



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 4 May 2023:

Resolution 17 – Disapplication of pre-emption rights

THAT (subject to the passing of resolution 15) 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 15 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, an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, by way of a rights issue only)
 - (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 required by the rights of those securities, or as the Directors of the Company otherwise considers necessary, 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) in the case of the authority granted under paragraph (a) of resolution 15 and/or in the case of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £109,341 (representing not more than 5% of the Company's issued Ordinary share capital as at 8 March 2023, 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 2024 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 18 – Disapplication of pre-emption rights (additional authority)

THAT (subject to the passing of resolution 15) the Directors of the Company be and are hereby authorised in addition to any authority granted under resolution 17 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by paragraph (a) of resolution 15 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 £109,341 (representing not more than 5% of the Company's issued Ordinary share capital as at 8 March 2023, 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 a specified 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 2024 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 19 – Company’s authority to purchase its own shares

THAT, pursuant to the authorities contained in its Articles of Association, 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 41,987,181 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);
- (a) 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 trading venues where the purchase is carried out, at the time the purchase is carried out;
- (b) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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
- (c) 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 20 – 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 2024 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