



## **DOMINO'S PIZZA GROUP PLC**

Domino's Pizza Group plc (the 'Company') hereby confirms that the following resolutions (other than items of ordinary business at an annual general meeting) were adopted by its shareholders at the Company's Annual General Meeting held on 20 April 2016:

### ***Resolution 14 – Authority to allot shares (as an Ordinary Resolution)***

THAT, in substitution for any existing authority, the Directors of the Company be and are hereby 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 shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (i) up to an aggregate nominal amount of £865,000 (such amount to be reduced by the nominal amount of any equity securities (within the meaning of section 560 of the 2006 Act) allotted or granted under paragraph (ii) below of this Resolution in excess of £865,000); and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,730,000 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (i) above of this Resolution) in connection with an offer by way of a rights issue,

to ordinary shareholders in proportion (as nearly as may be "practicable") 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, record dates, or legal or regulatory or practical problems in or under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

The authorities hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authorities are renewed prior to such time. Under the authorities 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.

### ***Resolution 15 – Disapplication of pre-emption rights (as a Special Resolution)***

THAT (subject to the passing of Resolution 14) 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 14 (set



out in this Notice), and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment or sale provided that such power shall be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash 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, 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) in the case of the authority granted under paragraph (i) of Resolution 14 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than pursuant to sub-paragraph (a) above of this Resolution 15) of equity securities or sale of treasury shares up to a maximum aggregate nominal value of £260,000.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 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.

***Resolution 16 – Company's authority to purchase its own shares (as a Special Resolution)***

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:

- (a) the maximum aggregate number of ordinary shares that may be purchased is;
  - (i) if Resolution 19 is not passed or, if Resolution 19 is passed and any such purchase is made prior to the Effective Date (as defined in Resolution 19), 16,640,000 ordinary shares; and
  - (ii) if Resolution 19 is passed, 49,920,000 ordinary shares  
less  
a figure equal to the aggregate number of ordinary shares (if any) purchased by the Company (between the date of the passing of this resolution and prior to the Effective Date) multiplied by 3.
- (b) the minimum price which may be paid for an ordinary share is:
  - (i) 1.5625p (if Resolution 19 is not passed or if Resolution 19 is passed and the purchase is made prior to the Effective Date); and



- (ii) 25/48ths of a penny (approximately 0.520833p) (if Resolution 19 is passed and the purchase is made on or after the Effective Date),  
in either case such minimum price being exclusive of any advance corporation tax and any expenses;
- (c) the maximum price which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange 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 of an ordinary share and the highest current independent bid for an ordinary share on the London Stock Exchange's main market for listed securities at the time the purchase is carried out, such maximum price being exclusive of any advance corporation tax and any expenses; and
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2017 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 will or may 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.

***Resolution 17 – Reduced notice of general meetings (other than an Annual General Meeting) (as a Special Resolution)***

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 2017.

***Resolution 18 – Approval of the Domino's Pizza Group plc 2016 Long Term Incentive Plan (as an Ordinary Resolution)***

THAT the rules of the Domino's Pizza Group plc 2016 Long Term Incentive Plan (the 'Plan') referred to in the Chairman's letter to shareholders dated 16 March 2016 and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman of the meeting be and are hereby approved and the Directors be authorised to:

- (a) make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.



***Resolution 19 – Subdivision of the Company's ordinary shares (as an Ordinary Resolution)***

THAT each ordinary share of 1.5625 pence in the capital of the Company be and is hereby subdivided into three ordinary shares of 25/48ths of a penny (approximately 0.520833p) each, such shares having the rights and being subject to the restrictions set out in the articles of association of the Company for the time being, provided that this resolution is conditional upon, and shall take effect on, admission to the premium listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities of the new ordinary shares arising from such subdivision on 8.00am on 27 June 2016 (or such other time and/or date as the board of directors of the Company may, in its absolute discretion, determine) (the 'Effective Date').

For and on behalf of Domino's Pizza Group plc

**Rob Bellhouse**

Company Secretary (Interim)