

Registered No: 5860040

DPG Holdings Limited

Report and Financial Statements

29 December 2013

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COMPANIES HOUSE

DPG Holdings Limited

Registered No: 5860040

Directors

S G Hemsley
D Wild
S E Wilkins
P C Waters

Secretary

P C Waters

Auditors

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
MK6 4BB

Strategic report

The directors present their strategic report and financial statements for the year ended 29 December 2013.

Results and dividends

The profit for the year amounted to £24,652,039 (2012: profit of £21,643,339). Dividends of £nil (2012: £nil) were declared / paid during the year. The directors do not recommend the payment of any further dividends.

Review of the business

Both the level of business and the financial position for the year ended 29 December 2013 were satisfactory.

Special provisions

The strategic report has been prepared in accordance with the special provisions of Part VII of the Companies Act 2006 relating to small entities.

By order of the board



S E Wilkins
Director

29 September 2014

Directors' report

The directors present their report and financial statements for the year ended 29 December 2013.

Results and dividends

The profit for the year amounted to £24,652,039 (2012: profit of £21,643,339). Dividends of £nil (2012: £nil) were declared / paid during the year. The directors do not recommend the payment of any further dividends.

Principal activities of the business

The principal activity of the company during the period under review was to hold investments in subsidiaries of the Domino's Pizza Group.

Directors

The directors who served throughout the year were as follows:

S Hemsley	
L Ginsberg	(Resigned 2 nd April 2014)
L Batchelor	(Resigned 16 th March 2014)
A Batty	(Resigned 15 th February 2013)
M Millar	(Appointed 28 th January 2013, Resigned 31 st July 2014)

Directors appointed after the year end were as follows:-

S E Wilkins	(Appointed 8th January 2014)
D Wild	(Appointed 16th March 2014)
P C Waters	(Appointed 1 st August 2014)

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

S Hemsley, D Wild and S Wilkins 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 year ended 29 December 2013.

Financial instruments

The company's principal financial instruments are intercompany creditors (see note 9 for further details).

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 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.

Disclosure of information to the 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

Directors' report (continued)

aware of any relevant audit information and to establish that the auditor is aware of that information.

Special provisions

The directors' report has been prepared in accordance with the special provisions of Part VII of the Companies Act 2006 relating to small entities.

Going Concern

The company has an excess of current liabilities over current assets of £85,388,100 as at 29 December 2013 (2012: £110,040,139). 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

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



S E Wilkins
Director

29 September 2014

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual 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 DPG Holdings Limited

We have audited the financial statements of DPG Holdings Limited for the year ended 29 December 2013 which the Profit and Loss Account, the Balance Sheet and the related note. 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).

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 5, 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 29 December 2013 and of its profit for the year 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report

to the members of DPG Holdings Limited

Matters on which we are required to report by exception

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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report.

Ernst & Young LLP

Simon O'Neill (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham

29/9/2014

Profit and Loss Account

for the year ended 29 December 2013

		Year ended 29 December 2013	Year ended 30 December 2012
	Notes	£	£
Income from investments	3	24,636,071	21,746,266
Administrative expenses		15,968	(5,038)
Operating profit		24,652,039	21,741,228
Interest payable	4	-	(97,889)
Profit on ordinary activities before taxation		24,652,039	21,643,339
Tax on profit on ordinary activities	6	-	-
Profit for the financial period		24,652,039	21,643,339

All activities relate to continuing operations.

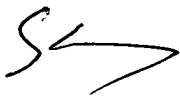
The company has no recognised gains or losses other than the results for the period as set out above.

Balance sheet

at 29 December 2013

		At 29 December 2013	At 30 December 2012
	Notes	£	£
Investments	8	260,000,000	260,000,000
Current assets		-	-
Creditors: amounts falling due within one year	9	(85,388,100)	(110,040,139)
Net current liabilities		(85,388,100)	(110,040,139)
Total assets less current liabilities		174,611,900	149,959,861
		<u>174,611,900</u>	<u>149,959,861</u>
Capital and reserves			
Called up share capital	11	1,600,000	1,600,000
Merger reserve	12	100,000,000	100,000,000
Profit and loss account	12	73,011,900	48,359,861
Equity shareholders' funds	12	<u>174,611,900</u>	<u>149,959,861</u>

The financial statements were approved by the Board on ~~29 September~~ 2014 and were signed on its behalf by



S E Wilkins
Director

Notes to the financial statements

at 29 December 2013

10. Contingent liabilities (continued)

1. Fundamental accounting concept

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

2. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards. The financial statements of DPG Holdings Limited were approved for issue by the Board of Directors on ~~29 September 2014~~ 29 September 2014.

Group accounts

Group accounts are not submitted as the company is exempt under Section 400 (1) of the Companies Act 2006. The results of the company are dealt with in the consolidated accounts of Domino's Pizza Group plc.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes consolidated financial statements.

Related parties transactions

The company is a wholly owned subsidiary of Domino's Pizza Group plc, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with group companies.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the financial statements

at 29 December 2013

3. Income from investments and administrative expenses

Operating income represents dividends receivable from subsidiaries. Operating income is attributable to the company's one continuing activity. All of the income is derived in the UK.

Auditor's remuneration has been borne by the parent company.

4. Interest payable

	<i>Year ended 29 December 2013 £</i>	<i>Year ended 30 December 2012 £</i>
Bank interest payable	-	97,889

5. Staff costs

No salaries or wages have been paid to employees, including directors, during the year (2012: £nil). The directors were remunerated by Domino's Pizza UK & Ireland Limited (formerly Domino's Pizza Group Limited). The following disclosures relate to the total amounts paid to the directors of DPG Holdings 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.

	<i>Year ended 29 December 2013 £</i>	<i>Year ended 30 December 2012 £</i>
Emoluments	1,012,879	1,605,000
Company contributions paid to individual personal pension plan	105,078	102,000

	<i>Year ended 29 December 2013 No.</i>	<i>Year ended 30 December 2012 No.</i>
Members of money purchase pension schemes	2	2

The amounts in respect of the highest paid director are as follows:

	<i>Year ended 29 December 2013 £</i>	<i>Year ended 30 December 2012 £</i>
Emoluments	468,000	852,000

Notes to the financial statements

at 29 December 2013

Company contributions paid to individual personal pension plan	64,000	65,000
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6. Tax on profit on ordinary activities

a) The tax charge is made up as follows:

	<i>Year ended 29 December 2013 £</i>	<i>Year ended 30 December 2012 £</i>
Current tax charge (note 6(b))	-	-

b) Factors affecting current tax charge

The tax assessed on the profit (2015: profit) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 23.3% (2012: 24.5%)

	<i>Year ended 29 December 2013 £</i>	<i>Year ended 30 December 2012 £</i>
Profit on ordinary activities before taxation	24,652,039	21,643,339
Profit on ordinary activities at the standard rate of tax – 23.3% (2012 – 24.5%)	5,743,925	5,302,618
Group relief not paid for	(3,721)	25,217
Investment income not taxable	(5,740,204)	(5,327,835)
Total current tax	-	-

In his budget on 20 March, the Chancellor of the Exchequer announced further changes to the corporation tax rates, which will have an effect on the Group's current and future tax position. The changes announced were further decreases to the standard rate of corporation tax, with the rate set to be reduced to 20%, effective 1 April 2015. The reduction of the UK corporation tax rate to 23% from April 2013, 21% from April 2014 and 20% from April 2015 had been substantively enacted during the year. The effect of these changes to the UK tax system have been reflected in the Group's financial statements for the 52 weeks ending 29 December 2013 to the extent that they had been substantively enacted by that date.

7. Dividends

	<i>Year ended 29 December 2013 £</i>	<i>Year ended 30 December 2012 £</i>
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Notes to the financial statements

at 29 December 2013

Dividend received from subsidiary undertaking	24,636,071	21,746,266
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8. Investments

*Share in group
companies
£*

Cost:	
At 29 December 2013 and 30 December 2012	260,000,000

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Directly held subsidiary	Country of Incorporation	Proportion of voting rights and shares held	Nature of business
Domino's Pizza UK & Ireland Limited	England	100% ordinary	Operation and management of franchise business and commissaries

9. Creditors: amounts falling due within one year

	At 29 December 2013 £	At 30 December 2012 £
Amounts owed to group undertakings	85,388,100	110,040,139
	<u>85,388,100</u>	<u>110,040,139</u>

Notes to the financial statements

at 29 December 2013

10. Share capital

	<i>Authorised At 29 December 2013 and at 30 December 2012 £</i>	
Ordinary shares of 1p each	160,000,001	
	<i>Allotted, called up and fully paid At 29 December 2013 and at 30 December 2012 No. £</i>	
Ordinary shares of 1p each	160,000,001	1,600,000

11. Reconciliation of shareholders' funds and movement on reserves

	<i>Share capital £</i>	<i>Merger reserve £</i>	<i>Profit and loss account £</i>	<i>Total share- holders' funds £</i>
At 25 December 2011	1,600,000	100,000,000	26,716,522	128,316,522
Profit for the year	-	-	21,643,339	21,643,339
At 30 December 2012	1,600,000	100,000,000	48,359,861	149,959,861
Profit for the year	-	-	24,652,039	24,652,039
At 29 December 2013	1,600,000	100,000,000	73,011,900	174,611,900

12. 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 and 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.