

Dated 17 May 2024

DOMINO'S PIZZA GROUP PLC

TERMS OF REFERENCE OF BOARD SUSTAINABILITY
COMMITTEE



DOMINO'S PIZZA GROUP PLC ("COMPANY")

TERMS OF REFERENCE FOR BOARD SUSTAINABILITY 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 members the majority of whom shall be independent non-executive directors. The chair of the board may also serve on the committee as an additional member.
- 1.2 Committee members should have the appropriate knowledge, skills and expertise to understand Sustainability related strategy, targets and implementation, and shall undertake appropriate development of their skills as necessary.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as members of the Sustainability Steering Committee and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.4 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 up to two additional three-year periods, provided members (other than the chair of the Board, if they are a member of the committee) continue to qualify for membership under these terms of reference.
- 1.5 The Board shall appoint the Committee Chair. In the absence of the Committee Chair 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.

2. SECRETARY

The company secretary or their 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 the matters under discussion. The committee shall have access to the services of the company secretariat on all committee matters, including assisting the chair in planning the committee's work, drawing up meeting agendas, maintenance of minutes, and provision of any necessary practical support.

3. QUORUM

The quorum necessary for the transaction of business shall be two, present in person or by electronic communication..

4. FREQUENCY OF MEETINGS

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

5. NOTICE OF MEETINGS

- 5.1 Meetings 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.
- 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 the Board unless it would be inappropriate to do so in the opinion of the Committee Chair.

7. ENGAGEMENT WITH SHAREHOLDERS AND STAKEHOLDERS

The Committee chair shall attend the annual general meeting to answer any shareholder questions on the Committee's activities and responsibilities. In addition, the committee chair should seek engagement with shareholders, and other stakeholders where relevant, on significant matters related to the committee's areas 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 Oversee the development of, advise the Board regarding, and recommend for approval by the board, the Group's Sustainability strategy. Ensure that this strategy is effective, aligned with prevailing regulations and good practice, and integrated with the Group's business plan, values and objectives, in order to support the company's long-term sustainable success.
- 8.2 Oversee the execution of the Sustainability strategy and approve implementation projects developed in response to the strategy. Review the effectiveness of the teams, governance and processes in place to ensure the outcomes of the Sustainability strategy are delivered. Advise on the risks and opportunities for the company's operations and reputation in relation to the execution of its Sustainability strategy.

Goals and metrics

- 8.3 Advise on, and recommend for approval by the Board, appropriate Sustainability strategic goals, short- and long-term science-based targets, and key Sustainability metrics. Monitor annual and long-term progress against previously set Sustainability objectives, including

compliance with public commitments on Sustainability issues. Oversee the ongoing measurement and reporting of performance against key Sustainability metrics.

Reporting

- 8.4 Review the content, integrity and completeness of external statements and disclosures about Sustainability activity, targets and progress. Review Sustainability-related reporting prior to Board approval, including the annual sustainability report, information to be included in the annual report, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements. Evaluate the extent and effectiveness of external reporting on Sustainability performance and participation in external benchmarking indices.

Horizon scanning

- 8.6 Identify current and emerging Sustainability-related issues, standards, good practice, and regulatory or legislative developments, at the sectoral, national and international level. This includes sourcing or undertaking relevant training and development opportunities, both for the Committee members and for company employees as appropriate. Evaluate which issues and developments are likely to impact the company's strategy, operations and reputation. Determine, therefore, whether and how these should be reflected in the company's Sustainability objectives, policies and reporting.

Policies and procedures

- 8.7 Monitor the establishment of appropriate ESG-related policies, procedures for incident reporting, codes of practice, and standards of business conduct. Where these exist, review their adequacy and ongoing relevance and effectiveness. Where necessary, ensure they are updated to remain in compliance with relevant national and international standards.

Social issues

- 8.8 Oversee the company's interactions with and responsibilities towards its stakeholders in relation to Sustainability-issues, most notably its employees, customers, suppliers, and the communities in which it operates. Support the Board in monitoring the culture of the company, the safety and wellbeing of its workforce, and the adequacy of its supply chain controls in relation to modern slavery and human rights risk.

Collaboration with other committees

- 8.9 Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the board is reviewed regularly. This may include:
- 8.9.1 Work in conjunction with the Remuneration Committee regarding appropriate Sustainability-related performance objectives and incentives for executive leaders, to ensure that Sustainability matters are appropriately considered when setting the overall remuneration policy.

- 8.9.2 Work in conjunction with the Audit Committee to review regularly the requirement for internal and external assurance of Sustainability-related matters.
- 8.9.3 Work in conjunction with the Audit Committee to advise the Board on the Group's appetite and tolerance with respect to environmental and social risk, to identify material Sustainability-related risks and to ensure these are appropriately captured in the company's risk profile and risk management framework.

Resourcing ESG projects

- 8.10 Make recommendations to the Board in relation to the required resourcing and funding of Sustainability-related activities, and on behalf of the Board, oversee the deployment and control of any resources and funds.

9. **REPORTING RESPONSIBILITIES**

- 9.1 The Committee Chair 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 and other Board committee it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for discussion when necessary by the Board or other Board committee.
- 9.3 The Committee shall oversee the production of an annual sustainability report, and summary of the Group's Sustainability strategy, policies and practices, which will form part of the company's annual report.
- 9.4 The Committee shall compile a report of its activities to be included in the company's annual report, including identification of any external advisers.

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 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;
- 10.3 ensure that a periodic review of the Committee's own performance is carried out; and
- 10.4 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.