



DOMINO'S PIZZA GROUP PLC

Domino's Pizza Group plc (the 'Company') hereby confirms that the following Resolutions were approved by its shareholders at the Company's Annual General Meeting held on 19 April 2018:

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 £835,896 (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 £835,896); and
- (b) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,671,792 (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 2019 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 2019 or, if earlier, 15 months from the date of the passing of this resolution.

Resolution 16 – Disapplication of pre-emption rights (as a Special Resolution)

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 £125,397 (representing not more than 5% of the Company's issued Ordinary share capital as at 9 March 2018, 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 2019 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) (as a Special Resolution)



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 £125,397 (representing not more than 5% of the Company's issued Ordinary share capital as at 9 March 2018, 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 2019 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.

Resolution 18 – Company's authority to purchase its own shares (as a Special Resolution)

THAT, pursuant to the authorities contained in its Articles, the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of Ordinary shares 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 48,152,453 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 2019 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) (as a Special Resolution)

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 2019 or, if earlier, 15 months from the date of the passing of the resolution.

Resolution 20 – New Articles of Association (as a Special Resolution)

THAT with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association (including those provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the Company's Articles of Association).

For and on behalf of Domino's Pizza Group plc

Adrian Bushnell
Company Secretary