



DOMINO'S PIZZA GROUP PLC

Domino's Pizza Group plc (the 'Company') hereby confirms that the following Special Resolution was approved by its shareholders at the Company's General Meeting held on 10 January 2017:

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 Domino's Pizza UK & IRL Plc Employee Benefit Trust or, where the context requires, Elian Employee Benefit Trustee Limited as trustee for Domino's Pizza UK & IRL Plc Employee Benefit Trust (the "**Employee Benefit Trust**").

(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 inurrence 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.

For and on behalf of Domino's Pizza Group plc

Adrian Bushnell
Company Secretary