



DOMINO'S PIZZA GROUP PLC

Domino's Pizza Group plc (the '**Company**') hereby confirms that the following Special Resolutions were approved by its shareholders at the Company's Annual General Meeting held on 18 April 2019:

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 £120,372 (representing not more than 5% of the Company's issued ordinary share capital as at 13 March 2019, 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 2020, 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 £120,372 (representing not more than 5% of the Company's issued ordinary share capital as at 13 March 2019, 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 2020 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 46,223,007 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 2020 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 2020 or, if earlier, 15 months from the date of the passing of the resolution.

For and on behalf of Domino's Pizza Group plc

Adrian Bushnell
Company Secretary