

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about its contents or as to the action which you should take, you are recommended to seek your own independent financial advice from your stockbroker, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended).**

If you have sold or transferred any or all of your shares in Domino's Pizza Group plc, please pass this document together with the accompanying Annual Report and Accounts for the 52 weeks ended 25 December 2016 (the 'Annual Report and Accounts') and Proxy Form 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 onward transmission to the purchaser or transferee.

# NOTICE OF ANNUAL GENERAL MEETING 2017

**To be held at:**

Domino's Pizza Group plc  
Supply Chain Centre  
1 Thornbury  
West Ashland  
Milton Keynes  
MK6 4BB

**Date and time:**

Thursday 20 April 2017 at 12:00 noon

This document should be read as a whole together with the accompanying Annual Report and Accounts, the Proxy Form and the Notice of Annual General Meeting set out at the end of this document. Whether or not you propose to attend the Annual General Meeting, shareholders are requested to complete the enclosed Proxy Form in accordance with the instructions printed on it and return it to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by no later than 12:00 noon on Tuesday 18 April 2017 or, in the event of any adjournment of the Meeting, the time being 48 hours before the time appointed for holding the Meeting. The return of a form of proxy will not preclude a member from attending and voting at the Annual General Meeting in person should he/she subsequently decide to do so.

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# Letter from the Chairman

## Domino's Pizza Group plc

Incorporated and registered in England and Wales with registered number 03853545

### Directors:

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

### Registered office:

1 Thornbury  
West Ashland  
Milton Keynes  
MK6 4BB

17 March 2017

To: Shareholders of Domino's Pizza Group plc

Dear fellow shareholder,

### Annual General Meeting – Thursday 20 April 2017

I have pleasure in inviting you to the 2017 Annual General Meeting (the **'Meeting'** or **'AGM'**) of Domino's Pizza Group plc (the **'Company'**), which will be held at Domino's Pizza Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB at 12:00 noon on Thursday 20 April 2017. This document includes the Notice of AGM, which sets out the resolutions that shareholders are being asked to consider and vote on. These resolutions are a very important part of the governance of the Company and all shareholders are urged to vote, whether they are able to attend the Meeting or not.

If you are unable to attend the AGM, but have any questions on the business to be discussed at the Meeting, the Company would like to hear from you ahead of the AGM and ask that you contact the Company Secretary directly via post to the Company's registered office.

The Notice of Meeting contains certain items of business which are of a technical nature and are therefore explained in detail below.

There are ordinary resolutions numbered 1 to 15 and special resolutions numbered 16 to 19 to be transacted. All of these items of business are summarised and explained below.

### Ordinary resolutions (1 to 15)

Ordinary resolutions 1 to 4 deal with the receipt by the shareholders of the Company's Annual Report and Accounts (including the Directors' report, and the Auditor's report for the 52-week period ended 25 December 2016 (resolution 1)), the re-appointment of Ernst & Young LLP as auditor of the Company (resolution 2), the power to determine the auditor's remuneration (resolution 3) and the declaration of a final dividend of 4.5p per Ordinary share in the capital of the Company which has been recommended by the Directors of the Company (each a **'Director'** and together the **'Directors'**) (resolution 4).

Resolutions 5 to 12 deal with the re-election (or election in the case of Rachel Osborne) of each of the Directors. The Company's Articles of Association require all Directors to submit themselves for re-election at least every three years or, in the case of a Director appointed since the last Annual General Meeting, he/she must retire and submit himself/herself for election at the AGM. However, the UK Corporate Governance Code issued by the Financial Reporting Council in September 2014 (the **'Code'**) recommends that all directors in FTSE 350 companies should be put forward for re-election every year. Therefore, in accordance with the Code, each of the Directors is choosing to retire voluntarily at the AGM and, being eligible, submits themselves for re-election or election.

Biographical details of all Directors standing for election or re-election can be found on page 7 of this document and page 31 of the Annual Report and Accounts.

Following a full performance evaluation of the Board (as at 10 March 2017), which included an assessment of the performance of each individual Director, the Nomination Committee has confirmed to the Board that each Director continues to make an effective and valuable contribution and that they demonstrate commitment to their respective roles. The Board therefore supports each Director's re-election or election (as the case may be).

The Companies Act 2006 (the **'2006 Act'**) requires quoted companies, at each general meeting at which statutory accounts are to be laid, to propose an ordinary resolution approving the Directors' remuneration report for the year. Resolution 13 seeks shareholders' approval of the Directors' remuneration report for the financial year ended 25 December 2016, which is included in the Annual Report and Accounts on pages 41 to 61. This vote will be in respect of the contents of that report. It has an advisory effect and, whether or not the resolution is passed, has no impact on any Director's level or terms of remuneration.

Resolution 14 deals with the authority of the Directors to issue and allot new Ordinary shares. The 2006 Act provides that Directors shall only allot unissued shares with the prior authority of shareholders in a general meeting. The existing authority granted to the Directors at the last Annual General Meeting to allot unissued Ordinary shares expires at the conclusion of the AGM.

# Letter from the Chairman continued

## Ordinary resolutions (1 to 15) continued

Accordingly, an ordinary resolution will be proposed to renew the Directors' authority pursuant to section 551 of the 2006 Act to allot Ordinary shares with a nominal value of up to £854,024, which represents approximately one-third of the total current issued Ordinary share capital as at 10 March 2017, being the last practicable date prior to the publication of this document (the '**Latest Practicable Date**').

In accordance with institutional guidelines issued by the Investment Association, paragraph (b) of resolution 14 will be proposed to allow the Directors to allot equity securities (as defined within section 560 of the 2006 Act), including the Ordinary shares referred to in paragraph (a) of resolution 14, in connection with a pre-emptive offer by way of a rights issue to Ordinary shareholders up to a maximum nominal amount of £1,708,048, representing approximately two-thirds of the Company's existing share capital as at the Latest Practicable Date. Although the Directors have no present intention to exercise this authority other than in connection with the satisfaction of share awards granted pursuant to the Company's employee share schemes, it will give the Directors flexibility to allot shares as may be necessary in the interests of the Company as a whole.

The authority granted under resolution 14 will, if granted, expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time. The Directors intend to renew such power at successive Annual General Meetings in accordance with current best practice.

The Company held 4,072,590 shares in treasury, representing 0.82% of the total Ordinary share capital in issue as at the Latest Practicable Date.

## Political donations (resolution 15)

Resolution 15 is designed to deal with the rules on political donations contained in Part 14 of the 2006 Act. Political donations to any political parties, independent election candidates or political organisations or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. A precise definition of political donation, a political party, a political organisation or political expenditure is not easy to decide, as the legislation is capable of extremely wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform may fall within this.

Although the Company does not make and does not intend to make political donations to political parties or political organisations or independent election candidates, or to incur political expenditure, the legislation is very broadly drafted and may catch such activities as funding seminars or functions to which politicians are invited, or may extend to bodies concerned with policy review, law reform and representation of the business community that the Company and its subsidiaries might wish to support. Accordingly, the Directors have decided to put forward this resolution to permit political donations and political expenditure in case any of its activities in its normal course of business are, or could be, caught by the legislation. This authority will cover the period from the date resolution 15 is passed until the conclusion of the 2018 Annual General Meeting of the Company to be held in 2018, or, if earlier, 15 months from the date of the passing of the resolution. As permitted under the 2006 Act, resolution 15 also covers any political donations made, or any political expenditure incurred, by any subsidiaries of the Company.

## Special resolutions (16 to 19)

### Disapplication of statutory pre-emption rights (resolutions 16 and 17)

If the Directors wish to exercise the authority under resolution 14 and offer shares (or sell any shares which the Company holds as treasury shares) for cash, the 2006 Act provides that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights under sections 570 and 573 of the 2006 Act, these shares must be offered first to existing shareholders in proportion to their existing shareholdings. The existing authority granted to the Directors at the 2016 Annual General Meeting to allot shares for cash pursuant to sections 570 and 573 of the 2006 Act expires at the conclusion of the AGM.

Accordingly, a special resolution (resolution 16) will be proposed to authorise the Directors to allot shares for cash or to sell treasury shares for cash (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or (ii) otherwise up to an aggregate nominal value of £128,116 (representing approximately 5% of the current issued Ordinary share capital as at the Latest Practicable Date). This special resolution will, inter alia, enable the Company, in the event of a rights issue or open offer, to meet certain practical difficulties which may arise in connection with fractional entitlements or in respect of overseas shareholders as a result of local laws and which prevent shares being issued strictly pro rata.

This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles, and the Directors confirm that, in line with best practice, the Company has not issued more than 7.5% of its issued share capital on a non-pre-emptive basis over the last three years and that their intention is not to issue more than 7.5% of the Company's issued share capital for cash other than to existing shareholders in any rolling three-year period without prior consultation with shareholders.

The Pre-Emption Group's Statement of Principles was revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the Company's issued share capital, provided that the additional 5% authority is used only in connection with an acquisition or specified capital investment (as defined in the Statement of Principles). In May 2016, the Pre-Emption Group issued guidance recommending that the authority in respect of the additional 5% should be set out in a separate special resolution. Resolution 17 is in respect of the use of an additional 5% and complies with the recommendations of the Pre-Emption Group.

Under resolution 17, the Directors are seeking further authority to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £128,116 which is equivalent to approximately 5% of the issued Ordinary share capital of the Company on the Latest Practicable Date. The Directors confirm that they intend to use the authority sought in resolution 17 only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Although the Directors have no present intention to exercise the authorities sought in resolutions 16 and 17, other than in connection with the satisfaction of share awards granted pursuant to the Company's employee share schemes, they will give the Directors flexibility to allot shares as may be necessary in the interests of the Company as a whole.

The authorities in resolutions 16 and 17, if granted, will expire on the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of the resolutions, unless such authorisations are renewed prior to this time. The Directors intend to renew such powers at subsequent Annual General Meetings in accordance with current best practice.

### Authority of the Company to purchase its own shares (resolution 18)

The current authority given at the 2016 Annual General Meeting to the Company to purchase its own Ordinary shares will expire at the conclusion of the AGM.

The Directors consider that it would be beneficial if, in certain circumstances, the Company had the power to purchase its own Ordinary shares, for the purposes of returning surplus funds to shareholders and providing a return on investment. The Directors therefore consider that it would be beneficial for the shareholders of the Company as a whole if the Company were granted the flexibility to repurchase its Ordinary shares. The Directors do not consider that they have a conflict in relation to this resolution.

The Directors recommend that the existing power to purchase its Ordinary shares (in defined circumstances) up to a maximum prescribed limit be renewed for a further limited period. Such period will be up to the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time. The Board intends to seek renewal of this power at subsequent Annual General Meetings in accordance with current best practice.

The Company will only make purchases of its Ordinary shares if it has the requisite distributable reserves to do so and the Directors are satisfied, after careful consideration, that these are in the best interests of the Company and shareholders generally and could be reasonably expected to result in an increase in expected earnings per share. Furthermore, account will be taken of the overall financial implications for the Company.

If such purchases were made, the Company would be able to do either, or a combination, of the following:

- (a) cancel the purchased Ordinary shares so reducing the total number of Ordinary shares in issue; or
- (b) where the Ordinary shares were purchased out of distributable profits, subject to certain limitations, hold them as treasury shares.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purpose of the Company's share schemes. The statutory pre-emption rights apply to a sale of treasury shares for cash and the disapplication of the statutory pre-emption rights in resolutions 16 and 17 include, within the authorised amounts, any sales of treasury shares for cash which may occur. Finally, if such purchases were made, to the extent the purchased shares are held as treasury shares, any increase in earnings per share would only be temporary, until the shares in question were either cancelled, or sold, or transferred out of treasury.

The resolution specifies that the maximum number of Ordinary shares that the Company may purchase will be 49,196,705 Ordinary shares (being approximately 10% of the Company's issued Ordinary share capital as at the Latest Practicable Date).

The maximum price per Ordinary share payable on any exercise of the authority set out in resolution 18 shall be the higher of:

- (a) an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days prior to making any purchase; and
- (b) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share on the London Stock Exchange's Main Market for listed securities at the time the purchase is carried out.

The minimum price payable shall be 25/48ths of a penny (approximately 0.520833p) per Ordinary share. For this purpose, both the maximum and minimum prices permitted to be paid are exclusive of expenses and any stamp duty.

The number of Ordinary shares in respect of which options have been granted that remain outstanding is 6,738,233 (constituting approximately 1.36% of the current issued Ordinary share capital of the Company as at the Latest Practicable Date). If the Company were to buy back the maximum number of Ordinary shares permitted pursuant to resolution 18, then the total number of options to subscribe for Ordinary shares outstanding as at the Latest Practicable Date would represent 1.51% of the reduced issued share capital, as at the same date.

### Reduced notice of general meetings (resolution 19)

Resolution 19 is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. Changes made to the 2006 Act by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Such approval will not affect Annual General Meetings, which will continue to be held on at least 21 clear days' notice.

Following shareholder approval at the last Annual General Meeting, the Company is currently able to call general meetings (other than Annual General Meetings) on 14 clear days' notice and the Directors believe it is in the best interests of the shareholders of the Company to preserve the shorter notice period and accordingly are putting this resolution to the Meeting. The Directors intend that this shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is expected that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

# Letter from the Chairman continued

## **Action to be taken by shareholders**

Every shareholder has a right to attend the AGM or to appoint one or more proxies to attend in his/her place. Enclosed with this letter is a Proxy Form for use at the AGM.

Proxy Forms should be completed and returned in accordance with the instructions printed thereon so that they arrive at the Company's registrars, Equiniti Limited, as soon as possible and in any event not later than 12:00 noon on Tuesday 18 April 2017 or, in the event of any adjournment of the Meeting, the time being 48 hours before the time appointed for holding the Meeting. Completion and return of a form of proxy will not prevent shareholders from attending and voting at the AGM should they wish to do so.

## **Recommendations**

Your Directors consider that the resolutions to be put to the Meeting are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the AGM, as they intend to do in respect of their own interests (both beneficial and non-beneficial), amounting in aggregate to 3,487,350 Ordinary shares.

I look forward to meeting you at the AGM.

Yours faithfully,

**Stephen Hemsley**  
**Chairman**

# Board of Directors

## **Stephen Hemsley (N)**

### **Non-executive Chairman**

Stephen joined the Board as Finance Director in 1998, was appointed as Chief Executive in 2001, as Executive Chairman in 2008 and finally as non-executive Chairman in March 2010. He also chairs the Nomination Committee. Stephen is also chairman of AIM-listed Franchise Brands plc and its subsidiary companies. He is a chartered accountant by profession.

## **Colin Halpern**

### **Non-executive Vice Chairman**

Colin acquired the Domino's Pizza Master Franchise Agreement for the UK and ROI in 1993 through International Franchise Systems Inc. In 1999, with Colin as Chairman, the Company was taken public and listed on AIM and subsequently moved to the Main Market in 2008. Colin is the managing director of HS Real Company LLC and Dayenn Limited and non-executive director of several other companies.

## **David Wild**

### **Chief Executive Officer**

David was appointed to the Board as a non-executive Director in November 2013, became Interim Chief Executive Officer in January 2014 and was appointed as Chief Executive Officer on 30 April 2014. David is a non-executive director of the Bankers' Investment Trust. Previously, David was chief executive officer of Halfords Group plc and held senior roles within Walmart Stores Inc., Tesco Stores plc and RHM Foods Limited and was a non-executive director of the multi-channel consultancy Practicology Limited.

## **Rachel Osborne**

### **Chief Financial Officer**

Rachel was appointed Chief Financial Officer in October 2016. She joined the Group from Vodafone, where she was CFO for Group Enterprise. Prior to this she was finance and strategy director for John Lewis and also held senior roles at Sodexo, Kingfisher and PepsiCo. Rachel is a chartered accountant and also currently non-executive director of HM Courts and Tribunals Service, an agency of the Ministry of Justice.

## **Steve Barber (A) (R)**

### **Non-executive Director**

Steve was appointed to the Board as a non-executive Director in July 2015. He is the Chairman of the Audit Committee and a member of the Remuneration Committee. He is currently a non-executive director of Next plc, where he also chairs the audit committee. He has almost 30 years' experience in accountancy, principally with PricewaterhouseCoopers, where he was a senior partner, and also with Ernst & Young. He has also worked in industry, and was formerly the chief operating officer of Whitehead Mann and the finance director of Mirror Group plc. He is a founder of The Objectivity Partnership, a member of the steering group of the Audit Quality Forum and a director of Fenwick Limited.

## **Kevin Higgins (A) (R)**

### **Non-executive Director**

Kevin was appointed to the Board in September 2014. He is Chairman of the Remuneration Committee and a member of the Audit Committee. His career spans more than 20 years in branded consumer foods in both Europe and the United States. Kevin is non-executive chairman of Lunch Garden, a Belgian restaurant chain and has previously served as president of Burger King Europe, Middle East and Africa. Prior to his role with Burger King, Kevin served as general manager of Yum! Brands (Pizza Hut, KFC and Taco Bell) Europe and Russia Franchise Business Unit based in Switzerland. Earlier in his career he held executive roles with PepsiCo and Mars.

## **Ebbe Jacobsen (N)**

### **Non-executive Director**

Ebbe was appointed to the Board in January 2014 and is a member of the Nomination Committee. He has wide experience of operating in Germany and other European countries, most recently with Delsey. He has been in retail all his working life and has pan-EU retail knowledge with significant experience in franchising, multi-site and single brand retail. He pioneered the introduction of US fast food chain Burger King into the Nordic countries in the 1970s and held the position of director and operating partner when the franchise was sold in 1985. Other significant retail experience includes having been CEO of IKEA in Germany, CEO of Delsey and CEO of Habitat.

## **Helen Keays (A) (N) (R)**

### **Non-executive Director and Senior Independent Director**

Helen was appointed to the Board in September 2011 and is a member of the Company's Audit, Nomination and Remuneration Committees and was appointed as the Senior Independent Director on 20 April 2016. Helen has over 20 years' experience in travel, retail, consumer markets and telecoms. She is currently a non-executive director of Communis plc and a trustee of the Shakespeare Birthplace Trust and has held a number of other non-executive directorships, including most recently at Majestic Wine. The majority of her executive career was spent at GE Capital and Vodafone, where she held various senior marketing roles.

### **Key to Committees**

A indicates a member of the Audit Committee, N indicates a member of the Nomination Committee, R indicates a member of the Remuneration Committee and bold letters indicate the Chair of the relevant Committee.

# Notice of Annual General Meeting

## Domino's Pizza Group plc

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting ('AGM') of Domino's Pizza Group plc ('Company') will be held at Domino's Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB on Thursday 20 April 2017 at 12:00 noon, or at any adjournment thereof, for the following purposes:

### Resolutions

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 15 will be proposed as ordinary resolutions and numbers 16 to 19 will be proposed as special resolutions of the Company.

#### Ordinary resolutions

##### *Resolution 1 – Accounts and Reports*

To receive and adopt the Company's audited accounts and financial statements for the year ended 25 December 2016 together with the Directors' report and the Auditor's report.

##### *Resolution 2 – Re-appointment of the auditor*

To re-appoint Ernst & Young LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which the accounts are to be laid before the Company.

##### *Resolution 3 – Auditor's remuneration*

To authorise the Audit Committee of the Board of Directors of the Company to agree the remuneration of the Company's auditor.

##### *Resolution 4 – Final dividend*

To declare payable the recommended final dividend for the year ended 25 December 2016 of 4.5p per Ordinary share on 25 April 2017 to Ordinary shareholders whose names appear on the register of members at close of business on 17 March 2017.

##### *Resolution 5 – Re-election of Director*

To re-elect Stephen Hemsley as a Director of the Company.

##### *Resolution 6 – Re-election of Director*

To re-elect Colin Halpern as a Director of the Company.

##### *Resolution 7 – Re-election of Director*

To re-elect David Wild as a Director of the Company.

##### *Resolution 8 – Re-election of Director*

To re-elect Kevin Higgins as a Director of the Company.

##### *Resolution 9 – Re-election of Director*

To re-elect Ebbe Jacobsen as a Director of the Company.

##### *Resolution 10 – Re-election of Director*

To re-elect Helen Keays as a Director of the Company.

##### *Resolution 11 – Re-election of Director*

To re-elect Steve Barber as a Director of the Company.

##### *Resolution 12 – Election of Director*

To elect Rachel Osborne as a Director of the Company.

##### *Resolution 13 – Directors' remuneration report*

To approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) contained on pages 41 to 61 of the Annual Report and Accounts for the year ended 25 December 2016.

##### *Resolution 14 – Authority to allot shares*

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

- (a) up to an aggregate nominal amount of £854,024 (such amount to be reduced by the nominal amount of any equity securities within the meaning of section 560 of the 2006 Act) allotted or granted under paragraph (b) below of this resolution in excess of £854,024); and
- (b) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,708,048 (such amount to be reduced by the nominal amount of any shares allotted or grants made under paragraph (a) of this resolution) in connection with an offer by way of a rights issue:
  - (i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as is required by the rights of those securities or, if the Directors of the Company consider it necessary, as permitted by the rights of those securities,

but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal or regulatory or practical problems in or under the laws of, or the requirements of any relevant recognised regulatory body or any stock exchange in, any territory or any other matter.



The authorities hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of this resolution, unless such authorities are renewed prior to such time. Under the authorities hereby conferred the Directors of the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the Directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this resolution had not expired.

#### *Resolution 15 – Political donations*

THAT, in accordance with sections 366 and 367 of the 2006 Act, the Company and all companies which are subsidiaries of the Company at the date on which this resolution 15 is passed or during the period when this resolution 15 has effect, are authorised to:

- (a) make political donations to political parties or independent election candidates, as defined in sections 363 and 367 of the 2006 Act, not exceeding £50,000 in total; and/or
- (b) make political donations to political organisations other than political parties, as defined in sections 363 and 367 of the 2006 Act, not exceeding £50,000 in total; and/or
- (c) incur political expenditure, as defined in the 2006 Act, not exceeding £50,000 in total,

during that period beginning with the date of the passing of this resolution and ending on the conclusion of the next Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of this resolution.

### **Special resolutions**

#### *Resolution 16 – Disapplication of pre-emption rights*

THAT (subject to the passing of resolution 14) the Directors of the Company be and are authorised to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by resolution 14 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such authority be limited:

- (a) to the allotment of equity securities or sale of treasury shares in connection with a rights issue, open offer or any other pre-emptive offer in favour of the Ordinary shareholders and in favour of all holders of any other class of equity security in accordance with the rights attached to such class where the equity securities respectively attributable to the interests of all such persons on a fixed record date are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the Board may deem necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £128,116 (representing not more than 5% of the Company's issued Ordinary share capital excluding treasury shares as at 10 March 2017, being the last practicable date prior to the publication of the Notice of AGM).

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of this resolution, unless such authority is renewed prior to such time. Under the authority hereby conferred, the Directors of the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares (and treasury shares to be sold) after such expiry and the Directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this resolution had not expired.

#### *Resolution 17 – Disapplication of pre-emption rights (additional authority)*

THAT (subject to the passing of resolution 14) the Directors of the Company be authorised in addition to any authority granted under resolution 16 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by resolution 14 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such authority be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal value of £128,116 (representing not more than 5% of the Company's issued Ordinary share capital excluding treasury shares as at 10 March 2017, being the last practicable date prior to the publication of the Notice of AGM); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of this resolution, unless such authority is renewed prior to such time. Under the authority hereby conferred, Directors of the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares (and treasury shares to be sold) after such expiry and the Directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this resolution had not expired.

# Notice of Annual General Meeting continued

Domino's Pizza Group plc

## Special resolutions continued

### *Resolution 18 – Company's authority to purchase its own shares*

THAT, pursuant to the authorities contained in its Articles, the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary shares of 25/48ths of a penny each ('**Ordinary shares**') in the capital of the Company on such terms and in such manner as the Directors of the Company may think fit, provided that:

- (a) the maximum aggregate number of Ordinary shares that may be purchased is 49,196,705 Ordinary shares;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary share is 25/48ths of a penny (approximately 0.520833p);
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share on the London Stock Exchange's Main Market for listed securities at the time the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of this resolution, unless such authority is revoked, varied or renewed prior to such time; and
- (e) the Company may at any time before such expiry make offers or enter into agreements which would or might require Ordinary shares to be purchased under this authority which will or may be executed wholly or partly after such expiry, and the Company may make a purchase of Ordinary shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

### *Resolution 19 – Reduced notice of general meetings (other than an Annual General Meeting)*

THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days notice, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 or, if earlier, 15 months from the date of the passing of the resolution.

By order of the Board

## **Adrian Bushnell**

**Company Secretary**

17 March 2017

Registered Office: 1 Thornbury, West Ashland, Milton Keynes MK6 4BB

# Explanatory notes

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, and section 311 of the 2006 Act, shareholders who hold shares in certificated or uncertificated form must be entered on the Company's relevant share register (the 'Register') at 6:30p.m. on Tuesday 18 April 2017 (the 'Specified Time') in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of Ordinary shares held at such time. Changes to entries on the relevant Register after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then, to be so entitled, members must be entered on the Register at 6.30p.m. on the date two working days before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the Notice.
2. The right to appoint a proxy does not apply to persons whose Ordinary shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the 2006 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.
3. Any member entitled to attend and vote at the AGM 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 AGM 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 Proxy Form will not preclude a member from attending, speaking and voting at the Meeting in person, should he/she subsequently decide to do so.
4. In order to be valid, any Proxy Form and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or in accordance with the reply paid details, not less than 48 hours (excluding non-working days) before the time of the AGM (i.e. by 12:00 noon on Tuesday 18 April 2017) or of any adjournment of the AGM.
5. Shareholders who wish to submit their vote online may do so via the registrars' website, [www.shareview.co.uk](http://www.shareview.co.uk).
6. A Proxy Form accompanies this Notice. Details of how to appoint a proxy are set out in the notes to the Proxy Form. If a member wishes to appoint more than one proxy and requires additional Proxy Forms, the member can photocopy the Proxy Form.
7. The total number of Ordinary shares of 0.520833p each in issue as at 10 March 2017, the last practicable day before printing this document, was 496,039,642 Ordinary shares carrying one vote each. There were 4,072,590 shares held in treasury. The total level of voting rights in the Company as at this date was therefore 491,967,052.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual. CREST Personal Members (as defined in the CREST Manual) 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.
9. 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](http://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 (RA19) by the latest time for receipt of proxy appointments specified in this Notice of AGM. 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.
10. 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 their 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 any 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.
11. 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.
12. 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 shares. It is therefore no longer necessary to nominate a designated corporate representative.
13. Copies of the service contracts and letters of appointment of each of the Directors of the Company will be available for inspection at the registered office of the Company during usual business hours (excluding non-working days) and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.

## Explanatory notes continued

14. Any member attending the AGM 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 Meeting put by a member attending the Meeting. However, members should note that no answer need be given in the following circumstances:
  - (a) if to do so would interfere unduly with the preparation of the Meeting or would involve a disclosure of confidential information; and/or
  - (b) if the answer has already been given on a website in the form of an answer to a question; and/or
  - (c) if it is undesirable, in the interests of the Company or the good order of the Meeting that the question be answered.
15. Members satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.
16. To change a proxy instruction, a member needs to submit a new proxy appointment using the methods set out above. Note that the deadlines for receipt of proxy appointments (12:00 noon on Tuesday 18 April 2017) also apply 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 Proxy Form 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 8:30a.m. to 5:30p.m. Monday to Friday) or on +44 121 415 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.
17. 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 by hand to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or in accordance with the reply paid details. Note that the deadline for receipt of proxy appointments is not less than 48 hours (excluding non-working days) before the time of the AGM (i.e. by 12:00 noon on Tuesday 18 April 2017) or not less than 48 hours before the date of any adjournment of the AGM. This deadline also applies in relation to revocations and any revocation received after the deadline will be disregarded.
18. 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.
19. Any electronic address provided either in this Notice or in any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.
20. 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 Meeting as at 10 March 2017, being the last practicable day prior to the printing of this Notice, 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>.
21. Information regarding the AGM, including the information required by section 311A of the 2006 Act, is available from: <http://investors.dominos.co.uk>.
22. The AGM will be held at Domino's Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB on Thursday 20 April 2017 at 12:00 noon.



### Domino's Pizza Group plc

1 Thornbury, West Ashland,  
Milton Keynes MK6 4BB