Dated 29 October 2025

DOMINO'S PIZZA GROUP PLC

TERMS OF REFERENCE OF NOMINATION & GOVERNANCE COMMITTEE

DOMINO'S PIZZA GROUP PLC ("COMPANY")

TERMS OF REFERENCE FOR NOMINATION & GOVERNANCE COMMITTEE ("COMMITTEE")

In these terms of reference, the **"Group"** means the Company and its subsidiaries from time to time and the **"Board"** means the Company's Board of Directors. These Terms of Reference replace in their entirety any and all versions previously adopted.

1. **MEMBERSHIP**

1.1 The Committee shall comprise at least three Directors. A majority of the members of the Committee shall be independent non-executive Directors.

1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the People Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.

1.4 The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair, nor attend Committee meetings, in whole or in part, when it is dealing with the matter of succession to the Chair of the Board unless invited to attend by the Senior Independent Director or another member of the Committee who is an independent non-executive Director and is acting as chair of the Committee.

2. **SECRETARY**

The Company Secretary or his or her nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3. **QUORUM**

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive Directors.

4. **FREQUENCY OF MEETINGS**

The Committee shall meet at least twice a year and otherwise as required.

5. **NOTICE OF MEETINGS**

5.1 Subject to 5.2, meeting of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or another member of the Committee who is an independent non-executive Director.

5.2 Meetings of the Committee called to deal with the matters relating to of succession to the Chair of the Board, shall be called by the Secretary of the Committee at the request of the Senior Independent Director or another member of the Committee who is an independent non-executive Director.

5.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no later than five days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. **MINUTES OF MEETINGS**

6.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

6.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

7. **ENGAGEMENT WITH SHAREHOLDERS**

The Committee Chair should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's area of responsibility.

8. **DUTIES**

The Committee should carry out the duties below for the parent Company, major subsidiary undertakings and the group as a whole, as appropriate.

The Committee shall:

8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;

8.2 ensure plans are in place for orderly succession to the Board and senior management positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;

8.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

8.4 keep up to date and informed fully about strategic issues and commercial changes affecting the Company and the market in which it operates;

8.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise; and

8.6 before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected. In identifying suitable candidates the Committee shall:

8.6.1 use open advertising or the services of external advisers to facilitate the search;

8.6.2 consider candidates from a wide range of backgrounds;

8.6.3 consider candidates on merit and against objective criteria, having due regard for the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position.

Prior to the appointment of a Director, other significant time commitments should be disclosed and any additional future commitments should not be undertaken without prior approval of the Board. The proposed appointee should also be required to disclose any other business interests that may result in a conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation from the Board;

8.7 ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings;

8.8 review the results of the Board performance evaluation process that relate to the composition of the Board;

8.9 review annually the time required from non-executive Directors. Performance evaluation should be used to assess whether the non-executive Directors are spending enough time to fulfil their duties;

8.10 work and liaise as necessary with all other Board Committees, ensuring the interaction between Committees and with the Board is reviewed regularly;

8.11 review and assess the adequacy of the Group's corporate governance arrangements, including ensuring appropriate policies and procedures are in place for key compliance areas;

8.12 monitor and review evolving laws, regulations, and best practice corporate governance standings, including the UK Corporate Governance Code;

8.13 oversight of subsidiary board governance, including composition, succession planning, effectiveness; and

8.14 The Committee shall also make recommendations to the Board concerning:

8.14.1 any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved;

8.14.2 any changes to the Board it considers would be appropriate to ensure that the Board's composition is suitably diverse and inclusive;

8.14.3 suitable candidates for the role of Senior Independent Director, as new Directors and succession for existing Directors;

8.14.4 membership of the Audit and Remuneration Committees, and any other Board Committees as appropriate, in consultation with the Chair of those Committees;

8.14.5 the re-appointment of non-executive Directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required;

8.14.6 the re-election by shareholders of Directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability, and why their contribution is important to the Company's long-term sustainable success in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual directors, the chair and the Board as a whole;

8.14.7 any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the provisions of the law and their service contract;

8.14.8 the appointment of any Director to executive or other office; and

8.14.9 changes in relation to the governance arrangements outlined in 8.11 to 8.13.

9. REPORTING RESPONSIBILITIES

9.1 The Committee Chairman shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

9.3 The Committee shall produce a report to be included in the Company's Annual Report describing the work of the Nomination & Governance Committee, including

9.3.1 the process used in relation to appointments, its approach to succession planning and how both support the development of a diverse pipeline;

9.3.2 how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has influenced or will influence Board composition;

9.3.3 the policy on diversity and inclusion, its objectives and linkage to Company strategy, how it has been implemented and progress on achieving the objectives; and

9.3.4 the gender balance of those in the senior management team and their direct reports.

9.4 The report referred to in 9.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

10. **OTHER MATTERS**

The Committee shall:

10.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;

10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

10.3 give due consideration to laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;

10.4 ensure that a periodic evaluation of the Committee's own performance is carried out; and

10.5 at least annually, review the Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. **AUTHORITY**

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.