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# Statement on Corporate Governance

The Directors recognise the importance of good corporate governance and have chosen to adopt the Quoted Companies Alliance Corporate Governance Code (the "QCA Code"). The Company adopted the QCA Code in September 2018. For the year ended 31 December 2024, it was subject to the edition of the Code published in 2023 that was early adopted by the Company. The Company complied with the Code throughout the year.

The QCA Code was developed by the QCA in consultation with a number of small company institutional investors as a corporate governance code applicable to AIM companies. The underlying principle of the QCA Code is that "the purpose of good corporate governance is to ensure that the company is managed in an efficient, effective and entrepreneurial manner for the benefit of all shareholders over the longer term".

It is the responsibility of the Non-Executive Chairman to ensure that the highest practicable standards of corporate governance are in place. The Board and staff of the Company are committed to behaving professionally and responsibly to ensure that the highest standards of honesty, integrity and corporate governance are maintained. Enshrining these values through the Company's culture, objectives and processes is essential to support the success of the Company in creating long-term shareholder value. The QCA corporate governance principles along with a summary of how the Company applies them are set out below.

## **1. Establish a purpose, strategy and business model which promote long-term value for shareholders**

DP Poland's purpose, business model and strategy are described in the Strategic Report.

In summary, the purpose is to establish Domino's Pizza as the leading pizza delivery brand in Poland and Croatia; the business model is to operate company owned stores ("Corporate Stores") and to sub-franchise stores to third parties, supplied by our production, warehousing and logistics operations (the "Commissary"); the strategy is to make the Domino's offer the most available and the most attractive delivery pizza offer in the Polish and Croatian markets. The principal risks and uncertainties affecting the business and how these are mitigated are set out within the Strategic Report.

## **2. Promote a corporate culture that is based on ethical values and behaviours**

The Board has an ethical approach commensurate with both its responsibilities as an AIM listed company and as the master franchisee of an international consumer brand franchise, for which sound ethics are of fundamental importance. The Directors hold each other to account in meeting a very high ethical standard in their behaviour and decision making. The operating companies are involved with its community at the store level, engaging with and supporting local charities, schools and sporting events. We are committed to anti-corruption and anti-bribery business practices across our operations. Our policy is never to offer, request or receive bribes. We actively seek to reduce opportunities for corruption. We do not invest in projects that engage in corruption or have a high risk of such behaviour.

## **3. Seek to understand and meet shareholder needs and expectations**

The Company engages with shareholders through regular reporting, email updates, face-to-face meetings, virtual meetings, telephone conversations and email dialogue. The Chief Executive and Non-Executive Chairman are readily available to investors, contactable by telephone and email via the Company website. The AGM provides a forum for investors to meet the Chief Executive and Non-Executive Chairman and to raise any questions, issues or concerns.

Details of the environmental and social matters related to the Company and its shareholders can be found in the Non-Financial and Sustainability Information Statement in the latest Annual Report.

## **4. Take into account wider stakeholder interests, including social and environmental responsibilities and their implications for long-term success**

The Company operates in Poland and Croatia through its wholly owned subsidiaries DP Polska S.A., Dominium S.A. and All About Pizza d.o.o. The Board and management team of DP Polska S.A., Dominium S.A. and All About Pizza d.o.o. is focused on delivering a highly competitive offer to

customers and conducts regular market research to understand consumer attitudes towards the Domino's Pizza brand and its offer and to adjust the offer and brand communications accordingly. Customers regularly give feedback directly to stores and via social media. Our store teams are trained to listen and respond constructively to that feedback and our central team reviews and responds constructively to feedback over social media.

The management team is focused on ensuring that the workforce is delivering against customer expectations through thorough training and appropriate remuneration and motivation packages. Employee feedback is taken seriously and conditions of employment are adjusted accordingly.

Good relationships with suppliers and partners are important and the Company's management team is focused on maintaining and improving those relationships. DP Polska and Dominium S.A. work closely with suppliers our franchisor Domino's Pizza International, with regular face-to-face, telephone and email contact across all levels of the business, store to Board level.

Poland is a well-regulated market and the management team relies on both in-house and external expertise to ensure that the Company's operations are in compliance with all regulations, corporately and across our company managed Corporate Stores. While our operations in Croatia are substantially smaller compared to Poland, we strive to achieve the same level of standards in both markets.

Further details of the environmental and social issues which the Company has identified as material, as well as the KPIs and targets associated with each, can be found in the Non-Financial and Sustainability Information Statement in the Annual Report.

#### **5. Embed effective risk management, internal controls and assurance activities, considering both opportunities and threats, throughout the organisation**

The principal risks and uncertainties identified by the directors, their potential impact and the steps taken to mitigate them are reviewed annually and outlined annually under the 'Risk Management' section of Strategic Report. Both the Board and the management team are responsible for reviewing and evaluating potential risks to the business as well as the business' overall appetite for risk. The internal controls of the Group are set out in the Financial Reporting Procedures Manual which was reviewed and reported on by the Reporting Accountants in connection with the combination of DP Poland and Dominium. With the support of the Group's auditors, the Audit Committee carries out an annual risk assessment reviews of internal controls and of the independence of the external auditor. The Audit Committee has considered the need for an internal audit function and is of the view that, given the size and nature of the Group's operations, there is no current requirement to establish a separate internal audit function.

Further details of the Company's risk appetite, principal risks and internal controls can be found in the Risk Management Report

#### **6. Establish and maintain the Board as a well- functioning, balanced team led by the chair**

The Board comprises two Executive Directors and five Non-Executive Directors. Details of each Director, including a short biography of their skills and experience can be found in the 'The Board' section of the annual report. David Wild, Jeremy Dibb and Derk ("Stoffel") Thijs are considered to be independent Non-Executive Directors. Details of directors' contracts are described in the Remuneration Report. The Company holds regular board meetings which the directors attend, either in person or by telephone conference. The directors are expected to make themselves available for all board meetings, committee meetings as appropriate and as required for ad hoc meetings. Relevant information including a detailed board report and management accounts are circulated to the Directors in advance of board meetings. The Board is supported by the Audit, Nominations and Remuneration committees, as described in the Directors' Report. The Audit Committee meets with the Company's appointed auditor to review the Company's preliminary annual results and as required ad hoc. The Nominations and Remuneration committee meets to review and set the Executive Directors' remuneration, to review and set the Executive Directors' long-term incentive plans and to set and approve the Executive Directors' annual bonus plan.

## Board and committee meeting attendance in 2024

	Main Board (meetings held 10)	Audit Committee (meetings held 1)
D. Wild	10/10	1/1
P. Glebocki	10/10	n/a
J. Chechelski	10/10	1/1
N. Gornall	10/10	n/a
E. Kacyrz	10/10	1/1
J. Dibb	10/10	1/1
D. (Stoffal) Theijs <sup>1</sup>	10/10	n/a

<sup>1</sup> – appointed on 1 January 2024

There were no formal meetings of the Nomination and Remuneration Committees during 2024. While the responsibilities for executive directors' remuneration were considered during the year, these discussions took place at board level rather than through a separate committee meeting.

In the event that Directors are unable to attend a meeting their comments on board papers to be considered at the meeting are discussed in advance with the Chairman so that their contribution can be included in the wider Board discussions.

## Matters considered by the Audit Committee in 2024

The Audit Committee receives and reviews reports from management and the Company's auditors relating to the interim and annual accounts and keeps under review the accounting and internal controls which the Company has in place. The Audit Committee undertakes a formal assessment of the auditor's independence each year including a review of non-audit services provided to the Group and related fees; discussion with the auditor of a written report detailing all relationships with the Group and any other parties which could affect independence or the perception of independence; a review of the auditor's own procedures for ensuring the independence of the audit firm and partners and staff involved in the audit, including the regular rotation of the audit partner; and obtaining written confirmation from the auditor that, in their professional judgment, they are independent. The current auditors were appointed in 2022 and will be subject to annual re-appointment.

## Audit process

The external auditor prepares an audit plan setting out how the auditor will audit the full-year financial statements. The audit plan is reviewed, agreed in advance and overseen by the Audit Committee. The plan includes the proposed scope of the work, the approach to be taken with the audit and also describes the auditor's assessment of the principal risks facing the business. Prior to approval of the financial statements, the external auditor presents its findings to the Committee, highlighting areas of significant financial judgement for discussion.

## 7. Maintain appropriate governance structures and ensure that individually and collectively the directors have the necessary up-to-date experience, skills and capabilities

The Directors recognise the importance of good corporate governance and have chosen to adopt the QCA Code. The Board and staff of the Company are committed to behaving professionally and responsibly to ensure that the highest standards of honesty, integrity and corporate governance are maintained. Enshrining these values through the Company's culture, objectives and processes is essential to support the success of the Company in creating long-term shareholder value.

Biographies of the Company's Directors can be found in Annual Report and Accounts, the Board section. The experience of the Directors spans sectoral, professional and executive experience that is highly relevant to the business of the Company. Each of the Directors is employed or is directly involved in a range of businesses, which ensures their skillsets are up-to-date. The Company retains a professional auditing company which advises the Audit Committee as required. Directors have direct access to the advice of the Company Secretary as well as to other external consulting companies, whenever the Board finds it necessary to address and mitigate potential risks for the Group, i.e., due diligence process during AAP acquisition or transfer pricing support. Executive Directors are employed full-time to run the Group operations. Non-Executive Directors are expected to attend Board meetings regularly and allocate a minimum of one day a month to the role. Regarding gender diversity, as at 2024 year-end the Board has no female Directors. Addressing gender diversity will be a priority when the Board considers to appointing another Director.

## **8. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement**

The Board proposes to carrying out an evaluation of its performance annually, taking into account the Financial Reporting Council's Guidance on Board Effectiveness. All Directors undergo a performance evaluation before being proposed for re-election to ensure that:

1. Their performance is and continues to be effective;
2. Where appropriate, they maintain their independence; and
3. They are demonstrating continued commitment to the role.

Appraisals are carried out each year with respect to the Executive Directors. Succession planning is undertaken by the Non-Executive Chairman and the Chief Executive on consideration of the evolving requirements of the Company. The Board evaluation in 2024 has been undertaken in-house. The evaluation was conducted using an online survey. The anonymity of responses was guaranteed throughout the process to promote open and honest feedback. The results of the questionnaire were delivered to the Board and represent the basis for identification of development and mentoring needs of Executive Directors.

## **9. Establish a remuneration policy which is supportive of long-term value creation and the company's purpose, strategy and culture**

The Board understands the importance of effective remuneration and is dedicated to implementing policies and structures which reward and incentivise management appropriately.

Details of the Company's approach to remuneration and how it supports the purpose, business model, strategy and culture can be found in the Remuneration Report.

## **10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other key stakeholders**

The Company encourages two-way communication with both its institutional and private investors and aims to respond quickly to all queries received. The Non-Executive Chairman and other directors talk regularly with the Group's major shareholders and ensure that their views are communicated fully to the Board. Also, the Company communicates with shareholders via the Investor meets Company platform. There are regular meetings with sub franchisees to provide them with assistance and guidance in regard to store processes organisation, promotion schemes, funding options, store profitability analysis, as well as to addressing any concerns. There are regular meetings of employees at all levels throughout the company. Members of the UK Board regularly travel to Poland and Croatia to meet employees.

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