

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 28 December 2014 (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, Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 12 noon on Friday 17 April 2015, being 48 hours before the time appointed for holding the meeting (excluding non-working days). 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 2015

**To be held at:**

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

**Date and time:**

21 April 2015 at 12 noon

# Letter from Chairman

## Domino's Pizza Group plc

Incorporated and registered in England & Wales with registered number 03853545

### Directors:

Stephen Hemsley (Non-executive Chairman)  
Colin Halpern (Non-executive Vice Chairman)  
David Wild (Chief Executive Officer)  
Kevin Higgins (Non-executive Director)  
Ebbe Jacobsen (Non-executive Director)  
Michael Shallow (Non-executive Director)  
Helen Keays (Non-executive Director)

### Registered office:

1 Thornbury  
West Ashland  
Milton Keynes  
MK6 4BB

18 March 2015

To: Shareholders of Domino's Pizza Group plc

Dear Shareholder,

### Annual General Meeting – 21 April 2015

I have pleasure in inviting you to the 2015 Annual General Meeting (the 'Meeting' or 'AGM') of Domino's Pizza Group plc (the 'Company'), which will be held at Domino's Pizza Head Office, Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB at 12 noon on Tuesday 21 April 2015. 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.

### 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 13 and special resolutions numbered 14 to 16, there is one item of special business in the form of ordinary resolution 17 to be transacted at the AGM and this is explained and summarised below.

### Ordinary business

#### Ordinary resolutions (1 to 13)

Ordinary resolutions 1 to 4 deal with the receipt by the shareholders of the Company's Annual Report and Accounts and the Directors' report and the auditor including the Directors' remuneration report, for the 52 week period ended 28 December 2014, the re-appointment of Ernst & Young LLP as auditor of the Company (resolution 2), the determination of the auditor's remuneration (resolution 3) and the declaration of a final dividend of 9.69p per Ordinary share in the capital of the Company ('Ordinary share') (resolution 4).

Resolutions 5 to 11 deal with the re-election (or election in the case of Kevin Higgins) of all Directors of the Company (each a 'Director' and together the 'Directors'). The Company's Articles of Association adopted on 30 March 2010 (as amended) by special resolution (the 'Company's Articles') require all Directors 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 in 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.

Biographical details of all Directors standing for election or re-election can be found on page 5 of this document and pages 34 and 35 of the Annual Report and Accounts.

Following a full performance evaluation of the current Board of Directors (the 'Board') (as at 25 February 2015), 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 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 therefore deals with the Directors' remuneration report and shareholders will be asked to approve the content of the Directors' remuneration report. This vote will be in respect of the content of the Directors' remuneration report for the financial year ended 28 December 2014 and not specific to any Director's level or terms of remuneration and a copy of the Directors' remuneration report is included in the Annual Report and Accounts on pages 44 to 61.

Resolution 13 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.

## Ordinary business continued

### Ordinary resolutions (1 to 13) continued

Accordingly, an ordinary resolution will be proposed to renew the Directors' authority pursuant to section 551 of the 2006 Act to allot Ordinary shares (and other relevant securities, as defined within section 551 of the 2006 Act) with a nominal value of up to £863,330.71, which represents approximately one third (33.3%) of the total current issued Ordinary share capital as at 28 February 2015 (being the last practicable date prior to the publication of this notice). In accordance with institutional guidelines issued by the Association of British Insurers, 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, further Ordinary shares (and other relevant securities, as defined within section 551 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 £1,729,254.01, representing approximately two-thirds (66.7%) of the Company's existing share capital as at 28 February 2015 and in accordance with section 570 of the 2006 Act. 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 2016 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 380,000 shares in treasury as at 28 February 2015, being the last practicable date prior to publication of this document.

### Special resolutions (14 to 16)

#### (a) Disapplication of statutory pre-emption rights (resolution 14)

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 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.

Accordingly, a special resolution (resolution 14) 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 £129,629.24 (representing approximately 5% of the current issued Ordinary share capital as at 28 February 2015). The 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. 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 2016 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 15)

The current authority given at the annual general meeting of the Company held on 2 April 2014 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 investments. The Directors therefore consider that it would be beneficial for the shareholders of the Company as a whole if the Company were to be granted the flexibility to repurchase Ordinary shares.

Accordingly, they 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 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.

Resolution 15 authorises the Directors to purchase up to a maximum of 16,592,542 Ordinary shares, being approximately 10% of the current issued Ordinary share capital of the Company as at 28 February 2015 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% of the average of the market value 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 (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange at the time the purchase is carried out. The minimum price payable shall be 1.5625p 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.

# Letter from Chairman continued

## **Ordinary business** continued

### **Special resolutions (14 to 16)** continued

#### **(b) Authority of the Company to purchase its own shares (resolution 15) continued**

The number of Ordinary shares in respect of which options have been granted that remain outstanding is 3,344,093 (constituting approximately 2.0% of the current issued Ordinary share capital of the Company as at 28 February 2015, being the latest practicable date prior to the printing of this notice). If the Company were to buy back the maximum number of Ordinary shares permitted pursuant to resolution 15, then the total number of options to subscribe for Ordinary shares outstanding as at 28 February 2015 would represent 2.2% 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 2016 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 16)**

Resolution 16 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 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 17)**

#### **Renewal of "all-employee" share plan**

Resolution 17 seeks authority from shareholders to amend the existing Domino's Pizza UK & IRL plc Savings-related Share Option Plan (otherwise due to expire in November 2015) to a proposed updated form to operate for a further ten years under a new name, the Domino's Pizza Group plc Savings-related Share Option Plan (in such amended and updated form, the 'Sharesave').

Sharesave schemes are "all-employee" savings-related share option plans under which UK-based employees may be invited by the Company to sign up to savings contracts to save up to £500 per month over a three or five year savings term. On the maturity of the contracts, participants can elect to use their savings (and any interest) to exercise a linked discounted share option to acquire shares on UK tax-favoured terms or ask for the return of the savings (and any interest).

A summary of the principal terms of the Sharesave is set out in the appendix to this 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 12 noon on 17 April 2015. 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 1,210,450 Ordinary shares.

I look forward to your attendance at the AGM.

Yours faithfully,

**Stephen Hemsley**  
Chairman

# Board of Directors

## **Stephen Hemsley** ✓ \*

### **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. The 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.

## **Michael Shallow** ✓ • \* #

### **Non-executive Director**

Michael was appointed to the Board in 2006. He is Chairman of the Audit Committee and Senior Independent Director of the Company. Michael is a non-executive director of Revolution Bars Group Ltd. Michael has worked in the food and drinks sector for the past 15 years, was previously a non-executive director of Britvic plc and was the finance director for Greene King plc.

## **Helen Keays** • #

### **Non-executive Director**

Helen was appointed to the Board in 2011 and is a member of the Company's Audit 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 Communisis 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.

## **Ebbe Jacobsen**

### **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 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.

## **Kevin Higgins** ✓ # •

### **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.

## **Key to Committees**

• Member of the Audit Committee

\* Member of the Nomination Committee

# Member of the Remuneration Committee

✓ Indicates Chair of Committee

# Notice of Annual General Meeting

## Domino's Pizza Group plc

NOTICE IS HEREBY GIVEN that the 2015 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 Tuesday 21 April 2015 at 12 noon, 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 13 will be proposed as ordinary resolutions and numbers 14 to 16 as special resolutions as part of the ordinary business of the Company.

### 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 28 December 2014 together with the Directors' report and Auditor's report.

##### *Resolution 2 – Re-appointment of the auditor*

To re-appoint Ernst & Young LLP as auditor 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 – 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 final dividend for the year ended 28 December 2014 of 9.69p per Ordinary share on 27 April 2015 to ordinary shareholders whose names appear on the register of members at close of business on 6 March 2015 (ex dividend date 5 March 2015).

##### *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 Michael Shallow as a Director of the Company.

##### *Resolution 9 – Re-election of Director*

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

##### *Resolution 10 – Re-election of Director*

To re-elect Ebbe Jacobsen as a Director of the Company.

##### *Resolution 11 – Election of Director*

To elect Kevin Higgins 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 within the Annual Report and Accounts for the year ended 28 December 2014.

## Resolutions continued

### Ordinary business continued

#### Ordinary resolutions continued

##### *Resolution 13 – 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 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 £863,330.71; and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,729,254.01 (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 shares 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 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 2016 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 14 – Disapplication of pre-emption rights*

THAT (subject to the passing of resolution 13) 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 15 (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 £129,629.24.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2016 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.

# Notice of Annual General Meeting continued

Domino's Pizza Group plc

## Resolutions continued

### Ordinary business continued

#### Special resolutions continued

##### *Resolution 15 – 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 16,592,542;
- (ii) the minimum price which may be paid for an Ordinary share is 1.5625p 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% of the average of the market value 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 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 2016 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 16 – 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 2016.

## Special Business

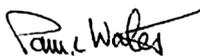
### Ordinary resolution

#### Resolution 17 – Renewal of “all-employee” share plan

That the proposed amended and updated form of the rules of the Domino's Pizza UK & IRL plc Savings-related Share Option Plan (which will go forward as the Domino's Pizza Group plc Savings-related Share Option Plan) (in such amended and updated form, the 'Sharesave') referred to in the appendix and explanatory notes to the Notice of AGM dated 18 March 2015, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

- (a) make such modifications to the Sharesave as they may consider appropriate to take account of the requirements of HMRC and best practice, and for the implementation of the Sharesave and to approve the Sharesave as so modified and to do all such other acts and things as they may consider appropriate to implement the Sharesave; and
- (b) establish further plans based on the Sharesave 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 Sharesave.

By order of the Board



**Paul Waters**

Company Secretary  
18 March 2015

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 6.00p.m. on 17 April 2015 (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 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, or in accordance with the reply paid details, not less than 48 hours (excluding non-working days) before the time of the AGM or of any adjournment of the AGM (12 noon on 17 April 2015).
5. Shareholders who wish to submit their vote online may do so via the registrar's website, [www.capitashareportal.com](http://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 per Ordinary share in issue as at 28 February 2015, the last practicable day before printing this document, was 165,925,422 Ordinary shares carrying one vote each. There are 380,000 shares held in treasury. The total level of voting rights in the Company as at this date was therefore 165,545,422.
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](http://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 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 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 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 amended and updated rules of the Domino's Pizza UK & IRL plc Savings-related Share Option Plan (which will go forward as the Domino's Pizza Group plc Savings-related Share Option Plan) will be available for inspection at the Company's registered office and at the offices of New Bridge Street 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 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.
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 noon on 17 April 2015) 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, Capita Asset Services, on either 0871 664 0391 (from the UK) (calls cost 10p per minute plus network extras and lines are open 9.00a.m. to 5.30p.m. Monday to Friday) or on +44 20 8639 3367 (from overseas) or by email at [shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk). 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, Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or in accordance with the reply paid details. Note that deadline for receipt of proxy appointments (12 noon on 17 April 2015) 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 28 February 2015, 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](http://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](http://investors.dominos.co.uk).
20. The AGM will be held at Domino's Head Office, Supply Chain Centre, 1 Thornbury, West Ashland, Milton Keynes MK6 4BB on Tuesday 21 April 2015 at 12 noon.

### Appendix

#### Summary of the principal terms of the Domino's Pizza Group plc Savings-related Share Option Plan (the 'Sharesave')

##### Operation

The operation of the Sharesave will be supervised by the Board. It will be UK tax-advantaged under the Income Tax (Earnings and Pensions) Act 2003 and implemented in order to provide UK tax-advantaged options to UK employees.

##### Eligibility

Employees and full-time Directors of the Company and any designated participating subsidiary who are UK resident tax payers are eligible to participate. The Board may require employees to have completed a qualifying period of employment of up to five years before the grant of options. The Board may also allow other employees to participate.

##### Grant of options

Options can only be granted to employees who enter into HMRC savings contracts, under which monthly savings are normally made over a period of three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The number of shares over which an option is granted will be such that the total option price payable for those shares will correspond to the proceeds on maturity of the related savings contract.

An option may not be granted more than 10 years after shareholder approval of the Sharesave. Options are not transferable, except on death. Options are not pensionable.

## Appendix continued

### Summary of the principal terms of the Domino's Pizza Group plc Savings Related Share Option Plan (the "Sharesave") continued

#### Individual participation

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £500). The Board may set a lower limit in relation to any particular grant.

#### Option price

The price per share payable upon the exercise of an option will not be less than the higher of: (i) 80% of the middle-market quotation of a share on the London Stock Exchange on the dealing day immediately preceding a date specified in an invitation to participate in the Sharesave or of the average middle-market quotation on the three dealing days immediately preceding such date (or of such other day or days as may be agreed with HMRC); and (ii) if the option relates only to new issue shares, the nominal value of a share.

The option price will be determined by reference to dealing days which fall within six weeks of the announcement by the Company of its results for any period or at any other time when the Board considers there to be exceptional circumstances which justify offering options under the Sharesave.

#### Exercise of options

Options will normally be exercisable for a six month period from the third or fifth anniversary of the commencement of the related savings contracts. Earlier exercise is permitted, however, in the following circumstances:

- following cessation of employment by reason of death, injury, disability, redundancy, retirement, a relevant transfer under the Transfer of Undertakings (Protection of Employment) Regulations 2006), or the business or company that the employee works for ceasing to be part of the Company's Group;
- where employment ceases more than three years from grant for any reason other than dismissal for misconduct; and
- in the event of a takeover, scheme of arrangement or winding-up of the Company, except in the case of an internal corporate re-organisation when the Board may decide to exchange existing options for equivalent new options over shares in a new holding company.

Except where stated above, options will lapse on cessation of employment or directorship with the Company's Group.

Shares will be allotted or transferred to participants within 30 days of exercise.

#### Overall plan limits

The Sharesave 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 Sharesave and any other employee share plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless the institutional investors decide that they need not count.

#### Variation of capital

If there is a variation in the Company's share capital then the Board may make such adjustment as it considers appropriate to the number of shares under option and the option price.

#### Rights attaching to shares

Any shares allotted when an option is exercised under the Sharesave will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

#### Alterations to the Sharesave

The Board may amend the provisions of the Sharesave in any respect, provided that the prior approval of shareholders is obtained for any amendments that are 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 to be acquired and the adjustment of options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Sharesave, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's Group.

#### Overseas sharesave plans

The shareholder resolution to approve the Sharesave will allow the Board, without further shareholder approval, to establish further plans for overseas territories; any such plan will be similar to the Sharesave, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Sharesave.



**Domino's Pizza Group plc**

1 Thornbury, West Ashland,  
Milton Keynes MK6 4BB