

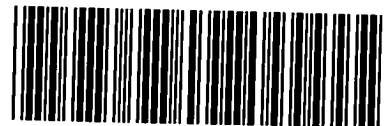
Registered No: 05860040

# DPG Holdings Limited

Report and Financial Statements

25 December 2022

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# Contents

52 weeks ended 25 December 2022

	Page (s)
Company information	2
Strategic report	3
Directors' report	4 - 6
Independent auditors' reports	7 - 9
Statement of comprehensive income	10
Balance sheet	11
Statement of changes in equity	12
Notes to the financial statements	13 - 19

DPG Holdings Limited

## Company information

52 weeks ended 25 December 2022

### Directors

A J Bushnell  
E R F Jamieson  
E D Sese

### Secretary

A J Bushnell

### Independent auditors

PricewaterhouseCoopers LLP  
40 Clarendon Road  
Watford  
Hertfordshire  
WD17 1JJ

### Bankers

Barclays Bank Plc  
3<sup>rd</sup> Floor  
28 George Street  
Luton  
LU1 3US

### Registered office

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

DPG Holdings Limited is a private company registered in England & Wales, limited by shares.

DPG Holdings Limited

## Strategic report

52 weeks ended 25 December 2022

The Directors present their strategic report and the audited financial statements for the 52 weeks to 25 December 2022.

### Results and dividends

The loss for the period amounted to £5,642,000 (2021: £178,000 profit). The Directors do not recommend the payment of any dividend (2021: £1,100,000,000).

### Position at period end

At the period end the Company had net assets of £102,361,000 (2021: £108,003,000).

### Principal activities of the business

The principal activity of the business is to act as a Holding company to Domino's Pizza UK & Ireland Limited, a trading subsidiary.

### Business review

There have been no significant changes to operations. The company continues to hold its investment in Domino's Pizza UK & Ireland Limited, the main trading entity of the Group headed by Domino's Pizza Group plc ("the Group").

### Performance

The following measure is relevant to the Company's performance:

#### Profit before tax

The company made a loss before tax for the year of £6,965,000 (2021: £220,000 profit). This was due to finance costs on the debt facilities, as a result of the refinancing that took place during the year.

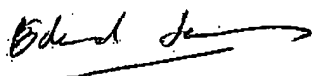
### Risk management

The business faces a wide range of risks on a daily basis. The Board has undertaken a robust assessment of what it believes are the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. For details of key risks, refer to the Directors' report.

### Section 172

DPG Holdings Limited is part of a listed Group headed by Domino's Pizza Group plc ("the Group"), the board of which has ultimate responsibility for compliance with section 172 for all subsidiaries within the UK Group. DPG Holdings Limited is an intermediary holding company of the Group, therefore the Groups considerations of section 172 are a direct reflection of the considerations for DPG Holdings Limited. Further details of how the Group undertook its responsibilities for the period ended 25 December 2022, along with the Group-wide considerations, can be found on page 28 of the Group 2022 annual report.

On behalf of the board



E R F Jamieson  
Director

06 June 2023

## Directors' report

52 weeks ended 25 December 2022

The Directors present their report and audited financial statements for the 52 weeks ended 25 December 2022.

### Results and dividends

The loss for the period amounted to £5,642,000 (2021: £178,000 profit). Dividends of £nil (2021: £1,100,000,000) were declared and paid during the period.

### Principal activities of the business

The principal activity of the business is to act as a Holding company to Domino's Pizza UK & Ireland Limited, a trading subsidiary.

### Directors

The current directors of the Company who were in office up to the date of signing are shown on page 2. There were the following changes during the period:

E R F Jamieson (Appointed 17 October 2022)

E D Sese (Appointed 10 October 2022)

D J Paul (Resigned 10 October 2022)

D W Surdeau (Resigned 17 October 2022)

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.

D J Paul, E R F Jamieson and E D Sese were also directors of Domino's Pizza Group plc, the ultimate parent company and details of their interests therein are shown in the Directors' report of that company for the year ended 25 December 2022.

### Company Secretary

The current company secretary is shown on page 2. There was no change during the period.

### Financial instruments

The Company's principal financial instruments are cash, bank loans and intercompany creditors. (see notes 9, 10 and 11 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 interest rate 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 the Group.

The Company is an intermediate holding company of the Group, and therefore the position of the Company is directly related to the overall position of the Group. For this reason and due to the participation of the Company as an Obligor in the Group's Revolving Credit Facility, the going concern assessment has been based on the overall position of the wider Group. Domino's Pizza Group plc, the ultimate parent company of the Group, has confirmed that they will offer support to the Company for a minimum of 18 months from the date of signing these financial statements.

The Directors of the Group have performed an assessment of the overall position and future forecasts (including the 12-month period from the date of this report) for the purposes of going concern. The overall Group has been stable throughout the year in the UK and Ireland, with continued system sales growth. Sales growth is primarily driven by increases in food costs which have been passed through to our franchisees. Benefits from sales growth have been partially offset with interest charges incurred during the year as a result of the refinancing of debt facilities.

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 reduced consumer spending, reduced store growth, supply chain disruptions, general economic uncertainty and other risks, in line with the analysis performed for the viability statement as outlined in the Directors' report of the Group.

This assessment has considered the overall level of Group borrowings and covenant requirements, the flexibility of the Group to react to changing market conditions and ability to appropriately manage any business risks. The Group has a £200m multi-currency syndicated revolving credit facility entered into on 27 July 2022 and £200m private placement loan notes entered into on 27 July 2022, which expire in 2027. The Group has a net debt position of £253.3m. The facility has leverage and interest covenants, with which the Group have complied with.

## Directors' report (continued)

52 weeks ended 25 December 2022

The Company has drawn £44.0m from the revolving credit facility as at 25 December 2022, with the remaining drawn facility of £42.6m held by Domino's Pizza UK & Ireland Limited.

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. As at 25 December 2022 the Company had net assets of £102.4m (2021: £108.0m).

### 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.

### Financial risk management objectives and policies

The Company's financial risk management objectives consist of identifying and monitoring risks which might have an adverse impact on the value of its financial assets and liabilities, reported profitability or cash flows.

The main risks are interest rate risk, liquidity risk and foreign exchange risk. The Board of Domino's Pizza Group plc reviews and agrees policies for managing each of these risks and these are shared with the Directors of the Company. Each of the risks is summarised below.

#### Interest rate risk

Interest rate risk is the risk that movement in the interbank offered rates increase causing finance costs to increase. The Company's interest rate risk arises predominately from the Group's RCF.

The Group has a £200m multi-currency syndicated revolving credit facility entered into on 27 July 2022 and £200m private placement loan notes entered into on 27 July 2022, which expire in 2027. The Group has a net debt position of £253.3m. The facility has leverage and interest covenants, with which the Group have complied with.

Interest charged on the new revolving credit facility ranges from 1.85% per annum above SONIA (or equivalent) when the Group's leverage is less than 1:1 up to 2.85% per annum above SONIA for leverage above 2.5:1. A further utilisation fee is charged if over one-third is utilised at 0.15%, which rises to 0.30% of the outstanding loans if over two-thirds is drawn. In addition, a commitment fee is calculated on undrawn amounts based on 35% of the current applicable margin.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

To manage liquidity risk, the Company prepares short-term, medium-term and long-term forecasts, including cash flow, which are reviewed regularly and challenged. These forecasts are consolidated with the Group's other operations to ensure the Group has sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without risking damage to the Group's reputation. All major investment decisions are considered by the Directors of the Company as part of the project appraisal and approval process.

The Company has access to the Group's £200.0m syndicated RCF which matures in 2027 and also has access to a Sterling overdraft which was undrawn at 25 December 2022 (2021: undrawn).

#### Foreign exchange risk

Foreign exchange risk is the risk that the Company will incur losses due to movements in foreign exchange rates. The Company has a drawn down amount from the RCF that is denominated in Euros. An adverse movement in foreign exchange rates will result in an increase in financial liabilities. This is mitigated by a Euro intercompany receivable that the Company has with Domino's Pizza Group plc. Therefore, movements in the exchange rate will not impact the entity's net position.

#### Independent Auditors

A resolution was passed to appoint PricewaterhouseCoopers LLP as the Group independent auditors at the 2022 AGM.

#### Statement of directors' responsibilities in respect of the financial statements

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).

## Directors' report (continued)

52 weeks ended 25 December 2022

Under company law, 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 responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

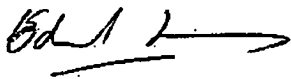
The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the 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 independent 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 audit information and to establish that the Company's independent auditors are aware of that information.

The financial statements on pages 10 to 19 were approved by the Board of Directors on 06 June 2023 and signed on its behalf by:



E R F Jamieson  
Director  
06 June 2023

# Report on the audit of the financial statements

## Opinion

In our opinion, DPG Holdings Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 25 December 2022 and of its loss for the 52 week period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including 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 25 December 2022; the Statement of comprehensive income and 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 Strategic report and 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.



## ***Independent auditors' report to the members of DPG Holdings Limited***

### **Strategic report and Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the period ended 25 December 2022 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 Strategic report and Directors' report.

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

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

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, 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 the Companies Act 2006 and tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 inappropriate journal entries either in the underlying books and records or management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with the Directors, internal audit and the Group's legal team, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations.

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

***Independent auditors' report to the members of DPG Holdings Limited***

- 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.



Owen Mackney (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Walford

7 June 2023

## Statement of comprehensive income

52 weeks ended 25 December 2022

		52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
	Note		
Administrative expenses		-	(25)
Other income		6	-
<b>Operating profit/(loss)</b>		<b>6</b>	<b>(25)</b>
Finance income	4	-	2,291
Finance expenses	5	(6,971)	(2,046)
<b>(Loss)/profit before taxation</b>		<b>(6,965)</b>	<b>220</b>
Taxation	6	1,323	(42)
<b>(Loss)/profit for the period</b>		<b>(5,642)</b>	<b>178</b>
Other comprehensive income		-	-
<b>Total comprehensive (expense)/income for the period</b>		<b>(5,642)</b>	<b>178</b>

All amounts included within total comprehensive income relate to continuing operations.

The notes on pages 13 to 19 form part of these financial statements.

DPG Holdings Limited

## Balance sheet

As at 25 December 2022

	Note	At 25 December 2022 £000	At 28 December 2021 £000
<b>Non-current assets</b>			
Investment in subsidiary	8	1,423,795	1,423,795
		<b>1,423,795</b>	<b>1,423,795</b>
<b>Current assets</b>			
Trade and other receivables	9	7,293	690
Cash and cash equivalents		71	13,253
		<b>7,364</b>	<b>13,943</b>
<b>Total assets</b>		<b>1,431,159</b>	<b>1,437,738</b>
<b>Current liabilities</b>			
Trade and other payables	10	(1,086,049)	(1,143,505)
		<b>(1,086,049)</b>	<b>(1,143,505)</b>
<b>Non-current liabilities</b>			
Financial liabilities	11	(242,749)	(186,230)
		<b>(242,749)</b>	<b>(186,230)</b>
<b>Total liabilities</b>		<b>(1,328,798)</b>	<b>(1,329,735)</b>
<b>Net assets</b>		<b>102,361</b>	<b>108,003</b>
<b>Shareholders' equity</b>			
Called up share capital	12	1,600	1,600
Retained earnings		100,761	106,403
<b>Total shareholders' funds</b>		<b>102,361</b>	<b>108,003</b>

The notes on pages 13 to 19 form part of these financial statements.

The financial statements of DPG Holdings Limited on pages 10 to 19 (Registered No: 05860040) were approved by the Board of Directors on 06 June 2023 and signed on its behalf by



E R F Jamieson  
Director

## Statement of changes in equity

52 weeks ended 25 December 2022

	Note	Called-up Share capital £000	Retained Earnings £000	Total shareholders' funds £000
<b>At 27 December 2020</b>		<b>1,600</b>	<b>1,206,225</b>	<b>1,207,825</b>
Total comprehensive income for the period		-	178	178
Equity dividends paid	7	-	(1,100,000)	(1,100,000)
<b>At 26 December 2021</b>		<b>1,600</b>	<b>106,403</b>	<b>108,003</b>
Total comprehensive expense for the period		-	(5,642)	(5,642)
<b>At 25 December 2022</b>		<b>1,600</b>	<b>100,761</b>	<b>102,361</b>

The notes on pages 13 to 19 form part of these financial statements.

## Notes to the financial statements

52 weeks ended 25 December 2022

### 1. Accounting policies

#### General Information

The financial statements of DPG Holdings Limited for the 52 weeks ended 25 December 2022 were approved for issue by the Board of Directors on 06 June 2023.

DPG Holdings Limited ('the Company') is a company limited by shares and incorporated and domiciled in United Kingdom. The address of its registered office and principal place of business is disclosed in the Company information.

These financial statements are presented in accordance with the Companies Act 2006 applicable to companies using Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101) and in accordance with applicable accounting standards and are prepared under the historical cost convention. Accounting policies have been consistently applied, other than where new policies have been adopted.

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:

- 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), 38© 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©-135© of IAS 36 Impairment of Assets;
- j) The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;

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 Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Domino's Pizza Group plc, and as such the results are included in the consolidated financial statements of Domino's Pizza Group plc. The consolidated financial statements of Domino's Pizza Group plc are available from 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB.

#### Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. The nature of estimation means that actual outcomes could differ from those estimates.

The following judgements have had the most significant effect on amounts recognised in the financial statements:

- The revaluation of the investment in subsidiary Domino's Pizza UK & Ireland Limited to fair value as at 26 December 2014, being the transition date to FRS 101. The revalued amount is taken as the deemed cost from this date onwards.
- The investment in Domino's Pizza UK & Ireland Limited is reviewed annually for indicators of impairment, estimation is required to determine the value in use and the fair value less costs to sell. The estimations involve appropriate valuation inputs, such as the Group share price and the profitability assumptions of the underlying business.

#### Going concern

The Company is an intermediate holding company of the Group, and therefore the position of the Company is directly related to the overall position of the Group. Therefore, the going concern assessment has been based on the overall position of the wider Group. Domino's Pizza Group plc, the ultimate parent company of the Group, has confirmed that they will offer support to the Company for a minimum of 18 months from the date of signing these financial statements.

The Directors of the Group have performed an assessment of the overall position and future forecasts (including the 12-month period from the date of this report) for the purposes of going concern. The overall Group has been stable throughout the year in the UK and Ireland, with continued system sales growth. Sales growth is primarily driven by increases in food costs which have been passed through to our franchisees. Benefits from sales growth have been partially offset with interest charges incurred during the year as a result of the refinancing of debt facilities.

## Notes to the financial statements (continued)

52 weeks ended 25 December 2022

### 1. Accounting policies (continued)

#### *Going concern (continued)*

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 reduced consumer spending, reduced store growth, supply chain disruptions, general economic uncertainty and other risks, in line with the analysis performed for the viability statement as outlined in the Directors' report of the Group.

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. Therefore, these financial statements have been prepared on a going concern basis.

#### *Impairment of assets*

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses on continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods. Such reversal is recognised in profit or loss. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

#### *Investments*

Investments held as fixed assets are stated at cost less provision for impairment.

As at 26 December 2014, in accordance with Paragraph D15 of IFRS 1 'First time adoption of International Financial Reporting Standards' Appendix D, the Company has measured all investments at a deemed cost, being the fair value as at this date.

The Company assesses these investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of the recoverable amount. If the recoverable amount is less than the value of the investment, the investment is considered to be impaired and is written down to its recoverable amount. An impairment loss is recognised immediately in the profit and loss account.

#### *Interest bearing loans and borrowings*

Obligations for loans and borrowings are recognised when the Company becomes party to the related contracts and are measured initially at fair value less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on the repurchase, settlement or other cancellation of liabilities are recognised respectively in finance revenue and finance cost.

#### *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.

## Notes to the financial statements (continued)

52 weeks ended 25 December 2022

### 1. 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.

#### ***Derecognition of financial assets and liabilities***

A financial asset or liability is generally derecognised when the contract that gives rise to it is settled, sold or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.



## Notes to the financial statements (continued)

52 weeks ended 25 December 2022

## 2. Auditors' remuneration

The Group paid the following amounts to their auditors in respect of the audit of the financial statements, no other services were provided.

	52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
Audit fees	18	16

## 3. Staff costs and directors' remuneration

The Company has no employees and no salaries have been paid during the year. No salaries have been paid to directors during the year (2021: £nil). The Directors were remunerated by Domino's Pizza UK & Ireland Limited and Domino's Pizza Group plc. 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.

## 4. Finance income

	52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
Other interest receivable	-	26
Foreign exchange	-	2,265
<b>Total finance income</b>	-	<b>2,291</b>

## 5. Finance expense

	52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
Debt facilities interest payable	6,681	2,046
Other interest payable	1	-
Foreign exchange losses	289	-
<b>Total finance expense</b>	<b>6,971</b>	<b>2,046</b>

## 6. Taxation

## (a) Tax on profit

	52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
<b>Tax charged in the income statement</b>		
UK corporation tax:		
– current period	(1,323)	42
<b>Total current income tax (credit)/charge</b>	<b>(1,323)</b>	<b>42</b>
<b>Tax (credit)/charge in the income statement</b>	<b>(1,323)</b>	<b>42</b>
The tax (credit)/charge in the income statement is disclosed as follows:		
Income tax (credit)/expense	(1,323)	42

The Finance Act 2021, which received Royal Assent on 10 June 2021, increased the corporation tax rate from 19% to 25% from 1 April 2023. Where deferred tax assets and liabilities are expected to unwind after 1 April 2023, they have been revalued to reflect the rate change.

## Notes to the financial statements (continued)

52 weeks ended 25 December 2022

## 6. Taxation (continued)

## (b) Reconciliation of the total tax charge/(credit)

The tax charge/(credit) in the income statement for the 52 weeks ended 25 December 2022 is equal (2021: is equal) to the statutory corporation tax rate of 19.00% (2021: 19.00%). The differences are reconciled below:

	52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
(Loss)/profit before taxation	(6,965)	220
Accounting (loss)/profit before tax multiplied by the UK statutory rate of corporation tax of 19% (2021: 19.00%)	(1,323)	42
<b>Total tax (credit)/charge reported in the income statement</b>	<b>(1,323)</b>	<b>42</b>

There is no tax payable or receivable.

## 7. Dividends paid and proposed

	52 weeks ended 25 December 2022 £000	52 weeks ended 26 December 2021 £000
Declared and paid during the year:		
Equity dividends per Ordinary share (2021: 687.50p)	-	1,100,000
<b>Dividends paid</b>	<b>-</b>	<b>1,100,000</b>

## 8. Investment in subsidiary

	Subsidiary undertakings £000	Total £000
<b>Carrying value</b>		
At 25 December 2022 and 26 December 2021	1,423,795	1,423,795

On the transition date to FRS 101 the Company elected to revalue the investment in Domino's Pizza UK & Ireland Limited to fair value. The revised value of the investment is taken as the deemed cost for the application of FRS 101.

Name of company	Country of incorporation	Proportion of voting rights and share capital	Registered office
<i>Directly held subsidiary undertakings</i>			
Domino's Pizza UK & Ireland Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
<i>Indirectly held subsidiary undertakings</i>			
DP Pizza Limited	Ireland	100% Ordinary	Unit 1B Willow Drive, Naas Enterprise Park, Naas, CO, Kildare, Ireland
Domino's Leasing Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
DP Estates TBL Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
Sell More Pizza Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
Sheermans Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
Sheermans SS Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
Sheermans Harrow Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
WAP Partners Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
Domino's Pizza Germany Limited	England	100% Ordinary	1 Thornbury, West Ashland, Milton Keynes, MK6 4BB, United Kingdom
<i>Indirectly held Associate undertakings</i>			
Full House Restaurants Holdings Limited	England	49% Ordinary	34 Anyards Road, Cobham, Surrey, KT11 2LA, United Kingdom
Victa DP Ltd	England	46% Ordinary	Unit 10, Evolution Wynyard Business Park, Wynyard, TS22 5TB, United Kingdom
<i>Indirectly held Investments</i>			
Shorecal Limited	Ireland	15% Ordinary	4 Haddington Terrace, Dun Laoghaire, Co. Dublin, A96DX80, Ireland

## Notes to the financial statements (continued)

52 weeks ended 25 December 2022

## 9. Trade and other receivables

	At 25 December 2022 £000	At 26 December 2021 £000
Amounts owed by subsidiaries	7,293	690

All amounts owed by Group undertakings are repayable on demand, unsecured and non-interest bearing.

## 10. Trade and other payables

	At 25 December 2022 £000	At 26 December 2021 £000
Amounts owed to parent	1,082,320	1,143,449
Accruals	3,729	56
	1,086,049	1,143,505

All amounts owed to Group undertakings are repayable on demand, unsecured and non-interest bearing.

## 11. Financial liabilities

	At 26 December 2022 £000	At 26 December 2021 £000
<b>Non-Current</b>		
Debt facilities	242,749	186,230
	242,749	186,230

At 26 December 2021, the Group had a £350m multi-currency syndicated revolving credit facility (RCF) with an original term of five years to 13 December 2022 which, following a one-year extension arranged in November 2018, was extended to 12 December 2023. The revolving credit facility was amended and restated on 2 December 2021, to amend the GBP interest base rate from LIBOR to SONIA.

At 27 July 2022, the Group's £350m multi-currency revolving credit facility was replaced by a £200m multi-currency revolving credit facility and £200m of US private placement loan notes (USPP). Arrangement fees of £1.9m and £1.3m were incurred on the RCF and USPP respectively.

At 25 December 2022, the Group had a total of £400m (2021: £350.0m) of debt facilities, of which £113.4m (2021: £106.7m) was undrawn.

**Private placement loan notes**

The Private Placement notes mature on 27th July 2027 and arrangement fees of £1.2m directly incurred in relation to the USPP are included in the carrying values of the facility and are being amortised over the term of the notes.

Interest charged on the US Private Placement notes is at 4.26% per annum.

**Bank revolving facility**

The revolving credit facility has an original term of three years to 27 July 2025 with the option of submitting two extension notices to extend the facility twice, each by a period of 12 months. Arrangement fees of £1.7m (2021: £0.8m) directly incurred by the Group in relation to the RCF are included in the carrying values of the facility and are being amortised over the extended term of the facility.

Interest charged on the new revolving credit facility ranges from 1.85% per annum above SONIA (or equivalent) when the Group's leverage is less than 1:1 up to 2.85% per annum above SONIA for leverage above 2.5:1. A further utilisation fee is charged if over one-third is utilised at 0.15%, which rises to 0.30% of the outstanding loans if over two-thirds is drawn. In addition, a commitment fee is calculated on undrawn amounts based on 35% of the current applicable margin.

There is a cross guarantee for the facility, for details see note 13.

## Notes to the financial statements (continued)

52 weeks ended 25 December 2022

### 12. Called up share capital

#### *Allotted, called up and fully paid share capital*

	At 25 December 2022		At 28 December 2021	
	Number	£	Number	£
Ordinary shares	160,000,001	1,600,000	160,000,001	1,600,000

### 13. Contingent liabilities

The RCF is secured by an unlimited cross guarantee between the Company, Domino's Pizza Group plc, Domino's Pizza UK & Ireland Limited, DP Realty Limited, DP Pizza Limited, Sell More Pizza Limited, Sheermans SS Limited and Sheermans Limited. The maximum drawdown limit is £200m.

### 14. Ultimate parent company and controlling party

In the opinion of the Directors the immediate and ultimate 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.