



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended ("FSMA"), if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your Ordinary Shares in Domino's Pizza Group plc (the "**Company**"), please send this document, together with the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

DOMINO'S PIZZA GROUP PLC

*(Incorporated in England and Wales under the Companies Act 1985
with company number 03853545)*

Proposed Related Party Transactions and Notice of General Meeting

Sponsor

Numis Securities Limited

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out on pages 4 to 5 of this document.

Notice of a General Meeting of Domino's Pizza Group plc to be held at 10:00 a.m. on 10 January 2017 at the Company's registered offices at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 4BB, United Kingdom is set out on pages 16 to 19 of this document. Details of the actions you are recommended to take are set out on page 5 of this document. Whether or not you plan to attend the General Meeting, please complete the enclosed Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom by no later than 10:00 a.m. on 8 January 2017 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Alternatively, if you hold Ordinary Shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by Equiniti Limited (ID: RA19) by no later than 10:00 a.m. on 8 January 2017 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy or using the CREST electronic proxy appointment service will not prevent you from attending, speaking and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

Numis Securities Limited ("**Numis**"), which is authorised and regulated by the Financial Conduct Authority (the "**FCA**") in the United Kingdom, is acting solely for the Company in relation to the matters set out or referred to in this document (the "**Transaction**") and nobody else and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Numis nor for providing advice in relation to the Transaction. Apart from the responsibilities and liabilities, if any, which may be imposed upon Numis by FSMA or the regulatory regime established thereunder, Numis does not accept any responsibility whatsoever or make any representation or warranty, express or implied, concerning the contents of this document, including its accuracy, completeness or verification, or concerning any other statement made or purported to be made by it, or on its behalf, in connection with the Company or the Transaction and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Numis accordingly disclaims, to the fullest extent permitted by law, all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to herein) which it might otherwise have in respect of this document or any such statement.

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Expected timetable of principal events

	Time and Date
Publication of this document	1 December 2016
Latest time for receipt of Forms of Proxy for General Meeting	10:00 a.m. 8 January 2017
Record date	6:30 p.m. 8 January 2017
General Meeting	10:00 a.m. 10 January 2017

Future times and dates are indicative only and are subject to change by the Company. If the expected timetable of events changes from the above, the Company will release an announcement to this effect.

References to time in this document are to London time (Greenwich Mean Time).

Directors, Company Secretary and advisers

Directors:

Stephen Hemsley (*Non-Executive Chairman*)
Colin Halpern (*Non-Executive Vice Chairman*)
David Wild (*Chief Executive Officer*)
Rachel Osborne (*Chief Financial Officer*)
Helen Keays (*Non-Executive Director and Senior Independent Director*)
Steve Barber (*Non-Executive Director*)
Kevin Higgins (*Non-Executive Director*)
Ebbe Jacobsen (*Non-Executive Director*)

Company Secretary:

Adrian Bushnell

Sponsor:

Numis Securities Limited

10 Paternoster Square
London EC4M 7LT
United Kingdom

Solicitors:

Norton Rose Fulbright LLP

3 More London Riverside
London SE1 2AQ
United Kingdom

Registrars:

Equiniti Limited

Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA
United Kingdom

Part I – Letter from the Chairman of Domino's Pizza Group plc

(Incorporated in England and Wales under the Companies Act 1985 with company number 03853545)

Directors:

Stephen Hemsley (*Non-Executive Chairman*)
Colin Halpern (*Non-Executive Vice Chairman*)
David Wild (*Chief Executive Officer*)
Rachel Osborne (*Chief Financial Officer*)
Helen Keays (*Non-Executive Director and Senior Independent Director*)
Steve Barber (*Non-Executive Director*)
Kevin Higgins (*Non-Executive Director*)
Ebbe Jacobsen (*Non-Executive Director*)

Registered Office:

1 Thornbury
West Ashland
Milton Keynes
Buckinghamshire MK6 4BB
United Kingdom

1 December 2016

Dear Shareholder,

Proposed Related Party Transactions and Notice of General Meeting

1. Introduction

The Board has become aware of certain issues in respect of the Company's procedures for the payment of certain of its dividends and purchases of its own Ordinary Shares in certain Relevant Financial Periods, further details of which are set out in paragraph 1 of Part II of this document.

By way of background, under the Companies Act 2006 (or, where applicable, the Companies Act 1985) (the "**Act**"), a public limited company may pay a dividend only out of its distributable profits as shown in the last accounts filed at Companies House. Similar requirements relate to the purchase by a public company of its own shares. In addition to having sufficient distributable profits, the Act provides that a public limited company may only pay a dividend: (i) if at the time the dividend is paid the amount of its net assets is not less than the aggregate of its called-up share capital and undistributable reserves; and (ii) if, and to the extent that, the dividend does not reduce the amount of those net assets to less than the aggregate amount of its called-up share capital and undistributable reserves.

Prior to paying any dividend and purchasing its own Ordinary Shares, the Company should have ensured that at all times it had the requisite level of distributable profits and, in the case of any dividend payments, the requisite level of net assets by reference in each case to relevant accounts (as defined in the Act). Furthermore, where a company's annual accounts show insufficient distributable profits to make a distribution, a company may make a distribution by reference to interim accounts (as defined in the Act). Where relevant, the Company should have prepared interim accounts showing the requisite level of distributable profits and, if appropriate, net assets and filed such interim accounts at Companies House prior to making the relevant Dividend and/or the Share Buy-back in order to satisfy the requirements of the Act.

The Board has also become aware that it gave assistance to its Employee Benefit Trust on a number of occasions which did not comply with the requirements of the Act. The Act provides that, where a public limited company gives assistance to its employee benefit trust, it is only permitted to give such assistance to the extent that the net assets of the company are not reduced by such assistance or, to the extent that the net assets are so reduced, the assistance is provided out of distributable profits. At the time of each of the EBT Payment and Liabilities, the Company should have had distributable profits (as shown in relevant accounts) equal to at least the amount of each of the EBT Payment and Liabilities. Further details of the assistance given by the Company is set out in paragraph 1 of Part II of this document.

At the time the Company made each Relevant Distribution, it either did not have sufficient distributable profits and/or the requisite level of net assets (as applicable) or it had such sufficient distributable profits and/or such net assets (as applicable) but it had not prepared and filed with Companies House interim accounts showing this. Accordingly, each of the Relevant Distributions were, regrettably, made by the Company otherwise than in accordance with the Act. The total amount of the Relevant Distributions was approximately £84.7 million.

The purpose of this document is to convene a general meeting to propose a resolution, which will, if passed, give the Board authority to enter the deeds of release described in Part II of this document and put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the Act.

The Company has been advised that, as a consequence of each of the Relevant Distributions having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of any of the Dividends and against persons who were directors of the Company at the time of payment of any of the Dividends, at the time of entry into each of the Share Buy-backs and at the time the Company incurred each of the EBT Liabilities and made the EBT Payment. Therefore, it is proposed that the Company enter into the Shareholders' Deed of Release and the Directors' Deed of Release. The consequence of the entry into of these deeds by the Company is that the Company will be unable to make any claims against:

- (a) the Directors and Former Directors in respect of the Relevant Distributions; and
- (b) past and present shareholders of the Company who were recipients of any of the Dividends,

in each case in respect of such payment being made or liability being incurred otherwise than in accordance with the Act.

In addition, the Company is proposing to enter into the Buy-back Deeds with each of Numis and Altium. The purpose of the entry into of the Buy-back Deeds, is, *inter alia*, to effect the lawful transfer of the Ordinary Shares that are the subject of the Share Buy-backs in accordance with the Act, thereby transferring legal and equitable title in the Ordinary Shares from the relevant Broker to the Company. For further details please see paragraph 6 of Part II of this document.

The Company also proposes to enter into the EBT Deed of Release which will waive and release the Employee Benefit Trust from any and all claims which the Company has or may have in respect of requiring the repayment of the EBT Payment and Liabilities. For further details please see paragraph 7 of Part II of this document.

The entry by the Company into each of the Directors' Deed of Release and Shareholders' Deed of Release constitute related party transactions for the purposes of the Listing Rules. Therefore, the Resolution will also seek the specific approval of the Company's shareholders to the entry into of each of the Directors' Deed of Release and the Shareholders' Deed of Release as related party transactions, in accordance with the requirements of the Listing Rules.

Further details and an explanation of the business of the General Meeting are set out in Part II of this document.

2. Notice of General Meeting

Notice of a General Meeting of the Company, which will be held at the Company's registered office at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 4BB, United Kingdom at 10:00 a.m. on 10 January 2017, is set out in Part V of this document.

You are advised to read the whole of this document, including the Notice, and not to rely solely on the information contained in this letter.

3. Proxy Voting

Whether or not you will be attending the General Meeting, I would urge you to complete, sign and return the accompanying Form of Proxy to the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom as soon as possible and, in any event, so as to arrive by no later than 10:00 a.m. on 8 January 2017. Alternatively, you can register your proxy electronically in accordance with the instructions on the Form of Proxy. Further details are given in the notes to the Notice set out on page 19 of this document. Completion and return of the Form of Proxy will not preclude shareholders from attending and voting in person at the General Meeting, should they so wish. The attention of corporate shareholders wishing to appoint more than one corporate representative is drawn to note 9 of the Notice set out on page 19 of this document.

This document is also being sent to those who have been nominated to receive information rights under section 146 of the Act who do not themselves have a right to appoint a proxy or proxies. The attention of such nominated persons is drawn to note 2 of the Notice set out on page 19 of this document.

4. Notice of Adoption of Financial Reporting Standard 101 ("FRS 101"): Reduced Disclosure Framework

The Company intends to adopt FRS 101, a reduced disclosure regime, for its individual financial statements. Shareholders should refer to paragraph 10 of Part II of this document for further information.

5. Recommendation

The Board has not considered whether the Resolution is in the best interests of the Company, given the interests of each of the Directors in the Resolution. Accordingly, the Board cannot recommend that shareholders vote in favour of the Resolution, but recommends that shareholders vote on the Resolution. Notwithstanding this, the Board has been advised by Numis, in its capacity as the Company's sponsor, that: (i) the waiver of claims against the Directors and Former Directors in respect of the Relevant Distributions (pursuant to paragraph 1.4 of the Resolution); (ii) the entry into of the Directors' Deed of Release; (iii) the waiver of claims against the shareholders pursuant to paragraph 1.1 of the Resolution; and (iv) the entry into of the Shareholders' Deed of Release are fair and reasonable so far as the shareholders of the Company are concerned.

Given their interest in the Resolution, the Directors have undertaken to abstain, and to take all reasonable steps to ensure that their associates abstain, from voting on the Resolution. As at 24 November 2016 (being the latest practicable date prior to the publication of this document), the Directors were recorded in the Company's register of members as holding a total of 3,487,350 Ordinary Shares, representing approximately 0.670 per cent of the Company's existing ordinary share capital. In addition, each of Paul Doughty and OppenheimerFunds, Inc. are related parties (as defined in the Listing Rules) of the Company. Paul Doughty is a related party as he was a director of the Company in the twelve months prior to the date of this document and OppenheimerFunds, Inc. owns more than 10% of the share capital of the Company. OppenheimerFunds, Inc. has undertaken not to vote on, and to ensure that its associates abstain from voting on, the Resolution. Paul Doughty does not have any interests in Ordinary Shares and therefore cannot vote on the Resolution.

In accordance with current best practice and to ensure voting accurately reflects the views of shareholders, it will be proposed at the General Meeting that voting on the Resolution will be conducted by way of a poll vote rather than by a show of hands and the relevant procedures will be explained at the meeting.

The Board has taken steps (referred to in paragraph 11 of Part II) to ensure that, in future, the issues referred to in this document do not arise in relation to the payment of dividends, the purchase by the Company of its own shares, the incurring by the Company of any liability to the Employee Benefit Trust, or the making by the Company of any payment or gift to the Employee Benefit Trust. We are sorry that this has occurred and are grateful for shareholders' understanding in respect of the issues set out in this document. On behalf of the Board, thank you for your continued support of the Company.

Yours sincerely,

Stephen Hemsley
Chairman

Part II – Business of the General Meeting

1. The Relevant Distributions

The Board has become aware of certain technical issues in respect of the Company's procedures for the payment of certain of its dividends and the purchases of certain of its Ordinary Shares and the funding by the Company of the Employee Benefit Trust in certain Relevant Financial Periods. These issues resulted in each of the Relevant Distributions being made otherwise than in accordance with the Act.

These issues did not affect all of the dividends paid by the Company and all of the purchases of Ordinary Shares made by the Company in the Relevant Financial Periods but did affect:

- (a) the whole or a proportion (as applicable) of the following dividends being: the interim dividend for the 26 weeks ended 25 June 2000 paid on 1 September 2000, the interim dividend for the 26 weeks ended 1 July 2001 paid on 3 September 2001, the interim dividend for the 26 weeks ended 30 June 2002 paid on 4 September 2002, the interim dividend for the 26 weeks ended 29 June 2003 paid on 28 August 2003, the interim dividend for the 26 weeks ended 27 June 2004 paid on 26 August 2004, the interim dividend for the 26 weeks ended 27 June 2010 paid on 20 August 2010, the final dividend for the 52 weeks ended 29 December 2013 paid on 4 April 2014, the interim dividend for the 26 weeks ended 29 June 2014 paid on 5 September 2014, the final dividend for the 52 weeks ended 28 December 2014 paid on 27 April 2015, the interim dividend for the 26 weeks ended 28 June 2015 paid on 4 September 2015 and the interim dividend for the 26 weeks ended 26 June 2016 paid on 2 September 2016 (the **"Dividends"**). The total aggregate amount of the Dividends made otherwise than in accordance with the Act was £51,708,000;
- (b) the whole or a proportion (as applicable) of the Company's purchases of Ordinary Shares made: (i) between 1 June 2004 and 31 December 2004 (inclusive) (the **"2004 Share Buy-backs"**); (ii) between 1 April 2005 and 31 October 2005 (inclusive) (the **"2005 Share Buy-backs"**); (iii) between 1 August 2007 and 30 September 2007 (inclusive) (the **"2007 Share Buy-backs"**); (iv) between 10 September 2014 and 16 September 2014 (inclusive) (the **"2014 Share Buy-backs"**); and (v) between 8 August 2016 and 14 September 2016 (inclusive) (the **"2016 Share Buy-backs"**) and, together with the 2004 Buy-backs, the 2005 Share Buy-backs, the 2007 Share Buy-backs and the 2014 Share Buy-backs, the **"Share Buy-backs"**). These Share Buy-backs were undertaken by either Numis or (as the case may be) Altium on the Company's behalf pursuant to a share buy-back programme put in place in accordance with the Listing Rules and the general authority for the Company to purchase Ordinary Shares that had been obtained at the annual general meeting of shareholders that preceded the relevant Share Buy-backs. The total aggregate amount of the Share Buy-backs made otherwise than in accordance with the Act was £21,384,000; and
- (c) the guaranteeing by the Company of the Employee Benefit Trust's obligations to repay certain third party bank borrowings incurred by the Employee Benefit Trust to enable it to fund share awards made to directors and employees of the Group being: (i) a liability to repay £5,162,000 incurred in October 2003; (ii) a liability to repay £1,250,000 incurred in October 2004; and (iii) a liability to repay £2,367,000 incurred in 2008; (together the **"EBT Liabilities"**). The EBT Liabilities were subsequently satisfied by the Company making a gift to the Employee Benefit Trust by paying an amount equal to the EBT Liabilities to the third party bank as agent for the Employee Benefit Trust. In addition, the Company paid an amount of £2,839,189, as a gift, to the Employee Benefit Trust in September 2014 to satisfy certain entitlements under the Company's Long Term Incentive Plan granted in 2011 (the **"EBT Payment"**). The EBT Payment together with the EBT Liabilities the **"EBT Payment and Liabilities"**. The aggregate amount of the EBT Payment and Liabilities was £11,618,189.

2. The consequences of the Relevant Distributions having been made by the Company otherwise than in accordance with the Act

The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of any of the Dividends and against persons who were directors of the Company at the time of payment of any of the Dividends, at the time of entry into the relevant Share Buy-backs and at the time the Company incurred each of the EBT Liabilities and made the EBT Payment.

The Board notes, however, that the Company has no intention of bringing any such claims.

The Company has been further advised that the relevant Broker is entitled to be reinstated on the Company's register of members in respect of the Ordinary Shares that were the subject of the relevant Share Buy-backs provided that, upon such reinstatement, the relevant Broker accounts to the Company for the monies originally paid to it for the relevant Ordinary Shares.

The Board also notes that at the time of each of the relevant Share Buy-backs, the relevant Broker was not aware that the relevant Ordinary Shares were purchased by the Company otherwise than in accordance with the Act.

3. Shareholder Resolution

In order to: (i) remedy the potential consequences of the Relevant Distributions having been made by the Company otherwise than in accordance with the Act; (ii) obtain the approval of shareholders for the related party transactions in accordance with the Listing Rules; and (iii) put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the requirements of the Act, the Company is proposing the Resolution, the full text of which is set out in the Notice contained in Part V of this document.

If passed, the effect of the Resolution, which will be proposed as a special resolution, will be to:

- (a) authorise and confirm the appropriation of the relevant distributable profits of the Company to the payment of, or as applicable the assistance for, each of the Relevant Distributions;
- (b) waive and release those shareholders who appeared on the register of members on the record date for any of the Dividends from any and all claims which the Company has or may have in respect of the payment of any of the Dividends, such waiver and release to be effected by way of the entry by the Company into the Shareholders' Deed of Release;
- (c) authorise the Company to enter into each of the Buy-back Deeds with the relevant Broker (as applicable) to acquire the relevant Ordinary Shares the subject of the Share Buy-backs, pursuant to which the Company will also waive and release any claims which it has or may have against the relevant Broker in respect of the monies paid by the Company to the relevant Broker in respect of the purchase of the relevant Ordinary Shares;
- (d) waive and release the Employee Benefit Trust from any and all claims which the Company has or may have in respect of requiring the repayment of the EBT Payment and Liabilities, such waiver and release to be effected by way of the entry by the Company into the EBT Deed of Release; and
- (e) waive and release any rights of the Company to make claims against the Directors and Former Directors in respect of each of the Relevant Distributions, such waiver and release to be effected by way of the entry by the Company into the Directors' Deed of Release.

The approach that the Company is proposing by way of the Resolution in respect of the Dividends and the Share Buy-backs is consistent with the approach taken by other listed companies that have, similarly, made such distributions otherwise than in accordance with the Act.

4. The authorisation of the appropriation of the Company's distributable profits and the Shareholders' Deed of Release

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company to the payment of each of the Relevant Distributions. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.

The Company has been advised that it is also preferable for shareholders to approve the Company's entry into of the Shareholders' Deed of Release, since the release of those past and present shareholders who appeared on the register of members on the record date for any of the Dividends (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have in respect of the payment of any of the Dividends will, insofar as those persons remain shareholders of the Company, comprise a shareholder distribution.

The entry by the Company into the Shareholders' Deed of Release and consequential waiver of any rights of the Company to make claims against shareholders in respect of the Dividends, constitutes a related party transaction (as defined in the Listing Rules), as OppenheimerFunds, Inc. owns Ordinary Shares totalling 10% or more of the total votes able to be cast at a general meeting of the Company. As a result, the Resolution must be approved by the Company's shareholders who are not interested related parties. Accordingly, OppenheimerFunds, Inc. which owns 10.524% of the total votes able to be cast at a general meeting of the Company (as at 24 November 2016 (being the latest practicable date prior to the publication of this document)) and its associates are precluded from voting on the Resolution. OppenheimerFunds, Inc. has undertaken to abstain, and to take all reasonable steps to ensure that its associates abstain, from voting on the Resolution.

The proposed authorisation of the appropriation of the Company's distributable profits to the payment of any of the Dividends and the entry by the Company into the Shareholders' Deed of Release will not, however, have any effect on the Company's financial position. This is because the aggregate amount of the Dividends is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid and the Company will not be required to make any further payments to shareholders in respect of any of the Dividends.

In addition, the Company has not recorded or disclosed the potential right to make claims against past and present shareholders who were recipients of the Dividends as an asset or a contingent asset in its financial statements. This is because, under the Company's UK GAAP accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against past and present shareholders is uncertain on the basis that it may be possible for past and present shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.

Furthermore, under UK GAAP, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is virtually certain. The Directors of the Company have concluded that any inflow of economic benefits as a result of such claims is not virtually certain. Accordingly, the Company's entry into of the Shareholders' Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

5. The Directors' Deed of Release

Under the Act and the Company's articles of association, it is necessary for shareholders to approve the Company's waiver and release of any rights of the Company to make claims against Directors and Former Directors in respect of the Relevant Distributions, since the Board would itself have a potential conflict of interest in approving such a waiver and release. This is because the members of the Board are named as beneficiaries of the waiver and release.

In addition, the entry by the Company into the Directors' Deed of Release and consequential waiver of any rights of the Company to make claims against past and present directors in respect of the Relevant Distributions, constitutes a related party transaction (as defined in the Listing Rules) as each of the Directors and Paul Doughty (who was a director of the Company in the twelve months prior to the date of the publication of this document) is a related party for the purposes of the Listing Rules. As a result, the Resolution must be approved by the Company's shareholders who are not interested related parties in the Directors' Deed of Release. Accordingly, each of the Directors and their respective associates are precluded from voting on the Resolution and the Directors have undertaken to abstain, and to take all reasonable steps to ensure that their respective associates abstain, from voting on the Resolution. Paul Doughty does not have any interests in Ordinary Shares and therefore cannot vote on the Resolution. As mentioned in paragraph 4 of this Part II, OppenheimerFunds, Inc. and its associates will also not vote on the Resolution.

The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Dividends and potential claims against past and present shareholders, the Company has not recorded or disclosed its right potentially to make claims against the Directors and Former Directors in respect of the Relevant Distributions as an asset or contingent asset of the Company.

Again, this is because, under the Company's UK GAAP accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Directors and Former Directors is uncertain on the basis that the Directors and Former Directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts which could be recovered by the Company.

In addition, under UK GAAP, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is virtually certain. The Directors of the Company have concluded that any inflow of economic benefits as a result of such claims is not virtually certain. Therefore, the Company's entry into of the Directors' Deed of Release does not involve the disposition of any asset or contingent asset by the Company in favour of the Directors and Former Directors.

6. The Buy-back Deeds

The Company's entry into of the Buy-back Deeds requires shareholder authorisation under section 694 of the Act. For the purposes of the Act, each Buy-back Deed constitutes an 'off-market' purchase contract, where the relevant Ordinary Shares will be purchased otherwise than on a recognised investment exchange. The authority to make the off-market purchases pursuant to the Buy-back Deeds (which are specific to the matters referred to in this document) will expire at the conclusion of the next annual general meeting of the Company, or on 30 June 2017, whichever is sooner. A total of 23,208,513 Ordinary Shares were bought back by the Company under the Share Buy-backs. Pursuant to the Share Buy-backs, the Company bought back the Ordinary Shares from Numis or, as the case may be, Altium. Of these, 22,068,513 Ordinary Shares which will be purchased by the Company from the Brokers pursuant to the Buy-back Deeds will be cancelled by the Company.

The purpose of the entry into of the Buy-back Deeds is to effect the lawful transfer of the Ordinary Shares that are the subject of the Share Buy-backs, in accordance with the Act, thereby transferring legal and equitable title in the Ordinary Shares from the relevant Broker to the Company. The terms of each Buy-back Deed provides that on entry into of the deed, the name of the relevant Broker will be reinstated on the Company's register of members, evidencing the relevant Broker's legal title over the relevant Ordinary Shares that were repurchased by the Company otherwise than in accordance with the Act. Immediately following this reinstatement, the Company will then purchase the relevant Ordinary Shares from each Broker for the consideration of £1 payable to each Broker (and each Broker will not be required to account for the monies originally paid to it by the Company in respect of any of the relevant Share Buy-backs).

Pursuant to each Buy-back Deed, the Company will also waive any rights or claims which it has or may have against the relevant Broker in respect of the relevant Share Buy-backs and the monies paid by the Company to the relevant Broker in respect of the relevant Ordinary Shares. In addition, each Broker will acknowledge that its reinstatement on the Company's register of members in respect of the relevant Ordinary Shares will satisfy the Company's obligation to restore legal title in the relevant Ordinary Shares to it. The Company will also indemnify each Broker, each of its affiliated companies and their respective directors, officers, employees and agents (each an "**Indemnified Party**") from and against any and all claims, losses, damages, liabilities or expenses which the Indemnified Party may suffer or incur, or which may be made or threatened against an Indemnified Party in relation to the matters the subject of the Buy-back Deeds.

Each Broker will also waive any rights or claims it has or may have to dividends otherwise due in respect of the relevant Ordinary Shares, any rights or claims it has or may have to the current value of the relevant Ordinary Shares and any other rights, claims, interests or benefits which may have arisen in respect of the relevant Ordinary Shares prior to the date of the Buy-back Deeds.

The entry by the Company into the Buy-back Deeds will result in the Company's distributable reserves being reduced by an aggregate of £2. Otherwise, it will have no effect on the Company's financial position.

7. EBT Deed of Release

As mentioned in paragraph I of this Part II, the EBT Liabilities were subsequently satisfied by the Company making a gift to the Employee Benefit Trust by paying an amount equal to the EBT Liabilities to the third party bank as agent for the Employee Benefit Trust. In addition, the EBT Payment was a gift by the Company to the Employee Benefit Trust. Accordingly, the Company has no intention to assert any right to claim an amount equal to the EBT Liabilities and Payment from the Employee Benefit Trust as a result of these payments being made otherwise than in accordance with the Act. Pursuant to the EBT Deed of Release, the Company will waive any right or claim which it has against the Employee Benefit Trust for the repayment of an amount equal to the EBT Liabilities and Payment. The Company's entry into of the EBT Deed of Release will

not result in any decrease in the Company's net assets or the level of its distributable reserves and will therefore have no effect on its financial position.

8. The tax position of UK shareholders

The Company has drawn the attention of HM Revenue & Customs ("HMRC") to the circumstances surrounding the payment of the Dividends and the Share Buy-backs and to the steps that are now proposed to rectify the position. HMRC has confirmed that the tax position of UK shareholders is not affected by any procedural irregularity in the Dividends or the Share Buy-backs. Therefore, the passing of the Resolution should have no effect on the UK tax position of such persons.

If any non-UK resident shareholder has any doubts about his or her tax position, they should consult with an independent professional adviser.

9. Other information

Having undertaken the Share Buy-backs otherwise than in accordance with the Act, those Ordinary Shares that were the subject of the Share Buy-backs currently remain in issue. As such, the share capital of the Company as at 24 November 2016 (being the latest practicable date prior to the publication of this document) comprises 519,983,370 Ordinary Shares.

Immediately following entry into of the Buy-back Deeds, a total of 23,208,513 Ordinary Shares will be bought back by the Company. Of these, 22,068,513 of the Ordinary Shares which will be purchased by the Company pursuant to the terms of the Buy-back Deeds will be cancelled. Assuming no further Ordinary Shares are issued or repurchased between the date of this document and the date on which such cancellations occur, the share capital of the Company will comprise 497,914,857 Ordinary Shares (of which 4,072,590 Ordinary Shares will be held in treasury) at such a date.

10. Notice of Adoption of Financial Reporting Standard 101 ("FRS 101"): Reduced Disclosure Framework

The Company's individual financial statements for the 52 weeks ended 27 December 2015 were prepared in accordance with UK GAAP. The Company now wishes to notify you about certain proposed changes to the information that will be disclosed in the Company individual financial statements contained in the Company's subsequent accounts.

A new UK GAAP accounting framework introduced by the Financial Reporting Council ("FRC") became mandatory for financial statements of UK companies with accounting periods commencing on or after 1 January 2015. Under this new framework, the Company is required to elect to prepare its individual financial statements on one of the bases permitted by the FRC. The consolidated financial statements of the Group will continue to be prepared in accordance with EU-adopted International Financial Reporting Standards as these are not affected by the new accounting framework.

The Company proposes to adopt FRS 101, a reduced disclosure regime, for its individual financial statements for the 52 weeks ending on 25 December 2016 and on an ongoing basis. This will continue until such time as the Company notifies shareholders of any change to its chosen accounting framework for the individual financial statements. After applying FRS 101, the Company expects the financial position and disclosures included in the Company's individual financial statements to be the same or very similar to those reported previously.

FRS 101 permits the individual financial statements of a parent entity to be prepared under a reduced disclosure framework if the company meets the definition of a qualifying entity. The Directors have considered the criteria required to apply the reduced disclosure framework and have satisfied themselves that the Company is eligible to adopt the reduced disclosure framework.

The Company's election to adopt FRS 101 for its individual financial statements does not require shareholder approval. However, under FRS 101, the Company is required to notify all shareholders of this election and accordingly this constitutes such notification. If the Company does not receive objections from any shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in the Company, the proposed changes to the Company's individual financial statements will be made in the 2016 annual report and accounts. Accordingly, if a shareholder wishes to object to the adoption of FRS 101 it must notify the Company in writing of its objections, prior to the commencement of the General Meeting, at the Company's registered office (marked for the attention of the Company Secretary) at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 47BB, United Kingdom.

11. Steps to ensure that future distributions comply with the Act

To ensure that all future distributions comply with the Act, the Company proposes review procedures and processes at the financial year end ahead of the declaration of the final dividend and at the time of the preparation of the interim accounts ahead of the declaration of the interim dividend and at other times ahead of the approval by the Board of any share buyback programmes or any payment or assistance by the Company to the Employee Benefit Trust:

- (a) the Group's financial controller will undertake a full review and analysis (the "Internal Review") and sign off on the level of the Company's distributable profits and net assets and confirm whether the last set of accounts filed at Companies House show sufficient distributable profits to cover the relevant dividend to be declared, the share buyback programme and any payment or assistance to be given to the Employee Benefit Trust or if interim accounts (as defined in the Act) need to be prepared and filed ahead of the Company approving the relevant action;
- (b) the Company's chief financial officer will review the Internal Review and confirm whether she/he agrees with the analysis and, if appropriate, make any necessary amendments; and
- (c) the Company's auditors will review the Internal Review and confirm whether they agree with the analysis and, if appropriate, make any necessary suggestions or recommendations.

Part III – Additional information

1. The Company

The Company was incorporated and registered in England and Wales on 5 October 1999 with company number 03853545 as a public limited company under the name Doublemeasure Public Limited Company. On 15 October 1999, the Company changed its name to Domino's Pizza plc. On 1 November 1999, the Company changed its name to Domino's Pizza UK & IRL Plc. On 23 May 2012, the Company changed its name to Domino's Pizza Group plc.

The Company's registered office is at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 4BB, United Kingdom (Tel: +44 (0)1908 580000).

The principal legislation under which the Company operates is the laws of England and Wales.

2. Directors' and Related Party Former Director's Interests

The interests of the Directors and the Related Party Former Director in the Ordinary Shares as at 24 November 2016 (being the latest practicable date prior to the publication of this document) are as follows:

2.1 Directors' and Related Party Former Director's Shareholdings:

	Number of Ordinary Shares	Percentage of Voting Rights ⁽¹⁾
Directors		
Stephen Hemsley	1,800,000 ⁽²⁾	0.349%
Colin Halpern	1,673,700 ⁽³⁾	0.324%
David Wild	13,650	0.003%
Rachel Osborne	NIL	NIL
Helen Keays	NIL	NIL
Steve Barber	NIL	NIL
Kevin Higgins	NIL	NIL
Ebbe Jacobsen	NIL	NIL
Related Party Former Director⁽⁴⁾		
Paul Doughty	NIL	NIL

(1) On the basis that the total number of voting rights as at 24 November 2016 (being the latest practicable date prior to the publication of this document) is 515,910,780 (assuming that 22,068,513 Ordinary Shares, the subject of the Share Buy-backs which are to be cancelled, are currently in issue).

(2) 1,800,000 Ordinary Shares are held by The Stephen Hemsley No. 5 Trust, a discretionary trust of which Stephen Hemsley and his family are potential beneficiaries.

(3) 1,673,700 Ordinary Shares are held by HS Real LLC. HS Real LLC is owned by a discretionary trust, the beneficiaries of which are the adult children of Colin Halpern and Gail Halpern.

(4) Paul Doughty was a director of the Company until 31 December 2015 and therefore is a related party for the purposes of the Listing Rules. The other Former Directors' interests are not disclosed as such Former Directors do not constitute related parties for the purposes of the Listing Rules.

2.2 Directors' interests under the 2012 LTIP and 2016 LTIP

Awards under the 2012 LTIP and 2016 LTIP are made subject to performance measures set by the remuneration committee of the Company which are aligned with the Group's business strategy. The awards granted under the 2016 LTIP are structured as nil-cost options or conditional awards which vest in equal tranches after three, four and five years. A holding period applies which requires any vested awards (net of tax) to be held for at least five years from the date of grant.

Name	Date of grant	Date from which exercisable/ vest	Number of Ordinary Shares under award	Exercise price (pence)
2012 LTIP				
David Wild	30/05/14	30/05/17	947,652	N/A
David Wild	21/12/15	21/12/18	227,679	N/A
Rachel Osborne	13/10/16	13/10/19	68,953	N/A
2016 LTIP				
David Wild	22/04/2016	22/04/19	1,602,000	N/A

2.3 Directors' interests under the Deferred Share Benefit Plan

Bonuses payable to executive Directors under the Company's Deferred Share Benefit Plan are settled two thirds in cash and one third in Ordinary Shares, the receipt of the latter being deferred for two years. These awards, which are structured as nil-cost options, vest subject to continuous employment and no other performance criteria.

Name	Date of grant	Date from which exercisable/vest	Number of Ordinary Shares under award	Exercise price
David Wild	21/12/15	27/02/17	40,098	N/A
David Wild	11/03/16	11/03/18	67,239	N/A

2.4 Directors' interests under the Company's Sharesave Scheme

The Company operates an HMRC-registered Savings-Related Share Option Plan open to all UK employees with the required period of service. Under this arrangement, employees enter into a three-year savings contract for a fixed monthly amount and are granted an option, with the accumulated savings being used to fund the option exercise cost. As permitted by HMRC rules, a discount of 20% to the market price at the date of invitation is offered. Vesting of the option is subject only to continued service.

Name	Date of grant	Number of Ordinary Shares under award	Date from which exercisable	Exercise Price (pence)
David Wild	29/04/2015	8,448	01/06/18	213

2.5 Directors' Conditional Awards

On 13 October, 2016, Rachel Osborne received the grant of a conditional award over an aggregate of 45,968 Ordinary Shares. Of these, 37,482 Ordinary Shares are subject to continued service only and vest on 1 November 2017 and the remaining 8,486 Ordinary Shares are subject to performance and continued service and vest on 1 June 2018.

3. Service Agreements

3.1 General terms

The annual salaries of the executive Directors are set out in the table below. The salaries are reviewed each year, save in the case of David Wild, whose annual salary is frozen at £510,000 until 2019.

Directors	Position	Effective Date of Service Agreement	Annual Salary
David Wild	Chief Executive Officer	30/04/14	£510,000
Rachel Osborne	Chief Financial Officer	10/10/16	£325,000

The executive Directors are expected to devote the whole of their time, attention and skills to the performance of their duties during their agreed working hours and in return the executive Directors will receive the following benefits under the terms of their service agreements:

- Entitlement to a discretionary annual bonus and an annual cash bonus;
- Entitlement to participate in the Company's incentive arrangements;
- Entitlement to participate in certain insurance schemes, including private medical and travel insurance, dental insurance, permanent health insurance and death in service cover;
- Entitlement to either a car allowance or a leased company car;
- Up to 30 days' annual leave per annum (plus public holidays);
- Reasonable expenses incurred by the executive Directors in the course of their duties will be reimbursed by the Company; and
- In respect of pensions, entitlement to contributions in an amount equal to 10% of basic salary in the case of David Wild and 15% of basic salary in the case of Rachel Osborne.

3.2 Termination provisions

David Wild, the Chief Executive Officer, has a contract dated 30 April 2014, which is terminable on six months' notice from either party. Rachel Osborne, the Chief Financial Officer, has a contract dated 10 October 2016, which is terminable on six months' notice from either party.

Should notice be served by either party, the relevant executive Director can continue to receive basic salary, benefits and pension for the duration of his or her notice period, during which time the relevant Group company may require the individual to continue to fulfil their current duties or may assign a period of garden leave. An executive Director's service contract may be terminated without notice and without any further payment or compensation, save for sums accrued up to the date of termination, on the occurrence of certain events of gross misconduct. If the Company terminates the employment of an executive Director in breach of contract, compensation is limited to salary due for any unexpired notice period and any amount assessed by the remuneration committee of the Company as representing the value of other contractual benefits which would have been received during the unexpired notice period.

Payments in lieu of notice are not pensionable. In the event of a change of control of the Company, there is no enhancement to contractual terms.

3. Service Agreements continued

3.3 Incentive arrangements

The table below sets out the treatment of outstanding elements of remuneration that would normally apply for executive Directors upon termination of their employment.

Remuneration element	'Bad' leaver (e.g. resignation)	Departure on agreed terms	'Good' leaver (e.g. ill health, retirement)
Salary in lieu of notice period.	Salary for proportion of notice period served.		Up to a maximum of 100% of salary.
Pension and benefits.	Provided for proportion of notice period served.		Up to six months' worth of pension and benefits (e.g. redundancy). Possible payment of pension and insured benefits triggered by the leaver event (this would be governed by the terms of the benefits provided).
Bonus.	If resigns, reduced <i>pro rata</i> to reflect proportion of bonus year employed (provided performance conditions met) at the discretion of the remuneration committee of the Company. If dismissed for cause, none payable.		Reduced <i>pro rata</i> to reflect proportion of bonus year elapsed (provided performance conditions met).
2012 LTIP.	Lapse.	Treatment will normally fall between good leaver and bad leaver treatment, subject to the discretion of the remuneration committee of the Company and the terms of any termination agreement.	Up to full vesting, based on performance tested over the full performance period (or to the date of cessation at the discretion of the remuneration committee of the Company) Where awards are granted as market value options, the award may also be reduced <i>pro rata</i> (at the discretion of the remuneration committee of the Company) to reflect the proportion of the performance period elapsed to the date of cessation. Where awards are granted as performance shares, awards will be subject to a <i>pro rata</i> reduction unless the remuneration committee of the Company determines otherwise.
2016 LTIP.	Lapse.		Awards will normally continue to be capable of vesting subject to performance measured at the normal calculation date (or until the absolute total shareholder return condition has been satisfied prior to the award's expiry) and a <i>pro rata</i> reduction by reference to the proportion of the relevant three, four and five-year performance periods that have expired, unless the remuneration committee of the Company determines otherwise, on an exceptional basis.
Other payments.	None.		Disbursements such as legal costs, outplacement, redundancy entitlements.

The non-executive Directors are not employed under service contracts and do not receive compensation for loss of office. With the exception of Colin Halpern, whose services are provided through a service company to the Board, each of the non-executive Directors is appointed for a fixed term of three years, renewable for a further three-year term if agreed and subject to annual re-election by shareholders.

4. Significant shareholders

As at 24 November 2016 (being the latest practicable date prior to the publication of this document), the Company has been notified in accordance with the FCA's Disclosure Guidance and Transparency Rules of the following holdings of voting rights of 3% or more in the Company:

Name	Number of Ordinary Shares	Percentage of Voting Rights ⁽¹⁾
OppenheimerFunds, Inc.	54,293,631	10.524%
MFS Investment Management	25,011,405	4.848%

(1) On the basis that the total number of voting rights as at 24 November 2016 (being the latest practicable date prior to the publication of this document) is 515,910,780 (assuming that 22,068,513 Ordinary Shares, the subject of the Share Buy-backs which are to be cancelled, are currently in issue).

5. Related party transactions

The Company has not entered into any related party transactions with any of the Directors or Former Directors.

6. Material contracts

- 6.1 Except as provided in paragraph 6.2 below, there are no material contracts to which the Company or any member of the Group is a party, which contain information that shareholders of the Company would reasonably require to make a properly informed assessment of how to vote.
- 6.2 The Group's only significant agreements in relation to its business are the UK and ROI Master Franchise Agreement, the Know How Licence Agreement and the Switzerland, Luxembourg and Liechtenstein Master Franchise Agreement, pursuant to which certain of the Group's companies are granted the right by Domino's Pizza International Franchising Inc. to operate Domino's branded pizza stores, grant third parties the right to operate Domino's branded pizza stores and operate commissaries in each of the United Kingdom, the Republic of Ireland, Switzerland, Luxembourg and Liechtenstein.

7. Significant change

There has been no significant change in the financial or trading position of the Group since 26 June 2016, being the date to which the interim results of the Group for the 26 weeks ended 26 June 2016 were prepared.

8. Consent

- 8.1 Numis Securities Limited has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are given.
- 8.2 GCA Altium Limited has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they are given.

9. Documents on Display

Copies of the following documents will be available for inspection during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ, United Kingdom up to the time of the General Meeting:

- (a) the Company's articles of association;
- (b) the Shareholders' Deed of Release;
- (c) the Directors' Deed of Release;
- (d) the Buy-back Deeds;
- (e) the EBT Deed of Release;
- (f) the written consents referred to in paragraph 8 of this Part III; and
- (g) a copy of this document.

Copies will also be available at the place of the General Meeting until the conclusion of the General Meeting.

Part IV – Definitions

The following definitions apply throughout this document unless the context otherwise requires:

“2012 LTIP” means the Company’s long term incentive plan adopted in 2012;

“2016 LTIP” means the Company’s long term incentive plan adopted in 2016;

“Act” means the Companies Act 2006 (or, where applicable, the Companies Act 1985);

“Altium” means GCA Altium Limited (formerly known as Altium Capital Limited) (company number 01072627);

“Board” or **“Directors”** means the board of directors of the Company;

“Brokers” means Altium and Numis and each shall be referred to as a **“Broker”**;

“Buy-back Deeds” means each of the buy-back deeds to be entered into by the Company with each Broker (as applicable) as further described in paragraph 6 of Part II of this document;

“Company” means Domino’s Pizza Group plc (company number 03853545);

“Directors’ Deed of Release” means the deed of release pursuant to which the Company waives any right to make claims against the Directors and Former Directors in respect of any of the Relevant Distributions;

“Dividends” has the meaning given in paragraph 1 of Part II of this document and **“Dividend”** means any one of them;

“EBT Deed of Release” means the deed of release in favour of the Employee Benefit Trust pursuant to which the Company waives any right to make claims against the Employee Benefit Trust in respect of the right to require repayment of the EBT Payment and Liabilities;

“EBT Liabilities” has the meaning given in paragraph 1 of Part II of this document and **“EBT Liability”** means any one of them;

“EBT Payment” has the meaning given in paragraph 1 of Part II of this document;

“EBT Payment and Liabilities” has the meaning given in paragraph 1 of Part II of this document and **“EBT Payment and Liability”** shall mean any one of them;

“Employee Benefit Trust” means Dominos Pizza UK & IRL Plc Employee Benefit Trust or, where the context requires, Elian Employee Benefit Trustee Limited as trustee for Dominos Pizza UK & IRL Plc Employee Benefit Trust;

“FCA Handbook” means the FCA’s Handbook of Rules and Guidance;

“Financial Conduct Authority” or **“FCA”** means the Financial Conduct Authority of the United Kingdom;

“Form of Proxy” means the form of proxy enclosed with this document for use by shareholders of the Company in connection with the General Meeting;

“Former Directors” means Lance Batchelor, Paul Doughty, Lee Ginsberg, Yoav Gottesman, Gerry Halpern, John Hodson, Peter Klauber, Christopher Moore, Syl Saller, Michael Shallow, Dianne Thompson, Sean Wilkins and Nigel Wray and **“Former Director”** means any one of them;

“FSMA” means the Financial Services and Markets Act 2000, as amended;

“General Meeting” means the general meeting of the Company to be held at 10:00 a.m. on 10 January 2017 (or any adjournment thereof) at the Company’s registered office at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 4BB, United Kingdom, notice of which is set out in Part V of this document;

“Group” means the Company and each of its subsidiaries and subsidiary undertakings from time to time;

“HMRC” means Her Majesty’s Revenue & Customs;

“Listing Rules” means the listing rules made by the FCA under Part VI of the FSMA (as set out in the FCA Handbook), as amended;

“Notice” means the Notice of General Meeting, details of which are set out in Part V of this document;

“Numis” means Numis Securities Limited (company number 02285918);

“Ordinary Shares” means the ordinary shares of 25/48 of a penny each in the capital of the Company except that any reference to Ordinary Shares prior to 8:00 a.m. on 27 April 2007 shall be to ordinary shares of 5 pence each in the capital of the Company and any reference to Ordinary Shares on or after 8:00 a.m. on 27 April 2007 but before 8:00 a.m. on 27 June 2016 shall mean ordinary shares of 1.5625 pence each in the capital of the Company;

“Recipient Shareholder” means a shareholder of the Company who has received any of the Dividends;

“Related Party Former Director” means Paul Doughty;

“Relevant Distributions” means the Company’s payment of each of the Dividends, the purchase of each of the Share Buy-backs, the incurrence of each of the EBT Liabilities and the making of the EBT Payment;

“Relevant Financial Periods” means the following financial periods being:

- (i) the financial period for the 53 weeks ended 31 December 2000;
- (ii) the financial period for the 52 weeks ended 30 December 2001;
- (iii) the financial period for the 52 weeks ended 29 December 2002;
- (iv) the financial period for the 52 weeks ended 28 December 2003;
- (v) the financial period for the 53 weeks ended 2 January 2005;
- (vi) the financial period for the 52 weeks ended 1 January 2006;
- (vii) the financial period for the 52 weeks ended 30 December 2007;
- (viii) the financial period for the 52 weeks ended 28 December 2008;
- (ix) the financial period for the 52 weeks ended 26 December 2010;
- (x) the financial period for the 52 weeks ended 29 December 2013;
- (xi) the financial period for the 52 weeks ended 28 December 2014;
- (xii) the financial period for the 52 weeks ended 27 December 2015; and
- (xiii) the current financial period commencing on 28 December 2015 for the 52 weeks ending on 25 December 2016;

“Resolution” means the special resolution to be proposed at the General Meeting, the full text of which is set out in the Notice set out in Part V of this document;

“Share Buy-backs” has the meaning given in paragraph 1 of Part II of this document and **“Share Buy-back”** means any one of them;

“Shareholders’ Deed of Release” means a deed of release in favour of all shareholders who appeared on the register of members on the record date for any of the Dividends from any and all claims which the Company has or may have in respect of the payment of any of the Dividends; and

“UK GAAP” means generally accepted accounting principles in the United Kingdom, including Financial Reporting Standard 101 ‘Reduced Disclosure Framework’.

Part V – Notice of General Meeting

Domino's Pizza Group plc

Notice is hereby given that a general meeting of Domino's Pizza Group plc will be held at the Company's registered office at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 4BB, United Kingdom on 10 January 2017 at 10:00 a.m. to consider and, if thought fit, pass the following resolution as a special resolution (requiring a 75% majority). Voting on this resolution will be by way of poll.

Special resolution

1. THAT:

1.1 in relation to certain dividends paid by the Company, being the interim dividend for the 26 weeks ended 25 June 2000, the interim dividend for the 26 weeks ended 1 July 2001, the interim dividend for the 26 weeks ended 30 June 2002, the interim dividend for the 26 weeks ended 29 June 2003, the interim dividend for the 26 weeks ended 27 June 2004, the interim dividend for the 26 weeks ended 27 June 2010, the final dividend for the 52 weeks ended 29 December 2013, the interim dividend for the 26 weeks ended 29 June 2014, the final dividend for the 52 weeks ended 28 December 2014, the interim dividend for the 26 weeks ended 28 June 2015 and the interim dividend for the 26 weeks ended 26 June 2016:

- (a) (i) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 53 weeks ended 31 December 2000) to the payment of the interim dividend, for the 26 weeks ended 25 June 2000, of 0.37 pence per ordinary share of 5 pence each in the share capital of the Company (the **"First Old Ordinary Shares"** and each a **"First Old Ordinary Share"**) paid on 1 September 2000 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (ii) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 30 December 2001) to the payment of the interim dividend, for the 26 weeks ended 1 July 2001, of 0.57 pence per First Old Ordinary Share paid on 3 September 2001 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (iii) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 29 December 2002) to the payment of the interim dividend, for the 26 weeks ended 30 June 2002, of 0.78 pence per First Old Ordinary Share paid on 4 September 2002 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (iv) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2003) to the payment of the interim dividend, for the 26 weeks ended 29 June 2003, of 1.32 pence per First Old Ordinary Share paid on 28 August 2003 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (v) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 53 weeks ended 2 January 2005) to the payment of the interim dividend, for the 26 weeks ended 27 June 2004, of 2.20 pence per First Old Ordinary Share paid on 26 August 2004 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (vi) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 26 December 2010) to the payment of the interim dividend, for the 26 weeks ended 27 June 2010, of 4.5 pence per ordinary share of 1.5625 pence each in the share capital of the Company (the **"Second Old Ordinary Shares"** and each a **"Second Old Ordinary Share"**) paid on 20 August 2010 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (vii) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2014) to the payment of the final dividend, for the 52 weeks ended 29 December 2013, of 8.80 pence per Second Old Ordinary Share paid on 4 April 2014 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (viii) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2014) to the payment of the interim dividend, for the 26 weeks ended 29 June 2014, of 7.81 pence per Second Old Ordinary Share paid on 5 September 2014 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (ix) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 27 December 2015) to the payment of the final dividend, for the 52 weeks ended 28 December 2014, of 9.69 pence per Second Old Ordinary Share paid on 27 April 2015 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;
- (x) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 27 December 2015) to the payment of the interim dividend, for the 26 weeks ended 28 June 2015, of 9.0 pence per Second Old Ordinary Share paid on 4 September 2015 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend; and

- (xi) the appropriation of distributable profits of the Company (as shown in the interim accounts of the Company for the 39 weeks to 25 September 2016 and filed with the Registrar of Companies on 15 November 2016) to the payment of the interim dividend, for the 26 weeks ended 26 June 2016, of 3.5 pence per ordinary share of 25/48 of a penny each in the share capital of the Company (the **"Ordinary Shares"** and each an **"Ordinary Share"**) paid on 2 September 2016 be and is hereby authorised and confirmed by reference to the same record date as the original accounting entries for such dividend;

the dividends referred to in paragraphs 1.1(a)(i) to (xi) (inclusive) being the **"Dividends"** and each being a **"Dividend"**;

- (b) any and all claims which the Company has or may have arising out of or in connection with the payment of any of the Dividends against those shareholders who appeared on the register of members on the record date for any of the Dividends be waived and released, and that a deed of release in favour of such shareholders be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed poll for and on behalf of the Company; and
- (c) any distribution involved in the giving of the release (referred to in paragraph 1.1(b) above) in relation to the Dividends be made out of the relevant distributable profits of the Company appropriated to each Dividend by reference to a record date identical to the record date for each such Dividend;

- 1.2 in relation to the Company's purchase of: (i) 800,000 First Old Ordinary Shares between 1 June 2004 and 31 December 2004 (inclusive) (the **"2004 Share Buy-backs"**) (now being 7,680,000 Ordinary Shares following the sub-division (the **"First Sub-division"**) of the First Old Ordinary Shares into Second Old Ordinary Shares approved by the shareholders of the Company by way of an ordinary resolution passed on 26 April 2007 and effective as at 8:00 a.m. on 27 April 2007 and the subsequent sub-division (the **"Second Sub-division"**) of the Second Old Ordinary Shares into Ordinary Shares approved by the shareholders of the Company by way of an ordinary resolution passed on 20 April 2016 and effective as at 8.00 a.m. on 27 June 2016); (ii) 486,087 First Old Ordinary Shares between 1 April 2005 and 31 October 2005 (inclusive) (the **"2005 Share Buy-backs"**) (now being 4,666,434 Ordinary Shares following the First Sub-division and the Second Sub-division); (iii) 1,850,000 Second Old Ordinary Shares between 1 August 2007 and 30 September 2007 (inclusive) (the **"2007 Share Buy-backs"**) (now being 5,550,000 Ordinary Shares following the Second Sub-division); (iv) 380,000 Second Old Ordinary Shares between 10 September 2014 and 16 September 2014 (inclusive) (the **"2014 Share Buy-backs"**) (now being 1,140,000 Ordinary Shares following the Second Sub-division); and (v) 4,172,079 Ordinary Shares between 8 August 2016 and 14 September 2016 (inclusive) (the **"2016 Share Buy-backs"**) (the 2004 Share Buy-backs, the 2005 Share Buy-backs, the 2007 Share Buy-backs, the 2014 Share Buy-backs and the 2016 Share Buy-backs, together, the **"Share Buy-backs"**):

- (a) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 53 weeks ended 2 January 2005) to the payment of the purchase prices paid in respect of the 2004 Share Buy-backs be and is hereby authorised and confirmed;
- (b) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 1 January 2006) to the payment of the purchase prices paid in respect of the 2005 Share Buy-backs be and is hereby authorised and confirmed;
- (c) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 30 December 2007) to the payment of the purchase prices paid in respect of the 2007 Share Buy-backs be and is hereby authorised and confirmed;
- (d) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2014) to the payment of the purchase prices paid in respect of the 2014 Share Buy-backs be and is hereby authorised and confirmed;
- (e) the appropriation of distributable profits of the Company (as shown in the interim accounts of the Company for the 39 weeks to 25 September 2016 and filed with the Registrar of Companies on 15 November 2016) to the payment of the purchase prices paid in respect of the 2016 Share Buy-backs be and is hereby authorised and confirmed;
- (f) the Company hereby confirms the transfer of the amount equivalent to the nominal value of 22,068,513 Ordinary Shares purportedly purchased pursuant to the Share Buy-backs from the Company's share capital to the capital redemption reserve;
- (g) the Company be and is hereby authorised for the purposes of section 694 of the Companies Act 2006 (the **"Act"**) to make 'off-market' purchases (within the meaning of section 693(2) of the Act) of, in aggregate, 23,208,513 Ordinary Shares in accordance with the terms of the proposed buy-back deeds to be entered into between the Company and (as applicable) GCA Altium Limited (**"Altium"**) or Numis Securities Limited (**"Numis"** and together with Altium, the **"Brokers"**), in such form as produced to the General Meeting and initialled by the Chairman for the purposes of identification, for the aggregate consideration of £1 payable by the Company to each of the Brokers (the **"Buy-back Deeds"**), such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 June 2017 (unless renewed, varied or revoked by the Company prior to or on that date);
- (h) any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute each of the Buy-back Deeds as a deed for and on behalf of the Company;
- (i) any and all claims which the Company has or may have arising out of or in connection with the payments made for the Share Buy-backs (including any related interest accrued thereon) against any of the Brokers be waived and released in accordance with the Buy-back Deeds; and
- (j) any distribution involved in the giving of the release to the Brokers pursuant to the terms of the Buy-back Deeds in relation to the Share Buy-backs be made out of the relevant distributable profits of the Company appropriated to each Share Buy-back by reference to a payment date identical to the payment date for each such Share Buy-back;

- 1.3 in relation to certain assistance given by the Company to Dominos Pizza UK & IRL Plc Employee Benefit Trust or, where the context requires, Elian Employee Benefit Trustee Limited as trustee for Dominos Pizza UK & IRL Plc Employee Benefit Trust (the **"Employee Benefit Trust"**).

Special resolution continued

- (a) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2003) to the assistance given by the Company in guaranteeing the obligations of the Employee Benefit Trust to repay the sum of £5,162,000 in respect of third party bank borrowings incurred by the Employee Benefit Trust in October 2003 be and is hereby authorised and confirmed by reference to the date on which such liability was incurred by the Company;
- (b) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 53 weeks ended 2 January 2005) to the assistance given by the Company in guaranteeing the obligations of the Employee Benefit Trust to repay the sum of £1,250,000 in respect of third party bank borrowings incurred by the Employee Benefit Trust in October 2004 be and is hereby authorised and confirmed by reference to the date on which such liability was incurred by the Company;
- (c) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2008) to the assistance given by the Company in guaranteeing the obligations of the Employee Benefit Trust to repay the sum of £2,367,000 in respect of third party bank borrowings incurred by the Employee Benefit Trust in 2008 be and is hereby authorised and confirmed by reference to the date on which such liability was incurred by the Company;
- (d) the appropriation of distributable profits of the Company (as shown in the audited financial statements of the Company for the 52 weeks ended 28 December 2014) to the assistance given by the Company in making the payment as a gift to the Employee Benefit Trust (the “EBT Payment”) of £2,839,189 in September 2014 to satisfy certain entitlements under the Company’s Long Term Incentive Plan be and is hereby authorised and confirmed by reference to the date on which such payment was made by the Company to the Employee Benefit Trust;

the liabilities referred to in paragraphs 1.3(a) to (c) (inclusive) being the “EBT Liabilities” and each being an “EBT Liability” and together with the EBT Payment the “EBT Payment and Liabilities”;

- (e) any and all claims which the Company has or may have arising, out of or in connection with the incurrence of any of the EBT Liabilities or the making of the EBT Payment against the Employee Benefit Trust be waived and released, and that a deed of release in favour of the Employee Benefit Trust be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and
 - (f) any distribution involved in the giving of the release (referred to in paragraph 1.3(e) above) in relation to the EBT Payment and Liabilities be made out of the relevant distributable profits of the Company appropriated to each EBT Payment and Liabilities by reference to a date identical to the date on which each of the EBT Payment and Liabilities was incurred or made (as appropriate); and
- 1.4 any and all claims which the Company has or may have against each of its directors (whether past or present) arising out of or in connection with the approval, declaration or payment of:
- (a) the Dividends;
 - (b) the Share Buy-backs; and
 - (c) the EBT Payment and Liabilities,
- be waived and released and a deed of release in favour of such persons be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the same as a deed poll for and on behalf of the Company.

BY ORDER OF THE BOARD

ADRIAN BUSHNELL
COMPANY SECRETARY

1 December 2016

Registered Office:

1 Thornbury
West Ashland
Milton Keynes
Buckinghamshire MK6 4BB
United Kingdom

Registered in England and Wales with company number 03853545

NOTES:

- As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, and section 311 of the Act, shareholders who hold Ordinary Shares in certificated or uncertificated form must be entered on the Company's register of members (the "Register") at 6:30 p.m. on 8 January 2017 or, in the event of an adjournment, at 6:30 p.m. on the date which is two days before the day of the adjourned meeting, in order to be entitled to attend and vote at the General Meeting. Such shareholders may only cast votes in respect of Ordinary Shares held at such time. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- The right to appoint a proxy does not apply to persons who have been nominated to receive communications from the Company in accordance with section 146 of the Act ("Nominated Persons"). Nominated Persons may have a right under an agreement with the registered shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights. Nominated Persons should contact the registered member by whom they were nominated in respect of such arrangements.
- Any member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to attend, speak and vote instead of the member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares of the member. A proxy need not be a member of the Company. Completion and return of a Form of Proxy, internet proxy or any CREST proxy (as described below) will not preclude a member from attending, speaking and voting at the meeting in person, should he/she subsequently decide to do so.
- In order to be valid, any Form of Proxy and power of attorney or other authority under which it is signed, or a certified copy of such power or authority, must reach the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or in accordance with the reply paid details, not less than 48 hours before the time of the General Meeting (i.e., by 10:00 a.m. on 8 January 2017) or of any adjournment of the General Meeting.
- Shareholders who wish to submit their vote online may do so via the registrar's website, www.sharevote.co.uk. If you choose to appoint a proxy electronically you will need your Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed under your name on the Form of Proxy). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Form of Proxy at www.shareview.co.uk. Full instructions are given on both websites.
- A Form of Proxy accompanies this Notice. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If a member wishes to appoint more than one proxy and so requires additional Forms of Proxy, the member can photocopy the Form of Proxy. Alternatively additional Forms of Proxy may be obtained by contacting the registrar's helpline on 0371 384 2895 (from the UK). Overseas holders should contact +44 (0)121 415 0926. Lines are open from 8.30am to 5.30pm Monday to Friday.
- The total number of Ordinary Shares in issue as at 24 November 2016 (being the latest practicable date prior to the publication of this document), was 519,983,370 Ordinary Shares carrying one vote each. There were 4,072,590 shares held in treasury. The total number of voting rights in the Company as at this date was therefore 515,910,780.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournments of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsor or voting service providers, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ('a CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for those instructions as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy must, to be valid, be transmitted so as to be received by the Company's agent (ID: RA19) by the latest time for receipt of proxy appointments specified in the Notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility

- of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed voting service providers, to procure that its CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same Ordinary Shares. It is therefore no longer necessary to nominate a designated corporate representative.
 - Copies of the final forms of the Shareholders' Deed of Release, the Directors' Deed of Release, the Buy-back Deeds and the EBT Deed of Release are available on the Company's website at <http://investors.dominos.co.uk> or in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ, United Kingdom, up to the time of the General Meeting. Copies will also be available at the place of the General Meeting until the conclusion of the General Meeting.
 - Any member attending the General Meeting has the right to ask questions. It would be helpful if members could state their name before asking a question. The Company must cause to be answered any question relating to the business to be dealt with at the General Meeting put by a member attending the General Meeting. However, members should note that no answer need be given in the following circumstances: (i) if to do so would interfere unduly with the preparation of the General Meeting or would involve a disclosure of confidential information; (ii) if the answer has already been given on a website in the form of an answer to a question; and/or (iii) if it is undesirable, in the interests of the Company or the good order of the General Meeting, that the question be answered.
 - To change a proxy instruction, a member needs to submit a new proxy appointment using the methods set out in the above Notes. Note that the deadline for receipt of proxy appointments (10:00 a.m. on 8 January 2017) also applies in relation to amended instructions and any amended proxy appointment received after the relevant deadline will be disregarded. Where a member has appointed a proxy using the paper Form of Proxy and would like to change the instructions using another such form, that member should contact the Company's registrars, Equiniti Limited, on either 0371 384 2895 (from the UK) (lines are open 8:30 a.m. to 5:30 p.m. Monday to Friday) or on +44 (0)121 415 0926 (from overseas). If more than one valid proxy appointment is submitted, the appointment received last before the deadline for the receipt of proxies will take precedence.
 - In order to revoke a proxy instruction, a signed letter clearly stating a member's intention to revoke a proxy appointment must be sent by post or delivered by hand to the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom, or in accordance with the reply paid details. Note that the deadline for receipt of proxy appointments (10:00 a.m. on 8 January 2017) also applies in relation to revocations and any revocation received after the deadline will be disregarded.
 - In the event that a member is a joint holder and the joint holder purports to appoint a proxy, only the appointment submitted by the member whose name appears first on the Register will be accepted.
 - Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
 - The contents of this Notice, together with information about the total number of Ordinary Shares and voting rights in the Company in respect of which members are entitled to exercise voting rights at the General Meeting are as at 24 November 2016 (being the latest practicable date prior to the publication of this document), and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website: <http://investors.dominos.co.uk>.
 - Information regarding the General Meeting, including the information required by section 311A of the Act, is available on the Company's website: <http://investors.dominos.co.uk>.
 - The Chairman will propose that voting on the Resolution at the General Meeting will be conducted by poll vote rather than by a show of hands, ensuring that every vote is recognised and giving a more accurate reflection of the views of members. The relevant procedures will be explained at the General Meeting.
 - The General Meeting will be held at the Company's registered office at 1 Thornbury, West Ashland, Milton Keynes, Buckinghamshire MK6 4BB, United Kingdom, on 10 January 2017 at 10:00 a.m.
 - The results of the General Meeting will be posted on the Company's website (<http://investors.dominos.co.uk>) after the General Meeting.



Domino's Pizza Group plc
1 Thornbury, West Ashland,
Milton Keynes MK6 4BB

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