

Registered No: 03419202

## DP Group Developments Limited

Report and Financial Statements

27 December 2020



**DP Group Developments Limited**

**Registered No: 03419202**

## **Company information**

**Directors**

D Telford  
N R Smith  
A J Bushnell  
R K N Caley

**Secretary**

A J Bushnell

**Independent Auditors**

PricewaterhouseCoopers LLP  
One Chamberlain Square  
Birmingham  
B3 3AX

**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 the audited financial statements for the period ended 27 December 2020.

### Results and dividends

The result for the period amounted to £nil (2019: profit £1,988,000\*restated). The directors do not recommend the payment of any dividends (2019: £nil).

### Principal activities of the business

The principal activity of the Company is the acquisition, development and maintenance of commissary sites for its parent company.

There was no acquisition, development or maintenance in the current period. During the prior period a production facility in Warrington was sold to Domino's Pizza UK & Ireland Limited, a fellow Group company.

### Directors

The current directors are shown on page 1. The changes in the year were as follows:

D Wild	Resigned 1 May 2020
D Telford	Appointed 1 May 2020
N R Smith	Appointed 1 May 2020

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

N R Smith is a current director of Domino's Pizza Group plc, the ultimate parent company and details of his interest therein is shown in the directors' report of that company for the year ended 27 December 2020.

### 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 auditors in connection with preparing its report, of which the auditors are 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 auditors are aware of that information.

### Special provisions

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415 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.

### Going Concern

The Directors have considered the going concern position of the Company based on the Company's current financial position, together with consideration of the overall position of Domino's Pizza Group plc ("the Group").

The Company is a trading subsidiary of the Group, and therefore the position of the Company is directly related to the overall position of the Group. The Group company has confirmed that they will offer support to the Company for a minimum of twelve months from the date of signing these accounts.

The directors of the Group have performed an assessment of the overall position and future forecasts for the purposes of going concern in light of the current environment. The overall Group has continued trading in the UK and international markets throughout the COVID-19 period. In the UK, sales growth has been strong during the year, especially over the lockdown periods. This increase in sales growth has been offset with additional costs incurred in ensuring continued trade. The Directors of the Group have considered the future position based on current trading and a number of potential downside scenarios which may occur, either through further COVID-19 related impacts, general economic uncertainty and other risks. This assessment has considered the overall level of Group borrowings and covenant requirements, the flexibility

## Directors' report (continued)

of the Group to react to changing market conditions and ability to appropriately manage any business risks. Based on this assessment, the Directors of the Group have formed a judgement that there is a reasonable expectation the Group will have adequate resources to continue in operational existence for the foreseeable future.

On the basis of the above, the Directors of the Company have, both through consideration of the Company's financial position and the position of the Group, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

### Directors responsibility statement

The directors are responsible for preparing the Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

### Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant

### 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.

### Auditors

Pursuant to s487(2) of the Companies Act 2006, the Auditors of the Company, PricewaterhouseCoopers LLP, are deemed to be re-appointed for the subsequent financial year.

On behalf of the board



D Telford  
Director

22 June 2021

## ***Independent auditors' report to the members of DP Group Developments Limited***

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion, DP Group Developments Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 27 December 2020 and of its result for the 52 week period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 27 December 2020; the Statement of comprehensive income and the Statement of changes in equity for the period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Conclusions relating to going concern**

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the period ended 27 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

As explained more fully in the Directors responsibility statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

### **Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and management bias in determining accounting estimates. Audit procedures performed by the engagement team included:

- discussions with management, the group's legal team and review of KPMG's reports in their role as internal auditor to the wider group, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud
- assessment of matters reported on the group's whistleblowing helpline and the results of management's investigation of such matters
- identifying journal entries, in particular any journal entries posted with unusual account combinations, journal entries crediting revenue, journal entries crediting cash and journal entries with specific defined descriptions
- consideration of any changes to the control environment as a result of Covid-19

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## **Other required reporting**

### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

*Sarah Phillips*

Sarah Phillips (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Birmingham  
22 June 2021

DP Group Developments Limited

Registered No: 03419202

## Statement of comprehensive income

For the 52 weeks ending 27 December 2020

		52 weeks ended 27 December 2020 £000	*Restated 52 weeks ended 29 December 2019 £000
	Notes		
Administrative expenses		-	(192)
<b>Operating result</b>	<b>2</b>	<b>-</b>	<b>(192)</b>
Profit on the sale of non-current assets & assets held for sale		-	1,325
<b>Profit before taxation</b>		<b>-</b>	<b>1,133</b>
Taxation	5	-	857
<b>Profit for the period</b>		<b>-</b>	<b>1,990</b>
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>1,990</b>

\*Please refer to note 8 for details regarding the restatement.

All amounts relate to continuing activities.



DP Group Developments Limited

Registered No: 03419202

## Balance Sheet

At 27 December 2020

		At 27 December 2020 £000	*Restated At 29 December 2019 £000
	Notes		
<b>Current liabilities</b>			
Trade and other payables	7	(614)	(614)
		(614)	(614)
<b>Net Liabilities</b>		(614)	(614)
<b>Shareholders' Equity</b>			
Called up share capital	9	-	-
Accumulated losses		(614)	(614)
<b>Total equity shareholders' deficit</b>		(614)	(614)

\*Please refer to note 8 for details regarding the restatement.

The financial statements of DP Group Developments Limited (Registered No: 03419202) were approved by the Board on 22 June 2021 and signed on its behalf by



D Telford  
Director

DP Group Developments Limited

Registered No: 03419202

**Statement of changes in equity**  
For the 52 weeks ended 27 December 2020

	Share capital £000	Profit and loss account £000	Total shareholders' funds £000
At 30 December 2018	-	(2,604)	(2,604)
Total comprehensive expense for the period *Restated	-	1,990	1,990
At 29 December 2019 *Restated	-	(614)	(614)
Total comprehensive income for the period	-	-	-
At 27 December 2020	-	(614)	(614)

\*Please refer to note 8 for details regarding the restatement.

## Notes to the financial statements for the year ended 27 December 2020

### 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. The financial statements have been prepared under the historic cost convention. The accounting policies have been applied consistently.

#### **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) Paragraph 38 of IAS 1, 'Presentation of financial statements' – comparative information requirements in respect of:
  - iii. Paragraph 79(a)(iv) of IAS 1;
  - iv. Paragraph 73(e) of IAS 16, 'Property, plant and equipment'; and
  - v. Paragraph 118(e) of IAS 38, 'Intangible assets' (reconciliations between
- d) the carrying amount at the beginning and end of the period).
- e) the requirements of paragraphs 10(d), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements;
- f) the requirements of IAS 7 Statement of Cash Flows;
- g) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- h) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- i) 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
- j) 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, Domino's Pizza Group plc.

#### **Going concern**

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.

#### **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.

## Notes to the financial statements for the year ended 27 December 2020

### 1. Accounting policies (continued)

#### *Income taxes (continued)*

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.

**Notes to the financial statements**  
for the year ended 27 December 2020

**2. Operating profit**

This is stated after charging:

	52 weeks ended 27 December 2020 £000	52 weeks ended 29 December 2019 £000
Depreciation of owned fixed assets	-	219

**3. Auditors remuneration**

The Group paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company:

	52 weeks ended 27 December 2020 £000	52 weeks ended 29 December 2019 £000
Auditors' remuneration - audit of the financial statements	6	7

**4. Staff costs and Directors' remuneration**

No salaries have been paid to employees, including directors, during the period (2019: £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 27 December 2020 £000	52 weeks ended 29 December 2019 £000
<b>Tax charged in the income statement</b>		
Current income tax:		
UK corporation tax :		
- Current period	-	-
Total current tax charge	-	-
Deferred tax:		
Origination and reversal of timing differences	-	(1,310)
Amounts relating to prior periods	-	453
Effect of changes in tax rates	-	-
Total deferred tax credit	-	(857)
<b>Tax charge/(credit) in the income statement (Note 5b)</b>	-	(857)

## Notes to the financial statements

for the year ended 27 December 2020

### 5. Taxation (continued)

#### b) Reconciliation of the total tax charge

The tax charge in the income statement for the 52 weeks ended 27 December 2020 is the same (2019: higher) than the statutory corporation tax rate of 19.00% (2019: 19.00%). The differences are reconciled below:

	52 weeks ended 27 December 2020 £000	52 weeks ended 29 December 2019 £000
Profit before taxation	-	1,133
Profit multiplied by the UK statutory rate of corporation tax of 19.00% (2019: 19.00%)	-	215
Expenses not deductible for tax purposes	-	64
Fixed asset differences	-	(1,313)
Adjustment relating to prior periods	-	453
Chargeable gains	-	(24)
Disposal of assets	-	(252)
Total tax charge/(credit) reported in income statement	-	(857)

#### c) Deferred tax liabilities

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

	2020 £000	2019 £000
<b>Gross movement in the deferred income tax account</b>		
Opening balance	-	857
Adjustments relating to prior periods	-	453
Reversal of temporary timing differences	-	(1,310)
Closing balance	-	-

## Notes to the financial statements

for the year ended 27 December 2020

### 6. Investment Properties and assets under construction

In June 2019 a production facility in Warrington became operational and was sold to Domino's Pizza UK & Ireland Limited, a fellow Group Company, for consideration of £21,515,000, which was settled by amounts owed to Group.

### 7. Trade and other payables

	At 27 December 2020 £000	Restated* At 29 December 2019 £000
Amounts owed to Group Undertakings	614	614
	<u>614</u>	<u>614</u>

\*Please refer to note 8 for details regarding the restatement.

Amounts owed to group undertakings are repayable on demand, unsecured and interest free.

### 8. Restatement

In preparing these financial statements, an adjustment was identified that should have been made in the prior period. The balance was not material in size in the prior period but due to lack of activity during the current period the balance is now material.

#### *Over accrual for costs in relation to the construction of the Warrington SCC*

In the prior year there was an accrual held on the balance sheet within trade and other payables for £27,000. This accrual was no longer necessary as the transfer of the Warrington SCC which it related to was already complete. The release of this accrual has been processed as a prior year restatement. The impact of this adjustment reduces liabilities on the comparative column of the balance sheet to £614,000 and reduces administrative expenses to £192,000 in the comparative column of the Statement of comprehensive income.

### 9. Called up share capital

Authorised Share Capital	At 27 December 2020 No.	At 29 December 2019 No.
Ordinary shares of £1 each	100	100
Allotted, called up and fully paid share capital	£	£
As at 27 December 2020, 29 December 2019 and 31 December 2017	10	10

### 10. 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.