

Group Tax Strategy & Policy

ProCook Group plc (“ProCook” or the “Group”)

ProCook is committed to full compliance with its statutory taxation obligations and to open dialogue and disclosure with all relevant tax authorities. Our policy is to manage the Group’s tax affairs in a responsible and transparent manner in line with our commitment to high corporate governance standards, to comply with relevant legislation, and to have due regard to our reputation and thus seek to promote the long-term success of the Group and deliver sustainable shareholder value.

This statement is made pursuant to part 2 of Schedule 19, Paragraph 16 of the Finance Act 2016 and sets out the steps that the Group has taken to ensure that its tax affairs are managed in accordance with the Group’s high standards of corporate governance.

1. Introduction and scope

ProCook’s Tax Strategy and Policy is set by the Chief Financial Officer (‘CFO’) and has been reviewed and approved by the Board of ProCook Group plc.

ProCook Group plc is incorporated as a public limited company under the Companies Act 2006. The Group has been listed on the London Stock Exchange since November 2021.

This strategy applies to all ProCook Group plc and to all Group companies including the following subsidiaries as at the date of approval:

- ProCook Limited
- ProCook (Steamer Trading) Limited
- ProCook (Kitchens) Limited

ProCook Limited is the primary trading company of ProCook Group plc.

Tax includes Corporation Tax, PAYE, employee taxes, VAT, Insurance Premium Tax, Stamp Duty and other property taxes, Stamp Duty Reserve Tax, Customs & Excise Duties and withholding taxes. References to ‘tax’, ‘taxes’, or ‘taxation’ apply to all UK and overseas taxation and duties as appropriate.

2. Tax Strategy and Policy Purpose

ProCook is committed to full compliance with its statutory taxation obligations and to open dialogue and disclosure with all relevant tax authorities.

Our policy is to manage the Group’s tax affairs in a responsible and transparent manner in line with our commitment to high corporate governance standards, to comply with relevant legislation, and to have due regard to our reputation and thus seek to promote the long-term success of the Group and deliver sustainable shareholder value.

The purpose of the Group’s Tax Strategy and Policy is to communicate the approach for the management of tax within ProCook Group plc and its subsidiary undertakings to ensure that consistent and effective tax standards are maintained across the Group.

The Tax Strategy and Policy supports our business strategy and therefore supports real commercial activity. The Group will have a clear understanding of how tax and tax risks are managed. In order to manage key stakeholders’ expectations and overall risk, this document sets out a clear articulation of the Group’s Tax Strategy and Policy.

3. Tax Objectives

Tax performance will be measured in the following ways:

- A clearly understood, communicated and supported policy;
- Paying the appropriate amount of tax at the appropriate time;
- Forecasting and planning tax cash payments accurately;
- Ensuring the most effective tax elections, claims and options are considered, with respect to materiality, to manage the tax paid by the Group;
- Ensuring that any transactions undertaken to grow the Group are effected tax efficiently;
- Implementing and maintaining controls and procedures relating to all taxes ensuring that the correct amount of tax is paid and charges are correctly stated in the statutory accounts and tax returns.
- Inspections or reviews by HM Revenue & Customs (“HMRC”) and other Tax Authorities do not lead to the imposition of any fines or penalties.

4. Governance in relation to taxation

It is important that the Group’s Tax Strategy and Policy aligns with the overall goals of the business including full compliance with the UK Corporate Governance Code.

The CFO has responsibility for tax at Board level and communicates with and advises the Board on the tax affairs and risks of the Group.

The Tax Strategy statement has been agreed with the Board of Directors of ProCook Group plc and progress is monitored on a periodic basis by the CFO.

Separately, the Audit & Risk Committee and the Board monitor the integrity of ProCook’s financial reporting systems, internal controls and risk management framework. This expressly includes taxation issues. The Audit & Risk Committee receive an annual presentation on taxation from the CFO. Any proposed changes will be discussed and approved by the Board.

The Group’s Tax Strategy and Policy is to be updated at least annually.

5. HMRC relationship

The Group maintains an open and honest relationship in its dealing with HMRC and will seek to work in ‘partnership’ with HMRC in relation to its tax dealings:

- In the event of any inadvertent error(s) arising, full disclosure will be made to HMRC;
- The Group will disclose any relevant planning it undertakes to HMRC in line with the legal disclosure requirements and criteria set out by HMRC;
- The email protocol has been agreed with HMRC to define communication routes; and
- The Group will continue to meet and cooperate with HMRC to facilitate a mutually beneficial relationship.

6. Tax Principles

The Board has established that the following principles will form the basis of the management philosophy and the Tax Strategy and Policy of the Group. These principles set out the shared vision within the Group of tax compliance and one view of performance in respect of this:

Good Governance - The Group complies with the UK Corporate Governance Code and the rules of the UK Listing Authority ensuring compliance with the highest standards in corporate governance;

Risk and Internal Control - The Group has implemented a system of internal controls designed to respond effectively to significant risks to achieving the Group's business objectives. The system is designed to manage rather than eliminate the risk of failing to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Group applies these same principles to its tax affairs and accounting;

Transaction Planning - The Group will strive to ensure that transactions are structured such that any tax relief available to the business is realised in line with materiality considerations, efficiencies realised, and the reduction of, and recovery of, the taxes is maximised where opportunities with a credible technical standing are available, and are permitted within the approved parameters of the Group's Tax Planning Framework and Tax Planning Criteria. Furthermore, any tax planning opportunities should not be considered aggressive by HMRC, fail to comply with current tax law, nor adversely impact other taxes.

Full Compliance and Disclosure – The Board considers it essential that ProCook pays the right amount of tax when it falls due, in accordance with all UK and overseas statutory requirements. ProCook aims to be transparent with both HMRC and overseas Tax Authorities, and is committed to full compliance and disclosure and a relationship of co-operation with all relevant Tax Authorities.

7. Risk management

Effective risk management is important for the Group and underpins its business strategy. The Group's appetite for risk is a carefully calibrated part of the business model aligned to the strategic and corporate objectives.

The Group's on-going tax risk approach is based on principles of reasonable care and materiality. Each tax risk is measured based on a balance of impact of that risk and its likelihood and recorded in the tax risk register. Impact may consider financial and non-financial factors. The aim is not to avoid or eliminate risk entirely, but to manage closely the Group's exposure to risk.

ProCook will maintain a robust system of internal controls to ensure the above principles are effectively managed.

8. Policy review schedule

This Policy has been formalised for approval by The Board on 25 June 2024.

The CFO will review the Policy on an annual basis and recommend changes to The Board as necessary on each anniversary following its approval.

Approved by: The Board of Directors

Date: 25 June 2024