

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document, or the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities.

The Company's Existing Ordinary Shares are admitted to trading on the AIM market of the London Stock Exchange. Application will be made for the Enlarged Share Capital to be admitted to trading on AIM.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority ("Official List"). A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies ("AIM Rules") to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers.

The London Stock Exchange has not itself examined or approved the contents of this Document nor will it. The AIM Rules are less demanding than those which apply to companies whose shares are listed on the Official List. The Ordinary Shares are not traded on any other stock exchange and no application has been made for the Enlarged Share Capital to be listed or traded on any other stock exchange. It should be remembered that the price of securities and the income from them (if any) can go down as well as up.

DP Poland plc, the Existing Directors and the Proposed Directors (whose names appear on page 11 of this Document) each accept individual and collective responsibility for the information contained in this Document including expressions of opinion, other than information concerning the Concert Party and its intentions for which the Concert Party takes sole responsibility. To the best of the knowledge and belief of the Company, the Existing Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

For the purposes of Rule 19.2 of the City Code, each member of the Concert Party (details of which appear in paragraphs 1 and 2 of Part 3 of this Document) accepts responsibility for the information contained in this Document relating to each of them as members of the Concert Party, including expressions of opinion. To the best of the knowledge and belief of each member of the Concert Party (having taken all reasonable care to ensure that such is the case), the information contained in this Document for which he or it is responsible is in accordance with the facts and contains no omission likely to affect the import of such information.

This Document, which is an AIM admission document and has been prepared in accordance with the AIM Rules, has been issued in connection with an application for admission to trading on AIM of the entire issued, and to be issued, share capital of the Company. This Document does not constitute an offer or any part of an offer of transferable securities to the public within the meaning of section 102B of the FSMA. Accordingly, this Document does not constitute a prospectus for the purposes of section 85 of the FSMA or otherwise, and it has not been drawn up in accordance with the Prospectus Regulation (EU 2017/1129) or the Prospectus Regulation Rules published by the Financial Conduct Authority and it has not been approved by or filed with the FCA or any other competent authority.

DP Poland plc

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07278725)

Proposed Acquisition of Dominium S.A.

Placing of 19,965,361 New Shares and 21,828,204 Sale Shares each at 8 pence per share

Subscription of 23,784,639 New Shares at 8 pence per share

Admission of the Enlarged Share Capital to trading on AIM

Approval of Waiver of Obligations under Rule 9 of the City Code

and

Notice of General Meeting

Nominated Adviser and Broker

N+1 SINGER

ENLARGED SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION

581,485,754 issued and fully paid ordinary shares of £0.005 each

The notice of a General Meeting to be held at The Foster Room, West Meon Village Hall, West Meon, Hampshire, GU32 1LH at 10.00 a.m. on 7 January 2021 is set out in Part 8 of this Document. The attention of Shareholders is drawn to paragraph 23 of Part 1 of this Document which contains a recommendation from the Board that you vote in favour of all of the Resolutions to be proposed at the General Meeting. In light of the current COVID-19 pandemic and related legal and other requirements of governmental authorities, we are requiring that Shareholders do not attend the General Meeting in person but instead appoint the Chairman of the meeting as their proxy (either electronically or by post) with their voting instructions. Shareholders should also bear in mind that if they, or any alternative proxy, travel to attend the meeting in person, they will be denied entry based on prevailing circumstances. All of the Resolutions proposed to be put at the General Meeting will be by way of a poll as opposed to a show of hands. The accompanying Form of Proxy is for use in connection with the General Meeting and Shareholders are encouraged to vote on all of the Resolutions by appointing the chairman of the General Meeting as your proxy (please do not appoint any other person (apart from the chairman of the General Meeting) as your proxy as the Company will not be able to let them attend the General Meeting). If the chairman of the General Meeting is appointed as proxy, he/she will vote in accordance with any instructions given to them. If the chairman of the General Meeting is given discretion as to how to vote, he/she will vote in favour of each of the Resolutions to be proposed at the Meeting. Completed Forms of Proxy should be returned by Shareholders as soon as possible but, in any event, so as to be received by the Company's registrars, SLC Registrars of Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS no later than 48 hours, excluding non-working days, before the time appointed for the General Meeting or adjourned meeting or, in the case of a poll taken otherwise than at or

on the same day as the General Meeting or adjourned meeting, not later than 48 hours before the time appointed for the taking of the poll at the meeting at which it is to be used. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. Shareholders are recommended to complete and return the Form of Proxy or complete your CREST electronic proxy appointment (as applicable), as instructed above.

The attention of Shareholders, investors and prospective investors is drawn to the risk factors set out in Part 2 of this Document. Notwithstanding this, prospective investors should read the whole text of this Document, together with the Form of Proxy. All statements regarding the Group's and/or Dominium Group's business, financial position and prospects should be viewed in light of the risk factors set out in Part 2 of this Document. The New Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission. The Acquisition and the Fundraising are each conditional, *inter alia*, on the approval by Shareholders of the Resolutions and Admission. It is expected that Admission will become effective and that dealings will commence in the Ordinary Shares on 8 January 2021.

N+1 Singer is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as Nominated Adviser and Broker for the Company in connection with the Proposals and is not acting for any other person (including a recipient of this Document) and will not be responsible to any other person for providing the protections afforded to customers of N+1 Singer, or for advising any other person on the contents of this Document or otherwise in respect of the Proposals. The responsibility of N+1 Singer as Nominated Adviser is owed solely to the London Stock Exchange plc and is not owed to the Company or the Directors or any other person, including any person in respect of their decision to acquire shares in the Company in reliance on any part of this Document. No representation or warranty, express or implied, is made by N+1 Singer or any of its directors, officers, partners, employees, agents or advisers as to the contents of this Document (without limiting the statutory rights of any person to whom this Document is issued). Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by the FSMA or the regulatory regime established thereunder, N+1 Singer does not accept any responsibility whatsoever for the contents of this Document, including its accuracy, completeness and verification (for which the Directors are solely responsible), or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares, the New Shares, the Acquisition or the Fundraising and Admission. N+1 Singer accordingly disclaims all and any liability, whether arising in tort, contract or otherwise (save as referred to above), in respect of this Document or any such statement.

This Document does not constitute an offer to sell or issue, or the solicitation of an offer or invitation to subscribe for or buy, securities in any jurisdiction in which such offer or solicitation or invitation is unlawful and, in particular, is not for distribution or transmission directly or indirectly in, or into, the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan or any other Restricted Jurisdiction or distribution or transmission to, or by, any national resident or citizen of any such country. The Ordinary Shares have not been and will not be registered under the United States Securities Act nor under the applicable securities laws of any state of the United States and may not be offered, sold, resold, pledged, transferred or delivered, directly or indirectly, in or into the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. There will be no public offering of securities in the United States. The Ordinary Shares have not been and will not be registered under the applicable securities laws of any province or territory of Canada, Australia, New Zealand, the Republic of South Africa or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations and no offer be made to any national, resident or citizen of Canada, Australia, New Zealand, the Republic of South Africa or Japan.

The distribution of this Document in other jurisdictions may be restricted by law and therefore persons into whose possession this Document comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. The Ordinary Shares have not been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this Admission Document. Any representation to the contrary is a criminal offence in the United States.

A copy of this Document is available, subject to certain restrictions relating to persons resident in any Restricted Jurisdiction, at www.dppoland.com. Neither the content of this website nor any website accessible by hyperlinks from this website are incorporated in, or forms part of, this Document. Copies of this Document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) at the Company's registered office and at the offices of N+1 Singer at 1 Bartholomew Lane, London EC2N 2AX from the date of this Document and for a period of at least one month from Admission.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Placing Shares and Sale Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the Placing Shares and Sale Shares may decline and investors could lose all or part of their investment; the Placing Shares and Sale Shares offer no guaranteed income and no capital protection; and an investment in the Placing Shares and Sale Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Placing. Furthermore, it is noted that, notwithstanding the Target Market Assessment, N+1 Singer will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Placing Shares and Sale Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Placing Shares and Sale Shares and determining appropriate distribution channels.

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IMPORTANT NOTICE

The contents of this Document are not to be construed as legal, business or tax advice. Each prospective investor should consult his or her own lawyer, financial adviser or tax adviser for legal, financial or tax advice in relation to any purchase or proposed purchase of Ordinary Shares. Each prospective investor should consult with such advisers as needed to make its investment decision and to determine whether it is legally permitted to hold shares under applicable legal investment or similar laws or regulations. Statements made in this Document are based on the law and practice currently in force in the UK and are subject to change. Investors should be aware that they may be required to bear the financial risks of an investment in Ordinary Shares for an indefinite period of time.

The delivery of this Document or any purchases of shares in the Company pursuant to the Fundraising or at any time subsequent to the date of this Document shall not, under any circumstances, assume or create an impression that there has been no change in the affairs of the Company since the date of this Document.

No person has been authorised to give any information or make any representation other than those contained in this Document and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, the Directors, or N+1 Singer. This Document is not intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Company, the Directors or N+1 Singer or any of their representatives that any recipient of this Document should subscribe for or purchase any Ordinary Shares.

Prior to making any decision as to whether to subscribe for or purchase any Ordinary Shares, prospective investors should read the entirety of this Document and, in particular, the section headed "Risk Factors" in Part 2 of this Document. Investors should ensure that they read the whole of this Document and not just rely on key information or information summarised within it. In making an investment decision, prospective investors must rely upon their own examination of the Company and the terms of this Document, including the risk involved. Any decision to purchase Ordinary Shares should be based solely on this Document.

Investors who subscribe for or purchase any Ordinary Shares in the Fundraising will be deemed to have acknowledged that: (i) they have not relied on N+1 Singer or any person affiliated with or N+1 Singer in connection with any investigation of the accuracy of any information contained in this Document for their investment decision; (ii) they have not relied on N+1 Singer or any person affiliated with N+1 Singer in connection with any investigation of the accuracy of any information contained in this Document for their investment decision; and (iii) they have relied only on the information contained in this Document, and no person has been authorised to give any information or to make any representation concerning the Company or the Ordinary Shares (other than as contained in this Document) and, if given or made, any such other information or representation should not be relied upon as having been authorised by or on behalf of the Company, the Directors or N+1 Singer. All holders of Ordinary Shares are entitled to the benefit of, and are bound by and are deemed to have notice of, the provisions of the Articles.

None of the Company, the Directors or N+1 Singer or any of their representatives is making any representation to any subscriber or purchaser of Ordinary Shares regarding the legality of an investment by such subscriber or purchaser.

In connection with the Fundraising, N+1 Singer and any of its affiliates, acting as investors for their own accounts, may acquire Ordinary Shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Ordinary Shares and other securities of the Company or related investments in connection with the Fundraising, or otherwise. Accordingly, references in this Document to the Ordinary Shares being offered, subscribed, acquired, placed or otherwise dealt with should be read as including any offer to, or subscription, acquisition, dealing or placing by, or N+1 Singer and any of its affiliates acting as investors for their own accounts.

N+1 Singer and any of its respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to the Company, for which they would have received customary fees and N+1 Singer and any of its respective affiliates may provide such services to the Company and any of its affiliates in the future.

Notice to Prospective Investors in the United Kingdom

This Document is being distributed in the United Kingdom where it is directed only in connection with the Placing at: (i) persons having professional experience in matters relating to investments, i.e., investment professionals within the meaning of Article 19(5) of the Financial Promotion Order; (ii) high net-worth companies, unincorporated associations and other bodies within the meaning of Article 49 of the Financial Promotion Order; and (iii) persons to whom it is otherwise lawful to distribute it without any obligation to issue a prospectus approved by competent regulators. The investment or investment activity to which this Document relates is available only to such persons. It is not intended that this Document be distributed or passed on, directly or indirectly, to any other class of person and in any event, and under no circumstances should persons of any other description rely on or act upon the contents of this Document.

Notice to Prospective Investors in the United Kingdom and European Economic Area

In relation to each member state of the European Economic Area (“EEA”) including the United Kingdom (each, a “Member State”), no Ordinary Shares have been offered or will be offered pursuant to the Fundraising to the public in that Member State prior to the publication of a prospectus in relation to the Ordinary Shares which has been approved by the competent authority in that Member State, all in accordance with the Prospectus Regulation (EU 2017/1129), except that offers of Ordinary Shares to the public may be made at any time under exemptions under the Prospectus Regulation, including:

- i. to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- ii. to fewer than 150 natural or legal persons (other than qualified investors) in such Member State; and
- iii. in any other circumstances falling within Article 3(2) of the Prospectus Regulation.

provided that no such offer of Ordinary Shares shall result in a requirement for the publication of a prospectus pursuant to the Prospectus Regulation, and each person who initially acquires any Ordinary Shares or to whom any offer is made under the Fundraising will be deemed to have represented, acknowledged and agreed that it is a qualified investor.

Notice to Overseas Persons

The distribution of this Document in certain jurisdictions may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. No action has been taken by the Company or N+1 Singer that would permit a public offer of Ordinary Shares or the possession or distribution of this Document where action for those purposes would first be required to be taken.

The Ordinary Shares have not been, nor will they be, registered under the US Securities Act and may not be offered, sold, resold, pledged, transferred or delivered, directly or indirectly, in or into the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this Document does not constitute an offer of Ordinary Shares to any person in the United States. There will be no public offer in the United States. Outside of the United States of America, the Offer Shares are being offered in reliance on Regulation S under the US Securities Act. Subject to certain exceptions, the Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from any other Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of any other Restricted Jurisdiction. Subject to certain exceptions, this Document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in the United States or any other Restricted Jurisdiction and is not for distribution in, into or from the United States or any other Restricted Jurisdiction.

Presentation of Financial Information

Unless otherwise indicated, financial information in this Document, including the historical financial information on the Group and Dominium Group for the years ended 31 December 2017, 31 December 2018 and 31 December 2019 and for the six months ended 30 June 2020 and comparative period for the six months ended 30 June 2019 has been prepared in accordance with IFRS.

The financial information contained in this Document, including that financial information presented in a number of tables in this Document, has been rounded to the nearest whole number or the nearest decimal place. As such, the actual arithmetic total of the numbers in a column or row in a certain table may not conform exactly to the total figure given for that column or row. In addition, certain percentages presented in the tables in this Document reflect calculations based upon the underlying information prior to rounding, and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

Industry, market and other data

Unless the source is otherwise identified, the market, industry, and economic and industry data and statistics in this Document constitute the Directors' estimates, using underlying data from third parties. The Company has obtained market and economic data and certain industry statistics from internal reports, as well as from third party sources as described in the footnotes to such information. The Company confirms that all third party information set out in this Document has been accurately reproduced and that, so far as the Company is aware and has been able to ascertain from information published by the relevant third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used in this Document, the source of such information has been identified. Such third party information has not been audited or independently verified.

Market and industry data is inherently predictive and speculative and is not necessarily reflective of actual market conditions. Statistics in such data are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgements about what types of products and transactions should be included in the relevant market. The value of comparisons of statistics for different markets is limited by many factors, including: (i) the markets are defined differently; (ii) the underlying information was gathered by different methods; and (iii) different assumptions were applied in compiling the data. Consequently, the industry publications and other reports referred to above generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed and, in some instances, these reports and publications state expressly that they do not assume liability for such information. Specifically, N+1 Singer have not authorised the contents of, or any part of, this Document and accordingly no liability whatsoever is accepted by N+1 Singer for the accuracy or completeness of any market or industry data which is included in this Document.

Currencies

Unless otherwise indicated in this Document, all references to "pounds Sterling" or "£" are to the lawful currency of the UK and to "Zloty" or "PLN" are to the lawful currency of Poland.

Unless otherwise indicated, the financial information contained in this Document has been expressed in pounds Sterling. For all members of the DPP Group, the functional currency is pounds Sterling and the Company presents its financial statements in pounds Sterling. For all members of the Dominion Group, the functional currency is Polish Zloty and Dominion presents its financial statements in Polish Zloty.

Unless stated otherwise, the following exchange rates have been applied within this Document:

EUR to GBP – €1: £0.9029

PLN to GBP Exchange rate average for 2019 – PLN4.8998: £1

PLN to GBP Exchange rate average for 2018 – PLN4.8169: £1

PLN to GBP Exchange rate average for 2017 – PLN4.8590: £1

PLN to GBP Exchange rate average for H1 2020 – PLN5.0455: £1

PLN to GBP Exchange rate average for H1 2019 – PLN4.9158: £1

Time zone

All times referred to in this Document are, unless otherwise stated, references to London time.

No incorporation of websites

Except as provided in Part 4 and paragraph 21 of Part 7, the contents of the Company's websites (or any other website) do not form part of this Document.

References to defined terms

Certain terms used in this Document are defined in the section of this Document under the heading "Definitions".

Governing law

Unless otherwise stated, statements made in this Document are based on the law and practice currently in force in England and Wales and are subject to changes in such law and practice.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Document constitute forward-looking statements. When used in this Document, the words **may, would, could, should, will, intend, plan, anticipate, project, believe, seek, propose, estimate, expect**, or, in each case, their negative or other variations or comparable terminology, as they relate to the Enlarged Group, are intended to identify forward-looking statements. Such statements reflect the Director's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. These forward-looking statements include matters that are not historical facts. Many factors could cause the Enlarged Group's actual results, performance or achievements to vary from those described in this Document. Should one or more of these risks or uncertainties materialise, or should assumptions underlying forward- looking statements prove incorrect, actual results may vary materially from those described in this Document as intended, planned, anticipated, believed, proposed, estimated or expected.

The forward looking statements in this Document are based on current expectations and intentions and are subject to risks, uncertainties and assumptions relating to the Enlarged Group's operations, the expected synergies, results of operations, growth strategy and liquidity that could cause actual results to differ materially from those expressed or implied by these statements. While the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Certain risks to the Enlarged Group are specifically described in Part 2 of this Document headed "Risk Factors". If one or more of these risks or uncertainties materialises, or if underlying assumptions prove to be incorrect, the Enlarged Group's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, prospective investors should not place any reliance on forward looking statements. These forward looking statements are stated as at the date of this Document. Neither the Directors nor the Company undertake any obligation to update forward looking statements or risk factors other than as required by the AIM Rules or by the rules of any other securities regulatory authority whether as a result of new information, future events or otherwise.

KEY STATISTICS

Number of Existing Ordinary Shares at the date of this Document	253,969,093
Aggregate number of New Shares to be issued pursuant to the Proposals	327,516,661
Issue Price for each New Share	8 pence
Enlarged Share Capital on Admission	581,485,754

FUNDRAISING STATISTICS

Number of Placing Shares to be issued pursuant to the Placing	19,965,361
Number of Sale Shares to be sold pursuant to the Placing	21,828,204
Number of Subscription Shares to be issued pursuant to the Subscription	23,784,639
Placing Shares and Subscription Shares as a percentage of the Enlarged Share Capital	7.5 per cent.
Maximum gross proceeds for the Company	£3.5 million

ACQUISITION STATISTICS

Number of Consideration Shares to be issued pursuant to the Acquisition	283,766,661
Consideration Shares as a percentage of the Enlarged Share Capital	48.8 per cent.

OVERALL STATISTICS

Aggregate number of New Shares to be issued pursuant to the Proposals	327,516,661
New Shares as a percentage of the Enlarged Share Capital	56.3 per cent.
Enlarged Share Capital immediately following completion of the Proposals	581,485,754
Existing Ordinary Shares as a percentage of the Enlarged Share Capital	43.7 per cent.
Maximum gross proceeds of the Fundraising to be received by the Company	£3.5 million
Estimated net proceeds of the Fundraising to be received by the Company ⁽¹⁾	£2.4 million
Expected market capitalisation of the Company at the Issue Price immediately following Admission ⁽²⁾	£46.5 million
Tradable Instrument Display Mnemonic (TIDM)	DPP
International Security Identification Number (ISIN) for Ordinary Shares	GB00B3Q74M51
Stock Exchange Daily Official List (SEDOL)	B3Q74M5
Legal Entity Identifier (LEI)	213800LPZBU5RPY7A394

(1) After deduction of estimated commissions, fees and expenses payable by the Company in respect of the Fundraising of approximately £1.1 million (excluding VAT).

(2) The market capitalisation of the Company at any given time will depend on the market price of the Ordinary Shares at that time. There can be no assurance that the market price of an Ordinary Share will at any given time equal or exceed the Issue Price.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of Launch Announcement	18 December 2020
Publication of Placing Results Announcement	18 December 2020
Publication of this Document (including the Notice of General Meeting/and Form of Proxy)	21 December 2020
Latest time and date for receipt of Form of Proxy and electronic proxy	10.00 a.m. on 5 January 2021
General Meeting	10.00 a.m. on 7 January 2021
Announcement of result of General Meeting	7 January 2021
Completion of Proposals	8.00 a.m. on 8 January 2021
Issue of New Shares and Admission becomes effective and dealings in the Enlarged Share Capital commences on AIM	8.00 a.m. on 8 January 2021
Expected date for CREST accounts to be credited and settlement to take place within CREST of the New Shares (where applicable)	8 January 2021
Despatch of definitive share certificates for New Shares (where applicable)	By 22 January 2021

Note:

All future times and/or dates referred to in this Admission Document are subject to change at the discretion of the Company and N+1 Singer and if any of the above times or dates should change, the revised times and/or dates will be notified by an announcement on a regulatory information service.

All times are UK times, unless otherwise specified.

DIRECTORS, SECRETARY AND ADVISERS

Existing Directors:	Nicholas John Donaldson, <i>Non-Executive Chairman</i> Robert Nicholas Lutwyche Morrish, <i>Non-Executive Director</i> Gerald William Ford, <i>Non-Executive Director</i> Christopher Humphrey Robertson Moore, <i>Non-Executive Director</i>
	all of: Elder House St Georges Business Park 207 Brooklands Road Weybridge Surrey United Kingdom KT13 0TS
Proposed Directors of the Company at Admission:	Piotr Józef Dzierżek, <i>Chief Executive Officer</i> Przemyslaw Glebocki, <i>Non-Executive Director</i> Jakub Miłosz Chechelski, <i>Non-Executive Director</i>
Company Secretary:	Patrick Michael Bodenham
Registered Office:	Elder House St Georges Business Park 207 Brooklands Road Weybridge Surrey United Kingdom KT13 0TS
Principal Place of Business:	ul Słomińskiego 19 lok. 508 00-195 Warsaw Poland
Telephone number:	+44 (0)20 3393 6954
Nominated Adviser and Broker:	Nplus1 Singer Advisory LLP 1 Bartholomew Lane London EC2N 2AX
Legal advisers to the Company as to English and Polish Law:	Bird & Bird LLP 12 New Fetter Lane London EC4A 1JP
Legal advisers to the Nominated Adviser and Broker:	DLA Piper UK LLP 160 Aldersgate Street London England EC1A 4HT
Legal advisers to the Seller:	Gessel Attorneys at Law ul. Sienna 39 00-121 Warszawa Poland

**Auditors and Reporting
Accountants to the Company:**

Crowe U.K. LLP
55 Ludgate Hill
London
EC4M 7JW

Registrars:

SLC Registrars
Elder House
St Georges Business Park
Brooklands Road
Weybridge
Surrey
KT13 0TS

Website address:

www.dppoland.com

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

Acquisition	the proposed acquisition by the Company of the entire issued share capital of Dominium pursuant to the terms of the Acquisition Agreement
Acquisition Agreement	the conditional acquisition agreement dated 17 December 2020 between (1) the Company and (2) Malaccan Holdings and (3) Accession Mezzanine Capital III Coöperatief U.A. in relation to the sale and purchase of the entire issued ordinary share capital of Dominium, further details of which are set out in paragraph 13.1 of Part 7 of this Document
acting in concert	has the meaning given in the City Code
Admission or Proposed Admission	the admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
AIM	a market operated by the London Stock Exchange
AIM Rules	the AIM Rules for Companies and the AIM Rules for Nominated Advisers
AIM Rules for Companies	the AIM Rules for Companies issued by the London Stock Exchange governing admission to and the operation of AIM, as amended or re-issued from time to time
AIM Rules for Nominated Advisers	the AIM Rules for Nominated Advisers issued by the London Stock Exchange setting out the eligibility, ongoing responsibilities and certain disciplinary matters in relation to nominated advisers, as amended or re-issued from time to time
AMC III	Accession Mezzanine Capital III, L.P., being a member of the Concert Party and ultimate beneficial owner of the Dominium Shares
AMC III Group	Accession Mezzanine Capital III, L.P. and certain affiliated entities in its group, further details of which are set out in paragraph 2 of Part 3 of this Document
Articles or Articles of Association	the articles of association of the Company, further details of which are set out in paragraph 6 of Part 7 of this Document
Bookbuild	the bookbuilding process conducted by N+1 Singer to arrange participation by Placees in the Placing
Certificated or in Certificated form	not in uncertificated form (that is, not in CREST)
City Code	the City Code on Takeovers and Mergers
Companies Act	the Companies Act 2006, as amended
Company or DP Poland	DP Poland plc

Concert Party	Mezzanine Management Finanz- und Unternehmensberatungs GmbH, Accession Mezzanine Capital II GP Limited, Mezzanine Capital Partners GP Limited, Accession Mezzanine Capital GP S.à r.l., Accession Mezzanine Capital II L.P., Accession Mezzanine Capital III L.P., Accession Mezzanine Capital IV S.C. Sp., Accession Mezzanine Capital III Investment SLP, Accession Mezzanine Capital III Cooperatief U.A., Malaccan Holdings Limited, Przemyslaw Glebocki and Jakub Chechelski, as more fully set out in Part 3 of this Document, all of whom are considered to be acting in concert with each other under the City Code
Consideration Shares	283,766,661 New Shares to be issued to Malaccan Holdings, pursuant to the terms of the Acquisition Agreement
CREST	the computerised settlement system to facilitate the transfer of title to or interests in securities in uncertificated form, operated by Euroclear UK and Ireland Limited
CREST Regulations	the Uncertificated Securities Regulations 2001, including (i) any enactment or subordinate legislation which amends or supersedes those regulations; and (ii) any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
Directors or Board	the Existing Directors and the Proposed Directors, as applicable
Disclosure and Transparency Rules or DTR	the disclosure guidance and transparency rules made by the UK Listing Authority under Part VI of FSMA
Document	this admission document
Dominium	Dominium S.A., a company incorporated in Poland with company registration number 0000295921
Dominium Directors	the directors of Dominium
Dominium Group	Dominium and its subsidiary, Dominium Romania immediately prior to completion of the Proposals
Dominium Group Financial Information	the audited, consolidated historical financial information of Dominium Group for the years ended 31 December 2017, 31 December 2018 and 31 December 2019
Dominium Group Interim Financial Information	the unaudited, consolidated interim financial information of Dominium Group for the six-month period ended 30 June 2020 and the comparative six-month period ended 30 June 2019
Dominium Romania	s.c. Pizza Dominium Restaurant SRL, a wholly owned subsidiary of Dominium. Dominium Romania is currently in the latter stages of being liquidated and is classified as a discontinued activity within the Dominium Group Financial Information
Dominium Shares	the 8,060,000 shares of PLN 1.00 each in issue in the capital of Dominium
Domino's Pizza	the brand owned and exploited by the DPI Group
DPI	Domino's Pizza, Inc.
DPIF	Domino's Pizza International Franchising, Inc.

DPI Group	DPI and its affiliates
DPP Group, DP Poland Group, Existing Group or Group	the Company and its subsidiaries immediately prior to completion of the Proposals
DP Polska or DPP SA	DP Polska S.A., a company incorporated in Poland with company registration number 0000359582
Enlarged Group	the Company and its subsidiaries immediately following completion of the Proposals
Enlarged Share Capital	the Ordinary Shares in issue immediately following Admission (comprising the Existing Ordinary Shares and the New Shares)
Euro or €	Euro
Existing Ordinary Shares	253,969,093 Ordinary Shares, comprising the entire issued Ordinary Share capital as at the date of this Document
Existing Directors	Nicholas John Donaldson, Robert Nicholas Lutwyche Morrish, Gerald William Ford and Christopher Humphrey Robertson Moore
FCA	the United Kingdom's Financial Conduct Authority
FCA Handbook	the FCA's handbook of rules and guidance published by the FCA from time to time
Financial Promotion Order	the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005
FMR	FMR LLC, a Shareholder
Form of Confirmation	the form of confirmation or contract note made between N+1 Singer and the Placees which incorporate by reference the terms and conditions of the Placing as contained in the Launch Announcement
Form of Proxy	the form of proxy for use by holders of Existing Ordinary Shares in connection with the General Meeting
FSMA	the United Kingdom Financial Services and Markets Act 2000, as amended
Fundraising	together the Placing and Subscription
General Meeting	the General Meeting to be held at The Foster Room, West Meon Village Hall, West Meon, Hampshire, GU32 1LH at 10.00 a.m. on 7 January 2021 or any adjournment thereof, notice of which is set out in Part 8 of this Document
Historical Financial Information on Dominion Group	Dominium Group's historical financial information as set out in Part 5 of this Document
Historical Financial Information on the Group	the Group's historical financial information as set out in Part 4 of this Document
IFRS	International Financial Reporting Standards, as issued by the International Standard Accounting Board as adopted by the European Commission for use in the European Union

Independent Directors	Nicholas John Donaldson, Robert Nicholas Lutwyche Morrish, Gerald William Ford and Christopher Humphrey Robertson Moore
Independent Shareholders	the Shareholders other than any Existing Shareholders who participate in the Placing and the Subscription (to the extent they are Shareholders as at the Record Date)
ISIN	international security identification number
Issue Price	8 pence per New Share
Launch Announcement	the press release published by the Company at 7.00 a.m. on 18 December 2020 summarising the Proposals and appending the terms and conditions of the Placing
Loan Notes	the €7.5 million aggregate principal 3 per cent. fixed rate unsecured loan notes (comprising a €1.3 million principal Loan Note and a €6.2 million principal Loan Note), each of which are to be issued by the Company to Malaccan Holdings at the time of completion of the Acquisition, on the terms and subject to the conditions of the Loan Note Instrument
Loan Note Instrument	the loan note instrument constituting the Loan Note and which contains the terms and conditions on which the Loan Notes will be issued by the Company to Malaccan Holdings at the time of completion of the Acquisition, summary details of which are set out in paragraph 13.2 of Part 7 of this Document
Lock-in Agreements	the lock-in agreements between the Company, N+1 Singer and each of the Locked-in Shareholders summary details of which are set out in paragraph 13.8 of Part 7 of this Document
Locked-in Shareholders	those holders of Existing Ordinary Shares and Malaccan Holdings who have each entered into a Lock-in Agreement, details of which are set out in paragraph 17 of Part 1 of this Document
London Stock Exchange	London Stock Exchange plc
LTIP or Long Term Incentive Plan	the DP Poland plc's Employee Share Incentive Plan that was adopted by the Company on 19 December 2014 (as amended in April 2016) and further details of which are set out in paragraph 12 of Part 7 of this Document
Malaccan Holdings or Seller	Malaccan Holdings Limited, incorporated under the laws of Cyprus with registered office in Nicosia, address: Diomidous 10, Alphamega Acropolis Building, 3rd floor, office 401, 2024 Nicosia, Republic of Cyprus, entered in the Registrar of Companies of Republic of Cyprus under the number 223884, being the sole shareholder of Dominium, wholly owned by AMC III which is controlled by Mezzanine Capital Partners GP Limited, and a member of the Concert Party
Market Abuse Regulation or MAR	Regulation (EU) No 596/2014 (the Market Abuse Regulation)
MCGP	Mezzanine Capital Partners GP Limited
Member State	a member state of the European Union
MFA or Master Franchise Agreement	the master franchise agreement dated 25 June 2010 between Domino's Pizza Overseas Franchising B.V., DP Polska and Richard

Worthington, as amended from time to time, a summary of which is set out in paragraph 13.9 of Part 7 of this Document

New Shares	the 327,516,661 new Ordinary Shares to be issued pursuant to the Proposals, comprising the Placing Shares, the Subscription Shares and the Consideration Shares
N+1 Singer	Nplus1 Singer Advisory LLP, the nominated adviser and broker to the Company, being a limited liability company incorporated under the laws of England (company number OC364131) and whose registered office is at 1 Bartholomew Lane, London EC2N 2AX
Notice of General Meeting	the notice of the General Meeting set out in Part 8 of this Document
Offer Shares	together the Placing Shares, the Sale Shares and Subscription Shares
Official List	the Official List of the FCA
Ordinary Shares	ordinary shares of £0.005 each in the capital of the Company
Overseas Shareholder	Shareholders who are resident in, or who are citizens of, or have registered addresses in, territories other than the United Kingdom
Pageant Holdings	Pageant Holdings Limited, a Substantial Shareholder in DP Poland pursuant to the AIM Rules
Panel	the UK Panel on Takeovers and Mergers
Placee	those persons who have conditionally agreed to subscribe for Placing Shares and/or acquire Sale Shares pursuant to the Placing
Placing	the conditional placing by N+1 Singer of the Placing Shares and the Sale Shares at the Issue Price, pursuant to the terms of the Placing Agreement and Form of Confirmation and the terms and conditions of the Placing contained in the Launch Announcement
Placing Agreement	the conditional agreement dated 18 December 2020 and made between the Company (1) certain of the Directors (2) N+1 Singer and (3) Malaccan Holdings, details of which are set out in paragraph 13.5 of Part 7 of this Document
Placing Results Announcement	the press release published by the Company confirming the final details of the Fundraising following completion of the Bookbuild
Placing Shares	the 19,965,361 New Shares to be issued at the Issue Price by the Company pursuant to the Placing
Poland	the Republic of Poland
Pounds Sterling, pence or £	lawful currency of the United Kingdom
Proposals	together the Acquisition, the Fundraising, the Resolutions, the Waiver and Admission
Proposed Directors	Piotr Dzierżek, Przemyslaw Glebocki and Jakub Chechelski
QCA	the Quoted Companies Alliance

QCA Code	the QCA's Corporate Governance Code for Small and Mid-Sized Quoted Companies 2018 (as amended)
Registrar	SLC Registrars of Elder House, St Georges Business Park, Weybridge, Surrey KT13 0TS
Relationship Agreement	the relationship agreement dated 18 December 2020, between the Company, N+1 Singer and Malaccan Holdings, details of which are set out in paragraph 13.7 of Part 7 of this Document
Resolutions	the resolutions to be proposed at the General Meeting, which are contained in the Notice of General Meeting
Restricted Jurisdiction	the United States of America, Canada, Australia, New Zealand, the Republic of South Africa, Japan and any other country outside of the United Kingdom where the distribution of this Document may lead to a breach of any applicable legal or regulatory requirements
RON	the lawful currency of Romania
Sale Shares	21,828,204 Consideration Shares being sold by Malaccan Holdings pursuant to the Placing
SDRT	Stamp Duty Reserve Tax
Securities Act	the United States Securities Act of 1993, as amended
Shareholder Loan Agreements	the various loan agreements entered into between Dominium and Malaccan Holdings pursuant to which terms the Shareholder Loans have been advanced by Malaccan Holdings to Dominium, further details of which are set out in paragraph 13.15 of Part 7 of this Document
Shareholder Loans	the PLN and Euro unsecured loans advanced to Dominium by Malaccan Holdings on the terms and subject to the conditions of the Shareholder Loan Agreements which are outstanding in the aggregate principal amount of approximately €6.2 million, the obligations and rights of which will all be taken on by the Company and converted into a €6.2 million Loan Note issued on the terms of the Loan Note Instrument at the time of completion of the Acquisition
Shareholder Loan Acquisition Agreements	the various agreements pursuant to which terms all of the obligations of Dominium under the Shareholder Loans shall be taken over by the Company on the basis of a Loan Note to be issued to Malaccan Holdings, pursuant to the terms of the Loan Note Instrument, further details of which are set out in paragraph 13.3 of Part 7
Shareholder	a holder of Existing Ordinary Shares
SIP	the DP Poland plc's Employee Share Incentive Plan that was adopted by the Company on 20 July 2010 and further details of which are set out in paragraph 12 of Part 7 of this Document
Subscription	the conditional subscription by FMR of the Subscription Shares at the Issue Price pursuant to the terms of the Subscription Letter
Subscription Letter	the conditional subscription letter entered into following the release of the Launch Announcement between the Company and FMR (an existing shareholder) pursuant to which terms it has agreed to

	subscribe for the Subscription Shares, further details of which are set out in paragraph 13.12 of Part 7
Subscription Shares	the 23,784,639 new Ordinary Shares to be issued by the Company at the Issue Price pursuant to Subscription;
Subsidiary	as defined in section 1159 of the Companies Act
TIDM	tradable instrument display mnemonic
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
Unapproved Share Options	the share options granted by the Company pursuant to various standalone share option agreements
uncertificated or in uncertificated form	a share or other security recorded on the relevant register of the relevant company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
UOKiK	Urząd Ochrony Konkurencji i Konsumentów, the Polish Office of Competition and Consumer Protection
USA, United States or United States of America	United States of America, its territories and possessions, any State of the United States and the District of Columbia
US dollar or \$	the lawful currency of the United States
VAT	UK value added tax or its equivalent in Poland, as applicable
Waiver	the waiver which has been granted by the Panel, conditional upon the approval by Independent Shareholders of the Whitewash Resolution on a poll, of the obligations to make a mandatory offer for the entire issued share capital of the Company not already held by the Concert Party which might otherwise be imposed on the Concert Party under Rule 9 of the City Code, as a result of, <i>inter alia</i> , the issue of the Consideration Shares to members of the Concert Party pursuant to the Proposals
Whitewash Resolution	Resolution 1 in the Notice of General Meeting being an ordinary resolution to be voted on by the Independent Shareholders (on a poll) in order to approve the Waiver
Zloty or PLN	the lawful currency of Poland

Note: Any reference to any provision of any legislation includes any amendment, modification, re-enactment or extension of it, words importing the singular include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter gender

PART 1

LETTER FROM THE CHAIRMAN OF

DP Poland plc

Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 07278725

Directors:

Nicholas John Donaldson (*Non-Executive Chairman*)
Robert Nicholas Lutwyche Morrish (*Non-Executive Director*)
Gerald William Ford (*Non-Executive Director*)
Christopher Humphrey Robertson Moore (*Non-Executive Director*)

Registered Office:

Elder House
St Georges Business Park
207 Brooklands Road
Weybridge
Surrey
KT13 0TS

21 December 2020

Dear Shareholder,

Proposed Acquisition of Dominium S.A.

Placing of 19,965,361 New Shares and 21,828,204 Sale Shares at 8 pence per share

Subscription of 23,784,639 New Shares at 8 pence per share

Admission of the Enlarged Share Capital to trading on AIM

Approval of Waiver of Obligations under Rule 9 of the City Code

and

Notice of General Meeting

1. INTRODUCTION

On 6 August 2020, the Company announced that an application had been filed with UOKiK, the Polish Office of Competition and Consumer Protection, in connection with the proposed acquisition by the Company of the entire issued share capital of Dominium, a Polish pizza restaurant group. The application to UOKiK was made by AMC III, in anticipation of it acquiring majority control of the Enlarged Group upon completion of the Acquisition. It was also announced that the Company had entered into a non-binding letter of intent with Dominium and AMC III, the ultimate parent company of Malaccan Holdings, which contained the outline terms of the proposed Acquisition and in order to advance discussions between the parties on those terms. On 19 October 2020, the Company announced that approval for the Acquisition had been granted by UOKiK.

The Company is pleased to inform Shareholders that, amongst other things, subject to Shareholders' approval of the Resolutions, terms have been agreed to acquire the entire issued share capital of Dominium. The consideration for the Acquisition is to be satisfied by the issue to Malaccan Holdings of 283,766,661 Consideration Shares at the Issue Price of 8 pence per share, credited as fully paid, and an unsecured Loan Note of €1.3 million (approximately £1.2 million). In addition, outstanding debt of €6.2 million (approximately £5.6 million) that is currently due from Dominium to Malaccan Holdings under certain existing Shareholder Loans will be converted pursuant to the Shareholder Loan Acquisition Agreements into a further unsecured Loan Note of €6.2 million being issued to Malaccan Holdings on the same terms and in substitution for that outstanding debt. In aggregate, therefore, €7.5 million Loan Notes will be issued by the Company and remain outstanding to Malaccan Holdings upon completion of the Acquisition. The Loan Notes are not convertible.

The Acquisition constitutes a reverse takeover under AIM Rule 14 of the AIM Rules for Companies and as such is conditional, *inter alia*, on approval by Shareholders which will be sought at the General Meeting to be held on 7 January 2021, notice of which is set out in Part 8 of this Document. It is anticipated that Completion and Admission will take place shortly following the General Meeting on 8 January 2021.

The Company has also conditionally raised gross proceeds of £5.2 million pursuant to the Fundraising at the Issue Price of 8 pence per Offer Share.

The Fundraising comprises a Placing and a separate Subscription with the Company. Under the Placing, 19,965,361 Placing Shares have been conditionally placed with the Placees (being certain new and existing institutional investors) at the Issue Price, thereby raising gross proceeds of approximately £1.6 million for the Company. The Subscription is being made by one of the Company's existing Shareholders, FMR for 23,784,639 Subscription Shares at the Issue Price, thereby raising an additional £1.9 million gross proceeds for the Company.

In addition, 21,828,204 Sale Shares (comprising certain of the Consideration Shares to be issued to Malaccan Holdings pursuant to the Acquisition) have also been conditionally placed with Placees at the Issue Price (thereby raising sale proceeds amounting to approximately £1.7 million (before expenses) for the benefit of the Seller) as part of the Placing.

N+1 Singer has conditionally agreed, pursuant to the terms of the Placing Agreement, to use its reasonable endeavours to procure Placees to subscribe for the Placing Shares and acquire the Sale Shares at the Issue Price. The Placing is not underwritten.

The Subscription is being made pursuant to a separate Subscription Letter entered into by the Company and the Subscriber.

The Acquisition and Fundraising are each conditional, *inter alia*, on:

- the passing of all of the Resolutions by Shareholders at the General Meeting, which is being convened for 10.00 a.m. on 7 January 2021;
- the Placing Agreement having become unconditional in all respects (save for the condition relating to Admission) and it not having been terminated in accordance with its terms;
- the Acquisition Agreement having become unconditional in accordance with its terms save for any condition relating to Admission having occurred or to the Placing Agreement having become unconditional;
- the Subscriber having agreed to subscribe for the Subscription Shares pursuant to the Subscription; and
- Admission taking place by no later than 8.00 a.m. on 8 January 2021 (or such later date, not being later than 29 January 2021, as the Company and N+1 Singer may agree).

Application will be made to the London Stock Exchange for Admission of the New Shares. It is expected that Admission of the New Shares will become effective and that dealings in the New Shares will commence at 8.00 a.m. on or around 8 January 2021 (or such other time and/or date as the Company and N+1 Singer may agree).

If the conditions relating to the Fundraising are not satisfied, or the Placing Agreement is terminated in accordance with its terms, the Placing Shares and Subscription Shares will not be issued and the Company will not receive the related placing and subscription monies. The Fundraising and the Acquisition are each conditional (amongst other things) upon the passing of all of the Resolutions in order to ensure that the Directors have the necessary authorities and powers to allot the New Shares and complete the Acquisition. Both the Acquisition and Subscription are also conditional on the Placing Agreement becoming unconditional in all respects.

The Issue Price represents a premium of approximately 10.3 per cent. to the middle market closing price per Existing Ordinary Share of 7.25 pence on 17 December 2020 being the last business day prior to the publication of the Launch Announcement. Further details of the Fundraising are set out in paragraph 13 of this Part 1.

Details of the business and operations of Dominion are set out in paragraph 2 of this Part 1 and of the Existing Group in paragraph 5 of this Part 1.

Under presumption 9 of the City Code's definition of acting in concert, shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Code applies are presumed to be acting in concert.

On completion of the Acquisition, the Concert Party will hold 261,938,457 Ordinary Shares on Admission, representing approximately 45.0 per cent. of the Enlarged Share Capital. Details of the Concert Party are set out in Part 3 of this Document. Under Rule 9 of the City Code, the Concert Party would normally then be obliged to make a general offer to all Shareholders (other than the Concert Party) to acquire all the Ordinary Shares not owned by the Concert Party. The Panel has agreed to waive this obligation subject to the approval by the Independent Shareholders of the Whitewash Resolution (on a poll) at the General Meeting. The Acquisition is therefore also subject to the approval of the Whitewash Resolution by the Independent Shareholders. Your attention is drawn to paragraph 12 of this Part 1 and Part 3 which contains further information on the City Code and the Whitewash Resolution.

The Proposals are to be put to Shareholders at the General Meeting. Further details of the General Meeting are set out in paragraph 22 of this Part 1 and the notice of General Meeting is set out in Part 8 of this Document. The General Meeting of the Company at which the Resolutions will be proposed has been convened for 10.00 a.m. on 7 January 2021 at The Foster Room, West Meon Village Hall, West Meon, Hampshire, GU32 1LH. If the Resolutions are approved by Shareholders, it is expected that Admission will become effective and dealings in the Enlarged Share Capital will commence on AIM at 8.00 a.m. on or around 8 January 2021.

Please see the important notice set out in paragraph 22 of Part 1 of this Document concerning the implications that COVID-19 will have on attendance at the General Meeting and the measures that the Company is putting in place in respect of the same.

You should read the whole of this Document, which provides additional information on the Company, Dominion and the Proposals, and to not just rely on summaries of, or individual parts only of, this Document. In particular, you should consider carefully the "Risk Factors" set out in Part 2 of this Document.

2. INFORMATION ON DOMINIUM

Dominium was founded by Tomasz Plebaniak in 1993 as an independent restaurant business, with its first restaurant located in Warsaw.

In 2006, Dominium broadened its service offering and business model by launching a call centre, enabling customers to order takeaway pizzas in addition to the existing eat-in option. During the following years, Dominium opened a small number of restaurants in Romania, Lithuania and Ireland, however, these restaurants were later closed.

In 2013, Dominium Group received its first institutional investment from AMC III, a fund which focusses on providing mezzanine and growth capital to small and medium sized businesses in Central and Eastern Europe.

In December 2017, the founder of Dominium stepped down as Chief Executive Officer and Piotr Dzierzek was appointed as his replacement. Piotr has remained in this position since his appointment. In parallel with Piotr Dzierzek's appointment, the management board expanded with the appointments of Agnieszka Saczuk as Head of HR and Malgorzata Potkanska as Chief Financial Officer. Krzysztof Banasiak joined the board as the Chief Operating Officer in January 2020.

Under the new management team, the company has expanded its client base and increased its post IFRS 16 EBITDA by approximately 58 per cent. to PLN15.9 million (£3.2 million) in the financial year ended 31 December 2019, representing an EBITDA margin (post IFRS 16) of 18.7 per cent. (2018: PLN10.1 million (£2.1 million), representing an EBITDA margin (post IFRS 16) of 12.2 per cent.). Pre-IFRS 16 EBITDA was approximately PLN5.4 million (£1.1 million). Amongst other things, the use of high quality Italian ingredients and improvements in quality of service (including reducing delivery times) have resulted in like for like sales growth of 11 per cent. and 7 per cent. in the financial years ended 31 December 2018 and 31 December 2019 respectively. In the financial year ended 31 December 2019, system sales per Dominium restaurant was approximately PLN1.5 million (£0.3 million). During the two month period to February 2020, like for like sales grew by 14 per cent. in comparison to the same period in the prior year.

Currently, Dominium operates a total of 57 pizza restaurants in various locations across Poland with a workforce of 698 employees. Similarly to the Company, Dominium's presence is focussed in Warsaw with a total of 21 restaurants located in the Polish capital.

Restaurants

All of Dominium's 57 pizza restaurants offer eat-in facilities with only two not providing a delivery service. Customers have the option of ordering takeaway pizza through the Dominium online app, through the website, or by telephone. Delivery orders by telephone are managed centrally through Dominium's call centre. Orders can either be collected or delivered, providing the delivery address falls within a determined catchment area. The majority of deliveries are fulfilled by outsourced local contractors, however, certain restaurants have contracted drivers who use their own vehicles or scooters for use by restaurant staff.

Dominium categorises its restaurants as either standard, shopping mall or franchise of which there are currently 32, 23 and two respectively in operation. All of Dominium's restaurants operate in locations that are leased from third parties. The average age of Dominium's restaurants is 12 years.

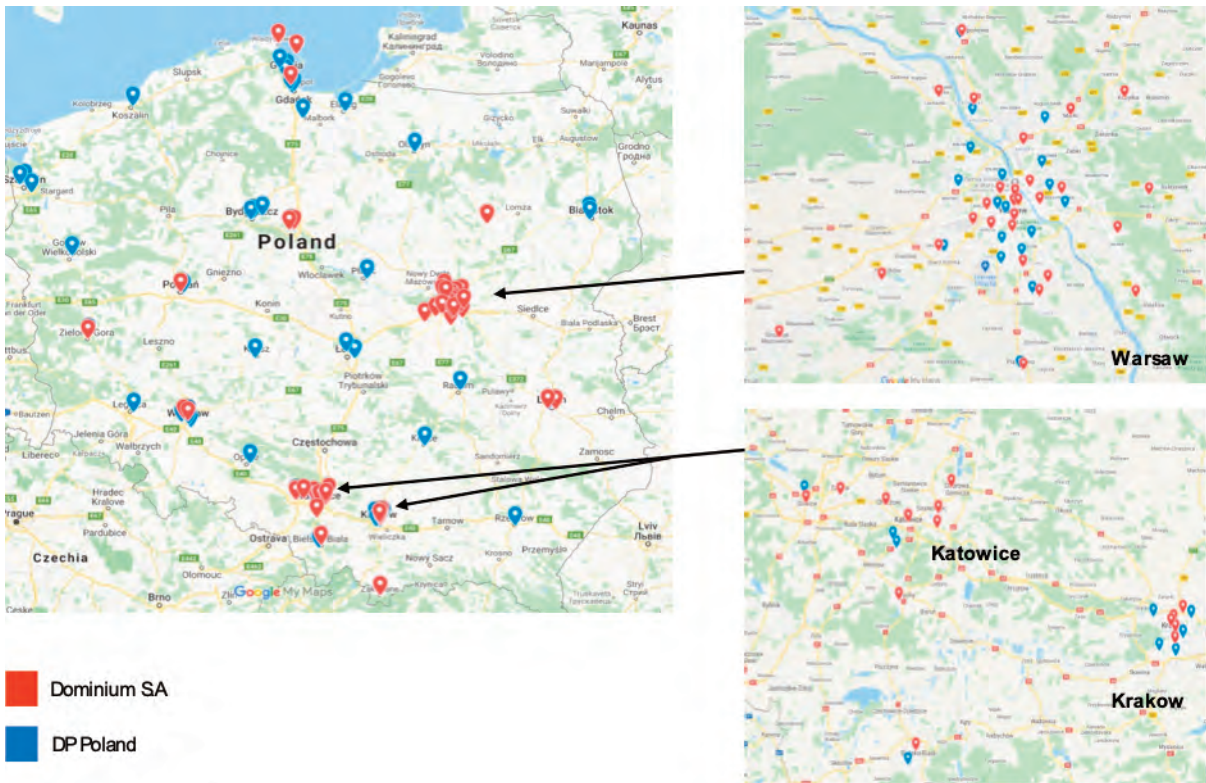
Dominium's restaurants have typically been fitted to a similar layout, as far as the respective lessor permits, and feature a standardised interior design including a children's area in all restaurants. The standard restaurant size is between 100 to 200 square meters depending on the size of the city and location. The only variations between the restaurants is their location and the provision of outdoor seating areas at selected premises.



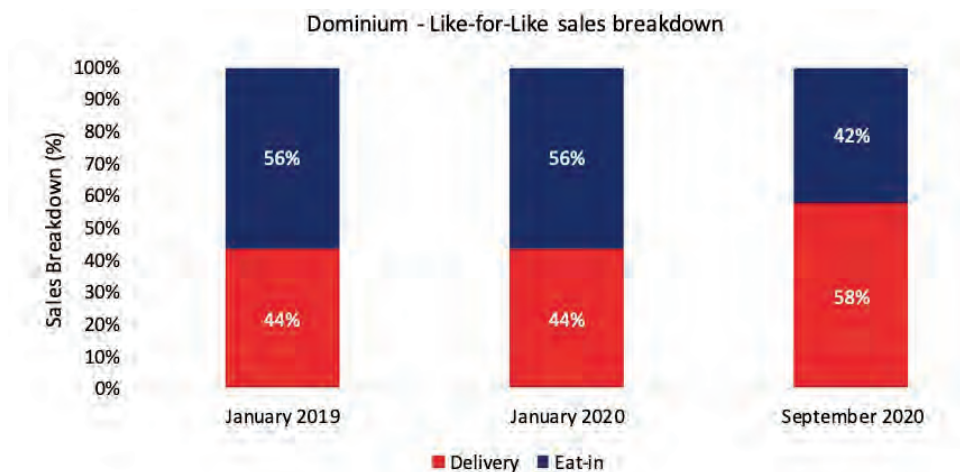
Dominium's business typically demonstrates steady trade throughout the year. Eat-in revenue is usually higher in the summer months as a result of tourist trade in prime city centre locations and during the festive period as a result of the Christmas holidays.

Due to the strong footfall and high population density in Warsaw, more than one third of Dominium's restaurants are located within the Polish capital. Dominium also has a presence in other major cities in Poland, with five restaurants in Krakow of which four are located in shopping malls, and two restaurants in each of Katowice, Lublin, Torun and Wroclaw. A further 23 restaurants are located within other cities and towns in Poland.

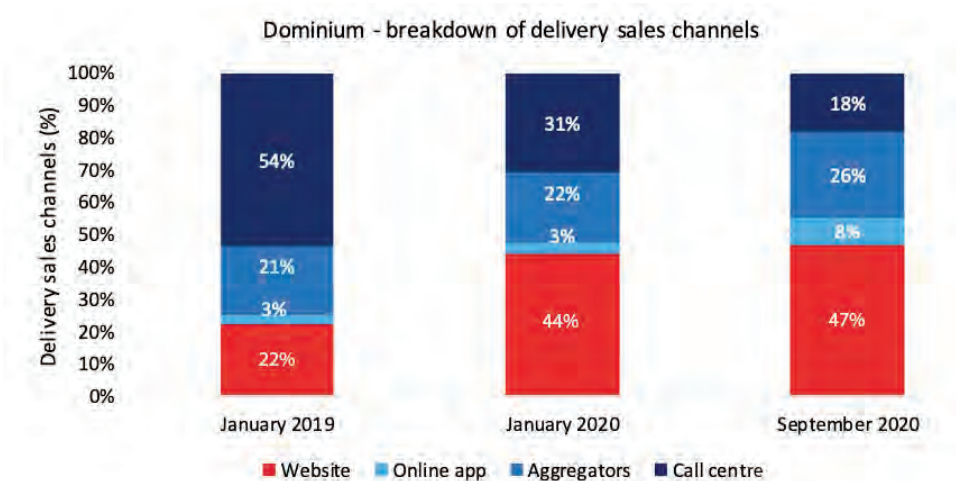
Below outlines the locations of Dominium's restaurants together with DP Poland's stores.



Historically, the majority of Dominium’s revenue has been generated from eat-in business, accounting for approximately 60 per cent. of the overall revenue in the financial year ended 31 December 2019, with delivery sales being an important contributor but notably lower than eat-in sales. The revenue split has been gradually changing, with delivery sales contributing to an increasing proportion of revenue. This trend has continued during the COVID-19 pandemic, as a result of lower footfall and lock-down measures in Poland. The proportion of delivery sales for the month of September 2020 accounted for approximately 58 per cent. of the total revenue.



In the period between January 2019 and September 2020, delivery sales increased by 29 per cent. and eat-in sales decreased by 27 per cent. on a like for like basis. The increase in the volume of deliveries has been achieved without adversely impacting the average value of delivery orders which has remained consistent. The average order receipt for deliveries during the month of September 2020 was PLN 51, which is approximately 10 per cent. higher than the average receipt value of customers dining in the restaurants. The average order receipt for Dominium during the month of September 2020 was PLN 49.



Delivery sales are generated predominantly through online channels, being the website, the Dominium online app and food aggregators, which accounted for 82 per cent. of the overall delivery sales during the month of September 2020. The use of online platforms has shown a persistent growth over time.

During the same period, Dominium’s proprietary channels, being its website and mobile app, represented approximately 55 per cent. of the overall delivery sales compared to sales generated by aggregators, which contributed to approximately 26 per cent. of delivery sales. The volume of orders placed through these online platforms has grown, and as a result, orders placed through the call centre have reduced. In the period between January 2019 and September 2020, delivery order volumes placed with call centres have reduced from 54 per cent. to 18 per cent.. This trend has had a positive impact on profitability, due to the lower customer acquisition and maintenance costs associated with the online platforms.

Menu

Dominium endeavours to provide a varied eat-in experience to its customers with a seasonal menu which features limited-time products such as winter teas and seasonal vegetables as side dishes or pizza toppings. Currently, the Dominium menu includes over 40 types of pizza, which can be served on four different types of base in addition to a number of pasta dishes, calzones, salads, Italian starters and desserts.

Furthermore, the eat-in offering provides additional menu items, such as the ‘Roman Pizza’ which is served on a sourdough base prepared using Italian style ‘00’ flour. The differentiated product offering between the delivery and eat-in menu has been designed to attract customers to visit the restaurants, enable an independent pricing policy but to also disassociate the eat-in offering from the more competitively priced delivery menu. In order to further improve the eat-in experience, with the exception of two restaurants in Warsaw, all Dominium restaurants offer alcoholic beverages to its customers.

The restaurants’ menus cater for children as well as a range of dietary requirements. These include but are not limited to, vegetarian, vegan and gluten-free options for customers who suffer from intolerances or allergies. The Dominium Directors believe that providing such flexibility to its menu is one of the key factors influencing a customer’s choice of restaurant.

Pricing

Prices for pizza vary depending on the type of base, with thick crust and whole grain bases costing more, the size and the toppings. As an example, a medium sized pizza (around 12 inches in diameter) on a traditional crust costs around PLN 40. In general, all restaurants charge the same prices, as set by Dominium, albeit with a few exceptions mostly in restaurants with high tourist footfall.

The pricing strategy is different for eat-in and delivery. Delivery pricing is closely benchmarked to Dominium’s competitors and is based upon a range of special offers and discounts. These promotions vary by weekday, time of the day or target customers (e.g. students). This approach enables Dominium to split its customers by type and provide individual targeted offers to each category.

Typical promotions being offered include:

- 40 per cent. off for students;
- two-for-one on classic pizzas (pizzas which tend to have more basic toppings) for both eat-in and takeaway; and
- 50 per cent. off for eat-in diners before 1.00 p.m.

Key strengths

The Directors believe that Dominium's key strengths include:

- **Experienced and dedicated team:** Dominium has over 27 years of operations in Poland over which time it has built a strong and committed team across the corporate structure. The existing management has transformed the organisation from a founder-led company to a business driven by KPIs. Dominium has introduced a number of incentive plans for low and mid-level personnel to help focus on delivering sales and profits. The Dominium management team has promptly reacted to the COVID-19 pandemic and the associated risks by implementing cost cutting measures, renegotiating rental payments, obtaining state aid and promoting the delivery offering.
- **Established brand and wide customer reach:** Dominium is one of the leading pizza brands in the Polish pizza market and, with a network of loyal customers, now processes over 130,000 order receipts per month. The established brand attracts customers to the restaurants in prime locations.

As a result of being a well-established brand, opening new restaurants does not usually require incremental expenditure on advertising, marketing or IT development. The large scale of Dominium's operations is a powerful negotiation tool with suppliers of products and services (e.g. logistics) which can bring economies of scale to the Enlarged Group.

- **Efficient organisation, proven business practices:** Dominium has a consistent history of positive EBITDA. The Directors believe that the business' efficient cost management and internal procedures have enabled Dominium to provide a high-quality offering whilst also being cash generative. Out of the entire network of restaurants, only two were lossmaking during the financial year ended 31 December 2019 and the company managed to increase its EBITDA (post IFRS 16 adjustments) by approximately 58 per cent. on the prior year. The Directors believe the business is well positioned for further growth but can also adapt to more challenging periods. Despite the disruptions caused by the COVID-19 pandemic, Dominium generated PLN 2.7 million post-IFRS 16 EBITDA in Q3 2020 (during a period when restaurants were open in Poland).
- **Flexible business model:** Dominium operates a balanced business model comprising both eat-in and delivery. The restaurants provide customers with a high quality eat-in experience that provides a platform for repeat orders by delivery at a later date. Restaurants in high street locations and major cities serve as showrooms and not only generate margin but also support the sales on delivery.

The provision of a delivery and takeaway service has also enabled Dominium to continue trading and adjust to the recent restrictions imposed by the Polish Government in response to the COVID-19 pandemic which included the closure of all restaurants during March 2020 and the more recent restrictions, including restaurant closures, in November 2020. During this period of heightened restrictions, customers moved to ordering deliveries online, with delivery revenue growing by 35 per cent. and 45 per cent. in April 2020 and May 2020 respectively compared to the same months in 2019. The Directors anticipate this trend of ordering deliveries online will be repeated during the more recently announced closure of restaurants during November 2020.

3. BACKGROUND TO AND REASONS FOR THE ACQUISITION

The Board believes that the Acquisition is in the best interests of the Company and have summarised the rationale behind the Acquisition below:

Creating a leading player in Poland

The Company has grown since its initial listing on AIM in 2010, and it continues to enhance awareness of the Domino's brand in Poland. However, the Company has historically lacked both the presence (in terms of store numbers) and the resources required to promote the brand to a desired level.

The Acquisition will almost double the number of stores within the Company's portfolio, and will provide a basis for further expansion and market penetration into both existing and new cities and towns, enabling the Company to further build upon the reputations which have been developed by DP Poland and Dominium respectively.

The Directors believe that Dominium's operations are complementary to the Company's, particularly as the Dominium brand is primarily recognised as an "eat-in" concept. Certain Dominium restaurants are located in some of the most prominent tourist destinations in Poland which is considered by the Directors to be an extremely valuable asset, given the importance of footfall on revenue generation for both eat-in and takeaway sales.

The Directors also believe that the combination of the two businesses will place the Company within the top three pizza chains in Poland in terms of stores and restaurants. It is expected that this improved scale will help the Company to achieve its objective of becoming a market leader in Poland, facilitate a step change in revenue and will help defend its current position from the growth noted amongst competitors. The Directors believe there is an opportunity to leverage relationships with food aggregators to help drive organic growth.

Synergistic opportunities

There are a number of cost savings which are expected to arise from the Acquisition, as well as the potential to optimise processes and benefits from economies of scale which are driven by an enlarged business.

The Directors believe the following synergies will arise as a result of the Acquisition:

Procurement savings

The Enlarged Group will (i) select preferable suppliers from the two supplier pools, basing its decision on those which offer a more attractive value proposition for the individual ingredients; (ii) expect to benefit from volume discounts on significantly larger purchase volumes; and (iii) improve bargaining power through increased significance within its market.

Insourcing dough production

The Company's commissaries will produce fresh dough for all of the stores including Dominium's portfolio, which will generate cost savings compared to the frozen dough currently purchased by Dominium and improve production efficiency with increased volumes, therefore further driving down the average unit cost.

Headquarters and systems integration

The Enlarged Group will be capable of being run by a smaller head office team than the simple aggregate of the existing DPP Group and Dominium head office teams, which the Directors expect will lead to certain cost savings arising from headcount optimisation.

The Enlarged Group will also be run from a single head office, therefore crystallising savings on rent and other administrative costs. Furthermore, the Enlarged Group will consolidate its IT systems and discontinue less efficient or legacy systems, providing further administrative savings.

Following the Proposals, certain director fees currently payable to the founder of Dominium will be discontinued.

Store network optimisation

The Enlarged Group will be able to optimise its store footprint which may include (i) selective shutdowns or relocations of loss-making stores; (ii) selective shutdowns of neighbouring stores where the combined volume of business does not justify maintaining both locations; and (iii) selective buy-outs of sub-franchisee operated restaurants, particularly where these are nearby competitors of a Dominium store. The buy-out of any sub-franchisee operated restaurant will be subject to a negotiation process with the individual franchisees.

Improved efficiency of food deliveries

At present, the two organisations deliver orders independently of each other. The Company delivers using its own in-house drivers and fleet of scooters and vans, whilst Dominium currently provides its delivery service using a combination of its own logistics and a number of third party food aggregators, including Uber Eats and Glovo. Following completion of the Proposals, it is intended that all deliveries will be

undertaken by a fully integrated in-house delivery team, which will help to reinforce the Domino's brand, and is expected to be more efficient than using a combination of in-house and outsourced delivery solutions.

Furthermore, where possible, it is expected that orders for delivery will be fulfilled by the current DPP Group's stores, which are equipped with more efficient equipment (i.e. ovens). This will help to consolidate the delivery staff towards these stores, and this is expected to have a positive impact on the unit cost of delivery.

Call centre savings

In recent years, the Dominion Directors have noted that the proportion of orders placed through either the Dominion mobile app or website has been increasing; this trend has already resulted in reducing the running costs of Dominion's call centres. By integrating and promoting the online ordering platforms of both businesses (which includes the websites and the mobile app) it is expected that the current trend of reducing order volumes through call centres will continue, potentially at an increased rate, which should further reduce expenditure on call centres.

Marketing savings

Currently, the two organisations have separate marketing budgets, with different suppliers used for print media and mailshots such as promotional flyers. As a combined group, it is expected that the marketing campaign and therefore budgets will be consolidated, under the Domino's branding. In addition, the similarity of the Dominion brand with Domino's will enable the Enlarged Group to capitalise on the brand strength going forward. The Dominion brand will be rebranded as "Dominium by Domino's" for an interim period of up to three years to ensure a smooth transition and maximise customer retention. Following the transition period all Dominion stores will incorporate the Domino's branding.

Integrated menu and marketing activity

The Enlarged Group will offer its products from a single integrated menu, although the menu options may vary between eat-in and delivery offerings. The Directors expect the integration of the two menus is expected to bring about a number of significant benefits, which include (i) focussing on best-selling products and elimination of less popular or lower margin items; (ii) improved, uniform price structure across the Enlarged Group and the product range providing the opportunity to increase the average receipt value of DP Poland (PLN43 during the six months ended 30 June 2020); (iii) targeted promotional effort; and (iv) streamlining production processes. The Directors intend to introduce products that generate incremental sales which is expected to broaden the baskets of products per order.

Further details on the synergies which the Directors to arise from the Acquisition are included in section B of Part 6 of this Document.

Strengthening the business model

The Directors believe that the Acquisition will help to broaden the Company's existing target market, with the addition of new takeaway customers who are within the Dominion store's geographic catchment areas and those looking to enjoy the eat-in facilities of the restaurants. By adding a network of well-known and established restaurants and stores to the Company's existing portfolio, the Directors expect to attract a wider customer audience through the addition of an eat-in offering.

Furthermore, the combination of eat-in and delivery is expected to reduce the seasonality of DP Poland's business. The Directors note that during warmer months, demand for delivery service weakens as consumers seek to spend larger amounts of time outdoors and prefer lighter meals.

The Directors envisage that the Acquisition will provide a platform from which the Company can build upon the awareness and brand loyalty which each of the brands have established, whilst applying the Company's existing culture of quality and service in order to provide a seamless service across an increased number of stores and locations, with a greater product offering to satisfy the demands of a wider customer base.

Improve market presence

Whilst the Company has an established presence in many desirable locations in Poland, the Company strives to be one of the key players in the Polish casual dining industry. The Directors believe that a strategic and synergistic consolidation would facilitate this strategic objective through an increased footprint.

Furthermore, the Acquisition complements the Company's existing geographical footprint, as the Target has a number of locations in the southern regions of Poland which provide access to a regional market which the Company does not currently serve.

Earnings/EBITDA accretive

Taking into account the synergies above and under a number of scenarios which have been extensively tested by the Company, the Acquisition is expected by the Directors to be earnings accretive.

Optimising existing capacity

DP Poland has two fully operational commissaries, located in Łódź and Warsaw, which supply the network of stores with fresh dough and ingredients. Following the commissary expansion which was completed in August 2017, the commissaries have a combined capacity to supply approximately 150 stores. Taking into account that the Company currently has 69 stores, it is apparent that the commissaries are significantly underutilised, particularly when considering the associated costs.

The Directors are of the opinion that the existing DP Poland commissaries will provide an effective and efficient supply solution to the Enlarged Group's network, whilst the remaining commissary capacity will act as a platform for store growth.

Support from Domino's Pizza Inc.

The support from DPI is deemed to be of significant strategic importance in the opinion of the Directors, in the context of both the Proposals and the strategy of the Enlarged Group going forward. DPI have agreed to support the Enlarged Group with its integration and subsequently its expansion, by providing certain financial and non-financial incentives. The details of the incentives are confidential to the parties to the agreement. However, the key elements of the agreement relate to the restaurant operations, such as temporarily branding "Dominium by Domino's" for the eat-in business, and operational support from DPI in the integration process, for example by providing advice on restaurant conversion and menu composition. The agreement is conditional upon the Enlarged Group achieving certain clauses in the Master Franchise Agreement. Further details of the Master Franchise Agreement (as amended) can be found in paragraph 13.9 of Part 7 of this Document.

Additionally, the Directors believe that the Enlarged Group's opportunity for success will be strengthened by continuing to own the exclusive rights to operate under the Domino's brand in Poland.

4. PRINCIPAL TERMS AND CONDITIONS OF THE ACQUISITION

On 17 December 2020, the Company entered into the Acquisition Agreement, pursuant to which it has conditionally agreed to acquire the entire issued share capital of Dominium in exchange for the issue to Malaccan Holdings of the Consideration Shares at the Issue Price, credited as fully paid, and the issue of a €1.3 million Loan Note on the terms of the Loan Note Instrument, in each case upon completion of the Acquisition.

In addition, outstanding debt of €6.2 million that is currently due from Dominium to Malaccan Holdings under certain existing Shareholder Loans will be converted under the terms of the Shareholder Loan Acquisition Agreements into a further unsecured €6.2 million Loan Note that will also be issued by the Company to Malaccan Holdings at the time of completion of the Acquisition. This €6.2 million Loan Note will also be issued on the terms of the Loan Note Instrument in substitution for and in settlement in full of all amounts that are currently outstanding under the Shareholder Loans.

In aggregate, therefore, €7.5 million aggregate principal of Loan Notes will therefore remain outstanding from the Company to Malaccan Holdings following completion of the Acquisition. Under the Loan Note Instrument, the Loan Notes will carry interest at the rate of 3 per cent. per annum and have a maturity date of three years from the date of issue.

The Acquisition Agreement is conditional upon, *inter alia*:

- the passing of all of the Resolutions at the General Meeting;

- the Placing Agreement becoming unconditional in all respects; and
- Admission becoming effective.

Further details of the Acquisition Agreement are set out in paragraph 13.1 of Part 7 of this Document.

5. INFORMATION ON THE EXISTING GROUP

The Company was first admitted to trading on the AIM market of the London Stock Exchange on 28 July 2010. At this time, £6.5 million was raised to commence the roll out targeting the opening of over 50 Domino's Pizza stores in Poland, initially focussed in Warsaw, within a four to five year period.

On admission, the Domino's brand did not have market operations in Poland and this remained the case until February 2011, when the Company opened the first Polish Domino's Pizza store in the affluent Mokotów district of Warsaw.

Since then, DP Poland has raised a total of approximately £29 million through a total of five equity fundraisings, the most recent of which took place in February 2019. The proceeds have predominantly been used to fund the roll out of Domino's Pizza stores, build two commissaries, sustain sales and marketing expenditure in order to boost awareness of the brand and offering, and to provide loans by the Company for sub-franchised store openings.

In November 2017, the Company celebrated the opening of its 50th store in Poland.

Locations

Currently, there are 69 Domino's Pizza stores across 29 Polish towns and cities. Of these stores, 50 are corporately run with two managed under management contract and 19 are operating under sub-franchise agreements.

Each store services a defined delivery catchment area designed to ensure that pizzas can be delivered within 25 minutes of an order being received. Stores are typically located in high population density areas, targeting Poland's younger and more affluent residents.

Stores

The Company operates stores under a simple and cost-effective model designed for delivery and takeaway. The stores have a small footprint, typically around 70 to 90 square metres, have no or limited eat-in facilities, and require limited capital to fit out. The stores are fitted out in line with the latest Domino's store design and are identifiable by the distinctive red, white and blue Domino's Pizza branding.

All new stores in Poland are designed using the "S2 Store Concept", incorporating the best store design features from both the USA and Australia, with a focus on an efficient store footprint and a cost-effective fit-out. The average age of DP Poland's stores is approximately 4 years.

Pictured is the Domino's Pizza store in Piaseczno, a suburb of Warsaw, fitted-out following the S2 Store Concept.



All stores use Domino's Pizza's PULSE point-of-sale system which provides touch screen ordering, administrative and reporting capabilities and customer relationship management that enables customer recognition and tracking of customer preferences.

Alongside in-store orders and collection, delivery orders can be placed both through the Company's website and the use of food aggregators such as Pyszne (takeaway.com) and Glovo. The Directors believe that the addition of partnership agreements with food aggregators has had a positive impact on order numbers and increases brand awareness in regions where the Domino's brand is less well known.

Products

The Company offers a broad range of pizza that is typically available in established European markets. However, in addition to traditional pizzas such as pepperoni and margarita, it also offers locally tailored pizzas using local high quality traditional ingredients. Every pizza is freshly prepared in store using a fresh dough ball, sourced from the Group's commissaries, and topped with pizza sauce made from high quality tomatoes, real mozzarella cheese and a choice of high quality meats, fresh fruit and vegetables. All ingredients are required to meet Domino's Pizza's quality standards and are prepared according to its prescribed methods and processes. The stores also offer a range of starters, side items, desserts and drinks approved by DPI.

The Company has two commissaries in operation with a total capacity to serve approximately 150 stores. The first is in Warsaw which serves the capital and east Poland, and the second in Łódź, positioned with good transport links, serving the north, south and west of Poland. The commissary produces fresh dough and sells a range of products (from pizza toppings to packaging) to both corporately owned stores and the franchisees.

Pricing varies depending on the size, type of pizza base and toppings ordered. A typical medium pizza costs PLN 40.

DP Poland offers the same total satisfaction guarantee as other Domino's Pizza franchise operations, that is, if a customer finds any product to be below their expectations, they can at a minimum receive a full refund or a replacement. The Existing Directors believe that food quality is important in Poland and that, historically, the perceived quality of home delivery pizza is poor and delivery service is unreliable. The Company is committed to the use of fresh produce, where possible, in the preparation of its pizzas. The Existing Directors believe that this enables the Company to consistently provide high quality products to its customers.

The Existing Directors' previous experience with other serviced food and drinks brands (including in Poland) has given them the know-how to source, cost effectively, high quality foodstuffs, packaging and equipment.

All stores are regularly inspected by the management team to ensure the highest standards in product quality and customer service are maintained.

Marketing

The Existing Directors believe marketing is critical to the success of the Domino’s brand in Poland and helps increase brand awareness and market share.

The Company typically runs both national and local marketing campaigns to attract new and retain existing customers. Promotions include family deals, student discounts, pizza of the day deals and discounts on multiple pizza purchases.

Master Franchise Agreement

The Master Franchise Agreement, dated 25 June 2010, sets out how the Group is to manage and develop the Domino’s Pizza system and concept in Poland.

Under the Master Franchise Agreement, DPP SA pays DPIF, the current franchiser entity and successor in interest to DPOF, an ongoing sales royalty fee. In return DPP SA is granted exclusive use of the Domino’s Pizza brand in Poland and the use of the systems and know-how of the DPI Group.

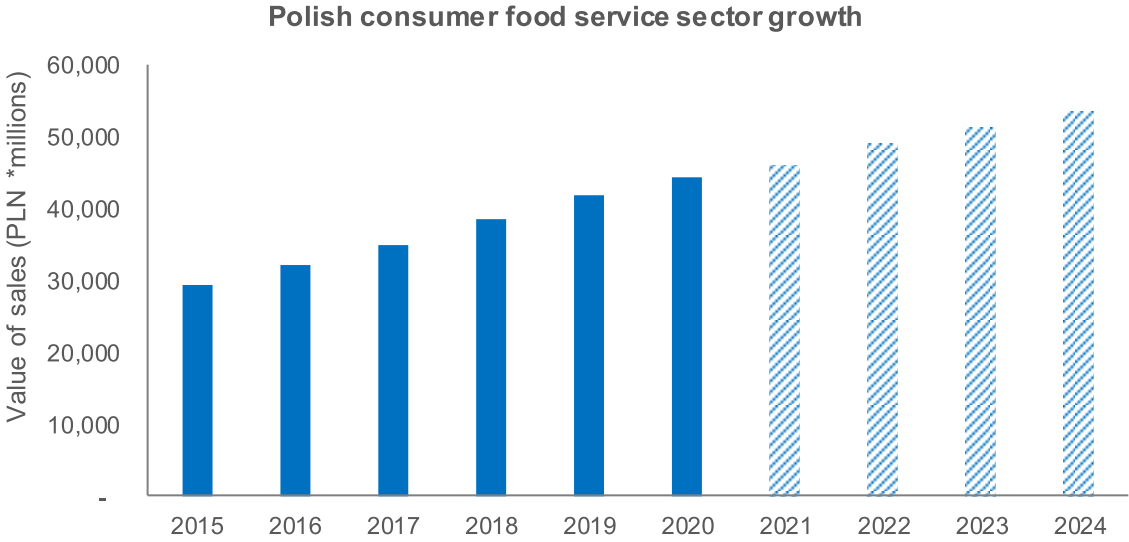
Under the Master Franchise Agreement, DPP SA enjoys its exclusive rights for a period of 15 years, with an option (subject to certain conditions) exercisable by DPP SA to renew for another ten years on the DPI Group’s then standard form master franchise agreement. This agreement allows DPP SA to open and operate and sub-franchise stores in Poland as well as to establish commissaries. Further details on the Master Franchise Agreement are included in paragraphs 13.9 and 13.10 of Part 7.

6. MARKET OVERVIEW

A growing industry

The consumer food service sector in Poland, which includes cafes, bars, restaurants, kiosks, home delivery and takeaway generated approximately PLN 41.92 billion (£8.6 billion) in 2019. As the graph below illustrates, the sector recorded, a four-year compound annual growth rate (“CAGR”) of 9.3 per cent. from 2015 to 2019².

Prior to the outbreak of COVID-19, Euromonitor estimated that the consumer foodservice sector in Poland would continue to grow at CAGR of 5.0 per cent. for the next five years until 2024.³



The growth in the industry has been attributed to, amongst other factors, rising incomes and confidence in expenditure which has led to consumers in Poland eating out more often. Additionally, lifestyle changes, busy working days and a lack of time have driven sales of takeaway, delivery and other convenient foodservice solutions⁴.

² Source: Euromonitor International, “Consumer Foodservice in Poland” April 2020, page 3

³ Source: Euromonitor International, “Consumer Foodservice in Poland” April 2020, page 3

⁴ Source: Euromonitor International, “Consumer Foodservice in Poland” April 2020, page 1

During 2019, approximately 85 per cent. of Polish households used a food delivery service with food delivery amounting to approximately PLN 6.7 billion or 25 per cent. of the overall restaurant market in 2019. During 2019, online delivery orders have been growing by up to 50 per cent. per annum reaching approximately PLN 1.3 billion. The chart above shows the anticipated growth in the Polish food delivery market to 2024.

Further technological advancements within Poland are expected to increase the role of delivery services, mobile applications and food e-commerce in the market⁵.

Potential for store roll-out

The Directors believe that, based on the success of other Domino's business and taking into account the urban population of Poland, there is currently the potential for material store and restaurant expansion in Poland.

The opportunity

The Directors believe that the Acquisition will enable the Company to take advantage of the current opportunity within its industry, and to grow and consolidate from an improved position in the market due to the following factors:

- ***There are multiple sub-scale and loss-making brands***

In the opinion of the Directors, there are a number of competitors whose expansion plans have not materialised with some even losing market share due to store closures. Additionally, the Directors believe the issues faced by many of the Company's small scale competitors will have been exacerbated by the COVID-19 pandemic.

- ***The Acquisition provides immediate scale***

The Acquisition will provide the Company with the opportunity to reinforce its market position and become a major player in its industry with 126 store and restaurant locations across Poland.

- ***Impact of COVID-19***

Furthermore, the Directors note that the Company's sales have improved during the COVID-19 pandemic whereas sales of a number of quick service restaurants have been impacted adversely.

Poland

The Directors believe that Poland provides an attractive market for the Domino's brand, particularly as it has one of the largest populations within the EU, with 38 million residents, providing a sizeable target market coupled with its prolonged uninterrupted GDP growth and increasing consumer expenditure.

Polish Economy

The Polish economy has been one of the fastest growing economies in the EU over recent years, with household consumption and wages increasing.

The Directors note that the demand for takeaway and delivery food increased during 2019 due to the population's lack of time and busy working days, whilst chain restaurants recorded further growth, and are predicted to increase their share over independent players in the coming years, with increased demand for vegetarian, vegan and non-meat alternatives as well as a growing trend of plant-based diets. The Directors believe that the Enlarged Group, with its increased product offering, will enable the Company to capitalise on each of these growing trends and capture an increased share of the market, in line with the strategic aims of the Board.

⁵ Source: Euromonitor International, "Consumer Foodservice in Poland" April 2020, page 3

Consumer spending

Consumer spending in Poland has continuously grown over the last decade, with the highest growth rate in that period being 4.48 per cent. in 2017. In 2019, consumer spending in Poland grew 3.79 per cent., and the five year CAGR between 2015 and 2019 was 3.34 per cent. ⁶

During September 2019, the Polish government announced plans to increase the minimum monthly wage in Poland. At the time of the announcement, the minimum gross monthly wage in Poland was PLN 2,600 per month. The increase is planned in phases, with the minimum gross wage increasing to PLN 2,800 per month by the end of 2020 and to PLN 4,000 per month by the end of 2023.

Expectations of resilient performance

Whilst the European Commission anticipates the EU economy will experience a deep recession this year as a result of the COVID-19 pandemic⁷, forecasts for Poland's performance in 2020, in terms of GDP growth compared to the prior year, are expected to be among the best of the 27 members⁸. A number of publications have noted expectations for Poland's economy to demonstrate its resilience during the COVID-19 pandemic^{9 10}.

The International Monetary Fund ("IMF") recently revised Poland's GDP forecast to minus 3.6 per cent. from minus 4.6 per cent. which was previously forecast in June 2020. It is expected that Poland's GDP will grow by 4.6 per cent. in 2021, rather than 4.2 per cent. forecast in June 2020. The IMF also estimates the unemployment rate to remain largely unchanged at 3.8 per cent. (2019: 3.3 per cent.)^{11 12}.

Furthermore, in September and October this year, credit rating agencies Fitch and S&P Global affirmed their respective ratings of 'A-' and 'A-/A-2' for Poland, with both noting that the outlook for their ratings remained stable^{13 14}.

Competition

In recent years, the Polish pizza market has become increasingly competitive particularly with the growth of existing chains such as Da Grasso and Telepizza but also with the emergence of other international chains such as Pizza Hut.

To provide context of the size of these competitors, the chart below displays the relative size, in terms of store numbers, of the Company's main competitors:

⁶ <https://www.macrotrends.net/countries/POL/poland/consumer-spending>

⁷ The European Commission, "A Deeper Recession with Wider Divergences", page 1 https://ec.europa.eu/info/business-economy-euro/economic-performance-and-forecasts/economic-forecasts/summer-2020-economic-forecast-deeper-recession-wider-divergence_s_en

⁸ The European Commission, "A Deeper Recession with Wider Divergences", page 35

⁹ Bloomberg, "EU's Most Virus-Shielded Member Seen Headed for U-Shaped Rebound", <https://www.bloomberg.com/news/articles/2020-05-11/eu-s-most-virus-shielded-member-seen-headed-for-u-shaped-rebound>

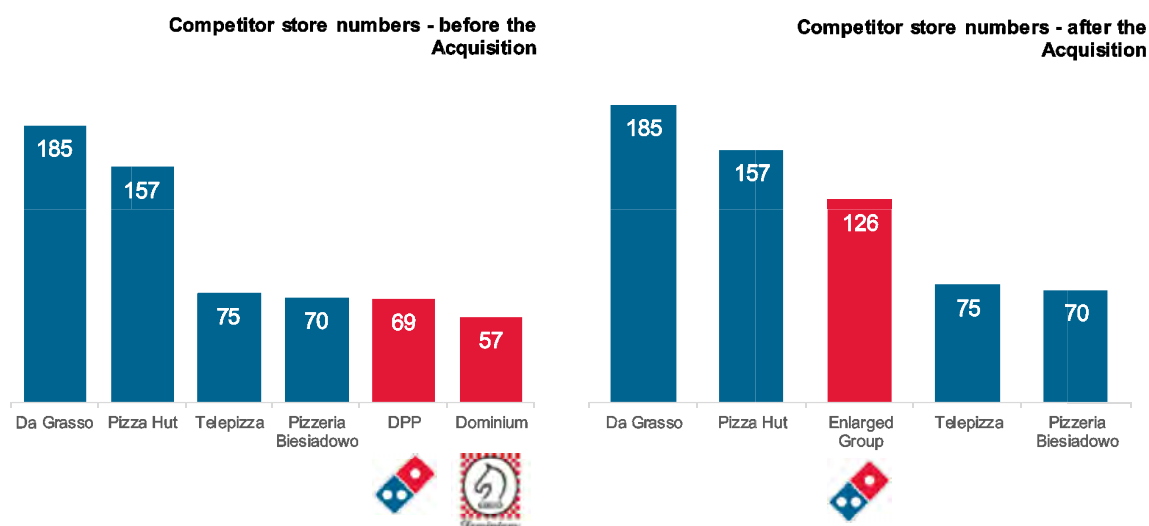
¹⁰ Fitch, "Fitch Affirms Poland at 'A-'; Outlook Stable" <https://www.fitchratings.com/research/sovereigns/fitch-affirms-poland-at-a-outlook-stable-27-03-2020>

¹¹ Warsaw Business Journal, "IMF revises Poland's GDP forecast for 2020 up by 1 pp to minus 3.6%", <https://wbj.pl/imf-revises-polands-gdp-forecast-for-2020-up-by-1-pp-to-minus-36percent/post/128651>

¹² The International Monetary Fund, <https://www.imf.org/external/datamapper/profile/POL>, October 2020

¹³ Fitch, <https://www.fitchratings.com/research/sovereigns/fitch-affirms-poland-at-a-outlook-stable-25-09-2020#:~:text=Fitch%20Ratings%20%2D%20Frankfurt%20am%20Main,%2D'%20with%20a%20Stable%20Outlook>

¹⁴ Ministry of Finance, "S&P Global Ratings affirms Poland's credit rating", <https://www.gov.pl/web/finance/sp-global-ratings-affirms-polands-credit-rating#:~:text=On%20October%20%2C%202020%20S%26P,%2C%20respectively%2C%20in%20local%20currency>



Alongside the growth of existing pizza chains in Poland, over the last few years the new food delivery aggregators have undertaken aggressive marketing activity. To counteract the potential loss of market share, the Company is working with Poland's delivery aggregators Glovo and Pryzme.

As demonstrated by the chart above, the Acquisition is expected to bring immediate scale and as a result, enhance the Company's position within its industry.

7. ENLARGED GROUP'S STRATEGY

The strategy of the Enlarged Group will be based on two key principles: operational efficiency achieved through the realisation of synergies; and growth initiatives aimed at driving profitability and sustainable growth. Further details on the synergies are included in paragraph 3 of this Part 1 as well as section B of Part 6 of this Document. In this paragraph, the Directors present the growth initiatives which have been determined for the Enlarged Group going forward.

The Concert Party has informed the Existing Directors that it intends to allow the Company to continue with its proposed strategy for the Enlarged Group. Further details outlined in paragraph 3 of Part 3 of this Document.

Store network optimisation

The Directors intend to conduct a detailed assessment and review of the Enlarged Group's store network. This assessment may result in:

- (i) closures of certain stores which are deemed by the Directors to be negatively impacting the financial performance of the Enlarged Group;
- (ii) closures of stores which duplicate presence within an area, or are in close proximity to another store, where there is no business justification to maintain both stores; and
- (iii) buy-out of certain sub-franchised stores which are currently competing with, or are in close proximity to, a Dominium store.

Store roll-out

Following the store optimisation, the Enlarged Group intends to restart a store roll-out programme, expanding its portfolio with a mix of corporately managed as well as sub-franchised stores. The Directors expect that the Enlarged Group will be able to open up to five new locations (which will represent approximately 4 per cent. growth in stores) during 2021, with momentum increasing from 2022 onwards with a target of 10 to 15 store openings per annum. The Directors expect that the pace of roll-out may be further increased, with new sub-franchisee store openings, once the store model is proven. The growth is expected to be financed from internal cash flows.

Streamline costs

By increasing the scale of the Enlarged Group by implementing the store roll-out programme and achieving sales growth within the existing portfolio, the Directors believe the Enlarged Group will improve its operational efficiency. The key drivers for improved efficiency include, in the opinion of the Directors:

- (i) fully utilising the Company's two commissaries;
- (ii) improving the utilisation of delivery staff with dynamic staffing during peak delivery hours;
- (iii) optimising unit cost of delivery;
- (iv) bolstering purchasing power within its supply chain, predominantly relating to the procurement of ingredients and other food stuffs; and
- (v) improving operational gearing, by achieving store growth from the Enlarged Group's relatively fixed overhead costs.

The potential increase in operational efficiency, as outlined above, is expected to be incremental to the synergies arising from the Acquisition.

Leverage technology

The Directors anticipate that the Enlarged Group will be able to integrate its technologies, use its combined resources to invest in more sophisticated technology platforms and solutions, and optimise its current technological capabilities as the scale of the operations increase.

In order to expand the customer base, the Directors intend to invest in the ordering platform of the Company's website and convert the Dominion mobile app into a Domino's branded app. They expect that this will help to grow the number of trial users, improve conversion, generate upselling opportunities and help to retain and improve existing customer loyalty by:

- (i) improving user experience of the website and mobile app;
- (ii) improving customer segmentation and targeting of promotions;
- (iii) utilising information gathered from the ordering engine, conducting more sophisticated data analytics; and
- (iv) providing a more personalised customer engagement through loyalty programme, order history and repeat ordering as well as streamlined payment.

The Directors believe there is also scope to improve the efficiency of the Enlarged Group's back-office functions, such as the finance and accounting department, through the use of more sophisticated technology packages.

Brand awareness

As a combined business, the Enlarged Group will focus its advertising and marketing budget solely on the Domino's brand, in addition to an almost doubled store footprint. The Directors expect that this will accelerate the development of brand awareness among Polish consumers and this will also improve the efficiency of the advertising spend. The Directors also believe that an improvement in brand awareness will appeal to potential sub-franchisees, which is expected to lead to an increase in store numbers.

Furthermore, the Directors anticipate that the eat-in setting of the Dominion restaurants will complement the Company's existing service and quality perception among customers, and the restaurants will serve as a showroom for the delivery business, by providing restaurant-quality food available for delivery to the customers' doorsteps.

The Dominion brand will be rebranded as "Dominium by Domino's" for an interim period of up to three years to ensure a smooth transition and maximise customer retention. Following the transition period all Dominion stores will incorporate the Domino's branding.

The restart of the new store roll-out (including through sub-franchised restaurants) will further support the development of the Domino's brand within Poland.

Improve service and quality

The Directors expect that as a result of the Proposals, the Enlarged Group will benefit from the reciprocal exchange of best practices, key competences and competitive advantages of the two organisations. As a result, the quality of product as well as service level should improve across the footprint, with key elements being:

- (i) switch from frozen to fresh dough;
- (ii) consolidation of food ingredients purchases, driving improved and/or more consistent quality;
- (iii) improved delivery times; and
- (iv) more convenient and consistent online and call centre experience for the delivery and takeaway customers.

Integration

The Directors recognise that in order to achieve some of the expected synergies which are outlined in paragraph 3 of this Part 1 of this Document, it will be necessary to monitor and modify, as appropriate, the integration of the two businesses. The Directors believe there is potential to generate cost savings within the Enlarged Group and their initial review has identified opportunities to rationalise certain corporate overheads and support functions, where there are overlapping teams within the Enlarged Group.

The Directors attach great importance to the skills and experience of the existing employees of DP Poland and Dominium and believe that they will benefit from greater opportunities within the Enlarged Group following the Acquisition. Subject to the outcome of this review, there may be a low single digit percentage reduction in the Enlarged Group's headcount and functions where there is duplication across the Enlarged Group.

Furthermore, the Directors intend to operate the Enlarged Group's business from a single headquarters in Poland. The Enlarged Group will utilise the Dominium headquarters once DP Poland's lease arrangements for its Polish headquarters have expired in H1 2021. DP Poland will retain its registered office in Weybridge, Surrey.

Implementation plan

The Directors have devised an implementation plan and set internal targets for the Enlarged Group in order to maximise the potential benefits of the Acquisition. These include the following:

- the Directors will focus on the integration of the two businesses and expect to realise the synergies outlined in this Document throughout the financial year 2021;
- to smoothen the customer transition and utilise the brand loyalty of the existing Dominium customer base, the Dominium eat-in locations will operate under the "Dominium by Domino's" brand for a period of up to three years;
- the Directors will aim to complete the review and optimisation of the Enlarged Group's store network by the end of Q2 2021;
- the Directors aim to fully integrate the IT and systems platform across the Enlarged Group by the end of Q4 2021;
- up to five new locations are expected to open during 2021, with this momentum increasing in 2022;
- targeting positive consolidated pre-IFRS 16 EBITDA for the Enlarged Group; and
- the Directors will review the sub-franchise opportunities once the corporate store model has been proven.

8. SUMMARY FINANCIAL INFORMATION

DP Poland

The following summary of financial information relating to the Existing Group's activities for the three years to 31 December 2019 and the six months ended 30 June 2020 has been extracted without material adjustment from the financial information on the Existing Group set out in Part 4 of this Document. **In order to make a proper assessment of the financial performance of the Existing Group's business, prospective investors should read this document as a whole and not rely solely on the key or summarised information in this section.**

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>£'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>£'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>£'000</i>	<i>Unaudited</i> <i>Period ended</i> <i>30 June</i> <i>2020</i> <i>£'000</i>
Revenue	10,378	12,370	14,007	6,992
EBITDA	(1,785)	(1,920)	(419)	(386)
Loss before taxation	(2,635)	(3,793)	(3,512)	(1,759)
Loss for the year	(2,635)	(3,793)	(3,512)	(1,759)
Other comprehensive income	639	(254)	(214)	226
Total comprehensive loss for the period	(1,995)	(4,047)	(3,726)	(1,533)

Dominium

The following summary of financial information relating to Dominium's activities for the three years to 31 December 2019 and the six months ended 30 June 2020 has been extracted without material adjustment from the financial information on Dominium set out in Part 5 of this Document. **In order to make a proper assessment of the financial performance of Dominium's business, prospective investors should read this document as a whole and not rely solely on the key or summarised information in this section.**

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>	<i>Unaudited</i> <i>Period ended</i> <i>30 June</i> <i>2020</i> <i>PLN'000</i>
Revenue	74,174	82,102	84,937	33,778
Gross profit	10,775	11,040	13,078	1,907
Loss before taxation	(14,955)	(11,713)	(5,158)	(5,890)
Loss from continued operations	(16,308)	(11,699)	(5,269)	(5,890)
Loss from discontinued operation	(881)	(1,884)	(642)	(54)
Loss for the year	(17,189)	(13,583)	(5,911)	(5,944)
Other comprehensive income	(79)	–	–	–
Total comprehensive loss for the period	(17,268)	(13,583)	(5,911)	(5,944)

9. SUMMARY UNAUDITED PRO FORMA POST-SYNERGY RESULTS OF THE ENLARGED GROUP FOR THE YEAR ENDED 31 DECEMBER 2019

The following summary unaudited pro forma post-synergy results of the Enlarged Group for the year ended 31 December 2019 has been extracted without material adjustment from the financial information on the Enlarged Group set out in Part 6 of this Document. **In order to make a proper assessment of the financial performance of the Enlarged Group's business, prospective investors should read this Document as a whole and not rely solely on the key or summarised information in this section.**

<i>£'000</i>	<i>DPP Group</i> <i>Year ended</i> <i>31 December</i> <i>2019</i>	<i>Dominium</i> <i>Group</i> <i>Year ended</i> <i>31 December</i> <i>2019</i>	<i>Enlarged</i> <i>Group</i> <i>Year ended</i> <i>31 December</i> <i>2019</i>	<i>Adjustment</i> <i>Synergies</i>	<i>Pro forma</i> <i>results</i>
Revenue	14,007	17,035	31,042	(181)	30,861
EBITDA	(419)	3,449	3,030	2,730	5,760

10. CURRENT TRADING AND PROSPECTS OF THE ENLARGED GROUP

DPP Group

As announced on 30 October 2020, Group performance in H1 2020 was broadly in line with management's expectations, despite the impact of COVID-19. The business operated during the period with minimal interruption.

System Sales, being total retail sales including sales from corporate and sub-franchised stores, increased by 2.5 per cent. to PLN42 million in H1 2020 from PLN 41 million in H1 2019. Based on H1 2020 performance, run-rate System Sales per store for the year ended 31 December 2020 is approximately PLN1.2 million. During H1 2020, delivery sales accounted for 86 per cent. of total revenue. Food aggregators generated 9 per cent. of delivery sales during this period.

Like for like System Sales in the first quarter of the year were negative at -4.1 per cent., reflecting the initial impact of COVID-19. However, like for like System Sales growth resumed in the second quarter of the year, resulting in positive 0.5 per cent. like for like System Sales growth for that period, continuing in the third quarter with a strong 8.9 per cent. increase in sales. During the months of July, August and September during 2020, like for like System Sales grew by 6.3 per cent., 12.6 per cent. and 7.7 per cent. respectively when compared to the prior period.

Overall, Pre-IFRS 16 Group EBITDA losses increased in the period by 3.4 per cent. year on year at constant exchange rates. At actual exchange rates, Pre-IFRS 16 Group EBITDA losses increased by 1.5 per cent. year on year.

The Company is facing the COVID-19 presence and its impact on our lives and our businesses. Polish Government restrictions have affected the food and beverage industry, although more recent restrictions have not applied to delivery and take-away food. Meanwhile, the Polish economy continues to be perceived as more resilient than many of the other European countries. The Directors believe that through their high-quality product offering, strong delivery and digital platforms, the Company has proved its ability to recover and to perform well under COVID-19.

The delivery market is growing, digital and online payments are growing and in the current environment the Directors believe they are well positioned to take advantage of this growth. Alongside delivery expertise, the Company has a strong brand, an experienced and dedicated team and a reputation for quality of product and services.

Thus, despite the ongoing COVID-19 pandemic, the Directors believe the Company is well positioned to continue to work on growing the Domino's Pizza brand in Poland.

Dominium

During the six months ended 30 June 2020, like for like sales decreased by 1 per cent. compared to the same period last year. Despite headwinds, Dominium generated positive EBITDA (post-IFRS 16) for H1 2020 of approximately PLN3.6 million (£0.7 million). Dominium's performance in Q3 was similar to that in H1 2020, with like for like sales decreasing by 2.7 per cent. compared to the comparable period in the prior year. This was driven by a strong, 34 per cent. increase in delivery sales coupled with a material decline of 25 per cent. in eat-in sales. This is the reflection of the consumers' preference for ordering food deliveries to homes, rather than visiting restaurants during the COVID-19 pandemic.

October 2020 saw a rapid increase in the number of COVID-19 cases in Poland from 1,968 as of 1 October 2020 to 21,897 as of 31 October 2020. In October 2020, in order to curb the pace of transmission of the coronavirus, the government has re-introduced stricter restrictions on a range of businesses, including closing down restaurants for eat-in service, with only takeaway and delivery services being permitted. While the number of daily cases has stabilised in the second half of November and marginally started to fall (with a recent reading at 14,838 as of 3 December 2020), the ban on eat-in service is expected to continue until 17 January 2021.

Consumers adjusted their dining habits before official Polish Government restrictions took place, as evidenced by the gradual erosion of eat-in sales at Dominium during the month. October 2020 like for like sales were 13 per cent. down compared to prior year, driven by a 39 per cent. increase in delivery sales and a 54 per cent. decline in eat-in sales. The daily sales in November indicate an 84 per cent. like for like decline in eat-in (the remaining 16 per cent. being takeaway sales) and a 30 per cent. increase in deliveries, which brings a total like for like sales decline of approximately 22 per cent.

After delivering post-IFRS 16 EBITDA of PLN 2.7 million in Q3 2020, Dominium is expected to record weaker performance in Q4 2020, due to the reduction of eat-in revenue which is expected to continue until 17 January 2021.

Further details on Dominium's historic financial performance can be found in Part 5 of this Document.

11. EXISTING DIRECTORS, PROPOSED DIRECTORS AND SENIOR MANAGEMENT

The Existing Directors are Nicholas John Donaldson (Non-Executive Chairman), Robert Nicholas Lutwyche Morrish (Non-Executive Director), Gerald William Ford (Non-Executive Director) and Christopher Humphrey Robertson Moore (Non-Executive Director).

On Admission of the Enlarged Share Capital of the Company to AIM, all of the Existing Directors will resign from the Board other than Nicholas Donaldson and Robert Morrish and the Proposed Directors, being Piotr Dzierżek, Przemysław Glebocki and Jakub Chechelski, will be appointed. It is the Board's intention to appoint Małgorzata Potkańska, the current Chief Financial Officer of Dominium, as Chief Financial Officer of the Company shortly following Admission. Further details of her biography are set out below.

Iwona Olbryś, who has acted as the Company's Chief Executive Officer since 20 December 2019, recently stepped down from the Board and left the Group on 30 November 2020.

On Admission, therefore, the Board will comprise one executive director initially (but increasing to two shortly following Admission) and four non-executive directors (two of whom the Board have determined to be independent).

The biographical details of the Existing Directors, the Proposed Directors and senior management are set below:

Existing Directors

Nicholas Donaldson, *Chairman and Non-Executive Director*, aged 67

Nicholas, who is a barrister by profession, has worked in investment banking for over 30 years. He is a co-founder of Capital Markets Strategy Limited, an FCA regulated corporate finance business. He is also the Non-Executive Chairman of Games Workshop Group plc and a Founder Director of The Fulham Shore plc. Nicholas has spent the majority of his career providing strategic advice to companies on mergers & acquisitions, flotations and secondary fund raisings.

Robert Morrish FCA, *Non-Executive Director*, aged 71

Robert is a Chartered Accountant and has considerable experience at board level in small and medium sized businesses and was Finance Director of RAK Ceramics UK Ltd. He was previously a Non-Executive Director of coffeeheaven international plc, Group Finance Director of Supreme Petfoods Limited and was the Chief Financial Officer of lookfantastic.com, an online beauty product retailer and hair salon business. Robert has introduced and developed financial, costing and reporting systems for a diverse range of businesses and has considerable practical experience in treasury, taxation and company secretarial matters.

Christopher Moore, *Non-Executive Director*, aged 61

Christopher was Chief Executive Officer at Domino's Pizza UK & IRL, from December 2007 to December 2011, having joined that company in 1990 as European Marketing Manager. Christopher is a recipient of the Domino's Pizza Chairman's Circle Award presented in July 2010 making him one of 15 individuals in the 50 year history of the company to receive this award. He has more than 22 years of experience working with Domino's Pizza and was responsible for growing the number of stores in the UK from 37 to 720. Christopher advises and invests in a number of other businesses in the catering and online industries.

Gerald Ford, *Non-Executive Director*, aged 63

Gerald Ford is Chairman and Chief Executive of Caffe Nero Group Limited, Europe's largest independent coffee house group. Gerry founded Caffe Nero in 1997, listed the company on the London Stock Exchange (LSE) in 2001-2007 before taking it private again. In 2005 he was named the UK's Entrepreneur of the Year by the Financial Times and LSE. Today, Caffe Nero has more than 7,000 employees in 1,000 stores across 11 countries. Gerald is Chairman of the Polish subsidiary of Caffe Nero which operates approximately 70 stores. Gerald has more than 20 years' experience of sitting on boards and nurturing small-medium sized businesses.

Proposed Directors

Piotr Dzierżek, *Chief Executive Officer*, aged 49

Piotr is the current Chief Executive Officer of Dominium, having joined the company initially in 2000 as Regional Manager, in which position he was responsible for overseeing the operations of 15 restaurants. In 2001 he was promoted to General Manager and until the end of 2017 was responsible for operations, purchasing, IT and office administration. Since 2017 Piotr has been the Chief Executive Officer of Dominium and has led the company's transformation to date. Prior to joining Dominium, Piotr gained experience at Carrefour as pricing manager and buyer; as well as Apollo Electronics, a branded consumer electronics business. Piotr graduated from the faculty of Marketing and Management at the Warsaw School of Economics. Piotr will join the board of the Company upon Admission as the Chief Executive Officer of the Company.

Przemysław Glebocki, *Non-Executive Director*, aged 41

Przemysław Glebocki has more than 17 years of experience in private equity and corporate finance in Central Europe. He is a Co-Managing Partner and Chief Investment Officer at Mezzanine Management. Prior to joining Mezzanine Management, Przemysław was with Ernst & Young's Corporate Finance and Audit departments. He holds a Masters Degree in Finance and Banking from the Warsaw School of Economics and has pursued study programmes in the U.S. and the Netherlands. He currently sits on the boards of Dominium, Spearhead, PrimoCollect, Flucar, Private Equity Managers, Nettle, ATM and Netrisk. Przemysław is also Chairman of the LBO Committee at the Polish Private Equity and Venture Capital Association.

Jakub Chechelski, *Non-Executive Director*, aged 40

Jakub Chechelski is an Investment Director of Mezzanine Management in Poland. He has fifteen years of experience in corporate finance and private equity. Jakub joined Mezzanine Management from Bridgepoint, a leading European mid-cap fund where he spent over six years, covering the CEE region and working on a variety of projects. Prior to that he worked at Enterprise Investors, a leading CEE-focused fund. His sector experience is particularly strong in the consumer as well as business services space. Prior to his first role in private equity, Jakub worked for Ernst & Young Corporate Finance. Jakub graduated from the faculty of Finance and Banking at the Warsaw School of Economics.

Senior Management

The biographical details of the senior management of the Group are set out below:

Małgorzata Potkańska, *Chief Financial Officer*, Dominium

Małgorzata joined Dominium in 2016. She has over 14 years of experience in corporate finance in Europe. Previously she worked at Fox International Channels Poland as Financial Controller and within the PwC Audit department. Alongside her financial experience, Małgorzata has experience in implementation of accounting and consolidations, IT systems, establishment and implementation of internal controls, and also participation in establishing and implementing group financial reporting.

Maciej Jania, *Managing Director*, DP Polska

Maciej Jania was appointed as Managing Director of DP Polska SA in November 2010. In September 2012, he joined the board of the Company as Finance Director, before subsequently stepping down from this role in December 2019 whilst continuing in his role as Managing Director of DP Polska. Prior to his appointment as Managing Director of DP Polska, Maciej was Financial and Commercial Director of DP Polska. Maciej has a strong commercial management background in large multi-site businesses. He joined DP Polska from Samsung Electronics (Poland) where he held a senior financial position. Prior to this, Maciej was a key member of the highly successful founding team at coffeeheaven International plc.

Agnieszka Saczuk, *Head of Human Resources*, Dominium

Agnieszka joined Dominium in 2005 where she is responsible for Human Resources, administration and investment. She has 25 years of experience in the area of human resource and project management. Alongside her administrative experience, Agnieszka has knowledge of optimising the investment area, modernising the infrastructure of restaurants and developing procedures and regulations. Agnieszka graduated from the faculty of Management at the College of Management.

Krzysztof Banasiak, *Head of Operations*, Dominium

Krzysztof joined Dominium in 2002 where he started as a Regional Operational Coordinator and became the COO of the business in 2017. He is responsible for product quality assurance, delivery times, effective cost controls and budget realisation. Previously, he worked at Pepsico Poland and Fast Food Development Polska. Krzysztof graduated from Warsaw Management University with a Master's Degree in Management and Marketing.

Patrick Bodenham, *Company Secretary*, DP Poland

Patrick is a chartered certified accountant with over 20 years' experience working with smaller retail companies. Since 1997 he has worked with three AIM quoted companies. He has considerable experience of managing the accounting function of food retail businesses, including a multi-site bakery retailer and a franchised hot food takeaway business. Previously he was responsible for UK management and statutory financial reporting for coffeeheaven international plc. Patrick has been company secretary of DP Poland plc since 2010.

12. CITY CODE & RULE 9 WAIVER

The City Code applies to the Company and governs, *inter alia*, transactions which may result in a change of control of a company to which the City Code applies. Following Admission, the City Code will continue to apply to the Company.

Rule 9 of the City Code

The City Code applies to a company whose shares are admitted to trading on AIM if that company's registered office is in the United Kingdom, the Channel Islands or the Isle of Man. The Company is incorporated in the United Kingdom, the Existing Ordinary Shares are currently admitted to trading on AIM and application will be made for the Enlarged Share Capital to be re-admitted to trading on AIM. Accordingly, the City Code applies, and will continue to apply, to the Company.

Under Rule 9 of the City Code ("**Rule 9**"), any person who acquires an interest in shares (as defined in the City Code), whether by a series of transactions over a period of time or not, which (taken together with any interest in shares held or acquired by persons acting in concert (as defined in the City Code) with him) in aggregate, carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, that person is normally required by the Panel to make a general offer to all of the remaining shareholders to acquire their shares.

Similarly, Rule 9 of the City Code also provides that when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person which increases the percentage of shares carrying voting rights in which he is interested.

An offer under Rule 9 must be in cash, or be accompanied by a cash alternative, at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Under the City Code, a concert party arises where persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate to obtain or consolidate control of that company or to frustrate the successful outcome of an offer for a company. Under the City Code control means an interest, or aggregate interest, in shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the interest or interests give de facto control.

The Panel considers the Concert Party as persons acting in concert for the purposes of the City Code.

On Admission, the Concert Party will hold an interest in 261,938,457 Ordinary Shares, in aggregate, representing 45.0 per cent. of the Enlarged Share Capital (on an undiluted basis).

As noted above, immediately following Admission, the Concert Party will hold an interest in shares carrying not less than 30 per cent. of the voting rights of the Company but not hold shares carrying more than 50 per cent. of the voting rights of the Company and (for so long as they

continue to be treated as acting in concert) the Concert Party (and any person acting in concert with them) will not be able to acquire any further Ordinary Shares which increases their percentage of shares carrying voting rights of the Company without incurring an obligation to make a general offer to Shareholders under Rule 9 of the Code.

Details of the interests of the Concert Party are set out in paragraph 2 of Part 3 of this Document.

Concert Party

Persons acting in concert include persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company.

Under presumption 9 of the City Code's definition of acting in concert, shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Code applies are presumed to be acting in concert.

Malaccan Holdings Limited is the sole shareholder of Dominium and which, following completion of the Acquisition at the time of Admission, will receive the Consideration Shares in the Company.

Full details of the members of the Concert Party who are presumed to be acting in concert with each other for the purposes of the City Code are set out in Part 3 of this Document.

The Concert Party will be restricted from making an offer for the Company under the provisions of the Relationship Agreement for a period of 12 months from the date of Admission, further details of which are set out in paragraph 18 of this Part 1.

Maximum Controlling Position

Immediately following Admission, the Concert Party will hold, in aggregate, New Shares, representing 45.0 per cent. of the Enlarged Share Capital. The Concert Party's acquisition of New Shares would, without a waiver of the obligations under Rule 9 of the City Code, oblige the Concert Party to make a general offer to Shareholders under Rule 9 of the City Code.

The following table sets out the Concert Party's shareholdings in the Enlarged Group on Admission.

	<i>Total No. of Dominium Shares held</i>	<i>% of total Dominium Shares</i>	<i>No. of New Shares in Enlarged Group on Admission</i>	<i>% of Enlarged Share Capital on Admission¹⁵</i>
<i>Concert Party Member</i>				
Malaccan Holdings Limited	8,060,000	100	261,938,457	45.0

Waiver of Rule 9 of the City Code

Following the Acquisition, the Concert Party will hold 45.0 per cent. of the Company's Ordinary Shares, which would normally result in the requirement to make a general offer to all the remaining Shareholders to acquire their shares.

The Company has applied to the Panel for a waiver of Rule 9 of the City Code in order to permit the Acquisition without triggering an obligation on the part of the Concert Party to make a general offer to Shareholders. The Panel has agreed, subject to Independent Shareholders' approval on a poll, to waive the requirement for the Concert Party to make a general offer to all Shareholders where such an obligation would arise as a result of the Acquisition.

Accordingly, the Whitewash Resolution being proposed at the General Meeting will be taken by means of a poll of Independent Shareholders voting at the General Meeting. None of the members of the Concert Party (nor any adviser connected to them) are entitled to exercise their voting rights in respect of the Whitewash

¹⁵ Following the issue of the Consideration Shares, the Placing Shares and Subscription Shares and post sale of Sale Shares

Resolution, but may exercise their voting rights in respect of the remainder of the Resolutions. The waiver to which the Panel has agreed under the Code will be invalidated if any purchases of shares in the Company are made by any member of the Concert Party, or any person acting in concert with it, in the period between the date of this document and the General Meeting.

In the event that the Whitewash Resolution is approved by the Independent Shareholders, the Concert Party will hold 45.0 per cent. of the Enlarged Share Capital and will hold an interest in shares carrying not less than 30 per cent. of the voting rights of the Company but not hold shares carrying more than 50 per cent. of the voting rights of the Company and (for so long as they continue to be treated as acting in concert) the Concert Party (and any person acting in concert with them) will not be able to acquire any further Ordinary Shares which increases their percentage of shares carrying voting rights of the Company without incurring an obligation to make a general offer to Shareholders under Rule 9 of the Code (unless a dispensation from this requirement has been obtained from the Panel in advance).

In the event that the Whitewash Resolution is approved at the General Meeting, the Concert Party will be restricted from making an offer for the Company under the provisions of the Relationship Agreement for a period of 12 months from the date of Admission, further details of which are set out in paragraph 18 of this Part 1.

13. INFORMATION ON THE FUNDRAISING

Summary of the principal terms of the Fundraising

The Company has conditionally raised £3.5 million (before expenses) pursuant to the Fundraising. The Fundraising comprises a placing of 19,965,361 Placing Shares at the Issue Price with institutional and other investors and a subscription of 23,784,639 Subscription Shares at the Issue Price by an existing Shareholder, FMR. In addition, 21,828,204 Sale Shares (comprising part of the 283,766,661 Consideration Shares that are to be issued to Malaccan Holdings pursuant to the terms of the Acquisition) have also been conditionally placed with Placees at the Issue Price (equating to approximately £1.7 million (before expenses) sale proceeds for the benefit of the Seller) as part of the Placing arrangements. The Fundraising is conditional on, *inter alia*, the Resolutions being duly passed without amendment at the General Meeting and Admission becoming effective no later than 8.00 a.m. on 8 January 2021 (or such later date as N+1 Singer and the Company may agree, being, in any event, not later than 8.00 a.m. on 29 January 2021). N+1 Singer has acted as sole bookrunner in respect of the Placing, pursuant to the terms of the Placing Agreement. The Fundraising has not been underwritten.

All of the Offer Shares will be in registered form and will be issued credited as fully paid and will, when issued, rank *pari passu* in all respects with the Ordinary Shares (which will include the Sale Shares), including the right to receive all dividends and other distributions declared paid or made on the Ordinary Shares after Admission.

Further details of the Placing Agreement are set out in paragraph 13.5 of Part 7 of this Document.

The following Shareholders holding, as at the date of this document, directly or indirectly 10 per cent. or more of the Existing Ordinary Shares are participating in the Placing at the Issue Price:

Shareholder	At the date of this Document		Immediately following Admission	
	<i>Number of Ordinary Shares held</i>	<i>Percentage of issued share capital</i>	<i>Number of Ordinary Shares held</i>	<i>Percentage of Enlarged Share Capital</i>
Pageant Holdings	45,019,413	17.7%	54,402,744	9.4%
Canaccord Genuity Group	30,289,471	11.9%	36,205,021	6.2%

The participation by Canaccord Genuity Group Inc. and Pageant Holdings in the Placing are each deemed to be related party transactions pursuant to rule 13 of the AIM Rules for Companies. The Directors, having consulted with the Company's Nominated Adviser, N+1 Singer, consider, the terms of these transactions are fair and reasonable insofar as Shareholders are concerned.

14. USE OF NET PROCEEDS

The net proceeds of the Fundraising for the Company are expected to be approximately £2.4 million (excluding VAT) and will be applied principally towards capital expenditure for integration and costs, network optimisation and for general working capital purposes.

15. DIVIDEND POLICY

The Directors do not intend to declare or pay a dividend in the immediate foreseeable future but, subject to the availability of sufficient distributable profits, intend to commence the payment of dividends when it becomes commercially prudent to do so.

16. SHARE OPTIONS

The Directors consider that an important part of the Enlarged Group's remuneration policy should include equity incentives through the grant of share options to Directors and employees. The Company has a Long Term Incentive Plan in place already, further details of which are described in paragraph 12 of Part 7. It is the intention of the Directors to grant further options to current and future employees of the Group under the LTIP following Admission. The maximum number of Ordinary Shares which will be subject to options granted to employees under the share option scheme and any other share schemes adopted by the Company will not exceed 10 per cent. of the Company's issued share capital from time to time. The Company has previously operated a Share Incentive Plan although there are no outstanding awards due under the plan and the Directors do not intend to make any further awards going forwards and to let it lapse in accordance with its terms.

17. LOCK-IN AND ORDERLY MARKET ARRANGEMENTS

Each of Malaccan Holdings, Nicholas Donaldson and Robert Morrish has entered into a Lock-in Agreement with the Company and N+1 Singer, pursuant to which terms the Locked-in Shareholder has undertaken to the Company and N+1 Singer that, save in specified circumstances, they will not without the prior consent of N+1 Singer dispose of any interest in Ordinary Shares held by each of them for a period of 12 months from Admission ("**Lock-in Period**"). The specified circumstances include:

- (a) any disposal pursuant to acceptance of a general, partial or tender offer made by an offeror other than the Concert Party ("**Independent Offeror**") to all shareholders of the Company for the whole or a part of the issued share capital of the Company (other than any shares already held by the Independent Offeror or persons acting in concert with the Independent Offeror) or the execution of an irrevocable commitment to accept a general, partial or tender offer made by an Independent Offeror to all shareholders of the Company for the whole or a part of the issued capital of the Company (other than any shares already held by the Independent Offeror or persons acting in concert with the Independent Offeror); or
- (b) any disposal pursuant to an intervening court order;
- (c) pursuant to disposals under any scheme or reconstruction under section 110 of the Insolvency Act 1986, any compromise or arrangement or any takeover effected under part 26 of the Companies Act or pursuant to any decision or ruling by an administrator, administrative receiver or liquidator appointed to the Company in connection with a winding up or liquidation of the Company;
- (d) pursuant to any decision or ruling by an administrator, receiver or liquidator on a winding-up or liquidation of the Company;
- (e) pursuant to an offer by the Company to purchase its own shares which is made in identical terms to all shareholders;
- (f) any disposal to personal representatives (in the case of an individual) upon the death of a Locked-in Shareholder;
- (g) any disposal to the trustees of a trust (in the case of an individual) of or an associated group company (in the case of a corporate shareholder) of the Locked-in Shareholder, provided that the transferee of the Ordinary Shares agrees to be bound by the provisions of the Lock-in Agreement; or

- (h) a transfer to an Associate (as such term is defined and is applicable in the AIM Rules for Companies), subject to such Associate having first entered into a deed of adherence to be bound by the terms of the Lock-in Agreement.

Furthermore, each of the Locked-in Shareholders has also undertaken to the Company and N+1 Singer not to dispose of their Ordinary Shares for a period of 12 months from the expiry of the Lock-in Period otherwise than through N+1 Singer and with its consent in order to maintain an orderly market in the Company's Ordinary Shares.

18. RELATIONSHIP AGREEMENT

The Company and N+1 Singer have entered into a Relationship Agreement with Malaccan Holdings on 18 December 2020 to regulate aspects of the continuing relationship between the Company and Malaccan Holdings and which includes provisions, amongst other things, designed to ensure that the Company is capable of conducting its business at all times independently of Malaccan Holdings and its associated parties (the "**Related Party Group**") and that future transactions between the Company and Malaccan Holdings or any other member of the Related Party Group are made on arms' length terms and on a normal commercial basis.

Under the Relationship Agreement, any transaction, arrangement or agreement between any part of the Enlarged Group and the Related Party Group must have the prior approval of a majority of the independent non-executive directors of the Company.

Malaccan Holdings has also undertaken to ensure that it will not use its shareholding in the Company to requisition a general meeting or otherwise exercise its voting rights in such a way that would result in the independent non-executive directors appointed to the Board from time to time representing less than two in number of the total number of Directors appointed to the board or any of the Directors that are connected to the Related Party Group representing a majority in number of the combined total number of such independent non-executive directors.

The Relationship Agreement contains a standstill arrangement under which Malaccan Holdings and any other member of the Related Party Group shall, for a period of 12 months from Admission, be prevented from making an offer for the whole or any part of the Company's share capital or from acquiring any Ordinary Shares or other securities which would result in a mandatory offer being made under Rule 9 of the City Code to acquire the remaining share capital of the Company.

The Relationship Agreement applies for so long as Malaccan Holdings (together with any of its associated parties) holds, in aggregate, an interest in 25 per cent. or more of the Ordinary Shares in issue.

19. CORPORATE GOVERNANCE AND INTERNAL CONTROLS

AIM companies are required to comply with a recognised corporate governance code or, where a company does not so comply, disclose the nature of and reasons for the departure from such code. In this regard, the Directors have elected to comply with the QCA Code, in so far as is appropriate, having regard to the size and development of the Company and in consultation with the Company's Nominated Adviser from time to time. From Admission, the Company's website www.dppoland.com will set out the extent of any non-compliance with the QCA Code by the Enlarged Group on Admission.

On Admission, the Company will have four Non-Executive Directors of whom Nicholas Donaldson and Robert Morrish are considered by the Board to be independent. The Board retains full and effective control over the Company. The Company intends to hold regular monthly Board meetings at which financial and other reports are considered and, where appropriate, voted on. Apart from regular meetings, additional meetings will be arranged when necessary to review strategy, planning, operational and financial performance, risk, capital expenditure and human resource and environmental management. The Board is also responsible for monitoring the activities of the executive management.

The Directors have established an audit committee and a combined nominations and remuneration committee with formally delegated duties and responsibilities to operate with effect from Admission.

The audit committee will initially comprise Nicholas Donaldson, Robert Morrish and Jakub Chechelski, with Robert Morrish acting as Chairman. The committee will determine and examine any matters relating to the financial affairs of the Company including the terms of engagement of the Group's auditors and, in consultation with the auditors, the scope of the audit. In addition it will consider the financial performance, position and prospects of the Company and ensure they are properly monitored and reported on.

The nominations and remuneration committee will initially comprise Nicholas Donaldson, Robert Morrish, Jakub Chechelski and Przemyslaw Glebocki, with Przemyslaw Glebocki acting as Chairman. The committee will review and recommend nominees as new directors to the Board. The committee will make recommendations to the Board regarding future appointments of directors. It will also review the performance of the executive Directors and set their remuneration, determine the payment of bonuses to the executive Directors and consider the Group's bonus and incentive arrangements for employees.

The Directors will comply with Rule 21 of the AIM Rules for Companies relating to Directors' dealings and will take all reasonable steps to ensure compliance by the Company's applicable employees.

The Company has adopted and will operate a share dealing code for Directors and employees in accordance with the AIM Rules for Companies and MAR.

20. ADMISSION, SETTLEMENT AND DEALINGS

Application has been made to the London Stock Exchange for all of the Existing Ordinary Shares and the New Shares to be issued pursuant to the Proposals, to be admitted to trading on AIM. It is expected that Admission will become effective and dealings will commence in the Ordinary Shares on 8 January 2021. No application has or will be made for the Ordinary Shares to be admitted to trading or to be listed on any other stock exchange.

The Articles permit the Company to issue Ordinary Shares in uncertificated form in accordance with the CREST Regulations. CREST is a voluntary computerised share transfer and settlement system. The CREST system allows shares and other securities to be held in electronic (uncertificated) form rather than paper form, although shareholders who wish to receive and retain share certificates will be able to do so.

The New Shares will be admitted to CREST and enabled for settlement in CREST on the date of Admission. Accordingly, settlement of transactions in Ordinary Shares following Admission may take place within the CREST system if any individual Shareholder so wishes.

For more information concerning CREST, Shareholders should contact their independent financial adviser.

21. TAXATION

Information regarding UK taxation is set out in paragraph 18 of Part 7 of this Document. That information is intended only as a general guide to the current tax position under UK law. If you are in any doubt as to your tax position, you should contact your independent financial adviser.

Investors subject to tax in other jurisdictions are strongly urged to contact their tax advisers about the tax consequences of holding New Shares.

22. GENERAL MEETING AND PROPOSALS

The Notice of General Meeting convenes a general meeting of Shareholders to be held at 10.00 a.m. on 7 January 2021 at The Foster Room, West Meon Village Hall, West Meon, Hampshire, GU32 1LH.

The Notice of General Meeting is set out at the end of this Document in Part 8. The following Resolutions will be proposed at the General Meeting (each such Resolution being conditional on the passing of all of the other Resolutions):

1. Resolution 1: Under Rule 9 of the City Code, the Concert Party would normally be obliged to make an offer to all Shareholders (other than the Concert Party) to acquire their Ordinary Shares for cash at the Issue Price. The Panel has agreed to waive this obligation, subject to the approval of the Independent

Shareholders on a poll of the Whitewash Resolution at the General Meeting. Accordingly, Resolution 1 is an ordinary resolution to approve the waiver granted by the Panel.

2. Resolution 2: The Acquisition will constitute a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies pursuant to the Acquisition Agreement. As such, the approval of Shareholders will be required. Accordingly, Resolution 2 is an ordinary resolution to approve the Acquisition.
3. Resolution 3: Resolution 3 is an ordinary resolution to appoint Piotr Dzierzek as a director of the Company.
4. Resolution 4: Resolution 4 is an ordinary resolution to appoint Przemyslaw Glebocki as a director of the Company.
5. Resolution 5: Resolution 5 is an ordinary resolution to appoint Jakub Chechelski as a director of the Company.
6. Resolution 6: The Company does not currently have sufficient authority to allot shares under the Companies Act to effect the Proposals and/or to issue the New Shares. Accordingly, thereunder, Resolution 6 is an ordinary resolution to ensure that the Directors have sufficient authority under s551 of the Companies Act to issue such shares up to an aggregate nominal amount of £1,637,583.31. This authority will expire at the earlier of the Company's next annual general meeting and the date falling 15 months thereafter.
7. Resolution 7: Resolution 7 is an ordinary resolution to provide the Directors with authority under s551 of the Companies Act to issue further equity securities of up to an aggregate nominal amount of £969,142.92, equating to approximately one third of the Enlarged Share Capital before the Company's next annual general meeting. This authority will expire at the earlier of the Company's next annual general meeting and the date falling 15 months thereafter and is in addition to the authority set out at Resolution 6.
8. Resolution 8: Resolution 8, is a special resolution to empower the Directors, pursuant to s570 and s571 of the Companies Act, to allot New Shares up to a maximum aggregate nominal amount of £218,750 on a non-pre-emptive basis to effect the Fundraising. This authority will expire at the earlier of the Company's next annual general meeting and the date falling 15 months thereafter. If Resolution 8 is passed, the Directors will have the power, under the Companies Act, to allot such New Shares without offering those shares to existing Shareholders.
9. Resolution 9: Resolution 9 is a special resolution to empower the Directors, pursuant to s570 and s571 of the Companies Act, to allot New Shares up to a maximum aggregate nominal amount of £290,742.88 (which equates to approximately one tenth of the Enlarged Share Capital) before the Company's next annual general meeting) on a non pre-emptive basis. This authority is in addition to the authority set out at Resolution 8 above and will expire at the earlier of the Company's next annual general meeting and the date falling 15 months thereafter.

The Notice of General Meeting at the end of this Document sets out the Resolutions in full.

Resolution 1 is required to be held on a poll, but the Board will propose all of the other Resolutions at the General Meeting are held on a poll vote as well rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all Shareholders can be taken into account, whilst also preventing the Company and Shareholders breaching any travel and meeting restrictions which may be in force at the time at which the General Meeting is held.

23. ACTION TO BE TAKEN

Enclosed with this Document is a Form of Proxy. To vote on the Resolutions, please refer to Note 3 contained in the Notice of General Meeting.

IMPORTANT NOTICE REGARDING THE GENERAL MEETING AND COVID-19

In light of the current COVID-19 pandemic and related legal and other requirements of governmental authorities, we are requiring that shareholders do not attend in person but instead appoint the Chairman of the meeting as their proxy (either electronically or by post) with their voting instructions. Shareholders should also bear in mind that if they, or any alternative proxy, travel to attend the meeting in person, they will be denied entry based on prevailing circumstances.

A Form of Proxy is enclosed for use at the General Meeting. The Company encourages all Shareholders to either submit their Form of Proxy or use the CREST Proxy Voting Service, rather than attend the meeting in person. Whilst completion and return of the Form of Proxy or using the CREST Proxy Voting Service (as applicable) would not preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, again we are requiring that Shareholders do not attend the General Meeting for the reasons stated above. Shareholders are encouraged to vote on all of the Resolutions by appointing the Chairman of the General Meeting as your proxy (please do not appoint any other person (apart from the Chairman of the General Meeting) as your proxy as the Company will not be able to let them attend the General Meeting). If the chairman of the General Meeting is appointed as proxy, they will vote in accordance with any instructions given to them. The Resolutions to be proposed at the General Meeting shall be held on a poll rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all Shareholders can be taken into account, whilst also preventing the Company and Shareholders breaching any travel restrictions which may be in force at the time at which the General Meeting is held. If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document.

Forms of Proxy submitted via CREST must be received by SLC Registrars (CREST 7RA01) by no later than 10.00 a.m. on 5 January 2021 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If the chairman of the General Meeting is given discretion as to how to vote, they will vote in favour of each of the Resolutions to be proposed at the Meeting. Shareholders are asked to vote online or to complete, sign and return a Form of Proxy by post to the Registrars as soon as possible but in any event so as to be received by the Registrars, SLC Registrars of Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS no later than 10.00 a.m. on 5 January 2021.

24. RECOMMENDATION AND THE IMPORTANCE OF VOTE

The Independent Directors, who have been so advised by N+1 Singer, consider the Proposals to be fair and reasonable and in the best interests of Shareholders as a whole and the Company. THE INDEPENDENT DIRECTORS' RECOMMENDATION IS THAT THE INDEPENDENT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTION 1 AND THE DIRECTORS' RECOMMENDATION IS THAT SHAREHOLDERS VOTE IN FAVOUR OF RESOLUTIONS 2-9 TO BE PROPOSED AT THE GENERAL MEETING WHICH HAS BEEN CONVENED FOR 10.00 A.M. ON 7 JANUARY 2021 TO PROTECT YOUR SHAREHOLDER VALUE. UNLESS ALL OF THE RESOLUTIONS ARE PASSED WE CANNOT MOVE FORWARD TO IMPLEMENT THE PROPOSALS. YOUR VOTE IS ACCORDINGLY CRITICAL.

The Independent Directors, who hold interests in Ordinary Shares have irrevocably undertaken to vote in favour of Resolutions 1-9 to be proposed at the General Meeting in respect of a total of 14,409,868 Ordinary Shares representing approximately 5.7 per cent. of the Ordinary Shares in issue at the date of this Document.

25. FURTHER INFORMATION

Shareholders should read the whole of this Document. Your attention is drawn, in particular, to Part 2 of this Document which contains certain risk factors relating to any investment in the Company and to Part 7 of this Document which contains further additional information on the Enlarged Group.

Yours faithfully

Nicholas Donaldson
Chairman

PART 2

RISK FACTORS

Any investment in the Ordinary Shares is speculative and subject to a high degree of risk. Accordingly, prior to investing in the Ordinary Shares, prospective investors should consider carefully the risks associated with any investment in the Ordinary Shares, the Enlarged Group's business and the industry in which the Enlarged Group operates, together with all other information contained in this Document including, in particular, the risk factors described below. If any of the following risks actually occur, the Enlarged Group's business, financial condition, capital resources, results or future operations could be materially adversely affected.

Additional risks and uncertainties relating to the Enlarged Group that are not currently known to the Company, or that the Company currently deems immaterial, may also have a material adverse effect on the business of the Enlarged Group or on the Enlarged Group's financial condition and operating results.

This, among other factors, could cause a decrease in the price of the Ordinary Shares and investors could lose all or part of their investment. If you are in any doubt about the contents of this Document or the action you should take, you are strongly recommended to consult a professional adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities. Investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in view of the information in this Document, their personal circumstances and the financial resources available to them.

RISKS RELATING TO THE ACQUISITION

Failure to implement the Enlarged Group's strategy

A failure to implement the Enlarged Group's strategy following the completion of the Acquisition may have an adverse impact on its business, financial and other conditions, profitability and results of operations. There can be no assurance that the Enlarged Group will be able to maintain and/or grow its financial performance either at historical or anticipated future levels. In addition, the Enlarged Group may seek to enter into transactions or undertake initiatives in furtherance of its business. There are no guarantees that such transactions will complete or that such initiatives will be successful. Failure to complete such transactions or the lack of success of such initiatives could result in the Enlarged Group not being able to implement its growth strategies and initiatives.

There is no certainty and no representation or warranty is given by any person that, following completion of the Acquisition and the Fundraising, the Enlarged Group will be able to achieve any returns referred to in this Document. The financial operations of the Enlarged Group may be adversely affected by general economic conditions, by conditions within the global financial markets generally or by the particular financial condition of other parties doing business with the Enlarged Group otherwise the trading of the Company's shares on AIM will be suspended and, eventually, its AIM listing cancelled.

The Enlarged Group may not realise, or it may take the Enlarged Group longer to realise, the expected benefits of the Acquisition

The Enlarged Group may fail to achieve certain or any of the anticipated benefits that the Company expects to realise as a result of the Acquisition, or it may take longer than expected to realise those benefits. If the anticipated benefits, such as the anticipated financial returns or the opportunity for market share growth, are not achieved, or take longer than expected to be realised, this could have a material adverse impact on the Enlarged Group's business, financial condition, results of operations and prospects.

There is a risk that synergies from the Acquisition and the perceived benefits arising from the Acquisition, may fail to materialise, or that they may be materially lower than have been estimated. In addition, the costs of funding the process necessary to achieve these synergies and benefits may exceed expectations. Further details of the expected synergies and benefits are set out in paragraph 3 of Part 1 (Background to and Reasons for the Acquisition) of this Document. Such eventualities may have a material adverse effect on the financial position of the Enlarged Group.

Crowe U.K. LLP has undertaken a review of the assumptions underlying the Pro Forma Synergy Financial Information included in Part 6 of this Document.

The Acquisition may not complete

The Acquisition is conditional upon the satisfaction (or waiver, where applicable) of a number of conditions, including, amongst other things:

- (i) the passing of the Resolutions, which is to be sought at the General Meeting;
- (ii) the Placing Agreement becoming unconditional in all respects, save for any condition relating to completion of the Acquisition and Admission;
- (iii) the Acquisition Agreement becoming unconditional in all respects, save for any condition relating to completion of the Placing Agreement and Admission; and
- (iv) Admission occurring.

There is no guarantee that the conditions will be satisfied (or waived, if applicable), in which case the Fundraising and Acquisition will not complete. If the Fundraising and Acquisition does not complete, the Company would nonetheless incur expenses, including advisory fees, in connection with the Proposals.

Limited recourse under the Acquisition Agreement

Under the terms of the Acquisition Agreement, the Company is receiving warranties and indemnities in relation to certain matters about Dominion from Malaccan Holdings. Given that the consideration under the Acquisition Agreement comprises the issue of the Consideration Shares and Loan Notes rather than cash, the Company has limited recourse for breaches of warranty and other breaches of the Acquisition Agreement which could have a material adverse effect on the financial condition and prospects of the Enlarged Group.

Potential liability under the Acquisition Agreement

Under the terms of the Acquisition Agreement, Malaccan Holdings has provided limited but customary warranties in relation to certain matters about its business and assets to the Company.

Malaccan Holding's liability under the Acquisition Agreement is capped at £125,000 and the Company has procured a warranty and indemnity insurance policy which will meet claims arising pursuant to the warranties and tax covenant in the Acquisition Agreement in excess of such cap, up to a maximum aggregate amount of £3.5 million.

Whilst due diligence has been conducted on Dominion and the Company has received the benefit of the above warranties from Malaccan Holdings and has certain protections under the above warranty and indemnity insurance policy, there can be no guarantee that such arrangements will provide adequate compensation for the Company for any loss or liability arising from any undisclosed liabilities, issues or defects that may arise in relation to Malaccan Holdings and nor is there any guarantee that any loss or liability incurred is capable of being recovered in full under the terms of the warranty and indemnity insurance policy. This could have a material adverse effect on the financial position and/or operations of the Enlarged Group.

Impact of any claims under the Acquisition Agreement

The Proposed Directors hold management positions with Mezzanine Management and act as advisors to AMC III, a member of the Concert Party and which is an associated party of Malaccan Holdings.

Furthermore, as a result of the issue of the Consideration Shares pursuant to the terms of the Acquisition, Malaccan Holdings will become the largest Shareholder of the Company and it will also become the holder of the Loan Notes upon Admission.

As a result of this, if the Company were to bring a claim against Malaccan Holdings under the Acquisition Agreement this could result in an irretrievable breakdown in the relationship between the Existing Directors

and the Proposed Directors. This may mean that the Company finds it difficult and/or unpalatable to enforce any claim or action it may seek to bring against Malaccan Holdings in connection with the Acquisition and, if so, have a material adverse effect on the financial condition and prospects of the Enlarged Group.

sc Pizza Dominium Restaurant SRL, a Romanian subsidiary of Dominium will be acquired pursuant to the Acquisition. Dominium Romania is currently subject to insolvency proceedings and in the process of being liquidated. The process commenced in 2017 and a Court bailiff has been appointed who has identified the company's remaining assets for distribution to its creditors. The aggregate amounts claimed by creditors of the company is RON 1,356,569.54 (approximately £248,000), none of which have been guaranteed by Dominium (save for one which has already been settled and discharged in full). There is a risk that a creditor may seek to make a claim against the Enlarged Group for recovery of amounts owed to it, although a claim brought by one such creditor against Dominium was dismissed on the basis of a lack of capacity to be sued on the part of Dominium. In light of this fact and given that it is a separate legal entity, the Directors do not consider that there is any risk that any additional liabilities will be incurred by the Enlarged Group in connection with the liquidation of Dominium Romania.

Risk of liabilities associated with inaccurate application of VAT rates by Dominium and DP Polska

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. Accordingly, Dominium started to apply the higher 8 per cent. rate and have sought recovery of the additional amounts paid due to the application of the higher rate. Some of the proceedings that Dominium brought have been suspended due to certain questions affecting major food service operators in Poland, which are due to be resolved by the European Court of Justice. In other proceedings, applications for a suspension of payment of the VAT liability arising from the increased VAT rate have been filed due to these issues and these are currently awaiting judgment to be given in respect of them.

The liabilities resulting from the decisions made to-date, totalling approximately PLN 7.0 million, have been paid by Dominium, other than for the period from 2015 to 2016 and in respect of which approximately PLN 331,000 remains to be paid in instalments. If the dispute is resolved in favour of Dominium then the anticipation is that these sums may be recovered from the Polish tax authorities.

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.

DP Polska applied VAT at the lower rate (5 per cent.) on sales in Poland, which was consistent with its VAT policy and is in line with professional advice it has received in respect of the correct rate to be applied. However, there can be no assurance that the tax authorities in Poland will not seek to challenge the rate which, if successful, could result in the payment of sums for VAT on sales applied at the higher rate. The Directors continue to keep the situation under review and, having taken advice, maintain the view that the appropriate rate has been and is being applied. From July 2020, DP Polska started applying VAT at the higher 8 per cent. rate, following a change in the law as described above.

Polish statistical classification of goods and services, which is how VAT rates are determined in Poland, is based heavily on the European Union's statistical classification of products by activity and administered by Poland's Central Statistical Office, is often imprecise and can cause similar products to be taxed at different levels. In Poland, food was subject to a reduced VAT rate of 5 per cent. but catering and restaurant services are subject to a reduced rate of 8 per cent.. In June 2020 food was reclassified to 8 per cent. and DP Polska commenced to apply this higher rate.

COVID-19 PANDEMIC

COVID-19 pandemic and ongoing situation

Different regions in the world have from time to time experienced outbreaks of various viruses. At this time, a wide-spread global pandemic of severe acute respiratory syndrome coronavirus known as COVID-19, caused by the virus, is taking place. As the virus and diseases it causes are relatively new, effective cure and vaccines are yet to be developed.

While COVID-19 is still spreading and the final implications of the pandemic are difficult to estimate at this stage, it is clear that it will affect the lives of a large portion of the global population and cause significant effects. At this time, the pandemic has caused state of emergencies being declared in various countries, travel restrictions being imposed, quarantines being established and various institutions and businesses having to close.

The ongoing COVID-19 pandemic and any possible future outbreaks of viruses may have a significant adverse effect on the Group. Firstly, a spread of such diseases amongst the employees of the Group, as well as any quarantines affecting the employees of the Group or the Group's stores, may reduce the possibility of the Group's personnel to carry out their work and thereby affect the Group's operations (including a temporary closure of stores; something that the Enlarged Group needed to do in respect of a limited number of stores between March and May 2020). Secondly, the current pandemic and any possible future outbreaks of viruses may have an adverse effect on the Group's suppliers and/or transportation companies, resulting in a deficit of production inputs necessary for the Group to carry out its operations. Thirdly, any quarantines or spread of viruses may affect the possibility of the Enlarged Group being able to carry out its operations (e.g. the possibility of stores to stay open), which may adversely affect the possibility to sell the Group's products to end-consumers.

Further to the above, the Group may be adversely affected by the wider macroeconomic effect of the ongoing COVID-19 pandemic and any possible future outbreaks. While the final effects of the COVID-19 pandemic are at this stage very difficult to assess, it is probable that it will have substantial negative effect on the economies where the Group operates. These effects may also take place in case of any possible future outbreaks. Any negative effect on the economy may decrease incomes of the end-customers of the Group and the demand for the Group's products. Such effects may also result in the insolvency of the Group's business partners, which could affect the operations of the Group, as well as its financial standing. Lastly, in the case of an economic downturn, the price of the Group's securities and the possibility of the Group to acquire further financing may be adversely affected.

SPECIFIC RISKS RELATING TO THE ENLARGED GROUP'S ACTIVITIES, BUSINESS AND STRUCTURE

There are numerous factors which may affect the success of the Enlarged Group's business which are beyond its control including local, national and international economic, legal and political conditions.

Business strategy may change

The future success of the Enlarged Group will depend on the Directors' ability to continue to implement effectively its business strategy. In particular, the pursuit of that strategy may be affected by changes in social and demographic factors or by changes in the competitive environment in the markets in which the Enlarged Group currently or expects to operate. However, it is likely that these changes would take several decades to take effect in practice. If such changes were to materialise the Directors may decide to change certain aspects of the Enlarged Group's strategy. In the longer term, therefore, this may entail the development of alternative products and services, which may place additional strain on the Company's capital resources and therefore adversely impact on the revenues and profitability of the Enlarged Group.

The nature of the serviced food and drink industry

The Enlarged Group's performance is subject to a number of factors that affect the serviced food and drink industry generally in Poland, including: – competition with respect to price, service, location and food quality; – changes in demographic trends (although, as noted above, it is unlikely as these changes could take several decades to take effect in practice), customer traffic patterns and the type, number and location

of competing stores; – health concerns and litigation in relation to health issues; – changes in government legislation and regulations affecting those operating in the serviced food and drink industry and their employees; and – changing general economic conditions and changes in consumer confidence, disposable income and discretionary spending patterns. Further consideration of the impact of the COVID-19 pandemic is considered in further detail under the heading “COVID-19 pandemic and ongoing situation”.

Laws and regulation in Poland

DP Polska and Dominium are each subject to various laws and regulations affecting its business. Each of its stores is subject to licensing and regulation by a number of governmental authorities which may impose certain restrictions including food safety, hygiene, prohibition on the sale of alcohol, building conditions, health and safety measures, disability access requirements and fire safety requirements. Difficulties in obtaining, or the failure to obtain, the licences or approvals, or the loss thereof or changes to the relevant regulatory regimes may adversely affect the Enlarged Group’s business and the results of its operations. Various authorities have the power to conduct inspections of the Enlarged Group’s stores and to close any stores which fail to comply with applicable licensing, building or other regulations.

Health and Safety issues relating to the Group’s products

The Group’s activities are and will continue to be subject to health and safety regulations. Health and safety legislation is likely to evolve in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance and a heightened degree of responsibility for companies and their directors and employees. Failure by the Group to comply with such requirements in respect of its own operations in its commissaries and stores may result in fines, penalties, closure of facilities and/or litigation which could adversely affect the Group’s reputation and business, results of operations, financial condition or prospects.

The Group can give no assurance that its internal controls and training will be fully effective in maintaining adequate food health and safety standards or that employees of the Enlarged Group will fully adhere to and implement the Group’s standard controls and procedures in order to ensure that the contamination of its food products is entirely prevented. There is a risk that employees may handle food in an unhygienic or unsafe manner so as to lead to the possibility of customers contracting food borne illnesses or that premises or plant and machinery are maintained in a way that gives rise to a risk to human health. Illness resulting from the consumption of food products sold by the Group’s stores, or the recall of products even where no illness has been caused, could subject the Group to third party litigation and if publicised on a large scale, reduce the Group’s turnover.

Furthermore, the actions of third-party food suppliers outside of the Group’s control could fail to meet required health and safety standards so as to lead to the contamination of the Group’s food products. One or more instances of poor food management practices or illnesses arising from food prepared in stores, particularly if highly publicised, could adversely affect the Group. If any person becomes ill, or alleges illness as a result of eating food prepared by the Group or any franchisee of the Group, the Group may be liable for damages, or be subject to regulatory action or adverse publicity. Such brand damage and negative publicity could adversely affect the Group’s business, financial prospects and the results of operations. This risk exists even if it were later determined that the illness was wrongly attributed to one of the Group’s stores.

The nature of the businesses conducted by the Enlarged Group will involve exposure to health and safety risks for both employees and third parties. A small number of occupational injuries have occurred within the Enlarged Group’s business within the past three years. This will require the adoption and maintenance of rigorous operational and occupational health and safety procedures. Any health and safety failure which results in a major or significant health and safety incident may be costly for the Enlarged Group in terms of potential liabilities incurred as a result. It is likely to place increased focus on the Enlarged Group’s operations by the relevant regulatory authorities in Poland. Furthermore, such a failure could generate significant adverse publicity and have a negative impact on the Group’s reputation and its ability to win new business, which in turn could adversely affect the operating, financial and share price performance of the Group.

Growth strategy dependent on opening new stores which may be influenced by factors beyond the Company's control

The Company intends to pursue a business strategy in order to grow the business of the Enlarged Group which, to be successful, will depend in large part on the ability to open new stores, to operate these stores on a profitable basis and to introduce successfully its concepts in new markets. It is possible each store may take some time from its opening date to reach profitable operating levels due to inefficiencies typically associated with new stores including lack of market awareness, competition, the need to hire and train sufficient staff and other factors. The Company cannot guarantee that the Enlarged Group will be able to achieve its expansion goals or that the new stores will be operated profitably, which may lead to a delayed store opening programme. The success of the planned expansion will depend on numerous factors, many of which are beyond the Company's control, including the following: the ability to identify and secure available and suitable store sites on an economic basis; the ability to secure all necessary operating approvals in a timely manner; the extent of the competition for store sites and in its markets generally; the ability to conclude a lease on acceptable terms; the ability to construct new stores at an economic cost; the ability to hire, train and retain suitably qualified operating personnel, especially managers; delays in the timely development of all stores; any restrictions contained in existing leases (to the extent such provisions exist) preventing competing stores opening in a similar locality; and general economic conditions.

Master Franchise Agreement

The success of the Enlarged Group is highly dependent on the continuation of the MFA, which cannot be guaranteed if the Enlarged Group commits breaches of its provisions which, if remediable, are not cured within the period allowed under the MFA. Should the MFA be terminated, the Enlarged Group's rights to operate the master franchise will cease, although existing store franchise agreements may continue depending upon whether Domino's Pizza Overseas Franchising B.V. exercises its right to acquire the assets of the stores. Furthermore, pursuant to the terms of the Master Franchise Variation and Consent Agreement (a summary of which is set out in paragraph 13.10 of Part 7 of this Document), Dominion has agreed to assign all its trademarks, copyright and web domains associated with the Dominion brand to Domino's Pizza International Franchising Inc. and, accordingly, it will not be possible to re-use this branding if the Enlarged Group wished to do so without significant financial costs, if at all.

Competition

The sector in which the Enlarged Group intends to operate is very competitive and there can be no certainty that the Company will be able to achieve the market penetration it seeks. There can be no guarantee that the Group's current competitors or new entrants to the market will not bring superior products or services to the market or equivalent products at a lower price or having a wider brand awareness. In either case such companies may have greater financial, marketing and technological resources than the Enlarged Group. Even if the Enlarged Group is able to compete successfully, it may be forced to make changes in one of more of its concepts in order to respond to changes in consumer tastes which may impact negatively on the Group's financial performance.

Dependence on key executives, personnel and franchisees

The Enlarged Group's future success is substantially dependent on the continued services and performance of its executive Directors and senior management and its ability to attract and retain suitably skilled and experienced personnel. The individual success of each of the Group's stores substantially depends on the Group's ability to attract and retain suitable managers and franchisees, who in turn need to attract and retain qualified store managers and staff. The Directors cannot give assurances that members of the senior management team and the executive Directors will continue to remain within the Enlarged Group. The loss of the services of any of the Directors, members of senior management, other key employees or existing franchisees (in particular material franchisees operating a number of the Group's stores) could have a material adverse effect upon the Enlarged Group's business and results of operations. Finding and hiring any such replacements could be costly and might require the Company to grant significant equity awards or other incentive compensation, which could adversely impact its financial results. However, this has historically not been an issue for the DPP Group.

Employment Contracts

As is typical for the industry, and in order to effectively manage the daily, weekly and seasonal volatility of human labour required when operating a store or restaurant, the DPP Group and Dominion Group each engage a large number of contractors, consultants, temporary or other atypical workers (including through personal service companies) under Polish civil law contracts (as opposed to Polish employment law contracts used for standard employees).

There is a risk that the Enlarged Group may be liable to pay tax and social security contributions in respect of the remuneration of such consultants or atypical workers in respect of these civil law contracts, due to a reclassification of the civil law contracts as employment contracts. If this risk materialised, it may have a material and adverse impact on the Enlarged Group.

Dominium has recently sought financial assistance for the period of the first lock down in Poland between March-April 2020 under the Polish Anti-Crisis Shield Act 2020. This Act is designed to limit the scale of adverse market effects resulting from the unprecedented situation surrounding the COVID-19 pandemic. The assistance is provided in the form of funds advanced to co-finance the remuneration and social security contributions of employees engaged by relevant businesses as a result of the reduced working hours required of them during this period. PLN1,662,790 in aggregate has been claimed by Dominion under this scheme. The funds must be used solely for these purposes and all employees covered by the scheme must remain as employees for the period of during which the assistance is provided, failing which the funds must be repaid together with interest at the rate of 8 per cent. for the period from the date of transfer of the relevant funds to the date on which they are returned. The Directors consider that the risk of the relevant Polish authorities seeking repayment of the state aid is low, given that Dominion has complied with the conditions attached to the funds advanced to it under the scheme. However, if there was to be a change in position for any reason then this could have a material impact on the Group's cash position.

Data Protection

Each member of the Enlarged Group is subject to, and must comply with, the General Data Protection Regulation (Regulation (EU) 2016/679) ("GDPR"). Certain of the employment contracts/new starter questionnaires and staff monitoring procedures to which the Enlarged Group uses or is a party have been identified as not in compliance with the GDPR. Failure to comply with the GDPR could result in the Enlarged Group being liable under the GDPR, including as a result of fines.

The Group and its franchisees may process certain personal and confidential customer data (including customer names and addresses). Accordingly, the Company could be liable in the event of loss of control of such data or as a result of unauthorised third party access. Unauthorised data disclosure or loss of control of data could occur through malicious security breaches or as a result of human error. The loss of such data could result in significant reputational damage and additional costs relating to customer compensation.

Management of growth

The ability of the Enlarged Group to implement its strategy requires effective planning and management control systems. If the Enlarged Group's business and operations experience rapid growth and its systems and controls have not been developed to manage this growth effectively, then this may therefore place a significant strain on its management and operational, financial and personnel resource. Accordingly, the Enlarged Group's future growth and prospects will depend on its ability to manage this growth. The Enlarged Group's business and operating results could be harmed and the Enlarged Group may have to incur significant expenditure to implement the additional operational and control requirements necessary to meet such growth.

As such, the Enlarged Group's growth plans and its objectives may not be fulfilled. The value of an investment in the Company is dependent upon the Company achieving the aims set out in this Document. There can be no guarantee that the Company will achieve the level of success that the Board expects.

Maintaining and expanding a suitable store portfolio

In order for the Company to implement its strategy and to ensure compliance with the MFA, the Enlarged Group will need to maintain and increase its stores throughout Poland. There can be no guarantee that it

will be able to identify sufficient suitable locations of new stores to fully implement the strategy and/or satisfy the store growth targets under the MFA. The success of the Enlarged Group's stores is significantly influenced by location. There can be no assurance that the Enlarged Group will be able to identify and secure additional suitable locations as demographic and economic patterns change, nor can there be any guarantee that there will not be an event that will allow for an existing lease or leases to be terminated and that such right will not be exercised.

The integration costs related to the Acquisition may exceed the Board's expectations

The Company expects to incur a number of costs in relation to the Acquisition, including integration and post completion costs in order to successfully combine the operations of the Group and Dominion Group. In particular, it is anticipated that the Group will need to incur costs associated with the re-branding of the Dominion business under the Domino's Pizza brand, including fitting out and changes required to the existing portfolio of Dominion restaurants.

The actual costs of the integration process may exceed those estimated and there may be further additional and unforeseen expenses incurred in connection with the Acquisition. In addition, the Enlarged Group will incur legal, accounting, transaction fees and other costs relating to the Acquisition, some of which are payable regardless of whether or not the Acquisition completes. Although the Directors believe that the integration and Acquisition costs will be more than offset by the realisation of the synergies resulting from the Acquisition, this net benefit may not be achieved in the short-term or at all, particularly if the Acquisition is delayed or does not complete. These factors could adversely affect the Enlarged Group's operations and/or financial condition.

Franchise Risk

The future growth of the Enlarged Group also depends, as part of its longer term plans, on the Enlarged Group's ability to identify, attract and retain suitable qualified and motivated franchisees. An inability to do so may have a materially adverse impact on the financial performance of the Enlarged Group.

The Group depends, in large part, on the Domino's brand. Some stores are operated by franchisees who are responsible for delivering the high standards of the Domino's brand to customers. Whilst franchisees are required to operate within the Group's standards for store operation, they are given a degree of autonomy to ensure they operate in a way that suits their local area. The Group provides that franchisees must adhere to strict quality, safety and image regulations that the Group enforces through the implementation of training and careful monitoring, funded by both the franchisees and the Group, and through store visits and frequent appraisals. Despite these controls, the Group may be unable to prevent its franchisees from operating outside of the Group's operational regulations, franchise manual and business model. However, in such circumstances then the Group would seek to take avoiding action in order to protect the business.

The failure of a franchisee, and in particular, the failure of a material franchisee responsible for the management of a significant number of stores, to operate within the Enlarged Group's business model in relation to matters such as the appearance of the franchised store, the menu, and the training of staff or cleanliness, could damage the Group's reputation and adversely impact on the overall financial performance of the Group. However, the Directors believe that the Group's selective and rigorous interviewing strategy ensures that only the most promising candidates capable of adhering to the Group's strict policies are selected as franchisees, and that this, when coupled with initiatives launched by the Group to assist franchisees in achieving high standards expected in areas of health and safety, employment practices and environmental health standards, operates to maintain very high standards of quality across the franchisees' stores, upholding the reputation of the Domino's brand and its products.

Franchisees, as independent business operators, may from time to time disagree with the Group's business strategy or with the Group's interpretation of respective rights and obligations under the relevant franchise agreements. Furthermore, there is a risk of non-payment of fees that are due to the Enlarged Group from franchisees. This may lead to disputes between the Group and the franchisees, which the Group expects to occur from time to time. To the extent the Group has disputes with one or a number of franchisees, who may be able to exercise a degree of influence over the Group's business and pressurise the Group to resolve the disputes in their favour, this could have a material adverse effect on the Group's profitability, results of operations and/or cash flows. Any such disputes would also have the effect of diverting the attention of the

Group's management from their normal business. The Group employs a Franchise Manager to mitigate the risk of disputes arising and to ensure they are resolved swiftly, as far as possible.

Intellectual property rights

The Enlarged Group will be dependent upon the rights to use the Domino's Pizza brand and associated trade marks, including those trade and service marks for which the DPI Group has secured both EC Community trade mark and Polish trade mark registrations. If, and in the event that the efforts of DPI and the Enlarged Group to protect such rights were to prove unsuccessful to any significant extent, this might result in harm to the Domino's Pizza brand and adversely affect the Enlarged Group's business, financial condition and prospects. In addition, despite the DPI Group's trade and service mark registrations, the rights conferred by such registrations might not be sufficient to prevent third parties from imitating the Domino's Pizza system and concept or claiming violations of their own trade marks or proprietary rights by the Group. Such claims if successful, could materially adversely affect the Enlarged Group's business.

Furthermore, although the Group has sought to ensure that it has adequate controls over the use of the Domino's trademark in Poland, it is possible that franchisees could take certain action resulting in damage to the reputation of the Domino's brand and intellectual property, this potentially impacting on overall sales revenues. For example, any wrongful trading by any franchisee of the Group or poor quality of products associated with the Domino's brand, could impact on consumer perception of the brand and affect consumer demand for the Group's products. In addition, any business failure of one or more of the Group's franchisees, and in particular the failure of a material franchisee, could adversely affect the Group's business, results of operations, financial condition or prospects, due to the association of failure with the Group's business model.

Moreover, given the nature of the Domino's brand as an internationally recognised one and despite different management teams operating in different jurisdictions, if the reputation of the Domino's brand is tarnished in another country or other significant market, there is a risk that this could have an onward impact on the Enlarged Group in Poland.

Third party distributor and supply issues

The Enlarged Group's operations depend on the timely delivery of fresh ingredients and produce such as flour, dairy products as well as other non-perishable food and drinks items and food and packaging items used in the stores. One or more of the Enlarged Group's stores could suffer an interruption to production or distribution caused by factors such as mechanical failure, fire, failure of a key supplier, adverse weather preventing production or deliveries or staff unavailability on a large scale, which could interrupt store trading and have a materially adverse impact on operating results. This risk is heightened during the current COVID-19 situation.

Changes in consumer spending

Changes in the general economic climate can have a detrimental effect on consumer spending and therefore the Enlarged Group's revenues. Higher levels of unemployment, increased taxes, consumer sentiment and changes in other economic factors could lead to a reduction in consumers' willingness to spend disposable income on buying home delivery/takeaway food. In particular, COVID-19 is changing spending habits, whether due to consumer preference or lock-down restrictions imposed in Poland which are resulting (and may continue to result) in a decrease in visits to the Enlarged Group's stores in favour of food takeaways. This could adversely impact the Enlarged Group's business and results of operations.

Social Media

There has been an increase in the use of social media platforms in the hospitality sector, such as Facebook, Twitter, Instagram and TripAdvisor. As a result, information concerning the Group can be posted at any time without the Group's consent such as an unfavourable review or inaccurate statements. Negative publicity from reviews or customer ratings may adversely impact the Group's reputation and trading.

Cost base

The Enlarged Group will have a level of fixed costs mostly related to salaries and lease rental costs. In the event of an unanticipated reduction in client demand, the Enlarged Group may not be able to reduce costs very quickly in the short term. This could have an adverse effect on the Enlarged Group's operating results.

The Enlarged Group may acquire other businesses or assets if suitable opportunities become available

The Enlarged Group may in the future seek to acquire companies, businesses or interests in companies or businesses which the Directors believe may further the Enlarged Group's strategy. The pursuit of potential acquisitions may cause the Enlarged Group to incur various expenses whether or not such acquisitions are completed. If the Enlarged Group does acquire additional businesses or companies, it may not be able to integrate an acquired business or company successfully or manage the combined business following the acquisition or achieve the anticipated benefits from the acquisition. In addition, if the Enlarged Group were to undertake a significant acquisition or to acquire a direct competitor, such acquisition could attract regulatory scrutiny from competition authorities and could result in the Enlarged Group bearing substantial additional costs. Furthermore, there can be no guarantee that the acquisition would not be approved by the relevant regulator or, alternatively, require the Enlarged Group to comply with undertakings set by a regulator. The costs and consideration for any acquisition which have an impact on the Enlarged Group's financial position. In addition, if the consideration to be paid by the Enlarged Group for any such acquisitions or investments is New Shares, then Shareholders of the Company will be diluted.

Reliance on leased premises and risks associated with certain of the Group's leases

The premises on which the Enlarged Group's and its franchisees' stores are situated within Poland are generally leased, with DP Polska and Dominium being the lessee party to relevant lease agreements.

The Enlarged Group is subject to risks associated with identifying and securing leases for prospective new stores and periodically negotiating or re-negotiating existing lease terms. When expiring leases are renewed, the Enlarged Group may have to compete over desirable property sites with other businesses, some of which are considerably larger than the Enlarged Group and have greater economic and financial assets. The Enlarged Group's ability to maintain its existing rental rates or to renew any lease on favourable terms will depend on many factors which are outside of the Enlarged Group's control, including the local real estate market and relationships with current and prospective landlords.

The early termination of any of the Group's leases due to non-compliance with the lease terms or any inability to renew existing leases may result in, among other things, significant alterations to rental terms, the closure of stores in desirable locations or failure to secure suitable alternative locations. Any of these events affecting the Enlarged Group's stores could have a material adverse effect on its business, the results of operations or the financial condition or prospects of the business. Some more specific risks associated with the Enlarged Group's leases are outlined below.

Some of the leases entered into by Dominium state that on the expiry of the initial terms, the leases shall continue on a rolling basis. In some instances, certain stores are operating on a "rolling basis lease". In the absence of a new leasehold agreement being entered into, it is possible for either of the parties to the leasehold agreement to terminate the agreement on between one and six months' notice. Should a lessor exercise this right, Dominium is at risk of having to cease operations from that locality.

Under Polish law (Article 687 of the Civil Code), if a lessee commits a qualified rental payment delay for at least two full payment periods, the lessor may inform the lessee in writing, that it requires payment of the arrears within one month. After the period of one month, the lessor is entitled to terminate the lease. Currently, Dominium is in rent arrears and owes PLN 3,454,429. If this sum is not settled, Dominium risks being evicted from certain stores. As part of the COVID-19 response package, the Polish government issued a rent moratorium for the benefit of tenants of shopping malls operating in Poland, subject to certain qualifying criteria. Dominium has been the beneficiary of these regulations and has benefitted from temporary rent reduction in most of its stores located in shopping malls. The amount of rent arrears includes the rent changes which are being disputed between the landlord and the tenant, as a result of the execution of the provisions of moratorium, therefore the final amount of rent arrears is likely to be lower than the above-mentioned gross amount.

Provisions in the leases often require Dominium to provide security to the lessor, such as a bank guarantee or a deposit. If Dominium has failed to provide such security, the terms of some of the leases stipulate that the lessor may terminate the agreement with immediate effect. Dominium has not provided collateral in respect of some stores which exposes Dominium to the risk of having various leases terminated on no notice.

The leasing of commercial premises will sometimes entail exposure to dilapidation costs. In relation to dilapidation costs, DP Poland and Dominium seek to mitigate this risk by ensuring schedules of condition are prepared at the start of each relevant lease.

The Acquisition will constitute a change of control event under some of the leases to which the DPP Group and Dominium Group are a party, therefore requiring the lessor of the leasehold property to provide its consent to the change of control. Failure to obtain consent would afford the lessor the right to terminate the leasehold arrangements. The Company has not, in all cases, been able to obtain relevant consents as a condition of completion of the Acquisition. However, should the lessor seek to enforce its contractual rights to terminate such leases then this could have an adverse effect on the Enlarged Group's business, results of operations, financial condition and/or growth prospects. Some of the leases contain provisions which prohibit the Company from conducting a similar business within a defined vicinity to the leased store. There is a risk that if the Company wishes to open a new store which falls within such defined vicinity, it will be prevented from doing so.

During the first lockdown period in Poland, legislation was introduced for the suspension of all rights and obligations under lease agreements in respect of restaurants located in shopping centres exceeding 2000 m² for the period 14 March to 17 May 2020. Dominium was relieved of its rental payment obligations under leases for relevant restaurants, conditional upon the term of those leases being extended by the period for which the lease was suspended. However, certain landlords have interpreted the legislation in different ways and have asserted that where Dominium offered delivery sales and continued to operate its business from the relevant restaurants then they should not be released from its rent payment obligations and should have consequently paid the full amount of rent due for the period between 14 March 2020 and 17 May 2020. Dominium has obtained a favourable legal opinion confirming that it has the right to be released from rent in respect of those premises where it could offer food deliveries. Dominium is currently in negotiations with the relevant landlords of these shopping centres in order to resolve this matter.

Barring the failure of a franchisee's business, the Enlarged Group's exposure is principally limited to unpaid debts owed to the Enlarged Group or to those periods that a store is vacant, either because it is awaiting a franchisee or because it has been decided that it is an unprofitable trading location and the lease has yet to be surrendered or assigned. The franchising nature of the Group's operations means that it becomes readily aware of any financial issues affecting a franchisee and enables it to take immediate measures to minimise any potential losses, through action such as terminating the sublease and franchise agreement and leasing the store to another franchisee.

Currency and foreign exchange

Fluctuations in exchange rates between currencies in which the Group operates relative to pounds sterling may cause fluctuations in its financial results, which are not necessarily related to the Group's underlying operations. The Group's revenues will be derived in Polish Zlotys and yet the Group's store lease rentals are denominated in a mixture of Euros, US dollars and Zlotys. Significant changes in the Zloty against the Euro, Pound Sterling or the US Dollar could have a material adverse impact on the Group's results. The Company cannot predict the effect of exchange rate fluctuations upon future operating results and there can be no assurance that exchange rate fluctuations will not have a material adverse effect on the business, operating results or financial condition of the Group.

Dividend policy

There can be no assurance as to the level of future dividends (if any). The declaration, payment and amount of any future dividends of the Group are subject to the discretion of the Directors, and will depend on, among other things, the Group's earnings, financial position, cash requirements and availability of profits. A dividend may never be paid.

Litigation

Whilst the Enlarged Group has taken, and intends to continue to take, such precautions as it regards appropriate to avoid or minimise the likelihood of any legal proceedings or claims, or any resulting financial loss to the Enlarged Group, the Directors cannot preclude the possibility of litigation being brought against the Enlarged Group.

There can be no assurance that claimants in any litigation proceedings will not be able to devote substantially greater financial resources to any litigation proceedings or that the Enlarged Group will prevail in any such litigation. Any litigation, whether or not determined in the Enlarged Group's favour or settled by the Enlarged Group, may be costly and may divert the efforts and attention of the Group's management and other personnel from normal business operations.

Taxation

Any change in the Company's tax status or the tax applicable to holding Ordinary Shares, or in taxation legislation or its interpretation, could affect the value of the investments held by the Company, affect the Company's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders. Statements in this Document concerning the taxation of the Company and its investors are based upon tax law and practice at the date of this Document, which is subject to change.

Force majeure

The Enlarged Group's operations now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions (including but not limited a novel coronavirus and any related quarantine restrictions, which is considered in further detail in this Part 2 below under the heading "COVID-19 pandemic and ongoing situation").

Economic conditions

The Enlarged Group could be affected by unforeseen events outside its control including economic and political events and trends, inflation and deflation, pandemics, terrorist attacks or currency exchange and commodities fluctuation. The combined effect of these factors is difficult to predict and an investment in the Group could be affected adversely by changes in economic, political, administrative, taxation or other regulatory factors in any jurisdiction in which the Enlarged Group may operate.

Market risks

The Enlarged Group may be affected by general market trends which are unrelated to the performance of the Group itself. The Enlarged Group's success will depend on market acceptance of the Enlarged Group's products and there can be no guarantee that this acceptance will be forthcoming. Market opportunities targeted by the Enlarged Group may change and this could lead to an adverse effect upon its revenue and earnings.

Investment in shares traded on AIM is perceived to involve a higher degree of risk and be less liquid than investment in companies whose shares are listed on the Official List and traded on the London Stock Exchange's market for listed securities. An investment in the Company's Ordinary Shares may be difficult to realise. Prospective investors should be aware that the value of Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may therefore realise less than, or lose all of, their investment.

The fast food industry is currently being affected by a general decline in profit margin, which is being driven largely by the growth of remuneration of employees and workers employed, such as waiters and delivery drivers. The margin is also being affected by the growing number of other pizza delivery suppliers.

Increasing prices of raw materials (cheese, meat, vegetables) may impact on the underlying costs of the Enlarged Group in the near future.

Influence of the principal Shareholder

Following Admission, 45.0 per cent. of the Enlarged Share Capital will be held by Malaccan Holdings. Whilst it has entered into the Relationship Agreement, it may, nevertheless, be able to exercise significant influence over the Enlarged Group's corporate actions and activities and the outcome in general of matters pertaining to the Enlarged Group, including the appointment of the Enlarged Group's board of directors and the approval of significant change of control transactions. This control may in the future have the effect of making certain transactions more difficult without the support of Malaccan Holdings and other members of the Concert Party and this may have the effect of delaying or preventing an acquisition or other change in control of the Enlarged Group. In addition, the market value of the Ordinary Shares could be adversely affected if potential new investors are disinclined to invest in the Company because they perceive disadvantages to a large shareholding being concentrated in the hands of a single shareholder.

Additionally, Malaccan Holdings will provide certain loan finance to the Enlarged Group under the terms of the Loan Notes that are to be subscribed for by it as part of the Acquisition. Whilst the arrangement has been entered into on commercially acceptable terms, there is a risk that the Enlarged Group becomes reliant on the debt finance provided by Malaccan Holdings and potentially inhibit the Enlarged Group's ability to take out additional or replacement loan finance from other third party sources. As such, this may inhibit the implementation of the Enlarged Group's business strategy and therefore the growth of the Enlarged Group.

Price risk following sale and expiry of lock-ups

Following Admission, Malaccan Holdings and certain of the Directors will own, in aggregate, 45.2 per cent. of the Company's issued ordinary share capital. Malaccan Holdings and those Directors are subject to restrictions on the sale and/or transfer of their respective holdings in the Company's issued share capital as described in paragraph 3 of Part 7. The issue or sale of a substantial number of Ordinary Shares by the Directors and/or Malaccan Holdings in the public market after the lock-up restrictions expire, or the perception that these sales may occur, may depress the market price of the Ordinary Shares and could impair the Company's ability to raise capital through the sale of additional equity securities.

RISKS RELATING TO ADMISSION AND THE ORDINARY SHARES

Investment in AIM securities

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss that may result from the investment. A prospective investor should consider with care whether an investment in the Company is suitable for him or her in the light of his or her personal circumstances and the financial resources available to him or her. The investment opportunity offered in this Document may not be suitable for all recipients of this Document.

Investors are therefore strongly recommended to consult an investment adviser authorised under FSMA, or such other similar body in their jurisdiction, who specialises in advising on investments of this nature before making their decision to invest.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the commercial objectives of the Company will be achieved. Investors may not get back the full amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to future performance.

Requirement for further funding

In the opinion of the Directors, having made due and careful enquiry and taking into account the net proceeds of the Fundraising payable to the Company, the working capital available to the Enlarged Group will be sufficient for its present requirements that is for at least the next 12 months from the date of Admission. However, it is possible that the Company will need to raise further funds in the future either to complete a proposed acquisition or to raise further working or development capital for such an acquisition. There is no guarantee that the then prevailing market conditions will allow for such a fundraising or that new investors will be prepared to subscribe for Ordinary Shares at the same price as the Issue Price or higher.

Further issuances of Ordinary Shares may be dilutive

The Enlarged Group may need to raise additional funds in the future to finance the expansion of its operations and/or the Enlarged Group may elect to issue Ordinary Shares as consideration for acquisitions. If additional funds are raised through the issuance of new equity of the Enlarged Group other than on a *pro rata* basis to existing Shareholders, the percentage ownership of the Shareholders may be reduced, Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares.

Potentially volatile share price and liquidity

The share price of quoted emerging companies can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price at which investors may realise their Ordinary Shares may be influenced by a significant number of factors, some specific to the Company and its operations and some which affect quoted companies generally. These factors could include the performance of the Enlarged Group, large purchases or sales of Ordinary Shares, legislative changes and general, economic, political or regulatory conditions.

GENERAL RISKS

Political, economic, regulatory and legislative considerations

Adverse developments in the political and regulatory environment may materially and adversely affect the financial position and business prospects of the Enlarged Group. Any economic downturn either globally or locally in any area in which the Enlarged Group operates may have an adverse effect on the demand for the Enlarged Group's products and services. A more prolonged economic downturn may lead to an overall decline in the volume of the Enlarged Group's sales, restricting the Enlarged Group's ability to realise a profit. The market in which the Enlarged Group offers its products and services is directly affected by many national and international factors that are beyond the Enlarged Group's control.

Political and economic uncertainties include, but are not limited to interest rates, changes in taxation and currency exchange control. Whilst the Enlarged Group strives to continue to take effective measures such as prudent financial management and efficient operating procedures, there is no assurance that adverse political, economic and regulatory factors will not materially and adversely affect the Enlarged Group.

There may be a change in the regulatory environment which may materially adversely affect the Enlarged Group's ability to implement successfully the strategy set out in this Document.

Cross-border economic, political, judicial, and administrative

The Enlarged Group and its current and prospective customers, operates only in Poland and, consequently, is exposed to and reliant on this market. In addition to a global or local level economic downturn, the Enlarged Group may also be adversely affected by other changes in economic, political, judicial, administrative, taxation or other regulatory or other unforeseen matters which affect only Poland, which are largely outside of the Enlarged Group's control.

Political uncertainty

The Enlarged Group's commercial and trading opportunities across its businesses may be impacted by unforeseeable and unavoidable political or national events or scenarios which could prevent the fulfilment of client or supplier contracts which fall on dates affected by such events.

In particular, the determination by the United Kingdom to serve notice on 29 March 2017 to exit the European Union pursuant to Article 50 of the Treaty of Lisbon ("**Brexit**"), means the United Kingdom has now left the European Union and is currently negotiating an exit agreement. The final position agreed between the European Union and the United Kingdom in respect of this agreement and Brexit could have a significant impact on the Enlarged Group especially as it has bases of operations in both the UK and Poland. The extent of the impact would depend in part on the nature of the arrangements that are put in place between the UK and the EU following Brexit and the extent to which the UK continues to apply laws that are based on EU legislation. In addition, the macroeconomic effect of Brexit on the Enlarged Group's business is

unknown. As such, it is not possible to state the impact that Brexit will have on the Company. However, given that the Enlarged Group operates only in Poland, which is an existing Member State of the EU, the impact of Brexit is unlikely to be significant, even if the UK did not manage to secure a favourable trade deal with the EU.

Taxation

The attention of potential investors is drawn to paragraph 18 of Part 7 regarding taxation. Any change in the Enlarged Group's tax status or the tax applicable to holding New Shares or in taxation legislation or its interpretation, could affect the value of the investments held by the Enlarged Group, its ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders. Statements in this Document concerning taxation of the Enlarged Group and its investors are based on current tax law and practice, which is subject to change.

Litigation

All industries are subject to legal claims, with and without merit. The Enlarged Group may become involved in legal disputes in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty in the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material effect on the Enlarged Group's financial position or results of operations.

PART 3

INFORMATION ON THE CONCERT PARTY AND ADDITIONAL DISCLOSURES REQUIRED UNDER THE CITY CODE

1. OVERVIEW OF THE CONCERT PARTY

Under the City Code a concert party arises where persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. Control means a holding, or aggregate holdings, of shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the holding or holdings give de facto control.

For the purposes of the City Code, the following are presumed to be acting in concert:

Mezzanine Management Finanz- und Unternehmensberatungs GmbH
Accession Mezzanine Capital II GP Limited
Mezzanine Capital Partners GP Limited
Accession Mezzanine Capital GP S.à r.l.
Accession Mezzanine Capital II L.P.
Accession Mezzanine Capital III L.P.
Accession Mezzanine Capital IV S.C. Sp.
Accession Mezzanine Capital III Investment SLP
Accession Mezzanine Capital III Cooperatief U.A.
Malaccan Holdings Limited
Przemyslaw Glebocki
Jakub Chechelski

Further details of the individual members of the Concert Party are set out below in section 2 of this Part 3.

At the date of this Document members of the Concert Party do not hold any Existing Ordinary Shares. On completion of the Proposals and the issue to Malaccan Holdings of the Consideration Shares pursuant to the Acquisition and sale of the Sale Shares pursuant to the Placing (which Sale Shares form part of the Consideration Shares), Malaccan Holdings will be interested in 261,938,457 Ordinary Shares which will represent 45.0 per cent. of the Enlarged Share Capital and total voting rights of the Company, assuming no share options or warrants in respect of Ordinary Shares are exercised prior to the issue of the New Shares (including, therefore, the Consideration Shares).

The maximum controlling position of the Concert Party of 261,938,457 New Shares representing 45.0 per cent. of the Ordinary Shares in issue on Admission as stated above is based on the following assumptions:

- completion of the Acquisition (resulting in the issue of the Consideration Shares to Malaccan Holdings);
- completion of the Placing and Subscription (resulting in the issue of the Placing Shares and Subscription Shares and the sale of the Sale Shares);
- all outstanding share options are not exercised; and
- there being no other issue of shares, or conversion of share options, warrants or rights to subscribe in the share capital of the Company.

2. INFORMATION ON THE MEMBERS OF THE CONCERT PARTY

Background Information

Mezzanine Management Finanz- und Unternehmensberatung GmbH ("**Mezzanine Management**"), established in 2000, is an investment advisory firm headquartered in Vienna, Austria. Mezzanine Management provides tailored financing solutions to established mid-market businesses and small and medium enterprises with a focus on Central Europe and has been involved with over 54 businesses to date. Mezzanine Management advises four mezzanine funds, being Accession Mezzanine Capital I, II, III and IV,

with approximately €690 million invested across these funds since inception. Mezzanine Management has five regional offices in Eastern Europe (including Poland and Austria) with 16 investment professionals.

At the date of this document, Mezzanine Management advises the AMC Funds which focus on mezzanine and private equity investments in those countries which have acceded to the European Union since 2004 or are current or future EU accession candidates. Further details are set out below:

- Accession Mezzanine Capital II L.P. (“**AMC II**”) with Accession Mezzanine Capital II GP Limited (“**AMCII GP**”), acting as general partner to this fund (which is currently in the process of being liquidated). AMC II, set up in 2007, was a Central and Eastern European focused fund which had committed capital of €261 million;
- Accession Mezzanine Capital III L.P. (“**AMC III**”) with Mezzanine Capital Partners GP Limited (“**MCGP**”) acting as general partner to this fund. AMC III is a closed private equity fund with approximately €200 million of committed capital since the start of its investment period in 2011. AMC III was established as a limited partnership, with the limited partners comprising blue chip institutional investors from Europe, UK and the United States; and
- Accession Mezzanine Capital IV S.C. Sp. (“**AMC IV**”) with Accession Mezzanine Capital GP S.à r.l. (“**AMCIV GP**”) acting as general partner to this fund. AMC IV held its final close in November 2018 with capital commitments of €264 million.

MCGP controls AMC III's investment decisions with the parameters for investment governed by a strict partnership agreement. Accordingly, MCGP controls AMC III and makes the investment decisions of this fund. The investment committee of AMC III consists of Franz Hoerhager, Christopher Buckle, James Read, Roderick H. Brooks, Przemyslaw Glebocki, Claudiu Corcodel and Piotr Sadowski. Sitting below AMC III are a number of wholly owned subsidiaries, which include Accession Mezzanine Capital III Investment SLP (“**SLP**”), a wholly owned subsidiary of AMC III with MCGP as its general partner, Accession Mezzanine Capital III Cooperatief U.A. (“**UA**”), a wholly owned subsidiary of SLP and Malaccan Holdings, a wholly owned subsidiary of UA. (these together with AMC III and MCGP comprise the “**AMC III Group**”).

MCGP is a Jersey registered private company (registration number 104524) with its registered office at Aztec Group House, 11-15 Seaton Place, St. Helier, Jersey, JE4 0QH. MCGP is regulated by the Jersey Financial Services Commission in the conduct of Funds Services Business. MCGP is owned by Mezzanine Capital Partners Limited that is owned by certain partners of Mezzanine Management (with none having a majority stake and Franz Hoerhager being the only one exceeding 20 per cent.).

MCGP is advised by Mezzanine Management whose ultimate beneficial owner is Franz Hoerhager. The Board of MCGP as well as the Board of MCPL comprise in each case three directors, being Paul Moss, Partner and CFO of Mezzanine Management, and Liam Oliver Jones and Richard Phillips.

AMC III will acquire, through its wholly owned subsidiary Malaccan Holdings Limited (“**Malaccan Holdings**”), the New Shares pursuant to the Proposals.

Malaccan Holdings is a wholly owned subsidiary of AMC III and which is held indirectly through UA. Malaccan Holdings Limited, a company registered under the laws of Cyprus with registered number 223884 with registered office Diomidous 10, Alphamega Acropolis Building, 3rd floor, office 401, 2024 Nicosia, Republic of Cyprus and registered holder of the entire issued share capital of Dominionium.

Following Admission, it is the intention of the Concert Party to reorganise the structure within the AMC III Group which may result in the winding up of Malaccan Holdings. As a result, Malaccan's Holdings interest in the Enlarged Group may be transferred to its parent undertaking, UA.

Since AMC II and IV have the same investment adviser as AMC III, being Mezzanine Management, they are regarded as acting in concert, however the boards of AMC II GP and AMC IV GP reach their decisions independently of any other body, including the AMC III Group.

It should be noted that:

- (i) the respective limited partnership agreements of each of AMC II and AMC IV, include a provision that the fund “(..) will not: (..) invest in any body corporate, association or partnership or other entity or person wherever established, incorporated or resident, in which any of (..), Accession Mezzanine Capital III L.P. or (..) has invested”; and

- (ii) in accordance with the provision referred to in (iii) above AMC II and AMC IV have each confirmed that they will not invest in the shares of DP Poland plc, were DP Poland plc an investee company of AMC III.

In addition to the above, Przemyslaw Glebocki and Jakub Chechelski who hold the positions of Chief Investment Officer and Investment Director at Mezzanine Management respectively and who are to be appointed to the board of the Company on completion of the Proposals, are presumed to be acting in concert for the purposes of the City Code. Further details of Przemyslaw Glebocki and Jakub Chechelski are set out in paragraph 11 of Part 1 of this Document.

3. INTENTIONS OF THE CONCERT PARTY

The Concert Party has informed the Existing Directors that it intends to allow the Company to continue with its proposed strategy for the Enlarged Group, which are summarised as follows:

- the store network optimisation which may result in the closure of certain stores and buy-out of sub-franchised stores;
- restarting the store roll-out programme;
- streamlining costs to improve operational efficiency;
- integrating and optimising current technological capabilities and utilising the Enlarged Group's combined resources to invest in more sophisticated platforms;
- focussing advertising and marketing resources towards the promotion of the Domino's brand;
- improving the service and quality of the Enlarged Group's offering through the exchange and implementation of best practices; and
- integrating the two businesses and realising the synergies outlined in paragraph 3 of Part 1 of this Document, which will involve rationalising certain corporate overheads, support function and headcount where there is duplication across the Enlarged Group.

Further details of the Enlarged Group's proposed strategy are included in paragraph 7 of Part 1 of this Document.

Save for the appointment of the Proposed Directors and the resignation of certain of the Existing Directors, the Concert Party has confirmed to the Company that it is not proposing, following any increase in its percentage interests in Ordinary Shares or voting rights as a result of the Proposals, to seek any change in the general nature of the Enlarged Group's business.

In particular, it has confirmed that it does not intend to make any changes in relation to:

- the future of the Company's business (including its intentions for any research and development functions of the Company) its strategic plans and their likely repercussions on the locations of the Company's places of business;
- the continued employment of its employees and management (and those of its subsidiaries), including any material change in the conditions of employment or in the balance of the skills and functions of the employees and management;
- employer contributions to the Company's pension plan;
- disposing of, or otherwise changing the use of, or redeploying any of the fixed assets of the Enlarged Group;
- the existing trading facilities for the Enlarged Group's relevant securities. It is intended that, following any increase in its percentage interests in Ordinary Shares or voting rights as a result of the Proposals, the Ordinary Shares of the Company will remain admitted to trading on AIM; and
- that it has no intention of making an offer for the Company.

Malaccan Holdings' current intention is to remain a long term investor in the Company and it will enter into a lock-in agreement on completion of the Acquisition pursuant to which it will agree not to sell any shares other than with the consent of N+1 Singer for a period of 12 months following the posting of this document

to Shareholders. Additionally, Malaccan Holdings' holding will also be subject to an orderly market provision for 12 months following the expiry of the lock-in period.

The Concert Party will be restricted from making an offer for the Company under provisions of the Relationship Agreement for a period of 12 months from the date of Admission, further details of which are set out in paragraph 18 of Part 1 of this Document.

4. INTERESTS AND DEALINGS

4.1 Definitions and interpretation

For the purpose of this paragraph 4:

- (a) **“acting in concert”** has the meaning attributed to it in the City Code;
- (b) **“arrangement”** includes any indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing;
- (c) **“connected person”** has the meaning attributed to it in section 252 of the Companies Act 2006;
- (d) **“control”** means a holding, or aggregate holdings, of shares carrying 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding or aggregate holding gives de facto control;
- (e) **“dealing”** or **“dealt”** includes the following:
 - (i) the acquisition or disposal of relevant securities, of the right (whether conditional or absolute) to exercise or direct the exercise of voting rights attached to relevant securities, or of general control of relevant securities;
 - (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a trade option contract) in respect of any relevant securities;
 - (iii) subscribing or agreeing to subscribe for relevant securities;
 - (iv) the exercise or conversion of any relevant securities carrying conversion or subscription rights (whether in respect of new or existing securities);
 - (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to relevant securities;
 - (vi) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
 - (vii) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;
- (f) **“derivative”** includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security;
- (g) **“disclosure date”** means 18 December 2020, being the latest practicable date prior to the posting of this Document;
- (h) **“disclosure period”** means the period commencing 12 months prior to the date of the posting of this Document and ending on the disclosure date;
- (i) being **“interested”** in relevant securities includes where a person:
 - (i) owns relevant securities;
 - (ii) has a right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities or has general control of them;
 - (iii) by virtue of any agreement to purchase, option or derivative, has the right or option to acquire relevant securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or

- (iv) is party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them;
- (j) **“relevant securities”** includes:
 - (i) shares and any other securities carrying voting rights;
 - (ii) equity share capital (or derivatives referenced thereto);
 - (iii) securities carrying conversion or subscription rights (including traded options); and
- (k) **“short position”** means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, agreement to sell or any delivery obligation or right to require any other person to purchase or take delivery.

4.2 **Interests and dealings in Ordinary Shares**

- (a) As at the close of business on the disclosure date, no member of the Concert Party holds any Existing Ordinary Shares or is interested in any voting rights of the Company.
- (b) Other than the Consideration Shares to be issued to Malaccan Holdings pursuant to the terms of the Acquisition Agreement, no member of the Concert Party nor any director of Malaccan Holdings or any member of his immediate family, related trusts or connected persons had an interest in or a right to subscribe for, or had any short position in relation to any relevant securities of the Company, nor had any such person dealt in such securities during the disclosure period.
- (c) Save as disclosed in this Document, as at the disclosure date, no member of the Concert Party, nor any of the directors of Malaccan Holdings nor anyone acting in concert with the Concert Party had borrowed or lent any relevant securities of the Company (save for any borrowed shares which have either been on-lent or sold) or dealt in relevant securities of the Company during the disclosure period nor owns or is interested in any relevant securities of the Company (whether by interests, rights to subscribe or short positions).
- (d) Save as disclosed in this Document, at the disclosure date:
 - a. neither the Company nor the Existing Directors (including any members of their respective immediate families, related trusts or connected persons) nor any person acting in concert with the Company had any interest in or a right to subscribe for, or has any short positions in relation to any relevant securities of the Company;
 - b. neither the Company nor any of the Existing Directors (including any members of their respective immediate families, related trusts or connected persons) had an interest in or a right to subscribe for, or had any short position in relation to any ordinary shares in Malaccan Holdings or the AMC III Group nor had they deal in any ordinary shares in Malaccan Holdings or the AMC III Group during the disclosure period;
 - c. no person acting in concert with the Concert Party had any interest in, or right to subscribe for, or had any short position in relation to any relevant securities of the Company;
 - d. neither the Company nor any of the Existing Directors (including any members of their respective immediate families, related trusts or connected persons) nor any person acting in concert with the Company had borrowed or lent any relevant securities of the Company, save for any borrowed shares which have either been on-lent or sold during the disclosure period;
 - e. the Company has not redeemed or purchased any of its relevant securities during the disclosure period;
 - f. there is no agreement, arrangement or understanding (including any compensation arrangement) that exists between the any member of the Concert Party and anyone acting in concert with it and the Existing Directors, recent directors of the Company, Shareholders or recent Shareholders, or any person interested or recently interested in Ordinary Shares, having any connection with or dependence upon the Proposals; and
 - g. there is no arrangement for the transfer of any securities in the Company acquired by Malaccan Holdings under the Proposals.

5. MARKET QUOTATIONS

The following table sets out the closing middle market quotations for an Ordinary Share in DP Poland for the first business day of each of the six months immediately preceding the date of this Document and for 18 December 2020 (being the latest practicable date prior to the publication of this Document):

<i>Date</i>	<i>Price per Ordinary Share</i>
18 December 2020	7.25 pence
1 December	7.25 pence
2 November	7.25 pence
1 October	7.25 pence
1 September	7.25 pence
3 August	7.25 pence
1 July	7.25 pence
1 June	7.85 pence

6. ADDITIONAL DISCLOSURES REQUIRED BY THE CODE

- (a) The particulars of the service agreements and letters of appointment of each of the Directors is set out in paragraph 8.2 of Part 7 of this Document.
- (b) There are no management incentives in place in connection with the whitewash transaction, meant to encourage or facilitate the obtaining of the Waiver.
- (c) Save as disclosed in paragraph 13 of Part 7 of this Document, no contracts have been entered into by the Company, any other member of its Group or Malaccan Holdings, not being contracts entered into in the ordinary course of business, which are, or may be material, during the period beginning two years before the publication of the Launch Announcement.
- (d) Save as disclosed in this Document, there has been no significant change in the financial or trading position of the Company since 30 June 2020 (the date to which the last unaudited interim accounts of the Company were prepared).
- (e) There are no relationships (personal, financial or commercial), arrangements or understandings between the Concert Party, any member of the Concert Party and N+1 Singer or any person who is, or presumed to be, acting in concert with N+1 Singer.
- (f) N+1 Singer has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which it appears.
- (g) Crowe U.K. LLP has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which it appears.
- (h) Copies of the audited consolidated accounts of the DPP Group for the financial years ended 31 December 2019 and 31 December 2018 are available, free of charge, from the Company's website at www.dppoland.com. The accounts have not been reproduced in this Document and are therefore incorporated by reference.

PART 4

HISTORICAL FINANCIAL INFORMATION OF DPP GROUP

The following unaudited interim financial information and audited historical financial information of DPP Group has been incorporated by reference:

Unaudited interim financial information for the six months ended 30 June 2020

DPP Group's unaudited interim financial information for the six months ended 30 June 2020 can be viewed on the Company's website at:

<https://dppoland.com/2015/wp-content/uploads/Interim-results-for-the-half-year-to-30-June-2020.pdf>

The unaudited interim financial information available includes the following:

- Financial highlights (page 1);
- Operational highlights (page 1);
- Chief Executive's Review (page 2);
- Group Income Statement for the six-month period ended 30 June 2020 (page 4);
- Group Statement of Comprehensive Income for the six-month period ended 30 June 2020 (page 5);
- Group Balance Sheet as at 30 June 2020 (page 6);
- Group Statement of Cash Flows for the six-month period ended 30 June 2020 (page 7);
- Group Statement of Changes in Equity for the six-month period ended 30 June 2020 (page 8);
- Notes to the Interim Financial Statements for the six-month period ended 30 June 2020 (page 9).

Audited historical financial information for the year ended 31 December 2019

DPP Group's audited historical financial information for the year ended 31 December 2019 can be viewed on the Company's website at:

<https://dppoland.com/2015/wp-content/uploads/DP-Poland-PLC-DEC19-AR.pdf>

The audited historical financial information available includes the following:

- Company Information (page 2);
- Company Profile (page 3);
- Risk Management (page 4);
- Chairman's Statement (page 6);
- Chief Executive's Review (page 7);
- Finance Director's Review (page 10);
- the Board (page 16);
- Directors' Report (page 17);
- Statement on Corporate Governance (page 21)
- Remuneration Report (page 24);
- Statement of Directors' Responsibilities (page 26);
- Independent Auditors' Report (page 27);
- Group Income Statement for the Year Ended 31 December 2019 (page 32);
- Group Statement of Comprehensive Income for the Year Ended 31 December 2019 (page 33);
- Company Statement of Comprehensive Income for the Year Ended 31 December 2019 (page 33);

- Group Balance Sheet as at 31 December 2019 (page 34);
- Company Balance Sheet as at 31 December 2019 (page 35);
- Group Statement of Cash Flows for the Year Ended 31 December 2019 (page 36);
- Company Statement of Cash Flows for the Year Ended 31 December 2019 (page 37);
- Group Statement of Changes in Equity for the Year Ended 31 December 2019 (page 38);
- Company Statement of Changes in Equity for the Year Ended 31 December 2019 (page 38);
- Notes to the Financial Statements for the Year Ended 31 December 2019 (page 39).

All other parts of DPP Group's audited historical financial information for the year ended 31 December 2019 are irrelevant to investors.

Audited historical financial information for the year ended 31 December 2018

DPP Group's audited historical financial information for the year ended 31 December 2018 can be viewed on the Company's website at:

<https://dppoland.com/2015/wp-content/uploads/DP-Poland-PLC-2018-Annual-Report.pdf>

The audited historical financial information available includes the following:

- Company Information (page 2);
- Company Profile (page 3);
- Risk Management (page 4);
- Chairman's Statement (page 6);
- Chief Executive's Review (page 7);
- Finance Director's Review (page 10);
- the Board (page 14);
- Directors' Report (page 16);
- Statement on Corporate Governance (page 20)
- Remuneration Report (page 23);
- Statement of Directors' Responsibilities (page 25);
- Independent Auditors' Report (page 26);
- Group Income Statement for the Year Ended 31 December 2018 (page 30);
- Group Statement of Comprehensive Income for the Year Ended 31 December 2018 (page 31);
- Company Statement of Comprehensive Income for the Year Ended 31 December 2018 (page 31);
- Group Balance Sheet as at 31 December 2018 (page 32);
- Company Balance Sheet as at 31 December 2018 (page 33);
- Group Statement of Cash Flows for the Year Ended 31 December 2018 (page 34);
- Company Statement of Cash Flows for the Year Ended 31 December 2018 (page 35);
- Group Statement of Changes in Equity for the Year Ended 31 December 2018 (page 36);
- Company Statement of Changes in Equity for the Year Ended 31 December 2018 (page 36);
- Notes to the Financial Statements for the Year Ended 31 December 2018 (page 37).

All other parts of DPP Group's audited historical financial information for the year ended 31 December 2018 are irrelevant to investors.

Audited historical financial information for the year ended 31 December 2017

DPP Group's audited historical financial information for the year ended 31 December 2017 can be viewed on the Company's website at:

<https://dppoland.com/2015/wp-content/uploads/DP-Poland-Annual-Report-2017-1.pdf>

The audited historical financial information available includes the following:

- Company Information (page 2);
- Company Profile (page 3);
- Risk Management (page 4);
- Chairman's Statement (page 6);
- Chief Executive's Review (page 7);
- Finance Director's Review (page 10);
- the Board (page 14);
- Directors' Report (page 16);
- Remuneration Report (page 20);
- Statement of Directors' Responsibilities (page 22);
- Independent Auditors' Report (page 23);
- Group Income Statement for the Year Ended 31 December 2017 (page 27);
- Group Statement of Comprehensive Income for the Year Ended 31 December 2017 (page 28);
- Company Statement of Comprehensive Income for the Year Ended 31 December 2017 (page 28);
- Group Balance Sheet as at 31 December 2017 (page 29);
- Company Balance Sheet as at 31 December 2017 (page 30);
- Group Statement of Cash Flows for the Year Ended 31 December 2017 (page 31);
- Company Statement of Cash Flows for the Year Ended 31 December 2017 (page 32);
- Group Statement of Changes in Equity for the Year Ended 31 December 2017 (page 33);
- Company Statement of Changes in Equity for the Year Ended 31 December 2017 (page 33);
- Notes to the Financial Statements for the Year Ended 31 December 2017 (page 34).

All other parts of DPP Group's audited historical financial information for the year ended 31 December 2017 are irrelevant to investors.

PART 5

HISTORICAL FINANCIAL INFORMATION OF DOMINIUM GROUP

SECTION A: ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION OF DOMINIUM GROUP



21 December 2020

The Directors and Proposed Directors
DP Poland PLC
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Weybridge KT13 0TS

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Dear Sirs,

Introduction

We report on the audited consolidated historical financial information of Dominion SA and its subsidiaries (together, "Dominium Group") for the three years ended 31 December 2019 (together, the "Dominium Group Financial Information").

Opinion

In our opinion, the Dominion Group Financial Information gives, for the purposes of DP Poland Plc's AIM admission document dated 21 December 2020 (the "Document"), a true and fair view of the state of affairs of Dominion Group as at 31 December 2017, 31 December 2018 and 31 December 2019 and of the results, cash flows and changes in equity for the years then ended in accordance with the basis of preparation set out in note 2 to the Dominion Group Financial Information.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Dominion Group Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the Dominion Group Financial Information and to report our opinion to you.

Basis of preparation

The Dominion Group Financial Information has been prepared for inclusion in the Document on the basis of the accounting policies set out in note 3 to the Dominion Group Financial Information. This report is required by part (a) of Schedule Two to the AIM Rules for Companies and is given for the purposes of complying with that requirement and for no other purpose.

Basis of opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. We are independent of Dominion Group in accordance with the Financial Reporting Council's Revised Ethical Standard 2019, as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Dominion Group Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Dominion Group Financial Information and whether the accounting policies are appropriate to Dominion Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Dominion Group Financial Information is free from material misstatement, whether caused by fraud or other irregularity or error.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and we declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully,

Crowe U.K. LLP

Chartered Accountants

**SECTION B:
HISTORICAL FINANCIAL INFORMATION OF DOMINIUM GROUP**

Consolidated statements of comprehensive income

The audited consolidated statements of comprehensive income of Dominion Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i>
<i>Note</i>	<i>PLN'000</i>	<i>PLN'000</i>	<i>PLN'000</i>
Revenue	7	74,174	82,102
Cost of sales		<u>(63,399)</u>	<u>(71,062)</u>
Gross profit		10,775	11,040
Distribution costs		(4,061)	(4,877)
Administrative expenses		(8,334)	(7,584)
Other income	9	174	884
Other operating costs	10	<u>(7,978)</u>	<u>(3,630)</u>
Operating (loss)/profit		(9,424)	(4,167)
Finance income	18	1,006	32
Finance costs	18	(6,529)	(7,578)
Loss on liquidation of a subsidiary		(8)	-
Loss before taxation		<u>(14,955)</u>	<u>(11,713)</u>
Taxation	11	<u>(1,353)</u>	<u>14</u>
Loss after taxation from continuing operations		(16,308)	(11,699)
Loss from discontinued operation	30	<u>(881)</u>	<u>(1,884)</u>
Loss for the year		(17,189)	(13,583)
Exchange rate differences arising on consolidation		(79)	-
Total comprehensive loss for the year		<u><u>(17,268)</u></u>	<u><u>(13,583)</u></u>
Loss attributable to:			
Equity holders of Dominion		<u>(17,189)</u>	<u>(13,583)</u>
Comprehensive Loss attributable to:			
Equity holders of Dominion		<u>(17,268)</u>	<u>(13,583)</u>
Total comprehensive Loss for the period attributable to owners of Dominion arises from:			
Continuing operations		<u>(16,387)</u>	<u>(11,699)</u>
Discontinued operations	30	<u>(881)</u>	<u>(1 884)</u>
Total comprehensive income for the period attributable to owners of Dominion		<u><u>(17,268)</u></u>	<u><u>(13,583)</u></u>

Consolidated statement of financial position

The audited consolidated statements of financial position of Dominion Group as at 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

		<i>Audited</i> <i>As at</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>As at</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>As at</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
	<i>Note</i>			
ASSETS				
Property, plant and equipment	13	17,451	13,296	8,697
Right-of-use assets	20	37,768	31,002	23,105
Intangible assets	12	30,245	28,208	26,146
Trade and other receivables	15	162	–	–
Deferred tax assets	11	245	272	155
Non-current assets		<u>85,871</u>	<u>72,778</u>	<u>58,103</u>
Inventories	14	1,035	880	1,054
Trade and other receivables	15	2,717	2,291	2,291
Assets held for sale	30	2	2	12
Cash and cash equivalents	16	1,719	750	1,106
Current assets		<u>5,473</u>	<u>3,923</u>	<u>4,465</u>
Total assets		<u><u>91,344</u></u>	<u><u>76,701</u></u>	<u><u>62,568</u></u>
EQUITY AND LIABILITIES				
Share capital	17	8,044	8,060	8,060
Share premium		18,340	20,848	20,848
Other equity		13,092	10,569	10,569
Retained deficit		(23,177)	(36,760)	(42,671)
Total equity		<u>16,299</u>	<u>2,717</u>	<u>(3,194)</u>
Lease liabilities	20	31,200	25,479	18,446
Borrowings	18	18,884	23,094	–
Deferred tax liability	11	39	52	47
Trade and other payables	19	1,979	1,013	1,335
Total non-current liabilities		<u>52,102</u>	<u>49,638</u>	<u>19,828</u>
Trade and other payables	19	9,263	9,983	9,401
Borrowings	18	1,360	1,222	25,273
Lease liabilities	20	7,153	7,632	7,347
Liabilities directly related to non-current assets classified as held-for-sale	30	1,655	1,655	977
Provisions	21	3,512	3,854	2,934
Total current liabilities		<u>22,943</u>	<u>24,346</u>	<u>45,934</u>
Total liabilities		<u>75,045</u>	<u>73,984</u>	<u>65,762</u>
Total liabilities and equity		<u><u>91,344</u></u>	<u><u>76,701</u></u>	<u><u>62,568</u></u>

Consolidated statements of changes in shareholders' equity

The audited consolidated statements of changes in shareholders' equity of Dominium Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

	Note	Share capital PLN'000	Share Premium PLN'000	Other capital PLN'000	Retained deficit PLN'000	Total equity PLN'000
Balance as at 1 January 2017		8,044	18,340	10,648	(5,988)	31,044
Loss after taxation		—	—	—	(17,189)	(17,189)
<i>Total comprehensive loss for the year</i>		—	—	—	(17,189)	(17,189)
Consideration received for shares to be issued		—	—	2,523	—	2,523
Exchange rate differences arising on consolidation		—	—	(79)	—	(79)
<i>Transactions with owners</i>		—	—	2,444	—	2,444
Balance as at 31 December 2017		8,044	18,340	13,092	(23,177)	16,299
Loss after taxation		—	—	—	(13,583)	(13,583)
<i>Total comprehensive loss for the year</i>		—	—	—	(13,583)	(13,583)
Issue of shares		16	2,508	(2,523)	—	1
<i>Transactions with owners</i>		16	2,508	(2,523)	—	1
Balance as at 31 December 2018		8,060	20,848	10,569	(36,760)	2,717
Loss after taxation		—	—	—	(5,911)	(5,911)
<i>Total comprehensive loss for the year</i>		—	—	—	(5,911)	(5,911)
<i>Transactions with owners</i>		—	—	—	—	—
Balance as at 31 December 2019		8,060	20,848	10,569	(42,671)	(3,194)

Consolidated statements of cash flows

The audited consolidated statements of cash flows of Dominium Group for each of the three years ended 31 December 2017, 31 December 2018 and 31 December 2019 are set out below:

	<i>Audited</i> Year ended 31 December 2017 PLN'000	<i>Audited</i> Year ended 31 December 2018 PLN'000	<i>Audited</i> Year ended 31 December 2019 PLN'000
Cash flows from operating activities			
Loss after taxation	(17,189)	(13,583)	(5,911)
<i>Cash flow from operations reconciliation:</i>			
Depreciation	12,253	12,115	13,061
Income tax charge	1,532	(4)	111
Tax paid	(179)	(10)	–
Amortisation	2,123	2,123	2,141
Foreign exchange gains/losses	–	51	(165)
Foreign exchange gains/losses on consolidation	63	(1)	–
Interest net	6,102	6,431	6,063
Loss on investment activities	1,364	1,429	727
<i>Working capital adjustments:</i>			
Change in trade receivables	1,647	588	(263)
Change in inventories	213	155	(174)
Change in trade and other payables	1,706	(246)	(1,583)
Change in other current and non-current liabilities	2,831	342	(920)
Net cash provided by operating activities	<u>12,466</u>	<u>9 390</u>	<u>13,087</u>
Cash flows from investing activities			
Sales of property, plant and equipment and intangibles	224	187	80
Purchase of property, plant and equipment and intangibles	(1,833)	(1,336)	(991)
Net cash used in investing activities	<u>(1,609)</u>	<u>(1,149)</u>	<u>(911)</u>
Cash flows from financing activities			
Repayment of borrowings	(504)	(192)	(1,200)
Proceeds from borrowings	450	3,850	1 301
Repayment of bond	(650)	–	–
Repayments of lease liabilities	(7,394)	(6,833)	(7,074)
Interest paid	(5,028)	(6,037)	(4,849)
Proceeds from the issue of equity	2,523	–	–
Net cash outflow from financing activities	<u>(10,603)</u>	<u>(9,212)</u>	<u>(11,822)</u>
Net increase/(decrease) in cash and cash equivalents	<u>254</u>	<u>(971)</u>	<u>354</u>
<i>Cash and cash equivalents – beginning of the year</i>	<u>1,465</u>	<u>1,721</u>	<u>752</u>
Cash and cash equivalents – end of the year	<u><u>1,719</u></u>	<u><u>750</u></u>	<u><u>1,106</u></u>

Notes to the Dominion Group Financial Information

1. General information

Dominium Group consists of Dominion and its subsidiaries.

Dominium was incorporated on 2 January 2008 in Poland as a private company limited by shares under company number 0000295921. Dominion's registered office is located at 03-932 Warsaw, Dabrowiecka Street 30. Dominion Group's principal activities are production of food products and beverages and catering services.

2. Basis of preparation and measurement

(a) Basis of preparation

The Dominion Group Financial Information has been prepared in accordance with the International Financial Reporting Standards approved by the EU ("**IFRS**"). IFRS include standards and interpretations approved by the International Accounting Standards Board and the International Financial Reporting Interpretations Committee. The Dominion Group Financial Information does not constitute statutory financial statements within the meaning of the Polish Accounting Act 29 September 1994.

Unless otherwise stated, the Dominion Group Financial Information is presented in Polish Zloty ("PLN") which is the currency of the primary economic environment in which the Dominion Group operates, and all values are rounded to the nearest thousand PLN, except where otherwise indicated.

Transactions in foreign currencies are translated into PLN at the rate of exchange on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange ruling at the reporting date.

The Dominion Group Financial Information has been prepared under the historical cost convention, except for certain financial and equity instruments that have been measured at fair value.

The Dominion Group Financial Information has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business. The Dominion Directors have prepared detailed financial projections covering the period ending 31 December 2022. These consider all reasonably foreseeable circumstances and include consideration of trading results, cash flows and the level of facilities that the Enlarged Group will require on a month-by-month basis. The financial projections incorporate the expected impact of COVID-19 and synergy savings resulting from the Acquisition.

As recorded in Note 32 "*Events after the balance sheet date*" to the Dominion Group Financial Information, Dominion Group's borrowings were originally due to be repaid on 31 December 2020. Due to the advanced stage of completion with regard to the Acquisition, Malaccan Holdings have confirmed that they will not require the borrowings to be repaid prior to the Acquisition. Pursuant to the Loan Note Instrument that will be signed on completion of the Acquisition, all borrowings will be converted into a further unsecured facility issued to Malaccan Holdings in substitution for the outstanding debt. These new loans will have a maturity date three years from the date of issue.

Based on their enquiries and the information available to them and considering the other risks and uncertainties set out herein, the Dominion Directors have a reasonable expectation that Dominion Group has adequate resources to continue operating for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Dominion Group Financial Information.

Until the date of preparation of the Dominion Group Financial Information, there were no events that were not, and should have been, included in the accounting records of the reporting period. At the same time, in the Dominion Group Financial Information there are no significant events relating to previous years.

(b) **Basis of consolidation**

The Dominion Group Financial Information comprises the financial information of Dominion and those subsidiaries listed below:

	<i>Name of entity</i>	<i>HQ</i>	<i>Range of activities</i>	<i>Consolidation method</i>	<i>Share of share capital %</i>	<i>Share in votes %</i>
1.	s.c. Pizza Dominion Restaurant SRL w upadłości	Bucharest, Romania	Catering services	Full	100%	100%
2.	Cantina Italia Sp. z o.o.	Warsaw, Dąbrowiecka 30	Management consultancy	Full	100%	100%

In March 2018, the creditors of s.c. Pizza Dominion Restaurant SRL filed a petition for bankruptcy of the company with the Court in Romania. The Dominion Group's subsidiaries, s.c. Pizza Dominion Restaurant SRL in bankruptcy and Cantina Italia Sp. z o.o. in liquidation, are presented as discontinued operations in the Dominion Group Financial Information for year ended 31 December 2019. On 23 July 2019, the Extraordinary General Meeting of Cantina Italia Sp. z o.o. decided to dissolve that company, open its liquidation and accept the liquidation opening balance as at 23 July 2019. The Extraordinary Meeting of Shareholders decided that the company's liquidator would be the only member of the Management Board, Tomasz Plebaniak.

The Dominion Group Financial Information includes the financial information of Dominion and the financial information of its subsidiaries, prepared each time for the year ended 31 December 2017, 31 December 2018 and 31 December 2019. The historical financial information of the subsidiaries are prepared for the same reporting period as Dominion, using consistent accounting principles, based on uniform accounting principles applied for transactions and economic events of a similar nature. Adjustments are made to eliminate any discrepancies in the applied accounting principles.

All significant balances and transactions between Dominion Group entities, including unrealised profits from transactions within the Dominion Group, have been fully eliminated.

Subsidiaries are subject to consolidation in the period from the date Dominion Group assumed control over them, and cease to be consolidated from the date control ceases. Control by Dominion Group takes place when it has, directly or indirectly, more than half of the votes in a given company, unless it is possible to prove that such ownership does not constitute control. Control is also exercised when Dominion Group is able to influence the financial and operating policy of a given entity.

(c) **New standards and interpretations**

Standards issued not effective (new standards and interpretations)

In the Dominion Group Financial Information, the Dominion Directors did not decide to apply any published standards or interpretations before their effective date.

The following standards and interpretations have been issued by the International Accounting Standards Board or the International Financial Reporting Interpretations Committee and are not yet effective at the reporting date:

● **Amendment to IFRS 3 "Business Combinations"**

The amendment to IFRS 3 "Business Combinations" was published on 22 October 2018 and applies to annual periods beginning on or after 1 January 2020.

The purpose of the amendment was to clarify the definition of a business and to make it easier to distinguish between acquisitions of "businesses" and groups of assets for the purpose of settlement of mergers.

Dominion Group will apply the changed standard from the date indicated by the EU as the effective date of this amendment in EU law.

- **Amendments to IAS 1 “Presentation of Financial Statements” and IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”**

Amendments to IAS 1 “Presentation of Financial Statements” and IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors” were published on 31 October 2018 and apply to annual periods beginning on or after 1 January 2020.

The purpose of the changes was to clarify the definition of “materiality” and to facilitate its application in practice.

Dominium Group will apply the changed standard from 1 January 2020.

Adopted

IFRS 16 “Leases”

In January 2016, the International Accounting Standards Board issued IFRS 16 “Leases”. The standard establishes the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and lessor. The standard requires all lease transactions (with terms in excess of 12 months) to be recognised on the balance sheet as lease assets and lease liabilities, and to depreciate lease assets separately from interest on lease liabilities in the income statement. IFRS 16 “Leases” replaces the previous lease standard, IAS 17 “Leases”, and related interpretations. This standard became effective on 1 January 2019. Early adoption is permitted only if Dominium also applies IFRS 15 “Revenue from Contracts with Customers”. The standard can be applied using either the full retrospective approach or a modified retrospective approach at the date of adoption. For the purposes of the Dominium Group Financial Information, modified retrospective adjustments have been applied to the financial information for each of the financial years ended 31 December 2017, 31 December 2018 and 31 December 2019.

	<i>Balance as at 31 December 2016 PLN'000</i>	<i>Correction resulting from the first adoption of IFRS 16 on 1 January 2017 PLN'000</i>	<i>Balance as at 1 January 2017 PLN'000</i>
Right-of-use assets	–	45,709	45,709
Tangible fixed assets	24,543	(3,262)	21,281
Other long-term assets	34,292	–	34,292
Total long-term fixed assets	58,835	42,447	101,282
Current assets and receivables	6,884	–	6,884
TOTAL ASSETS	65,719	42,447	108,166
Equity	31,044	–	31,044
Lease liabilities	–	38,353	38,353
Other long-term liabilities	22,325	(870)	21,455
Total long-term liabilities	22,325	37,483	59,808
Lease liabilities	0	7,699	7,699
Other short-term liabilities	12,350	(2,735)	9,615
Total short-term liabilities	12,350	4,964	17,314
Total liabilities	34,675	42,447	77,122
TOTAL EQUITY AND LIABILITIES	65,719	42,447	108,166

	<i>Balance as at 31 December 2017 PLN'000</i>	<i>Correction resulting from the first adoption of IFRS 16 on 1 January 2018 PLN'000</i>	<i>Balance as at 1 January 2018 PLN'000</i>
Right-of-use assets	–	37,768	37,768
Tangible fixed assets	19,999	(2,548)	17,451
Other long-term assets	30,652	–	30,652
Total long-term fixed assets	50,651	35,220	85,871
Current assets and receivables	5,473	–	5,473
TOTAL ASSETS	56,124	35,220	91,344
Equity	17,069	(770)	16,299
Lease liabilities	–	31,200	31,200
Other long-term liabilities	22,503	(1,601)	20,902
Total long-term liabilities	22,503	29,599	52,102
Lease liabilities	–	7,153	7,153
Other short-term liabilities	16,552	(762)	15,790
Total short-term liabilities	16,552	6,391	22,943
Total liabilities	39,055	35,990	75,045
TOTAL EQUITY AND LIABILITIES	56,124	35,220	91,344

	<i>Balance as at 31 December 2018 PLN'000</i>	<i>Correction resulting from the first adoption of IFRS 16 on 1 January 2019 PLN'000</i>	<i>Balance as at 1 January 2019 PLN'000</i>
Right-of-use assets	–	31,002	31,002
Tangible fixed assets	15,093	(1,797)	13,296
Other long-term assets	28,480	28,480	28,480
Total long-term fixed assets	43,573	29,205	72,778
Current assets and receivables	3,923	–	3,923
TOTAL ASSETS	47,496	29,205	76,701
Equity	5,055	(2,338)	2,717
Lease liabilities	–	25,479	25,479
Other long-term liabilities	25,135	(976)	24,159
Total long-term liabilities	25,135	24,503	49,638
Lease liabilities	7,632	7,632	7,632
Other short-term liabilities	17,306	(592)	16,714
Total short-term liabilities	17,306	7,040	24,346
Total liabilities	42,441	31,543	73,984
TOTAL EQUITY AND LIABILITIES	47,496	29,205	76,701

In line with IFRS 16 “Leases”, the statement of financial position recognises right-of-use assets and lease liabilities. The exceptions are short-term leases and leases of low-value assets, which Dominion Group also does not recognise in the statement of financial position.

Dominium Group uses the following practical solutions for leases previously classified as operating leases in accordance with IAS 17 “Leases”:

- applies a single discount rate to a portfolio of leases with relatively similar characteristics;
- does not apply the requirements regarding the recognition of lease assets and liabilities to leases whose lease period ends after 12 months from the date of first application (these leases are classified as short-term leases, i.e. their cost is recognised in the financial result for the period and additionally disclosed in the annual financial statements); and
- does not recognise initial direct costs in the measurement of the right-of-use asset on the date of initial application.

The above selection of practical simplifications was consistently applied to all leasing contracts.

Dominium Group, as a lessee, in accordance with IFRS 16 “Leases”, classifies as lease contracts all contracts that transfer the right to control the use of an identified asset for a given period in exchange for remuneration. As part of the permissible simplifications, the Dominium Directors do not apply accounting principles for leasing with respect to:

- short-term leasing contracts; and
- leases for which the underlying asset has a low value (“**low-value leases**”).

Fees related to the above leases are recognised linearly as an expense in profit or loss.

Low-value leases are mainly leases of assets such as scooters, computers, catering equipment and restaurant equipment. For low-value leases, the Dominium Directors select the treatment method separately for each contract, i.e. it does not define the global level below which the lease is considered low-value lease.

Short-term leases are leases with a duration of up to 12 months.

For each lease contract, the Dominium Directors determine the lease period as an irrevocable lease period with periods in which there is an option:

- an extension of the lease if the lessee is reasonably certain to exercise that option, and
- to terminate the lease if it is reasonably certain that the lessee will not exercise that option.

Dominium Group is a lessee of the following groups of assets:

- rental of premises, including: catering, office and warehouse premises;
- devices and machines, including catering and office facilities;
- motor vehicles, including: cars and scooters; and
- restaurant equipment, including furniture.

Each of the leasing contracts is negotiated individually and includes a wide range of conditions.

The leasing contracts concluded by Dominium Group do not contain any covenants, however the assets related to the right-of-use asset cannot be used as loan security.

In the opinion of the Dominium Directors, Dominium Group is not exposed to a significant risk of future cash outflows resulting from variable lease payments, the guaranteed residual value or not yet started leases. Due to the nature of the contracts for the lease of catering space (contracts for an indefinite period), in the event of a change in assumptions regarding the expected lease term, the liability will be appropriately revalued, and future planned cash outflows will increase.

The Dominium Directors measure the Dominium Group’s right-of-use assets on the lease commencement date at the cost, which includes:

- the amount of the initial measurement of the lease liability;
- lease payments paid on or before the commencement date, less any lease incentives received; and

- initial direct costs incurred by the lessee and an estimate of the costs to be incurred by the lessee in disassembling and removing the underlying asset, renovating the site where it was located, or restoring the underlying asset to a condition required by the lease terms.

After the lease commencement date, the Dominion Directors measure the Dominion Group's right-of-use asset using the cost model, i.e. the cost less total depreciation (amortisation) and total impairment losses and the lease liability adjusted for revaluation. Depreciation of a right-of-use asset is made using the straight-line method over the lease period.

The right-of-use assets are presented in a separate line item in the statement of financial position. The Dominion Directors group these components according to the asset base classes. The main base classes of assets used under the right of usufruct are: rental of catering, office and warehouse space, equipment and machinery, motor vehicles and equipment.

Cash outflow from leases, excluding short-term leases and low-value leases, is presented in the net amount in the statement of cash flows under "*Interest paid (interest portion of instalment)*" and "*Repayment of lease liabilities (principal portion of instalment)*".

The Dominion Directors measure the Dominion Group's lease liabilities on the lease commencement date at the present value of the lease payments outstanding on that date. Leasing fees are discounted using the leasing interest rate. If the Dominion Directors are unable to readily determine the lease interest rate, they use the Dominion Group's own marginal rate of interest. The marginal interest rate of Dominion Group is determined as the interest rate that it would have to pay to borrow, for a similar period and with similar security, the funds necessary to purchase an asset with a value similar to the asset used under a lease agreement.

For the purposes of the initial measurement of the lease liability, the Dominion Directors determine the value of the Dominion Group's lease payments, including in particular:

- fixed lease payments and variable fees that depend on the index or rate;
- the amounts that are expected to be paid by Dominion Group within the guaranteed marginal value;
- the exercise price of the call option, if it can be assumed with sufficient certainty that Dominion Group will exercise this option; and
- financial penalties for lease termination, if the lease terms provide that Dominion Group may use the lease termination option.

After the lease commencement date, the Dominion Directors measure the Dominion Group's lease liability by:

- charging interest on the liability;
- a decrease in the carrying amount by the paid lease payments; and
- updating the measurement of the liability's carrying amount to reflect any reassessment or modification of the lease.

Thus, each lease payment is allocated between the liability (presented in a separate item in the statement of financial position broken down into long-term and short-term) and the cost of interest on the lease (recognised in the statement of comprehensive income within "*Finance costs*").

3. Significant accounting policies

The preparation of the Dominion Group Financial Information in compliance with IFRS requires the Dominion Directors to exercise judgment in applying Dominion's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Dominion Group Financial Information are disclosed in Note 4 "*Significant judgements, estimates and assumptions*" to the Dominion Group Financial Information.

(a) **Foreign currency transactions and translation**

Transactions expressed in currencies other than PLN are converted into PLN using the exchange rate applicable on the transaction date or the exchange rate specified in the “forward” type contract accompanying a given transaction.

At the end of the reporting period, monetary assets and liabilities expressed in currencies other than PLN are converted into PLN using the average exchange rate established for a given currency by the National Bank of Poland at the end of the reporting period.

Non-monetary assets and liabilities recognised at historical cost expressed in a foreign currency are disclosed at the historical rate on the transaction date.

The following exchange rates were adopted for the needs of the balance sheet valuation:

	<i>Year ended 31 December 2017</i>	<i>Year ended 31 December 2018</i>	<i>Year ended 31 December 2019</i>
Exchange rate for the last day of the reporting period			
EUR	4.1709	4.3000	4.2585
RON	0.8953	0.9229	0.8901
Average exchange rate*			
EUR	4.2447	4.2669	4.3018
RON	0.9282	0.9165	0.9053

* calculated as the mean of the rates applicable on the last day of each month in a reporting period

(b) **Property, plant and equipment**

Tangible fixed assets are stated at purchase price or production cost less depreciation and any impairment write-offs.

Costs incurred after the date of putting the fixed asset into use, such as maintenance and repair costs, are charged to the Statement of Comprehensive Income when incurred.

Items of property, plant and equipment, at the time of their purchase, are divided into components that are items of significant value, to which a separate useful life can be assigned.

Significant spare and service parts recognised as tangible fixed assets are depreciated in accordance with the expected useful life, but not longer than the useful life of the fixed assets they service.

Property, plant and equipment are generally depreciated on a straight-line basis over their estimated useful lives:

Buildings and leasehold improvements	40 years
Plant and equipment	5- 7 years
Motor vehicles	5 years
Office equipment	5 years
Leasehold improvements	10 years

If, while preparing the Dominium Group Financial Information, there are circumstances which indicate that the carrying amount of property, plant & equipment may not be recoverable, these assets are reviewed for impairment. If there are premises indicating that impairment may have occurred and the carrying amount exceeds the estimated recoverable amount, then the value of these assets or cash-generating units to which these assets belong is reduced to the level of the recoverable amount. The recoverable amount corresponds to the higher of the following two values: fair value less selling costs or value-in-use. When determining value-in-use, the estimated future cash flows are discounted to the present value using a gross discount rate that reflects current market assessments of the time value of money and the risk associated with a given asset. In the case of an asset that does not generate cash inflows in a significantly independent

manner, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognised in the Statement of Comprehensive Income under other “*Operating costs*”.

A given item of property, plant and equipment may be removed from the Statement of Financial Position after it is sold or when no economic benefits are expected from further use of such asset. Any profits or losses resulting from derecognition of a given asset from the Statement of Financial Position (calculated as the difference between any net proceeds from sale and the carrying amount of a given item) are recognised in the Statement of Comprehensive Income in the period in which such removal was made.

Property, plant and equipment under construction or assembly and are recognised at purchase price or manufacturing cost. Property, plant and equipment under construction are not depreciated until the construction is completed and the fixed asset is put into use.

The residual value, useful life and depreciation method of assets are verified and, if necessary, adjusted at the end of each financial year.

(c) *Research and development expenditure*

Research costs are charged to the Statement of Comprehensive Income as incurred. Outlays for development works performed under a given project are capitalised, if it can be assumed that they will be recovered in the future. After the initial recognition of expenditure on development works, the historical cost model is applied, which requires that the assets are recognised at cost less accumulated amortisation and accumulated impairment losses. Any development costs capitalised are amortised over the expected period of obtaining revenues from sales from a given project.

Development costs are assessed for impairment annually if the asset has not yet been put into use, or more frequently when an indication of impairment appears during the reporting period indicating that their carrying amount may not be recoverable.

(d) *Intangible assets*

Intangible assets acquired in a separate transaction are initially measured at the purchase price or production cost. The purchase price of intangible assets acquired in a business combination is equal to their fair value as at the combination date. After initial recognition, intangible assets are recognised at purchase price or production cost less amortisation and impairment losses. Outlays on internally generated intangible assets, except for activated outlays incurred for development works, are not activated and are recognised in the costs of the period in which they were incurred.

The Dominion Directors determine whether the useful life of the Dominion Group’s intangible assets is limited or indefinite. Intangible assets with a limited useful life are amortised over their useful lives and tested for impairment each time there are premises indicating their impairment. The period and method of amortisation of intangible assets with a limited useful life are verified at least at the end of each financial year. Changes in the expected useful life or the expected pattern of consumption of economic benefits from a given asset are recognised by changing the amortisation period or method, respectively, and treated as changes in estimated values. The amortisation charge for intangible assets with a limited useful life is recognised in the statement of comprehensive income in the category that corresponds to the function of the given intangible asset.

Intangible assets with an indefinite useful life and those that are not used are verified annually for impairment in relation to individual assets or at the level of the cash generating unit. In the case of other intangible assets, it is assessed each year whether there are any impairment indicators. Useful lives are also verified on an annual basis and, if necessary, adjusted with effect from the beginning of the financial year.

Intangible assets are generally amortised on a straight-line basis over their estimated useful lives:

Goodwill	not amortised
Trademark	10 years
Software	5 years

Amortisation of the trademark is charged to “*Cost of sales*” in the Statement of Comprehensive Income. Amortisation of software is charged to “*Cost of sales*”, “*Distribution costs*” or “*Administrative expenses*” in Statement of Comprehensive Income.

(e) **Goodwill**

Goodwill on the acquisition of a business entity is initially recognised at the purchase price being the excess of the costs of the business combination over the acquirer’s share of the net fair value of identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is stated at cost less any accumulated impairment losses. The impairment test is carried out once a year. Goodwill is not amortised.

As at the acquisition date, any goodwill acquired is allocated to each of the cash-generating units that may benefit from the combination. Impairment is determined by estimating the recoverable value of the cash-generating unit to which the given goodwill relates. If the recoverable amount of the cash-generating unit is lower than the carrying amount, an impairment loss is recognised. If goodwill is part of a cash-generating unit and part of the activities within this unit is sold, goodwill related to the sold activity is included in its carrying amount when determining the profit or loss on the sale of such activities. In such circumstances, the goodwill sold is determined based on the relative value of the business sold and the value of the part of the cash-generating unit retained.

(f) **Financial assets**

Classification and valuation of financial assets

The Dominion Directors classify the Dominion Group’s financial assets into the following categories:

- financial assets measured at amortised cost;
- financial assets at fair value through profit or loss; and
- financial assets measured at fair value through other comprehensive income.

The above classification is made at the time of initial recognition. Belonging to a given category is determined by:

- business model for managing a given asset portfolio; and
- assessment of the contractual terms of a given financial asset.

(g) **Financial assets measured at amortised cost**

A financial asset is classified in the “*financial assets measured at amortised cost*” category if both of the following conditions are met:

- it is held in accordance with a business model aimed at holding financial assets to collect the contractual cash flows; and
- the terms of its contract give rise to cash flows at specified times that are only payments of principal and interest on the principal amount outstanding.

“*Financial assets measured at amortised cost*”, excluding trade receivables that do not have a significant financing component are initially recognised at fair value plus directly attributable transaction costs. Trade receivables that do not have a significant financing component are initially measured at fair value (transaction price). Subsequent valuation is carried out at amortised cost, using the effective interest rate method, less impairment losses.

Interest on financial assets classified as “*financial assets measured at amortised cost*”, calculated using the effective interest method, is recognised in profit or loss of the current period in financial income.

The category “*financial assets measured at amortised cost*” includes:

- cash and cash equivalents;
- trade receivables; and
- other receivables.

(h) **Impairment of financial assets**

At each balance sheet date, Dominium Group recognises an impairment charge (allowance for expected credit losses) on financial assets. If the credit risk associated with a given financial instrument has significantly increased since its initial recognition, the Dominium Directors measure the allowance for expected credit losses on the Dominium Group's financial instrument at an amount equal to lifetime expected credit losses. If, as at the reporting date, the credit risk related to a financial instrument has not increased significantly since the initial recognition, the Dominium Directors measure the allowance for expected credit losses on the Dominium Group's financial instrument at the amount equal to the 12-month expected credit losses.

In the case of financial assets measured at amortised cost, except for trade receivables, the Dominium Directors measure a loss allowance on the Dominium Group's financial instruments at an amount equal to the 12-month expected credit losses, due to the low credit risk associated with these financial instruments. The Dominium Directors recognise that Dominium Group's cash and cash equivalents, other receivables and other financial assets measured at amortised cost have low credit risk.

(i) **Impairment of non-financial assets**

At each reporting date, the Dominium Directors assess whether indications exist that an asset may be impaired. If any such indication exists, the Dominium Directors formally estimate the recoverable amount. If the carrying amount of a given asset or cash-generating unit exceeds its recoverable amount, it is considered impaired and a write-down is made to the recoverable amount. The recoverable amount is one of two values, whichever is higher: the fair value less costs to sell or the value in use of a given asset or cash-generating unit.

(j) **Taxation**

Deferred taxation

Due to temporary differences between the value of assets and liabilities shown in the accounting books and their tax value and tax loss possible to be deducted in future years, Dominium Group creates a provision and establishes a deferred tax asset.

The amount of the deferred tax liability and assets is determined taking into account the income tax rates applicable in the year in which the tax obligation arises.

Income taxation

Current income tax assets and liabilities for the years ended 31 December 2019, 31 December 2018 and 31 December 2017 are measured at the amount to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the jurisdictions where Dominium Group operates and generates taxable income.

(k) **Employee benefits**

Long-term benefits

Long-service awards and retirement benefits

Dominium Group is not required to pay jubilee awards and therefore does not create a provision for long-service awards. Awards or benefits related to the length of service are paid, but the fact of awarding them and the form and amount are discretionary.

Dominium Group pays retirement benefits in accordance with the Polish Labour Code. Due to the high rotation of employment and the amount of the possible provision for retirement gratuities (single salary), which would not have a significant impact on the financial result, Dominium Group does not create a provision for retirement gratuities.

Termination of employment benefit

In the event of the termination of employment, employees of the Dominium Group's companies are entitled to benefits provided for by the labour law in force in Poland, including the equivalent of unused vacation leave and compensation for the obligation to refrain from conducting business in competition with the employer.

The amount of the provision for the equivalent unused leave is updated as at the last day of the financial year and the last day of the half-year of a given financial year.

Provisions for other benefits related to termination of employment are created upon termination of employment.

(l) **Finance income and expenses**

Financing expenses comprise interest payable, interest on lease liabilities recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the Statement of Comprehensive Income.

Financing income comprise interest receivable on cash deposits and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

(m) **Cash and cash equivalents**

Cash and short-term deposits disclosed in the statement of financial position include cash at bank and in hand, as well as short-term deposits with an original maturity of three months or less.

The balance of cash and cash equivalents disclosed in the consolidated cash flow statement consists of the above-mentioned cash and cash equivalents.

(n) **Trade and other receivables**

Trade and other receivables are recognised and carried at amounts initially invoiced, taking into account any allowances for doubtful receivables. The allowance for doubtful receivables is estimated when the recovery of the full amount of the receivable, in accordance with the original terms, is no longer probable.

The probability of default is considered to be, among others, failure to pay the amount due in a period exceeding 365 days beyond the specified payment date.

(o) **Inventories**

Inventories are valued at the lower of purchase price or production costs and net realisable value. Inventories comprise food and packaging goods for resale. Dominion Group applies a first-in-first-out basis of inventory valuation.

(p) **Supplier incentives**

Dominium Group receives supplier incentives in the form of cash payments or allowances prior to merchandise being sold. Dominion Group has agreements in place with each vendor setting forth the specific conditions for each allowance or payment.

Dominium Group defers the allowance or payment over the life of the vendor contract and recognises these amounts as a reduction to the cost of merchandise in the Statement of Comprehensive Income.

(q) **Fixed assets held for sale**

Fixed assets (or groups for sale) are classified as held for sale if their carrying amount will be recovered through sales transactions rather than continuing use, provided that they are available for immediate sale in their present condition, subject to customary conditions used in the sale of these assets (or groups for sale) and their sale is highly probable.

Immediately prior to the initial classification of an asset (or a group for sale) as held-for-sale, these assets are measured, i.e. their carrying amount is determined in accordance with the provisions of the relevant standards. Tangible fixed assets and intangible assets are subject to depreciation until the date of reclassification, and in the event of any indications of possible impairment, an impairment test is performed and, consequently, an impairment loss is recognised in accordance with IAS 36 "*Impairment of Assets*".

Fixed assets (or groups for sale), the value of which has been determined as above, are subject to reclassification into assets held-for-sale. At the time of reclassification, these assets are measured at the lower of the two values: the carrying amount or the fair value less costs to sell. The difference from the measurement to fair value is recognised in "*Other operating expenses*" in the Statement of Comprehensive

Income. Upon subsequent measurement, any reversal of the fair value is recognised in other “*Operating income*” in the Statement of Comprehensive Income.

When an entity no longer meets the criteria for an asset to be classified as held-for-sale, the asset that is recognised in the Statement of Financial Position item from which it was previously reclassified is measured at the lower of:

- the carrying amount on the day before the asset was classified as held-for-sale, adjusted for depreciation or revaluation, that would have been recognised had the asset not been classified as held for sale; or
- the recoverable amount as at the date of the decision not to sell it.

(r) **Provisions**

Provisions are made when Dominium Group has an existing obligation (legal or constructive) resulting from past events, and when it is probable that the fulfilment of this obligation will result in an outflow of economic benefits and the amount of this obligation can be reliably estimated.

(s) **Contingent liabilities**

Contingent liabilities are possible obligations whose existence depends on the outcome of uncertain future events or present obligations where the outflow of resources is uncertain or cannot be measured reliably. Contingent liabilities are not recognised in the financial statements but are disclosed unless they are remote.

(t) **Segmental reporting**

An operating segment is a component of an entity:

- that engages in business activities from which it may earn income and incur costs (including income and expenses related to transactions with other components of the same entity);
- whose operating results are regularly reviewed by the entity’s chief operating decision maker and uses those results to decide on the allocation of resources to the segment and when assessing the segment’s performance; and,
- for which separate financial information is available.

The Dominium Group conducts gastronomic activity within one operating segment one operating segment in two locations, Poland and Romania. Due to the bankruptcy of Dominium Romania in 2018 and the liquidation of the subsidiary, Cantina Italia Sp. z o.o., the activities of Dominium Romania have been presented as a discontinued operation. Going forward, the only operating segment is the activity in Poland.

4. Uncertainty of estimates

The preparation of the Dominium Group Financial Information requires Dominium Directors to make estimates, as much of the information contained in the Dominium Group Financial Information cannot be measured precisely. The Dominium Directors verify they have adopted estimates based on changes in the factors taken into account in their making, new information or past experiences. Therefore, the estimates made as at 31 December 2019, 31 December 2018 and 31 December 2017 may be changed in the future.

5. Significant accounting judgements, estimates and assumptions

If a given transaction is not regulated by any standard or interpretation, the Dominium Directors, guided by a subjective judgment, determines and applies accounting policies that will ensure that the Dominium Group Financial Information will contain correct and reliable information and will:

- correctly, clearly and fairly present the property and financial situation of Dominium Group, the results of its activities and cash flows;
- reflect the economic content of the transaction;
- be objective;
- be prepared in accordance with the principle of prudent valuation; and
- be complete in all material respects.

(a) **Valuation of intangible assets**

Intangible assets acquired in a separate transaction are initially measured at the purchase price or production cost. The purchase price of intangible assets acquired in a business combination is equal to their fair value as at the combination date. After initial recognition, intangible assets are recognised at purchase price or production cost less amortisation and impairment losses. Outlays on internally generated intangible assets, except for activated outlays incurred for development works, are not activated and are recognised in the costs of the period in which they were incurred.

The Dominion Directors determine whether the useful life of Dominion Group's intangible assets is limited or indefinite. Intangible assets with a limited useful life are depreciated throughout their useful life and tested for impairment each time there are premises indicating their impairment. The period and method of amortisation of intangible assets with a limited useful life are verified at least at the end of each financial year. Changes in the expected useful life or the expected pattern of consumption of economic benefits from a given asset are recognised by changing the amortisation period or method, respectively, and treated as changes in estimated values. The amortisation charge for intangible assets with a limited useful life is recognised in the profit and loss account in the category that corresponds to the function of the given intangible asset.

Intangible assets with an indefinite useful life and those that are not used are verified annually for impairment in relation to individual assets or at the level of the cash generating unit. In the case of other intangible assets, it is assessed each year whether there are any premises that may prove their impairment. Useful lives are also verified on an annual basis and, if necessary, adjusted with effect from the beginning of the financial year.

For further details regarding intangible assets, see Note 12 "Intangible Assets" to the Dominion Group Financial Information.

(b) **Tax settlements**

For further details regarding tax settlements, see Note 26 "Tax settlement" to the Dominion Group Financial Information.

6. Subsidiaries

Details of Dominion's subsidiaries as at 31 December 2019 are as follows:

<i>Company</i>	<i>Country of Registration or Incorporation</i>	<i>Registered Office</i>	<i>Principal Activity</i>	<i>Percentage of ordinary shares held by Company</i>
Cantina Italia Sp. Z o.o	Poland	Warsaw, Poland	Management consultancy	100%
Pizza Dominion Restaurant SRL	Romania	Bucharest, Romania	Restaurants	100%

7. Revenue

Revenues were generated in Poland and Romania (see Note 30 "Discontinued operations" to the Dominion Group Financial Information). The following table reconciles Dominion Group's revenue for the periods presented:

	<i>Audited Year ended 31 December 2017 PLN'000</i>	<i>Audited Year ended 31 December 2018 PLN'000</i>	<i>Audited Year ended 31 December 2018 PLN'000</i>
Poland	74,174	82,102	84,937
Total revenue	<u>74,174</u>	<u>82,102</u>	<u>84,937</u>

8. Expenses by nature

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Staff costs including Dominion Directors, net of amounts capitalised	22,572	26,644	27,291
Materials and consumables	23,733	24,555	24,062
Depreciation and amortisation	14,376	14,238	15,202
External services	14,611	11,909	11,205
Other administrative expenses	7,732	7,003	5,762
Depreciation	4,138	3,834	4,722
Amortisation	2,123	2,123	2,141
Depreciation of the right-of-use assets	8,115	8,281	8,339
Total depreciation and amortisation	14,376	14,238	15,202

Staff costs

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Aggregate remuneration (including Dominion Directors):			
Wages and salaries	16,351	19,409	19,993
Payroll taxes	6,221	7,235	7,298
Total employees and benefits expense	22,572	26,644	27,291
The average monthly number of employees was as follows:			
Employees and Dominion Directors	257	276	288

9. Other income

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Profit on disposal of non-current assets		106	–
Compensation received	165	200	189
Reversal of an impairment loss	–	491	–
Other	9	87	301
Total other income	174	884	490

10. Other operating costs

	<i>Audited</i> Year ended 31 December 2017 PLN'000	<i>Audited</i> Year ended 31 December 2018 PLN'000	<i>Audited</i> Year ended 31 December 2019 PLN'000
Loss on disposal of non-current assets	–	–	35
Provisions for VAT liability (Note 26 "Tax settlement")	2,830	2,933	104
Impairment of assets and liquidation costs	2,893	286	774
Taxes paid	1,654	–	–
Compensation paid and other operating costs	601	411	267
Total	<u>7,978</u>	<u>3,630</u>	<u>1,180</u>

11. Taxation

The main components of the tax burden for the period ended 31 December 2018, 31 December 2018 and 31 December 2017 are as follows:

	<i>Audited</i> Year ended 31 December 2017 PLN'000	<i>Audited</i> Year ended 31 December 2018 PLN'000	<i>Audited</i> Year ended 31 December 2019 PLN'000
Current income tax expense			
Polish corporate taxes	–	–	–
Romanian corporate income taxes (Discontinued – Note 30 "Discontinued operations")	179	10	–
Total current income tax expense	<u>179</u>	<u>10</u>	<u>–</u>
Deferred income tax expense			
Poland	1,353	(14)	111
Romania (Discontinued – Note 30 "Discontinued operations")	–	–	–
Total deferred income tax expense	<u>1,353</u>	<u>(14)</u>	<u>111</u>
Total income tax expense:			
Continuing operations	<u>1,353</u>	<u>(14)</u>	<u>111</u>
Discontinued operations (Note 30 "Discontinued operations")	<u>179</u>	<u>10</u>	<u>–</u>

Reconciliation of the income tax on the pre-tax financial result at the statutory tax rate with the income tax calculated at the Dominium Group's effective tax rate for the year ended 31 December 2019, 31 December 2018 and 31 December 2017 is as follows:

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Loss from continued operations before taxation	(14,955)	(11,713)	(5,158)
Loss from discontinued operations before taxation (Note 30 "Discontinued operations")	(881)	(1,884)	(642)
Profit/(loss) before taxation	<u>(15,836)</u>	<u>(13,597)</u>	<u>(5,800)</u>
Non-tax deductible balance sheet revenue	(1,002)	(1,388)	(1,718)
Tax deductible revenue not considered in balance sheet	89	78	185
Non-tax deductible costs	10,174	7,513	13,396
Tax deductible costs not considered in balance sheet	(4,268)	(4,375)	(14,726)
Consolidation adjustments	894	(415)	17
The basis for calculating the current income tax at the statutory rate in force in Poland, amounting to 19%	<u>(9,949)</u>	<u>(12,184)</u>	<u>(8,646)</u>
Tax according to the statutory tax rate in force in Poland, amount to 19%	-	-	-
Tax at the statutory tax rate applicable in Romania	179	10	-
Changes in assets and provisions for deferred tax	1,353	(14)	111
Income tax presented in the consolidated statement of comprehensive income	<u>1,532</u>	<u>(4)</u>	<u>111</u>
Effective tax rate	<u>(9.67%)</u>	<u>0.03%</u>	<u>(1.91%)</u>

The components of the net deferred income tax asset/liability included in non-current liabilities are as follows:

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Deferred tax assets			
Allowance for doubtful accounts	68	56	63
Trade liabilities	177	216	92
Total deferred tax assets	<u>245</u>	<u>272</u>	<u>155</u>
Deferred tax liabilities			
Fixed asset timing differences	39	52	47
Total deferred tax liabilities	<u>39</u>	<u>52</u>	<u>47</u>
Net deferred tax liability	<u>206</u>	<u>220</u>	<u>108</u>

12. Intangible assets

The following table summarises Dominion Group's intangibles for each of the periods presented:

	<i>Goodwill</i> PLN'000	<i>Trademark</i> PLN'000	<i>Software</i> PLN'000	<i>Total</i> PLN'000
Cost				
As at 1 January 2017	23,642	22,963	2,040	48,645
Additions	–	–	4	4
Disposals	–	–	(420)	(420)
As at 31 December 2017	23,642	22,963	1,624	48,229
Additions	–	–	86	86
As at 31 December 2018	23,642	22,963	1,710	48,315
Additions	–	–	79	79
As at 31 December 2019	23,642	22,963	1,789	48,394
Amortisation/impairment				
As at 1 January 2017	7,881	6,360	2,040	16,281
Charge for the year	–	2,120	3	2,123
Disposals	–	–	(420)	(420)
As at 31 December 2017	7,881	8,480	1,623	17,984
Charge for the year	–	2,120	3	2,123
As at 31 December 2018	7,881	10,600	1,626	20,107
Charge for the year	–	2,119	22	2,141
As at 31 December 2019	7,881	12,719	1,648	22,248
Net book value				
As at 31 December 2017	15,761	14,483	1	30,245
As at 31 December 2018	15,761	12,363	84	28,208
As at 31 December 2019	15,761	10,244	141	26,146

The main items of intangible assets are trademarks and goodwill.

On 11 March 2008, an organised part of the Dominion Tomasz Plebaniak enterprise was transferred to Dominion. This transaction was settled in accordance with the principles of the Polish Accounting Act and as a result Dominion identified positive goodwill amounting to PLN 23,642,000. As at the date of transition to IFRS, Dominion used the exemption from IFRS 1 "First-time Adoption of International Financial Reporting Standards" and did not restate the accounting for this transaction.

As the goodwill was created in an in-kind contribution of the organised part of the enterprise, which continues to be the main part of the Dominion Group's operating activity, the goodwill was allocated to the cash-generating unit constituting the geographical segment "Poland", which corresponds to the lowest level in Dominion Group at which goodwill is monitored internal management needs.

The test was performed by comparing the carrying amount of the assets, including goodwill and trademarks, with its recoverable amount determined as at each of 31 December 2017, 31 December 2018 and 31 December 2019 as its value in use.

Key Dominion Directors' assumptions on the basis of which the cash flow projections were developed for the period covered by the most recent projections:

- an increase in the casual dining food consumption market, and hence Dominion Group's sales volume by 13 per cent. in 2021, and by 4.2 per cent. in 2022-2024. In 2020, the Dominion Directors assume a decrease in sales by 11.6 per cent. related to trade restrictions caused by the announced pandemic. For the year ended 31 December 2018, revenue increased in 2019 by 13 per cent. compared to the previous year due to planned opening of new premises and undertaking marketing activities together

with an increase in the consumption of casual dining meals, and thus in volume Dominionium Group's sales, by 1 per cent. in the years 2020 – 2022. For the year ended 31 December 2017, an increase in the consumption market for casual dining, and hence the volume of food distribution, by 1 per cent. in 2018-2021;

- an average increase in nominal prices of products sold by Dominionium Group by 2 per cent. annually (2018: 2 per cent. annually; 2017: 3.2 per cent. annually).
- operating costs determined as a fixed percentage of planned revenues, calculated on the basis of historical data and budgeted changes in their structure.

The period for which, for the purposes of the test, the Dominionium Directors have developed cash flow projections based on approved financial projections is four years.

The growth rate used to extrapolate the cash flow projections beyond the period covered by the most recent projections is 2 per cent. (2018: 1.5 per cent.; 2017: 2.5 per cent.). The applied growth rate does not exceed the average long-term growth rate for the industry in which Dominionium Group operates.

The discount rate used in the cash flow projections was 11.9 per cent. (2018: 11.9 per cent.; 2017: 11 per cent.) and corresponds to the total gross cost of the most expensive financing used by Dominionium Group.

The prepared projections consider the market situation caused by the COVID-19 pandemic and its impact on the financial situation of the Dominionium Group.

In the opinion of the Dominionium Directors, there are no probable changes in the key assumptions used to measure the recoverable amount of the unit, which could cause the carrying amount of this unit to exceed its recoverable value. The impairment test performed did not show any impairment in each of the years.

13. Property, plant and equipment

	<i>Technical equipment PLN'000</i>	<i>Vehicles PLN'000</i>	<i>Other property, plant and equipment PLN'000</i>	<i>Leasehold improvements PLN'000</i>	<i>Assets under construction PLN'000</i>	<i>Total PLN'000</i>
Cost						
As at 1 January 2017	4,370	173	4,507	35,557	67	44,674
Additions	199	20	476	1,114	35	1,844
Disposals	(874)	(12)	(627)	(262)	–	(1,775)
Reclassification	–	–	–	67	(67)	–
As at 31 December 2017	3,695	181	4,356	36,476	35	44,743
Additions	127	10	353	662	97	1,249
Disposals	(147)	(47)	(39)	(6,357)	–	(6,590)
Reclassification	–	–	–	35	(35)	–
Foreign exchange translation	7	2	6	82	–	97
As at 31 December 2018	3,682	146	4,676	30,898	97	39,499
Additions	170	10	420	270	40	910
Disposals	(180)	(85)	(252)	(1,914)	–	(2,431)
Reclassification	–	–	–	97	(97)	–
As at 31 December 2019	3,672	71	4,844	29,351	40	37,978
Depreciation						
As at 1 January 2017	3,713	82	3,560	16,038	–	23,393
Charge for the year	393	30	565	3,150	–	4,138
Disposals	(891)	(12)	(600)	(152)	–	(1,655)
As at 31 December 2017	3,215	100	3,525	19,036	–	25,876
Charge for the year	277	41	608	2,908	–	3,834
Disposals	(119)	(31)	(27)	(3,506)	–	(3,683)
Foreign exchange translation	6	1	2	44	–	53
As at 31 December 2018	3,379	111	4,108	18,482	–	26,080
Charge for the year	276	25	554	3,867	–	4,722
Disposals	(176)	(73)	(110)	(1,162)	–	(1,521)
As at 31 December 2019	3,479	63	4,552	21,187	–	29,281
Impairment						
As at 1 January 2017	–	–	–	–	–	–
Impairment charge	28	24	133	1,231	–	1,416
As at 31 December 2017	28	24	133	1,231	–	1,416
Impairment reversal	(25)	(13)	(30)	(1,268)	–	(1,336)
Foreign exchange translation	1	1	4	37	–	43
As at 31 December 2018	4	12	107	–	–	123
Impairment reversal	(4)	(12)	(107)	–	–	(123)
As at 31 December 2019	–	–	–	–	–	–
Net book value						
As at 31 December 2017	452	57	698	16,209	35	17,451
As at 31 December 2018	299	23	461	12,416	97	13,296
As at 31 December 2019	193	8	292	8,164	40	8,697

An impairment reversal has been recognised as Dominium Group has been able to realise more on disposal of the property, plant and equipment assets impaired than previously expected. Originally the impairment was shown at a Dominium Group level in the year ended 31 December 2017, the impairment was adjusted following finalisation of the impairment and disposal of assets in Dominium Romania.

14. Inventory

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Materials	1,035	880	1,054
TOTAL	<u>1,035</u>	<u>880</u>	<u>1,054</u>

No inventory category was used as security for loans or borrowings in the years ended 31 December 2019, 31 December 2018 and 31 December 2017. As at 31 December 2019, 31 December 2018 and 31 December 2017 there were no inventories carried at net selling price.

15. Trade and other receivables

The majority of trade receivables are current and the Dominion Directors believe these receivables are collectible. The Dominion Directors consistently assess the collectability of these receivables. As at 31 December 2019, the Dominion Directors considered a portion of these receivables uncollectable and recorded a provision in the amount of PLN 704,000 (2018: PLN 704,000, 2017: PLN 1,178,000).

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Non-current trade receivables			
Other financial receivables	162	-	-
Total non-current trade receivables	<u>162</u>	<u>-</u>	<u>-</u>
Current trade receivables			
Trade receivables	1,708	1,939	1,835
Guarantee deposits	219	220	344
Other financial receivables	29	54	80
Receivables from taxes, social and health insurance and other benefits	836	18	16
Prepayments	1,103	764	720
Less provision	(1,178)	(704)	(704)
Total current trade receivables	<u>2,717</u>	<u>2,291</u>	<u>2,291</u>

16. Cash and cash equivalents

The balance of cash and cash equivalents presented in the Statement of Financial Position and the Statement of Cash Flows consisted of the following items as at the reporting date:

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Cash at bank	1,232	521	755
Cash in hand	487	229	351
Total cash and cash equivalents	<u>1,719</u>	<u>750</u>	<u>1,106</u>

17. Share capital

The following table summarises the share capital of Dominium for the years presented:

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Called up, allotted and fully paid: 8,060,000 (2018: 8,060,000, 2017: 8,044,000) Ordinary shares of 1 PLN each	8,044	8,060	8,060
	<u>8,044,000</u>	<u>8,044</u>	<u>26,384</u>
	<u>8,044,000</u>	<u>8,044</u>	<u>26,384</u>
Placing of shares	16,000	16	2,523
	<u>8,060,000</u>	<u>8,060</u>	<u>28,907</u>
	<u>8,060,000</u>	<u>8,060</u>	<u>28,907</u>
		<i>No. of shares</i>	<i>% total shares</i>
<i>Share class</i>			
<u>Malaccan Holdings</u>			
Class A		500,000	6.20%
Class B		3,928,000	48.70%
Class C		828,571	10.30%
Class D		961,731	11.90%
Class G		209,243	2.60%
Class H		1,206,676	15.00%
Class I		15,510	0.20%
		<u>7,649,731</u>	<u>94.90%</u>
<u>Mezzanine's AMC III Fund</u>			
Class D		410,269	5.10%
		<u>410,269</u>	<u>5.10%</u>
Total		<u>8,060,000</u>	<u>100.00%</u>

Shares of all classes carry one vote per share. The shares of all classes have the same rights to receive dividends and return on capital.

Nature and purpose of reserves

Share capital

The share capital account represents the nominal value of share issued by Dominium.

Share premium

The share premium reserve represents the premium paid by Dominium shareholders over the nominal value of the shares issued less any directly attributable costs of issuing the shares.

Other equity

The other equity reserves represents a capital contribution received by Dominium from its majority shareholder. The reserves are non-redeemable and non-distributable.

Retained earnings

This reserve holds the accumulation of profits and losses including any distributions to Dominium shareholders.

18. Borrowings

Dominium Group's borrowings consist of the following amounts for the periods presented:

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Not later than one year	1,360	1,222	25,273
Later than one year and not later than five years	18,884	23,094	–
Total borrowings	<u>20,244</u>	<u>24,316</u>	<u>25,273</u>

The following table represents Dominium Group's finance costs and income for each of the periods presented:

	<i>Audited Year ended 31 December 2017 PLN'000</i>	<i>Audited Year ended 31 December 2018 PLN'000</i>	<i>Audited Year ended 31 December 2019 PLN'000</i>
Interest payable:			
– Related entities borrowings	1,936	2,860	2,745
– Other interest payable	51	287	14
– Bank borrowings	45	57	35
– Lease liabilities	4,037	3,504	2,829
– Foreign exchange loss	454	856	469
– Other	6	14	–
Total finance costs	<u>6,529</u>	<u>7,578</u>	<u>6,092</u>
	<i>Audited Year ended 31 December 2017 PLN'000</i>	<i>Audited Year ended 31 December 2018 PLN'000</i>	<i>Audited Year ended 31 December 2019 PLN'000</i>
Interest receivable	2	–	–
Foreign exchange gain	1,004	32	218
Total finance income	<u>1,006</u>	<u>32</u>	<u>218</u>

19. Trade and other payables

The following table includes a detail of other liabilities as at the periods presented:

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Other non-current liabilities			
Supplier incentives	1,979	1,013	1,335
Total other non-current liabilities	<u>1,979</u>	<u>1,013</u>	<u>1,335</u>
Other current liabilities			
Trade and other payables	4,882	4,478	4,460
Supplier incentives	707	784	632
Taxes payable	1,392	2,192	1,277
Accruals	333	443	827
Other current liabilities	1,949	2,086	2,205
Total other current liabilities	<u>9,263</u>	<u>9,983</u>	<u>9,401</u>
Total other liabilities	<u><u>11,242</u></u>	<u><u>10,996</u></u>	<u><u>10,736</u></u>

20. Right-of-use asset and lease liabilities

Right-of-use asset

	<i>Restaurants, office and warehouse space PLN'000</i>	<i>Technical equipment PLN'000</i>	<i>Vehicles PLN'000</i>	<i>Equipment PLN'000</i>	<i>Total PLN'000</i>
Cost					
As at 1 January 2017	44,454	1,309	1,967	531	48,261
Additions	–	47	111	68	226
Disposals	–	(295)	(347)	(113)	(755)
As at 31 December 2017	44,454	1,061	1,731	486	47,732
Additions	1,531	29	–	–	1,560
Disposals	–	(88)	(354)	–	(442)
As at 31 December 2018	45,985	1,002	1,377	486	48,850
Additions	511	–	–	–	511
Disposals	–	–	(229)	–	(229)
As at 31 December 2019	46,496	1,002	1,148	486	49,132
Depreciation					
As at 1 January 2017	–	1,222	839	491	2,552
Additions	7,729	31	287	68	8,115
Disposals	–	(291)	(339)	(73)	(703)
As at 31 December 2017	7,729	962	787	486	9,964
Additions	7,981	46	254	–	8,281
Disposals	–	(86)	(311)	–	(397)
As at 31 December 2018	15,710	922	730	486	17,848
Additions	8,097	12	230	–	8,339
Disposals	–	–	(160)	–	(160)
As at 31 December 2019	23,807	934	800	486	26,027
Carrying value					
As at 31 December 2017	36,725	99	944	–	37,768
As at 31 December 2018	30,275	80	647	–	31,002
As at 31 December 2019	22,689	68	348	–	23,105

Lease liability

	<i>Audited PLN'000</i>
As at 1 January 2017	46,052
Additions	227
Interest	3,806
Amounts paid	(10,733)
Foreign exchange revaluation	(999)
As at 31 December 2017	38,353
Additions	1,560
Interest	3,400
Amounts paid	(10,799)
Foreign exchange revaluation	597
As at 31 December 2018	33,111
Additions	511
Interest	2,821
Amounts paid	(10,626)
Foreign exchange revaluation	(24)
As at 31 December 2019	25,793

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Not later than one year	7,153	7,632	7,347
Later than one year and not later than five years	31,200	25,479	18,446
Total lease liability	38,353	33,111	25,793

21. Provisions

	<i>Audited Employee benefits provision PLN'000</i>	<i>Audited Other provisions PLN'000</i>	<i>Audited Total PLN'000</i>
Year ended 31 December 2019			
Opening balance	243	3,611	3,854
Additions	45	335	380
Released	-	-	-
Utilised	-	(1,300)	(1,300)
Closing balance	288	2,646	2,934

	<i>Audited Employee benefits provision PLN'000</i>	<i>Audited Other provisions PLN'000</i>	<i>Audited Total PLN'000</i>
Year ended 31 December 2018			
Opening balance	278	3,234	3,512
Additions	–	2,999	2,999
Released	(35)	(64)	(99)
Utilised	–	(2,558)	(2,558)
Closing balance	<u>243</u>	<u>3,611</u>	<u>3,854</u>

	<i>Audited Employee benefits provision PLN'000</i>	<i>Audited Other provisions PLN'000</i>	<i>Audited Total PLN'000</i>
Year ended 31 December 2017			
Opening balance	204	477	681
Additions	74	2,824	2,898
Released	–	–	–
Utilised	–	(67)	(67)
Closing balance	<u>278</u>	<u>3,234</u>	<u>3,512</u>

Other provisions

The main items included in other provisions at 31 December 2019:

- provision for VAT for the year ended 31 December 2015 amounting to PLN 1,149,000 – sales with a rate of 5 per cent. VAT tax;
- provision for VAT for the year ended 31 December 2016 amounting to PLN 615,000 – sales with a rate of 5 per cent. VAT tax;
- provisions for VAT refund for the year ended 31 December 2013 amounting to PLN 405,000;
- provision for VAT for the years ended 31 December 2014-2016 amounting to PLN 221,000; and
- provision for compensations costs of early termination of the lease agreement of PLN 210,000.

22. Financial instruments

The table below shows a comparison of the carrying amounts and fair values of all the Dominion Group's financial instruments that have been disclosed in the Dominion Group Financial Information at values other than fair value, broken down by categories of assets and liabilities.

For trade receivables, the Dominion Directors apply the simplified approach permitted by IFRS 9 "*Financial Instruments*", which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Financial liabilities are initially measured at fair value and subsequently measured at amortised cost.

	Year ended 31 December 2019		Classification of financial instrument Measured at amortised cost
	Fair value	Book value	PLN'000
	PLN'000	PLN'000	PLN'000
Lease liabilities	18,446	18,446	18,446
Non-current liabilities	18,446	18,446	18,446

	Year ended 31 December 2018		Classification of financial instrument Measured at amortised cost
	Fair value	Book value	PLN'000
	PLN'000	PLN'000	PLN'000
Borrowings	23,094	23,094	23,094
Lease liabilities	25,479	25,479	25,479
Non-current liabilities	48,573	48,573	48,573

	Year ended 31 December 2017		Classification of financial instrument Measured at amortised cost	
	Fair value	Book value	Borrowing and receivables	Other book value
	PLN'000	PLN'000	PLN'000	PLN'000
Trade receivables	162	162	162	–
Non-current assets	162	162	162	–

	Year ended 31 December 2017		Classification of financial instrument Measured at amortised cost
	Fair value	Book value	PLN'000
	PLN'000	PLN'000	PLN'000
Borrowings	18,884	18,884	18,884
Lease liabilities	31,200	31,200	31,200
Non-current liabilities	50,084	50,084	50,084

23. Financial risk management

The main financial instruments used by the Dominion Group include bank loans, financial lease agreements and lease agreements with purchase option, cash and short-term deposits. The main purpose of these

financial instruments is to raise funds for the Dominion Group's operations. Dominion Group also has other financial instruments, such as trade receivables and liabilities that arise directly in the course of its operations.

The principle applied by Dominion Group at present and throughout the period covered by this historical financial information is not to trade in financial instruments.

The main types of risk arising from the Dominion Group's financial instruments include interest rate risk, liquidity risk, currency risk and credit risk. Dominion Director's review and agree rules for managing each of these risks – these rules are briefly discussed below. Dominion Director's also monitor the risk of market prices relating to all of its financial instruments.

(a) **Currency risk**

Dominium Group's sales revenues included foreign sales, which are realised in Romanian Leu (RON). The volatility of fluctuations of the PLN against these currencies may adversely affect the pricing policy of products sold by the Dominion on foreign markets, which may lead to a decline in profitability on foreign sales.

See below for table on assets held in RON

	<i>Audited</i> <i>As at</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>As at</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>As at</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Assets classified as assets held for sale (Note 30 "Discontinued operations")	2	2	12
Liabilities directly related to non-current assets classified as held for sale (Note 30 "Discontinued operations")	1,655	1,655	977
Net liabilities	<u>(1,653)</u>	<u>(1,653)</u>	<u>(965)</u>

(b) **Market risk**

Dominium Group estimated the potential changes in market risk as follows:

- 1 per cent. change in the PLN interest rate (increase or decrease in the interest rate);
- 1 per cent. change in the RON interest rate (increase or decrease in the interest rate);
- 1 per cent. change in the EUR interest rate (increase or decrease in the interest rate);
- 10 per cent. change in the PLN / RON exchange rate (increase or decrease in the interest rate); and
- 10 per cent. change in the PLN / EUR exchange rate (increase or decrease in the interest rate).

The above-established values were established on an annual basis.

Year ended 31 December 2019

	PLN'000	Interest rate risk gain/loss impact		Forex risk gain/loss impact	
		+1% in PLN	-1% in PLN	+10%	-10%
		+1% in RON	-1% in RON		
Trade Receivables	1,555	-	-	12	(12)
Cash at bank	755	8	(8)	-	-
Cash in hand	351	-	-	-	-
Current assets	2,661	8	(8)	12	(12)
Financial assets before taxation		8	(8)	12	(12)
Taxation (19%)		(2)	2	(2)	2
Financial assets after taxation impact		6	(6)	10	(10)
Borrowings	-	-	-	-	-
Lease liabilities	18,446	(184)	184	(877)	877
Trade liabilities	-	-	-	-	-
Non-current liabilities	18,446	(184)	184	(877)	877
Borrowings	25,273	(253)	253	(613)	613
Lease liabilities	7,347	(74)	74	(289)	289
Trade liabilities	8,109	-	-	-	-
Current liabilities	40,729	(327)	327	(902)	902
Financial liabilities before taxation impact		(511)	511	(1,779)	1,779
Taxation (19%)		97	(97)	338	(338)
Financial liabilities after taxation impact		(414)	414	(1,441)	1,441

Year ended 31 December 2018

	PLN'000	Interest rate risk gain/loss impact		Forex risk gain/loss impact	
		+1% in PLN	-1% in PLN	+10%	-10%
		+1% in RON	-1% in RON		
Trade Receivables	1,509	-	-	12	(12)
Cash at bank	521	5	(5)	1	(1)
Cash in hand	231	-	-	-	-
Current assets	2,261	5	(5)	13	(13)
Financial assets before taxation		5	(5)	13	(13)
Taxation (19%)		(1)	1	(2)	2
Financial assets after taxation impact		4	(4)	11	(11)
Borrowings	23,094	(231)	231	(457)	457
Lease liabilities	25,479	(255)	255	-	-
Non-current liabilities	48,573	(486)	486	(457)	457
Borrowings	1,222	(16)	16	-	-
Lease liabilities	7,632	(76)	76	-	-
Trade liabilities	8,331	-	-	(82)	82
Current liabilities	17,185	(92)	92	(82)	82
Financial liabilities before taxation impact		(578)	578	(539)	539
Taxation (19%)		110	(110)	102	(102)
Financial liabilities after taxation impact		(468)	468	(437)	437

Year ended 31 December 2017

	PLN'000	Interest rate risk gain/loss impact		Forex risk gain/loss impact	
		+1% in PLN +1% in RON	-1% in PLN -1% in RON	+10%	-10%
Trade Receivables	1,669	-	-	9	(9)
Cash at bank	1,232	12	(12)	8	(5)
Cash in hand	489	-	-	-	-
Current assets	3,390	12	(12)	17	(14)
Financial assets before taxation		12	(12)	17	(14)
Taxation (19%)		(2)	2	(3)	3
Financial assets after taxation impact		10	(10)	14	(11)
Borrowings	18,884	(189)	189	(35)	35
Lease liabilities	31,200	(312)	312	-	-
Non-current liabilities	50,084	(501)	501	(35)	35
Borrowings	1,360	(17)	17	-	-
Lease liabilities	7,153	(72)	72	-	-
Trade liabilities	8,488	-	-	(112)	112
Current liabilities	17,001	(89)	89	(112)	112
Financial liabilities before taxation impact		(590)	590	(112)	112
Taxation (19%)		112	(112)	21	(21)
Financial liabilities after taxation impact		(478)	478	(91)	91

(c) Interest rate risk

The interest rate risk is the possibility of the occurrence of a negative impact of changes in interest rates on the financial condition of Dominion Group. The uncertainty of interest rates negatively influencing the macroeconomic situation significantly hinders the process of planning and making investment decisions. The environment of rising interest rates significantly complicates the preparation of a rational projection of the costs of financing business activities. This problem is particularly visible when preparing long-term investment projects, such as opening new restaurants.

Dominium Group finances and takes into account the possibility of further financing of the investments carried out with capital from loans or bank loans. In such a situation, the increase in interest rates translates into an increase in loan costs, therefore the Dominion Directors expect an increase in financial costs related to loan servicing.

The table below presents the carrying amount of the Dominion Group's financial instruments exposed to the interest rate risk, broken down by age category.

Year ended 31 December 2019

	<1 year	2 years	3 years	4 years	5 years	>5 years	Total
Fixed interest rate							
Finance lease liabilities	7,350	5,819	4,418	3,866	4,340	-	25,793
Loan from related parties	25,273	-	-	-	-	-	25,273
Total	32,623	5,819	4,418	3,866	4,340	-	51,063

Year ended 31 December 2018

	<1 year	2 years	3 years	4 years	5 years	>5 years	Total
Fixed interest rate							
Finance lease liabilities	7,634	25,423	48	6	–	–	33,111
Loan from related parties	1,222	23,094	–	–	–	–	24,316
Total	8,856	48,517	48	6	–	–	57,427

	<1 year	2 years	3 years	4 years	5 years	>5 years	Total
Floating Interest rate interest rate							
Overdraft	1,458	–	–	–	–	–	1,458
Total	1,458	–	–	–	–	–	1,458

Year ended 31 December 2017

	<1 year	2 years	3 years	4 years	5 years	>5 years	Total
Fixed interest rate							
Finance lease liabilities	7,154	31,049	121	29	–	–	38,353
Loan from related parties	1,360	–	16,947	–	–	1,937	20,244
Total	8,514	31,049	17,068	29	–	1,937	58,597

	<1 year	2 years	3 years	4 years	5 years	>5 years	Total
Floating Interest rate interest rate							
Overdraft	1,650	–	–	–	–	–	1,650
Total	1,650	–	–	–	–	–	1,650

Interest rates on borrowings

Financing entity	Currency	Interest rate	Termination date
Raiffeisen bank polska S.A. *	PLN	WIBOR 1M +3.7%	30/06/2020
Malaccan Holdings	PLN	10.8% per year	31/12/2020
Malaccan Holdings	EUR	15% per year	30/12/2020
Malaccan Holdings	EUR	15% per year	30/12/2020
Malaccan Holdings	PLN	11% per year	31/12/2020
Malaccan Holdings	PLN	11% per year	01/01/2021
Malaccan Holdings	PLN	11% per year	31/12/2020
Malaccan Holdings	PLN	11% per year	31/12/2020
Malaccan Holdings	PLN	11% per year	31/12/2020
Malaccan Holdings	PLN	11% per year	31/12/2020

* Security: Dominium Group has provided a registered pledge of assets up to the amount of PLN 12,450,000

(d) Credit risk

Dominium Group is exposed to credit risk understood as the risk that customers will not meet their obligations and thus cause Dominium Group to incur losses. The maximum exposure to credit risk is PLN 1,534,000 for 31 December 2019, PLN 1,509,000 for 31 December 2018 and PLN 1,831,000 for 31 December 2017 at the end of the reporting period and was estimated as the balance sheet value of financial receivables.

The Dominium Directors determine the Dominium Group's write-offs updating the value of overdue or impaired receivables by means of an individual risk analysis of non-payment. At the level of 100 per cent. of the nominal value of overdue receivables, write-offs are created for receivables overdue more than 365 days,

unless there are reasons to suggest Dominium Group receiving the payment. For receivables less than 365 days old, the Dominium Directors create write-offs when they have information about a difficult financial situation at the Dominium Group's debtor.

The Dominium Directors consider the impact of the Dominium Group's expected credit loss model on its trade receivables not to be material to the Dominium Group Financial Information given the nature of the business. As a whole the Dominium Directors consider the non-payment of Dominium Group's trade receivables to be a low risk. The Dominium Group has recognised a receivables provision of PLN 704,000 as at 31 December 2018 and 31 December 2019 (see Note 15 "Trade and other receivables" to the Dominium Group Financial Information) in respect of a balance owed by a related company. This is considered an isolated occurrence as it relates to expenses incurred by Dominium Group on behalf of the related company.

(e) **Cash and cash equivalents**

The credit risk from its cash and cash equivalents is limited because the counter parties are banks with high credit ratings and have not experienced any losses in such accounts.

(f) **Trade receivables**

Trade receivables are due from customers and collectability is dependent on the financial condition of each individual company as well as the general economic conditions of the industry. The Dominium Directors review the financial condition of customers prior to extending credit and generally does not require collateral in support of Dominium Group's trade receivables. The majority of trade receivables are current and the Dominium Directors believe these receivables are collectible. Where there is an expectation that receivables are not collectible a provision is made as disclosed in Note 15 "Trade and other receivables" to the Dominium Group Financial Information.

	<i>Audited</i> As at 31 December 2017 PLN'000	<i>Audited</i> As at 31 December 2018 PLN'000	<i>Audited</i> As at 31 December 2019 PLN'000
Balance at 1 January	35	1,178	704
New provision in the year	1,159	-	-
Reversals	-	(474)	-
Used	(16)	-	-
Total borrowings	<u>1,178</u>	<u>704</u>	<u>704</u>

(g) **Liquidity risk**

The analysis of financial liabilities at intervals is presented below. The amounts presented represent undiscounted cash flows, which constitute Dominium Group's maximum exposure to risk.

Year ended	<i>Less than</i> 3 months	<i>3-12</i> months	<i>Between</i> 1 and 2 years	<i>Between</i> 2 and 5 years	<i>Over</i> 5 years	Total contractual cash flows	Audited Carrying amount
31 December 2019							
Borrowings	47	25,226	-	-	-	25,273	25,273
Lease liabilities	2,627	6,846	8,271	8,684	5,042	31,470	25,793
Trade liabilities	4,284	176	-	-	-	4,460	4,460
Other financial liabilities	3,030	-	-	-	-	3,030	3,030
Total	<u>9,988</u>	<u>32,248</u>	<u>8,271</u>	<u>8,684</u>	<u>5,042</u>	<u>64,233</u>	<u>58,556</u>

	<i>Less than 3 months</i>	<i>3-12 months</i>	<i>Between 1 and 2 years</i>	<i>Between 2 and 5 years</i>	<i>Over 5 years</i>	Total contractual cash flows	Audited Carrying amount
Year ended							
31 December 2018							
Borrowings	1,512	41	23,094	–	–	24,647	24,316
Lease liabilities	2,624	7,815	9,396	12,974	8,625	41,434	33,111
Trade liabilities	4,392	86	–	–	–	4,478	4,478
Other financial liabilities	2,529	–	–	–	–	2,529	2,529
Total	11,057	7,942	32,490	12,974	8,625	73,088	64,434
Year ended							
31 December 2017							
Borrowings	1,691	–	–	16,947	1,937	20,575	20,244
Lease liabilities	2,636	7,942	10,363	17,486	12,019	50,446	38,354
Trade liabilities	4,882	–	–	–	–	4,882	4,882
Other financial liabilities	1,949	–	–	–	–	1,949	1,949
Total	11,158	7,942	10,363	34,433	13,956	77,852	65,429

The main creditor of the Dominion Group is the company which is its main shareholder, Malaccan Holdings, and liabilities to it constitute 92.2 per cent. of all interest-bearing liabilities of the Dominion Group.

In the opinion of the Dominion Directors, the current structure of debt financing secures the current needs of financing operating activities and the planned expansion of the Dominion Group's restaurant chain. Following the year end, the loan has been converted into a further unsecured facility with a maturity date three years from the date of issue (see Note 32 "Events after the balance sheet date" to the Dominion Group Financial Information).

24. Capital management

The Dominion Directors manage Dominion Group's capital to maintain the ability for it to continue as a going concern, taking into account the implementation of planned investments, so that it can generate returns for shareholders and bring benefits to other stakeholders.

In line with market practice, the Dominion Directors monitor Dominion Group's capital, among others, on the basis of the equity ratio and the ratio of credits, loans and other sources of financing/EBITDA.

The equity ratio is calculated as the ratio of the net value of tangible assets (equity less intangible assets) to the balance sheet total.

The ratio of credits, loans and other sources of financing / EBITDA is calculated as the ratio of credits, loans and other sources of financing to EBITDA. Loans, borrowings and other sources of financing mean the total amount of liabilities for loans, borrowings and leasing, while EBITDA is the operating profit after adding depreciation.

	<i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Shareholders funds	16,299	2,717	(3,194)
Minus: intangible assets	(30,245)	(28,208)	(26,146)
Value of share capital after intangible assets deduction	<u>(13,946)</u>	<u>(25,491)</u>	<u>(29,340)</u>
Balance sheet total	<u>91,344</u>	<u>76,701</u>	<u>62,566</u>
Share capital rate	<u>-15%</u>	<u>-33%</u>	<u>-47%</u>
Operating profit/(loss)	(9,432)	(4,167)	716
Plus: amortization and depreciation	14,376	14,238	15,202
EBITDA	<u>4,944</u>	<u>10,071</u>	<u>15,918</u>
Borrowings	<u>20,244</u>	<u>24,316</u>	<u>25,273</u>
Rate: borrowings/EBITDA	<u>4.1</u>	<u>2.4</u>	<u>1.6</u>

25. Contingencies and provisions

As at 31 December 2019, Dominium Group had contingent liabilities resulting from guarantees provided to landlords amounting to PLN 2,970,000 (2018: PLN 3,188,000, 2017: PLN 3,801,000). These amounts only become payable if Dominium Group does not meet its lease obligations.

26. Tax settlement

Tax settlements and other areas of activity that are subject to regulations (e.g. customs or foreign exchange matters) may be the subject of investigation by administrative authorities, who are authorised to impose high penalties and sanctions. The lack of reference to established legal regulations in Poland results in ambiguities and inconsistencies in the applicable provisions. Frequent differences in opinion with regard to the legal interpretation of tax regulations, both within state authorities and between state authorities and enterprises, create areas of uncertainty and conflicts. This leads to an increased tax risk in Poland than one that usually exists in countries with a more developed tax system.

Tax settlements may be inspected for a period of five years, starting from the end of the year in which the tax was paid. As a result of the inspections, the Dominium Group's current tax settlements may be increased by additional tax liabilities.

In 2014, Dominium Group, in accordance with the received individual tax interpretation, corrected the VAT-7 and VAT-7D returns for 2008, 2009, 2010, 2011 and 2013. As a result of the submitted corrections, Dominium Group received VAT refunds for the years 2008, 2009, 2010 and 2011 of PLN 3,285,000. In January 2015, Dominium Group received a request from the Tax Office to correct the VAT received for 2010 and 2011. In 2015, Dominium Group corrected its declarations for 2010 and 2011 and returned the previously received VAT to the amount of PLN 1,689,000. As at 31 December 2015, Dominium Group created a provision for the return of VAT for 2013 of PLN 405,000.

In 2016, Dominium Group received a notification from the Tax Control Office about the intention to initiate a VAT inspection (sale of ready-made meals to go) for the years 2011, 2012, 2013, 2014, 2015 and for the period 1 January 2016 to 30 June 2016.

As a result of the above-mentioned inspection, Dominium Group was informed that it sold take-away meals at a 5 per cent. VAT rate. On 24 June 2016, the Minister of Finance issued a general ruling on the sale of take-away meals, Dominium Group should sell take-away meals with the VAT rate of 8 per cent. In September 2016, Dominium Group received notification from the Tax Control Office of its intention to initiate VAT control proceedings regarding corrections to the 2011 VAT-7 declaration. As a result of the adjustments

made, a tax arrears of PLN 1,037,000 arose on the part of Dominion Group. Dominion Group applied to settle the arrears with the refunds of VAT surpluses arising in 2016. As a result of the above adjustments, the Tax Office did not refund Dominion Group the VAT refunds due for June, July and August 2016. The total value of the above-mentioned refunds amounted to PLN 691,000 was included in the VAT arrears for 2011.

In October 2016, Dominion Group made reverse corrections for 2011, taking the position that it was right to apply a 5 per cent. VAT rate on sales for the indicated period (Dominium Group has an individual interpretation and the opinion of experts confirming the classification of goods in grouping 10.85.1 PKWiU). In the Dominion Directors' opinion, the previously submitted corrections were not justified, as the appropriate rate that Dominion Group should apply for this type of sale is 5 per cent. VAT. As a result of the above adjustments to the VAT-7 declaration, Dominion Group applied for a VAT refund. In November 2016, the Tax Office initiated control proceedings regarding the correctness of the VAT settlement for 2011. Pursuant to the decision after the inspection, the Tax Office decided that Dominion Group incorrectly showed the sale of take-away meals with a 5 per cent. VAT rate and determined the Dominion Group's liability in the amount of PLN 1,005,000. In December 2016, Dominion Group submitted to the Tax Office reservations relating to the inspection report and appealed against the decision to the Tax Chamber in Warsaw. On 12 September 2017, Dominion Group received the decision of the Director of the Tax Administration Chamber, Warsaw on upholding the decision of the Head of the 2nd Masovian Tax Office in Warsaw. Dominion Group paid tax with interest and filed a complaint with the Provincial Administrative Court in Warsaw. On 10 August 2018, the Provincial Administrative Court in Warsaw dismissed the complaint against the decision of the Tax Administration Chamber in Warsaw.

On 17 September 2018, Dominion Group filed a cassation appeal to the Supreme Administrative Court in Warsaw against the judgment of the Provincial Administrative Court in Warsaw.

In October 2016, the Masovian Customs and Tax Office in Warsaw initiated a VAT inspection procedure (sale of take-away meals) for the period 2012, 2013, 2014, 2015 and 1 June 2016 to 30 June 2016.

In November 2017, Dominion Group received the decision from the Head of the Masovian Customs and Tax Office in Warsaw for 2012, in which he determined the VAT liability amounted to PLN 914,000. In December 2017, Dominion Group appealed against the decision to the Director of the Tax Administration Chamber in Warsaw.

On 15 June 2018, Dominion Group received the decision of the Director of the Tax Administration Chamber in Warsaw upholding the decision of the Masovian Customs and Tax Office in Warsaw. Dominion Group paid tax with interest amounting to PLN 1,366,000 and filed a complaint with the Provincial Administrative Court in Warsaw.

On 20 February 2019, the Provincial Administrative Court in Warsaw dismissed the complaint against the decision of the Tax Administration Chamber in Warsaw.

Dominium Group intends to file a cassation appeal to the Supreme Administrative Court in Warsaw against the judgment of the Provincial Administrative Court in Warsaw.

In February 2018, Dominion Group received the decision of the Head of the Masovian Customs and Tax Office in Warsaw for 2013, in which he determined the VAT liability amounted to PLN 839,000. In February 2018, Dominion Group appealed against the decision to the Director of the Tax Administration Chamber in Warsaw. In May 2018, Dominion Group received the decision of the Director of the Tax Administration Chamber in Warsaw upholding the decision of the Head of the Masovian Customs and Tax Office in Warsaw. Dominion paid tax with interest amounting to PLN 1,123,000 and filed a complaint with the Provincial Administrative Court in Warsaw.

On 30 January 2019, the Provincial Administrative Court in Warsaw dismissed the complaint against the decision of the Tax Administration Chamber in Warsaw.

Dominium Group intends to file a cassation appeal to the Supreme Administrative Court in Warsaw against the judgment of the Provincial Administrative Court in Warsaw.

In December 2018, Dominium Group received the decision of the Head of the Masovian Customs and Tax Office in Warsaw for 2014, in which they determined the VAT liability in the amount of PLN 906,000. In December 2018, Dominium appealed against the decision to the Director of the Tax Administration Chamber in Warsaw. Until the date of preparation of the Dominium Group Financial Information, Dominium Group has not received the decision of the Director of the Tax Administration Chamber in Warsaw.

In February 2019, Dominium Group received a report from the Head of the Customs and Tax Office in Warsaw on the audit of VAT records for the period from January 2015 to June 2016, in which they determined the VAT liability in the amount of PLN 1,330,000 plus interest. In March 2019, Dominium Group submitted to the Masovian Customs and Tax Office in Warsaw reservations to the above-mentioned protocol. In June 2019, Dominium received the decision of the Head of the Masovian Customs and Tax Office in Warsaw for 2014 and in July 2019 Dominium appealed against the decision to the Director of the Tax Administration Chamber in Warsaw.

On 28 May 2020, Dominium Group received the decision of the Director of the Tax Administration Chamber in Warsaw upholding the decision of the Head of the Masovian Customs and Tax Office in Warsaw. On 8 June 2020, Dominium Group filed a complaint with the Provincial Administrative Court in Warsaw together with a request to suspend the execution of the challenged Decision pursuant to Art. 61 paragraph 3 of the PPSA, i.e. to be recognised directly by the Provincial Administrative Court.

As at 31 December 2019, Dominium Group created provisions for VAT with due interest as at the balance sheet date amounting to PLN 25,000 in respect of the year ended 31 December 2015 and PLN 34,000 in respect of the year ended 31 December 2016.

In Dominium Group's opinion, as at 31 December 2019, appropriate provisions were created for the identified and measurable tax risk.

27. Management board and Supervisory board remuneration

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Short-term employee benefits (wages and salaries)	277	226	463
The total amount of remuneration paid to the Management Board and Supervisory Board	<u>277</u>	<u>226</u>	<u>463</u>
Management Board	277	226	463
Supervisory Board	-	-	-
Total	<u><u>277</u></u>	<u><u>226</u></u>	<u><u>463</u></u>

28. Related party transactions

The following table presents the total amounts of transactions concluded by Dominium Group with related entities for a given financial year (transactions between the companies forming Dominium Group were not included, as they were eliminated in the consolidation process):

Year ended 31 December 2019

<i>Revenue from sales to related parties</i>	<i>Product sales</i> <i>(PLN'000)</i>
Other related entities	479
<i>Purchases from related parties</i>	<i>Purchase of services</i> <i>(PLN'000)</i>
Other related entities	1,073

Year ended 31 December 2018

	<i>Product sales</i>
<i>Revenue from sales to related parties</i>	<i>(PLN'000)</i>
Other related entities	517

	<i>Purchase of services</i>
<i>Purchases from related parties</i>	<i>(PLN'000)</i>
Other related entities	219

Year ended 31 December 2017

	<i>Product sales</i>
<i>Revenue from sales to related parties</i>	<i>(PLN'000)</i>
Other related entities	531

	<i>Purchase of services</i>
<i>Purchases from related parties</i>	<i>(PLN'000)</i>
Other related entities	113

	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
	<i>As at</i>	<i>As at</i>	<i>As at</i>
	<i>31 December</i>	<i>31 December</i>	<i>31 December</i>
	<i>2017</i>	<i>2018</i>	<i>2019</i>
	<i>PLN'000</i>	<i>PLN'000</i>	<i>PLN'000</i>
Receivables from related parties			
Controlling entity	92	120	174
Other related entities*	233	277	176
Total	<u>325</u>	<u>397</u>	<u>350</u>

	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
	<i>As at</i>	<i>As at</i>	<i>As at</i>
	<i>31 December</i>	<i>31 December</i>	<i>31 December</i>
	<i>2017</i>	<i>2018</i>	<i>2019</i>
	<i>PLN'000</i>	<i>PLN'000</i>	<i>PLN'000</i>
Liabilities to related parties			
Controlling entity (Malaccan Holdings loan)	18,925	23,189	25,273
Other related entities*	27	-	-
Total	<u>18,952</u>	<u>23,189</u>	<u>25,273</u>

*other entities are entities related personally to members of Management Board or Supervisory Board.

29. Transactions with members of the Management Board and Supervisory Board

In the reporting period, no loan was granted to any of the Dominion Directors.

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Receivables from Dominion Tomasz Plebaniak	233	277	176
Liabilities to Dominion Tomasz Plebaniak	27	–	–
Sales to Dominion Tomasz Plebaniak (VAT not included)	531	517	479
Purchases invoiced by Dominion Tomasz Plebaniak (VAT included)	41	183	479
Purchases and services for Dominion Group provided by Dominion Directors	72	36	36
Services provided by members of Dominion Directors	–	382	558
Total	<u>904</u>	<u>1,395</u>	<u>1,728</u>

30. Discontinued operations

Assets and liabilities related to assets held for sale relate to discontinued operations, ie assets and liabilities of the subsidiary Cantina Italia Sp. z o.o. in liquidation and Dominion Romania in bankruptcy.

Individual components of fixed and current assets as well as liabilities and provisions for liabilities, the statement of comprehensive income and the statement of cash flows are presented below.

	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2017</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2018</i> <i>PLN'000</i>	<i>Audited</i> <i>Year ended</i> <i>31 December</i> <i>2019</i> <i>PLN'000</i>
Revenue	6,983	489	–
Costs of sales	(6,456)	(811)	(649)
Gross profit/(loss)	527	(322)	(649)
Other income	202	9	7
Other costs	(1,374)	(1,552)	–
Financial costs	(57)	(9)	–
Operating loss	(702)	(1,874)	(642)
Discontinued operations loss before taxation	(702)	(1,874)	642
Income tax	(179)	(10)	–
Net loss at discontinued operations	<u>(881)</u>	<u>(1,884)</u>	<u>(642)</u>

	<i>Audited As at 31 December 2017 PLN'000</i>	<i>Audited As at 31 December 2018 PLN'000</i>	<i>Audited As at 31 December 2019 PLN'000</i>
Assets	–	–	–
Intangible assets	–	–	–
Property, plant and equipment	–	–	–
Trade receivables	–	–	10
Cash and cash equivalents	2	2	2
Fixed assets classified as assets held for sale	2	2	12
Liabilities	–	–	–
Trade liabilities	1,324	1,324	617
Borrowings	331	331	360
Liabilities directly related to non-current assets classified as held for sale	1,655	1,655	977
Discontinued operations net liabilities	1,653	1,653	965

31. Ultimate controlling party

The parent company of Dominion Group is Dominion.

As at 31 December 2019, Malaccan Holdings owned 94.91 per cent. of ordinary shares in Dominion and, as such, was the ultimate controlling party of Dominion.

32. Events after the balance sheet date

Refinancing

Pursuant to the Shareholder Loan Agreements, all borrowings were originally due to be repaid on 31 December 2020. Due to the advanced stage of completion with regard to the Acquisition, Malaccan Holdings have confirmed that they will not require the borrowings to be repaid prior to the Acquisition. Pursuant to the Loan Note Instrument that will be signed on completion of the Acquisition, all borrowings will be converted into a further unsecured facility issued to Malaccan Holdings in substitution for the outstanding debt. These new loans will have a maturity date three years from the date of issue.

COVID-19

Dominium Group provides catering services and is exposed to the operational and financial risks associated with the COVID-19 pandemic.

Dominium Group has felt a significant impact of the coronavirus on sales. In the period when all restaurants with eat-in sales were closed, the restaurants fulfilled orders for delivery and personal collection. Not all Dominion Group's restaurants carried out such sales. The Dominion Directors decided to minimise costs and a number of the Dominion Group's restaurants were completely closed for the period of lockdown. The delivery area of the closed restaurants was covered by deliveries from other premises. This allowed Dominion Group to reduce personnel costs as it was not necessary to employ as many staff members whilst retaining the custom of the customers of closed restaurants.

As a result of the loss of the ability to generate a significant part of revenues (eat-in sales), Dominion Group has reviewed the budget for the year ending 31 December 2020 and changes have been made to reflect the situation. As a result, the planned EBITDA for 2020 was reduced by 69 per cent.

During the period of limited eat-in sales, the Dominion Directors undertook increased marketing activities aimed at maximising delivery and take-out sales. As a result of these activities, Dominion Group recorded a significant increase in sales in delivery compared to the same period of the previous year – in March by 8.7 per cent., in April by 22.7 per cent., and in May by 35.7 per cent.

The Dominion Directors implemented a number of actions to minimise the above-mentioned risk. In addition to the above-mentioned complete closure of some of the premises, the Dominion Directors have taken immediate steps to reduce the rents for all premises, both those located “*on the street*” and in shopping centres, with a positive effect. The Dominion Directors continue to negotiate with landlords in order to obtain further rent reductions.

Furthermore, Dominion Group applied for co-financing of the costs of remuneration under Art. 15g and 15zzb of the anti-crisis shield. As at the date of preparation of the Dominion Group Financial Information, two applications for emergency funding have been made. Dominion Group received a grant in the amount of PLN 1,521,000, of which PLN 379,000 was reimbursed in accordance with the provisions of the Act. In August 2020, Dominion Group applied for further co-financing of the costs of remuneration under Art. 15gg of the anti-crisis shield and Dominion Group was entitled to receive further PLN 519,000 of grant. The Dominion Directors decided to reduce the salaries and reduce the working time of all employees by 20 per cent. In addition, there was a slight reduction in the part of jobs for people employed both under employment and mandate contracts.

Dominion Group employs workers from Ukraine. As at the date of the Dominion Group Financial Information, no risk of outflow of these employees was identified.

The costs of operating Dominion Group’s Head Office were also reduced.

The Dominion Directors applied to ZUS to defer ZUS payments for February 2020, March 2020 and April 2020 which was approved, and an agreement was signed in this regard. At the date of writing Dominion Group has settled its deferred liabilities to ZUS for February 2020, March 2020 and April 2020.

In October 2020, Dominion Group applied to ZUS for instalment payment to ZUS for September 2020 and October 2020. As of the date of the Dominion Group Financial Information, Dominion Group received a positive decision to make monthly instalments to ZUS for September 2020.

The Dominion Directors applied to the Tax Office to defer the payment of PIT for the period March 2020 to May 2020 in accordance with the possibilities provided by the relevant regulation to Dominion Group. All liabilities resulting from this application have been paid as of the date of the Dominion Group Financial Information.

The Dominion Directors also entered into negotiations with financial institutions (bank, leasing companies) in order to suspend payments under the signed contracts. As a result, payments under the overdraft agreement with BNP Paribas Bank were suspended for a period of 3 months, with the simultaneous extension of the financing period, the bank also suspended the charging of fees for issued bank guarantees, and the leasing company suspended the collection of the principal part of leasing instalments for a period of 6 months, while extending the financing period.

In addition, the Dominion Directors entered into negotiations with its main supplier of the goods in order to postpone payments resulting from the invoices issued prior to the pandemic period. Dominion Group has a 45-day payment period, therefore, during the pandemic period, the invoices related to goods purchased during the period when the restaurants were fully operational were due. As a result of these negotiations, an agreement was signed to extend the payment deadline and to divide the amount outstanding of approximately PLN 450,000 into instalments.

Dominion Group has not filed any claims with its insurer regarding the impact of COVID-19 on its operations.

Dominion Group occupies its restaurant premises under lease agreements and commercial agreements for the delivery of goods to restaurants. At the moment, the Dominion Directors do not consider that there is a risk that the other parties to the agreements will benefit from force majeure provisions. The Dominion Directors are in constant contact with representatives of landlords and companies delivering goods.

The Dominion Directors consider the possibility that the Polish government will restore some or all of the restrictions, including limiting the number of customers in Dominion Group’s restaurants, as well as the possibility of limiting eat-in sales. In order to mitigate the risk, the Dominion Directors have taken further steps to redirect as many sales as possible to deliveries. These steps include an increase in marketing activities and activities aimed at reducing delivery times.

As a result of all actions taken by the Dominion Directors, it is their view that the financial situation of Dominion Group is stable. Cash flow projections prepared by the Dominion Directors show positive cash flows in the subsequent period. Dominion Group is able to settle its short-term liabilities and intends to cover them with positive cash flows in the subsequent period.

**SECTION C:
UNAUDITED INTERIM FINANCIAL INFORMATION OF DOMINIUM GROUP**

Consolidated statements of comprehensive income

The unaudited consolidated interim statements of comprehensive income of Dominion Group for the six-month periods ended 30 June 2020 and 30 June 2019 are stated below:

	<i>Unaudited Period ended 30 June 2019 PLN'000</i>	<i>Unaudited Period ended 30 June 2020 PLN'000</i>
Revenue	40,134	33,778
Cost of sales	(34,259)	(31,871)
Gross profit	5,875	1,907
Distribution costs	(2,229)	(2,252)
Administrative expenses	(3,696)	(3,519)
Other income	387	1,181
Other operating costs	(634)	(482)
Net financial costs	(3,049)	(2,725)
Loss before taxation	(3,346)	(5,890)
Income tax	–	–
Loss from continued operations	(3,346)	(5,890)
Discontinued operations		
Loss for the period from discontinued operations	(321)	(54)
Loss for the period	(3,667)	(5,944)
Other comprehensive income		
Exchange rate differences arising on consolidation	(4)	–
Total comprehensive loss for the period	(3,671)	(5,944)
Loss attributable to:		
Equity holders of Dominion	(3,667)	(5,944)
	(3,667)	(5,944)
Comprehensive loss attributable to:		
Equity holders of Dominion	(3,671)	(5,944)
	(3,671)	(5,944)

Consolidated statements of financial position

The unaudited consolidated interim statements of financial position of Dominion Group as at 30 June 2020 and as at 30 June 2019 are stated below:

	<i>Unaudited</i> <i>As at</i> <i>30 June</i> <i>2019</i> <i>PLN'000</i>	<i>Unaudited</i> <i>As at</i> <i>30 June</i> <i>2020</i> <i>PLN'000</i>
<i>Note</i>		
Assets		
Property, plant and equipment	12,921	7,816
Right-of-use assets	30,416	20,618
Intangible assets	27,141	25,217
Deferred tax assets	272	155
	<u>70,750</u>	<u>53,806</u>
Non-current assets		
Inventories	902	862
Trade and other receivables	7 2,517	2,883
Cash and cash equivalents	936	1,635
	<u>4,355</u>	<u>5,380</u>
Current assets		
	<u>75,105</u>	<u>59,186</u>
Total Assets		
EQUITY AND LIABILITIES		
Share capital	8,060	8,060
Share premium	20,848	20,848
Other equity	10,565	10,565
Retained deficit	(38,089)	(48,615)
	<u>1,384</u>	<u>(9,142)</u>
Total equity		
Lease liabilities	23,803	18,233
Borrowings	8 23,951	–
Deferred tax liability	52	47
Trade and other payables	9 2,312	1,894
	<u>50,118</u>	<u>20,174</u>
Non-current liabilities		
Trade and other payables	9 11,055	10,562
Borrowings	8 1,183	27,575
Lease liabilities	7,522	7,298
Provisions	3,843	2,719
	<u>23,603</u>	<u>48,154</u>
Current liabilities		
	<u>73,721</u>	<u>68,328</u>
Total liabilities		
	<u>75,105</u>	<u>59,186</u>
Total liabilities and equity		

Consolidated statements of changes in shareholders' equity

The unaudited consolidated interim statements of changes in shareholders' equity of Dominium Group for the six-month periods ended 30 June 2020 and 30 June 2019 are stated below:

	<i>Share capital PLN'000</i>	<i>Share premium PLN'000</i>	<i>Other capital PLN'000</i>	<i>Retained deficit PLN'000</i>	<i>Total equity PLN'000</i>
Balance as at 1 January 2019 (<i>audited</i>)	8,060	20,848	10,569	(34,422)	5,055
Total comprehensive loss for the period	—	—	(4)	(3,667)	(3,671)
Balance as at 30 June 2019 (<i>unaudited</i>)	<u>8,060</u>	<u>20,848</u>	<u>10,565</u>	<u>(38,089)</u>	<u>1,384</u>
Balance as at 1 January 2020 (<i>audited</i>)	8,060	20,848	10,565	(42,671)	(3,198)
Total comprehensive loss for the period	—	—	—	(5,944)	(5,944)
Balance as at 30 June 2020 (<i>unaudited</i>)	<u>8,060</u>	<u>20,848</u>	<u>10,565</u>	<u>(48,615)</u>	<u>(9,142)</u>

Consolidated statements of cash flows

The unaudited consolidated interim statements of cash flows of Dominium for the six-month periods ended 30 June 2020 and 30 June 2019 are stated below:

	<i>Unaudited Period ended 30 June 2019 PLN'000</i>	<i>Unaudited Period ended 30 June 2020 PLN'000</i>
Cash flows from operating activities		
Loss after taxation	(3,667)	(5,889)
Cash flow from operations reconciliation:		
Depreciation and amortization	7,281	6,790
Finance cost	2,831	2,690
Loss on investment activities	544	393
<i>Working capital adjustments:</i>		
Change in trade receivables	(226)	(625)
Change in inventories	(22)	192
Change in trade and other payables	(21)	1,033
Change in accruals	(11)	(215)
Net cash provided by operating activities	<u>6,709</u>	<u>4,369</u>
Cash flows from investing activities		
Sales of property, plant and equipment and intangibles	65	17
Purchase of property, plant and equipment and intangibles	(437)	(392)
Net cash used in investing activities	<u>(372)</u>	<u>(375)</u>
Cash flows from financing activities		
Repayment of borrowings	(275)	(70)
Proceeds from borrowings	–	878
Repayments of lease liabilities	(3,756)	(3,077)
Interest paid	(2,122)	(1,196)
Net cash used in financing activities	<u>(6,153)</u>	<u>(3,465)</u>
Net increase in cash and cash equivalents	<u>184</u>	<u>529</u>
Cash and cash equivalents – beginning of the period	<u>752</u>	<u>1,106</u>
Cash and cash equivalents – end of the period	<u><u>936</u></u>	<u><u>1,635</u></u>

Notes to the Dominium Group Interim Financial Information

1. General information

The Dominium Group consists of Dominium and its subsidiaries.

Dominium was incorporated on 2 January 2008 in Poland as a private company limited by shares under company number 0000295921. Dominium's registered office is located at 03-932 Warsaw, Dabrowiecka Street 30. Dominium Group's principal activities are production of food products and beverages and catering services.

2. Basis of preparation

The Dominium Group Interim Financial Information has been prepared in accordance with IAS 34 *"Interim Financial Reporting"*. The Dominium Group Interim Financial Information is not Dominium Group's statutory financial statements and should be read in conjunction with Section (B) *"Historical Financial Information of Dominium Group"* of Part 5 *"Historical Financial Information of Dominium Group"* of this Document.

The Dominium Group Interim Financial Information is unaudited. In the opinion of the Dominium Directors, the Dominium Group Interim Financial Information presents fairly the financial position, and results from operations and cash flows for the period.

Unless otherwise stated, the Dominium Group Interim Financial Information is presented in PLN which is the currency of the primary economic environment in which Dominium Group operates, and all values are rounded to the nearest thousand PLN except where otherwise indicated.

The Dominium Group Interim Financial Information has been prepared under the historical cost convention except for certain financial and equity instruments that have been measured at fair value.

The Dominium Group Interim Financial Information has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business. The Dominium Directors have prepared detailed financial projections covering the period ending 31 December 2022. These consider all reasonably foreseeable circumstances and include consideration of trading results, cash flows and the level of facilities that the Enlarged Group will require on a month-by-month basis. The financial projections incorporate the expected impact of COVID-19 and synergy savings resulting from the Acquisition.

As recorded in Note 32 *"Events after the balance sheet date"* to the Dominium Group Financial Information, set out in Section (B) *"Historical Financial Information of Dominium Group"* of Part 5 *"Financial Information of Dominium Group"* of this Document, Dominium Group's borrowings were originally due to be repaid on 31 December 2020. Due to the advanced stage of completion with regard to the Acquisition, Malaccan Holdings have confirmed that they will not require the borrowings to be repaid prior to the Acquisition. Pursuant to the Loan Note Instrument that will be signed on completion of the Acquisition, all borrowings will be converted into a further unsecured facility issued to Malaccan Holdings in substitution for the outstanding debt. These new loans will have a maturity date three years from the date of issue.

Based on their enquiries and the information available to them and considering the other risks and uncertainties set out herein, the Dominium Directors have a reasonable expectation that Dominium Group has adequate resources to continue operating for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Dominium Group Interim Financial Information.

3. Accounting policies

The principal accounting policies applied in preparation of the Dominium Group Interim Financial Information are the same as those used in the preparation of the Dominium Group Financial Information set out in Section (B) *"Historical Financial Information of Dominium Group"* of Part 5 *"Financial Information of Dominium Group"* of this Document and have been consistently applied unless otherwise stated.

(a) IFRS 16 *"Leases"*

For the purposes of the Dominium Group Interim Financial Information Dominium Group has adopted IFRS 16 *"Leases"* by applying the modified retrospective approach with effect from 1 January 2019. This treatment is consistent with Dominium Group's annual financial statements for the year ended 31 December

2019 and will be consistent with Dominium Group's next published set of annual financial statements for the year ending 31 December 2020.

4. Significant accounting judgements, estimates and assumptions

The Dominium Directors have made the following judgments which may have a significant effect on the amounts recognised in the Dominium Group Interim Financial Information:

(a) Valuation of intangible assets

Intangible assets acquired in a separate transaction are initially measured at the purchase price or production cost. The purchase price of intangible assets acquired in a business combination is equal to their fair value as at the combination date. After initial recognition, intangible assets are recognised at purchase price or production cost less amortisation and impairment losses. Outlays on internally generated intangible assets, except for activated outlays incurred for development works, are not activated and are recognised in the costs of the period in which they were incurred.

The Dominium Directors determine whether the useful life of intangible assets is limited or indefinite. Intangible assets with a limited useful life are amortised over their useful lives and tested for impairment each time there are premises indicating their impairment. The period and method of amortisation of intangible assets with a limited useful life are verified at least at the end of each financial year. Changes in the expected useful life or the expected pattern of consumption of economic benefits from a given asset are recognised by changing the amortisation period or method, respectively, and treated as changes in estimated values. The amortisation charge for intangible assets with a limited useful life is recognised in the statement of comprehensive income in the category that corresponds to the function of the given intangible asset.

Intangible assets with an indefinite useful life and those that are not used are verified annually for impairment in relation to individual assets or at the level of the cash generating unit. In the case of other intangible assets, it is assessed each year whether there are any impairment indicators. Useful lives are also verified on an annual basis and, if necessary, adjusted with effect from the beginning of the financial year.

For further details regarding Intangible assets, see note 12 "Intangible Assets" to the Dominium Group Financial Information included in Section (B) "Historical Financial Information of Dominium Group" of Part 5 "Historical Financial Information of Dominium Group" of this Document.

(b) Tax settlements

For further details regarding tax settlements, see note 26 "Tax settlement" to the Dominium Group Financial Information included in Section (B) "Historical Financial Information of Dominium Group" of Part 5 "Historical Financial Information of Dominium Group" of this Document..

5. Revenue

All revenues in the current and prior period were generated in Poland.

6. Expenses by nature

	<i>Unaudited Period ended 30 June 2019 PLN'000</i>	<i>Unaudited Period ended 30 June 2020 PLN'000</i>
Depreciation and amortisation	7,281	6,790
Staff costs	12,897	10,980
Materials and consumables	11,655	10,287
External services	5,746	6,883
Taxes	167	151
Insurances	167	140
Other costs	2,589	2,380

	<i>Unaudited Period ended 30 June 2019 PLN'000</i>	<i>Unaudited Period ended 30 June 2020 PLN'000</i>
Staff costs		
Wages and salaries	9,440	8,780
Payroll taxes	3,457	2,200
Total staff costs	<u>12,897</u>	<u>10,980</u>

7. Trade receivables

The majority of trade receivables are current and the Dominion Directors believe these receivables are collectible. The Dominion Directors consistently assess the collectability of these receivables. As at 30 June 2020, the Dominion Directors considered a portion of these receivables uncollectable and recorded a provision in the amount of PLN 704,000 (2019: PLN 704,000).

	<i>Unaudited As at 30 June 2019 PLN'000</i>	<i>Unaudited As at 30 June 2020 PLN'000</i>
Current receivables		
Trade receivables	2,184	1,782
Guarantee deposits	223	354
Other financial receivables	69	74
Less provisions	(704)	(704)
Receivables from taxes, social and health insurance and other benefits	–	465
Prepayments	745	912
Total current receivables	<u>2,517</u>	<u>2,883</u>

8. Borrowings

The following table provides a reconciliation of Dominion Group's future maturities of its total borrowings for each of the periods presented:

Financing entity	Currency	Value	Value at 30 June 2020 (unaudited)		Interest rate	Termination date
			In local currency ('000)	in PLN'000		
Raiffeisen bank polska S.A. *	PLN	640	–	–	WIBOR 1M +3.7%	30/06/2020
Malaccan Holdings	EUR	600	825	3,523	15% per year	31/12/2020
Malaccan Holdings	EUR	300	386	1,647	15% per year	31/12/2020
Malaccan Holdings	EUR	300	337	1,440	15% per year	31/12/2020
Malaccan Holdings	EUR	200	202	888	15% per year	31/12/2020
Malaccan Holdings	PLN	18,152	–	18,390	10.8% per year	31/12/2020
Malaccan Holdings	PLN	400	–	226	11% per year	31/12/2020
Malaccan Holdings	PLN	400	–	564	11% per year	31/12/2020
Malaccan Holdings	PLN	100	–	4	11% per year	31/12/2020
Malaccan Holdings	PLN	100	–	3	11% per year	31/12/2020
Malaccan Holdings	PLN	300	–	380	11% per year	31/12/2020
Malaccan Holdings	PLN	450	–	510	11% per year	31/12/2020
Total Borrowings				27,575		

*Security: Dominion Group has provided a registered pledge of assets up to the amount of PLN 12,450,000.

Financing entity	Currency	Value	Value at 30 June 2019 (unaudited)		Interest rate	Termination date
			In local currency ('000)	in PLN'000		
Raiffeisen bank polska S.A. *	PLN	2 000	–	843	WIBOR 1M +3.7%	30/06/2020
UniCredit Bank S.A.	LEI	390	369	340	WIBOR 1M +3.2%	31/08/2017
Malaccan Holdings	PLN	18,153	–	17,440	10.8% per year	31/12/2020
Malaccan Holdings	EUR	600	716	3,082	15% per year	30/12/2020
Malaccan Holdings	EUR	300	300	1,440	11% per year	31/12/2020
Malaccan Holdings	PLN	400	–	352	11% per year	31/12/2020
Malaccan Holdings	PLN	400	–	534	11% per year	01/01/2021
Malaccan Holdings	PLN	100	–	131	11% per year	31/12/2020
Malaccan Holdings	PLN	100	–	128	11% per year	31/12/2020
Malaccan Holdings	PLN	300	–	360	11% per year	31/12/2020
Malaccan Holdings	PLN	450	–	484	11% per year	31/12/2020
Total Borrowings				25,134		

* Security: Dominion Group has provided a registered pledge of assets up to the amount of PLN 12,450,000.

9. Other non-current and current liabilities

	<i>Unaudited</i> <i>As at</i> <i>30 June</i> <i>2019</i> <i>PLN'000</i>	<i>Unaudited</i> <i>As at</i> <i>30 June</i> <i>2020</i> <i>PLN'000</i>
Non-current liabilities		
Supplier incentives	2,312	1,894
Total non-current liabilities	<u>2,312</u>	<u>1,894</u>
Current liabilities		
Trade and other payables	6,506	6,584
Payroll liabilities	1,610	1,147
Other financial liabilities	479	273
Tax and social security liabilities	1,480	1,725
Supplier incentives	980	833
Total current liabilities	<u>11,055</u>	<u>10,562</u>
Total liabilities	<u>13,367</u>	<u>12,456</u>

10. Related party transactions

Period ended 30 June 2020

	<i>Product sales</i> <i>PLN'000</i>
Revenue from sales to related parties	
Other related entities	405
	<i>Purchase of</i> <i>services</i> <i>PLN'000</i>
Purchases from related parties	
Other related entities	396

Period ended 30 June 2019

	<i>Product sales</i> <i>PLN'000</i>
Revenue from sales to related parties	
Other related entities	181
	<i>Purchase of</i> <i>services</i> <i>PLN'000</i>
Purchases from related parties	
Other related entities	340

<i>Unaudited Period ended 30 June 2019 PLN'000</i>	<i>Unaudited Period ended 30 June 2020 PLN'000</i>
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Transactions with Management Board Members and Supervisory Board Members

Receivables from Dominium Tomasz Plebaniak	312	64
Liabilities to Dominium Tomasz Plebaniak	–	120
Sales to Dominium Tomasz Plebaniak (VAT not included)	181	405
Purchases re-invoiced by Dominium Tomasz Plebaniak (VAT included)	125	150
Purchases and services to Dominium Group provided by members of Supervisory Board	18	18
Services provided to Dominium Group by members of Management Board	187	228

11. Ultimate controlling party

The parent company of Dominium Group is Dominium.

As at 30 June 2020, Malaccan Holdings owned 94.91 per cent. of the ordinary shares in Dominium. As such, Malaccan Holdings is the ultimate controlling party of Dominium and Dominium Group

12. Events after the balance sheet date

Refinancing

Pursuant to the Shareholder Loan Agreements, all borrowings were due to be repaid on 31 December 2020. Due to the advanced stage of completion with regard to the Acquisition, Malaccan Holdings have confirmed that they will not require the borrowings to be repaid prior to the Acquisition. Pursuant to the Loan Note Instrument that will be signed on completion of the Acquisition, all borrowings will be converted into a further unsecured facility issued to Malaccan Holdings in substitution for the outstanding debt. These new loans will have a maturity date three years from the date of issue.

Tax assessment payment

Between 30 June 2020 and 30 November 2020, Dominium Group paid PLN 831,702 in cash in respect of the provisions for VAT payable for the years ended 31 December 2015 and 31 December 2016 included within “other provisions” in Note 21 “Provisions” and the tax settlement set out in Note 26 “Tax settlement” to the Dominium Group Historical Financial Information. In addition to the actual cash paid of PLN 831,702, VAT recoverable of PLN 473,384 has arisen between August 2020 and October 2020 from Dominium Group’s normal course of business. Dominium Group has requested that this additional amount be offset against the same VAT payable provisions.

COVID-19

Dominium Group provides catering services and is exposed to the continuing operational and financial risks associated with the COVID-19 pandemic.

The Dominium Directors consider the possibility that the Polish government will restore some or all of the restrictions, including limiting the number of customers in Dominium Group’s restaurants, as well as the possibility of limiting eat-in sales. In order to mitigate the risk, the Dominium Directors have taken further steps to redirect as many sales as possible to deliveries. These steps include an increase in marketing activities and activities aimed at reducing delivery times.

As a result of all actions taken by the Dominium Directors, it is their view that the financial situation of Dominium Group is stable.

13. Nature of the Dominium Group Interim Financial Information

The Dominium Group Interim Financial Information presented above does not constitute statutory financial statements for the periods under review.

PART 6

UNAUDITED PRO FORMA STATEMENT OF NET ASSETS FOR THE ENLARGED GROUP

SECTION A: ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE ENLARGED GROUP



21 December 2020

The Directors and Proposed Directors
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Dear Sirs,

Introduction

We report on the unaudited pro forma statement of net assets of the DP Poland Plc (the "Company") and its subsidiaries (together, "DPP Group") (the "Pro Forma Financial Information") set out in this Section C "*Unaudited Pro Forma Statement of Net Assets of the Enlarged Group*" of the Company's AIM admission document dated 21 December 2020 (this "Document").

Opinion

In our opinion:

- the Pro Forma Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the Pro Forma Financial Information.

It is our responsibility to form an opinion as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

No reports or opinions have been made by us on any financial information used in the compilation of the Pro Forma Financial Information. In providing this opinion, we are not providing any assurance on any source financial information on which the Pro Forma Financial Information is based beyond the above opinion.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis of the notes thereto, for illustrative purposes only, to provide information about how:

- the proposed acquisition by the Company of Dominium S.A. and its subsidiaries (together, “Dominium Group”), settled by the issue of the consideration shares;
- the issue of the placing shares and the subscription shares;
- settlement of the associated costs of the transaction; and
- admission of the enlarged share capital to trading on AIM

might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the audited, consolidated historical financial information of DPP Group for the year ended 31 December 2019 as incorporated by reference in Part 4 “*Historical Financial Information of DPP Group*” of this Document.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting as issued by the Financial Reporting Council in the United Kingdom. We are independent of both DPP Group and Dominium Group in accordance with the Financial Reporting Council’s Revised Ethical Standard 2019, as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors.

We planned and performed our work so as to obtain all the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Item 1.2 of Annex 1 to the AIM Rules, we are responsible for this report as part of the Document and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that this report makes no omission likely to affect its import. This declaration is included in the Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully,

Crowe U.K. LLP

Chartered Accountants

SECTION B: UNAUDITED PRO FORMA POST-SYNERGY RESULTS OF THE ENLARGED GROUP FOR THE YEAR ENDED 31 DECEMBER 2019

There are a number of cost savings which are expected to arise from the Acquisition, as well as the potential to optimise processes and benefits from economies of scale which are driven by an enlarged business.

The Directors expect to realise the following synergies:

Procurement savings (*food costs and utilities*)

The rationale underlying this category of cost synergy lies in the following three principal assumptions:

- that currently, DPP Group and Dominium Group have independent trade supplier networks, each with differing rates and cost structures. The Directors have assumed that post-Acquisition, food purchases and utilities will be sourced from those suppliers providing the lowest rates from within the current supplier pool. As such, cost savings will be realised;
- that the Enlarged Group will also benefit from economies of scale from its condensed supply chain. At present, the DPP Group and Dominium Group use a different supply chain to each other with respect to ingredients and food stuffs as well as utilities. By pooling purchase orders for the Enlarged Group, the Directors have assumed that new supply terms can be negotiated from the chosen supplier lists and that such terms will improve upon those currently available to each of DPP Group and Dominium Group individually; and
- that Dominium Group currently sources frozen pizza dough from a third party supplier, whilst DPP Group currently produces its own fresh dough at its commissary facilities in Łódź and Warsaw. Post-Acquisition, the Directors are projecting that substantial majority of the Enlarged Group's combined pizza dough requirement will be made fresh at the DPP Commissaries, thereby generating a cost saving. Only speciality doughs, for example gluten-free and thin crust, will be sourced externally.

Considering that all production of pizza dough and ingredient procurement will be migrated to DPP Group's commissary facility post-Acquisition, it is expected that the fixed operating costs at the facility will increase due to the increased throughput.

Optimisation program (*administrative expenses*)

The Directors intend to undertake a head office optimisation program. They have assumed that the synergies will be achieved in a phased manner, but within six months post-Acquisition. By way of examples:

- DPP Group operates from head offices in Warsaw, on which the current lease is due to expire in July 2021. The Directors intend to relocate staff from these premises to Dominium Group's head office;
- The Directors believe that the Enlarged Group will be capable of being run by a smaller head office team than the aggregation of the existing DPP Group and Dominium Group head office teams. The Directors have assumed that operating from single premises post-Acquisition will enable the Enlarged Group to be run more cost efficiently compared to the current status;
- Dominium Group operates a different accounting system from DPP Group. Post-Acquisition, all transactions will be passed through the DPP Group accounting system, thereby saving payroll, IT hardware and IT software costs; and
- certain Dominium Directors' costs will cease post-Acquisition.

Marketing savings

At present, both DPP Group and Dominium Group incur marketing expenditure separately, as independent entities. Post-Acquisition, such expenditure can be consolidated and savings realised.

Call centre savings

Recently, more and more of Dominium Group's customers have been ordering pizzas through Dominium's mobile app and website. This has already resulted in reduced call centre costs at Dominium Group.

Currently, DPP Group does not operate a mobile app. Rather, most pizza orders are taken through DPP Group's website, with the balance taken through DPP Group's call centre. Post-Acquisition, Dominium Group's mobile app will be converted into a DPP Group mobile app which will add a further online sales channel. The Directors have assumed that the current trend of Dominium Group's customer orders migrating from the call centre to online platforms will continue and may even accelerate. That said, the call centre option will still be needed, albeit with a reduced capacity than currently exists. Should less activity be put through the call centre, operations can be scaled back with a consequential cost saving in rent, salaries and utilities.

Delivery savings

DPP Group and Dominium Group currently deliver orders independently of each other. DPP Group delivers its pizzas through its own in-house drivers and fleet of scooters and vans, whilst Dominium Group uses a combination of its own drivers and scooters and third party suppliers to deliver its pizzas. The Directors have assumed that post-Acquisition, all deliveries will be undertaken by the integrated in-house delivery team comprising delivery staff from both organisations. Naturally, additional drivers will need to be employed and additional vans and scooters purchased. However, these incremental costs are expected to be much lower than the current third party costs charged. This cost-saving synergy is a combination of:

- integrating DPP Group's and Dominium Group's delivery drivers and scooters to optimise capacity utilisation, reducing idle time;
- delivering orders from the nearest store, irrespective of whether it is a DPP Group store or a Dominium Group store;
- in selected cases, consolidating production and delivery through the more efficient stores;
- optimising delivery bundles, for example including more than one order per trip; and
- optimising delivery times.

Store closures

The Directors have assessed each DPP Group and Dominium Group store as to its profitability. Following this exercise, certain loss-making stores have been identified for closure. Such closures will decrease revenues but will increase gross profit. As the Enlarged Group will operate under a single brand, the Directors will also seek to reduce duplicated presence where it is not economically viable.

In addition, the Directors have identified that trade migration from certain of the stores identified for closure to nearby stores within the Enlarged Group's portfolio is possible.

Franchise buy-outs

The Directors have undertaken a strategic review of the DPP Group stores, the Dominium Group stores and the effects that franchise stores are having on the Enlarged Group's store portfolios' trade and prospects. Following this review, the Directors have identified opportunities to selectively purchase and / or shut down certain franchise stores. The rationale for such purchases and / or shutdowns is to take advantage of growth opportunity in a geographic location which is currently restricted by the existence of a franchise store, or to de-duplicate presence in instances, where a franchise store is located closely to a Dominium store. These assumed franchise buy-outs are not contracted and formal negotiations have yet to commence with the franchisees. Should the franchisees opt not to sell, these stores will continue to operate in their current format.

Pro forma synergy financial information

The following unaudited, consolidated pro forma financial information has been prepared for illustrative purposes only, to provide information about how synergies identified by the Directors as a result of the Acquisition might have affected the trading results of DPP Group and Dominium Group for the year ended 31 December 2019 (the "**Synergy Financial Information**").

The results of DPP Group have been extracted, without adjustment, from the DPP Group Financial Information incorporated by reference in Part 4 "*Historical Financial Information of DPP Group*" of this Document.

The results of Dominium Group have been extracted from the Dominium Group Financial Information included in Section B “Historical Financial Information of Dominium Group” of Part 5 “Historical Financial Information of Dominium Group” of this Document, translated into £ at the rate of £1 to PLN 4.98614, and adjusted as follows:

- depreciation, amortisation and impairment charges have been reclassified from “Direct costs”, “Selling costs” and “Administrative expenses” to “Depreciation, amortisation and impairment” to present the EBITDA figure for Dominium Group;
- “other income” and “other operating costs” have been reclassified to “Other non-cash and non recurring items” to enable a comparable presentation to the DPP Group Financial Information; and
- the *pro forma* aggregate annual post-tax effect of the synergies identified is to decrease the loss after tax by £2,730,000 during the year ended 31 December 2019. Of this amount, £1,365,000 can be substantiated and £1,365,000 relate to the Directors’ reasonable estimates, based upon their commercial assessments.

Synergy Financial Information

£'000	DPP Group Year ended 31 December 2019	Dominium Group Year ended 31 December 2019	Enlarged Group Year ended 31 December 2019	Adjustment Synergies (Note 1)	Pro forma results
Revenue	14,007	17,035	31,042	(181)	30,861
Direct costs	(11,820)	(11,371)	(23,191)	1,057	(22,134)
Selling, general and administrative expenses	(2,606)	(2,215)	(4,821)	1,854	(2,967)
EBITDA	(419)	3,449	3,030	2,730	5,760
Store pre-opening expenses	(54)	–	(54)	–	(54)
Other non-cash and non-recurring items	(190)	(138)	(328)	–	(328)
Finance income	160	44	204	–	204
Finance costs	(600)	(1,222)	(1,822)	–	(1,822)
Foreign exchange losses	(11)	–	(11)	–	(11)
Depreciation, amortisation and impairment	(2,247)	(3,167)	(5,414)	–	(5,414)
Share-based payments	(151)	–	(151)	–	(151)
Income before taxation	(3,512)	(1,034)	(4,546)	2,730	(1,816)
Taxation	–	(22)	(22)	–	(22)
(Loss)/income after taxation	(3,512)	(1,056)	(4,568)	2,730	(1,838)
Other comprehensive loss	–	(129)	(129)	–	(129)
Total comprehensive (loss)/income	(3,512)	(1,185)	(4,697)	2,730	(1,967)

Note 1

The adjustment represents the aggregate financial effects of the following synergies:

	£'000
Revenue	
Store closures (Note 2)	(766)
Franchise buy-outs (Note 2)	585
Direct costs	
Store closures (Note 2)	1,135
Franchise buy-outs (Note 2)	(476)
Procurement savings on food costs	478
Procurement savings on utilities	28
Additional DPP Group commissary costs	(108)
Selling, general and administrative expenses	
Franchise buy-outs (Note 2)	171
Three-phase optimisation program with respect to administrative expenses	542
Savings from discontinued Dominion Group founders' costs	60
Marketing savings	201
Call centre savings	178
Delivery savings	702

Note 2

The aggregate financial effects of the store closure and franchise buy-out synergies can also be presented under the following:

	£'000
Closure of loss making stores	188
Closure of profitable stores	(73)
Trade migration (from store closures and franchise buy-outs)	351
Franchise buy-outs	240
Lost trade from franchise buy-outs	(57)

**SECTION C:
UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE ENLARGED GROUP**

Set out below is the unaudited pro forma net assets of the DPP Group as at 30 June 2020 (the “Pro Forma Financial Information”). The Pro Forma Financial Information has been prepared on the basis of the accounting policies adopted by the Company in preparing the unaudited interim financial information for the six months ended 30 June 2020 and on the basis set out in the notes below, to illustrate the effects of:

- the Acquisition and issue of the Consideration Shares;
- the issue of the Placing Shares and the Subscription Shares;
- settlement of the associated costs of the transaction; and
- Admission

on the net assets of the DPP Group had the Acquisition, Placing and Admission occurred on 30 June 2020. The Pro Forma Financial Information has been prepared for illustrative purposes only. Due of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the DPP Group’s actual financial position at this date or its earnings for the period then ended. It is based on the schedules used in preparing:

- the unaudited interim financial information of DPP Group as at 30 June 2020, which are incorporated by reference in Part 4 “*Historical Financial Information of DPP Group*” of this Document; and
- the unaudited interim financial information of Dominionium Group as at 30 June 2020, which is included in Section (C) “*Unaudited Interim Financial Information of Dominionium Group*” of Part 5 “*Historical Financial Information of Dominionium Group*” of this Document.

Users should read the whole of this Document and not rely solely on the Pro Forma Financial Information contained in this Section (B) “*Unaudited Pro Forma Statement of Net Assets of the Enlarged Group*” of Part 7 “*Unaudited Pro Forma Statement of Net Assets of the Enlarged Group*” of this Document.

The report on the Pro Forma Financial Information is set out in Section (A) “*Accountants’ Report on the Unaudited Pro Forma Statement of Net Assets of the Enlarged Group*” of Part 7 “*Unaudited Pro Forma Statement of Net Assets of the Enlarged Group*” of this Document.

Unaudited pro forma statement of net assets

	<i>Unaudited Company As at 30 June 2020 (Note 1) £'000</i>	<i>Adjustment Dominium Group adjustment (Note 2) £'000</i>	<i>Adjustment Acquisition and consolidation adjustments (Note 3) £'000</i>	<i>Adjustment Issue of Placing Shares and Subscription Shares and settlement of costs (Note 4) £'000</i>	<i>Unaudited pro forma net assets as at 30 June 2020 £'000</i>
Intangible assets	521	5,160	–	–	5,681
Property, plant and equipment	5,678	1,599	–	–	7,277
Right-of-use assets	5,576	4,219	–	–	9,795
Trade and other receivables	1,719	–	–	–	1,719
Leases	515	–	–	–	515
Deferred tax assets	–	32	–	–	32
Non-current assets	14,009	11,010	–	–	25,019
Inventories	365	176	–	–	541
Trade and other receivables	2,288	590	–	–	2,878
Leases	71	–	–	–	71
Cash and cash equivalents	2,688	335	–	2,393	5,416
Current assets	5,412	1,101	–	2,393	8,906
Total assets	19,421	12,111	–	2,393	33,925
Trade and other payables	(1,976)	(2,161)	–	–	(4,137)
Borrowings	(69)	(5,643)	(1,187)	–	(6,899)
Leases	(1,055)	(1,493)	–	–	(2,548)
Provisions	(14)	(556)	–	–	(570)
Current liabilities	(3,114)	(9,853)	(1,187)	–	(14,154)
Leases	(6,084)	(3,731)	–	–	(9,815)
Borrowings	(53)	–	–	–	(53)
Deferred tax liabilities	–	(10)	–	–	(10)
Other non-current liabilities	–	(388)	–	–	(388)
Non-current liabilities	(6,137)	(4,129)	–	–	(10,266)
Total liabilities	(9,251)	(13,982)	(1,187)	–	(24,420)
Net assets/(liabilities)	10,170	(1,871)	(1,187)	2,393	9,505

Notes

- The financial information relating to DPP Group Company has been extracted without adjustment from DPP Group's unaudited interim financial information for the six months ended 30 June 2020 incorporated by reference in Part 4 "Historical Financial Information of DPP Group" of this Document.
- The financial information relating to Dominium Group has been extracted without adjustment from the Dominium Group Interim Financial Information set out in Section (C) "Unaudited Interim Financial Information of Dominium Group" of Part 5 "Historical Financial Information of Dominium Group" of this Document and translated from PLN to £ at the rate of £1 to PLN 4.887 as follows:

	<i>Unaudited Dominium Group As at 30 June 2020 PLN'000</i>	<i>Adjustment Dominium Group As at 30 June 2020 £'000</i>
Intangible assets	25,217	5,160
Property, plant and equipment	7,816	1,599
Right-of-use assets	20,618	4,219
Deferred tax assets	155	32
Non-current assets	53,806	11,010
Inventories	862	176
Trade and other receivables	2,883	590
Cash and cash equivalents	1,635	335
Current assets	5,380	1,101
Total assets	59,186	12,111
Trade and other payables	(10,562)	(2,161)
Borrowings	(27,575)	(5,643)
Leases	(7,298)	(1,493)
Provisions	(2,719)	(556)
Current liabilities	(48,154)	(9,853)
Leases	(18,233)	(3,731)
Deferred tax liabilities	(47)	(10)
Other non-current liabilities	(1,894)	(388)
Non-current liabilities	(20,174)	(4,129)
Total liabilities	(68,328)	(13,982)
Net liabilities	(9,142)	(1,871)

- The adjustment represents the Acquisition by the Company of the entire issued share capital of Dominium, satisfied by the issue of the 283,766,661 Consideration Shares at the Issue Price, and additional borrowings of PLN 5,800,000 (or £1,187,000 at £1 to PLN 4.887). In accordance with IFRS, £1,419,000 has been allocated to share capital and £21,282,000 to share premium within "equity" and £1,187,000 as an increase to borrowings within "current liabilities".
- The adjustment of £2,393,000 to cash and cash equivalents represents the aggregate proceeds from the issue of the Placing Shares and the Subscription Shares of £3,500,000, less settlement of the associated costs of £1,107,000.
- The Pro Forma Financial Information does not reflect any changes in the trading positions of either DPP Group or Dominium Group, additional or subsequent acquisitions, or any other changes arising from other transactions since 30 June 2020.

PART 7

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

- 1.1 The Company, the Existing Directors and the Proposed Directors (whose names appear on page 11 of this Document) each accept individual and collective responsibility for the information contained in this Document including expressions of opinion, other than information concerning the Concert Party and its intentions for which the Concert Party takes sole responsibility. To the best of the knowledge and belief of the Company, the Existing Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 For the purposes of Rule 19.2 of the City Code, each member of the Concert Party (details of which appear in paragraphs 1 and 2 of Part 3 of this Document) accepts responsibility for the information contained in this Document relating to each of them as members of the Concert Party, including expressions of opinion. To the best of the knowledge and belief of each member of the Concert Party (having taken all reasonable care to ensure that such is the case), the information contained in this Document for which he or it is responsible is in accordance with the facts and contains no omission likely to affect the import of such information.

2. INCORPORATION AND STATUS OF THE COMPANY

- 2.1 The Company was incorporated in England and Wales on 9 June 2010 under the name of Pizza Poland PLC with registered number 07278725 as a private company with limited liability under the Companies Act. On 29 June 2010 the Company was re-registered as a public limited company with the name DP Poland plc. The liability of the members of the Company is limited.
- 2.2 The principal legislation under which the Company operates is the Companies Act and the regulations made thereunder.
- 2.3 The registered office of the Company is at Elder House St Georges Business Park, 207 Brooklands Road, Weybridge, Surrey, United Kingdom KT13 0TS, telephone number: +44 (0)20 3393 6954.
- 2.4 The principal place of business of the Group is ul Słomińskiego 19, lok. 508, 00-195 Warsaw, Poland. The Company is domiciled in England and Wales. The register of members of the Company is kept at 42-50 Hersham Road, Walton-on-Thames, Surrey, United Kingdom KT12 1RZ, being the address of the Registrars.
- 2.5 The Company Secretary of the Company is Patrick Bodenham of Hawthorns Accountants Ltd, Hawthorns, Cross In Hand, Heathfield, East Sussex, TN21 0TA, telephone number +44 (0)20 3393 6954.
- 2.6 The Company's website, at which the information required by the AIM Rules can be found, is www.dppoland.com.
- 2.7 The Company's telephone number is: +44 (0)20 3393 6954.
- 2.8 The Company's accounting reference date is 31 December. The Company's auditors are Crowe U.K. LLP who are registered to carry out audit work by the Institute of Chartered Accountants of England and Wales.

3. SHARE CAPITAL HISTORY OF THE COMPANY

- 3.1 The issued share capital of the Company, at the date of this Document and immediately following Admission and completion of the Proposals (i.e. the Enlarged Share Capital), is and will be as follows:

	<i>Issued and credited as fully paid £</i>	<i>Number of Ordinary Shares of £0.005 each</i>
At the date of this Document	1,269,845.465	253,969,093
On Admission	2,907,428.77	581,485,754

- 3.2 The Company has no maximum authorised share capital under its memorandum of association or articles of association and as such the authorised share capital is unlimited.

- 3.3 The capital history of the Company from 1 January 2017 to the date of this Document is as follows:

3.3.1 On 6 June 2017, the Company issued 12,200,000 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 149,415,112 ordinary shares of £0.005 each in the Company.

3.3.2 On 18 April 2018, the Company issued 3,356,795 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 152,771,907 ordinary shares of £0.005 each in the Company.

3.3.3 On 28 September 2018, the Company issued 50,224 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 152,822,131 ordinary shares of £0.005 each in the Company.

3.3.4 On 28 February 2019, the Company issued 96,666,666 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 249,488,797 ordinary shares of £0.005 each in the Company.

3.3.5 On 22 May 2019, the Company issued 346,040 ordinary shares £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 249,834,837 ordinary shares of £0.005 each in the Company.

3.3.6 On 2 October 2019, the Company issued 3,509,740 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 253,344,577 ordinary shares of £0.005 each in the Company.

3.3.7 On 7 October 2019, the Company issued 211,221 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 253,555,798 ordinary shares of £0.005 each in the Company.

3.3.8 On 26 June 2020, the Company issued 413,295 ordinary shares of £0.005 each, credited as fully paid, bringing the issued share capital of the Company to 253,969,093 ordinary shares of £0.005 each in the Company.

4. SUBSIDIARIES

- 4.1 The Company is the holding company of the DPP Group, comprising the Company and its one current wholly owned subsidiary, details of which are as set out in the table below. Following completion of the Acquisition of Dominium, the Company will have three wholly-owned subsidiaries or subsidiary undertakings, as set out below:

Name	Details	Registered office and country of incorporation/ residence	Field of Activity	% issued share capital owned by the Company
DP Polska S.A.	Current subsidiary of DP Poland PLC	ul. Słomińskiego 19, lok. 508 00-195 Warsaw, Poland	Operation of Domino's Pizza franchise	100 per cent., held directly
Dominium S.A.	Subsidiary upon Admission	ul. Dąbrowiecka 30, 03-932 Warsaw, Poland	Pizza Restaurant Business	100 per cent., to be held directly by the Company on Admission
sc Pizza Dominium Restaurant SRL (in liquidation)	Subsidiary upon Admission	Bucharest, Carabusului Street 37, Sector 6,	Former Pizza Restaurant Business in Romania	100 per cent., to be held indirectly through Dominium

- 4.2 The Group's activities and operations are currently carried out by DP Polska, the wholly owned subsidiary of the Company. In the future, the Enlarged Group's activities will also be carried out by Dominium.
- 4.3 sc Pizza Dominium Restaurant SRL is currently subject to insolvency proceedings and in the process of being liquidated. The process commenced in 2017 and a Court bailiff has been appointed who has identified the company's remaining assets for distribution to its creditors. The aggregate amounts claimed by creditors of the company is RON 1,356,569.54 (approximately £248,000), none of which have been guaranteed by Dominium (save for one which has already been settled and discharged in full). In light of this fact and given that it is a separate legal entity, the Directors do not consider that there is any risk that any additional liabilities will be incurred by the Enlarged Group in connection with the liquidation of the company.
- 4.4 Save as disclosed in paragraph 4.1, there are no undertakings in which the Company has a capital interest likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

5. SHARE CAPITAL

- 5.1 The International Security Identification Number ("**ISIN**") of the Ordinary Shares is GB00B3Q74M51 and the Stock Exchange Daily Official List ("**SEDOL**") number is B3Q74M5.
- 5.2 The legislation under which the New Shares will be issued is the Companies Act and regulations made under the Companies Act.
- 5.3 The currency in which the Ordinary Shares are denominated is Pounds Sterling.
- 5.4 The New Shares in issue following Admission will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after Admission on the Ordinary Share capital.
- 5.5 The Company does not have in issue any securities not representing share capital.
- 5.6 No Ordinary Shares are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.
- 5.7 2,287,546 Ordinary Shares are held subject to options issued pursuant to the Long Term Incentive Plan and the Unapproved Share Options. In addition, the trustees of the Share Incentive Plan currently

hold 2,008,175 issued Ordinary Shares for the benefit of various holders. Further details of these share options are set out in paragraph 12 of this Part 7. Certain outstanding share awards are also expected to be granted to certain of the Existing Directors shortly following Admission, further details of which are set out in paragraph 7.1 of this Part 7.

- 5.8 Save as disclosed in this paragraph 5, paragraph 12 or otherwise in this Part 7:
- 5.8.1 no share or loan capital of the Company or the Subsidiary has been issued or is proposed to be issued, fully or partly paid, either for cash or for a consideration other than cash;
 - 5.8.2 no share or loan capital of the Company or the Subsidiary is under option or is the subject of an agreement, conditional or unconditional, to be put under option;
 - 5.8.3 no fee and no founder, management or deferred shares have been issued by the Company or the Subsidiary;
 - 5.8.4 no commission, discounts, brokerage or other special term has been granted by the Company or the Subsidiary or is now proposed in connection with the issue or sale of any part of the share or loan capital of the Company or the Subsidiary;
 - 5.8.5 there are no shares held by or on behalf of the Company in itself or by any other member of the Group; and
 - 5.8.6 there has been no change in the amount of the issued share capital of the Company or the Subsidiary.

6. ARTICLES OF ASSOCIATION

6.1 The Articles of Association (the **Articles**) do not contain any restriction on the objects of the Company.

6.2 The following is a description of the rights attaching to the Ordinary Shares based on the Articles and English law. This description does not purport to be complete and is qualified in its entirety by the full terms of the Articles.

6.2.1 Objects

Section 31 of the Companies Act provides that the objects of a company are unrestricted unless any restrictions are set out in the articles. There are no such restrictions in the Articles and the objects of the Company are therefore unrestricted.

6.2.2 Capital structure

The share capital of the Company is represented by an unlimited number of Ordinary Shares having the rights described in the Articles.

6.2.3 Voting

Subject to disenfranchisement in the event of:

- (a) non-payment of calls or other monies due and payable in respect of Ordinary Shares; or
- (b) non-compliance with a statutory notice requiring disclosure as to beneficial ownership of Ordinary Shares,

and, without prejudice to any special rights or restrictions as to voting upon which any shares may be issued or may for the time being be held and to any other provisions of the Articles, on a show of hands every shareholder who is present in person (including by corporate representative) and every proxy present who has been duly appointed to vote on the resolution shall have one vote, and on a poll every shareholder who is present in person (including by corporate representative) and every proxy present who has been duly appointed to vote on the resolution shall have one vote for every Ordinary Share held.

6.2.4 **Dividends**

The Company may by Ordinary Resolution declare dividends but no dividend shall exceed the amount recommended by the Directors. Except insofar as the rights attaching to, or the terms of issue of, any shares otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid *pro rata* according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid. If in the Directors' opinion the profits of the Company justify such payments, the Directors may pay interim dividends of such amounts and on such dates and in respect of such periods as they think fit. Any dividend unclaimed after a period of 12 years from the date it became due for payment shall be forfeited and shall revert to the Company

6.2.5 **Transferability of Ordinary Shares**

All transfers of shares which are in certificated form may be effected by transfer in writing in any usual or common form or in any other form acceptable to the Directors. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of fully-paid shares) by or on behalf of the transferee. All transfers of shares which are in uncertificated form may be effected by means of a relevant system (as defined in the Articles).

The Directors may, in the case of shares in certificated form, in their absolute discretion refuse to register any transfer of shares (not being fully- paid shares) and they may also decline to register the transfer of a share upon which the Company has a lien, provided that any such refusal does not prevent dealings in partly-paid shares from taking place on an open and proper basis. In addition, the Directors may, subject to the Crest Regulations, refuse to register a transfer of shares (whether fully-paid or not) in favour of more than four persons jointly or made to or by an infant or patient within the meaning of the Mental Health Act 1983.

The Directors may decline to recognise any instrument of transfer relating to shares in certificated form unless the instrument of transfer is duly stamped, is in respect of only one class of share and is lodged at the Transfer Office accompanied by the relevant share certificate(s) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (or if the instrument of transfer is executed by some other person on his behalf, the authority of that person to do so).

The Articles permit the holding and transfer of shares under CREST, which is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument.

6.2.6 **Calls**

Subject to the terms of allotment, the Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares including any premium and each member shall (subject to being given at least 14 clear days' notice specifying where and when payment is to be made) pay to the Company the specified amount called on his shares. If any sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid. Interest shall be paid at a rate fixed by the terms of allotment of the share or in the notice of the call; or if no rate is fixed, at the appropriate rate per annum from the day appointed for the payment thereof to the time of the actual payment. Directors may at their discretion waive payment of any such interest in whole or in part.

6.2.7 **Variation of rights**

Where the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provision of the Statutes, be varied or abrogated either with the written consent of the holders of three-fourths in nominal value

of the issued shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. At every such general meeting the necessary quorum shall be two or more persons holding or representing by proxy (which proxies are authorised to exercise voting rights) not less than one-third in nominal value of the issued shares of the class (excluding any shares of that class held in treasury) (but so that at an adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum). The special rights attached to any class of share sharing preferential rights shall not, unless otherwise expressly provided by the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith but in no respect in priority thereto or the purchase or redemption by the Company of any of its own shares.

6.2.8 **Changes in capital**

Subject to the provisions of the Companies Act and the Articles, the Company can issue shares with such preferred, deferred or other special rights or restrictions attaching to them as determined by an ordinary resolution of the shareholders or by the Directors including redeemable shares which may be redeemed at the option of the Company or the relevant member.

Subject to the provisions of the Statutes and to any special rights previously conferred on the holders of any existing shares, any share may be classified and issued with such preferred, deferred or other special rights or subject to such restrictions as the Company may determine by ordinary resolution (or, in the absence of any such determination, as the Directors determine). The Company may by ordinary resolution consolidate and divide all or any of its share capital into shares of a larger amount and sub-divide its shares, or any of them, into shares of a smaller amount (subject to the provisions of the Statutes).

Subject to the provisions of the Statutes, the Company may reduce its share capital, or any capital redemption reserve, share premium account or other undistributable reserve in any manner. The Company may also, subject to the requirements of the Statutes, purchase its own shares (including any redeemable shares).

6.2.9 **Untraced Shareholders**

Subject to the Statutes, the Company may sell any shares of a member or the shares of a person entitled thereto who is untraceable, if during a period of 12 years, at least three dividends in respect of the shares in question have become payable and the cheques or warrants for all amounts payable to such member or person in respect of his shares have remained uncashed or mandated dividend payments have failed and the Company has received no communication from such member or person. The net proceeds of sale shall belong to the Company but the member or person who had been entitled to the shares shall become a creditor of the Company in respect of those proceeds.

If on three consecutive occasions notices sent to a member have been returned undelivered, such member shall not thereafter be entitled to receive notices from the Company until he shall have communicated with the Company and supplied in writing to the Transfer Office a new registered address or a postal address within the United Kingdom for the service of notices or shall have informed the Company, in such manner as may be specified by the Company, of an address for the service of notices by electronic communication.

6.2.10 **Non-UK Shareholders**

There are no limitations in the Articles on the rights of non-UK shareholders to hold, or exercise voting rights attaching to, Ordinary Shares. However, no shareholder is entitled to receive notices from the Company (whether electronically or otherwise), including notices of general meetings, unless he has given a postal address in the UK or an address for the service of notices by electronic communication to the Company to which such notices may be sent.

6.2.11 **Annual General Meetings**

An annual general meeting shall be held once in every year, at such time and place as may be determined by the Directors, and must not be more than 15 months apart. An annual general meeting shall be called by not less than 21 clear days' written notice,

6.2.12 **General Meetings**

The Directors may, whenever they think fit, and in accordance with the Companies Act, convene a general meeting. The Directors must convene one on the requisition of members under the Companies Act and, if it fails to do so within the time allowed, any of the requisitionists may convene the meeting. A general meeting of the Company shall be called by notice of at least such length as is required in the circumstances by the Companies Act and, in particular, a general meeting, other than an annual general meeting, may be called by notice of not less than 14 clear days' notice.

6.2.13 **Return of Capital**

On a winding up or other return of capital, the holders of Ordinary Shares are entitled *pari passu* amongst themselves, in proportion to the number of shares held by them and to the amounts paid up or credited as paid up thereon, to share in the whole of any surplus assets of the Company remaining after the discharge of its liabilities.

6.2.14 **Pre-emption Rights**

There are no rights of pre-emption under the Articles of the Company in respect of transfers of issued Ordinary Shares.

In certain circumstances, the Company's shareholders may have statutory pre-emption rights under the Companies Act in respect of the allotment of new shares in the Company. These statutory pre-emption rights would require the Company to offer new shares for allotment to existing shareholders on a *pro rata* basis before allotting them to other persons. In such circumstances, the procedure for the exercise of such statutory pre-emption rights would be set out in the documentation by which such shares would be offered to the Company's shareholders.

6.2.15 **Sanctions on Shareholders**

A member loses his rights to vote in respect of his shares if and for so long as he or any other person appearing to be interested in those shares fails to comply with a request by the Company under the Companies Act requiring him to give particulars of any interest in those Ordinary Shares within 14 days (in the case of shareholdings representing 0.25 per cent. or more of the issued shares of the class concerned) or 28 days (in any other case). In such circumstances, the sanctions which may be applied by the Company include disenfranchisement. In addition, where any such holder of more than 0.25 per cent. or more of the issued shares of the class is concerned, the Company has an additional right to withhold the payment of dividends and other monies payable on, and restrictions on transfers of, the shares.

6.2.16 **Powers of Directors**

The Company's business is to be managed by the Board. The Board may exercise all the Company's powers and may do on the Company's behalf all such acts as may be done by it or on its behalf and which are not required to be exercised or done by the Company in general meeting subject (in all cases) to company legislation, the Articles and any direction that the Company gives to the Board by passing a special resolution, including but not limited to borrowing money, mortgaging or charging its property and assets and issue debentures.

The Board may delegate any of its powers under the Articles and any other of its powers that can be delegated:

- (i) to such person or persons or to any Board committee;
- (ii) to such an extent (including in relation to any matter or any territory, region or country);
- (iii) on such terms and subject to such conditions;
- (iv) for such period or indefinitely; and
- (v) by such means, as the Board considers appropriate.

The Board may:

- (i) grant to any person or persons or to any Board committee to whom it delegates any power the power to sub-delegate that power (with or without a power of further subdelegation) to one or more persons or to a sub-committee;
- (ii) retain or exclude the right of the Board to exercise any delegated power collaterally with the person or persons or the Board committee to whom it has been delegated; and
- (iii) revoke the delegation or alter its terms or conditions.

6.2.17 **Directors Fees**

The Directors (other than alternate directors) shall be entitled to remuneration for their services in such amount as the Directors may determine. Any Director who performs services outside the ordinary duties of a Director, may be paid such remuneration or extra remuneration by way of salary, commission or otherwise as the Directors may determine.

The Directors may also be paid all such reasonable expenses as they may incur in attending and returning from meetings of the Company or of the Directors or any Committee or otherwise in or about the business of the Company or the proper exercise of their duties.

The Company may also fund a Director's expenditure (and that of a director of any subsidiary) for the purposes permitted under the Statutes and may do anything to enable a Director (or a director of any subsidiary) to avoid incurring such expenditure as provided in the Statutes.

6.2.18 **Directors' Conflicts of Interest**

A Director must declare to the other Directors any situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Company unless it relates to a contract, transaction or arrangement with the Company or the matter has been authorised by the Directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

The Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

- (a) any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);
- (b) a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the Director in question and any other interested Director are not counted in the quorum at any board meeting at which such matter, or such office,

employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.

A Director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the Directors (subject in any such case to any limits or conditions to which such approval was subject).

6.2.19 **Votes and Directors' Interests**

A Director who is in any way, whether directly or indirectly, interested in a proposed or existing, contract, transaction or arrangement with the Company must declare the nature and extent of that interest to the other Directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

A Director shall not vote, and shall not be counted in a quorum, in respect of any contract, transaction, arrangement or any other proposal in which he has an interest which (together with any interest of any person connected with him) is to his knowledge a material interest (otherwise than by virtue of shares or debentures or other securities of or otherwise in or through the Company), except that this prohibition shall not apply to:

- (a) The giving of any security, guarantee or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) The giving of any security, guarantee or indemnity in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
- (c) Any contract or arrangement by a Director to participate in the underwriting or sub-underwriting of any offer of shares, debentures or other securities of the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) Any contract or arrangement concerning any other company in which the Director and any persons connected with him do not to his knowledge hold an interest in shares (as that term is used in sections 820 to 825 of the Companies Act) representing one per cent. or more of either any class of the equity share capital, or the voting rights, in such company;
- (e) Any arrangement for the benefit of Directors or employees of the Company or any directors or employees of its subsidiaries which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates;
- (f) Any proposal concerning any insurance which the Company is empowered to purchase and/or maintain for or for the benefit of, *inter alia*, any Directors of the Company,

and the Company may by ordinary resolution suspend or relax any such prohibitions or ratify any transaction not duly authorised by reason of a contravention of a prohibition.

6.2.20 **Appointment, Retirement and Removal of Directors**

The Company may by ordinary resolution appoint any person to be a Director. The Directors may also appoint one or more Directors (so as not to exceed any maximum number fixed by the Articles) but any Director so appointed shall retire at, or at the end of, the next annual general meeting of the Company but shall then be eligible for re-election and any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Additionally, the Company may by ordinary resolution remove any Director of the Company before the expiration of his period of office.

The office of a Director will be vacated if the Director resigns, becomes bankrupt or is the subject of other insolvency-related proceedings, in certain circumstances where the Director is suffering from mental disorder, if the Director is absent from meetings of the Board for six successive months without leave and the Board resolves that the Director's office should be vacated, if removed by notice in writing from all the other Directors, if the Director is an executive Director and ceases to hold that office and the majority of the other Directors resolve that such office be vacated, or if the Director is removed or becomes prohibited from being a Director under any provision of applicable statutes. The Directors to retire in every year shall include any Director who wishes to retire and not offer himself for re-election.

Any further Directors so to retire shall be those Directors who have been longest in office since their last re-election or appointment, and as between persons who became directors or were last re-elected on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. In addition, any Director who would not otherwise be required to retire shall retire by rotation at every third Annual General Meeting after his last appointment or re-appointment. A retiring Director shall be eligible for re-election.

6.2.21 **Executive Office**

The Directors may from time to time appoint one or more Directors to be the holder of any executive office on such terms and for such period as they determine.

6.2.22 **Directors' Indemnity and Insurance**

Subject to company legislation, the Company may:

- (i) indemnify any Director or any director of any associated company against any liability incurred or losses suffered as a result of: the performance of the duties of his office; or liability incurred where the Company or associated company acts as trustee of a pension scheme indemnity provision, or on any other basis as is lawful, in each case on such terms as the Board may decide; and
- (ii) purchase and maintain for any Director or any director of any associated company insurance against any liability.

7. INTERESTS OF THE DIRECTORS

The interests (all of which are beneficial unless otherwise stated) of the Existing Directors and Proposed Directors and their respective immediate families and the persons connected with them (within the meaning of section 252 of the Companies Act) in the issued share capital of the Company or the existence of which could, with reasonable diligence, be ascertained by any Director as at the date of this Document and as expected to be immediately following Admission are as follows:

<i>Name</i>	<i>At the date of this Document</i>			<i>Immediately following Admission</i>		
	<i>No. of Ordinary Shares</i>	<i>per cent. Issued Share Capital</i>	<i>No. Ordinary Shares subject to options or are otherwise entitled</i>	<i>No. of Ordinary Shares</i>	<i>per cent. of Enlarged Share Capital</i>	<i>No. of Ordinary Shares over which Options are granted</i>
Christopher Moore	12,524,166	4.93%	1,063,878	12,524,166	2.15%	1,063,878
Gerald Ford	1,117,038	0.44%	531,938	1,117,038	0.19%	531,938
Nicholas Donaldson	495,998	0.22%	553,638	495,998	0.09%	553,638
Robert Morrish	272,666	0.11%	553,638	272,666	0.05%	553,638

7.1 In addition to the interests of the Directors shown in the table above, Gerald Ford and Christopher Moore are entitled to receive certain of their annual director's fees under their respective letters of appointment pursuant to an award made under the Company's share incentive plan ("SIP") or

otherwise by way of the issue of new Ordinary Shares issued at the closing middle-market price for the dealing day immediately preceding the date on which the award is made. Furthermore, Nicholas Donaldson and Robert Morrish have also historically received awards in the form of new Ordinary Shares issued under the SIP on the same basis, in lieu of part of their director's fees. As at the date of this Document, the fees that are currently outstanding to the non-executive Directors which are expected to be settled through the issue of new Ordinary Shares are: Nicholas Donaldson £15,000; Gerald Ford £15,000; Christopher Moore £30,000; Robert Morrish £15,000. Due to the fact that the Company's Ordinary Shares have been suspended from trading and therefore prevented any awards being made, it is anticipated that awards will be made to the non-executive Directors shortly following Admission. However, following the making of these awards, Mr Donaldson and Mr Morrish have each agreed with the Company that they will no longer receive awards in this manner, in order to ensure their independence on the Board, in accordance with best corporate governance practice.

- 7.2 Save as disclosed above, none of the Directors (or persons connected with the Directors within the meaning of section 252 of the Companies Act) has any interest, whether beneficial or non-beneficial, in any share or loan capital of the Company.
- 7.3 There are no outstanding loans granted or guarantees provided by the Company to or for the benefit of any of the Directors.
- 7.4 Save as disclosed above, and save as otherwise disclosed in this Document, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company since its incorporation and which remains in any respect outstanding or under-performed.
- 7.5 None of the Directors or any person connected with them (within the meaning of section 252 of the Companies Act) is interested in any related financial product referenced to the Ordinary Shares (being a financial product whose value is, in whole or in part, determined directly or indirectly by reference to the price of the Ordinary Shares including a contract for difference or a fixed odds bet).

8. DIRECTORS' SERVICE AGREEMENT AND LETTERS OF APPOINTMENT

8.1 Existing Directors

8.1.1 Nicholas Donaldson entered into a letter of appointment with the Company dated 21 July 2010, pursuant to which terms Mr Donaldson agreed to act as a non-executive director of the Company. The annual fee that is currently payable to Mr Donaldson in respect of his appointment is £20,000. Mr Donaldson's appointment was stated to be for an initial term of one year and thereafter subject to termination on 3 months' written notice by either party. Mr Donaldson must devote such of his time, attention and abilities in order to properly fulfil his appointment, for which purposes it is assumed that he will not be required to devote more than 1.5 days per calendar month. Mr Donaldson's appointment will terminate with immediate effect if the shareholders do not confirm the appointment of, or re-elect, Mr Donaldson as, a Director in accordance with the Articles or otherwise remove him as a Director in accordance with the Act. In addition the Company may terminate the appointment with immediate effect and without liability (except in respect of accrued fees and expenses) in certain circumstances including if Mr Donaldson:

- (i) is disqualified from acting as a director or without reasonable cause, neglects, refuses or fails to perform any of his duties under the appointment;
- (ii) is guilty of a breach of the AIM Rules or the rules or regulations as amended from time to time of the Financial Conduct Authority or any regulatory authorities relevant to any Group Company or any code of practice issued by the Company (as amended from time to time);
- (iii) is prevented by illness, injury or otherwise from performing his duties for more than 3 months in aggregate in any period of 12 months;
- (iv) commits any act which brings or is likely to bring the Company or the Enlarged Group or their business interests into disrepute or which damages or is likely to damage those interests;

- (v) commits any serious or repeated breach or non-observance of his obligations to the Company.

Mr Donaldson is subject to confidentiality obligations and provisions relating to conflicts of interest under his letter of appointment.

8.1.2 Robert Morrish entered into a letter of appointment with the Company dated 21 July 2010, pursuant to which terms Mr Morrish agreed to act as a non-executive director of the Company. The annual fee that is currently payable to Mr Morrish in respect of his appointment is £20,000. Mr Morrish's appointment was stated to be for an initial term of one year and thereafter subject to termination on 3 months' written notice by either party. Mr Morrish must devote such of his time, attention and abilities in order to properly fulfil his appointment, for which purposes it is assumed that he will not be required to devote more than 1.5 days per calendar month. Mr Morrish's appointment will terminate with immediate effect if the shareholders do not confirm the appointment of, or re-elect, Mr Morrish as, a Director in accordance with the Articles or otherwise remove him as a Director in accordance with the Act. In addition the Company may terminate the appointment with immediate effect and without liability (except in respect of accrued fees and expenses) in certain circumstances including if Mr Morrish:

- (i) is disqualified from acting as a director or without reasonable cause, neglects, refuses or fails to perform any of his duties under the appointment;
- (ii) is guilty of a breach of the AIM Rules or the rules or regulations as amended from time to time of the Financial Conduct Authority or any regulatory authorities relevant to any Group Company or any code of practice issued by the Company (as amended from time to time);
- (iii) is prevented by illness, injury or otherwise from performing his duties for more than 3 months in aggregate in any period of 12 months;
- (iv) commits any act which brings or is likely to bring the Company or the Enlarged Group or their business interests into disrepute or which damages or is likely to damage those interests;
- (v) commits any serious or repeated breach or non-observance of his obligations to the Company.

Mr Morrish is subject to confidentiality obligations and provisions relating to conflicts of interest under his letter of appointment.

8.1.3 Christopher Moore entered into a letter of appointment with the Company dated 17 November 2012, pursuant to which terms Mr Moore agreed to act as a non-executive director of the Company. The annual fee that is currently payable to Mr Moore in respect of his appointment is £30,000, with such fee to be settled in lieu of cash through an award made under the Company's share incentive plan or otherwise. The award shall comprise an issue of Ordinary Shares made at the closing middle-market price for the dealing day immediately preceding the date on which the award is made and with the award to be granted in arrears in respect of the preceding calendar year for which Mr Moore has held office as a director and shall take place no later than 31 January each year (unless the award cannot be made due to legal, regulatory or other reasons). Mr Moore's appointment was stated to be for an initial term of one year and thereafter subject to termination on 3 months' written notice by either party. Mr Moore must devote such of his time, attention and abilities in order to properly fulfil his appointment, for which purposes it is assumed that he will not be required to devote more than 1.5 days per calendar month. Mr Moore's appointment will terminate with immediate effect if the shareholders do not confirm the appointment of, or re-elect, Mr Moore as, a Director in accordance with the Articles or otherwise remove him as a Director in accordance with the Act. In addition the Company may terminate the appointment with immediate effect and without liability (except in respect of accrued fees and expenses) in certain circumstances including if Mr Moore:

- 8.1.3.1 is disqualified from acting as a director or without reasonable cause, neglects, refuses or fails to perform any of his duties under the appointment;

- 8.1.3.2 is guilty of a breach of the AIM Rules or the rules or regulations as amended from time to time of the Financial Conduct Authority or any regulatory authorities relevant to any Group Company or any code of practice issued by the Company (as amended from time to time);
- 8.1.3.3 is prevented by illness, injury or otherwise from performing his duties for more than 3 months in aggregate in any period of 12 months;
- 8.1.3.4 commits any act which brings or is likely to bring the Company or the Enlarged Group or their business interests into disrepute or which damages or is likely to damage those interests;
- 8.1.3.5 commits any serious or repeated breach or non-observance of his obligations to the Company.

Mr Moore is subject to confidentiality obligations and provisions relating to conflicts of interest under his letter of appointment.

As noted in paragraph 11 of Part 1 of this Document, Mr Moore will stand down from the Board with effect from, and conditional upon, Admission.

- 8.1.4 Gerald Ford entered into a letter of appointment with the Company dated 23 November 2013, pursuant to which terms Mr Ford agreed to act as a non-executive director of the Company. The annual fee that is currently payable to Mr Ford in respect of his appointment is £30,000, with half of such fee to be paid in cash in equal monthly instalments in arrears and the other half to be settled in lieu of cash through an award made under the Company's share incentive plan or otherwise. Such award shall comprise an issue of Ordinary Shares made at the closing middle-market price for the dealing day immediately preceding the date on which the award is made and with the award to be granted in arrears in respect of the preceding calendar year for which Mr Ford has held office as a director and shall take place no later than 31 January each year (unless the award cannot be made due to legal, regulatory or other reasons). Mr Ford's appointment was stated to be for an initial term of one year and thereafter subject to termination on 3 months' written notice by either party. Mr Ford must devote such of his time, attention and abilities in order to properly fulfil his appointment, for which purposes it is assumed that he will not be required to devote more than 1.5 days per calendar month. Mr Ford's appointment will terminate with immediate effect if the shareholders do not confirm the appointment of, or re-elect, Mr Ford as, a Director in accordance with the Articles or otherwise remove him as a Director in accordance with the Act. In addition the Company may terminate the appointment with immediate effect and without liability (except in respect of accrued fees and expenses) in certain circumstances including if Mr Ford:

- 8.1.4.1 is disqualified from acting as a director or without reasonable cause, neglects, refuses or fails to perform any of his duties under the appointment;
- 8.1.4.2 is guilty of a breach of the AIM Rules or the rules or regulations as amended from time to time of the Financial Conduct Authority or any regulatory authorities relevant to any Group Company or any code of practice issued by the Company (as amended from time to time);
- 8.1.4.3 is prevented by illness, injury or otherwise from performing his duties for more than 3 months in aggregate in any period of 12 months;
- 8.1.4.4 commits any act which brings or is likely to bring the Company or the Enlarged Group or their business interests into disrepute or which damages or is likely to damage those interests;
- 8.1.4.5 commits any serious or repeated breach or non-observance of his obligations to the Company.

Mr Ford is subject to confidentiality obligations and provisions relating to conflicts of interest under his letter of appointment.

As noted in paragraph 11 of Part 1 of this Document, Mr Ford will stand down from the Board with effect from, and conditional upon, Admission.

8.2 **Proposed Directors**

8.2.1 Piotr Dzierżek entered into a letter of appointment dated 18 December 2020, pursuant to which he was appointed as Chief Executive Officer of the Company and with such appointment conditional upon and to take effect from the time of Admission. Mr Dzierżek's remuneration is £15,000 per annum. The appointment is for an indeterminate term, but is subject to review and re-election on an annual basis at the Company's annual general meeting and Mr Dzierżek's continued employment under the terms of the service agreement referred to below. Whilst employed, Mr Dzierżek must devote such amount of his time and attention to the business of the Company as shall reasonably be required and shall not, without the prior written consent of the Board or previously disclosed, be interested in any other business or occupation which is of a similar nature to and competes with, that carried out by the Company. The Company can terminate Mr Dzierżek's appointment at any time with immediate effect in certain circumstances, or with three months' notice by making a payment in lieu of notice. Those circumstances include, but are not limited to, Mr Dzierżek being guilty of serious dishonesty or gross misconduct, on conviction of a criminal offence (other than a road traffic offence), becoming bankrupt, being disqualified or prohibited from acting as a director. On termination, Mr Dzierżek must immediately resign as a director of the Company. The letter of appointment is governed by the laws of England and Wales.

Mr Dzierżek will be appointed to the Management Board of DP Polska at the time of Admission. He has also entered into a Service Agreement with Dominium on 10 January 2018 through his sole entrepreneur business "Piotr Dzierżek Consulting". Under this Service Agreement Mr Dzierżek is committed to perform the following services for Dominium: (i) negotiating commercial contracts with Dominium's clients and contractors; (ii) ongoing commercial / business contacts with Dominium's clients and contractors; (iii) market research on the profitability of introducing new products and its demand; (iv) preparation and implementation of quality management systems and procedures in Dominium; (v) management of Dominium's property, including the selection of the company's contractors for supplies to the companies and negotiating contracts and their implementation across Dominium's property; (vi) selecting locations for the opening of new stores in which Dominium intends to operate; (vii) implementation of marketing strategies, implementation of sales plans and reporting execution of the above-mentioned plans; and (viii) selecting suppliers of IT solutions, negotiating contracts in the IT area and their implementation. The Service Agreement is for indefinite period, subject to 3-months' notice period given by either party (no justification needed). Mr Dzierżek's aggregate monthly fee is PLN 10,000 plus VAT paid by the tenth day of the following calendar month. Each additional justified expense incurred by Mr Dzierżek shall be reimbursed by Dominium based on accepted written evidence. The Service Agreement contains confidentiality provisions which are stated to remain binding for a period of one year following termination. Each disclosure of any trade secrets in breach of the agreement is subject to a contractual penalty of PLN 8,000. The agreement is governed by the laws of Poland.

8.2.2 Przemyslaw Glebocki entered into an agreement with the Company to act as a non-executive Director on 18 December 2020 and with such appointment conditional upon and to take effect from the time of Admission. The appointment thereafter is for an indefinite period subject to three months' notice by either party at any time and also subject to the Articles. Mr Glebocki will receive an annual fee of £10,000 payable in monthly instalments in arrears. This fee will be reviewed annually and any increase will be entirely at the discretion of the Company. He will not be entitled to any bonus, pension or other benefits. He is subject to confidentiality obligations and provisions relating to conflicts of interest. In the event of termination of his appointment, howsoever caused, he has agreed he will not be entitled to any compensation for loss of office.

8.2.3 Jakub Chechelski entered into an agreement with the Company to act as its non-executive Director on 18 December 2020 and with such appointment conditional upon and to take effect from the time of Admission. The appointment thereafter is for an indefinite period subject to three months' notice by either party at any time and also subject to the Articles. Mr Chechelski will receive an annual fee of £10,000 payable in monthly instalments in arrears. This fee will be reviewed annually and any increase will be entirely at the discretion of the Company. He will not be entitled to any bonus, pension or other benefits. He is subject to confidentiality obligations and provisions relating to conflicts of interest. In the event of termination of his

appointment, howsoever caused, he has agreed he will not be entitled to any compensation for loss of office.

- 8.3 Save as disclosed herein, neither the service agreement nor the letters of appointment referred to in paragraph 8.1 and 8.2 above were entered into during the six months preceding the date of this Document nor have any amendments been made to any such service agreements or letters of appointment during that period.
- 8.4 Save as disclosed above, there are no service contracts in existence or proposed between any Director and the Company or any company in the Group.
- 8.5 The aggregate remuneration and benefits in kind, paid by the Company to the Directors in respect of the period ended 31 December 2019 was £322,021. It is estimated that under the arrangements currently in force at the date of this Document, the aggregate remuneration payable and benefits in kind to be granted to the Directors for the financial period ending 31 December 2020 by the Company will be £300,000.

9. ADDITIONAL INFORMATION ON THE DIRECTORS

- 9.1 The names of all companies (excluding the Company) and partnerships of which the Directors have been a director or partner at any time in the five years preceding the date of this Document and indicating whether they are current or past are set out below:

Existing Directors

<i>Director</i>	<i>Current Directorships/Partnerships</i>	<i>Past Directorships/Partnerships</i>
Nicholas John Donaldson	London Bridge Capital Partners LLP Franco Manca International Limited The Real Greek International Limited Fixed Restaurants Limited Putney Beach Limited 10DAS Limited Café Pitfield Limited The Fulham Shore PLC Kefi Ltd Capital Markets Strategy Limited F4G Software Limited Games Workshop Trustee Limited Games Workshop Group PLC St Mary's Grove Residents Association Limited	BTTQ Limited Soho Capital LLP
Robert Nicholas Lutwyche Morrish	Zone Me Audio Limited 3D Spatial Sound Systems Ltd	RAK Ceramics UK Limited Holo D Artist Payments Limited Holage Football Ltd Holobox Holo-U Ltd Holo-Stage Festivals Ltd Groove Me Universal Limited Groove Comedy Limited Groove Hole-Oke Ltd Holusion Franchise Ltd Groove Media and Entertainment Ltd Holusion Franchise Ltd Holo-Vision Motor and Marine Ltd Holage Media and Entertainment Private Limited

<i>Director</i>	<i>Current Directorships/Partnerships</i>	<i>Past Directorships/Partnerships</i>
Gerald William Ford	Paladin Associates Limited Nero Holdings Limited Italian Coffee Holdings Limited Aroma Limited Caffe Nero Group Holdings Ltd Rome Bidco Limited Rome Intermediate Co Limited The Nero Group Limited Caffe Nero Investments Limited Caffe Nero Ventures Limited Nero Coffee Roasting Limited DP Poland plc Caffe Nero Americas Ltd Coffee #1 Limited Harris and Hoole Limited Storm Equity Co Limited Storm Finance Co Limited Storm Holdco Limited Hackremco Limited Paladin Partners 1 Cheyson Partners Limited Paladin Byron Investments Limited Paladin Byron Limited Partnership Rome Holdco SARL Rome Intermediate Holdings SARL Paladin Byron Holdings SARL Caffe Nero Americas, Inc. (Delaware) Caffe Nero Americas, Inc. (Massachusetts) Caffe Nero Americas, Inc. (Connecticut) Caffe Nero Americas, Inc. (New York) Los Gatos Coffee Roasting Company, Inc. Caffe Nero Gida Urunleri Anonim Sirketi Green Coffee sp. z o.o. Muffica sp. z o.o. Spolka Komandytowa CN Sweden AB CHBG Soliden AB Caffe Nero Ireland Limited	Hellespoint Holdings Limited
Christopher Humphrey Robertson Moore	Meatology Limited Key Magic Inc.	–

Proposed Directors

<i>Director</i>	<i>Current Directorships/Partnerships</i>	<i>Past Directorships/Partnerships</i>
Piotr Józef Dzierżek	Dominium S.A.	Dominium sp. z o.o. Cantina Italia sp. z o.o.

Przemysław Glebocki	Mezzanine Management (Poland) sp. z o.o. Dominium S.A. Veterinario sp. z o.o. Private Equity Managers S.A. Rafineria w Jasle sp. z o.o. Flukar sp. z o.o. Jasol S.A. ATM S.A. Nettle S.A. Krajowy Fundusz Szpitalny sp. z o.o. Nessel sp. z o.o. ACP Credit Advisory sp. z o.o. Profi sp. z o.o. Growth Capital Partners GmbH	Travelplanet.pl S.A. Netia S.A. Flukar Invest sp. z o.o. Risata Holdings Ltd PCollect Holding Limited Primo-Ru Limited Telelink Bulgaria EAD Invia.CZ. A.S. Netrisk.hu Elso Online Biztositasi Alkusz Kft. Spearhead International
Jakub Miłosz Chechelski	Dominium S.A. Profi sp. z o.o. Fundacja Dajemy Dzieciom Siłę	Smyk Holding sp. z o.o. CTL Logistics sp. z o.o. Bridgepoint sp. z o.o. sp.k

9.2 None of the Directors have:

- 9.2.1 any unspent convictions in relation to any indictable offences;
- 9.2.2 had any bankruptcy order made against him or entered into any voluntary arrangements;
- 9.2.3 been a director of a company which has been placed in receivership, compulsory liquidation, administration, been subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director, save for:
- 9.2.3.1 3D Developments Limited was put into a creditors' voluntary liquidation on 20 December 1993. Nicholas Donaldson was a director of 3D Developments Limited until within one year of that date; and
- 9.2.3.2 Nero Holdings Ltd, which Gerald Ford is currently a director (as detailed in the table that appears in paragraph 9.1 above), entered into a creditors' voluntary arrangement on 1 December 2020.
- 9.2.4 been a partner in any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- 9.2.5 been the owner of any asset or been a partner in any partnership which owned, any asset which while he owned that asset, or while he was a partner or within the 12 months after he ceased to be a partner in the partnership which owned the asset entered into receivership;
- 9.2.6 been the subject of any public criticism by any statutory or regulatory authority (including recognised professional bodies); or
- 9.2.7 been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of any company.
- 9.3 Save as disclosed in this Document, none of the Directors has or has had any interest in transactions effected by the Company since its incorporation which are or were unusual in their nature or conditions or which are or were significant to the business of the Company.
- 9.4 Each of the Directors of the Enlarged Group has given an undertaking not to dispose of any of their Ordinary Shares, save in certain specified circumstances, for the period of 12 months from the date of Admission.
- 9.5 No loans made or guarantees granted or provided by the Company or any Company in the Group to or for the benefit of any Director are outstanding.

10. SIGNIFICANT SHAREHOLDERS

10.1 The Company is only aware of the following persons who, at the date of this Document and immediately following Admission, represent an interest (within the meaning of DTR Chapter 5) directly or indirectly, jointly or severally, in three per cent. or more of the Company's issued share capital or could exercise control over the Company (disregarding any Ordinary Shares to be subscribed pursuant to the Placing):

<i>Name</i>	<i>As at the date of this Document</i>		<i>Following Admission</i>	
	<i>No. of Ordinary Shares</i>	<i>% of Issued Share Capital</i>	<i>No. of Ordinary Shares</i>	<i>% of Enlarged Share Capital</i>
Malaccan Holdings	–	–	261,938,457	45.05
Pageant Holdings	45,019,413	17.73	54,402,744	9.36
Canaccord Genuity Group Inc.	30,289,471	11.93	36,205,021	6.23
FMR LLC	24,966,459	9.83	48,751,098	8.38
JM Finn & Co Ltd	15,054,374	5.93	15,054,374	2.59
Christopher Moore	12,524,374	4.93	12,521,374	2.15
Faynon Limited	11,550,000	4.55	16,588,550	2.85
Cantor Fitzgerald	10,388,622	4.09	16,255,061	2.80
Hargreaves Lansdown				
Asset Management Limited	8,055,616	3.17	10,223,865	1.76
Octopus Investments	7,890,316	3.11	7,890,316	1.36

10.2 None of the Directors, senior management or any persons named in sub-paragraph 10.1 above has voting rights which are different to any other holder of Ordinary Shares.

11. EMPLOYEES

11.1 The number of employees employed in the DPP Group for each of the last three financial years was as follows:

<i>Year ended 31 December 2017</i>	<i>Year ended 31 December 2018</i>	<i>Year ended 31 December 2019</i>
562	615	699

of which 593, 504 and 466 were employed as contractors on a temporary basis during the financial periods ending 31 December 2019, 31 December 2018 and 31 December 2017, respectively. As at 30 June 2020, the DPP Group had 640 employees of which 532 were employed as contractors on a temporary basis.

11.2 The number of employees employed in the Dominium Group for each of the last three financial years was as follows:

<i>Year ended 31 December 2017</i>	<i>Year ended 31 December 2018</i>	<i>Year ended 31 December 2019</i>
956	1,038	1,024

of which 462, 762 and 699 were employed as contractors on a temporary basis during the financial periods ending 31 December 2019, 31 December 2018 and 31 December 2017, respectively. As at 30 June 2020, the Dominium Group had 789 employees of which 553 were employed as contractors on a temporary basis.

12. SHARE OPTIONS

12.1 The Company established a Long Term Incentive Plan (the "LTIP") in 2014 (which was subsequently amended in 2016) and a Share Incentive Plan ("SIP") in 2010, details of each of which are summarised below. The Company has also granted options pursuant to various standalone unapproved share option agreements.

12.2 The following options and awards over 2,287,546 Ordinary Shares are outstanding or will be outstanding at the date of Admission, of which 936,340 have been granted under the LTIP and 1,351,206 under the Unapproved Share Option Scheme:

<i>Option Holder</i>	<i>Share Name of Option Scheme</i>	<i>Date of Grant</i>	<i>Number of Ordinary Shares</i>	<i>Vesting Date</i>	<i>Lapse Date</i>	<i>Exercise Price</i>
Mateusz Leśnikowski	LTIP	3 May 2016	83,278	3 May 2019	3 May 2021 subject to earlier lapse events	£0.005
Dorota Lajewska	LTIP	3 May 2016	66,622	3 May 2019	3 May 2021 subject to earlier lapse events	£0.005
Kamila Stefanska	LTIP	3 May 2016	83,278	3 May 2019	3 May 2021 subject to earlier lapse events	£0.005
Maciej Jania	LTIP	3 May 2016	565,808	Announcement 31 December 2018 final results	31 May 2021 subject to earlier lapse events	£0.005
Mateusz Leśnikowski	LTIP	22 May 2017	41,354	22 May 2020	22 May 2022 subject to earlier lapse events	£0.005
Artur Gorczyca	LTIP	11 January 2018	24,000	11 January 2021	11 January 2023 subject to earlier lapse events	£0.005
Lukasz Dąbrowa	LTIP	11 January 2018	24,000	11 January 2021	11 January 2023 subject to earlier lapse events	£0.005
Marcin Wasung	LTIP	11 January 2018	24,000	11 January 2021	11 January 2023 subject to earlier lapse events	£0.005
Tomasz Milewski	LTIP	11 January 2018	24,000	11 January 2021	11 January 2023 subject to earlier lapse events	£0.005
Michal Lasota	Unapproved Share Option	3 May 2016	83,278 Ordinary shares	3 May 2019	3 May 2021 subject to earlier lapse events	£0.005
Patrick Bodenham	Unapproved Share Option	3 May 2016	139,231 Ordinary shares	3 May 2019	3 May 2021 subject to earlier lapse events	£0.005
Nicholas Donaldson	Unapproved Share Option	1 June 2018	44,118 Ordinary shares	1 June 2020	1 June 2023 subject to earlier lapse events	£0.005
Robert Morrish	Unapproved Share Option	1 June 2018	44,118 Ordinary shares	1 June 2020	1 June 2023 lapse events	£0.005
Christopher Moore	Unapproved Share Option	14 May 2019	346,821 Ordinary shares	14 May 2021	14 May 2024 subject to earlier lapse events	£0.005
Gerald Ford	Unapproved Share Option	14 May 2019	173,410 Ordinary shares	14 May 2021	14 May 2024 subject to earlier lapse events	£0.005
Maciej Jania	Unapproved Share Option	14 May 2019	173,410 Ordinary shares	14 May 2021	14 May 2024 subject to earlier lapse events	£0.005
Nicholas Donaldson	Unapproved Share Option	14 May 2019	173,410 Ordinary shares	14 May 2021	14 May 2024 subject to earlier lapse events	£0.005

<i>Option Holder</i>	<i>Share Name of Option Scheme</i>	<i>Date of Grant</i>	<i>Number of Ordinary Shares</i>	<i>Vesting Date</i>	<i>Lapse Date</i>	<i>Exercise Price</i>
Robert Morrish	Unapproved Share Option	14 May 2019	173,410 Ordinary shares	14 May 2021	14 May 2024 subject to earlier lapse events	£0.005

12.3 In addition to the above, the trustees of the SIP currently hold 2,008,175 Ordinary Shares for the benefit of the following persons, all of which have vested in full in accordance with the terms of the SIP and in respect of which the holders have acquired full beneficial ownership rights to them:

<i>Name of Holder</i>	<i>Number of Ordinary Shares</i>
Robert Morrish	336,110
Nicholas Donaldson	336,110
Christopher Moore	717,057
Gerald Ford	358,528
Maciej Jania	260,370

LTIP

The LTIP allows for the grant of options over Ordinary shares of £0.005 each in the capital of the Company (the "LTIP Awards").

12.4 **Eligibility**

12.4.1 In order to be granted an LTIP Award, an individual must be an employee of the Company or any company which a subsidiary of the Company as defined under section 1159(1) of the Companies Act 2006.

12.4.2 LTIP Awards may be granted within any period of 42 days following the announcement of the annual or half-yearly results of the Company, or any other period which the remuneration committee has decided due to exceptional circumstances which justify such a decision.

12.5 **Grant of awards**

12.5.1 There are currently outstanding options over 936,340 LTIP awards.

12.5.2 No LTIP Awards may be granted under the LTIP after the tenth anniversary of the date of adoption.

12.6 **Limits**

No LTIP Awards shall be granted if that grant would result in the total number of shares which:

12.6.1 have been issued on the exercise of options under the LTIP in the shorter period of ten years from the date of grant or the period since the date of adoption; and

12.6.2 remain capable of issue under any existing option under the LTIP, exceeding 10per cent. of the issues share capital of the Company at the date of grant.

12.7 **Exercise conditions**

The Company may specify one or more exercise conditions which shall determine the extent to which an option may be exercised or which must be met before an option can be exercised at all. Any exercise conditions must be specified in the option agreement.

12.8 **Exercise of LTIP Awards**

12.8.1 LTIP Awards shall be exercisable on the date specified in the option agreement, unless an earlier event causes the option to become exercisable, and provided that such date is not earlier than the second anniversary of the date of grant of the option.

- 12.8.2 LTIP Awards may be exercised earlier:
- 12.8.2.1 if the LTIP award ceases to be an employee because of injury, ill health or disability, or because of retirement or redundancy;
 - 12.8.2.2 if the award holder dies;
 - 12.8.2.3 if the company which employs the award holder ceases to be part of the same group as the Company;
 - 12.8.2.4 if the award holder ceases to be an employee of a group company because the business which employs the award holder is transferred out of the group, and the award holder does not become an employee of any other group company; or
 - 12.8.2.5 if any person makes a general offer or enters into an agreement with the shareholders of the Company which, if satisfied, will result in the offeror obtaining control of the Company.

12.9 **Lapse**

- 12.9.1 LTIP Awards shall lapse:
- 12.9.1.1 on the date specified in the option agreement, assuming that no event occurs to cause the award to lapse, and provided that such date may not be earlier than the date falling one year after the exercise date specified in the option agreement or later than the tenth anniversary of the date of grant;
 - 12.9.1.2 if an award holder attempts to transfer, assign or have any charge or other security interest created over the awards;
 - 12.9.1.3 exercise conditions become incapable of being met;
 - 12.9.1.4 the date specified in the option agreement
 - 12.9.1.5 the death of an award holder or such later date as the remuneration committee may decide being not later than 12 months after the date of the award holder's date;
 - 12.9.1.6 if the award is not subject to an exercise condition, on the expiry of the date 90 days after the award holder cease to be an employee of the group company because of injury, ill health or disability, or because of retirement or redundancy, or such later date as the remuneration committee may decide provided such date is not later than the date twelve months after the date of cessation of employment;
 - 12.9.1.7 if the award is subject to an exercise condition and the award holder cease to be an employee of the group company because of injury, ill health or disability, or because of retirement or redundancy, the LTIP award shall remain subject to the exercise condition which shall be assessed on any date, and shall expiry on the date 90 days after the award holder cease to be an employee of the group company, or such later date as the remuneration committee may decide provided such date is not later than the date twelve months after the date of cessation of employment; or
 - 12.9.1.8 if the award holder becomes bankrupt.

12.10 **Clawback**

- 12.10.1 If the remuneration committee determine at its discretion at any time prior to the 12 month anniversary of the award holder's acquisition of shares under the LTIP that the following circumstances apply:
- 12.10.1.1 the award holder was responsible for conduct which resulted in significant losses to a group company;
 - 12.10.1.2 the award holder failed to meet appropriate standards of fitness and propriety;
 - 12.10.1.3 the Company has reasonable evidence of fraud or material dishonesty by the award holder;

- 12.10.1.4 the Company has become aware of any material wrongdoing on the part of the award holder;
- 12.10.1.5 the award holder has acted in a manner which has brought or is likely to bring any group company into material disrepute;
- 12.10.1.6 there has been a breach of the award holder's employment contract that is a potentially fair reason for dismissal;
- 12.10.1.7 the award holder is in breach of any legal or fiduciary duty owed by him to any group company; or
- 12.10.1.8 a group company or business that employs the award holder, or for which the award holder was responsible, has suffered a material failure of risk management;

the committee may, in its absolute discretion, require an award holder to repay any amount to the Company considered to be fair and reasonable by the committee but shall not be more than the market value of the LTIP Awards (measured on the date of exercise or the date of determination) less the exercise price.

12.11 **Corporate events**

12.11.1 If any person:

- 12.11.1.1 makes a general offer to acquire the whole of the issued share capital of the Company; or
- 12.11.1.2 enters into any agreement with the shareholders of the Company which, upon completion, would result in that person obtaining control of the Company;

then any LTIP Award may be exercised on a pro-rated basis for a reasonable period permitted by the committee prior to the change of control occurring and separately for a period of 60 days following the change of control (also on a pro-rated basis). LTIP Awards lapse at the end of the 60 day period unless replacement options have been offered.

SIP

The DP Poland plc Share Incentive Plan ("SIP") provides for awards of restricted shares to employees (and under an addendum by way of sub-plan, non-executive directors of Group companies). The Ordinary Shares are held in an employee benefit trust during a vesting period of two years but the participant enjoys certain beneficial ownership rights during that time. At present, there are no outstanding awards due under the SIP with all awards having vested. The Directors do not intend to make any further awards under this plan and to let it lapse in accordance with its terms.

12.12 **Grants of awards**

12.12.1 Awards of shares may be granted to eligible participants at the discretion of the Board.

12.12.2 There are currently no outstanding options or other awards under the SIP.

12.13 **Eligibility**

All employees (and under an addendum, non-executive directors of Group companies) are eligible to receive awards under the Plan provided that they have been an employee or executive director of a Group company at all times throughout the calendar year before the year in which the award is granted.

12.14 **Performance Criteria**

Awards are subject to a two year vesting period and the Board may impose performance conditions that must be satisfied before awards vest.

12.15 **Award Price**

No charge will be made to the participant for any Award made under the Plan.

12.16 **Limit of participation**

Awards may be granted over shares whose total value at the date of award will not exceed £25,000.

12.17 **Voting rights**

During the vesting period, the Board may direct that the trustees will not cast votes on Ordinary Shares which are subject to Awards under the Plan ("Award Shares"). Subject to that, the trustees may agree with participants how votes will be cast on Award Shares held subject to unvested Awards.

12.18 **Dividends**

During the vesting period, any dividends declared on Award Shares will either be reinvested in further shares and held under the terms of the Plan for the remainder of the vesting period, or may be paid to the trustees and accumulated until the end of the vesting period, or may be paid immediately in cash to the participant, or may be waived, as the Board may direct.

12.19 **Participants leaving the Group**

If a participant ceases to hold office or employment with the Group as a good leaver (ie, by reason of injury, ill health, disability, death, his or her employing company being sold out of the Group, or any other reason specified by the Board), unvested Awards may vest and the Award Shares be released to the individual.

If a participant ceases to hold office for another reason, or becomes insolvent, or if the Company becomes insolvent, or if a participant attempts to deal with his Award Shares contrary to the rules of the Plan, any unvested Awards will lapse and the participant will forfeit all of his rights in relation to those Award Shares.

12.20 **Takeover, Scheme of arrangement, etc**

If a takeover or scheme of arrangement is announced in consequence of which the Company is or may be taken over, and if an offer is made to the effect that holders of Award Shares may exchange their shares for shares in the acquiring company without incurring any cost or tax liability, unless the Board directs otherwise, all unvested Award Shares will be so exchanged and the replacement Award Shares will continue to be held subject to the terms of the Award. If no such offer is made, the trustees will seek to agree with participants how Award Shares will be dealt with.

12.21 **Variation of share capital**

In the event of a variation of share capital the Board and the trustees will make such amendments to the terms of Awards as the Board shall at its discretion determine appropriate.

12.22 **Alteration of the Plan**

The Board may at any time alter or amend the provisions of the Plan but, in general, no alteration shall be made which is to the material disadvantage to participants without their written consent.

12.23 **Pensions**

Benefits under the Plan will not be pensionable.

12.24 **Share limits**

The maximum number of Ordinary Shares in respect of which awards may be granted, or interests may be acquired, under any employee share scheme, will be limited to 10 per cent. of the issued share capital of the Company in any ten year period.

13. MATERIAL CONTRACTS

The DPP Group

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company or its subsidiaries within the period of two years immediately preceding the

date of this Document and which are or may be material to the Enlarged Group or which contain any provision under which any member of the DPP Group has any obligation or entitlement which is material to the Enlarged Group at the date of this Document:

13.1 **Acquisition Agreement**

A conditional sale and purchase agreement dated 17 December 2020 for the acquisition of the entire issued share capital of Dominium (“**Dominium Shares**”) was entered into between Malaccan Holdings and (2) the Company and (3) Accession Mezzanine Capital III Coöperatief U.A. (being the sole shareholder of Malaccan Holdings; “**AMC III Co-op**”) (the “**Acquisition Agreement**”).

The consideration payable by the Company to acquire the Dominium Shares shall comprise the allotment and issue to Malaccan Holdings, credited as fully paid, of 283,766,661 new Ordinary Shares in the Company at 8 pence per share (“**Consideration Shares**”) and the issue by the Company of a €1.3 million Loan Note on the terms of the Loan Note Instrument (further details of which are set out in paragraph 13.2 of this Part 7 below).

In addition, certain outstanding debt of approximately €6.2 million that is currently due from Dominium to Malaccan Holdings pursuant to the terms of the existing Shareholder Loans will be acquired and converted by the Company into a further unsecured €6.2 million Loan Note to be issued pursuant to the terms of the Loan Note Instrument.

In the event that Dominium receives a rebate from the tax authorities in Poland in respect of certain amounts paid by Dominium on account of potential VAT liabilities of Dominium, the Company has agreed to pay an additional amount by way of additional consideration to Malaccan Holdings as shall equate to fifty per cent. (50 per cent.) of the amount of any such refund received.

Malaccan Holdings is giving limited but customary warranties for a transaction of its nature in Poland in relation to Dominium. They relate to, *inter alia*, title to shares, organisation and good standing of the business, information supplied, accounts, financial position of the business since 31 December 2019, material assets and contracts, financing and indebtedness, employees, litigation, taxation, pensions, compliance, intellectual property. Any liability incurred by Malaccan Holdings in connection with any claim brought by the Company for breach of those warranties is limited to the sum of £125,000, in aggregate, and for which any such claim must be initiated on or before the expiry of two years for general warranties and seven years for tax and fundamental warranties. Accordingly, the Company has obtained additional deal protection for liability which may be incurred by the Company in excess of such limitation through warranty and indemnity insurance taken out with an insured limit of £3.5 million (subject to customary exclusions and an excess).

AMC III Co-op has irrevocably and unconditionally undertaken to take over any and all obligations and rights of Malaccan Holdings under the Acquisition Agreement, in the event that Malaccan Holdings is wound up or subject to any liquidation type event.

Under the Acquisition Agreement, Malaccan Holdings has given certain undertakings in connection with the status and operation of Dominium’s business during the period between the date of the Acquisition Agreement and completion. Completion of the Acquisition Agreement is conditional upon, *inter alia*, Admission taking place.

The Acquisition Agreement is governed by Polish law and is subject to the ad-hoc arbitration procedure under UNCITRAL Arbitration Rules.

13.2 **Loan Note Instrument**

A loan note instrument (“**Loan Note Instrument**”) to be entered into at the time of completion of the Acquisition, pursuant to which up to €6.2 million principal unsecured 3 per cent. fixed rate loan notes 2020 will be constituted (“**Loan Notes**”) and all of which are to be issued to Malaccan Holdings pursuant to the terms of the Acquisition Agreement (further details of which are set out in paragraph 13.1 of this Part 7).

The Loan Notes will be issued, credited as fully paid, by the Company in registered form and in amounts and integral multiples of £1.00 in nominal value and will constitute unsecured unsubordinated obligations of the Company.

The Loan Notes have an interest rate of 3 per cent. per annum and are repayable on the third anniversary of the date of issue.

The Loan Notes contain certain redemption conditions pursuant to which the Loan Notes become immediately redeemable at par together with accrued interest on the occurrence of certain events including various insolvency type events that affect the Company. The Loan Notes are transferable in multiples of not less than £10,000 nominal value.

The Loan Note Instrument is governed by the laws of England and Wales and is subject to the exclusive jurisdiction of the English courts.

13.3 **Shareholder Loan Acquisition Agreements**

Pursuant to a liabilities (debt) take-over agreement between (1) the Company (2) Dominium and (3) Malaccan Holdings and a set-off agreement between (1) the Company and (2) Dominium, each of which will be entered into at the time of completion of the Acquisition (the "**Shareholder Loan Acquisition Agreements**"), all of Dominium's liabilities and obligations under the Shareholder Loans (which amount to approximately €6.2 million as at 31 October 2020) shall be taken over by the Company and converted into a new loan obligation pursuant to a Loan Note to be issued by the Company to Malaccan Holdings on the terms of the Loan Note Instrument, for a principal amount of €6.2 million, and the existing Shareholder Loan Agreements and all obligations under them shall be terminated. Each of the Shareholder Loan Acquisition Agreements shall be entered into at the time of completion of the Acquisition taking place. The Shareholder Loan Acquisition Agreements are each governed by Polish law and subject to the jurisdiction of the courts of the District of Śródmieście, Warsaw, Poland.

13.4 **Dominium Loan Agreement**

A loan agreement between (1) the Company and (2) Dominium to be entered into at the time of completion of the Acquisition ("**Loan Agreement**"), pursuant to which the Company shall make an unsecured loan ("**Loan**") in a principal amount of €6.2 million to Dominium upon completion of the Acquisition taking place.

The termination date for the facility is 31 December 2023 and the facility together with all accrued interest must be repaid on such date. Interest is charged at the rate of 3 per cent. per annum.

The Loan is subordinated to the BNP Facilities Agreements (further details of which are set out in paragraph 13.13 of this Part 7 below).

The Loan Agreement is governed by the law of Poland.

13.5 **Placing Agreement**

The Placing Agreement dated 18 December 2020 between the Company, certain of the Directors, Malaccan Holdings ("**Warrantors**") and N+1 Singer whereby N+1 Singer was appointed as agent of the Company to use its reasonable endeavours to procure subscribers for the Placing Shares at the Issue Price and N+1 Singer was also appointed as agent of the Seller to use its reasonable endeavours to procure purchasers of the Sale Shares at the Issue Price. Pursuant to the Placing Agreement, the Company and the Warrantors have given certain warranties to N+1 Singer regarding, *inter alia*, the accuracy of information in this Document. The Placing is not underwritten. The Placing Agreement is conditional, *inter alia*, on Admission taking place on 8 January 2021 or such later date as may be agreed by the Company and N+1 Singer (being not later than 29 January 2021) and the Company and the Warrantors complying with certain obligations under the Placing Agreement. The Placing Agreement also provides for the Company to pay all costs and expenses of, or incidental to, the Placing and Admission, including all legal and other professional fees and expenses. Malaccan Holdings will, however, be responsible for all costs relating to the sale of the Sale Share through the Placing.

N+1 Singer is entitled, in certain limited circumstances, to terminate the Placing Agreement prior to Admission and to the payment of its outstanding costs on such termination.

13.6 **Nominated Adviser and Broker Engagement Letter**

A Nominated Adviser and Broker Engagement Letter dated 21 May 2020 between the Company and N+1 Singer pursuant to which the Company appointed N+1 Singer to act as its nominated adviser and broker to the Company for the purposes of the AIM Rules for Companies. The Company has agreed to pay N+1 Singer a corporate finance fee in connection with the Acquisition and Admission (contingent upon and which becomes immediately payable at the time of completion of the Admission and the Placing) and also to pay an annual advisory fee (payable quarterly in advance). The Agreement contains certain undertakings by the Company and indemnities given by the Company in respect of, *inter alia*, compliance with all applicable regulations. The Agreement has an initial term of 12 months and is subject thereafter to termination, *inter alia*, by either the Company or N+1 Singer on the giving of not less than three months' prior written notice.

13.7 **Relationship Agreement**

The Company and N+1 Singer have entered into a Relationship Agreement with Malaccan Holdings on 18 December 2020 to regulate aspects of the continuing relationship between the Company and Malaccan Holdings and which includes provisions, amongst other things, designed to ensure that the Company is capable of conducting its business at all times independently of Malaccan Holdings and its associated parties (the "**Related Party Group**") and that future transactions between the Company and Malaccan Holdings or any other member of the Related Party Group are made on arms' length terms and on a normal commercial basis.

Under the Relationship Agreement, any transaction, arrangement or agreement between any part of the Enlarged Group and the Related Party Group must have the prior approval of a majority of the independent non-executive directors of the Company.

Malaccan Holdings has also undertaken to ensure that it will not use its shareholding in the Company to requisition a general meeting or otherwise exercise its voting rights in such a way that would result in the independent non-executive directors appointed to the Board from time to time ceasing representing less than two in number of the total number of Directors appointed to the board or any of the Directors that are connected to the Related Party Group representing a majority in number of the combined total number of such independent non-executive directors.

The Relationship Agreement contains a standstill arrangement under which Malaccan Holdings and any other member of the Related Party Group shall, for a period of 12 months from Admission, be prevented from making an offer for the whole or any part of the Company's share capital or from acquiring any Ordinary Shares or other securities which would result in a mandatory offering being made under Rule 9 of the City Code to acquire the remaining share capital of the Company.

The Relationship Agreement applies for as long as Malaccan Holdings (together with any of its associated parties) hold, in aggregate, an interest in 25 per cent. or more of the Ordinary Shares in issue.

13.8 **Lock-in Agreements**

Each of the Locked-in Shareholders has entered into a Lock-in Agreement with the Company and N+1 Singer dated 18 December 2020, pursuant to which terms they have undertaken to the Company and N+1 Singer that, save in specified circumstances, they will not without the prior consent of N+1 Singer dispose of any interest in Ordinary Shares held by each of them for a period of 12 months from Admission ("**Lock-in Period**"). The specified circumstances include:

- (a) any disposal pursuant to acceptance of a general, partial or tender offer made by an offeror other than the Concert Party ("**Independent Offeror**") to all shareholders of the Company for the whole or a part of the issued share capital of the Company (other than any shares already held by the Independent Offeror or persons acting in concert with the Independent Offeror) or the execution of an irrevocable commitment to accept a general, partial or tender offer made by an Independent Offeror to all shareholders of the Company for the whole or a part of the

- issued capital of the Company (other than any shares already held by the Independent Offeror or persons acting in concert with the Independent Offeror); or
- (b) any disposal pursuant to an intervening court order;
 - (c) pursuant to disposals under any scheme or reconstruction under section 110 of the Insolvency Act 1986, any compromise or arrangement or any takeover effected under part 26 of the Companies Act or pursuant to any decision or ruling by an administrator, administrative receiver or liquidator appointed to the Company in connection with a winding up or liquidation of the Company;
 - (d) pursuant to an offer by the Company to purchase its own shares which is made in identical terms to all shareholders;
 - (e) any disposal to personal representatives upon the death of a Locked-in Shareholder; or
 - (f) any disposal to the trustees of a trust (in the case of an individual) of or an associated group company (in the case of a corporate shareholder) of the Locked-in Shareholder, provided that the transferee of the Ordinary Shares agrees to be bound by the provisions of the Lock-in Agreement.

Furthermore, each of the Locked-in Shareholders has also undertaken to the Company and N+1 Singer not to dispose of their Ordinary Shares for a period of 12 months from the expiry of the Lock-in Period otherwise than through N+1 Singer and with its consent in order to maintain an orderly market in the Company's Ordinary Shares.

13.9 **Master Franchise Agreement**

An agreement ("**MFA**") dated 25 June 2010 between Domino's Pizza Overseas Franchising B.V. ("**DPOF**"), an affiliate of Domino's Pizza International LLC (1) DP Polska, a wholly-owned subsidiary of the Company (2) and Richard Worthington (3) pursuant to which DP Polska has been granted the exclusive right to develop and operate and to subfranchise the right to develop and operate Domino's Pizza delivery stores and an exclusive licence to use and sub-license the use of the Domino's Pizza system in Poland. A sum of US\$350,000 was paid to DPOF on execution of the MFA in consideration of the rights granted by that agreement. The further principal terms of the MFA are summarised below.

- 13.9.1 Term. The term of the MFA is the period ending on the earlier of 15 years from the date upon which the MFA was executed and the date upon which all franchise agreements entered into pursuant to the MFA (whether in relation to stores operated by the Group or by sub-franchisees) have expired or been terminated. The initial 15 year term may be renewed for one additional 10 year term provided certain conditions are satisfied, including the requirement that DP Polska is not in default of the MFA or any other agreement between it and DPOF or its affiliates concerning the master franchise in Poland and has substantially complied with the provisions of such agreements. Such renewal will be required to be effected on the terms of DPOF's then current standard form master franchise agreement.
- 13.9.2 Termination by DPOF. DPOF may terminate the MFA earlier than the expiry of the above-mentioned term if the total number of stores opened in Poland at 31 December in each year is less than the development quota of stores specified in the MFA. It may also terminate the MFA in a number of other circumstances, including failure to comply in a timely fashion with DPOF's requirements for the submission of sales reports and other financial data or the payment when due of the royalty fee or advertising fee payable under the MFA. Termination may also be due to a failure by DPOF or its sub-franchisees to observe other provisions of the MFA dealing with the protection of the Domino's Pizza trademarks and/or the covenants by which DP Polska agrees to keep confidential information disclosed to it relating to the Domino's Pizza system and not to carry on or become interested in any similar business in Poland.
- 13.9.3 Effect of termination. Upon the expiration or termination of the MFA, DP Polska is required to cease immediately its operation of the master franchise although subject as set out below, each separate store franchise agreement relating to stores operated whether by DP Polska or its affiliates or its sub-franchisees shall remain in force for the remainder of the 10 year

term for such agreement and subject to the terms of the store franchise agreement, the same may be renewed for a further 10 years. If, however, the reason for termination of the MFA is the breach of its terms by DP Polska, then all rights of DP Polska to enter into new franchise agreements in Poland will be suspended. Further, DPIF will then have the option to purchase at its discretion, all the assets associated with all or any of the stores owned or controlled by DP Polska or its affiliates and the rights under all subsisting subfranchise agreements or all of the existing issued share capital of DP Polska, in which case the relative franchise agreement for each store owned or controlled by DP Polska will be terminated. If the MFA is terminated but such option is not exercised in such circumstances, then the royalty fee amount for the stores owned or controlled by DP Polska and its affiliates is to be increased to 5.5 per cent.

- 13.9.4 Store opening. The MFA does not of itself authorise DP Polska to open nor grant the right to any third party to open any store in Poland. In each case the approval of DPIF is required, such approval not to be unreasonably withheld delayed or conditioned. On the opening of each new store a non-refundable store opening fee of US\$6,500 is payable to DPIF. In turn, in relation to sub-franchised stores, DP Polska can charge a store opening fee of up to US\$15,000. Once a store is opened, a royalty fee is payable to DPIF at the rate of 4 per cent. of sales for stores opened and operated by DP Polska and its affiliates and 3.5 per cent. of sales for stores opened and operated by sub-franchisees. All such fees are payable to DPIF in U.S. Dollars.
- 13.9.5 Advertising fund. DP Polska is obliged to collect from its sub-franchises and itself to pay an advertising fee of 4 per cent. of weekly sales into a separate advertising fund in Poland. In addition, for each new store opened DP Polska will be required produce its advertising and promotion plans for approval by DPIF and will be required to expend the local currency equivalent of US\$3,000 in opening advertising and promotion.
- 13.9.6 Designated representative. DP Polska is obliged to appoint (subject to the approval of DPIF) an individual to be a designated representative required to devote his full time and best endeavours to the development, management and supervision of the stores in Poland.
- 13.9.7 Store franchise agreements. DP Polska is required to comply with the MFA and the provisions of each store franchise agreement relating to stores opened and operated by DP Polska. In addition it will be required to use its best endeavours to ensure that each of its sub-franchisees complies with their store franchise agreements with DP Polska. Each store franchise agreement with sub-franchisees must be in a form approved in writing by DPIF (such approval not to be unreasonably withheld, delayed or conditioned). DPIF is obliged to diligently recruit suitable sub-franchisees in Poland.
- 13.9.8 Training. DP Polska is obliged to provide adequate training and support for managers and employees of stores owned or operated by DP Polska.
- 13.9.9 Names and marks. DP Polska is granted the right to use and license the use of the Domino's trade marks in Poland subject to the terms of the MFA. DP Polska is required to notify DPIF immediately of any infringement or challenge to its use of any of the Domino's Pizza marks in Poland or any claim by any person of any rights in any of the Domino's Pizza marks or any suspected passing-off or unfair competition involving the Domino's Pizza marks or the Domino's Pizza system. DPIF has undertaken in turn, to indemnify DP Polska from and against and to reimburse it and its affiliates for all damages for which they may be held liable in any proceeding, action or claim arising out of the use of any Domino's Pizza mark in compliance with the MFA and for all costs reasonably incurred by DP Polska or its affiliates in the defence of any such claim brought against it. In turn, DP Polska has also agreed to indemnify DPIF from and against and to reimburse to DPIF in any proceeding, action or claim arising out of the use of any Domino's Pizza mark by DP Polska or its affiliates otherwise than in accordance with the MFA and applicable store franchise agreement.
- 13.9.10 DP Polska covenants. DP Polska has covenanted with DPIF that, during the term of the MFA, it will not have any interest whether as an owner, investor, partner, licensee, lender, consultant, representative or agent in any other business similar to that carried on pursuant

to the MFA and further that for the period of one year following the date of expiration or termination of the MFA for any reason other than DPIF's breach, it will not engage as an owner, investor, partner, licensee, lender, consultant, representative or agent in any such similar business activity in Poland without the prior written consent of DPIF. Such restriction is not, however, to apply to any store franchise or sub-franchise agreement which remains outstanding following termination of the MFA. These covenants and undertakings are also given by DP Polska on the basis that it is obliged to procure (so far as it is reasonably able) compliance with the same by its affiliates.

- 13.9.11 Commissary. Whilst DPIF reserves the right to supply food products and ingredients, beverage products, supplies and materials to all the Domino's Pizza stores in Poland, DPIF has irrevocably agreed in the MFA to grant to DP Polska (under a knowledge and technical assistance agreement in the agreed form), the sole and exclusive right for DP Polska to establish a commissary or commissaries for the purpose of supplying food products and ingredients, beverage products and other supplies and materials to all Domino's Pizza stores in Poland. The right to operate such commissary or commissaries will continue until the expiration or termination of the MFA. In operating a commissary, DP Polska will be obliged to ensure that it only uses suppliers who have been designated by DPIF or who have been approved by DPIF.
- 13.9.12 Assignment. DPIF has reserved the right to assign its interest in the MFA at any time. In the event that it does so it will use its best efforts to ensure the assignee agrees to observe and perform all the terms and conditions on the part of DPIF contained in the MFA, but it shall not be a condition of such assignment that the assignee so agrees. Further DP Polska is obliged nonetheless on any such assignment to release DPIF from all future liability under the MFA. DP Polska cannot, however assign its interest in the MFA without the prior written consent of DPIF.
- 13.9.13 Governing law and disputes. The MFA is governed by laws of the State of Michigan except the Michigan Franchise Investment Law is not to apply unless its jurisdictional elements are otherwise met. All disputes, controversies or claims between DPIF and DP Polska arising out of the MFA are to be submitted for arbitration to be administered by the American Arbitration Association. The place of arbitration would be Ann Arbor, Michigan.

13.10 **Master Franchise Variation and Consent Agreement**

A variation and consent agreement entered into between Domino's Pizza International Franchising Inc ("**DPIF**"), the current franchiser entity and successor in interest to DPOF, DP Polska and Malaccan Holdings dated 29 October 2020, pursuant to which DPIF agreed to the continuation of the Master Franchise Agreement notwithstanding the entry into the Acquisition Agreement and therefore a change of control of DP Polska, and also certain amendments thereto.

Under the terms of the agreement, the parties confirmed they will continue to use their respective reasonable efforts to comply with and abide by and be bound by, the terms of the Master Franchise Agreement which shall continue in full force and effect subject to certain amendments and confirmations including the following. The Enlarged Group has also undertaken not to cause DP Polska to:

- (i) sub-licence or authorise the use of the Domino's marks, operating manuals or systems except as provided for in the Master Franchise Agreement, nor claim any right, title or interest in the same;
- (ii) do anything that is inconsistent with the Domino's brand or bring it into disrepute; and
- (iii) violate the restrictions of the Master Franchise Agreement or transfer, assign or grant an interest over the MFA.

Additionally, the Enlarged Group has agreed to also assign the Dominium trademarks, copyright and web domains to DPIF as part of the consent and arrangements.

13.11 **Settlement Agreement**

A settlement agreement between (1) DP Polska and (2) Iwona Olbrys (the “**Employee**”) dated 18 November 2020 (“**Settlement Agreement**”), pursuant to which terms the parties agreed to terminate the Employee’s employment contract with DP Polska dated 12 July 2019 (“**Employment Contract**”) by mutual agreement, effective as of 30 November 2020 (“**Termination Date**”). In consideration of the Employee agreeing to terminate the Employment Contract, the Employee shall be entitled to receive: (a) her basic remuneration and other employment benefits under the Employment Contract up to the Termination Date; (b) a cash equivalent for any outstanding holiday entitlement up until the Termination Date; (c) compensation in lieu of notice in an amount equal to three (3) months of the Employee’s gross basic remunerations; (d) a contractual severance payment in an amount equal to six (6) months gross basic remuneration of the Employee; and (e) a payment in respect of the Employee’s *pro rata* annual bonus entitlement. The Employee agrees to waive any and all claims in consideration of the payments due to her under the Settlement Agreement. The Employee shall also agree to continue to be bound by the non-compete contained in her existing Employment Contract. The Settlement Agreement is governed by Polish law.

13.12 **Subscription Letter**

FMR has entered into a conditional subscription agreement with the Company dated 18 December 2020 pursuant to which FMR has agreed to subscribe, in cash, for the Subscription Shares for an aggregate subscription price of 8 pence. The Subscription Letter is conditional, *inter alia*, on the passing of the Resolutions and Admission taking place. The Subscription Shares will be issued by the Company to FMR, credited as fully paid, on Admission and shall rank *pari passu* with the Existing Ordinary Shares and all other New Shares to be issued pursuant to the Proposals.

Dominium Group

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by Dominium or its subsidiaries within the period of two years immediately preceding the date of this Document and which are or may be material to the Enlarged Group or which contain any provision under which any member of the Dominium Group has any obligation or entitlement which is material to the Enlarged Group at the date of this Document:

13.13 **Facility Agreements**

Dominium has entered into two facility agreements with BNP Paribas Spółka Akcyjna, (“**BNP Paribas**” or the “**Lender**”) comprising:

- (a) a facility agreement dated 26 June 2008 (“**Facility Agreement I**”) under which a facility of up to PLN 440,000.00 is to be made available to Dominium and which facility has a final repayment date of 30 September 2021 (as amended);
- (b) a facility agreement dated 5 December 2016 (“**Facility Agreement II**”) under which a facility of up to EUR 650,000.00 is to be made available to Dominium, and which facility has a final repayment date of 30 October 2021 (as amended),

(jointly the “**Facilities Agreements**”).

Facility Agreement I comprises an overdraft facility agreement, whereas Facility Agreement II is an agreement for a limit of bank guarantees to be issued by the Lender and used by the Company in principle for the purpose of securing its lease agreements.

Facility Agreement I carries an initial interest rate of 3.5 per cent. per annum and Facility Agreement II carries an initial margin rate of 2.5 per cent. per annum on the utilised amount of guarantees issued by the Lender.

The Facilities Agreements contain customary terms for these type of facilities, which includes, *inter alia*: conditions of utilisation, borrower’s obligations such as transferring all the Company’s cash flow into the bank accounts maintained by the Lender, financial covenants such as relevant net profit ratio and capitalisation ratio, and events of default.

The Lender should be notified about any transactions that could result in a change of a control of Dominium, otherwise the Lender may treat this as an event of default under the Facilities Agreements, and will be entitled to, *inter alia*, terminate the Facilities Agreements, or require additional security to be given in respect of the relevant facility.

In case of Facility Agreement II, the Company is obliged, within 60 days from the date on which a change of control of the Company occurs, to establish additional security in a form of a cash deposit in EUR or PLN in the amount being equal to the value of the guarantees issued by the Lender based on such Facility Agreement II. Additionally, a notice of any change of control of the Company must be delivered to the Lender.

13.14 **Bank Facilities Security Documents**

The obligations of Dominium to BNP Paribas under each of the Facilities Agreements referred to in paragraph to in paragraph 13.13 of this Part 7 above are secured and guaranteed by a series of registered pledges, submission to enforcement, power of attorney and other security documents entered into by Dominium.

Dominium has also subordinated its liabilities to Malaccan Holdings and Tomasz Plebaniak in favour those to BNP Paribas under the Facilities Agreements. In practice, this means that any payments to Malaccan Holdings or to Tomasz Plebaniak may be made only on the condition that the Company has no outstanding liabilities towards BNP Paribas.

13.15 **Shareholder Loan Agreements**

Dominium is a party to a series of shareholders loan agreements dated between 27 January 2014 and 3 June 2020 ("**Shareholder Loan Agreements**") under which Malaccan Holdings has made a series of term loans to Dominium in the aggregate sum of approximately €6.2 million ("**Shareholder Loans**").

The Shareholders Loans are unsecured commitments of Dominium and are concluded on the substantially similar terms, which include basic customary provisions for shareholders loans.

The Shareholder Loans carry a flat interest rate of between 10.8 and 15 per cent. per annum and each has a repayment date of 31 December 2020, but which Malaccan Holdings has agreed that it will not require repayment to be made before completion of the Acquisition taking place.

Malaccan Holdings

Other than the contracts referred to above in paragraph 13 of this Part 7, Malaccan Holdings has not entered into any contracts, not being contracts entered into in the ordinary course of business, within the period of two years immediately preceding the date of this Document and which are or may be material to the Enlarged Group or which contain any provision under which Malaccan Holdings has any obligation or entitlement which is material to the Enlarged Group at the date of this Document.

14. RELATED PARTY TRANSACTIONS

- 14.1 On 18 December 2020, the Company entered into a Relationship Agreement with Malaccan Holdings and N+1 Singer to regulate aspects of the continuing relationship between the Company and Malaccan Holdings, further details of which are described at paragraph 13.7 above.
- 14.2 Upon completion of the Acquisition, €7.5 million will be outstanding from DP Poland to Malaccan Holdings pursuant to the Loan Notes being issued to it under the terms of the Loan Note Instrument.
- 14.3 Details of the historical related party transactions entered into by the Company are contained in the Company's audited consolidated financial statements for the years ended 31 December 2017, 31 December 2018 and 31 December 2019 incorporated by reference into this document as set out in Part 4 of this Document.
- 14.4 During the period covered by the financial information contained in Part 5 of this Document until the date of this Document, neither Dominium nor any member of the Dominium Group has been a party

to any related party transactions, save as set out in paragraph 28 of Section B and paragraph 10 of Section C of Part 5 of this Document.

15. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened) of which the Company is aware, which may have or have had during the 12 months immediately preceding the date of this Document a significant effect on the financial position or profitability of the Company or the Enlarged Group.

16. SIGNIFICANT CHANGE

16.1 Save as disclosed in paragraph 10 of Part 1 of this Document, there has been no significant change in the trading or financial position of the DPP Group since 30 June 2020, being the date as at which the financial information contained in Part 4 (Historical Financial Information on the Company) has been prepared.

16.2 Save as disclosed in paragraph 10 of Part 1 of this Document, there has been no significant change in the trading or financial position of Dominium Group since 30 June, being the date as at which the financial information contained in Sections B and C of Part 5 (Historical Financial Information on Dominium) has been prepared.

17. WORKING CAPITAL

In the opinion of the Directors, having made due and careful enquiry, and taking into account the net proceeds of the Fundraising receivable by the Company, the working capital available to the Company and the Enlarged Group is sufficient for its present requirements, that is, for at least the next 12 months from the date of Admission.

18. UK TAXATION

18.1 General

The following statements do not constitute legal or tax advice, and are intended to apply only as a general guide relevant to prospective investors in the Ordinary Shares, as to the position under current UK tax law and what is understood to be the current published practice of HMRC (which may not be binding) as at the date of this document, either of which is subject to change at any time (possibly with retroactive effect).

They are not intended to be an exhaustive analysis of all potential UK tax consequences of acquiring, holding or disposing of Ordinary Shares and in particular do not include a consideration of the potential UK inheritance tax consequences of holding Ordinary Shares. Except where otherwise expressly stated, they apply only to Shareholders who are resident and (in the case of individuals) domiciled for tax purposes in (and only in) the UK to whom split year treatment does not apply, and, who hold their Ordinary Shares as an investment (other than in an individual savings account or pension arrangement), and who are the absolute beneficial owners of their Ordinary Shares and any dividends paid on them.

They may not apply to certain Shareholders, such as traders, brokers, banks, financial institutions, investment companies, dealers in securities, insurance companies, collective investment schemes, Shareholders who are exempt from tax, persons connected with the Company or the Group, persons holding Ordinary Shares as part of hedging or conversion transactions, Shareholders who are not domiciled or not resident in the UK, trusts and those who hold 5 per cent. or more of the Ordinary Shares, and Shareholders who have (or are deemed to have) acquired their Ordinary Shares by virtue of an office or employment. Such persons may be subject to special rules. Nor do the following statements consider the tax position of any person holding investments in any HMRC-approved arrangements or schemes, including the enterprise investment scheme, venture capital scheme or business expansion scheme, able to claim any inheritance tax relief or any non-UK resident Shareholder holding Shares in connection with a trade, profession or vocation carried on in the UK

(whether through a branch or agency or, in the case of a corporate Shareholder, a permanent establishment or otherwise).

Any person who is in any doubt as to his or her tax position or who may be subject to tax in any jurisdiction other than the United Kingdom is strongly advised to consult an appropriate professional tax adviser without delay.

18.2 **Taxation of chargeable gains**

Disposals

If a Shareholder sells or otherwise disposes of all or some Ordinary Shares (including a disposal on a winding-up of the Company), he may, depending on his circumstances, incur a liability to UK taxation on any chargeable gain realised.

(i) Individual Shareholders

The current headline rates of capital gains tax for the 2020/21 tax year are 10 per cent. and 20 per cent. for individuals for gains other than those made which relate to disposals of residential property and/or carried interest receipts relating to investment management services provided. Certain reliefs or allowances may be available depending on the individual circumstances of the Shareholder, including the availability of an annual exempt amount which allows an individual to make a certain amount of gain each year before such gain become subject to tax in the UK. For 2020/21 this annual exempt amount is £12,300.

For trustees and personal representatives of deceased persons, capital gains tax on gains in excess of the current annual exempt amount will be charged at a flat rate of 20 per cent. For 2020/21 this annual exempt amount is £6,150.

Shareholders who are individuals and who are temporarily non-resident in the UK may, under anti-avoidance legislation, still be liable to UK tax on any capital gain realised (subject to any available exemption or relief).

For these purposes, the same thresholds apply for Scottish taxpayer Shareholders as in respect of other Shareholders resident in the UK. Scottish taxpayer Shareholders may wish to consult their own professional advisers if they are in any doubt as to their tax position in respect of disposals.

(ii) Individual non-resident Shareholders

Individuals who are temporarily non-resident may, in certain circumstances, be subject to tax in respect of gains realised while they are not resident in the UK. Temporary non residence for these purposes refers to the situation in which the individual Shareholder ceases to be tax resident in the UK (or is treated as having ceased to be tax resident in the UK for the purposes of the double tax treaty) for a period of five tax years or fewer (or, for departures before 6 April 2013, ceases to be resident or ordinarily resident in the UK, or becomes treaty non-resident for a period of fewer than five tax years), and who disposes of his Ordinary Shares during that period of temporary non residence. Such an individual may be liable to capital gains tax on a chargeable gain accruing on the disposal on his return to the UK under certain anti-avoidance rules.

Subject to the paragraph above, a Shareholder who is not resident in the UK for tax purposes and who realises a gain will not normally be liable to UK taxation on chargeable gains. However, such a Shareholder who is an individual may be liable to UK tax on chargeable gains if, at the relevant time that Shareholder carries on a trade, profession or vocation in the UK through a branch or agency and the Ordinary Shares, are, or have been, used, held or acquired for the purposes of such trade, profession or vocation or for the purposes of such branch or agency. Shareholders who are not UK resident for tax purposes may be subject to non UK tax on any gains under local law.

(iii) Corporate Shareholders

Corporate Shareholders within the charge to UK corporation tax which realise a gain will, subject to the availability of any exemptions, reliefs and/or allowable losses, be subject to corporation tax (at a current rate of 19 per cent.).

(iv) Corporate non-resident Shareholders

A corporate Shareholder which is not resident in the UK for tax purposes and which realises a gain will not normally be liable to UK taxation on chargeable gains.

However, a corporate Shareholder which is not UK resident but carries on a trade in the UK through a permanent establishment may be liable to UK tax on chargeable gains if it disposes of Ordinary Shares which are, at or before the time the gain accrues, used in or for the purposes of that trade or for the purposes of the permanent establishment.

(v) Indexation

In the case of individuals, trustees and personal representatives, indexation allowance is not available.

Corporate Shareholders will be entitled to an indexation allowance in computing the amount of a chargeable gain accruing on a disposal of the Ordinary Shares, which will provide relief for the effects of inflation by reference to movements in the UK retail price index up to December 2017 (but not from January 2018 onwards).

18.3 **Stamp duty and SDRT**

The comments below relating to stamp duty and SDRT apply whether or not a Shareholder is resident in the UK, but it should be noted that certain categories of person, including market makers, brokers, dealers and other specified market intermediaries, are entitled to exemption from stamp duty and SDRT in respect of purchases of securities in specified circumstances.

There should be no liability to stamp duty or SDRT arising on the allotment Shares by the Company.

The registration of and the issue of definitive share certificates to Ordinary Shareholders should not give rise to any liability to stamp duty or SDRT.

In addition, neither UK stamp duty nor SDRT should arise on the transfers/sale of Ordinary Shares on AIM (including instruments transferring Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

- (A) the Shares are admitted to trading on AIM, but are not listed on any market (with the term "listed" being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and
- (B) AIM continues to be accepted as a "recognised growth market" as construed in accordance with section 99A of the Finance Act 1986).

In the event that either of the above assumptions do not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances. In such circumstances, any unconditional agreement (whether written or verbal) to sell Ordinary Shares will normally give rise to a liability on the purchaser to SDRT, at the rate of 0.5 per cent. of the actual consideration paid. If an instrument of transfer (usually a stock transfer form) is subsequently produced it will generally be subject to stamp duty at the rate of 0.5 per cent. of the actual consideration paid (rounded up to the nearest £5 if necessary). However, an exemption from stamp duty is available where the amount or value of the consideration is £1,000 or less, and it is certificated on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate amount or value of the consideration exceeds £1,000. When stamp duty is duly paid on the instrument, or it is certified as exempt, the SDRT charge will be cancelled and any SDRT already paid will be refunded. Stamp duty and SDRT are generally the liability of the purchaser.

18.4 **Taxation of dividends**

Under current UK tax law, the Company will not be required to withhold tax at source from dividend payments it makes. Liability to tax on dividends will depend upon the individual circumstances of the Shareholder.

A Shareholder resident outside the UK may be subject to non UK taxation on dividend income under local law. A Shareholder who is resident outside the UK for tax purposes should consult their own tax adviser concerning their tax position on dividends received from the Company.

Individual Shareholders

Different rates of tax apply to different bands of a UK tax resident individual Shareholder's dividend income, which for these purposes includes UK and non UK source dividends and certain other distributions in respect of shares.

For the tax year 2020/21, the first £2,000 of dividend income received by an individual Shareholder in a tax year (the "**Nil Rate Amount**") is exempt from UK income tax, regardless of what tax rate would otherwise apply to that dividend income. If an individual Shareholder receives dividends in excess of the Nil Rate Amount in a tax year, the excess is taxed at the following dividend rates for the tax year 2020/21: 7.5 per cent. (for individuals not liable to tax at a rate above the basic rate), 32.5 per cent. (for individuals subject to the higher rate of income tax) and 38.1 per cent. (for individuals subject to the additional rate of income tax).

For the purposes of individual tax on dividend income, the same thresholds apply for Scottish taxpayer Shareholders as in respect of other Shareholders resident in the UK. Scottish taxpayer Shareholders may wish to consult their own professional advisers if they are in any doubt as to their tax position in respect of dividends.

Dividend income that is within the dividend Nil Rate Amount counts towards an individual's basic or higher rate limits – and will therefore affect the level of savings allowance to which they are entitled, and the rate of tax that is due on any dividend income in excess of the Nil Rate Amount. In calculating into which tax band any dividend income over the nil rate amount falls, savings and dividend income are treated as the highest part of an individual's income. Where an individual has both savings and dividend income, the dividend income is treated as the top slice.

Corporate Shareholders

It is likely that most dividends paid on the Ordinary Shares to UK resident corporate Shareholders would fall within one or more of the classes of dividend qualifying for exemption from corporation tax. However, it should be noted that the exemptions are not comprehensive and are also subject to anti avoidance rules. If a dividend paid on the Ordinary Shares to a UK resident corporate Shareholder does not fall within one of the exempt classes, or such a Shareholder elects for an otherwise exempt dividend to be taxable, the Shareholder will be subject to corporation tax on the gross amount of the dividend at a current rate of 19 per cent.

A corporate Shareholder that is not resident in the UK will not be subject to corporation tax on dividends received from the Company in the UK, unless such Shareholder carries on a trade in the UK through a permanent establishment and the shares are used by, for or held by or for, the permanent establishment. In these circumstances, the non UK resident corporate Shareholder may, depending on its individual circumstances and if the exemption discussed above is not available, be chargeable to corporation tax on dividends received from the Company.

Shareholders within the charge to UK corporation tax are advised to consult their independent professional tax advisers to determine whether dividends received will be subject to UK corporation tax.

THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS

OF THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO HIS TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT HIS PROFESSIONAL ADVISER.

19. CITY CODE, MANDATORY BIDS, SQUEEZE OUT AND SELL OUT AND NOTIFICATION OF MAJOR INTERESTS IN ORDINARY SHARES

19.1.1 City Code

Other than as provided by the City Code and Chapter 28 of the Companies Act, there are no rules or provisions relating to mandatory bids and/or squeeze out and sell out rules that apply to the Ordinary Shares of the Company.

19.1.2 Mandatory Bid

Under Rule 9 of the Takeover Code ("Rule 9"), where any person acquires, whether by a series of transactions over a period of time or not, an interest in shares (as defined in the Takeover Code) which (taken together with shares already held by him and any interest in shares held or acquired by persons acting in concert with him) carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights in that company to acquire the balance of their interests in the company. Rule 9 of the Takeover Code also provides that, among other things, where any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. but does not hold shares carrying more than 50 per cent. of the voting rights of a company which is subject to the Takeover Code, and such person, or any person acting in concert with him, acquires an additional interest in shares which increases the percentage of shares carrying voting rights in which he is interested, then such person is normally required to make a general offer to all the holders of any class of equity share capital or other class of transferable securities carrying voting rights of that company to acquire the balance of their interests in the company.

If any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry more than 50 per cent. of the voting rights of a company, such person, or any person acting in concert with him, may acquire further interests in shares of that company without incurring any obligation under Rule 9 of the Takeover Code to extend any offers.

19.1.3 Squeeze Out

Under the Companies Act, if a "takeover offer" (as defined in section 974 of the Companies Act) is made by an offeror to acquire all of the shares in the Company not already owned by it and the offeror were to acquire, or contract to acquire, not less than 90 per cent. in value of the ordinary shares which are the subject of such offer and not less than 90 per cent. of the voting rights carried by those shares, the offeror could then compulsorily acquire the remaining shares. The offeror would do so by sending a notice to outstanding shareholders before the end of the 3 month period beginning on the day after the last day on which the offer can be accepted. The notice must be made in the prescribed manner. Six weeks later, the offeror would send a copy of the notice to the Company together with an instrument of transfer executed in respect of the outstanding ordinary shares on behalf of the holder in favour of the offeror and pay the consideration for those ordinary shares. The Company would hold the consideration on trust for outstanding shareholders.

The consideration offered to those shareholders whose ordinary shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration that was available under the original offer unless a member can show the offer value is unfair.

19.1.4 **Sell-out Rules**

The Companies Act gives minority shareholders a right to be bought out in certain circumstances by a person who has made a takeover offer. If a takeover offer related to all the shares in the Company and at any time before the end of the period within which the offeror could be accepted, the offeror holds, or has agreed to acquire, not less than 90 per cent. in value of the ordinary shares and not less than 90 per cent. of the voting rights in the Company, any holder of ordinary shares to which the offer relates who has not accepted the offer can, by a written communication to the offeror, require it to acquire that holder's ordinary shares.

The offeror is required to give each Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority shareholders to be bought out but that period cannot end less than three months after the end of the acceptance period or, if later, three months after the date specified in the notice given by the offeror. If a Shareholder exercises his rights, the offeror is entitled and bound to acquire those ordinary shares on the terms of the offer or on such other terms as may be agreed.

19.1.5 **Notification of Major Interests in Ordinary Shares**

Chapter 5 of the Disclosure and Transparency Rules makes provisions regarding notification of certain shareholdings and holdings of financial instruments.

Where a person holds voting rights in the Company as a Shareholder through direct or indirect holdings of financial instruments, then that person has an obligation to make a notification to the FCA and the Company of the percentage of voting rights held where that percentage reaches, exceeds or falls below three per cent. or any whole percentage point above three per cent. The requirement to notify also applies where a person is an indirect Shareholder and can acquire, dispose of or exercise voting rights in certain cases.

Shareholders are encouraged to consider their notification and disclosure obligations carefully as a failure to make any required notification to the Company may result in disenfranchisement pursuant to the Articles (see paragraph 6 above).

20. GENERAL

- 20.1 The gross proceeds of the Fundraising are expected to be £3,500,000, with net proceeds payable to the Company expected to be approximately £2.4 million. The total costs and expenses relating to the Fundraising and payable by the Company are estimated to be approximately £1.1 million (excluding VAT). £1.7 million gross proceeds of the sale of the Sale Shares under the Placing will be payable to the Seller and with the Seller being responsible for payment of the costs and expenses related to the sale of the Sale Shares pursuant to the Placing.
- 20.2 The Offer Shares are not being offered generally and no applications have or will be accepted other than under the terms of the Placing Agreement, the Placing Terms and Conditions (as set out in the Launch Announcement and the Subscription Letter). The Placing is not being guaranteed or underwritten by any person.
- 20.3 The Issue Price represents a premium over nominal value of 7.5 pence per Ordinary Share.
- 20.4 Crowe U.K. LLP has given and not withdrawn its written consent to the inclusion in this Document of references to its name in the form and context in which they appear.
- 20.5 Nplus1 Singer Advisory LLP has given and not withdrawn its written consent to the inclusion in this Document of reference to its name in the form and context in which it appears.
- 20.6 Where information has been sourced from a third party, the Company confirms that the information has been accurately reproduced and that as far as it is aware and is able to ascertain from the information published by those third parties, no facts have been omitted which would render the information produced inaccurate or misleading.

- 20.7 On completion of the Fundraising and the Acquisition, the issued share capital of the Company will be increased by 129.0 per cent. resulting in an immediate dilution of approximately 56.3 per cent.
- 20.8 The accounting reference date of the Company is 31 December.
- 20.9 The auditors of the Company are Crowe U.K. LLP who is regulated by the Institute of Chartered Accountants of England and Wales of 55 Ludgate Hill, London, EC4M 7JW.
- 20.10 It is expected that definitive share certificates will be despatched by first class post by 22 January 2021. In respect of uncertificated shares, it is expected that Shareholders' CREST stock accounts will be credited at 8.00 a.m. on 8 January 2021.
- 20.11 The Directors are unaware of any exceptional factors which have influenced the Company's activities, save as set out in this Document; including, in particular, paragraph 10 of Part 1.
- 20.12 Other than the current application for Admission, the Ordinary Shares have not been admitted to dealing on any investment exchange nor has any application for such admission been made nor any are there intended to be any other arrangements for there to be dealings in the Ordinary Shares on any such exchange.
- 20.13 There are no patents or other intellectual property rights, licences or particular contracts which are or may be of fundamental importance to the Enlarged Group's business, other than as set out in this Document including (in particular) the intellectual property rights licenced to the Enlarged Group under the Master Franchise Agreement (further details of which are set out in paragraph 13.9 of this Part 7).
- 20.14 Save as disclosed in this Document, there are no investments in progress and there are no future investments on which the Directors have already made firm commitments, which are significant to the Group.
- 20.15 Save as disclosed in Part 1 and Part 2 of this Document, the Directors are unaware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Enlarged Group's prospects for the current financial period.
- 20.16 No public takeover bids have been made by third parties in respect of the Company's issued share capital since its incorporation up to the date of this Document.
- 20.17 Save as disclosed in this Document, the Directors are unaware of any environmental issues that may affect the Enlarged Group's utilisation of its tangible fixed assets.
- 20.18 No person directly or indirectly (other than the Company's professional advisers and trade suppliers or as disclosed in this Document) in the last 12 months received or is contractually entitled to receive, directly or indirectly, from the Company on or after Admission (excluding in either case persons who are professional advisers otherwise than as disclosed in this Document and persons who are trade suppliers) any payment or benefit from the Company to the value of £10,000 or more or securities in the Company to such value at the Issue Price or entered into any contractual arrangements to receive the same from the Company at the date of Admission.

21. DOCUMENTS PUBLISHED ON THE COMPANY'S WEBSITE

Copies of the following documents will be made available at the website address www.dppoland.com from the date of posting of this Document up to the date of the General Meeting:

- 21.1.1 the Memorandum and Articles of Association of the Company;
- 21.1.2 the Memorandum and Articles of Association of Dominium;
- 21.1.3 the audited accounts for the Company for the years ended 31 December 2017, 31 December 2018 and 31 December 2019;
- 21.1.4 the unaudited interim report for the Company for the period ended 30 June 2020;

21.1.5 the consent letters from N+1 Singer Advisory LLP and Crowe U.K. LLP referred to in paragraph 20.4 and 20.5 above;

21.1.6 the material contracts, as summarised in paragraph 13 above; and

21.1.7 the irrevocable undertakings referred to in paragraph 24 of Part 1 of this Document.

22. DOCUMENTS INCORPORATED BY REFERENCE

Part 4 incorporates financial information on the DPP Group by reference to DP Poland PLC's audited annual report and accounts for the financial periods ended 31 December 2017, 31 December 2018, 31 December 2019 and 30 June 2020.

These documents are available for inspection on the following websites:

<https://dppoland.com/2015/wp-content/uploads/DP-Poland-Annual-Report-2017-1.pdf>

<https://dppoland.com/2015/wp-content/uploads/DP-Poland-PLC-2018-Annual-Report.pdf>

<https://dppoland.com/2015/wp-content/uploads/DP-Poland-PLC-DEC19-AR.pdf>

<https://dppoland.com/2015/wp-content/uploads/Interim-results-for-the-half-year-to-30-June-2020.pdf>

23. AVAILABILITY OF THIS DOCUMENT

Copies of this Document are available free of charge from the Company's registered office and at the offices of N+1 Singer at 1 Bartholomew Lane, London EC2N 2AX, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) and shall remain available for at least one month after Admission. An electronic version of this Document is also available, subject to certain access restrictions applicable, to download from the company's website at www.dppoland.com.

21 December 2020

PART 8

NOTICE OF GENERAL MEETING

DP POLAND PLC

Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 07278725

Notice is hereby given that a general meeting of the members of the Company will be held at The Foster Room, West Meon Village Hall, West Meon, Hampshire, GU32 1LH at 10.00 a.m. on 7 January 2021 for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS:

1. **THAT** the waiver granted by the Panel on Takeovers and Mergers of the obligation on the Concert Party (as defined in the admission document published by the Company and dated 21 December 2020 of which this notice forms part, hereinafter referred to as the “**Admission Document**”) to make a general offer under Rule 9 of the City Code on Takeovers and Mergers, as a result of the issue to them of ordinary shares in the capital of the Company, pursuant to the Acquisition Agreement (as defined in Resolution 2) be and is hereby approved.
2. **THAT**, subject to and conditional upon the passing of Resolutions 1, 6 and 8, the proposed acquisition by the Company of the entire issued share capital of Dominium S.A., which comprises a reverse takeover pursuant to Rule 14 of the AIM Rules for Companies (the “**Acquisition**”), on the terms and subject to the conditions of the sale and purchase agreement dated 17 December 2020 (the “**Acquisition Agreement**”), as more particularly described in the Admission Document, be and is hereby approved with such revisions and amendments (including as to price) of a non-material nature as may be approved by the directors of the Company (the “**Directors**”) or any duly authorised committee thereof, and that all acts, agreements, arrangements and indemnities which the Directors or any such committee consider necessary or desirable for the purpose of or in connection with the Acquisition be and are hereby approved.
3. **THAT**, subject to and conditional upon the passing of Resolution 2, Piotr Dzierżek, having consented to act, be appointed as a director of the Company with effect from admission of the Enlarged Share Capital (as such term is defined in the Admission Document) to trading on the AIM market of the London Stock Exchange plc (“**Admission**”).
4. **THAT**, subject to and conditional upon the passing of Resolution 2, Przemyslaw Glebocki, having consented to act, be appointed as a director of the Company with effect from Admission.
5. **THAT**, subject to and conditional upon the passing of Resolution 2, Jakub Chechelski, having consented to act, be appointed as a director of the Company with effect from Admission.
6. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “**Act**”) in substitution for all previous authorisations, the Directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company (“**Rights**”):
 - (a) up to an aggregate nominal amount of £1,418,833.31 in accordance with the terms and conditions of the Acquisition Agreement;
 - (b) up to an aggregate nominal amount of £99,826.81 in connection with the placing of new ordinary shares of £0.005 each (“**Ordinary Shares**”) to certain institutional and other investors (the “**Placing**”) in accordance with the terms and conditions of the Placing Agreement (as such term is defined in the Admission Document);
 - (c) up to an aggregate nominal amount of £118,923.19 pursuant to the subscription of Ordinary Shares by an existing shareholder of the Company (the “**Subscription**”), in accordance with the terms of the Subscription Letter (as such term is defined in the Admission Document),

provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company's next annual general meeting to be held in 2021 and the date falling fifteen (15) months from the date on which this Resolution is passed, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act to the extent not utilised at the date it is passed.

7. **THAT**, subject to and conditional upon the passing of Resolution 6, in accordance with section 551 of the Companies Act, the Directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company ("**Additional Rights**") up to an aggregate nominal amount of £969,142.92, representing approximately one third of the Enlarged Share Capital (as such term is defined in the Admission Document) provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company's next annual general meeting to be held in 2021 and the date falling fifteen (15) months from the date on which this Resolution is passed, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Additional Rights to be granted and the Directors may allot shares or grant Additional Rights in pursuance of that offer or agreement. This Resolution is in addition to the authority conferred by Resolution 6.

SPECIAL RESOLUTIONS:

8. **THAT**, subject to and conditional upon the passing of Resolution 6 in accordance with sections 570 and 571 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 6, as if section 561(1) of the Companies Act did not apply to such allotment provided that this power shall be limited to up to an aggregate nominal amount of £218,750.00 in connection with the Placing and Subscription, provided that provided that this authority shall expire at the earlier of the Company's next annual general meeting to be held in 2021 and the date falling fifteen (15) months from the date on which this Resolution is passed. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement.
9. **THAT**, subject to and conditional upon the passing of Resolution 7, (inclusive) in accordance with sections 570 and 571 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act) pursuant to the authority conferred by Resolution 7, as if section 561(1) of the Companies Act did not apply to such allotment provided that this power shall be limited to the issue of Additional Rights up to an aggregate nominal amount of £290,742.88, representing approximately one tenth of the Enlarged Share Capital (as such term is defined in the Admission Document), provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire at the earlier of the Company's next annual general meeting to be held in 2021 and the date falling fifteen (15) months from the date on which this Resolution is passed, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Additional Rights to be granted and the Directors may allot shares or grant Additional Rights in pursuance of that offer or agreement. This Resolution is in addition to the authority conferred by Resolution 8.

By order of the Board:

Patrick Bodenham
Company Secretary
Company number: 07278725

Registered Office:

Elder House
St Georges Business Park
207 Brooklands Road
Weybridge
Surrey
KT13 0TS

21 December 2020

Notes:

IMPORTANT NOTICE REGARDING COVID-19

1. **In light of the current COVID-19 situation and related legal and other requirements of governmental authorities, we are requiring that shareholders do not attend in person but instead appoint the Chairman of the meeting as their proxy (either electronically or by post) with their voting instructions. Shareholders should also bear in mind that if they, or any alternative proxy, travel to attend the meeting in person, they would be denied entry based on prevailing circumstances.**
2. All Resolutions will be taken on a poll, with Resolution 1 being taken on a poll only by Independent Shareholders (as such term is defined in the Admission Document). All other Resolutions will also be taken on a poll, in view of the COVID-19 pandemic and in order to give a fair representation of the votes of Shareholders on the Resolutions.
3. Members entitled to attend and vote at the General Meeting are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. However, for the reasons stated above, we are requiring that all Shareholders appoint the Chairman as their proxy. A member of the Company entitled to attend and vote at this meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not also be a member.

If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member, by requesting a hard copy by calling the Registrars SLC Registrars on 01903 706 150. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. SLC Registrars is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales.

4. For a Form of Proxy to be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Registrars, being SLC Registrars of Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS by not later than 48 hours, excluding non-working days, before the time appointed for holding the General Meeting or in the case of a poll taken subsequently to the date of the General Meeting or any adjourned meeting, not less than 48 hours, excluding non-working days, before the time appointed for the taking of the poll or for holding the adjourned meeting. Members who intend to appoint more than one proxy can obtain additional Forms of Proxy from the Registrars. Alternatively, the form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one of more than one appointments being made.
5. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the Shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each Resolution.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
7. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual. To be valid the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the Registrars, as the Company's "issuer's agent", (CREST ID: 7RA01) 48 hours before the time appointed for holding the meeting or adjourned meeting (as such a message cannot be transmitted on weekends or on other days when the CREST system is closed). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means.
8. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid. The CREST Manual can be reviewed at www.euroclear.com.
9. CREST members and, where applicable, the sponsors or voting service provider(s), should note that CREST does not make available a special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in

relation to the input of proxy instructions. It is the responsibility of the CREST members concerned to take (or of the CREST member is a CREST personal member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such sections as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection CREST members and where applicable their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those members entered on the register of members of the Company at 6.30 p.m. on 5 January 2021 will be entitled to vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.30 p.m. on 5 January 2021 will be disregarded in determining the rights of any person to vote at the meeting or any adjourned meeting (as the case may be).
12. As at 18 December 2020 (being the last business day prior to the publication of this notice of meeting) the Company's issued share capital consisted of 253,969,093 Existing Ordinary Shares carrying one vote each, therefore, the total voting rights in the Company as at 18 December 2020 are 253,969,093.
13. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which the Company must cause to be answered. Information relating to the meeting which the Company is required by the Companies Act to publish on a website in advance of the meeting may be viewed at www.dppoland.com. **In light of the ongoing COVID-19 pandemic, Shareholders are encouraged, in particular, to submit questions to the Board in advance of the General Meeting by emailing info@dppoland.com by no later than 10.00 a.m. on 5 January 2021. The Board will consider all questions received and, if appropriate and relating to the business of the General Meeting, provide a written response or publish answers on a thematic basis on our website www.dppoland.com/.**
14. In accordance with section 311a of the Companies Act, the contents of this notice of meeting, details of the total number of shares of which members are entitled to exercise voting rights at the General Meeting and, if applicable, any members statements. Members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.dppoland.com.

