the period	255	-	255
Disposals	(852)	-	(852)
Transfers	734	(734)	-
At 30 December 2018	990	-	990
Net book value:			
At 30 December 2018	20,345	-	20,345
At 31 December 2017	7,343	21,255	28,598

In the prior period the site at Penrith and a site in Milton Keynes were transferred to Domino's Pizza UK and Ireland Limited with a consideration of £16,730,000.

On 16 February 2018 a site in Milton Keynes was transferred to Domino's Pizza UK and Ireland Limited, a fellow Group company, for consideration of £7,344,000. The Warrington site became operational in June 2018, and was transferred from Assets under Construction into Investment Properties.

7. Trade and other receivables

	At 30 December 2018 £000	At 31 December 2017 £000
Other debtors	14	262
Amounts owed by Group Undertakings	-	864
	14	1,126

8. Trade and other payables

	At 30 December 2018 £000	At 31 December 2017 £000
Trade payables	-	-
Accruals and deferred income	30	1,386
Amounts owed to Group Undertakings	22,076	30,003
	22,106	31,389

9. Capital commitments

At 30 December 2018, amounts contracted for but not provided in the financial statements for the acquisition of property, plant and equipment amounted to £nil (2017: £522,000) for the Company.

Notes to the financial statements

for the year ended 30 December 2018

10. Contingent liabilities

The bank revolving facility is secured by an unlimited cross-guarantee between the Company, DP Pizza Limited, DPG Holdings Limited, DP Realty Limited, Domino's Pizza Group Plc, Domino's Pizza UK and Ireland Limited, DP Cyco Switzerland Limited and Domino's Pizza GmbH. The maximum drawdown limit is £350,000,000.

Interest charged on the revolving credit facility ranges from 0.75% per annum above LIBOR (or equivalent) when the Group's leverage is less than 1:1 up to 1.85% per annum above LIBOR for leverage above 2.5:1. A further utilisation fee is charged if over one-third utilised at 0.15% which rises to 0.30% of the margin rate if over two-thirds is drawn. In addition, a commitment fee is calculated on undrawn amounts based on 35% of the current applicable margin.

11. Share capital

Authorised Share Capital	At 30 December 2018 No.	At 31 December 2017 No.
Ordinary shares of £1 each	100	100
Allotted, called up and fully paid share capital	No.	£
As at 30 December 2018, 31 December 2017 and 25 December 2016	10	10

12. Post balance sheet events

On 25 June 2019 the Company sold its remaining investment property, a supply chain centre in Warrington, to Domino's Pizza UK & Ireland Limited a fellow Group company. The property was transferred for consideration of £20,614,000. At the balance sheet date the consideration exceeds the carrying value, therefore no impairment was recognised against the investment property as a result of the sale.

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.