

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 27 December 2015 (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.

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. Shareholders are requested to complete and return the enclosed proxy form to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 12:00 noon on Monday 18 April 2016, 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.

NOTICE OF ANNUAL GENERAL MEETING 2016

To be held at:

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

Date and time:

Wednesday 20 April 2016 at 12:00 noon

Letter from the Chairman

Domino's Pizza Group plc

Incorporated and registered in England & Wales with registered number 3853545

Directors:

Stephen Hemsley (Non-executive Chairman)
Colin Halpern (Non-executive Vice Chairman)
David Wild (Chief Executive 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

16 March 2016

To: Shareholders of Domino's Pizza Group plc

Dear fellow shareholder,

Annual General Meeting – Wednesday 20 April 2016

I have pleasure in inviting you to the 2016 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 Wednesday 20 April 2016. 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.

In addition to the ordinary business of the AGM, which includes ordinary resolutions numbered 1 to 14 and special resolutions numbered 15 to 17, there are two items of special business in the form of ordinary resolutions 18 and 19 to be transacted. All of these items of business are summarised and explained below.

Ordinary business

Ordinary resolutions (1 to 14)

Ordinary resolutions 1 to 4 deal with the receipt by the shareholders of the Company's Annual Report and Accounts (including the Directors' report, the auditor's report and the Directors' remuneration report) for the 52 week period ended 27 December 2015 (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 11.75p per ordinary share in the capital of the Company (resolution 4).

Resolutions 5 to 11 deal with the re-election (or election in the case of Steve Barber) of all Directors of the Company (each a '**Director**' and together 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. 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 9 of this document and pages 30 and 31 of the Annual Report and Accounts.

Following a full performance evaluation of the current Board of Directors (the '**Board**') (as at 23 February 2016), which included an assessment of the performance of each individual Director, the Nomination Committee has confirmed to the Board that each Non-executive Director continues to make an effective and valuable contribution and that they demonstrate commitment to their respective roles. The Board therefore supports each Board member's re-election or election.

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 12 seeks shareholders' approval of the Directors' remuneration report for the financial year ended 27 December 2015, which is included in the Annual Report and Accounts on pages 52 to 61. This vote will be in respect of the contents of that report (save for the forward-looking policy section, which is subject to a separate binding vote as explained in the next paragraph). It has an advisory effect and whether or not the resolution is carried, has no impact on any Director's level or terms of remuneration.

Resolution 13 deals with the Directors' remuneration policy which is set out on pages 43 to 51 of the Annual Report and Accounts (the '**Policy**'). Shareholders will be asked to approve the content of the Policy which, if approved, will take effect immediately after the end of the AGM. The vote on the Policy is binding since, in general terms, once the Policy becomes effective, the Company will only be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director if that payment is either consistent with the Policy or, if it is inconsistent with the Policy, it is approved by a separate shareholder resolution. The rationale for the proposed Policy is explained in the Remuneration Committee Chairman's introduction to the Directors' remuneration report, and has been the subject of extensive engagement with our main institutional shareholders and their UK representative bodies.

Ordinary business continued

Ordinary resolutions (1 to 14) continued

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.

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 £865,000, which represents approximately one third of the total current issued ordinary share capital as at 29 February 2016, being the last practicable date prior to the publication of this notice (the '**Latest Practicable Date**').

In accordance with institutional guidelines issued by the Investment Association, paragraph (ii) of Resolution 14 will be proposed to allow the Directors to allot, including the ordinary shares referred to in paragraph (i) of Resolution 14, equity securities (as defined within section 560 of the 2006 Act) in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £1,730,000, 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 exercise of options 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.

This authority will, if granted, expire on the conclusion of the Annual General Meeting of the Company to be held in 2017 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 380,000 shares in treasury as at the Latest Practicable Date.

Special resolutions (15 to 17)

Disapplication of statutory pre-emption rights (resolution 15)

The 2006 Act also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under sections 570 and 573 of the 2006 Act. The existing authority granted to the Directors at the 2015 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 15) will be proposed to renew the Directors' powers to allot ordinary shares for cash without offering them to shareholders pro rata to their existing holdings. This resolution authorises issues by way of rights to shareholders which are not strictly in accordance with section 561 of the 2006 Act and authorises other allotments of up to an aggregate nominal amount of £260,000 (representing approximately 10% 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. These were 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 company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment.

In accordance with the Pre-emption Principles, the Directors therefore confirm:

- that to the extent the authority sought in this resolution 15 is used for an issue of ordinary shares with a nominal value in excess of £130,000 (being approximately 5% of the Company's issued ordinary share capital at the Latest Practicable Date), it intends that this will only be used 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; and
- that it is their intention 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.

Although the Directors have no present intention to exercise this authority other than in connection with the exercise of options 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.

This authority, if granted, will expire on the conclusion of the Annual General Meeting of the Company to be held in 2017 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 subsequent Annual General Meetings in accordance with current best practice.

Letter from the Chairman continued

Ordinary business continued

Special resolutions (15 to 17) continued

Authority of the Company to purchase its own shares (resolution 16)

The current authority given at the 2015 Annual General Meeting 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.

Accordingly, they 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 2017 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 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:

- (i) cancel the purchased ordinary shares so reducing the total number of ordinary shares in issue; or
- (ii) 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 purposes 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 resolution 15 includes, within the authorised amount, 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.

As the Company is proposing a Share Split (as defined below in the explanatory notes to resolution 19) pursuant to resolution 19, the number of ordinary shares that the Company will be authorised to purchase will depend on whether resolution 19 is passed and, if resolution 19 is passed, whether such purchases are carried out before or after the Effective Date (as defined in the explanatory notes to resolution 19). Accordingly:

- (a) If resolution 19 is not passed, or if resolution 19 is passed and any purchase is made prior to the Effective Date, the maximum number of ordinary shares that the Company may purchase will be 16,640,000 ordinary shares (being approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date); and
- (b) if resolution 19 is passed, then the maximum number of New Ordinary Shares (as defined in the explanatory notes to resolution 19) that the Company may purchase will be:
 - (i) 49,920,000 New Ordinary Shares (being approximately 10% of the Company's issued ordinary share capital as at the Latest Practicable Date (but assuming the Share Split had occurred));
 - less
 - (ii) a figure equal to the aggregate number of ordinary shares (if any) purchased by the Company between the date of the passing of resolutions 16 and 19 and prior to the Effective Date multiplied by 3 (to reflect the proposed subdivision of each one ordinary share of the Company into three New Ordinary Shares pursuant to resolution 19).

In any case, the maximum price per ordinary share payable on any exercise of the authority set out in resolution 16 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 (i) 1.5625p per ordinary share (if resolution 19 is not passed or if resolution 19 is passed but such purchase is made prior to the Effective Date); or (ii) 25/48ths of a penny (approximately 0.520833p) per ordinary share (if resolution 19 is passed and the purchase is made on or after the Effective Date) (being in each case the nominal value of an ordinary share at the relevant time). For this purpose, both the maximum and minimum prices permitted to be paid are exclusive of expenses and any advance corporation taxes.

The number of ordinary shares in respect of which options have been granted that remain outstanding is 2,217,896 (constituting approximately 1.33% 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 16, then the total number of options to subscribe for ordinary shares outstanding as at the Latest Practicable Date would represent 1.48% of the reduced issued share capital, as at the same date.

Ordinary business continued

Special resolutions (15 to 17) continued

Reduced notice of general meetings (resolution 17)

Resolution 17 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.

Special business

Ordinary resolutions (resolutions 18 and 19)

Introduction of the 2016 Long Term Incentive Plan (resolution 18)

Resolution 18 seeks authority from shareholders to introduce a new employee share scheme, the Domino's Pizza Group plc 2016 Long Term Incentive Plan (the '**Plan**').

The Plan will be used to implement (if approved) the revised long-term incentive arrangements aspects of the new Directors' remuneration policy proposed for approval under Resolution 13 as explained above.

A summary of the principal terms of the Plan is set out in the Appendix to this letter.

Subdivision of the Company's ordinary shares (resolution 19)

In recent years, the price of the Company's ordinary shares of 1.5625 pence each ('**Existing Ordinary Shares**') has risen to the point where their closing mid-market price as at the Latest Practicable Date was £10.47. The Board believes that it is appropriate to propose the subdivision of each one Existing Ordinary Share into three New Ordinary Shares of 25/48ths of a penny (approximately 0.520833p) each ('**New Ordinary Shares**') pursuant to this resolution ('**Share Split**'). The Share Split will result in shareholders holding three New Ordinary Shares for each Existing Ordinary Share they held prior to the Share Split. The Board, having consulted with the Company's brokers, considers that having a larger number of ordinary shares with a lower market value than at present may improve the liquidity of the market in the Company's shares and reduce the bid/offer spread. The resolution is conditional upon the New Ordinary Shares being admitted to the premium listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities.

If the proposed Share Split proceeds, it is expected that the price of each New Ordinary Share will become one third of the price of an Existing Ordinary Share. This will reflect the fact that shareholders will own three times as many New Ordinary Shares as they currently own Existing Ordinary Shares. Shareholders should however note that, subject to market movements, the aggregate value of their shareholdings should remain the same.

The New Ordinary Shares will, in all respects, rank *pari passu* with and, except for the nominal value, be subject to the same rights and restrictions as the Existing Ordinary Shares. In particular, holders of New Ordinary Shares will have the same voting rights, the same rights to participate in dividends or income of the Company and the same rights on a liquidation of the Company as holders of Existing Ordinary Shares.

The Company's issued ordinary share capital as at the Latest Practicable Date was £2,606,325.47, divided into 166,804,830 Existing Ordinary Shares having a nominal value of 1.5625 pence each. If the Share Split is approved, the total value of the share capital will remain at £2,606,325.47, but will be divided into 500,414,490 New Ordinary Shares of 25/48ths of a penny (approximately 0.520833p) each.

Applications will be made for admission of the New Ordinary Shares to the premium listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities. If the applications are accepted, it is proposed that the last day of dealings in the Existing Ordinary Shares will be Friday 24 June 2016 and the effective time for dealings to commence in New Ordinary Shares will be 8.00am on Monday 27 June 2016 (or such other time and/or date as the board of directors of the Company may, in its discretion, determine) (the '**Effective Date**'). Pursuant to section 618(4) of the 2006 Act, the Company is permitted to seek approval from its shareholders to subdivide its shares with effect from a specified time in the future.

The New Ordinary Shares will be in registered form and may be held in certificated or uncertificated form. Following the Share Split becoming effective, share certificates in respect of the Existing Ordinary Shares will cease to be valid and will be cancelled. New certificates in respect of the New Ordinary Shares will be issued to those shareholders who hold their Existing Ordinary Shares in certificated form, and are expected to be dispatched no later than Friday 1 July 2016. No temporary documents of title will be issued. Transfers of New Ordinary Shares after 4.30pm on Friday 24 June 2016 but before the dispatch of new certificates will be certified against the register of members of the Company. CREST accounts are expected to be credited on the Effective Date.

Letter from the Chairman continued

Special business continued

Subdivision of the Company's ordinary shares (resolution 19) continued

Based on current UK tax legislation, the Share Split should not be treated as a disposal for the purposes of UK capital gains tax. The Share Split should also not be treated as giving rise to any distribution for income tax purposes. After the subdivision of the Existing Ordinary Shares pursuant to the Share Split, the base cost of those Existing Ordinary Shares for the purposes of UK capital gains tax should be apportioned between the resulting New Ordinary Shares. If you are in any doubt as to your personal tax status, you should consult your own professional adviser.

If this resolution is passed, the Share Split will become effective on admission of the New Ordinary Shares to the premium listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities, which is expected to be at 8.00am on Monday 27 June 2016.

Subject to approval where necessary of the Company's auditors and HM Revenue & Customs, appropriate adjustments will be made to outstanding options and other rights in accordance with the rules of the Company's employee share schemes to take account of the Share Split, and optionholders will be contacted separately in due course.

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 48 hours before the time fixed for the AGM (excluding non-working days), that is to say no later than 12:00 noon on Monday 18 April 2016. 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 1,162,450 ordinary shares.

I look forward to meeting you at the AGM.

Yours faithfully,

Stephen Hemsley

Chairman

Appendix

Summary of the principal terms of the Domino's Pizza Group plc 2016 Long Term Incentive Plan (the 'Plan')

Introduction

Approval for the Plan is sought under Resolution 18 to be proposed at the Company's 2016 Annual General Meeting.

The Plan will be used to implement the revised long-term incentive aspects of the new Directors' remuneration policy, also proposed for approval at the AGM, and which is set out in the Directors' remuneration report within the 2015 Annual Report and Accounts.

Operation

The Remuneration Committee of the Board (the '**Committee**') will supervise the operation of the Plan.

Participants

Initially, the Company's Chief Executive, David Wild, will be the sole participant in the Plan. The Committee may select other (if any) employee(s) of the Group as participants and grant awards to them at its discretion during the five year life of the Plan that will commence on its adoption by the Committee.

Individuals that participate in the Plan will only be eligible for one award under the Plan, and while that award subsists, will not be eligible for the grant of any new awards under the Company's existing long-term incentive plan, the Domino's Pizza Group plc 2012 Long Term Incentive Plan (the '**2012 LTIP**') until 2019.

Award structure

Awards will be structured as nil cost options over ordinary shares in the Company, which can be satisfied by the issue of new shares, the transfer of shares from treasury, or market-purchased shares held or sourced by the Group's Employee Benefit Trust.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Maximum size of awards

Subject to shareholders' approval of the new Directors' remuneration policy and the Plan, it is proposed to grant an award over 534,000 shares to David Wild shortly after the 2016 AGM.

Any future Plan awards to additional participants will have a face value at grant lower than that of the award to be made to Mr Wild.

Performance conditions

The potential vesting of the award to Mr Wild will be subject to satisfaction of a performance condition comprising independently assessed measures of earnings per share and relative total shareholder return, and the unconditional release of shares thereafter is subject to a further assessment of total shareholder return on an absolute basis.

Fuller details of these performance conditions and the related performance periods and vesting profiles are explained in the Directors' remuneration report within the Company's 2015 Annual Report and Accounts.

Different vesting profiles and performance conditions may apply in relation to awards (if any) granted to others.

The Committee may vary the performance conditions applying to any award if an event occurs which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Holding period

The terms of the Plan require that participants will ordinarily be required to retain any unconditionally vested shares (on an after-tax basis) acquired under the Plan (or, where relevant, the full number of the unconditionally vested shares whilst held under an unexercised but unconditionally vested award) until at least the fifth anniversary of the grant of the first awards under the Plan.

Exceptionally, the Committee may, in its discretion, allow such participants to sell, transfer, assign or dispose of some or all of these shares before the end of the holding period, subject to such additional terms and conditions that the Committee may specify.

Dividend equivalents

Participants will receive a payment (ordinarily settled in cash) on or following the unconditional vesting of their awards of an amount equivalent to the dividends that would have been paid on the relevant shares between the time when their award was granted and the time when such shares became unconditionally vested (or if later, and whilst the award remains unexercised in respect of such unconditionally vested shares, the expiry of the holding period).

Recovery and withholding

The Committee may apply the Plan's recovery and withholding provisions if, within three years of the provisional and/or unconditional vesting of an award in respect of award shares, it is discovered that there has been a material misstatement in the Company's audited accounts, an error in assessing any applicable performance condition or if an event of gross misconduct is discovered.

The recovery and withholding may be satisfied by way of a reduction in the amount of any future bonus, subsisting award or future share awards and/or a requirement to make a cash payment.

Appendix continued

Summary of the principal terms of the Domino's Pizza Group plc 2016 Long Term Incentive Plan (the 'Plan')

Leaving employment

Awards made under the Plan will generally lapse upon a participant ceasing to hold employment within the Company's Group. However, if a participant ceases to be an employee within the Group because of death, ill health, injury, disability, redundancy, their employing company or the business for which they work being sold out of the Group or in other circumstances (as determined at the discretion of the Committee), then their award will continue to be capable of unconditionally vesting on the date(s) on which it would have unconditionally vested had such cessation not occurred.

The extent to which an award will vest in these situations will depend upon the extent to which the relevant performance conditions have been satisfied and the pro-rating of the award to reflect the period of time between grant and cessation relative to the period between grant and the end of the relevant performance period. The Committee has discretion not to pro-rate an award if it regards it as inappropriate to do so.

Corporate events

In the event of a change of control or winding up of the Company (other than a corporate reorganisation), all awards will unconditionally vest to the extent that the relevant performance conditions have been satisfied at that time and subject to a pro-rata reduction to reflect the period of time between grant and the date of the corporate event relative to the period between grant and the end of the relevant performance period, except that the Committee can decide not to pro-rate an award if it regards it as inappropriate to do so.

In the event of a corporate reorganisation, awards will be replaced by equivalent new awards over shares in any new holding company unless the Committee decides that awards should vest, in which case the same terms will apply as in the case of a change of control.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of shares to a material extent, then the Committee may decide that awards will vest on the same terms as in the case of a change of control, as described above.

Participants' rights

Awards will not confer any shareholder rights until the awards have been exercised.

Rights attaching to shares

Any shares allotted or transferred when an award is exercised will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment or transfer).

Variation of capital

In the event of any variation of the Company's share capital, the Committee may make such adjustment as it considers appropriate to any subsisting awards and Plan limits. Awards may also be adjusted in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the shares.

Dilution limits

The Plan may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company.

Treasury shares will ordinarily count as new issue Shares for the purposes of these limits.

Exceptionally, awards may be cash settled.

Alterations

The Committee may, at any time, amend the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards on its terms.

The requirement to obtain the prior approval of shareholders will not apply to any non-material alteration made to facilitate the administration of the Plan, to take account of a change in legislation or to obtain or maintain beneficial tax, exchange control or regulatory treatment for participants or for any Group company. Shareholder approval will not be required for any amendments to any performance condition applying to an award that the Committee may wish to make.

Overseas arrangements

The shareholder resolution to approve the Plan will allow the Board to establish further plans for overseas territories, where such plan is similar to the Plan but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are counted against the limits on individual and overall participation in the Plan.

Board of Directors

Stephen Hemsley (N)

Non-executive Chairman

Stephen joined the Board as Finance Director in 1998. In 2001 he was appointed Chief Executive. Stephen was appointed Executive Chairman of the Group in 2008 and became non-executive Chairman in 2010 and from September 2014 became Chairman of the Nomination Committee. Stephen is also chairman of Franchise Brands Worldwide Limited and its subsidiary companies. Stephen 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 Republic of Ireland in 1993 through International Franchise Systems Inc. In 1999, with Colin as Chairman, the Company was taken public and listed on AIM. Colin is the Managing Director of HS Real Company LLC, 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 in January 2014 and was appointed as Chief Executive Officer on 30 April 2014. David is a non-executive director of the multi-channel consultancy Practicology and also Bankers' Investment Trust PLC. 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.

Steve Barber (A R)

Non-executive Director

Steve was appointed to the Board as a non-executive Director in July 2015. He is now 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 Price Waterhouse 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 also the Finance Director of Mirror Group. He is also Founder of The Objectivity Partnership, a member of the steering group of the Audit Quality Forum and Chairman of Design Objectives Worldwide.

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 has served as President of Burger King Europe, Middle East & Africa. Prior to his role with Burger King, Kevin served as General Manager of Yum! Brands (Pizza Hut, KFC and Taco Bell) Europe & 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 on 31 January 2014. He is a member of the Nominations 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 Burger King into the Nordics 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

Helen was appointed to the Board in 2011 and is a member of the Company's Audit, Nomination and Remuneration Committees. Helen has over 20 years' experience in travel, retail, consumer markets and telecoms. She is currently a consultant and a non-executive director of Majestic Wine plc, a non-executive director of Communis plc and a trustee of the Shakespeare's, Birthplace Trust. The majority of her career was spent at GE Capital and Vodafone Group plc, 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

Bold letters indicates the Chair of the relevant Committee

Notice of Annual General Meeting continued

Domino's Pizza Group plc

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting (the AGM) of Domino's Pizza Group plc (the Company) will be held at Domino's Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB on Wednesday 20 April 2016 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 14 will be proposed as ordinary resolutions and numbers 15 to 17 as special resolutions as part of the ordinary business of the Company. Resolutions 18 and 19 are items of special business and will be proposed as ordinary resolutions.

Ordinary business

Ordinary resolutions

Resolution 1 – Accounts and Reports

To receive and adopt the Company's audited accounts and financial statements for the year ended 27 December 2015 together with the Directors' report and the Auditor's report.

Resolution 2 – Re-appointment of the auditor

To re-appoint Ernst & Young LLP as auditors 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 27 December 2015 of 11.75p per ordinary share on 25 April 2016 to ordinary shareholders whose names appear on the register of members at close of business on 11 March 2016.

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 – Election of Director

To elect Steve Barber as a Director of the Company.

Resolution 12 – Directors' remuneration report

To approve the Directors' remuneration report (other than the part containing the Directors' remuneration policy) contained in the Annual Report and Accounts for the year ended 27 December 2015.

Resolution 13 – Directors' remuneration policy

To approve the Directors' remuneration policy contained within the Directors' remuneration report in the Annual Report and Accounts for the year ended 27 December 2015.

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:

- (i) up to an aggregate nominal amount of £865,000 (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 (ii) below of this Resolution in excess of £865,000); and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,730,000 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (i) above of this Resolution) in connection with an offer by way of a rights issue,

to ordinary shareholders in proportion (as nearly as may be "practicable") to their existing holdings and to holders of other equity securities if this 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 in relation to treasury shares, fractional entitlements, record dates, or legal or regulatory or practical problems in or under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

Resolutions continued

Ordinary business continued

Ordinary resolutions continued

Resolution 14 – Authority to allot shares continued

The authorities hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 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.

Special resolutions

Resolution 15 – Disapplication of pre-emption rights

THAT (subject to the passing of Resolution 14) the Directors of the Company be and hereby are authorised pursuant to and in accordance with section 570 and section 573 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) wholly for cash pursuant to the authority conferred by Resolution 14 (set out in this Notice), and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment or sale provided that such power shall be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer by way of rights, open offer or other pre-emptive offer to the holders of equity securities in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings of such securities or in accordance with the rights attached to them but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, or legal or regulatory or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter; and
- (b) in the case of the authority granted under paragraph (i) of Resolution 14 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than pursuant to sub-paragraph (a) above of this Resolution 15) of equity securities or sale of treasury shares up to a maximum aggregate nominal value of £260,000.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017 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 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 16 – 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 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:
 - (i) if Resolution 19 is not passed or, if Resolution 19 is passed and any such purchase is made prior to the Effective Date (as defined in Resolution 19), 16,640,000 ordinary shares; and
 - (ii) if Resolution 19 is passed, 49,920,000 ordinary sharesless
a figure equal to the aggregate number of ordinary shares (if any) purchased by the Company (between the date of the passing of this resolution and prior to the Effective Date) multiplied by 3.
- (b) the minimum price which may be paid for an ordinary share is:
 - (i) 1.5625p (if Resolution 19 is not passed or if Resolution 19 is passed and the purchase is made prior to the Effective Date); and
 - (ii) 25/48ths of a penny (approximately 0.520833p) (if Resolution 19 is passed and the purchase is made on or after the Effective Date),in either case such minimum price being exclusive of any advance corporation tax and any expenses;
- (c) the maximum price 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, such maximum price being exclusive of any advance corporation tax and any expenses; and
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2017 or, if earlier, 15 months from the date of the passing of this Resolution, unless such authority is renewed prior to such time.

Notice of Annual General Meeting continued

Domino's Pizza Group plc

Resolutions continued

Ordinary business continued

Special resolutions continued

Resolution 16 – Company's authority to purchase its own shares continued

Under the authority hereby conferred, the Company may before such expiry make an offer or agreement to purchase ordinary shares 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 17 – 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 by notice of at least 14 clear days in accordance with the provisions of the Articles of the Company, provided that the authority of this Resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2017.

Special Business

Ordinary resolutions

Resolution 18 – Approval of the Domino's Pizza Group plc 2016 Long Term Incentive Plan

THAT the rules of the Domino's Pizza Group plc 2016 Long Term Incentive Plan (the '**Plan**') referred to in the Chairman's letter to shareholders dated 16 March 2016 and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman of the meeting be and are hereby approved and the Directors be authorised to:

- (a) make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.

Resolution 19 – Subdivision of the Company's ordinary shares

THAT each ordinary share of 1.5625 pence in the capital of the Company be and is hereby subdivided into three ordinary shares of 25/48ths of a penny (approximately 0.520833p) each, such shares having the rights and being subject to the restrictions set out in the articles of association of the Company for the time being, provided that this resolution is conditional upon, and shall take effect on, admission to the premium listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities of the new ordinary shares arising from such subdivision on 8.00am on 27 June 2016 (or such other time and/or date as the board of directors of the Company may, in its absolute discretion, determine) (the '**Effective Date**').

By order of the Board

Rob Bellhouse

Company Secretary

16 March 2016

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 6:00p.m. on Monday 18 April 2016 (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 6.00p.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 form of proxy 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 form of proxy 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 Monday 18 April 2016) or of any adjournment of the AGM.
5. Shareholders who wish to submit their vote online may do so via the registrar's website, 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 so requires additional proxy forms, the member can photocopy the proxy form.
7. The total number of ordinary shares of 1.5625p each in issue as at 29 February 2016, the last practicable day before printing this document, was 166,804,830 ordinary shares carrying one vote each. There were 380,000 shares held in treasury. The total level of voting rights in the Company as at this date was therefore 166,424,830.
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 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.

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). 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 the 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.

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 its 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.

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.

9. 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.
10. 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.

Notice of Annual General Meeting continued

Domino's Pizza Group plc

Explanatory notes: continued

11. A copy of the proposed draft rules of the Domino's Pizza Group plc 2016 Long Term Incentive Plan will be available for inspection at the Company's registered office and at the offices of New Bridge Street (an Aon Hewitt Limited company) at 10 Devonshire Square, London EC2M 4YP during normal business hours (excluding non-working days) until the close of the AGM and at the place of the AGM for at least 15 minutes prior to and during the AGM.
12. 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:
 - (i) if to do so would interfere unduly with the preparation of the Meeting or would involve a disclosure of confidential information;
 - (ii) if the answer has already been given on a website in the form of an answer to a question; and/or
 - (iii) if it is undesirable, in the interests of the Company or the good order of the Meeting, that the question be answered.
13. 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.
14. 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 Monday 18 April 2016) also applies 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.
15. 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 deadline for receipt of proxy appointments (12:00 noon on Monday 18 April 2016) also applies in relation to revocations and any revocation received after the deadline will be disregarded.
16. 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.
17. Any electronic address provided either in this Notice or in any related documents (including the form of proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
18. 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 29 February 2016, 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: investors.dominos.co.uk.
19. Information regarding the AGM, including the information required by section 311A of the 2006 Act, is available from: investors.dominos.co.uk.
20. The AGM will be held at Domino's Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB on Wednesday 20 April 2016 at 12:00 noon.



Domino's Pizza Group plc

1 Thornbury, West Ashland,
Milton Keynes MK6 4BB