

Ten Entertainment Group plc

TAX POLICY



The tax policy is mandatory and applies to all Ten Entertainment Group plc entities

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Purpose and Scope

The purpose of this document is to set out the overall approach of Ten Entertainment Group Plc (“TEG”) and all the companies controlled directly “the Group” in respect of taxation. This document sets out TEG’s approach towards management and control over its tax affairs and sets out the general framework within which the Group will operate when considering tax related issues.

The Company’s tax strategy consists of ensuring compliance with applicable tax laws and regulations and seeking to establish an appropriate coordination of the tax practices followed by the companies of the Group, all within the framework of fulfilling the corporate interest and supporting a long-term business strategy that avoids tax risks and inefficiencies in the implementation of business decisions.

This document is approved by TEG’s Board of Directors on an annual basis and will periodically be reviewed by the CFO. Any amendments to this tax policy will be approved by TEG’s Board of Directors. The tax policy is mandatory and applies to all Group entities. The approach and principles described must be followed with respect to corporation tax and all other direct and indirect government taxes wherever levied. This policy applies to TEG from 18 November 2020 and will continue to apply until superseded.

Group Approach to Tax and its principles

The Group is committed to comply with all applicable tax laws, rules and regulations, without exception. TEG aims to achieve an optimal tax position for the Group, which does not mean the lowest tax result possible in the short term, but rather the optimal tax result, taking into account sustainability and continuity of the positions taken over the longer term. The Group may seek to take steps to procure advantage of reliefs and incentives available under applicable laws. Any corporate and / or transaction structuring is to be undertaken with an economic and commercial substance, consistent with TEG's commitment to be characterized as a "good corporate fiscal citizen". TEG does not (and will not) therefore enter into artificial arrangements in order to avoid taxation or to defeat the stated purpose of the tax legislation, nor does it (nor will it) undertake aggressive tax planning. When deemed necessary, external advice will be sought in relation to areas of complexity or uncertainty to support the Group in understanding the tax consequences of its commercial and economic activities and complying with those effects.

The Group will apply the following principles in its approach to tax:

1. Compliance with tax rules in the locations in which the Group operates, paying all taxes due in accordance with the legal system.
2. The making of decisions on tax matters by the Group based on a reasonable interpretation of applicable legal provisions and in close relationship to the activities of the group.
3. The prevention and reduction of significant tax risks, ensuring that taxes bear an appropriate relationship to the structure and activities of the Group's business.
4. The strengthening of the relationship with tax authorities based on respect for the law while still defending the corporate interests of the Group which may arise with such authorities concerning the interpretation of applicable legal provisions.
5. The provision of information to the TEG Board if there are any tax implications that arise on significant transactions or acquisitions undertaken by the Group.

Prevention of Tax Evasion and facilitation of good tax practices

The Group does not tolerate tax evasion of any kind, including facilitation of tax evasion by any person employed or contracted to the Group or acting on the Group's behalf. Facilitation of tax evasion may expose the Group to reputational damage as well as civil and criminal liability. The Group is committed to adopt procedures which seek to prevent any such facilitation and will take appropriate action against tax evasion of any kind.

The Group will apply the following good tax practices:

1. Not use artificial structures unrelated to the Group's business for the sole purpose of reducing its tax burden,
2. Not to create or acquire companies resident in tax havens or that are included in the EU blacklist of non-cooperative jurisdictions,
3. Not to use any marketed tax avoidance schemes requiring disclosure under the "Disclosure of Tax Avoidance Schemes",
4. Not to use any arrangements that will not comply with the General Anti Abuse Rule,
5. Not to use Employee Benefit Trusts located in Tax Havens or remuneration structures that fall foul of the IR35 disguised remuneration rules,
6. Provide tax-related information and documents that may be requested by the tax authorities as soon as practicable and with the required scope.

Tax Risk Management, Governance and Compliance

Tax legislation is often complex and its application often unclear. It is impossible to ensure that the Groups interpretation of all its obligations will always be accepted by tax authorities. The Group aims to ensure it is aware of all relevant tax risks, including compliance matters, financial reporting, tax planning, tax audits and legislative developments through regular updates with tax advisors and auditors. The Group has established this policy to identify, manage and mitigate tax risks. Identified tax risks are actively managed and are reported to the Board and Audit Committee. Potential material risks are to be assessed for the likelihood of occurrence and the negative financial or reputational impact on the Group and its objectives.

The Group aims to minimize the administrative burden involved in tax compliance while fully and efficiently complying with the tax laws, rules and regulations applicable to the Group. In particular, tax returns, claims, elections and payments should be made

accurately and on time, while interest charges and penalties suffered should be avoided or minimized.

Tax Authorities

The Group recognizes the important role of all tax authorities and acknowledges them as stakeholders in its business. It is the Group's aim as part of this policy to be transparent and proactive in all interactions with tax authorities. Therefore, TEG with all its Group companies as part of this policy seek to maintain constructive, collaborative and professional relationships with local tax authorities based on transparency and trust. The Group recognises that on occasion there will be areas in which legal interpretation may differ from that of tax authorities and where the tax treatment of activities and transactions is uncertain. In such cases, the Group will engage in proactive discussions with the relevant tax authority with a view to bringing matters to a reasonable conclusion as rapidly and equitably as possible. The Group is committed to being characterized as a "good corporate fiscal citizen" aiming for sustainability in relation to tax.

Tax Resources

Any tax work should be prepared by personnel with an adequate technical understanding of local tax legislation and then reviewed by an experienced tax specialist. As a general and preferable rule, where possible, the Group seeks to perform as much of the work in-house and then for more technical tax areas including the annual corporation tax return, these will be reviewed by external tax advisors in line with all aspects of Group's Tax Policy.

Roles and Responsibilities

The Group CFO has overall responsibility for tax matters and is specifically responsible for approving the Group Tax Policy and informing the Audit Committee of material tax planning developments and substantial tax risks. The Head of Group Financial Accounting is responsible for day-to-day tax work, development of the Group Tax Policy and regular tax risk management.