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

Corporate Governance Statement

The Directors recognise the importance of good corporate governance and have chosen to adopt the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"). The QCA Code was developed by the QCA in consultation with a number of small company institutional investors as a corporate governance code applicable to AIM companies. The underlying principle of the QCA Code is that "the purpose of good corporate governance is to ensure that the Company and the Group are managed in an efficient, effective and entrepreneurial manner for the benefit of all shareholders over the longer term".

In my role as Chairman, it is my responsibility to ensure the highest practicable standards of corporate governance are in place.

The board and staff at DP Poland and the Group are committed to behaving professionally and responsibly to ensure that the highest standards of honesty, integrity and corporate governance are maintained. Enshrining these values through the Company's culture, objectives and processes is essential to support the success of the Company and the Group in creating long-term shareholder value.

Nick Donaldson, Non-Executive Chairman, DP Poland PLC

To see how DP Poland applies the QCA corporate governance principles please refer to the table below.

This disclosure was last reviewed and updated on 15 January 2021

DELIVER GROWTH

QCA Code Principle	**Application** (as set out by QCA)	**What we do and why**
1. Establish a strategy and business model which promote long-term value for shareholders	The board must be able to express a shared view of the company's purpose, business model and strategy. It should go beyond the simple description of products and corporate structures and set out how the company intends to deliver shareholder value in the medium to long-term. It should demonstrate that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the company from unnecessary risk and securing its long-term future.	DP Poland's purpose, business model and strategy are described in the Strategic Report in the Annual Report and Accounts 2019, downloadable from the Company's website www.dppoland.com In summary, the purpose is to establish Domino's Pizza as the leading pizza delivery brand in Poland; the business model is to operate both company owned stores ('corporate stores') and to sub-franchise stores to third parties, supplied by our production, warehousing and logistics operations ('the commissary'); the strategy is to make the Domino's offer the most available and the most attractive delivery pizza offer in the market. The principal risks and uncertainties affecting the business and how these are mitigated are set out within the Strategic Report in the Annual Report and Accounts.
2. Seek to understand and meet shareholder needs and expectations	Directors must develop a good understanding of the needs and expectations of all elements of the company's shareholder base. The board must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.	The Non-executive Chairman is responsible for shareholder liaison. The Company engages with shareholders through regular reporting, emailed updates, face-to-face meetings, telephone conversations and email dialogue. The Non-Executive Chairman is readily available to investors, contactable by telephone and email via the Company website. The AGM provides a forum for investors to meet the Non-Executive Chairman and other members of the Board and to raise any questions, issues or concerns.
3. Take into account wider stakeholder and social responsibilities and their implications for long-term success	Long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others). The board needs to identify the company's stakeholders and understand their needs, interests and expectations.	The board and management teams of Group companies are focused on delivering a highly competitive offer to customers and conduct regular market research to understand consumer attitudes towards the Domino's Pizza brand and its offer and to adjust the offer and brand communications accordingly. Customers regularly feedback directly to stores and over social media. Our store teams are trained to listen and respond constructively

QCA Code Principle	**Application** (as set out by QCA)	**What we do and why**
	Where matters that relate to the company's impact on society, the communities within which it operates or the environment have the potential to affect the company's ability to deliver shareholder value over the medium to long-term, then those matters must be integrated into the company's strategy and business model. Feedback is an essential part of all control mechanisms. Systems need to be in place to solicit, consider and act on feedback from all stakeholder groups.	to that feedback and our central team views and responds constructively to feedback over social media, including Facebook. The management teams are focused on ensuring that the workforce is delivering against customer expectations through thorough training and proper remuneration and incentivization. We take employee feedback very seriously and adjust conditions of employment and incentivisation accordingly. Good relationships with suppliers and partners are very important and our management team is focused on maintaining and improving those relationships. As well as suppliers the Group works closely with its franchisor Domino's Pizza International, with regular face-to-face, telephone and email contact across all levels of the business, store to board level. Poland is a well-regulated market and the management team relies on both in-house and external expertise to ensure that the Company's operations are in compliance with all regulations, corporately and across our company managed 'corporate' stores.
4. Embed effective risk management, considering both opportunities and threats, throughout the organisation	The board needs to ensure that the company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy; companies need to consider their extended business, including the company's supply chain, from key suppliers to end-customer. Setting strategy includes determining the extent of exposure to the identified risks that the company is able to bear and willing to take (risk tolerance and risk appetite).	The principal risks and uncertainties identified by the directors, their potential impact and the steps taken to mitigate them are reviewed annually and outlined annually under the 'Risk Management' section in the annual report. Both the Board and Group management teams are responsible for reviewing and evaluating potential risks to the business. The Board meets monthly to review business performance and the outlook for the business, including opportunities and threats.

MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

QCA Code Principle	Application (as set out by QCA)	What we do and why
5. Maintain the board as a well- functioning, balanced team led by the chairman	The board members have a collective responsibility and legal obligation to promote the interests of the company and are collectively responsible for defining corporate governance arrangements. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the chair of the board. The board (and any committees) should be provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight. The board should have an appropriate balance between executive and non-executive directors and should have at least two independent non- executive directors. Independence is a board judgement. The board should be supported by committees (e.g. audit, remuneration, nomination) that have the necessary skills and knowledge to discharge their duties and responsibilities effectively. Directors must commit the time necessary to fulfil their roles.	The Board comprises one Executive Director and four Non-Executive Directors. Nick Donaldson and Rob Morrish are considered to be independent Non-Executive Directors. Biographies of the Company's Directors can be found on the Company website. Details of directors' contracts are described in the Remuneration Report within the annual report. The Company holds monthly board meetings which the directors attend, either in person or by telephone conference. The directors are expected to make themselves available for all board meetings, committee meetings as appropriate and as required for ad hoc meetings. Relevant information including a detailed board report and management accounts are circulated to the Directors in advance of board meetings. The Board is supported by the audit committee and the nomination and remuneration committee., The audit committee meets with the Company's appointed auditor to review the Company's preliminary annual results and as required ad hoc. The nomination and remuneration committee meets to review and set the Chief Executive Officer's remuneration, to review and set executive directors' long term incentive plans and to set and approve executive directors' annual bonus plan. Directors have direct access to the advice of the Company Secretary.
6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities	The board must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities. The board should understand and challenge its own diversity, including gender balance, as part of its composition.	Biographies of the Company's Directors can be found on the Company website. The experience of the Directors spans sectoral, professional and executive experience that is highly relevant to the business of the Company. Each of the Directors is employed or directly involved in a range of businesses, which ensures their skillsets are up-to-date.

QCA Code Principle	**Application** (as set out by QCA)	**What we do and why**
	The board should not be dominated by one person or a group of people. Strong personal bonds can be important but can also divide a board. As companies evolve, the mix of skills and experience required on the board will change, and board composition will need to evolve to reflect this change.	The Company retains a professional auditing company that advises the audit committee as required.
7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement	The board should regularly review the effectiveness of its performance as a unit, as well as that of its committees and the individual directors. The board performance review may be carried out internally or, ideally, externally facilitated from time to time. The review should identify development or mentoring needs of individual directors or the wider senior management team. It is healthy for membership of the board to be periodically refreshed. Succession planning is a vital task for boards. No member of the board should become indispensable.	The board proposes to carry out an evaluation of its performance annually, taking into account the Financial Reporting Council's Guidance on Board Effectiveness. All Directors will undergo a performance evaluation before being proposed for re-election to ensure that: 1. Their performance is and continues to be effective; 2. Where appropriate, they maintain their independence; and 3. They are demonstrating continued commitment to the role. Appraisals will be carried out each year with respect to the Chief Executive Officer. Succession planning is undertaken by the Non-Executive Chairman, the nomination and remuneration committee and the Chief Executive Officer on consideration of the evolving requirements of the Company.
8. Promote a corporate culture that is based on ethical values and behaviours	The board should embody and promote a corporate culture that is based on sound ethical values and behaviours and use it as an asset and a source of competitive advantage. The policy set by the board should be visible in the actions and decisions of the chief executive and the rest of the management team. Corporate values should guide the objectives and strategy of the company.	The board has an ethical approach commensurate with both its responsibilities as an AIM listed company and as the master franchisee of an international consumer brand franchise, for which sound ethics are of fundamental importance. The Directors hold each other to account in meeting a high ethical standard in their behaviour and decision making. Group companies are involved with its community at the store level, engaging with and supporting local charities, schools and sporting events.

QCA Code Principle	**Application** (as set out by QCA)	**What we do and why**
	The culture should be visible in every aspect of the business, including recruitment, nominations, training and engagement. The performance and reward system should endorse the desired ethical behaviours across all levels of the company. The corporate culture should be recognisable throughout the disclosures in the annual report, website and any other statements issued by the company.	
9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the board	The company should maintain governance structures and processes in line with its corporate culture and appropriate to its: • size and complexity; and • capacity, appetite and tolerance for risk. The governance structures should evolve over time in parallel with its objectives, strategy and business model to reflect the development of the company.	Our approach to Corporate Governance is set out in the Directors' Report, within the annual report.

QCA Code Principle	**Application** (as set out by QCA)	**What we do and why**
10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.	A healthy dialogue should exist between the board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the company. In particular, appropriate communication and reporting structure should exist between the board and all constituent parts of its shareholder base. This will assist: the communication of shareholders' views to the board; and the shareholders' understanding of the unique circumstances and constraints faced by the company. It should be clear where these communication practices are described (annual report or website).	The Company encourages two-way communication with both its institutional and private investors and aims to respond quickly to all queries received. The Chief Executive Officer and other Directors talk regularly with the Group's major shareholders and ensure that their views are communicated fully to the Board. The AGM is an opportunity to meet shareholders and to discuss their views informally.