

Domino's Pizza Group plc

(Incorporated and registered in England and Wales with registered number 03853545)



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 29 December 2013 (the "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 Report and Accounts and the Proxy Form and the Notice of AGM set out at the end of this document. Shareholders are requested to complete and return the enclosed Proxy Form to Domino's Pizza Group plc's registrars, Capita Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than **1pm on 31 March 2014**, being 48 hours before the time appointed for holding the meeting (excluding non-working days). The return of a Proxy Form will not preclude a member from attending and voting at the Annual General Meeting in person should he/she subsequently decide to do so. Alternatively, shareholders can submit their vote electronically via the registrar's web portal, www.capitashareportal.com.

Notice of Annual General Meeting 2014

To be held at:

Domino's Head Office
Supply Chain Centre
1 Thornbury
West Ashland
Milton Keynes
MK6 4BB

Date & Time:

2 April 2014 at 1pm

Domino's Pizza Group plc (the "Company")

Incorporated and registered in England & Wales with registered number 03853545

Registered office:

1 Thornbury
West Ashland
Milton Keynes
MK6 4BB

Directors:

Stephen Hemsley (Non-Executive Chairman)
Colin Halpern (Non-Executive Vice Chairman)
David Wild (Interim Chief Executive Officer)
Lance Batchelor (Chief Executive Officer)
Lee Ginsberg (Chief Financial Officer)
Sean Wilkins (Chief Financial Officer Designate)
Nigel Wray (Non-Executive Director)
John Hodson (Non-Executive Director)
Michael Shallow (Non-Executive Director)
Syl Saller (Non-Executive Director)
Helen Keays (Non-Executive Director)
Ebbe Jacobsen (Non-Executive Director)

4 March 2014

To: Shareholders of Domino's Pizza Group plc

Dear Shareholder,

Annual General Meeting – 2 April 2014

I have pleasure in inviting you to the 2014 Annual General Meeting (the "**Meeting**" or "**AGM**") of Domino's Pizza Group plc which will be held at Domino's Head Office, Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB at 1pm on Wednesday, 2 April 2014. 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.

This year's AGM business includes the ordinary business and related ordinary and special resolutions that are put to the AGM each year. In addition, there will be an ordinary resolution not previously put to the AGM of the Company to approve the Company's remuneration policy, which is now required under the executive remuneration regime applicable to all UK quoted companies and an ordinary resolution to approve a proposed amendment to the Company's 2012 Long Term Incentive Plan to permit the Company

to continue to settle awards granted under its share schemes with newly issued shares. Further details of the resolutions to be proposed at the AGM are set out in this letter.

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 or by email at mark.millar@dominos.co.uk.

Explanation of business of the Meeting

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 17 and special resolutions numbered 18 to 20, there is one item of special business in the form of ordinary resolution 21 to be transacted at the AGM. The resolutions are explained and summarised below.

ORDINARY BUSINESS

Ordinary Resolutions (1 to 17)

Ordinary resolutions 1 to 4 deal with the receipt by the shareholders of the Company's audited accounts and the reports of the Directors and the auditors, for the 52 week period ended 29 December 2013 (Resolution 1), the re-appointment of Ernst & Young LLP as auditors of the Company (Resolution 2), the determination of the auditors' remuneration (Resolution 3) and the declaration of a final dividend of 8.80 pence per ordinary share in the capital of the Company ("**Ordinary Share**") (Resolution 4).

Since the last AGM, the directors of the Company have appointed Sean Wilkins, David Wild and Ebbe Jacobsen as directors of the Company and each of them are seeking election through separate resolutions numbered 12, 13 and 14 respectively.

Resolutions 5 to 11 deal with the re-election of each of Stephen Hemsley, Colin Halpern, Nigel Wray, John Hodson, Michael Shallow, Syl Saller and Helen Keays as directors of the Company. The Company's Articles of Association adopted on 30 March 2010 by special resolution (as amended, the "**Company's Articles**") require all directors of the Company to submit themselves for re-election at least every three years. However, the UK Corporate Governance Code issued by the Financial Reporting Council in May 2010 (the "**Code**") provides that all directors of FTSE 350 companies should be put forward for re-election every year. The Directors are therefore acting in accordance with the Company's Articles and the Code and, being eligible, will retire voluntarily and submit themselves for re-election.

As announced by the Company on 30 July 2013 and 6 December 2013 respectively, Lee Ginsberg and Lance Batchelor will not be standing for re-election as directors of the Company.

Biographical details of all the directors of the Company (as at 28 February 2014), standing for election or re-election can be found on pages 9 to 11 of this document and pages 42 and 43 of the Report and Accounts.

Following a full performance evaluation of the current board of Directors which included an assessment of the performance of each individual Director, the Nomination Committee has confirmed to the Board that each Director continues to make an effective and valuable contribution and that they demonstrate excellent commitment to their respective roles. The board of directors of the Company therefore supports each Director's re-election or election.

LETTER FROM CHAIRMAN

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 Report on Directors’ Remuneration for the year. Resolution 15 deals with the Company’s Report on Directors’ Remuneration whereby shareholders will be asked to approve the content of the Report on Directors’ Remuneration including the Annual Statement by the Chairman of the Remuneration Committee but excluding the parts of pages 57 to 64 containing the Directors’ Remuneration Policy which is the subject of Resolution 16. This vote will be in respect of the content of the Report on Directors’ Remuneration for the financial year ended 29 December 2013, a copy of which is included in the Report and Accounts at pages 56 to 71; the vote is advisory in nature and does not affect the actual remuneration paid to any Director.

Resolution 16 deals with the Directors’ Remuneration Policy which is set out on pages 57 to 64 of the Report on Directors’ Remuneration. Shareholders will be asked to approve the content of the Directors’ Remuneration Policy which, if approved, will take effect immediately after the end of the AGM. The vote on the Directors’ Remuneration Policy is binding since, in general terms, once the Directors’ Remuneration 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 Director’s Remuneration Policy or, if it is inconsistent with the Directors’ Remuneration Policy, it is approved by a separate shareholder resolution.

Resolution 17 deals with the authority of the Directors to issue and allot new Ordinary Shares.

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the shareholders in general meeting under section 551 of the 2006 Act. Upon the passing of Resolution 17, the Directors will have authority (pursuant to paragraph (i) of Resolution 17) to allot Ordinary Shares (and other relevant securities, as defined within Section 551 of the 2006 Act) up to an aggregate nominal amount of £860,000 which is approximately one third (33.3 per cent.) of the Company’s current issued ordinary share capital as at 28 February 2014, being the latest practicable date before the publication of this notice.

In addition, in accordance with guidance from the Association of British Insurers (**ABI**) on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of Resolution 17, the Directors will have authority (pursuant to paragraph (ii) of Resolution 17) to allot, including the Ordinary Shares referred to in paragraph (i) of Resolution 17, further Ordinary Shares (and other relevant securities, as defined within Section 551 of the 2006 Act) in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £1,722,500, as reduced by the nominal amount of any shares issued under paragraph (i) of Resolution 17. This amount (before any reduction) represents approximately two thirds (66.67 per cent.) of the Company’s current issued ordinary share capital as at 28 February 2014, being the latest practicable date before the publication of this notice.

As a result, if Resolution 17 is passed, the Directors could allot shares representing up to two thirds of the current issued share capital of the Company pursuant to a rights issue.

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 2015 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 holds no shares in treasury as at 28 February 2014, being the last practicable date prior to publication of this document.

SPECIAL RESOLUTIONS (18 to 20)

(a) Disapplication of statutory pre-emption rights (Resolution 18)

If the Directors wish to exercise the authority under Resolution 17 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the 2006 Act requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash or to sell treasury shares for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 18 would authorise the Directors to do this by allowing the Directors to allot shares for cash or sell treasury shares for cash (i) by way of a rights issue (subject to certain exclusions), or by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion to their shareholdings (subject to certain exclusions) or (ii) otherwise up to an aggregate nominal value of £129,000 which is equivalent to approximately five (5) per cent. of the issued Ordinary Share capital of the Company on 28 February 2014, being the latest practicable date prior to the printing of this notice.

The existing authority granted to the Directors at the 2012 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.

Again, 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 2015 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.

(b) Authority of the Company to purchase its own shares (Resolution 19)

The existing authority granted to the Directors at the 2013 annual general meeting to purchase its own 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, albeit that no share buybacks were carried out during the reporting year ended 29 December 2013, for the purposes of returning surplus funds to shareholders and providing a return on investments. The Directors therefore consider that it would be beneficial for the shareholders of the Company as a whole if the Company was to be granted the flexibility to repurchase its own shares.

Accordingly, the Directors recommend that the existing power to purchase in Ordinary Shares (in defined circumstances) up to a maximum prescribed limit be renewed for a further limited period.

The Company will only make such purchases 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 of its own shares 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 18 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.

Resolution 19 authorises the Directors to purchase up to a maximum of 16,500,000 Ordinary Shares, being approximately 10 per cent. of the current issued Ordinary Share capital of the Company as at 28 February 2014, and provides that the maximum price per Ordinary Share payable on any exercise of the authority shall be the higher of (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days prior to making any purchase and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange plc at the time the purchase is carried out. The minimum price payable shall be 1.5625 pence per Ordinary Share, being the nominal value of an Ordinary Share. For this purpose, both the maximum and minimum prices permitted to be paid are exclusive of expenses.

The number of Ordinary Shares in respect of which options have been granted that remain outstanding is 3,884,638 (constituting approximately 2.35 per cent. of the current issued Ordinary Share capital of the Company as at 28 February 2014, being the latest practicable date prior to the printing of this notice). If the Company was to buy back the maximum number of Ordinary Shares permitted pursuant to Resolution 19, then the total number of options to subscribe for Ordinary Shares outstanding as at 28 February 2014 would represent 2.61 per cent. of the reduced issued share capital.

This authority, if granted, will expire at the conclusion of the annual general meeting of the Company to be held in 2015 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.

(c) Reduced Notice of General Meetings (Resolution 20)

Resolution 20 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 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

LETTER FROM CHAIRMAN

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.

It should also be noted that, 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 Resolution (Resolution 21)

Proposed Amendment to the Company's 2012 Long Term Incentive Plan

In order to ensure that the Company is in a position to recruit, retain and motivate executives of an appropriate calibre to lead the Company through its next phase of development, and to facilitate share ownership across the Company more generally, the Remuneration Committee is proposing to amend the rules of the Company's 2012 Long Term Incentive Plan to remove the 5% in 10 year dilution limit which currently applies to the Company's share plans and to operate them within a single 10% in 10 year dilution limit instead. This will allow the Company to continue to settle awards granted under its share plans with newly issued shares.

Further information on the proposed amendment and the background behind it are set out in the appendix to the Notice of AGM.

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 stead. 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, Capita Asset Services, 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 1pm on 31 March 2014. Completion and return of a Proxy Form 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 1,325,475 Ordinary Shares.

I look forward to your attendance at the AGM.

Yours faithfully,

Stephen Hemsley
Chairman

BOARD BIOGRAPHIES

Stephen Hemsley (56)

Non-Executive Chairman

Stephen joined the Company as Finance Director in 1998. In 2001 he was appointed Chief Executive. Stephen was appointed Executive Chairman of the Group at the beginning of 2008 and became Non-Executive Chairman with effect from the close of the 2010 AGM. Stephen is also Chairman of Franchise Brands Worldwide Limited and its subsidiary companies. Stephen is a chartered accountant by profession.

Colin Halpern (77)

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 November 1999, with Colin as Chairman, the Company was taken public and listed on AIM. Colin is the Managing Director of HS Real Company LLC, Chairman of Calumet Holdings LLC and Dayenn Limited and Non-Executive Director of several other companies.

Lance Batchelor (50)

Chief Executive Officer (Until 16 March 2014)

Lance leaves the Company to take up the position of Chief Executive Officer of Saga on 16 March 2014 having been Chief Executive Officer since 26 December 2011 (and Deputy Chief Executive Officer since June 2011). Lance originally joined the Board as a Non-Executive Director in July 2010 whilst the Chief Executive Officer of Tesco Mobile, part of Tesco plc. Lance previously held senior roles at Vodafone Group plc, Amazon.com and Procter & Gamble. He began his career in the Royal Navy where he served as an officer in the submarines. Lance holds an MBA from Harvard Business School. He is a trustee of The National Gallery.

David Wild (58)

Interim Chief Executive Officer

David was appointed to the Board in November 2013 and in January 2014 was appointed Chief Executive on an interim basis whilst a permanent replacement for Lance Batchelor is found. David is Senior Independent Director and Chair of the remuneration committee at Premier Foods plc and previously held senior positions at Halfords Group plc, Walmart Stores Inc., Tesco Stores plc and RHM Foods Limited.

Lee Ginsberg (56)

Chief Financial Officer (Until 2 April 2014)

On 30 July 2013 it was announced that Lee would retire and stand down at the 2014 AGM (on 2 April 2014) having joined the Company in 2004 as Finance Director and Company Secretary. Lee previously held the post of Group Finance Director for Health Club Holdings Limited, formerly Holmes Place plc, where he also served for 18 months as Deputy Chief Executive. Lee is a Non-Executive Director of Mothercare plc, Oriole Restaurants Limited and was appointed a Non-Executive Director of Trinity Mirror plc on 1 January 2014. Lee is a chartered accountant by profession.

BOARD BIOGRAPHIES

Sean Wilkins (44)

Chief Financial Officer (from 2 April 2014)

Sean took up the position of Chief Financial Officer (Designate) with effect from 18 November 2013 to take over as Chief Financial Officer on 2 April 2014. Sean joined the Company from Coles Group Pty Limited in Australia where he was General Manager (Supermarkets Finance). Sean previously held the roles of Finance Director (Malaysia) and Finance Strategy and International Director of Telecoms at Tesco plc. Before this Sean was Chief Financial Officer of O2 Asia Pacific & Middle East (part of Telefonica Europe plc).

Michael Shallow (59) v • * °

Non-Executive Director

Michael was appointed to the Board in 2006. He is the Senior Independent Director, Chair of the Company's Audit Committee and a member of the Remuneration Committee and Nomination Committee. Michael is a Non-Executive Director of Britvic plc and has worked in the food and drinks sector for the past 21 years. He was previously the Finance Director for Greene King plc.

Syl Saller (56) v * °

Non-Executive Director

Syl was appointed to the Board in September 2011 and is Chair of the Company's Nomination Committee and a member of the Remuneration Committee. Syl was promoted in July 2013 to be Chief Marketing Officer for Diageo plc, sitting on the Company's Executive Committee. Prior to this she was Global Innovation Director for Diageo, and has held senior marketing and general management roles within Allied Domecq, the Holson Burnes Group and Gillette. She has an MBA from Harvard Business School.

Helen Keays (49) • *

Non-Executive Director

Helen was appointed to the Board in September 2011 and is a member of the Company's Audit and Nomination Committees. Helen is also a Non-Executive Director of Majestic Wine plc and a trustee of The Shakespeare Birthplace Trust. Helen has previously been a Director of Chrysalis plc and The Britannia Building Society, Mattioli Woods plc and held senior roles within Vodafone Group plc and GE Capital.

John Hodson (67) v • * °

Non-Executive Director

John joined the Board in 2005 having previously been Chairman and Chief Executive Officer of Singer and Friedlander Group. He is currently Chairman of Strategic Equity Capital plc and a director of Prestbury Residual Limited. John is Chairman of the Company's Remuneration Committee and a member of the Nomination Committee and Audit Committee.

Nigel Wray (65)

Non-Executive Director

Nigel was appointed to the Board in 1999. He is Chairman of Saracens Rugby Club and Non-Executive Director of several public and private companies.

BOARD BIOGRAPHIES

Ebbe Jacobsen (64)

Non-Executive Director

Ebbe was appointed to the Board on 31 January 2014. He has wide experience of operating in Germany and other European countries, most recently with Delsey. He has been in retail all his 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 1975 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.

<p>Key to Committees</p> <ul style="list-style-type: none">• Member of the Audit Committee* Member of the Nomination Committee° Member of the Remuneration Committee√ Indicates Chairman of Committee <p><i>† Ages of Directors are as at 28 February 2014</i></p>
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NOTICE OF ANNUAL GENERAL MEETING

DOMINO'S PIZZA GROUP PLC

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting ("AGM") of Domino's Pizza Group plc (the "Company") will be held at Domino's Head Office, Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB on Wednesday, 2 April 2014 at 1pm, or any adjournment thereof, for the following purposes:

Resolutions

To consider, and if thought fit, to pass the following Resolutions of which numbers 1 to 17 will be proposed as ordinary resolutions and numbers 18 to 20 as special resolutions as part of the ordinary business of the Company. Resolution number 21 will be proposed as an ordinary resolution as part of the special business of the Company.

ORDINARY BUSINESS

Ordinary Resolutions

RESOLUTION 1 – Accounts and Report

To receive and adopt the Company's audited accounts and financial statements for the year ended 29 December 2013 together with the Directors' Report and Auditors' Report.

RESOLUTION 2 – Reappointment of the Auditors

To re-appoint Ernst & Young LLP as auditors of the Company until the conclusion of the next annual general meeting at which the accounts are to be laid before the Company.

RESOLUTION 3 – Auditors' Remuneration

To authorise the Audit Committee of the Board of Directors of the Company to agree the remuneration of the Company's auditors.

RESOLUTION 4 – Final Dividend

To declare payable the final dividend for the year ended 29 December 2013 of 8.80 pence per Ordinary Share on 4 April 2014 to ordinary shareholders whose names appear on the register of members at close of business on 14 March 2014 (ex dividend date 12 March 2014).

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 Nigel Wray as a director of the Company.

RESOLUTION 8 – Re-election of Director

To re-elect John Hodson as a director of the Company.

RESOLUTION 9 – Re-election of Director

To re-elect Michael Shallow as a director of the Company.

RESOLUTION 10 – Re-election of Director

To re-elect Syl Saller as a director of the Company.

RESOLUTION 11 – Re-election of Director

To re-elect Helen Keays as a director of the Company.

RESOLUTION 12 – Election of Director

To elect Sean Wilkins as a director of the Company.

RESOLUTION 13 – Election of Director

To elect David Wild as a director of the Company.

RESOLUTION 14 – Election of Director

To elect Ebbe Jacobsen as a director of the Company.

RESOLUTION 15 – Report on Directors' Remuneration

To approve the Report on Directors' Remuneration (other than the part containing the Directors' Remuneration Policy) contained within the Annual Report and Accounts for the year ended 29 December 2013.

RESOLUTION 16 – Directors' Remuneration Policy

To approve the Directors' Remuneration Policy contained within the Report on Directors' Remuneration within the Annual Report and Accounts for the year ended 29 December 2013.

RESOLUTION 17 – Authority to Allot Shares

THAT, in substitution for any existing authority, the directors of the Company be and hereby are 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 Ordinary Shares in the Company and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company:

- (i) up to an aggregate nominal amount of £860,000; and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,722,500 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (i) above) in connection with an offer by way of a rights issue,

to holders of Ordinary Shares in proportion (as nearly as may be practical) 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 or securities represented by depositary receipts, 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.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2015 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.

Special Resolutions

RESOLUTION 18 – Disapplication of Pre-emption Rights

THAT (subject to the passing of Resolution 17) 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 17 (set out in this Notice), as if section 561(1) of the 2006 Act did not apply to any such allotment provided that such power shall be limited to:

- (a) the allotment of equity securities 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 or securities represented by depositary receipts, 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) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £129,000.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2015 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 19 – 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:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 16,500,000;
- (ii) the minimum price which may be paid for an Ordinary Share is 1.5625 pence, such minimum price being exclusive of any advance corporation tax and any expenses;
- (iii) the maximum price which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from The London Stock Exchange plc 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 at the time the purchase is carried out, such maximum price being exclusive of any advance corporation tax and any expenses; and

- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company to be held in 2015 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 Company may before such expiry make an offer or agreement to purchase Ordinary Shares under this authority which would or might require to 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 a General Meeting (other than an AGM)

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 2015.

SPECIAL BUSINESS

Ordinary Resolution

RESOLUTION 21 – Proposed Amendment to the Company’s 2012 Long Term Incentive Plan

THAT the proposal to amend the Company’s 2012 Long Term Incentive Plan such that the 5% in 10 year dilution limit is removed (the rules of the plan as so amended being produced to the Meeting and signed by the Chairman for the purposes of identification) be approved and the Remuneration Committee be and is hereby authorised to do all such acts and things as may be necessary or expedient to effect the same.

By order of the Board



Mark Millar
Company Secretary

4 March 2014

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, shareholders who hold shares in certificated or uncertificated form must be entered on the Company's relevant share register (the "**Register**") at 6pm on 31 March 2014 (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 the time which is 48 hours 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 to 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. If a member has appointed a proxy and attends the meeting in person, the proxy appointment will automatically be terminated.
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, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding non-working days) before the time of the annual general meeting or of any adjournment of the annual general meeting (1pm on 31 March 2014).
5. Shareholders who wish to submit their vote online may do so via the registrar's website, www.capitashareportal.com
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 in issue as at 28 February 2014, the last practicable day before printing this document, was 165,380,133 Ordinary Shares carrying one vote each. There are no shares held in treasury. The total level of voting rights in the Company as at this date was therefore 165,380,133.
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 sponsors 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’s specifications and must contain the information required for those instructions as described in the CREST Manual (available via www.euroclear.com/CREST). 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 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 (RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. 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 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 which 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 and the rules of the Company’s 2012 Long Term Incentive Plan (as proposed to be amended pursuant to Resolution 21) will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.

NOTICE OF AGM

11. 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.
12. 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 auditors no later than the time it makes its statement available in 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.
13. 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 (1pm on 31 March 2014) also apply 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 Registrar, Capita Asset Services, on 0871 644 0300 (calls cost 10p per minute plus network extras and lines are open 08:30 to 17:30 Monday to Friday). If more than one valid proxy appointment is submitted, the appointment received last before the deadline for the receipt of proxies will take precedence.
14. 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 Registrar, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Note that deadlines for receipt of proxy appointments (1pm on 31 March 2014) also apply in relation to revocations and any revocation received after the deadline will be disregarded.
15. 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.
16. 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.
17. 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

NOTICE OF AGM

at 28 February 2014, 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 <http://corporate.dominos.co.uk>.

18. Information regarding the AGM, including the information required by section 311A of the 2006 Act is available from:
investors.dominos.co.uk/
19. The AGM will be held at Domino's Head Office, Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB on Wednesday, 2 April 2014 at 1pm.

APPENDIX

Summary of proposed amendment to the Company's 2012 Long Term Incentive Plan

Introduction

Following a review of the current remuneration policies and practices, the Company's Remuneration Committee is proposing to operate a revised policy in future years in order to ensure that the Company is in a position to recruit, retain and motivate executives of an appropriate calibre to lead the Company through its next phase of development.

In order to facilitate the transition to that new policy, the Remuneration Committee considers that it would be beneficial to remove the 5% in 10 year dilution limit which currently applies to the Company's share plans and to operate them within a single 10% in 10 year dilution limit instead, and is seeking your approval of such proposal in Resolution 21.

This appendix explains the proposed amendment in further detail and the background it.

Background on remuneration policy review

Against a background of solid corporate performance, and in view of the recent need to recruit a replacement Chief Financial Officer and to set a remuneration policy for at least the next three year period, the Remuneration Committee has recently conducted a review of current policies and practices.

The Company remains committed to operating with base salary levels that are at or below relevant median benchmarks with an incentive opportunity that enables an upper quartile total remuneration positioning to be achieved for delivering above market levels of long-term earnings per share growth and total shareholder return. However, cognisant of market practice, and with a view to better managing future share plan dilution, the Remuneration Committee is proposing to make a number of modifications to the Company's existing remuneration practices, and these proposals will form the basis of the binding remuneration policy on which we are seeking your approval in Resolution 16.

Current dilution position

The Company currently operates two schemes under which share awards will be granted in the future: the 2012 Long Term Incentive Plan (the **LTIP**) and the UK-approved Sharesave Scheme.

The LTIP contains the following two dilution limits on the percentage of issued share capital over which awards to acquire newly issued shares may be granted under share schemes operated by the Company:

- (a) a "5% in 10 year dilution limit" which applies to awards granted under discretionary share schemes; and
- (b) a "10% in 10 year dilution limit" which applies to awards granted under discretionary schemes and all-employee share schemes.

The Company is currently at its 5% in 10 year dilution limit (based on new shares issued to date to satisfy vested share awards and share awards that remain outstanding and can be satisfied on vesting through the issue of new shares). This is due to:

- (a) the Company and its subsidiaries' commitment to a pay model of at or below market fixed pay with above market variable incentive opportunity;
- (b) the use of market value options as our primary form of long-term incentive (which compared with awards of performance shares, require the issue of a greater number of shares to deliver the same value to participants); and

- (c) our practice of granting discretionary share awards to all UK employees who passed their probationary period (which means that we have historically operated our discretionary incentive plans on an all-employee basis).

Proposed removal of the 5% in 10 year dilution limit

In order to be in a position to continue to recruit, retain and motivate executives of an appropriate calibre to lead the Company through its next phase of development, and facilitate share ownership across the Company more generally, we require more flexibility than is afforded by adherence to the strict best practice guideline issued by the Association of British Insurers (the **ABI**) that applies to discretionary schemes of limiting shareholder dilution to 5% in any 10 year period.

The Remuneration Committee is therefore seeking shareholder approval, in Resolution 21, to remove the 5% in 10 year dilution limit from the LTIP. As the Sharesave Scheme is an all-employee scheme, it does not contain the 5% in 10 year dilution limit and therefore no amendment is proposed to the Sharesave Scheme.

The Remuneration Committee is not seeking to increase potential shareholder dilution overall, rather, to enable the Company to have greater flexibility within a single 10% in 10 year dilution limit to grant share awards as part of a continuation of our remuneration policy which is weighted towards long-term variable pay. Without this flexibility, there would be a potential need to revisit our current pay model or face retention issues across our senior management levels.

The Company remains committed to working back towards operating our share incentive arrangements within the 5% in 10 year dilution limit. Based on modelling taking into account the settlement of existing market value options and the move towards granting awards of performance shares in the future (as explained further below), the Remuneration Committee believes that the Company should be in a position to return to operating within a 5% in 10 year limit for discretionary awards over the longer term (e.g. by 2020). This position will be kept under review.

The Company has consulted with the ABI and RREV (the UK voting advisory service) on the proposed removal of the 5% in 10 year dilution limit and they are supportive of it.

Future awards

As part of the wider remuneration policy changes, for key executives, the Remuneration Committee is proposing to replace its current practice of granting market value share options with annual awards of performance shares. This will enable a similar value to be delivered to participants, subject to achieving challenging performance targets, but for the issue of fewer shares, and the Remuneration Committee therefore believes that this will significantly reduce the potential shareholder dilution going forward.

In terms of performance targets, the Remuneration Committee is proposing that future awards be granted subject to two independent performance metrics:

- (a) 50% of future awards will vest based on a condition relating to growth in earnings per share (**EPS**); and
- (b) 50% of future awards will vest based on a condition relating to growth in the Company's total shareholder return (**TSR**) compared with the constituents of the FTSE 250 Index (excluding investment trusts),

in each case measured over a three year performance period.

APPENDIX

At an all-employee level, whilst the intention is that market value options will no longer be granted under the Company's discretionary schemes, employees will continue to be eligible to participate in the Sharesave Scheme.

These proposals form part of the overall binding remuneration policy for which we are seeking shareholder approval in Resolution 16.

Proposed grant of LTIP awards in 2014

As the Company is currently at the 5% limit, the Company was unable to grant any LTIP awards during 2013 and has so far been unable to grant any LTIP awards during 2014. The grant of these awards (and in particular those needed to fulfil contractual promises made as part of recruitment packages) is critical for the retention of key staff, including the new Chief Financial Officer.

As a result, the Company is seeking shareholder approval to remove the 5% in 10 year dilution limit from the LTIP. Providing the resolution is passed, the Company intends to grant awards of performance shares (subject to the EPS and TSR conditions set out above) and subject to any individual limits set out in the LTIP to key executives under the LTIP shortly following the General Meeting.

