

DP Poland plc

("DP Poland", the "Group" or the "Company")

Final Results 2024 and Investor Presentation

DP Poland, the operator of pizza stores and restaurants across Poland and Croatia, announces its audited results for the year ended 31 December 2024.

DP Poland's Chief Executive Officer, Nils Gornall, said:

"2024 was a pivotal year as we advanced our transformation strategy and laid the foundation for long-term success. Despite a challenging macroeconomic environment and a record prior year comparison, we delivered sustained, robust sales growth and enhanced our store network through accelerated expansion and optimisation, and continued progress on our franchising strategy."

"In Poland, we achieved a third consecutive year of double-digit like-for-like (LFL) system sales growth, with a 17.9% increase versus 2023. This performance was driven by a significant rise in order volumes and successful customer acquisition initiatives. Our refined pricing strategy and enhanced customer value proposition delivered record-breaking sales and orders, firmly positioning the business for continued momentum into 2025."

"Notably, 2024 marked a milestone as the Group achieved consistent pre-IFRS16 EBITDA profitability in Poland, reflecting our disciplined approach to cost management, a strengthened and optimised store footprint and a debt-free balance sheet. The Q1 2025 acquisition of Pizzeria 105 fast-tracks our journey toward operating 200 Domino's stores and accelerated our shift to a franchisee-led model, positioning the Group for sustained performance in 2025."

Financial highlights

- Group Revenue increased by 20.2% to £53.6m (2023: £44.6m)
  - Strong LFL system sales growth of 17.9% in 2024 compared to 2023 in Poland, with delivery channel LFL system sales growth of 20.1%
- Group System Sales were up 19.8% to £55.2m (2023: £46.1m)
- Group adjusted EBITDA\* increased to £4.8m (2023: £3.5m)
- Group loss for the period was £(0.5)m vs. £(5.0)m in 2023 (restated)
- Cash as at 31 December 2024 of £11.3m. Following repayment of the outstanding debt to Malaccan in December 2024, The Company is debt-free.

Operational highlights

- LFL system order count increased by 12.2% in 2024 compared to 2023, with delivery LFL order count up by 16.2%
- Average Weekly Order Count (AWOC) reached 827 for 2024, a 13.2% increase versus 2023
- The Group operated 118 stores at the end of 2024, including 113 Domino's Pizza stores across Poland and 5 across Croatia. At the end of Q1 2025, the Group operated 120 stores under Domino's brand (115 in Poland and 5 in Croatia), and 90 stores under "Pizzeria 105", following the acquisition of Mastergrupa sp z o.o
- Inflation rates dropped in 2024 to 3.6% for Poland and 4.0% for Croatia (2023: Poland 11.4%, Croatia 8.4%)
- 90% of delivery sales were ordered online (2023: 89%)

Summary Financial Information

Currency: £000	2024	2023	% change
System Sales	55,170	46,056	19.8%
Revenue	53,611	44,602	20.2%

Revenue	33,044	44,023	20.2%
Group adjusted EBITDA*	4,834	3,512	37.6%
Margin %	9.0%	7.9%	
Loss for the period	(512)	(4,982)	88.9%

\*excluding non-cash items, non-recurring items, non-operating items, share based payments and store pre-opening expenses

## Q2 / H1 2025 Trading Update

Trading in the first couple of months of Q2 has been positive, with total sales tracking ahead of the same period in 2024. The Company will provide a trading update for Q2 and H1 2025 in mid-July ahead of the Investor presentation.

## Investor Presentation

The Company is pleased to announce that Nils Gomall and Edward Kacyrz will provide a live presentation relating to the 2024 FY Results and Q2 / H1 Trading Update via Zoom Webinar on 14 July 2025, 13:00 BST.

The presentation is open to all existing and potential shareholders. Questions can be submitted at any time during the live presentation.

Investors can sign up to Zoom Webinar for free and add to meet DP Poland via:

[https://us02web.zoom.us/webinar/register/4317507612375/WN\\_pOlSpOZnQo2kZaKrDogkig](https://us02web.zoom.us/webinar/register/4317507612375/WN_pOlSpOZnQo2kZaKrDogkig)

## Enquiries:

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## Panmure Liberum Limited (Nominated Adviser, Financial Adviser and Broker)

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## Notes for editors

### About DP Poland plc

DP Poland holds the exclusive rights to develop, operate, and sub-franchise Domino's Pizza stores across Poland and Croatia. The group currently manages 120 Domino's locations in cities and towns throughout both countries. In addition to operating 90 Pizzeria 105 outlets across Poland

## Chairman's Statement

I am very proud of the successful and profitable execution of our High Volume Mentality strategy throughout 2024. Together with the recent acquisition of Pizzeria 105, we are positioned to become the leading player in the Polish pizza sector in the coming years. To support this growth, DP Poland successfully completed a £20.5 million fundraise in April 2024, with the objective to expand to 200 Domino's stores within three years.

2024 marked the third consecutive year of robust sales growth, coupled with an accelerated rollout of new stores. The team's focus on maintaining high-quality products and services, combined with disciplined cost management, has strengthened store economics and significantly improved Group adjusted EBITDA profitability. The outstanding debt to Malaccan was repaid in full in 2024, strengthening our balance sheet. This improved profitability has set the foundation for a transition to a franchise-led model, a move expected to bolster growth and enhance returns. Store

profitability is the key to this success, and I am delighted with the significant progress made in 2024.

The strategic acquisition of Pizzeria 105, the fourth-largest pizza brand in Poland, which operates a 100% franchised network of 90 locations, is an exciting move towards establishing Domino's as the market leader in Poland. The acquisition fast-tracks our transition toward a predominantly franchised, capital-efficient model, whilst enhancing our brand visibility through an expanded network of stores and a growing national advertising fund that scales with the network. The acquisition is highly complementary and unlocks further efficiencies in food costs, technology, and logistics. I am pleased that the founder of Pizzeria 105 will stay on as a shareholder, to support franchisee store conversion and bring valuable local knowledge and expertise. Together, we are committed to reinforcing the Domino's brand in Poland and unlocking valuable growth opportunities for our new franchise partners.

Lastly, I would like to commend our exceptional Executive Team, led by CEO Nils Gomall, whose dedication has been instrumental to our success. I also extend my gratitude to all our employees, whose daily contributions are vital to the continued growth of our business and the satisfaction of our customers. I would also like to thank our shareholders for their ongoing support as we continue to drive growth and enhance profitability. I am confident in the opportunities that lie ahead for 2025 and beyond.

David Wild  
***Non-Executive Chairman***  
26 June 2025

### **Chief Executive's Review**

2024 was a pivotal year for DP Poland, as we advanced our transformation strategy and laid the foundation for long-term success. Our continued growth across Poland and Croatia reflects the strength of our strategy, the power of the Domino's brand, and the excellence of our teams. We made significant progress in embedding a High Volume Mentality across the Group, delivering double-digit sales growth, optimising our store network, and unlocking further gains in profitability - with Group adjusted EBITDA increasing by 38% year-on-year ("YoY").

In Poland, we achieved a third consecutive year of double-digit LFL sales growth, increasing by 17.9% in local currency, fuelled by higher order volumes and new customer acquisition. In 2024, we refined our marketing approach, enhanced customer value, and set new records in both sales and orders, positioning us for sustained success in 2025. To maintain our competitive market position, we implemented targeted price adjustments throughout the year, resulting in a 4.4% increase in average ticket value. Customer satisfaction remained strong, reflecting continued improvements in service quality and operational efficiency. Notably, our Net Promoter Score (NPS) among regular customers rose by 29.3% in 2024 compared to 2023, further strengthening the Domino's brand.

Despite intensified promotional campaigns in Q4 2024 from major players in the Polish Quick Service Restaurant sector impacting the Company's volume growth for the quarter, orders significantly increased YoY exceeding 800 orders per store per week in 2024 (a 13% increase compared to 2023). This success has been driven by our relentless focus on quality, operational excellence, and the impact of best-in-class marketing campaigns. While we already offer one of the most compelling delivery services in Poland, we continue to pursue every opportunity to improve delivery times further - strengthening a key pillar of our competitive advantage

In 2024, cost management was a key focus. Initiatives, such as fleet electrification, commissary upgrades, and enhancements across the supply chains delivered meaningful savings. Cost pressures also eased on energy, rent and utilities costs, with a reduction in inflation in both Poland and Croatia. Sales growth combined with our cost optimisation efforts and lower inflation led to a significant improvement of the Group financial performance, with Group adjusted EBITDA rising to £4.8m (2023 restated: £3.5m).

Our store network optimisation plan resulted in four refurbishments, the opening of eleven new locations, and the strategic closure of eight underperforming loss-making stores, mainly in shopping centers - bringing the total number of stores to 118 by year-end.

In March 2025 we acquired Pizzeria 105, a profitable, cash generating business, that accelerates our plan to operate 200 Domino's stores in Poland by the end of 2027 and unlock the longer-term potential for 500+ locations. The acquisition drives market consolidation, giving Domino's greater control over market dynamics and pricing.

Pizzeria 105 brings further scale to the Group, while unlocking advantages in procurement, distribution costs,

marketing, digital technologies and HQ. The transaction is expected to enhance brand visibility with additional presence in 31 new Polish cities and represents an excellent fit, with minimal market overlap, and comparable sales distribution across the delivery, carryout, and dine-in segments.

The acquisition fast tracks our strategic shift toward a franchisee-led model, with 76 experienced franchisees entering into the system, with over half of the store network now franchise-operated. In parallel, our Domino's corporate store sell-down programme resulted in five Polish corporate stores transitioning to franchise owned in the second half of 2024.

Following the acquisition of Pizzeria 105, and through a combination of organic growth and the conversion of Pizzeria 105 locations, we now aim to end 2025 with approximately 150 Domino's branded stores, 20 more than previously communicated. 4 new stores have been opened in 2025 so far. Looking ahead, the Group plans to add a further 40 stores in 2026, bringing the total to 190 locations by the end of 2026.

Our actions during 2024 and post period end have strengthened our brand presence, increased customer traffic and enhanced store-level profitability, laying a solid foundation for future growth and profitability. I remain very optimistic about the outlook. Our goal to become Poland's and Croatia's leading pizza brand is firmly on track, with a fast transition to a franchisee-led model and continued improvements in Group adjusted EBITDA profitability. We are well-positioned to build on the strong foundation we've established and drive further growth.

Nils Gornall

**Chief Executive Officer**

26 June 2025

## Chief Financial Officer's Review

I'm pleased to report on the financial performance of the Group for 2024, which has been another year of outstanding growth and strategic progress for DP Poland. This success was marked by the effective implementation of our High Volume Mentality strategy, the accelerated rollout of new stores, the optimisation of our store network, and the expansion of our franchising network. This strategy resulted in a double-digit sales increase, driven by rising order volumes and new customer acquisition.

Group System Sales increased by 19.8% to £55.2 million. This significant growth was primarily driven by an 11.4% increase in LFL Group order count. Additionally, we revised our pricing strategy in Q4 2024, maintaining the Company's competitive positioning. Despite the sharpened pricing strategy, customer satisfaction ratings remained strong, validating the improvements in both the quality and speed of our service.

Poland was a key driver of growth, with a 17.9% increase in LFL System Sales, primarily driven by a 12.2% increase in LFL order count. In Croatia, the expansion was also impressive, with System Sales increasing by 40.1%, alongside a 6.0% growth in LFL System Sales.

Inflationary pressures eased in the second half of 2024, which bolstered our profitability as input costs' growth slowed. Inflation in Poland had declined to 3.6% by year-end. In 2024, DP Poland made a full repayment of the outstanding Loan Notes from Malaccan Holdings Ltd, leaving the company debt-free as of the end of 2024.

At the year-end, our portfolio included 118 stores (113 in Poland and 5 in Croatia), with the dominant delivery business contributing two-thirds of sales. We opened 11 stores and closed 8 locations. The expansion of our franchising model was also initiated in Poland, with the transfer of 5 stores to new franchise partners in 2024, resulting in 13 stores being sub-franchised by the year-end. The expanded and optimised store network, coupled with the development of our franchising model, positions us strongly for sustained growth in both corporate-owned and franchised stores into 2025 and beyond.

## Financial Performance\*

2024

£

2023

*Restated*

£

System Sales**	55,170,019	46,056,212
Revenue	53,643,542	44,622,983
Cost of goods sold	(16,314,848)	(13,431,506)
Materials and energy	(2,478,174)	(2,580,342)
External services	(8,545,521)	(7,794,031)
Payroll and social charges	(21,129,487)	(17,086,986)
Other operating costs	(341,405)	(218,327)
Group adjusted EBITDA*** - <i>excluding non-cash items, non-recurring items, non-operating items, share based payments and store pre-opening expenses</i>	4,834,107	3,511,791
Store pre-opening expenses	(159,995)	(64,018)
Other non-cash, non-recurring and non-operating items	(343,455)	(122,647)
Depreciation and amortisation	(4,658,955)	(5,283,521)
Impairment of non-current assets	(616,386)	(2,342,331)
Reversal of impairment	953,367	-
Share based payments	(386,264)	(323,602)
Foreign exchange gains	227,011	585,962
Finance income	482,952	205,683
Finance costs	(883,512)	(1,106,193)
<b>Loss before taxation</b>	<b>(551,130)</b>	<b>(4,938,876)</b>
Taxation	39,042	(43,155)
<b>Loss for the period</b>	<b>(512,088)</b>	<b>(4,982,031)</b>

\* Average exchange rates for 2024 and 2023

\*\* System Sales - total retail sales including sales from corporate and sub-franchised stores

\*\*\* Group adjusted EBITDA - earnings before interest, taxes, depreciation and amortization excluding non-cash items, non-recurring items, non-operating items, store pre-opening expenses and share based payments

Please refer to Note 1 for the details of restatements of comparative period financial information

## Revenue and System Sales

The Group's System Sales saw an increase of 19.8%, primarily driven by an 21.0% growth in Polish LFL system sales (17.9% in local currency). Group revenue rose by 20.2% year-over-year, with LFL Group system sales growth reaching 20.1%, largely due to a significant 11.4% increase in LFL Group order count. This improvement was primarily driven by the High Volume Mentality strategy, the introduction of new products and better ingredient quality - all contributing to higher customer satisfaction and repeat business.

Performance in 2024 showed consistent quarter-over-quarter improvement, achieving record-breaking levels in both sales and orders in Q4, as detailed in the Key Performance Indicators section later in this announcement.

## Expenses

Pressures on energy, rent and utilities costs eased in H2 2024 and inflation in Poland declined to 3.6% by year-end. Through our continued focus on cost, DP Poland successfully kept the increase in operating costs (18.7% YoY) below revenue growth during the year (20.2% YoY). This achievement was facilitated through various cost optimisation initiatives, including fleet electrification, commissary upgrades, and supply chain improvements, which have delivered material savings. While inflation eased in 2024, wage inflation remained high, leading to a 20.5% minimum wage increase and a consequent 19.2% rise in payroll and social charges costs YoY.

## Other non-cash, non-recurring and non-operating items

The Group recorded non-cash, non-recurring and non-operating items, notably one-off VAT refund in Dominium S.A. for the years 2013-2016. Other non-cash, non-recurring and non-operating items included dismantling provision, written off balances with counterparties, costs incurred for stores closures, costs of merging DP Polska S.A. and Dominium S.A. planned for the second half of 2025, advisors and other expenses related to acquisition and other immaterial components. Please find the breakdown of other non-cash and non-recurring items below.

<b>Currency: £</b>	<b>Nature</b>	<b>2024</b>	<b>2023 Restated</b>
Vat refund	Non-recurring	660,391	174,989
Costs incurred for non-operating stores	Non-operating	(180,953)	-

Written down balances with counterparties	Non-cash	(193,514)	(115,968)
Dismantling provision	Non-cash	(111,590)	(120,706)
Investments advisors and other costs	Non-recurring	(379,783)	(42,453)
Sub-franchisee loan write-off	Non-cash	(67,876)	-
Other non-cash and non-recurring items	Non-cash and non-recurring	(70,130)	(18,509)
<b>Total</b>		<b>(343,455)</b>	<b>(122,647)</b>

### Depreciation and amortisation

Depreciation and amortisation expenses consist mainly of the right of use assets depreciation charges amounting to £2,375,255 in 2024 (2023 restated: £2,963,676), property, plant and equipment amounted to £1,615,688 (2023: £1,487,836) and intangible assets amortisation amounted to £668,012 (2023: £832,009). The decrease in depreciation related to right of use assets in 2024 compared to 2023 is mainly attributable to impairment of stores as at 31 December 2023.

### Finance costs

Finance costs of the Group mainly comprise interest expense on lease liabilities of £574,127 (2023 restated: £594,787), interest paid on the loan note issued to Malaccan Holdings Ltd of £232,731 (2023: £460,554) and other interests of £76,654 (2023: £50,852). The lower interest on the Malaccan loan in 2024 compared to 2023 resulted from full repayment made in December 2024.

### Taxation

The Group paid no corporation tax in 2024 and 2023 due to brought forward losses. As the Group has unused tax losses available to offset against future profits, it does not expect to pay any corporation tax in 2025.

### Group loss for the period

Group loss after tax for the period decreased by 89% compared to 2023 mainly due to improved Group adjusted EBITDA and impairment of non-current assets partially offset by other non-cash items and store pre-opening costs.

The Board has an accelerated growth strategy focused on expanding the store's rollout and transitioning to a franchise model to drive future profit growth. The robust performance in 2024 has laid a solid foundation for our next phase of growth. Transitioning to a franchise model is expected to support scalable growth, requiring fewer capital investment, lowering overhead costs, and enhancing Group adjusted EBITDA profitability. Our objective is to scale operations and increase market share, positioning ourselves as a market leader in Poland and Croatia.

To facilitate this, we plan to streamline internal processes in the supply chain and back office, including the merger of Dominium S.A. and DP Polska S.A., expected in 2025, and further investments in digital transformation.

### Store Count Poland

<b>Dominos Polska S.A. &amp; Dominium S.A.</b>	1 Jan 2024	Opened*	Closed*	Sold to franchise	31 Dec 2024
Corporate	102	11	-8	-5	100
Sub-Franchised	8	0	0	5	13
<b>Total</b>	<b>110</b>	<b>11</b>	<b>-8</b>	<b>0</b>	<b>113</b>

\* The number of opened and closed stores includes relocations

### Store Count Croatia

<b>All About Pizza d.o.o.</b>	1 Jan 2024	Opened	Closed	Sold to franchise	31 Dec 2024
Corporate	5	0	0	0	5
Sub-Franchised	0	0	0	0	0
<b>Total</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5</b>

### Enlarged Group

<b>Store count</b>	1 Jan 2024	Opened	Closed	Sold to franchise	31 Dec 2024
Corporate	107	11	-8	-5	105
Sub-Franchised	8	0	0	5	13
<b>Total</b>	<b>115</b>	<b>11</b>	<b>-8</b>	<b>0</b>	<b>118</b>

In 2024 DP Poland opened 11 corporate stores, 8 stores were closed and 4 stores were fully refurbished.

### Sales Key Performance Indicators (KPIs)

System sales\* were up 19.8% YoY, whereas LFL system sales\*\* were up 20.1% YoY.

	2024	2023	Change %
Group System Sales*, £	55,170,019	46,056,212	19.8%
LFL system sales**, £	52,280,007	43,536,107	20.1%
LFL system order count***, thousand orders	4,644	4,168	11.4%
Poland Delivery orders**** ordered online	83%	81%	+2pp

\* System Sales - total retail sales including sales from corporate and sub-franchised stores. Sales from sub-franchised stores are not included in revenue. Franchise fees are not included in system sales but are recognised as revenue in the P&L.

\*\* Like-for-like System Sales - matching trading periods for the same stores between 1 January and 31 December 2024 and 1 January and 31 December 2023. The Group's system stores that are included in like-for-like System Sales comparisons are those that have operated for at least 1 year preceding the beginning of the first month of the period used in like-for-like comparisons for a certain reporting period, assuming the relevant system store has not been subsequently closed

\*\*\* System order count - total retail orders from corporate and sub-franchised stores

\*\*\*\* Delivery orders stand for the orders in delivery channel by both corporate and franchisee stores

Like-for-like Poland System Sales growth 2024 vs 2023 per quarter were as follows:

	Q1	Q2	Q3	Q4
LFL system sales growth by quarter	17.9%	26.5%	21.0%	7.8%

### Exchange rates

PLN : £1	2024	2023	Change %
Profit & Loss Account	5.0871	5.2218	-2.6%
Balance Sheet	5.1756	5.0117	3.3%

EUR : £1	2024	2023	Change %
Profit & Loss Account	1.1815	1.1500	2.7%
Balance Sheet	1.2099	1.1539	4.9%

Financial Statements for Polish subsidiaries DP Polska S.A. and Dominium S.A. are denominated in Polish Zloty ("PLN") and translated to Pound Sterling ("GBP"). Financial Statements for Croatian subsidiary All About Pizza d.o.o. are denominated in EUR ("EUR") and translated to Pound Sterling ("GBP"). Under UK adopted international accounting standards the Income Statement of subsidiaries has been converted from PLN and EUR into sterling at the average annual exchange rate applicable. The balance sheet has been converted from PLN and EUR to GBP as at the exchange rate at 31 December 2024.

### Cash position

Currency: £	1st January 2024	Cash movement	31st December 2024
Cash in bank	1,888,465	9,439,086	11,327,551

Cash movement is mainly due to fundraising completed in April 2024, repayment of Loan Notes to Malaccan Holdings Ltd. and cash outflows for several different strategic and operational projects.

### Inventories

Currency: £	1st January 2024	Movement	31st December 2024
Raw materials and consumables	1,034,187	171,399	1,205,586

An increase in inventory is mainly due to increased purchases of products in 2024 supporting increased sales.

### Trade and other receivables

Currency: £	1st January 2024	Movement	31st December 2024
Current trade and other receivables	3,876,432	-352,233	3,524,199

A decrease of trade and other receivables balance is mainly due to VAT credit received by Dominium S.A. from the tax authorities, which has been included in other receivables as of 1st January 2024.

More economic conditions in Poland and Croatia

## macro-economic conditions in Poland and Croatia

Polish GDP increased by 2.9% YoY in 2024. Inflationary pressure declined in 2024 and amounted to 3.6% YoY. The Board is constantly monitoring purchase prices to ensure the Group can react to any price increases from its suppliers.

Macro-economic conditions - Poland	2024	2023
Real GDP growth (% growth)	2.9*	0.2
Inflation (% growth)	3.6	11.4
Unemployment Rate (% of economically active population)	2.8	3.1

\* First estimate of Polish Statistics Office for the year 2024

Croatian GDP increased in 2024 by 3.8%. Inflationary pressure decreased in 2024 to 4.0% YoY

Macro-economic conditions - Croatia*	2024	2023
Real GDP growth (% growth)	3.8	2.8
Inflation (% growth)	4.0	8.4
Unemployment Rate** (% of economically active population)	5.1	6.4

\* Data based on macroeconomic indicators published 12<sup>th</sup> March 2025 by Croatian National Bank

\*\* December 2024 data

## Sub-franchised stores

As at December 2024, there are 13 sub-franchised stores. Sales in 2024 from sub-franchised stores amounted to £4,366,402 (2023: £2,793,080) and are included in the System Sales figure.

## Going concern

The Board considered the Group's forecasts, in particular those relating to the growing sales volume and improved cost management, to satisfy itself that the Group has sufficient resources to continue in operation for the foreseeable future. The Group sales and costs forecasts are based on market-available data with regard to the country's inflation and GDP growth rates as well as historical level of sales volumes and incurred costs as a percentage of sales taking into account implemented High Volume Mentality, accelerated growth strategy through the store rollout, increased focus on internal processes optimisation and digital transformation.

As inflationary pressure began to abate in 2024, the Board believes that the major risks connected with inflation are diminishing, which has already been reflected in the decreasing growth rate of energy, rent and utilities prices with the forecast for further decrease of growth rates. On the other hand, the Board has prepared a roadmap for a number of different strategic and operational projects aiming at optimization of internal processes in supply chain, change in the Group structure, as well as further investments into digital transformation.

The Board acknowledges the uncertainty related to the future dynamics of the commodity prices and inflationary pressures, which remain the most pronounced risks to our going concern assumptions.

In April 2024 the Group raised gross proceeds of approximately £20.5 million through the subscription by Domino's Pizza Group plc ("DPG"), the placing of shares through an accelerated bookbuild process and the placing of a retail offer. The net proceeds of the fundraising receivable by the Group are being mainly used to accelerate its growth strategy through the roll out of stores in Poland and Croatia, acquisition of Pizzeria 105, upgrade of stores in Poland, and full repayment of loan notes.

In December 2024, the Group fully repaid the outstanding Loan notes from Malaccan Holdings Ltd, amounting to £7.1 million, using the proceeds raised from the fundraising. As a result, the Group achieved a debt-free balance sheet as of the 2024 year-end. Net cash position of the Group as of 31 December 2024 amounted to £11.3 million (not taking into account lease liabilities), out of which the acquisition of Pizzeria 105 has been financed (total consideration of £8.5 million).

Having considered the Group's cash flows and its liquidity position, and after reviewing the forecast for the next twelve months and beyond, taking into account reasonable possible changes in trading performance, the Directors believe that the Group has adequate resources to continue operations for the foreseeable future and for this reason they continue to adopt the going concern basis in preparing the financial statements.



Edward Kacyrz  
Chief Financial Officer  
26 June 2025

## FINANCIAL STATEMENTS

### Group Income Statement for the year ended 31 December 2024

		2024	2023
	Notes	£	Restated £
<b>Revenue</b>	2	53,643,542	44,622,983
Cost of goods sold		(16,314,848)	(13,431,506)
Materials and energy		(2,478,174)	(2,580,342)
External services		(8,545,521)	(7,794,031)
Payroll and social charges		(21,129,487)	(17,086,986)
Other operating costs		(341,405)	(218,327)
<b>Group adjusted EBITDA*</b> - excluding non-cash items, non-recurring items, non-operating items, share based payments and store pre-opening expenses		4,834,107	3,511,791
Store pre-opening expenses		(159,995)	(64,018)
Other non-cash, non-recurring and non-operating items	5	(343,455)	(122,647)
Depreciation and amortisation		(4,658,955)	(5,283,521)
Impairment of non-current assets		(616,386)	(2,342,331)
Reversal of impairment		953,367	-
Share based payments	29	(386,264)	(323,602)
Foreign exchange gains		227,011	585,962
Finance income	7	482,952	205,683
Finance costs	8	(883,512)	(1,106,193)
<b>Loss before taxation</b>	4	(551,130)	(4,938,876)
Taxation	9	39,042	(43,155)
<b>Loss for the period</b>		(512,088)	(4,982,031)
<b>Loss per share</b>			
Basic	11	(0.06 p)	(0.70 p)
Diluted	11	(0.06 p)	(0.70 p)

All of the loss for the year is attributable to the owners of the Parent Company.

\* Group adjusted EBITDA - earnings before interest, taxes, depreciation and amortization excluding non-cash items, non-recurring, non-operating items, share based payments and store pre-opening expenses

### Group Statement of comprehensive income for the year ended 31 December 2024

	2024	2023
	£	Restated £
Loss for the period	(512,088)	(4,982,031)
Currency translation differences	(282,005)	(352,734)
Other comprehensive expense for the period, net of tax to be		

Other comprehensive expense for the period, net of tax costs reclassified to profit or loss in subsequent periods	(282,005)	(352,734)
<b>Total comprehensive expense for the period</b>	<b>(794,093)</b>	<b>(5,334,765)</b>

All of the comprehensive expense for the year is attributable to the owners of the Parent Company.

## Group Balance Sheet at 31 December 2024

		31 December 2024	31 December 2023	1 January 2023
			<i>Restated</i>	<i>Restated</i>
	Notes	£	£	£
<b>Non-current assets</b>				
Goodwill	12	12,374,266	12,387,143	12,392,291
Intangible assets	13	2,530,246	3,240,794	3,910,188
Property, plant and equipment	14	8,576,167	6,497,697	6,645,301
Leases - right of use assets	20	6,974,590	6,220,273	7,120,162
Trade and other receivables	18	896,698	422,064	452,125
		31,351,967	28,767,971	30,520,067
<b>Current assets</b>				
Inventories	19	1,205,586	1,034,187	982,110
Trade and other receivables	18	3,524,199	3,876,432	2,719,050
Cash and cash equivalents	23	11,327,551	1,888,465	3,728,177
		16,057,336	6,799,084	7,429,337
<b>Total assets</b>		<b>47,409,303</b>	<b>35,567,055</b>	<b>37,949,404</b>
<b>Current liabilities</b>				
Trade and other payables	24	(7,173,564)	(6,655,591)	(5,343,028)
Lease liabilities	21	(3,194,242)	(3,501,186)	(2,895,955)
Borrowings	25	-	(7,065,605)	-
		(10,367,806)	(17,222,382)	(8,238,983)
<b>Non-current liabilities</b>				
Lease liabilities	21	(5,124,169)	(5,987,966)	(5,626,760)
Deferred tax	17	(530,852)	(588,003)	(540,937)
Borrowings	25	-	-	(6,763,297)
		(5,655,021)	(6,575,969)	(12,930,994)
<b>Total liabilities</b>		<b>(16,022,827)</b>	<b>(23,798,351)</b>	<b>(21,169,977)</b>
<b>Net assets</b>		<b>31,386,476</b>	<b>11,768,704</b>	<b>16,779,427</b>
<b>Equity</b>	22			
Called up share capital	28	4,598,277	3,562,410	3,561,969
Share premium account		66,074,450	47,084,716	47,084,716
Capital reserve - own shares		(48,163)	(48,163)	(48,163)
Retained earnings		(28,592,362)	(28,466,538)	(23,808,108)
Merger relief reserve		23,516,542	23,516,542	23,516,542
Reverse Takeover reserve		(33,460,406)	(33,460,406)	(33,460,406)
Currency translation reserve		(701,862)	(419,857)	(67,123)
<b>Total equity</b>		<b>31,386,476</b>	<b>11,768,704</b>	<b>16,779,427</b>

The financial statements were approved by the Board of Directors and authorised for issue on 26 June 2025 and were signed on its behalf by:

**Nils Gornall**

Chief Executive Officer

**Edward Kacyrz**

Chief Financial Officer

**Company Balance Sheet**  
**at 31 December 2024**

		31 December 2024	31 December 2023
	Notes	£	£
<b>Non-current assets</b>			
Investments	15	42,099,123	33,281,643
Loans granted to subsidiary undertakings	16	432,226	177,578
		42,531,349	33,459,221
<b>Current assets</b>			
Trade and other receivables	18	145,481	68,631
Cash and cash equivalents	23	3,642,362	134,185
		3,787,843	202,816
<b>Total assets</b>		46,319,192	33,662,037
<b>Current liabilities</b>			
Trade and other payables	24	(152,740)	(100,180)
Borrowings	25	-	(7,040,576)
		(152,740)	(7,140,756)
<b>Net assets</b>		46,166,452	26,521,281
<b>Equity</b>	22		
Called up share capital	28	4,598,277	3,562,409
Share premium account		66,074,450	47,084,716
Retained earnings		(48,022,817)	(47,642,386)
Merger relief reserve		23,516,542	23,516,542
<b>Shareholders' Equity</b>		46,166,452	26,521,281

The financial statements were approved by the Board of Directors and authorised for issue on 26 June 2025 and were signed on its behalf by:

**Nils Gornall**

Chief Executive Officer

**Edward Kacyrz**

Chief Financial Officer

The Company has taken advantage of the exemption provided under section 408 of the Companies Act 2006 not to publish its individual income statement and related notes.

Loss relating to transactions in the financial statements of the parent company was £766,695 (2023: £324,525).

DP Poland plc's company registration number is 07278725

**Group Statement of Cash Flows**  
**for the year ended 31 December 2024**

		2024	2023
	Note	£	Restated £
<b>Cash flows from operating activities</b>			
Loss before taxation for the period		(551,130)	(4,938,876)
<i>Adjustments for:</i>			
Finance income	7	(482,952)	(205,683)
Finance costs	8	883,512	1,106,193

Foreign exchange movements		(226,863)	(1,294,952)
Depreciation and amortisation		4,658,955	5,283,521
Impairment of non-current assets		616,386	1,368,980
Reversal of impairment		(953,367)	-
Loss on fixed asset disposal		628,408	78,585
Dismantling provision	5	111,590	120,706
Loan write-off	5	67,876	-
Share based payments expense	29	386,264	323,602
<b>Operating cash flows before movement in working capital</b>		<b>5,138,679</b>	<b>1,842,076</b>
(Increase) in inventories	19	(171,399)	(52,076)
(Increase) in trade and other receivables	18	(122,401)	(1,127,321)
Increase in trade and other payables	24	517,973	1,312,563
<b>Cash generated from operations</b>		<b>5,362,852</b>	<b>1,975,242</b>
Taxation payable		-	-
<b>Net cash generated from operations</b>		<b>5,362,852</b>	<b>1,975,242</b>
<b>Cash flows from investing activities</b>			
Payments to acquire intangible assets		(254,960)	(206,556)
Payments to acquire property, plant and equipment		(4,775,819)	(1,395,053)
Proceeds from disposal of property plant and equipment		5,148	1,355
Interest received	7	474,720	196,194
<b>Net cash generated from/(used in) investing activities</b>		<b>(4,550,911)</b>	<b>(1,404,060)</b>
<b>Cash flows from financing activities</b>			
Net proceeds from issue of ordinary share capital		20,025,601	441
Repayment of lease liabilities		(3,693,529)	(1,795,817)
Repayment of loan notes		(7,130,798)	-
Interest paid on lease liabilities	8	(574,127)	(594,787)
<b>Net cash from/(used in) financing activities</b>		<b>8,627,147</b>	<b>(2,390,163)</b>
<b>Net increase/(decrease) in cash</b>		<b>9,439,088</b>	<b>(1,818,981)</b>
Exchange differences on cash balances		(2)	(20,731)
<b>Cash and cash equivalents at beginning of period</b>		<b>1,888,465</b>	<b>3,728,177</b>
<b>Cash and cash equivalents at end of period</b>	<b>23</b>	<b>11,327,551</b>	<b>1,888,465</b>

**Company Statement of Cash Flows**  
**for the year ended 31 December 2024**

		<b>2024</b>	<b>2023</b>
	<b>Note</b>	<b>£</b>	<b>£</b>
<b>Cash flows from operating activities</b>			
Profit/(loss) before taxation		(766,695)	(324,525)
<i>Adjustments for:</i>			
Finance income		(399,002)	(535,459)
Finance expense		245,919	460,554
Foreign exchange movements		132,109	(22,756)
Share based payments expense		101,151	56,185
<b>Operating cash flows before movement in working capital</b>		<b>(686,518)</b>	<b>(366,001)</b>
Decrease in trade and other receivables	18	(76,850)	78,350
Increase/(decrease) in trade and other payables	24	52,560	6,102
<b>Cash used in operating activities</b>		<b>(710,808)</b>	<b>(281,549)</b>
<b>Cash flows from investing activities</b>			
Partial return of equity investment/(Equity investment) in subsidiary company		(8,500,000)	350,000
Loans granted to subsidiary undertakings	16	(254,648)	-
Interest received		78,830	-
<b>Net cash generated from/(used in) investing activities</b>		<b>(8,675,818)</b>	<b>350,000</b>
<b>Cash flows from financing activities</b>			
Loan notes paid		(7,130,798)	
Net proceeds from issue of ordinary share capital		20,025,601	441
<b>Net cash from/(used in) financing activities</b>		<b>12,894,803</b>	<b>441</b>

Net increase/(decrease) in cash		3,508,177	68,892
Cash and cash equivalents at beginning of period		134,185	65,293
Cash and cash equivalents at end of period	23	3,642,362	134,185

## Group Statement of Changes in Equity for the year ended 31 December 2024

	Share capital	Share premium account	Retained earnings <i>Restated</i>	Currency translation reserve <i>Restated</i>	Capital reserve - own shares	Reverse Takeover reserve	Merger Relief reserve	Total <i>Restated</i>
	£	£	£	£	£	£	£	£
At 31 December 2022 as originally reported	3,561,969	47,084,716	(21,450,212)	(67,123)	(48,163)	(33,460,406)	23,516,542	19,137,323
Impact of restatement on retaining earnings	-	-	(2,357,896)	-	-	-	-	(2,357,896)
At 31 December 2022 - Restated	3,561,969	47,084,716	(23,808,108)	(67,123)	(48,163)	(33,460,406)	23,516,542	16,779,427
Translation difference - Restated	-	-	-	(352,734)	-	-	-	(352,734)
Loss for the period - Restated	-	-	(4,982,032)	-	-	-	-	(4,982,032)
Total comprehensive income for the year - Restated	-	-	(4,982,032)	(352,734)	-	-	-	(5,334,766)
Shares issued (net of expenses)	441	-	-	-	-	-	-	441
Share based payments	-	-	323,602	-	-	-	-	323,602
Transactions with owners in their capacity as owners	441	-	323,602	-	-	-	-	324,043
At 31 December 2023 - Restated	3,562,410	47,084,716	(28,466,538)	(419,857)	(48,163)	(33,460,406)	23,516,542	11,768,704
Translation difference	-	-	-	(282,005)	-	-	-	(282,005)
Loss for the period	-	-	(512,088)	-	-	-	-	(512,088)
Total comprehensive income for the year	-	-	(512,088)	(282,005)	-	-	-	(794,093)
Shares issued (net of expenses)	1,035,867	18,989,734	-	-	-	-	-	20,025,601
Share based payments	-	-	386,264	-	-	-	-	386,264
Transactions with owners in their capacity as owners	1,035,867	18,989,734	386,264	-	-	-	-	20,411,865
At 31 December 2024	4,598,277	66,074,450	(28,592,362)	(701,862)	(48,163)	(33,460,406)	23,516,542	31,386,476

## Company Statement of Changes in Equity for the year ended 31 December 2024

	Share capital £	Share premium account £	Retained earnings £	Relief reserve £	Total £
At 31 December 2022	3,561,969	47,084,716	(47,641,462)	23,516,542	26,521,764
Loss for the year	-	-	(324,525)	-	(324,525)
Total comprehensive income for the year	-	-	(324,525)	-	(324,525)
Shares issued (net of expenses)	441	-	-	-	441
Share based payments	-	-	323,602	-	323,602
Transactions with owners in their capacity as owners	441	-	323,602	-	324,043
At 31 December 2023	3,562,410	47,084,716	(47,642,385)	23,516,542	26,521,281
Loss for the year	-	-	(766,695)	-	(766,695)
Total comprehensive income for the year	-	-	(766,695)	-	(766,695)
Shares issued (net of expenses)	1,035,867	18,989,734	-	-	20,025,601
Share based payments	-	-	386,264	-	386,264
Transactions with owners in their capacity as owners	1,035,867	18,989,734	386,264	-	20,411,865
At 31 December 2024	4,598,277	66,074,450	(48,022,816)	23,516,542	46,166,452

# Notes to the Financial Statements

for the year ended 31 December 2024

## 1. ACCOUNTING POLICIES

Authorisation of financial statements and statements of compliance with IFRSs

The DP Poland plc Group and Company financial statements for the year ended 31 December 2024 were authorised for issue by the Board of the Directors on 26 June 2025 and the balance sheets were signed on the Board's behalf by Nils Gornall and Edward Kacyrz. DP Poland

plc is a public limited company incorporated and domiciled in England & Wales. The Company's ordinary shares are traded on the Alternative Investment Market of the London Stock Exchange.

#### *Basis of preparation*

The financial information set out in this report does not constitute the Company's statutory annual report and accounts for the years ended 31 December 2024 or 2023 but is derived from the 2024 annual report and accounts. Statutory accounts for 2023 have been delivered to the Registrar of Companies and those for 2024 will be delivered to the Registrar of Companies following Notice of the Annual General Meeting. The auditor has reported on the financial statements for the year ended 31 December 2024; its report was (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying the report and (iii) did not contain a statement under section 498(2) or section 498(3) of the Companies Act 2006.

Both the Group financial statements and the Company financial statements have been prepared and approved by the directors in accordance with UK-adopted international accounting standards, IFRIC Interpretations and the Companies Act 2006. The preparation of financial statements in accordance with UK-adopted international accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies.

An additional line item for 'Group adjusted EBITDA - excluding non-cash items, non-recurring, non-operating items and store pre-opening expenses' has been presented on the face of the income statement as the Board believes this presentation is relevant to the understanding of the Group's financial performance and is a useful indicator for the underlying cash generated from operations.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2024.

The Group and Company financial statements are presented in Sterling. The assets and liabilities of the foreign subsidiaries, whose functional currency is Polish Zloty and Euro, are translated into sterling at the rate of exchange ruling at the balance sheet date and their income statements are translated at the average rate for the year. Differences arising from the translation of the opening net investment in the subsidiary are taken to reserves and reported in the Group statement of comprehensive income.

#### *Basis of consolidation*

The Group financial statements comprise the financial statements of DP Poland plc, its subsidiary undertakings and the Employee Benefit Trust ("EBT") drawn up to 31 December of each year, using consistent accounting policies. Subsidiary undertakings have been included in the Group financial statements using the purchase method of accounting. Accordingly the Group Income Statement and Group Statement of Cash Flows include the results and cash flows of subsidiaries from the date of acquisition.

Subsidiaries are consolidated from the date of their acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date such control ceases. Control comprises the power to govern the financial and operating policies of the investee so as to obtain benefit from its activities and is achieved through direct or indirect ownership of voting rights; currently exercisable or convertible potential voting rights; or by way of contractual agreement. The financial statements of subsidiaries are prepared for the same reporting year as the parent Company, using consistent accounting policies. All inter-company balances and transactions, including unrealised profits arising from them, are eliminated on consolidation.

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

#### *Restatements of comparative period financial information*

The following changes have been made to the comparative period presented within these financial statements:

#	Description	Amount
1	<i>Impairment of Dominium goodwill</i>	£
	Decrease in goodwill due to impairment	(3,144,880)
	Retained earnings	2,983,549
	Translation reserve	161,331
2	<i>Restatement of right of use assets and lease liabilities</i>	£
	Increase in right of use assets	1,167,722
	Increase in lease liabilities	(581,987)
	Increase in depreciation charge	551,519
	Decrease in interest expense on lease liabilities	(16,690)
	Increase in foreign exchange gains	(137,440)
	Decrease in IFRS 16 adjustment costs	(343,725)
	Decrease in rent expenses	17,118
	Retained earnings	(625,652)
	Translation reserve	(30,865)
3	<i>Impairment of non-current assets</i>	£
	Decrease in right of use assets due to impairment	(960,505)
	Decrease in property, plant and equipment due to impairment	(443,312)
	Decrease in intangible assets due to impairment	(22,552)

Adjustment 1 was made to restate the amount of goodwill in Dominium S.A., which has been impaired as of 1 January 2023. The impact of this restatement on net assets and equity amounted to £3,144,880.

Adjustment 2 was made to restate right-of-use assets and lease liabilities due to prior period errors and changes in incremental borrowing rates. These changes were prompted by the implementation of a system solution for IFRS 16 calculations and a review of the input data used since the initial adoption of IFRS 16 in 2019. As review has been made for the periods 2019-2023, this restatement impacts both equity and Group Income Statement for 2023. The impact of this restatement on net assets amounted to £585,735, income statement amounted to £70,782 and equity amounted to £656,517.

Adjustment 3 relates to the impairment of fixed assets of the Group, including right-of-use assets, property, plant and equipment, and intangible assets. In 2024, the Group changed its approach to identifying cash-generating units for impairment testing, moving from a country-based approach to a city-cluster-based approach. The prior period figures were also recalculated accordingly. This restatement has an impact of £1,426,369 on net assets, £57,389 on equity and £1,368,980 on Group Income Statement.

Within the 2023 Group Balance Sheet, this has resulted in a decrease to total assets of £3,403,527, an increase to total liabilities of £581,987 and a decrease to total net assets of £3,985,514, with a corresponding decrease to total equity. Within the 2023 Group Income Statement, this has resulted in a £1,439,762 increase to loss for the period due to impact in relation to 2023 and an increase of loss per share to (0.70) p.

The impact of the restatement on the Group equity and net assets as at 1 January 2023 amounted to £2,357,897. The restatement had no impact on the 2023 Company Balance Sheet or Income Statement.

#### *Reclassifications of comparative period financial information*

The following reclassification has been made to comparative period Group Income Statement:

- Reclassification of non-current assets write-off due to potential store closures amounted to £973,351 from Other non-cash, non-recurring and non-operating items to Impairment of non-current assets.

The following reclassification has been made to comparative period Group Statement of Cash Flows:

- Reclassification of VAT refund - interests amounted to £181,792 from Cash flows from operating activities to Cash flows from investing activities.

#### *Adoption of new and revised standards*

The accounting policies adopted in the preparation of the Group financial statements are consistent with those followed in the preparation of the Group's financial statements for the year ended 31 December 2023, except for the adoption of new standards, interpretations, and amendments to standards effective as of 1 January 2024.

The amendments and interpretations below were applied in 2024 and had no significant impact on the accounting policies applied:

- Classification of Liabilities as Current or Non-current liabilities with covenants - Amendments to IAS 1.

#### *New standards and interpretations not applied*

Below amendments to standards are effective for annual periods beginning after 1 January 2025 and earlier application is permitted. The Group has not early adopted the new or amended standards in preparing these consolidated financial statements:

	Effective for the periods beginning on or after:
International Accounting Standards ('IAS')	
- Exchangeability of Currencies - Amendments to IAS 21	1 January 2025
- Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	1 January 2026
- IFRS 18 'Presentation and Disclosure in Financial Statements'	1 January 2027

It is expected that the standards will not have a material impact on the Group.

#### *Intangible assets*

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired separately from a business are carried initially at cost. An intangible asset acquired as part of a business combination is recognised outside goodwill if the asset is separable or arises from contractual or other legal rights and its fair value can be measured reliably. Intangible assets with a finite life are amortised and charged to administrative expenses on a straight-line basis over their expected useful lives, as follows:

- Franchise fees and intellectual property rights: over the duration of the legal agreement;
- Computer software: 2 to 5 years from the date when the software is brought into use; and
- Capitalised loan discounts: the life of sub-franchise agreements of 10 years.

The carrying value of intangible assets is reviewed for impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable.

Franchise fees consist of the cost of purchasing the Master Franchise Agreement (MFA) from Domino's Pizza Overseas Franchising B.V. capitalized in 2021 as a result of reverse acquisition and MFA between AAP and Domino's Pizza International Franchising Inc. capitalized in 2022 following AAP acquisition.

#### *Goodwill*

Goodwill is initially measured at cost and any previous interest held over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired.

The Group performs impairment reviews at the reporting period end to identify any goodwill that has a carrying value that is in excess of its recoverable amount. Determining the recoverability of goodwill requires judgement in both the methodology applied and the key variables within that methodology. Where it is determined that goodwill is impaired, the carrying value of goodwill will be reduced to its recoverable amount with the difference recorded as an impairment charge in the income statement.

In accordance with IAS 36, the Group has tested goodwill for impairment at the reporting date. No goodwill impairment was deemed necessary as at 31 December 2024. For further details on the impairment review please refer to note 12.

#### *Fixtures, fittings and equipment*

Fixtures, fittings and equipment are stated at cost less accumulated depreciation and any impairment in value. Leasehold property comprises leasehold improvements including shopfitting and associated costs.

#### *Depreciation*

Depreciation is provided on all tangible non-current assets at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the balance sheet date, of each asset on a straight-line basis over its expected useful life, as follows:

Leasehold property	- over the expected lease term
Fixtures, fittings and equipment	- 3 to 10 years

The carrying values of tangible non-current assets are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

The asset's residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year end.

#### *Assets Under Construction*

Assets under construction comprise the cost of tangible fixed assets in respect of stores that have not yet opened and therefore no depreciation has yet been charged. Depreciation will be charged on the assets from the date that they are available for use.

#### *Impairment*

The Group 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 Group 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 for right of use assets and fair value less costs to sell for all other non-current assets, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognised in the income statement under the expense category: Depreciation, amortisation and impairment.

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 an 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 years. Such a reversal is recognised in the income statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. 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.

In the current reporting period the Group refined its approach to the identification of cash-generating units (CGUs) in the context of



In the current reporting period, the Group revised its approach to the determination of cash-generating units (CGUs) in the context of impairment testing. While in prior periods all assets were tested at the country level, in the current year right-of-use (ROU) assets are tested at the city cluster level to reflect the specific cash inflows generated by individual stores. All other assets, including goodwill, property, plant and equipment, and intangibles, continue to be assessed at the country level. This updated approach was implemented to enhance the transparency and accuracy of the impairment testing.

#### *Financial instruments*

Financial instruments are measured initially at cost, which is the fair value of whatever was paid or received to acquire or incur them.

#### *Financial assets*

All of the Group's financial assets are held within a business model whose objective is to collect contractual cash flows which are solely payments of principals and interest and therefore classified as subsequently measured at amortised cost.

Financial assets at amortised cost are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's financial assets at amortised cost comprise trade and other receivables, loans to sub-franchisees and cash and cash equivalents in the balance sheet. Loans to sub-franchisees are provided below market interest rates. The difference between the present value of loans recognised and the cash advanced has been capitalised as an intangible asset in recognition of the future value that will be generated via the royalty income and Commissary sales that will be generated. These assets are amortised over the life of a new franchise agreement of 10 years.

The Group recognises an allowance for expected credit losses ('ECLs') for all financial assets. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

#### *Financial liabilities*

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or as financial liabilities measured at amortised cost. Financial liabilities at amortised cost comprise trade and other payables, loans and accruals.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### *Borrowings*

Borrowings are recognised initially at fair value net of directly attributable transaction costs.

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

#### *Cash and cash equivalents*

Cash and short-term deposits in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less. For the purpose of the consolidated and company cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above.

#### *Inventories*

Inventories are stated at the lower of cost and net realisable value. Inventories comprise food and packaging goods for resale. The Group applies a first in first out basis of inventory valuation.

#### *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

#### *Foreign Currency Translation*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at

the rate on the dates of the transactions); and

c) all resulting exchange differences are recognised within other comprehensive income as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

#### *Employee share incentive plans*

The Group issues equity-settled share-based payments to certain employees (including Directors). These payments are measured at fair value at the date of grant by use of a Black-Scholes model. Vesting is dependent on performance conditions other than conditions linked to the price of the shares of DP Poland plc (market conditions). In valuing equity-settled transactions, no account is taken of these performance conditions. This fair value cost of equity-settled awards is recognised on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. No cost is recognised for awards that do not ultimately vest.

#### *Leases*

##### *The Group as a lessee*

At the balance sheet date, the Group leased 124 stores, three offices, three commissaries and a number of vehicles. Leases for land and buildings are normally for an initial term of 5 years with an option to renew thereafter. Lease payments are subject to regular rent reviews to reflect market rates. The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be paid by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated balance sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the consolidated balance sheet. The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy. Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in operating expenses in profit or loss.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

##### *The Group as lessor*

The Group enters into lease agreements as an intermediate lessor with respect to stores operated by sub-franchisees.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The Group evaluates and classifies these subleases as either operating leases or finance leases. Where the sublease transfers substantially all of the risks and rewards arising from right-of-use assets from the head lease, the right-of-use asset from head lease is derecognised and a lease receivable equal to the net investment in the sublease is recognised. Where the sublease does not transfer substantially all of the risks and rewards arising from right-of-use asset from the head lease, the sublease is classified as an operating lease and rent received is recognised in the income statement on a straight-line basis over the lease term. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

#### *Current tax*

Current tax is the amount of income tax payable on the taxable profit for the period. Current tax assets and liabilities for the current and prior periods are measured at the amounts expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

#### *Deferred tax*

Deferred tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts with the exception of:

- Where the initial recognition 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.
- For taxable temporary differences associated with investments in subsidiaries, associates and interest in joint ventures and where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

#### *Capital instruments*

Ordinary shares are classified as equity instruments. Other instruments are classified as liabilities if they contain an obligation to transfer economic benefits and if not they are included in equity. The finance costs recognised in the Income Statement in respect of capital instruments other than equity shares are allocated to periods over the term of the instrument at a constant rate on the carrying amount applying the effective interest method.

#### *Capital reserve - own shares*

DP Poland plc shares which are held within the Company's employee benefit trust, for the purpose of providing share-based incentives to Group employees are classified as shareholders' equity as 'Capital reserve - own shares' and are recognised at cost. No gain or loss is recognised in the income statement on the purchase or sale of such shares.

#### *Revenue recognition*

The Group recognises revenue from the following major sources:

- Corporate store sales;
- Royalties, franchise fees and sales to franchisees; and
- Rental income on leasehold property.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. The criteria for recognising revenues are set out in note 2.

#### *Finance income*

Revenue is recognised as interest accrues applying the effective interest method.

#### *Going concern*

In forming their views, the Directors have prepared cash flow forecasts for a 12-month period following the date of signing the balance sheet and beyond. As part of the preparation of these forecasts, the Directors have estimated the likely outcome for the number of new stores opened. Before entering into a contract to acquire a new site, the Directors ensure that the Group has sufficient working capital available to allow the completion of the outlet. In April 2024 the Group has raised gross proceeds of approximately £20.5 million through the subscription by Domino's Pizza Group plc, the placing of shares through an accelerated bookbuild process and the placing of retail offer. The net proceeds of the fundraising receivable by the Group are being mainly used to accelerate its growth strategy through the roll out of stores in Poland and Croatia, acquisition of Pizzeria 105, upgrade of stores in Poland, and full repayment of loan notes from Malaccan

Holdings Ltd. Based on the above, the Directors believe that the Group has adequate resources to continue operations for the foreseeable future.

#### *Accounting estimates and judgements*

The preparation of financial statements in conformity with UK-adopted international accounting standards requires the use of certain critical accounting estimates and judgements. It also requires management to exercise judgement in the process of applying the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### *Judgements*

##### *Determining the lease term*

Leases are negotiated on an individual basis and contain a wide range of terms and conditions, such as early termination clauses and renewal rights. Termination clauses and renewal rights are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise a renewal right, or not exercise a termination clause. An adjustment to the lease term is only made if the lease is reasonably certain to be extended or not terminated, i.e. when there is a significant event of change in circumstances as per para 20 of IFRS 16.

##### *Estimation uncertainties*

#### *Impairment*

The Group's determination of whether non-current assets and investments in subsidiary undertaking are impaired requires an estimation of the value in use (for right of use assets) and the fair value less costs of disposal (for the other non-current assets) of the cash generating units to which the relevant asset or investment is allocated. This requires estimation of future cash flows and the selection of a suitable discount rate. The recoverable amount of the cash generating unit has been determined based on the value in use (for right of use assets) and the fair value less costs of disposal (for the other non-current assets) calculated using discounted future cash flows, which are subject to significant estimates due to the growth phase of the business. Future cash flows are based on the Group's business plan. The calculation of the fair value is most sensitive to the following assumptions: store performance; discount rates; store openings in Poland and Croatia; foreign exchange rates.

The discount rate reflects management's estimate of the return on capital employed for the investment in Poland and Croatia. The store openings are based on the current business model being used by management, which is progressing in line with expectations. The parent company's investment in Polish subsidiaries, i.e., DP Polska S.A. and Dominium S.A., had a historical cost of £39.7m. With effect from 29 July 2022, the Company became the legal parent of All About Pizza d.o.o. The parent company's investment in Croatian subsidiary had a historical cost of £2.4m. The Group has determined that no impairment in the investment value should be recognised in the accounts of DP Poland plc as at 2024 year-end. Sensitivity analysis has been performed to highlight the impact of assumptions on Polish and Croatian CGU. A 100bps increase in the discount rate reduces headroom to £1.4m for Polish and £3 for Croatian CGU. A 100bps decrease in the perpetual growth rate reduces headroom to £2.5m for Polish and £3.1m for Croatian CGU.

#### *Amortised cost of sub-franchisee loan receivables*

The Group's determination of the amortised cost of sub-franchisee loan receivables at initial recognition requires the estimation of the initial fair value of the below-market rate loans provided to the franchisees. Recoverability of such loans is an ongoing estimation uncertainty and is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of sub-franchisees' actual default in the future.

#### *Lease liability - estimating an incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group would have to pay, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market risk-free rates and country risk premium) and adds entity-specific premiums.

## **2. REVENUE**

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. All of the revenue is derived in Poland and Croatia.

**Corporate store sales:** Contracts with customers for the sale of products to end consumers include one performance obligation. The Group has concluded that revenue from the sale of products should be recognised at a point in time when control of the goods is transferred to the consumer, which is the point of delivery or collection.

**Sales of materials and services to sub-franchisees:** Contracts with franchisees for the sale of products include one performance

sale of materials and services to sub-franchisees. Contracts with franchisees for the sale of products include the performance obligation, being the delivery of products to the end franchisee. The Group has concluded that revenue from the sale of products should be recognised at a point in time when control of the goods are transferred to the franchisee, generally on delivery. Revenue is recognised at the invoiced price less any estimated rebates.

**Royalties received from sub-franchisees:** The performance obligation relating to royalties is the use of the Domino's brand. This represents a sales-based royalty with revenue recognised at the point where the franchisee makes a sale to an end consumer.

**Rental income on leasehold property:** Rental income arising from leasehold properties where the lease is an operating lease is recognised on a straight-line basis in accordance with the lease terms. Rental payments are recognised over the period to which they relate. Under IFRS 16 'leases' rents received under finance leases are treated as capital repayments and interest receipts and are excluded from revenues.

Core revenues are ongoing revenues including sales to the public from corporate stores, sales of materials and services to sub-franchisees, royalties received from sub-franchisees and rents received from sub-franchisees. Other revenues are non-recurring transactions such as the sale of stores, fittings and equipment to sub-franchisees.

Revenue is further analysed as follows:

	2024	2023
	£	£
Corporate store sales	50,662,418	43,132,392
Royalties received from sub-franchisees	428,438	255,376
Sales of materials and services to sub franchisees	1,570,846	1,009,090
Rental income on leasehold property	325,029	226,125
Fixtures and equipment sales to sub-franchisees	656,811	-
	53,643,542	44,622,983

Revenue by country:

	2024	2023
	£	£
Poland	50,534,248	42,342,887
Croatia	3,109,294	2,280,096
	53,643,542	44,622,983

### 3. SEGMENTAL REPORTING

The Board monitors the performance of the corporate stores and the commissary operations separately and therefore those are considered to be the Group's two operating segments. Corporate store sales comprise sales to the public. Corporate store sales include sales of Poland and Croatia cash generating units, which are presented in Note 2 above. Commissary operations comprise sales to sub-franchisees of food, services and fixtures and equipment. Commissary operations also include the receipt of royalty income, rental income on leasehold property from sub-franchisees and sale of stores (there are 5 stores sold to sub-franchisees in 2024 in Poland). The Board monitors the performance of the two segments based on their contribution towards Group EBITDA - excluding non-cash items, non-recurring and non-operating items and store pre-opening expenses. In accordance with IFRS 8, the segmental analysis presented reflects the information used by the Board. No separate balance sheets are prepared for the two operating segments and therefore no analysis of segment assets and liabilities is presented.

*Operating Segment contribution*

	2024	2024	2024	2023	2023	2023
	£	£	£	£	£	Restated £
	Corporate stores	Commissary	Group	Corporate stores	Commissary	Group
Revenues from external customers	50,662,418	2,981,124	53,643,542	43,132,392	1,490,591	44,622,983
Cost of goods sold	(14,715,705)	(1,599,143)	(16,314,848)	(12,337,750)	(1,093,756)	(13,431,506)
Gross profit	35,946,713	1,381,981	37,328,694	30,794,642	396,835	31,191,477
Unallocated expenses			(32,494,587)			(27,679,686)
Group adjusted EBITDA - excluding non-cash items, non-recurring items, non-operating items, share based payments and store pre-opening expenses			4,834,107			3,511,791
Store pre-opening expenses			(159,995)			(64,018)
Other non-cash, non-recurring and non-operating items			(343,455)			(122,647)
Depreciation and amortisation			(4,658,955)			(5,283,521)
Impairment of non-current assets			(616,386)			(2,342,331)
Reversal of impairment			953,367			-
Share based payments			(386,264)			(323,602)
Foreign exchange gains			227,011			585,962
Finance income			482,952			205,683
Finance costs			(883,512)			(1,106,193)
Loss before taxation			(551,130)			(4,938,876)

Operating Segment contribution - Poland CGU

	2024	2024	2024	2023	2023	2023
	£	£	£	£	£	Restated £
	Corporate stores	Commissary	Poland	Corporate stores	Commissary	Poland
Revenues from external customers	47,553,124	2,981,124	50,534,248	40,852,296	1,490,591	42,342,887
Cost of goods sold	(13,835,685)	(1,599,143)	(15,434,828)	(11,620,469)	(1,093,756)	(12,714,225)
Gross profit	33,717,439	1,381,981	35,099,420	29,231,827	396,835	29,628,662
Unallocated expenses			(30,306,627)			(26,007,372)
Group adjusted EBITDA - excluding non-cash items, non-recurring items, non-operating items, share based payments and store pre-opening expenses			4,792,793			3,621,290
Store pre-opening expenses			(156,933)			(21,467)
Other non-cash, non-recurring and non-operating items			(195,770)			(113,387)
Depreciation and amortisation			(4,267,602)			(4,984,957)
Impairment of non-current assets			(616,386)			(2,342,331)
Reversal of impairment			953,367			-
Share based payments			(386,264)			(323,602)
Foreign exchange gains			230,068			592,820
Finance income			482,946			205,682
Finance costs			(783,520)			(1,060,049)
Loss before taxation			52,699			(4,426,001)

Operating Segment contribution - Croatia CGU

	2024	2024	2024	2023	2023	2023
	£	£	£	£	£	£
	Corporate stores	Commissary	Croatia	Corporate stores	Commissary	Croatia
Revenues from external customers	3,109,294	-	3,109,294	2,280,096	-	2,280,096
Cost of goods sold	(880,020)	-	(880,020)	(717,281)	-	(717,281)
Gross profit	2,229,274	-	2,229,274	1,562,815	-	1,562,815
Unallocated expenses			(2,187,960)			(1,672,314)
Group adjusted EBITDA - excluding non-cash items, non-recurring items, non-operating items and store pre-opening expenses			41,314			(109,499)
Store pre-opening expenses			(3,062)			(42,551)
Other non-cash, non-recurring and non-operating items			(147,685)			(9,260)
Depreciation and amortisation			(391,353)			(298,564)
Share based payments			-			-
Foreign exchange gains			(3,057)			(6,858)
Finance income			6			1
Finance costs			(99,992)			(46,144)
Loss before taxation			(603,829)			(512,875)

The Group does not have reliance on any major customers.

#### 4. LOSS BEFORE TAXATION

This is stated after charging

	2024	2023
	£	Restated £
Auditors and their associates' remuneration	184,617	165,496
Directors' emoluments	389,551	340,559
Amortisation of intangible fixed assets	668,012	832,009
Depreciation of property, plant and equipment and right-of-use assets	3,990,943	4,451,512
Impairment of non-current assets	616,386	2,342,331
Reversal of impairment	(953,367)	-

**5. OTHER NON-CASH, NON-RECURRING AND NON-OPERATING ITEMS**

	2024	2023
	£	Restated £
VAT refund	660,391	174,989
Costs incurred for non-operating stores	(180,953)	-
Written down balances with counterparties	(193,514)	(115,968)
Dismantling provision	(111,590)	(120,706)
Investments advisors and other expenses	(379,783)	(42,453)
Sub-franchisee loan write-off	(67,876)	-
Other non-cash, non-recurring and non-operating items	(70,130)	(18,509)
	(343,455)	(122,647)

**Other non-cash, non-recurring and non-operating items**

Other non-cash, non-recurring and non-operating items include items, which are not sufficiently large to be classified as exceptional, but in the opinion of the Directors, are not part of the underlying trading performance of the Group.

**6. STAFF COSTS**

Details of directors' remuneration, which is included in the amounts below, are given in the remuneration report.

	2024	2023
	£	£
Zero hours contract in stores	14,835,087	12,292,407
Wages and salaries and directors' fees	4,747,654	3,610,122
Social security costs	1,546,746	1,184,457
Share based payments	386,264	323,602
	21,515,751	17,410,588

The average monthly number of employees during the year was as follows:

	2024	2023
	Number	Number
Zero hours contract	2,194	2,136
Operational	153	130
Administration	64	47
Total	2,411	2,313

**7. FINANCE INCOME**

	2024	2023
	£	£
VAT refund - interests	315,551	181,792
Unwinding of discount on loans to sub-franchisees	8,232	8,899
Finance income on sublease loans	48,302	14,402
Bank interest	110,867	590
	482,952	205,683

**8. FINANCE COST**

	2024	2023
	£	Restated £
Interest expense on lease liabilities	574,127	594,787
Other interest	309,385	511,406
	883,512	1,106,193

Other interest mainly comprises interest paid according to loan note issued to Malaccan Holdings Ltd.

## 9. TAXATION

	2024 £	2023 £
Current tax	-	-
Deferred tax (credit)/charge relating to recognition of deferred tax liability	(39,042)	43,155
<b>Total tax (credit)/charge in income statement</b>	<b>(39,042)</b>	<b>43,155</b>

	2024 £	2023 Restated £
Loss before tax	(551,130)	(4,938,876)
Tax credit calculated at applicable rate of 19%	(104,715)	(938,386)
Income not subject to tax	(2,674,914)	(3,724,190)
Expenses not deductible for tax purposes	6,860,913	7,294,084
Tax losses for which no deferred income tax asset was recognised	(4,120,326)	(2,588,353)
<b>Total tax (credit)/charge in income statement</b>	<b>(39,042)</b>	<b>43,155</b>

## 10. LOSS ATTRIBUTABLE TO MEMBERS OF PARENT COMPANY

Loss relating to transactions in the financial statements of the parent company was £766,695 (2023: £324,525).

## 11. LOSS PER SHARE

The loss per ordinary share has been calculated as follows:

	2024	2024	2023	2023 £ Restated
	Weighted average number of shares	Profit / (loss) after tax	Weighted average number of shares	Profit / (loss) after tax
Basic	857,136,184	(512,088)	710,680,973	(4,982,031)
Diluted	857,136,184	(512,088)	710,680,973	(4,982,031)

The weighted average number of shares for the year excludes those shares in the Company held by the employee benefit trust. At 31st December 2024 the basic and diluted loss per share is the same, as the vesting of JOSS, SIP or share option awards would reduce the loss per share and is, therefore, anti-dilutive.

## 12. GOODWILL

### Cost

	Group Restated £
At 1 January 2023	12,392,291
Foreign exchange movements	(5,148)
<b>At 31 December 2023</b>	<b>12,387,143</b>
Foreign exchange movements	(12,877)
<b>At 31 December 2024</b>	<b>12,374,266</b>
<b>Carrying amount</b>	<b>Group £</b>
<b>At 31 December 2024</b>	<b>12,374,266</b>

The goodwill recognised by the accounting acquirer is equal to the consideration (as determined under IFRS 3) which was paid by the accounting acquirer less the fair value of the assets and liabilities acquired with the accounting acquiree. The goodwill recognised is allocated to Polish entities and Croatia entity cash generating unit and is made up by the expected synergies of the enlarged business and management expertise brought by new Chief Executive Officer and Non-Executive Director to DP Poland PLC's business.

In accordance with IAS 36 the Group has performed impairment review of goodwill at the reporting period end. The impairment test has been undertaken by assessment of the recoverable amount of the CGU to which the goodwill has been allocated, against the carrying value of this CGU. The review included discounted cash flow projections to determine the recoverability of goodwill and the intangible assets. We compared the carrying amount of the assets, inclusive of assigned goodwill, to its respective fair value less costs of disposal. Significant assumptions inherent in the valuation methodologies for goodwill are employed and include, but are not limited to, prospective financial



information, growth rates, terminal value and discount rates. Prospective sales and costs forecasts are made for the following five years (i.e., FY25-FY29) and are based on market-available data with regard to country GDP growth rates, inflation, price trends of main cost items, as well as on historical level of sales volumes and incurred costs as a percentage of sales, taking into account implemented High Volume Mentality, digital platform development and increased focus on operations excellence. The discount rate is reviewed annually to take into account the current market assessment of the time value of money and the risks specific to the CGU and rates used by comparable companies. The discount rate for Poland CGU used to calculate fair value is 12.1%. The discount rate for Croatia CGU used to calculate fair value is 14.1%. Costs are reviewed for inflation and other cost pressures. The long-term growth rate used was 2.5% for Poland CGU and 2.0% for Croatia CGU. Based on this quantitative test, we determined that the fair value of assets including goodwill exceeded its carrying amount. After completing our annual impairment reviews, we concluded that goodwill was not impaired.

The recoverable amount is not deemed to be sensitive to a decrease in growth rate and an increase in discount rate. Decreasing growth rate by 1% and increasing discount rate by 1% would still leave headroom between the carrying value of the goodwill and the recoverable amount.

### 13. INTANGIBLE ASSETS

Group	Franchise fees and intellectual property rights <i>Restated</i> £	Software <i>Restated</i> £	Capitalised loan discount <i>Restated</i> £	Total <i>Restated</i> £
<b>Cost:</b>				
At 1 January 2023	7,530,584	1,568,364	147,929	9,246,877
Foreign exchange movements	214,810	60,333	7,999	283,142
Additions	112,753	93,817	-	206,570
Disposals	-	(3,448)	-	(3,448)
At 1 January 2024	7,858,147	1,719,066	155,928	9,733,141
Foreign exchange movements	(256,076)	(62,287)	(4,938)	(323,301)
Additions	84,633	170,327	-	254,960
Disposals	(245,288)	(39,853)	-	(285,141)
<b>At 31 December 2024</b>	<b>7,441,416</b>	<b>1,787,253</b>	<b>150,990</b>	<b>9,379,659</b>
<b>Impairment:</b>				
At 1 January 2023	-	-	-	-
Foreign exchange movements	907	-	-	907
Additions	21,645	-	-	21,645
Reversal	-	-	-	-
At 1 January 2024	22,552	-	-	22,552
Foreign exchange movements	(730)	-	-	(730)
Additions	924	-	-	924
Reversal	-	-	-	-
<b>At 31 December 2024</b>	<b>22,746</b>	<b>-</b>	<b>-</b>	<b>22,746</b>
<b>Amortisation</b>				
At 1 January 2023	4,307,953	926,821	101,915	5,336,689
Foreign exchange movements	247,710	50,876	5,708	304,294
Amortisation charged for the year	598,311	228,991	4,707	832,009
Disposals	-	(3,197)	-	(3,197)
At 1 January 2024	5,153,974	1,203,491	112,330	6,469,795
Foreign exchange movements	(165,701)	(44,904)	(3,805)	(214,410)
Amortisation charged for the year	426,955	226,562	14,495	668,012
Disposals	(67,033)	(29,697)	-	(96,730)
<b>At 31 December 2024</b>	<b>5,348,195</b>	<b>1,355,452</b>	<b>123,020</b>	<b>6,826,667</b>
<b>Net book value:</b>				
<b>At 31 December 2024</b>	<b>2,070,475</b>	<b>431,801</b>	<b>27,970</b>	<b>2,530,246</b>
At 1 January 2024	2,681,621	515,575	43,598	3,240,794

Franchise fees consisting of the cost of purchasing the Master Franchise Agreement (MFA) from Domino's Pizza Overseas Franchising B.V. have been capitalised in 2021 as a result of reverse acquisition and are written off over the term of the MFA. As at 31.12.2024 net book value of MFA amounted to £416,533 with remaining amortization period of 11 years. Master Franchise Agreement between AAP and Domino's Pizza International Franchising Inc. have been capitalized in 2022 and is measured at cost less any accumulated impairment losses. As there is no foreseeable limit to the period over which Master Franchise Agreement is expected to generate net cash inflows for the entity, the Group identified Master Franchise Agreement to have an indefinite useful life. MFA is allocated to AAP cash generating unit. Net book value of AAP MFA amounted to £1,371,183 as at 31.12.2024. The difference between the present value of loans to sub-franchisees recognised and the cash advanced has been capitalised as an intangible asset and are amortised over the life of sub-franchise agreements.

of 10 years. The Group has performed an annual impairment test and the recoverable amount of Polish and Croatian cash generating units have been determined based on fair value calculated using discounted future cash flows based on the business plan, and incorporating the Directors' estimated discount rate (12.1% for Polish CGU and 14.1% for AAP CGU), future store openings and the average Polish Zloty and Euro exchange rate for the year ended 31 December 2024. The fair value calculation indicates that no impairment is required. As at 31 December 2024, no reasonably anticipated change in the assumptions would give rise to a material impairment charge.

Sensitivity analysis has been performed to highlight the impact of assumptions on Polish CGU:

- a 100bps increase in the discount rate reduces headroom to £8.2m
- a 100bps decrease in the perpetual growth rate reduces headroom to £9.3m
- a 100bps increase in the discount rate and a 1000bps decrease in the perpetual growth rate reduces headroom to £5.8m

Sensitivity analysis has been performed to highlight the impact of assumptions on AAP CGU:

- a 100bps increase in the discount rate reduces headroom to £2.0m
- a 100bps decrease in the perpetual growth rate reduces headroom to £2.2m
- a 100bps increase in the discount rate and a 1000bps decrease in the perpetual growth rate reduces headroom to £1.6m

#### 14. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold property <i>Restated</i> £	Fixtures fittings and equipment <i>Restated</i> £	Assets under construction <i>Restated</i> £	Total <i>Restated</i> £
<b>Cost:</b>				
At 1 January 2023	10,908,860	8,278,963	297,109	19,484,932
Foreign exchange movements	627,503	412,681	12,470	1,052,654
Additions	637,646	940,812	428,233	2,006,691
Disposals	(472)	(210,714)	(410,290)	(621,476)
Transfers	-	-	-	-
At 1 January 2024	12,173,537	9,421,742	327,522	21,922,801
Foreign exchange movements	(397,039)	(338,979)	(16,028)	(752,046)
Additions	1,878,851	1,156,081	1,740,887	4,775,819
Disposals	(1,945,524)	(650,605)	-	(2,596,129)
Transfers	65,864	1,379,303	(1,445,167)	-
<b>At 31 December 2024</b>	<b>11,775,689</b>	<b>10,967,542</b>	<b>607,214</b>	<b>23,350,445</b>
<b>Impairment:</b>				
At 1 January 2023	109,513	-	-	109,513
Foreign exchange movements	27,163	-	-	27,163
Additions	506,654	-	-	506,654
Reversal	-	-	-	-
At 1 January 2024	643,330	-	-	643,330
Foreign exchange movements	(25,420)	-	-	(25,420)
Additions	544,139	-	-	544,139
Reversal	(249,017)	-	-	(249,017)
<b>At 31 December 2024</b>	<b>913,032</b>	<b>-</b>	<b>-</b>	<b>913,032</b>
<b>Depreciation:</b>				
At 1 January 2023	6,652,069	6,078,049	-	12,730,118
Foreign exchange movements	389,140	333,767	-	722,907
Depreciation charged for the year	862,264	625,572	-	1,487,836
Disposals	(411)	(158,676)	-	(159,087)
At 1 January 2024	7,903,062	6,878,712	-	14,781,774
Foreign exchange movements	(227,168)	(163,070)	-	(390,238)
Depreciation charged for the year	762,337	853,351	-	1,615,688
Disposals	(1,692,903)	(453,073)	-	(2,145,976)
<b>At 31 December 2024</b>	<b>6,745,328</b>	<b>7,115,920</b>	<b>-</b>	<b>13,861,248</b>
<b>Net book value:</b>				
<b>At 31 December 2024</b>	<b>4,117,330</b>	<b>3,851,623</b>	<b>607,214</b>	<b>8,576,167</b>
At 31 December 2023	3,627,145	2,543,030	327,522	6,497,697

#### 15. NON CURRENT ASSET INVESTMENTS

	Group £	Company £
<b>Investments in Group undertakings</b>		
At 1 January 2023	-	32,966,376
Investment in subsidiary company - Dominium S.A.	-	397,850
Investment in subsidiary company - DP Polska S.A. (partial return of shares subscribed)	-	(350,000)
Investment in subsidiary company - capital contribution	-	267,417
At 31 December 2023	-	33,281,643
Investment in subsidiary company - Dominium S.A.	-	32,367
Investment in subsidiary company - DP Polska S.A.*	-	8,500,000
Investment in subsidiary company - capital contribution	-	285,113
At 31 December 2024	-	42,099,123

\* A £8.5m investment was committed to the acquisition of Pizzeria 105 and the network expansion through new store openings.

Investments in Group undertakings are recorded at cost, which is the fair value of the consideration paid.

The parent company's investment in Polish subsidiaries, i.e., DP Polska S.A. and Dominium S.A., have a historical cost of £39.7m and investment in Croatian subsidiary, i.e., All About Pizza d.o.o., has a historical cost of £2.4m. The Group has performed an impairment review of Polish and Croatian cash-generating units based on fair value less costs to sell estimates. The impairment review concluded that the carrying value in Group undertakings were not impaired.

The Company holds 20% or more of the share capital of the following companies, which are included in the consolidation:

Company	Nature of business	Location	Class	% holding
DP Polska S.A.	Operation of Pizza delivery restaurants	Poland	Ordinary	100
Dominium S.A.	Operation of Pizza delivery restaurants	Poland	Ordinary	100
All About Pizza d.o.o.	Operation of Pizza delivery restaurants	Croatia	Ordinary	100

The registered office of DP Polska S.A. and Dominium S.A. is: 30 Dabrowiecka Street, 03-932 Warsaw, Poland.

The registered office of All About Pizza d.o.o. is: 1 Kneza Mislava Street, Zagreb, Croatia.

The acquisition of Dominium S.A. was completed on 8th January 2021. The acquisition of All About Pizza d.o.o. was completed on 29th July 2022.

## 16. LOANS GRANTED TO SUBSIDIARY UNDERTAKINGS

The Company has provided £165k loan to AAP in August 2022 following the acquisition and 3 loans in 2024 for the total amount of £250k. The loans are repayable by 31.12.2025, are unsecured with an interest rate of EURIBOR (one year) plus a margin of 1% and have been discounted to a market rate of 4.46% in accordance with IFRS 9.

## 17. DEFERRED TAX

The Group has unused tax losses of £14,277,903 available for offset against future profits. Polish tax losses are only recognised for deferred tax purposes to the extent that they are expected to be used to reduce tax payable of future profits. Under Polish law, losses can only be carried forward for five years and only 50% of the losses brought forward can be set off in any one year. Polish tax losses expire as follows: £7,670,732 in 2025; £5,058,620 in 2026. AAP tax losses carried forward at the balance sheet date were £1,548,551. Under Croatian law, losses can only be carried forward for five years.

	Group 2024 £	Group 2023 £	Company 2024 £	Company 2023 £
<b>Deferred tax liability</b>				
PPE and Intangible assets	(530,729)	(580,171)	-	-
Interest on loans	-	(7,415)	-	-
Accruals	(123)	(417)	-	-
	(530,852)	(588,003)	-	-

## Movements in deferred tax

	PPE and Intangible assets	Interest on loans	Accruals	Total
	£	£	£	£
At 31 December 2023	(580,171)	(7,415)	(417)	(588,003)
Credited to equity	17,990	110	9	18,109
Credited to profit and loss	31,452	7,305	285	39,042
<b>At 31 December 2024</b>	<b>(530,729)</b>	<b>-</b>	<b>(123)</b>	<b>(530,852)</b>

## 18. TRADE AND OTHER RECEIVABLES

	Group 2024	Group 2023	Company 2024	Company 2023
	£	£	£	£
<b>Current</b>				
Trade receivables	1,561,331	1,128,126	-	-
Trade receivables from subsidiaries	-	-	75,000	-
Other receivables	1,616,031	2,405,423	17,619	15,769
Prepayments and accrued income	346,837	342,883	52,862	52,862
	3,524,199	3,876,432	145,481	68,631
<b>Non-current</b>				
Other receivables	896,698	422,064	-	-
<b>At 31 December</b>	<b>4,420,897</b>	<b>4,298,496</b>	<b>145,481</b>	<b>68,631</b>

Other non-current receivables include loans to sub-franchisees which are repayable over between three and eight years. Other current receivables include loans to sub-franchisees repayable over less than one year. Repayments may be made earlier in the event that sub-franchised stores achieve certain turnover targets earlier than expected. The loans are secured by a charge over certain assets of the sub-franchisees. Other current receivables also include Polish and Croatian value added tax recoverable in future periods. No receivables are materially past due date. Other than amounts held by the Company, all trade and other receivables are in Polish Zloty and EUR. Trade receivables are non-interest bearing and are generally on 0 - 30 days terms.

## 19. INVENTORIES

	Group 2024	Group 2023	Company 2024	Company 2023
	£	£	£	£
Raw materials and consumables	1,205,586	1,034,187	-	-
<b>At 31 December</b>	<b>1,205,586</b>	<b>1,034,187</b>	<b>-</b>	<b>-</b>

## 20. LEASES

### Right of Use Assets

	Leasehold property <i>Restated</i>	Total <i>Restated</i>
	£	£
<b>Cost:</b>		
At 1 January 2023	17,225,473	17,225,473
Foreign exchange movements	1,044,007	1,044,007
Additions	1,164,511	1,164,511
Disposals	(414,957)	(414,957)
Other changes*	2,824,340	2,824,340
At 1 January 2024	21,843,374	21,843,374
Foreign exchange movements	(727,269)	(727,269)
Additions	1,622,263	1,622,263
Disposals	(1,335,920)	(1,335,920)
Other changes*	1,061,336	1,061,336
<b>At 31 December 2024</b>	<b>22,463,784</b>	<b>22,463,784</b>
<b>Impairment:</b>		
At 1 January 2023	612,661	612,661
Foreign exchange movements	109,174	109,174
Additions	1,814,032	1,814,032
Reversal	-	-
At 1 January 2024	2,535,867	2,535,867
Foreign exchange movements	(69,482)	(69,482)
Additions	71,323	71,323
Reversal	(704,350)	(704,350)
<b>At 31 December 2024</b>	<b>1,833,358</b>	<b>1,833,358</b>

<b>Accumulated depreciation</b>		
At 1 January 2023	9,492,650	9,492,650
Foreign exchange movements	630,908	630,908
Depreciation charged for the year	2,963,676	2,963,676
Disposals	-	-
At 1 January 2024	13,087,234	13,087,234
Foreign exchange movements	(434,218)	(434,218)
Depreciation charged for the year	2,375,255	2,375,255
Disposals	(1,372,435)	(1,372,435)
<b>At 31 December 2024</b>	<b>13,655,836</b>	<b>13,655,836</b>
Carrying amount		
<b>At 31 December 2024</b>	<b>6,974,590</b>	<b>6,974,590</b>
At 1 January 2024	6,220,273	6,220,273

\* Other changes include change of cost due to updates in lease payments and discount rates

At the Balance sheet date, the Group leased 124 stores, three offices and three commissaries. Leases generally have an initial term of 5 years, with an option to extend for an additional period of between 5 and 10 years. The adjustment to right-of-use asset lease term represents the right of use assets write-off due to potential store closures in 2025. Please also refer to note 5.

	<b>2024</b>	<b>2023</b>
		<i>Restated</i>
Amounts recognised in profit and loss	£	£
Depreciation expense on right-of-use assets	2,375,255	2,963,676
Interest expense on lease liabilities	574,127	594,787
	<b>2024</b>	<b>2023</b>
	£	£
The total cash outflow for leases amounted to	3,693,529	1,795,817

£331,608 has been recognised in the Income Statement in 2024 (2023: £262,056) for short-term and low value lease assets.

## GROUP AS A LESSOR

The Group enters into lease agreements as an intermediate lessor with respect to stores operated by sub-franchisees. These leases have terms of between 1 and 5 years with a 5-year extension option, but no longer than the term of the main lease agreement. The lessee does not have an option to purchase the property at the expiry of the lease period. Rental income recognised by the Group during the year is £325,029 (2023: £226,125).

Future minimum rentals receivable under non-cancellable operating leases as at 31 December are, as follows:

	<b>2024</b>	<b>2023</b>
Maturity analysis	£	£
Within one year	217,788	118,510
1 - 2 years	135,891	118,510
2 - 3 years	91,486	66,554
3 - 4 years	37,081	15,183
4 - 5 years	-	6,482
<b>At 31 December</b>	<b>482,246</b>	<b>325,239</b>

## 21. LEASE LIABILITIES

	<b>2024</b>	<b>2023</b>
		<i>Restated</i>
	£	£
Total lease liabilities	8,318,411	9,489,152
Analysed as:		
Non-current	5,124,169	5,987,966
Current	3,194,242	3,501,186

	<b>2024</b>	<b>2023</b>
Maturity analysis	£	<i>Restated</i>
	£	£
Within one year	3,318,382	3,541,553

1 - 2 years	2,352,711	2,901,202
2 - 3 years	1,534,047	1,965,247
3 - 5 years	1,587,711	1,616,568
Onwards	504,891	801,302

For the year ended 31 December 2024, the average effective borrowing rate was 6.6 percent. Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. All lease obligations are denominated in Polish Zloty or Euros.

The fair value of the Group's lease obligations as at 31 December 2024 is estimated to be £8,318,411 using 6.6% discount rate. This is based on the rate for Polish Government bonds with a similar maturity to the lease terms and adding a credit margin that reflects the secured nature of the lease obligation.

The Group's obligations under leases are secured by the lessors' rights over the leased assets.

## 22. EQUITY

"Called up share capital" represents the nominal value of equity shares issued. An increase in share capital in 2024 is due additional subscription made in April 2024.

"Share premium account" represents the premium paid on the Company's 0.5p Ordinary shares. Please refer to Note 28 for details.

"Capital reserve - own shares" represents the cost of shares repurchased and held in the employee benefit trust (EBT).

"Retained earnings" represents retained losses of the Group.

"Merger relief reserve" represents the excess of the value of the consideration shares issued to the shareholders upon the reverse takeover and acquisition of All About Pizza d.o.o. over the fair value of the assets acquired.

"Reverse Takeover reserve" represents the accounting adjustments required to reflect the reverse takeover upon consolidation.

"Currency translation reserve" represents exchange differences arising from the translation of the financial statements of the Group's foreign subsidiaries.

## 23. CASH AND CASH EQUIVALENTS

	Group 2024	Group 2023	Company 2024	Company 2023
	£	£	£	£
Cash at bank and in hand	11,327,551	1,888,465	3,642,362	134,185
<b>At 31 December</b>	<b>11,327,551</b>	<b>1,888,465</b>	<b>3,642,362</b>	<b>134,185</b>

## 24. TRADE AND OTHER PAYABLES

	Group 2024	Group 2023	Company 2024	Company 2023
	£	£	£	£
<b>Current</b>				
Trade payables	3,933,542	3,567,409	25,740	15,260
Other payables	630,899	543,317	-	-
Accrued expenses and provisions	2,609,123	2,544,865	127,000	84,920
<b>At 31 December</b>	<b>7,173,564</b>	<b>6,655,591</b>	<b>152,740</b>	<b>100,180</b>

Dismantling provision for the stores to be closed in 2025 amounting to £109,682 is included within Accrued expenses and provisions as 31 December 2024.

	1st January 2024	Provisions made in the period	Amounts used	Foreign exchange movements	31st December 2024
	£	£	£	£	£
Dismantling provision	125,766	111,590	(123,902)	(3,772)	109,682

## 25. BORROWINGS

	Group 2024	Group 2023	Company 2024	Company 2023
	£	£	£	£
<b>Non current interest bearing loans and borrowings</b>				
Borrowing	-	7,065,605	-	7,040,576

At 31 December	-	7,065,605	-	7,040,576
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In April and December 2024, the Group made full repayments of £7.1 million of the outstanding Loan Notes from Malacca Holdings Ltd.

## 26. ANALYSIS OF MOVEMENTS IN NET FUNDS

	1 January 2023	Cash flows	Non cash movements	Foreign exchange Movements	31 December 2023
	<i>Restated</i>		<i>Restated</i>	<i>Restated</i>	<i>Restated</i>
	£	£	£	£	£
Cash and cash equivalents	3,728,177	(1,818,981)	-	(20,731)	1,888,465
Borrowings	(6,763,297)	-	(460,554)	158,246	(7,065,605)
Lease liabilities (current and non-current)	(8,522,715)	1,795,817	(2,985,210)	222,956	(9,489,152)
Net debt	(11,557,835)	(23,164)	(3,445,764)	360,471	(14,666,292)

  

	1 January 2024	Cash Flows	Non cash movements	Foreign exchange movements	31 December 2024
	<i>Restated</i>				
	£	£	£	£	£
Cash and cash equivalents	1,888,465	9,439,088	-	(2)	11,327,551
Borrowings	(7,065,605)	7,130,798	(222,048)	156,855	-
Lease liabilities (current and non-current)	(9,489,152)	3,693,529	(2,568,059)	45,271	(8,318,411)
Net debt	(14,666,292)	20,263,415	(2,790,107)	202,124	3,009,140

Non-cash movements mainly relate to interests accrued on loans and changes in lease agreements periods and other terms.

## 27. FINANCIAL INSTRUMENTS

### Categories of financial instruments

	2024 Financial assets at amortised cost	2024 Financial liabilities at amortised cost	2023 Financial assets at amortised cost	2023 Financial liabilities at amortised cost
	£	£	£	<i>Restated</i> £
<b>GROUP</b>				
<b>Financial Assets</b>				
Cash and cash equivalents	11,327,551	-	1,888,465	-
Trade receivables	1,561,331	-	1,128,126	-
Other receivables - current	1,616,031	-	2,405,423	-
Other receivables - non current	896,698	-	422,064	-
Total	15,401,611	-	5,844,078	-
<b>Financial Liabilities</b>				
Trade payables	-	(3,933,542)	-	(3,567,409)
Borrowing	-	-	-	(7,065,605)
Other liabilities - current	-	(630,899)	-	(543,317)
Lease liabilities - current	-	(3,194,242)	-	(3,501,186)
Lease liabilities - non current	-	(5,124,169)	-	(5,987,966)
Accruals - current	-	(2,609,123)	-	(2,544,865)
Total	-	(15,491,975)	-	(23,210,348)
Net		(90,364)		(17,366,270)

	2024 Financial assets at amortised cost £	2024 Financial liabilities at amortised cost £	2023 Financial assets at amortised cost £	2023 Financial liabilities at amortised cost £
<b>COMPANY</b>				
<b>Financial Assets</b>				
Cash at bank	3,642,362	-	134,185	-
Trade receivables	-	-	-	-
Other receivables	145,481	-	68,631	-
Total	3,787,843	-	202,816	-

**Financial Liabilities**

Trade payables	-	-	-	(15,260)
Other payables		(25,740)		-
Accruals	-	(127,000)	-	(84,920)
Borrowings	-	-	-	(7,040,576)
Total	-	(152,740)	-	(7,140,756)
Net		3,635,103		(6,937,940)

The fair value of the Group's financial assets and liabilities is not considered to be materially different from the carrying amount as set out above. No financial assets are significantly past due or impaired.

**Maturity of the Group's financial liabilities**

	2024	2024	2024	2024	2023	2023	2023	2023
	Lease	Trade and	Borrow-	Total	Lease	Trade and	Borrow-	Total
	liabilities	other	ings		liabilities	other	ings	
		payables				payables		
	£	£	£	£	Restated	£	£	Restated
					£			£
Due within one year	3,318,382	7,173,564	-	10,491,946	3,643,046	6,655,591	7,102,393	17,401,030
Due within two to five years	5,474,469	-	-	5,474,469	6,621,071	-	-	6,621,071
Due after five years	504,891	-	-	504,891	801,302	-	-	801,302
	9,297,742	7,173,564	-	16,471,306	11,065,419	6,655,591	7,102,393	24,823,403

**Capital Risk Management**

The Company and the Group aim to manage its overall capital so as to ensure that companies within the Group continue to operate as going concerns, whilst maintaining an optimal capital structure to reduce the cost of capital.

The Company's and the Group's capital structure represent the equity attributable to shareholders of the company together with borrowings and cash and cash equivalents.

**Market risk**

Market risk is the risk that arises from movements in stock prices, interest rates, exchange rates, and commodity prices. Market risk for the 31 December 2024 year end is reflected within the currency risk and interest rate risk which are discussed further below.

**Currency Risk**

The foreign currency risk stems from the Company and the Group's foreign subsidiary which trades in Poland and Croatia and whose revenues and expenses are mainly denominated in local currencies. Additionally, some Company and Group transactions are also denominated in US Dollar. The Company and the Group are therefore subject to foreign currency risk due to exchange rate movements that will affect the Company and the Group's operating activities and the Company and the Group's net investment in its foreign subsidiaries. In each case where revenues of the Group are in a foreign currency, there is a material match between the currency of each operating company's revenue stream, primary assets, debt and debt servicing (if applicable). The Group does not currently use derivatives to hedge balance sheet and income statement translation exposures arising on the consolidation of overseas subsidiaries.

The carrying amount in Sterling of the Group's foreign currency denominated monetary assets and liabilities at the reporting dates areas follows:

	2024	2023
Assets	£	£
Polish Zlotys	11,318,675	5,010,961
Euro	718,531	727,248
Sterling	3,711,242	449,113
US dollar	-	384
<b>Liabilities</b>		
Polish Zlotys	14,022,977	14,371,684
Euro	1,321,674	8,049,241
Sterling	147,324	94,764
US dollar	-	112,673

**Sensitivity analysis**

The potential impact on Group net loss and equity reserves from a 20% weakening of the Polish Zloty, Euro and US dollar against sterling affecting the reported value of financial assets and liabilities would be an increased net loss and reduction in Group reserves of



	2024	2023
	£	£
20% weakening of Polish Zloty	(540,860)	(1,872,294)
20% weakening of Euro	(120,629)	(1,464,399)
20% weakening of US dollar	-	(22,458)
	(661,489)	(3,359,151)

A depreciation of 20% has been selected for the analysis as an illustration on the basis that it is a reasonable estimate of a likely market fluctuation.

An appreciation of 20% against Sterling would produce an equal and opposite effect.

#### Interest Rate Risk

The Company and the Group do not possess any financial instruments with floating interest rates in 2024, hence interest rate risk is not applicable to the Group.

#### Credit Risk

Exposure to credit risk is limited to the carrying amount of financial assets recognised at the balance sheet date, namely cash and cash equivalents, trade and other receivables and loans to sub franchisees.

The Company and the Group manage its exposure to this risk by applying Board-approved limits to the amount of credit exposure to any one counterparty and employs minimum credit worthiness criteria as to the choice of counterparty, thereby ensuring that there are no significant concentrations of credit risk.

All sub-franchisees who are provided with loans from the Group have been through the franchisee selection process, which is considered to be sufficiently robust to ensure an appropriate credit verification procedure.

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

#### Impairment of financial assets

The Group recognises an allowance for expected credit losses ('ECLs') for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. ECLs are recognised in two stages. For credit exposures, for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL). For trade receivables the Group applies a simplified approach to calculating ECLs and recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision procedure that is based on the percentage cost of insuring its receivables against loss from default. Historic credit loss experience, adjusted for forward-looking factors specific to the debtors, the economic environment and relevant security and guarantees from sub-franchisees are also taken into account. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due. The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The movement in the allowance for doubtful debts during the year is as follows:

	2024	2023
	£	£
Balance at 1 January	291,680	280,220
Reversal of previously recognised impairment loss	(1,889)	(3,542)
Foreign exchange movements	(9,204)	15,002
Balance at 31 December	280,587	291,680

Set out below is the information about the credit risk exposure on the Group's trade receivables as at 31 December:

	Current	<30 days	30-60 days	61-90 days	>91 days	Total
	£	£	£	£	£	£

31 December 2024	1,503,784	12,580	37,523	2,188	5,256	1,561,331
31 December 2023	1,125,735	0	2,077	314	0	1,128,126

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Surplus funds are invested on a short-term basis at money market rates and therefore such funds are available at short notice.

## 28. SHARE CAPITAL

		2024 £	2023 £
<i>Called up, allotted and fully paid:</i>			
919,655,352 (2023: 712,481,898)	Ordinary shares of 0.5 pence each	4,598,277	3,562,409
<i>Movement in share capital during the period</i>			
	Number	Nominal value £	Consideration £
At 1 January 2023	712,393,662	3,561,969	77,130,649
Share options exercised 2023	88,236	441	-
<b>At 31 December 2023</b>	<b>712,481,898</b>	<b>3,562,410</b>	<b>77,130,649</b>
Fundraising	206,653,224	1,033,266	20,500,000
Transaction costs	-	-	(477,000)
Share options exercised 2024	520,230	2,601	2,601
<b>At 31 December 2024</b>	<b>919,655,352</b>	<b>4,598,277</b>	<b>97,156,250</b>

The ordinary shares carry one voting right per share and no right to fixed income.

### DP Poland Employee Benefit Trust ("EBT")

The trustee of the EBT holds is 236,866 (2023: 1,765,872) ordinary shares in the Company for the purposes of satisfying outstanding and potential awards under the Company's Joint Ownership Share Scheme, Share Option Scheme and the Share Incentive Plans. The historic cost of these shares was £51,565 with a net contribution of £6,115 made by the JOSS award holders to acquire their joint interests. The shares held by the EBT had a market value of £25,463 at 31 December 2024 (£ 189,831 at 31 December 2023).

## 29. SHARE BASED PAYMENTS

	Group 2024 £	Group 2023 £
Share based payments expense	386,264	323,602

The Company has provided the following types of share-based incentive arrangements.

Type of arrangement	Vesting period	Vesting conditions
Joint Ownership Share Scheme	2.5 - 3.5 years	Achievement of store growth and financial targets
Employee Share Incentive Plan	2 years	Two years' service
Non-Executive Directors' Share Incentive Plan	2 years	Two years' service
Employee Share Option Plan	Variable	Detailed individual performance targets
Long Term Incentive Option Plan	2-3 years	Detailed company performance targets
Share Option Plan	1-4 years	Time-vest and detailed company performance indicators

The Company established the Joint Ownership Share Scheme ("JOSS") and the Share Incentive Plans on 25 June 2010, the Employee Share Option Plan on 06 May 2011, the Long-Term Incentive Share Option Plan on 19th December 2014 and the Share Option Plan on 13 June 2022. The Group has calculated charges using a Black-Scholes model. Volatility and risk-free rates have been calculated for each grant pack based on expected volatility over the vesting period and current risk-free rates at the time of each award. Volatility assumptions are estimates of future volatility based on historic volatility and current market conditions

Assumptions used in the valuation of share option awards were as follows:

Award date	Exercise price	Expected volatility	Risk free rate	Expected dividends	Option life in years	IFRS2 fair value per share option
26 April 2024	8 pence	50%	4.14%	-	1 Year	£0.0624
26 April 2024	8 pence	50%	4.14%	-	4 Years	£0.0677
30 June 2024	8 pence	50%	3.98%	-	1 Year	£0.0609
30 June 2024	8 pence	50%	4.00%	-	4 Years	£0.0662

The share-based payments charge for the year by scheme was as follows:

	2024	2023
--	------	------

Share Incentive Plan	-	-
Other Share Options	386,264	323,602
Long Term Incentive Share Option Plan	-	-
	386,264	323,602

All of the above amounts related to equity-settled share based payment transactions.

#### Share scheme awards outstanding

Scheme and date of award	Hurdle or exercise price	Outstanding 31.12.23 Nb.	Awarded in period Nb.	Exercised in period Nb.	Lapsed in period Nb.	Outstanding 31.12.24 Nb.
<i>Restated*</i>						
SIP 18 June 2014	n/a	413,604	-	-	-	413,604
SIP 17 April 2015	n/a	486,486	-	-	-	486,486
SIP 24 May 2017	n/a	191,490	-	-	-	191,490
Share options 22 May 2017	0.5 pence	164,804	-	-	-	164,804
Share options 11 January 2018	0.5 pence	24,000	-	-	-	24,000
Share options 11 October 2018	0.5 pence	128,906	-	-	-	128,906
Share options 14 May 2019	0.5 pence	520,230	-	520,230	-	-
Stock option plan 28 February 2022	8 pence	750,000	-	-	-	750,000
Stock option plan 14 June 2022	8 pence	44,993,533	6,750,000	-	-	51,743,533

\* Restatement is related to presenting Share options 14 May 2019 amounted to 520,230 as at 31.12.2023

The weighted average remaining contractual life of outstanding share options is 8.3 years (2023: 8.7 years). The number share options exercisable at 31 December 2024 was 53,902,823 with a weighted average exercise price of 8 pence (2023: 47,673,053 shares with a weighted average exercise price of 8 pence).

### 30. CAPITAL COMMITMENTS

As of 31 December 2024, two lease agreements were signed for which no lease asset or liability was recognized, as the acceptance certificates have not yet been signed. These include the lease contract for corporate stores in Wroclawek, signed on 26 November 2024, and in Poznań, signed on 19 December 2024. There were no amounts contracted for but not provided in the financial statements as of 31 December 2023.

### 31. RELATED PARTY TRANSACTIONS

During the period the Group and Company entered into transactions, in the ordinary course of business, with other related parties. The transactions with directors of the Company are disclosed in the Directors' Remuneration Report. Transactions with key management personnel (comprising the Directors and key members of management in Poland and Croatia) are disclosed below:

	Group 2024 £	Group 2023 £
Short-term employee benefits	627,485	450,394
Share-based payments	386,264	323,602
<b>At 31 December</b>	<b>1,013,749</b>	<b>773,996</b>

The Company made a charge of £75,000 to DP Polska S.A. and £75,000 to Dominium S.A. for management services provided in 2024. The balance owed by Dominium S.A. to DPP Poland plc as at 31 December 2024 was £75,000 (2023: £nil).

### 32. EVENTS AFTER THE BALANCE SHEET DATE

#### Exercise of Options

On 3 March 2025 750,000 share options granted to former Directors of the Company were exercised.

#### Strategic Acquisition of Pizzeria 105 in Poland

On 26 March 2025, DP Polska S.A. entered into a share purchase agreement pursuant to which DP Polska S.A. acquired the entire issued share capital of the Pizzeria 105, a franchised quick service pizza restaurant business that operates 90 locations across Poland. The total consideration for the shares in Pizzeria 105 amounted to PLN 42.3 million (c. £8.5 million). Simultaneously the seller of Pizzeria 105, Marcin Ciesielski has agreed to re-invest one third of the Consideration through its family office, MC Family Fundacja Rodzinna, equating to c.PLN 13.4 million (c.£2.7 million) by subscribing for 23,582,322 new ordinary shares of 0.5 pence each in the Company at the subscription price of 11.4 pence per Ordinary Share.

Pizzeria 105 is a franchised, quick service pizza restaurant business, 100% franchised with 90 stores and 76 franchisees. The acquisition

accelerates the Group's strategic plan to expand to 200 stores, surpassing competitors and positioning Domino's on a path to becoming the leading pizza quick service restaurant in Poland.

***Change of Registered Office Address and Secretary***

On 1 April 2025 registered address of DP Poland was changed from 1 Chamberlain Square Gs, Birmingham, England, B3 3AX to C/O Almond & Co, 11 York Street, Manchester, M2 2AW with effect from 01 April 2025. Further, Almond CS Limited has been appointed as the corporate secretary of the Group.

**33. VAT**

Dominium is a party to a number of court and administrative proceedings, the subject of which is to determine the amount of VAT paid by the company for the period 2011-2016. The disputes relate to the rate at which VAT is applied on sales made by Dominium, which is something that is affecting a number of companies operating in the fast food sector in Poland (including DP Polska). Dominium were applying a lower (5 per cent) rate of VAT on sales, whereas the tax authorities in Poland were of the opinion that a higher (8 per cent) rate should have been applied instead. As a result, Dominium have retrospectively applied the higher (8 per cent) rate for this period and have made additional VAT payments to cover the shortfall to the tax authorities in Poland. Dominium has been trying to recover additional VAT payments paid because of a higher rate. All disputes have been resolved in favour of Dominium as at 2024 year-end. In 2022 Dominium has received the VAT refund for the year 2011 in the amount PLN 2,275,615 (approximately £414,011). In 2023 Dominium has received the VAT refund for the year 2012 in the amount of PLN 1,863,040 (approximately £356,781). In 2024 Dominium has received the VAT refund for the years 2013-2016 in the amount PLN 4,964,718 (approximately £975,943, including interest of £315,551).

Under the terms of the Acquisition Agreement, one half of any amounts that have been overpaid in respect of the application of the higher VAT rate and which may be refunded by the Polish tax authorities to Dominium shall be paid by the Group to Malaccan Holdings Ltd.

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