



Company No: 03853545

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
DOMINO'S PIZZA GROUP PLC
(the "Company")**

Passed on 2 April 2014

At the Annual General Meeting of the Company, which was held on 2 April 2014, the following resolutions of the Company were duly passed as ordinary and special resolutions of the Company:

ORDINARY BUSINESS

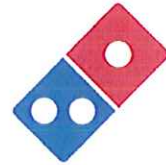
ORDINARY RESOLUTION

17. THAT, in substitution for any existing authority, the directors of the Company be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot Ordinary Shares in the Company or grant rights to subscribe for, or convert any security into, Ordinary Shares in the Company:

- (i) up to a maximum aggregate nominal value equal to £860,000; and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,722,500 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (i) above) in connection with an offer by way of a rights issue,

to holders of Ordinary Shares in proportion (as nearly as may be practical) to their existing holdings and to holders of other equity securities if this is required by the rights of those securities or, if the directors of the Company consider it necessary, as permitted by the rights of those securities but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositing receipts, record dates, or legal or regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2015 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to such time. Under the authority hereby conferred the directors of the Company may before such expiry make an offer or agreement



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which would or might require shares to be allotted or rights to subscribe or, or convert any security into, shares to be granted after such expiry and the directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

SPECIAL RESOLUTIONS

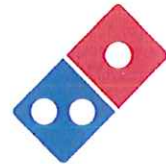
18. THAT (subject to the passing of Resolution 17) the directors of the Company be and hereby are authorised pursuant to and in accordance with section 570 and section 573 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) wholly for cash pursuant to the authority conferred by Resolution 17 (set out in this Notice), as if section 561(1) of the 2006 Act did not apply to any such allotment provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with an offer by way of rights, open offer or other pre-emptive offer to the holders of equity securities in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings of such securities or in accordance with the rights attached to them but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, or legal or regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £129,000.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2015 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to such time. Under the authority hereby conferred the directors of the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

19. THAT pursuant to the authorities contained in its Articles the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary Shares in the capital of the Company on such terms and in such manner as the directors of the Company may think fit provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 16,500,000;
- (ii) the minimum price which may be paid for an Ordinary Share is 1.5625 pence, such minimum price being exclusive of any advance corporation tax and any expenses;



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- (iii) the maximum price which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from The London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out, such maximum price being exclusive of any advance corporation tax and any expenses; and
- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2015 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to such time.

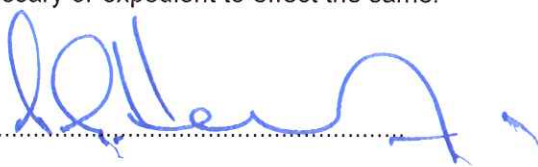
Under the authority hereby conferred, the Company may before such expiry make an offer or agreement to purchase Ordinary Shares under this authority which would or might require to be executed wholly or partly after such expiry, and the Company may make a purchase of Ordinary Shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

- 20. THAT a general meeting of the Company, other than an annual general meeting, may be called by notice of at least 14 clear days in accordance with the provisions of the Articles of the Company, provided that the authority of this Resolution shall expire on the conclusion of the annual general meeting of the Company to be held in 2015.

SPECIAL BUSINESS

ORDINARY RESOLUTION

- 21. THAT the proposal to amend the Company's 2012 Long Term Incentive Plan such that the 5% in 10 year dilution limit is removed (the rules of the plan as so amended being produced to the Meeting and signed by the Chairman for the purposes of identification) be approved and the Remuneration Committee be and is hereby authorised to do all such acts and things as may be necessary or expedient to effect the same.

Signed 
Chairman

Date 2 April 2014