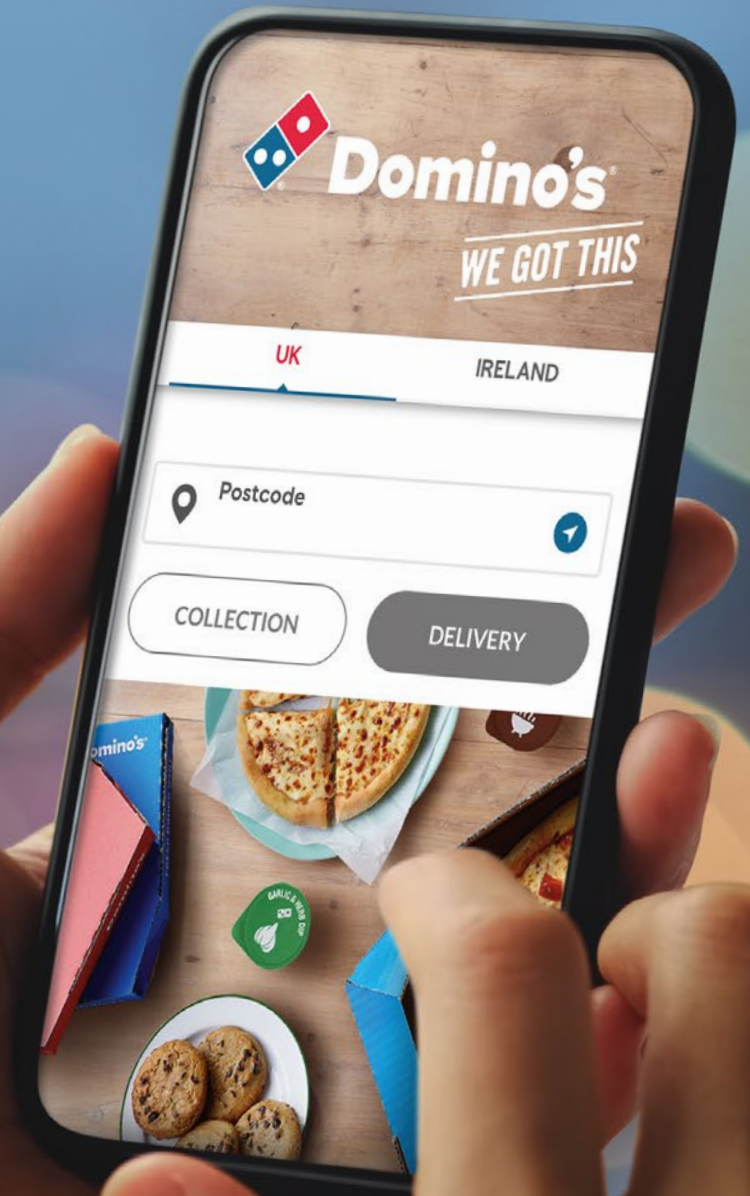


DOMINO'S PIZZA GROUP PLC

# NOTICE OF MEETING



# CONTENTS

Letter from the Chair	2
Board of Directors	6
Notice of Annual General Meeting	8
Explanatory notes	10



**(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 all of your shares in Domino's Pizza Group plc (the 'Company'), please pass this document together with the accompanying Annual Report and Accounts for the 52 weeks ended 25 December 2022 (the 'Annual Report and Accounts') and the form of proxy ('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.

## **NOTICE OF ANNUAL GENERAL MEETING 2023**

**TO BE HELD AT:**

**etc.venues, St. Pauls, 200 Aldersgate, London, EC1A 4HD**

**DATE AND TIME:**

**Thursday 4 May 2023 at 10:00 am**

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 the enclosed Proxy Form in accordance with the instructions printed on it and return it to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by no later than 10:00 am on Tuesday 2 May 2023 or, in the event of any adjournment of the Meeting, the time being 48 hours before the time appointed for holding the Meeting.

# LETTER FROM THE CHAIR

## DOMINO'S PIZZA GROUP PLC

Incorporated and registered in England and Wales with registered number 03853545

### DIRECTORS:

Matt Shattock (Chair)  
Ian Bull (Senior Independent Director)  
Elias Diaz Sese (Interim Chief Executive Officer)  
Edward Jamieson (Chief Financial Officer)  
Natalia Barsegiyan (Non-executive Director)  
Tracy Corrigan (Non-executive Director)  
Stella David (Non-executive Director)  
Lynn Fordham (Non-executive Director)  
Usman Nabi (Non-executive Director)

20 March 2023

To: Shareholders of Domino's Pizza Group plc

Dear shareholder,

Annual General Meeting – Thursday 4 May 2023

The 2023 Annual General Meeting (the 'Meeting', 'AGM' or 'Annual General Meeting') of Domino's Pizza Group plc (the 'Company'), will be held at etc.venues, St. Pauls, 200 Aldersgate, London, EC1A 4HD, at 10:00 am on Thursday 4 May 2023. 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.

The prime purpose of the AGM is for shareholders to hear from and ask questions of the Board of Directors (the 'Board') in relation to the business of the AGM. As we did last year, this year's AGM is being held in central London. We hope the central location and in person format will encourage shareholder attendance.

As is the Company's normal practice, voting at the AGM will be conducted by poll. This reflects the Company's established practice, and the Board considers that a poll is the best way of representing the views of as many shareholders as possible in the voting process. The results of the AGM voting on the resolutions will be published after the AGM and will be available on the Company's website.

We invite shareholders to raise any questions in connection with the business of the meeting by submitting any questions by email to [company.secretary@dominos.co.uk](mailto:company.secretary@dominos.co.uk) by 10:00 am on Wednesday 26 April 2023. We will endeavour to answer any questions by 10.00 am on Thursday 27 April 2023, and publish the answers on our website. This will allow all shareholders, and especially those voting by proxy, to reflect on those answers before voting on the resolutions.

The Notice of Meeting contains certain items of business which are of a technical nature. I encourage you to read the enclosed Notice of the AGM which explains the particulars of the business to be considered at the meeting. There are ordinary resolutions numbered 1 to 16 and special resolutions numbered 17 to 20 to be transacted. All of these items of business are summarised and explained in detail below.

## ORDINARY RESOLUTIONS (1 TO 16)

Ordinary resolutions 1 to 4 deal with the receipt by the shareholders of the Company's Annual Report and Accounts (including the Strategic report, the Directors' report and the Auditor's report) for the 52-week period ended 25 December 2022 (resolution 1), the re-appointment of PricewaterhouseCoopers LLP as auditor of the Company (resolution 2), the power to determine the auditor's remuneration (resolution 3), and the declaration of a final dividend of 6.8p per Ordinary share in the capital of the Company which has been recommended by the Directors of the Company (each a 'Director' and together the 'Directors') (resolution 4).

Resolutions 5 to 13 deal with the election or re-election of each of the existing Directors. The Company's Articles of Association require all Directors of the Company to submit themselves for re-election at each Annual General Meeting. Each of the Directors is, therefore, choosing to retire voluntarily at the AGM and, being eligible, submit themselves for re-election. Tracy Corrigan and Edward Jamieson both joined the Board since the last AGM and are standing for election for the first time.

Following a full performance evaluation of the Board (as at 8 March 2023), which included an assessment of the performance of each individual Director, the Nomination & Governance Committee has confirmed to the Board that each Director standing for re-election continues to make an effective and valuable contribution and that they demonstrate commitment to their respective roles. The Board, therefore, supports each Director's re-election and regards each Director as continuing to be important for the Company's long-term sustainable success. Biographical details of each of the Directors standing for election and re-election, which provides details of the relevant experience of each of the Directors, can be found on pages 6 and 7 of this document and pages 62 and 63 of the Annual Report and Accounts for those Directors on the Board as at 8 March 2023.

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 14 seeks shareholder approval of the Directors' Remuneration report for the 52 weeks ended 25 December 2022, which is included in the Annual Report and Accounts on pages 88 to 114. This vote will be in respect of the contents of that report. It has an advisory effect and, whether or not the resolution is passed, has no impact on any Director's level or terms of remuneration.

Resolution 15 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 this AGM. Accordingly, an ordinary resolution will be proposed to renew the Directors' authority pursuant to section 551 of the 2006 Act to allot Ordinary shares with a nominal value of up to £728,871, which represents approximately one-third of the total current issued Ordinary share capital as at 8 March 2023, being the last practicable date prior to the publication of this document (the 'Latest Practicable Date').

In accordance with institutional guidelines issued by the Investment Association, paragraph (b) of resolution 15 will be proposed to allow the Directors to allot equity securities (as defined within section 560 of the 2006 Act), including the Ordinary shares referred to in paragraph (a) of resolution 15, in connection with a pre-emptive offer by way of a rights issue to Ordinary shareholders up to a maximum nominal amount of £1,457,742, representing approximately two-thirds of the Company's existing share capital as at the Latest Practicable Date.

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

The authority granted under resolution 15 will, if granted, expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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.

Resolution 16 is designed to deal with the rules on political donations contained in Part 14 of the 2006 Act.

Political donations to any political parties, independent election candidates, political organisations, or the incurring of political expenditure are prohibited unless authorised by shareholders in advance. Although the Company does not make, and does not intend to make, political donations to any political parties, independent election candidates, or political organisations, or to incur political expenditure, the legislation is very broadly drafted and may catch such activities as funding seminars or functions to which politicians are invited, or may extend to bodies concerned with policy review, law reform and representation of the business community that the Company and its subsidiaries might wish to support. Accordingly, the Directors have decided to put forward this resolution to permit political donations and political expenditure in case any of its activities in its normal course of business are, or could be, caught by the legislation.

This authority will cover the period from the date resolution 16 is passed until the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, 15 months from the date of the passing of the resolution. As permitted under the 2006 Act, resolution 16 also covers any political donations made, or any political expenditure incurred, by any subsidiaries of the Company.



# SPECIAL RESOLUTIONS (17 TO 20)

## DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS (RESOLUTIONS 17 AND 18)

If the Directors wish to exercise the authority under resolution 15 and offer shares (or sell any shares which the Company holds as treasury shares) for cash, the 2006 Act provides that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights under sections 570 and 573 of the 2006 Act, these shares must be offered first to existing shareholders in proportion to their existing shareholdings.

The existing authority granted to the Directors at the 2022 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 17) will be proposed to authorise the Directors to allot shares for cash or to 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 £109,341 (representing approximately 5% of the current issued Ordinary share capital of the Company as at the Latest Practicable Date). This special resolution will, inter alia, enable the Company, in the event of a rights issue or open offer, to meet certain practical difficulties which may arise in connection with fractional entitlements or in respect of overseas shareholders as a result of local law requirement and which prevent shares being issued strictly pro rata.

The disapplication authorities being sought are in line with the Pre-Emption Group's Statement of Principles published in 2015 (the 'Pre-Emption Principles'). The Pre-Emption Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority over 5% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority over a further 5% of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or which has taken place in the six-month period preceding the announcement of the issue.

The Board notes that in November 2022 the Pre-Emption Group published a revised Statement of Principles. At this time the Board considers it appropriate to follow the thresholds in the previous Statement of Principles published by the Pre-Emption Group in 2015 but will keep this under review.

Under resolution 18, the Directors are seeking further authority to offer shares (or sell treasury shares) for cash otherwise than to existing shareholders pro rata to their holdings up to an aggregate nominal value of £109,341, which is equivalent to approximately 5% of the issued Ordinary share capital of the Company on the Latest Practicable Date. The Directors confirm that they intend to use the authority sought in resolution 18 only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Although the Directors have no present intention to exercise the authorities sought in resolutions 17 and 18, other than in connection with the satisfaction of share awards granted pursuant to the Company's employee share schemes, they will give the Directors flexibility to allot shares as may be necessary in the interests of the Company as a whole.

The authorities in resolutions 17 and 18, if granted, will expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, 15 months from the date of the passing of the resolutions, unless such authorisations are renewed prior to this time. The Directors intend to renew such powers at subsequent Annual General Meetings in accordance with current best practice.

## AUTHORITY OF THE COMPANY TO PURCHASE ITS OWN SHARES (RESOLUTION 19)

The current authority given at the 2022 Annual General Meeting to the Company to purchase its own Ordinary shares will expire at the conclusion of the AGM.

The Directors consider that it would be beneficial if, in certain circumstances, the Company had the power to purchase its own Ordinary shares, for the purposes of returning surplus funds to shareholders and providing a return on investment. The Directors therefore consider that it would be beneficial for the shareholders of the Company as a whole if the Company were granted the flexibility to repurchase its Ordinary shares. The Directors do not consider that they have a conflict in relation to this resolution.

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

Such period will be up to the conclusion of the Annual General Meeting of the Company to be held in 2024, or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time. The Board intends to seek renewal of this power at subsequent Annual General Meetings in accordance with current best practice.

The Company will only make purchases of its Ordinary shares if it has the requisite distributable reserves to do so and 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 could do either, or a combination, of the following:

- cancel the purchased Ordinary shares so reducing the total number of Ordinary shares in issue; or
- 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 purpose 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 resolutions 17 and 18 includes, within the authorised amounts, 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.

It is the Directors' current intention that any ordinary shares purchased under this authority will be automatically canceled and the number of ordinary shares will be reduced accordingly or held as treasury shares.

The resolution specifies that the maximum number of Ordinary shares that the Company may purchase will be 41,987,181 Ordinary shares (being approximately 10% of the Company's issued Ordinary share capital as at the Latest Practicable Date).

The maximum price per Ordinary share payable on any exercise of the authority set out in resolution 19 shall be the higher of:

- an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days prior to making any purchase; and
- 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 trading venues where the purchase is carried out, at the time the purchase is carried out.

The minimum price payable shall be 25/48ths of a penny (approximately 0.520833p) per Ordinary share. For this purpose, both the maximum and minimum prices permitted to be paid are exclusive of expenses and any stamp duty.

The number of Ordinary shares in respect of which options have been granted that remain outstanding is 5,489,102 (constituting approximately 1.31% of the current issued Ordinary share capital of the Company as at the Latest Practicable Date). If the Company were to buy back the maximum number of Ordinary shares permitted pursuant to resolution 19, then the total number of options to subscribe for Ordinary shares outstanding as at the Latest Practicable Date would represent 1.45% of the reduced issued share capital, as at the same date. The Company has no warrants in issue in relation to its Ordinary shares.

## **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 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Such approval will not affect Annual General Meetings, which will continue to be held on at least 21 clear days' notice.

Following shareholder approval at the last Annual General Meeting, the Company is currently able to call general meetings (other than Annual General Meetings) on 14 clear days' notice and the Directors believe it is in the best interests of the shareholders of the Company to preserve the shorter notice period and, accordingly, are putting this resolution to the Meeting. The Directors intend that this shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders, as a whole.

The approval will be effective until the Company's next Annual General Meeting, when it is expected that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

### **Action to be taken by shareholders**

Proxy Forms should be completed and returned in accordance with the instructions printed thereon so that they arrive at the Company's registrars, Equiniti Limited, as soon as possible and, in any event, not later than 10:00 am on Tuesday 2 May 2023 or, in the event of any adjournment of the Meeting, the time being 48 hours before the time appointed for holding the Meeting. If you are unable to attend in person, you are strongly encouraged to appoint a proxy and return the completed Proxy Form by the specified deadline.

### **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, amounting in aggregate to 1,378,786 Ordinary shares.

Yours faithfully,

**Matt Shattock**  
**Chair**

# BOARD OF DIRECTORS



**Matt Shattock**  
Chair

Matt was appointed to the Board as Chair on 16 March 2020.  
Nationality: American

**Experience:** Matt joined Beam, the world's third-largest premium spirits company, in March 2009 as President and CEO, and led the company's successful growth-strategy transformation and subsequent transition to become a standalone public company in 2011. He then led the integration of the Beam and Suntory spirits businesses following Beam's acquisition by Suntory in 2014. Matt served as non-executive Chairman of Beam Suntory Inc. until December 2020. Prior to joining Beam, he spent six years at Cadbury plc, where he led its businesses in The Americas and then in the Europe, Middle East and Africa region. Prior to Cadbury, he spent 16 years at Unilever in various leadership roles, culminating in his role as Chief Operating Officer of Unilever Best Foods North America. Matt is an experienced Chairman and has a demonstrable track record of strong leadership and of driving sustained value-creation through building innovative brands and operational excellence.

**Other appointments:** Matt is currently the Independent Chair of The Clorox Company and a non-executive director of VF Corporation.

## Membership

**N R**

**C** Committee Chair

**A** Audit Committee

**N** Nomination & Governance Committee

**R** Remuneration Committee

**S** Sustainability Committee



**Elias Diaz Sese**  
Chief Executive Officer (interim)

Elias was appointed to the Board in October 2019 and has been appointed as Chief Executive Officer on an interim basis from 10 October 2022.  
Nationality: Spanish

**Experience:** Elias has over 20 years' experience of leading developing global consumer foods brands and teams all over the world (Europe, Middle East, Asia Pacific and North America). He most recently led the Kraft Heinz turnaround in UK, Ireland & Nordics as President for Northern Europe. Prior to that he spent 15 years with Restaurant Brands International in various roles, which included CEO of Tim Hortons, President Asia Pacific for Burger King and SVP Franchise & Emerging Markets Europe, Middle East & Africa also for Burger King.

Elias is a co-founder of Popeyes in the UK as well as an Investor and Director in Restaurant Brands Iberia (Burger King, Popeyes and Tim Hortons in Spain and Portugal).

**Other appointments:** None

## Membership

**S**



**Ian Bull**  
Senior Independent Director

Ian was appointed to the Board in April 2019 and was appointed as the Senior Independent Director on 9 September 2019.  
Nationality: British

**Experience:** Ian is a Fellow of the Chartered Institute of Management Accountants and has over 30 years' financial experience with a variety of businesses across a range of sectors. He was previously Group Finance Director of Greene King plc, Chief Financial Officer at Ladbrokes plc, and was most recently Chief Financial Officer of Parkdean Resorts Group. His finance career included the Walt Disney Company, Whitbread plc and BT Group. Ian was formerly a non-executive Director of Paypoint Ltd, Chair of Lookers plc and Senior Independent Director and Audit Committee Chair of St. Modwen Properties plc.

**Other appointments:** Ian is currently a non-executive Director and Audit Committee Chair of Dunelm Group plc.

## Membership

**A N R**



**Natalia Barsegijan**  
Non-executive Director

Natalia joined the Board in September 2020 and was appointed as Chair of the Sustainability Committee on 30 November 2021.  
Nationality: French

**Experience:** Prior to joining Domino's, Natalia spent 14 years at Yum! Brands, Inc. where she held various senior positions, including Chief Financial Officer at Taco Bell, Chief Commercial Officer of Yum! Brands and General Manager of Pizza Hut Europe. Natalia was born in Ukraine and has worked in a wide range of countries. She started her career at SFAT Transportation Services before progressing to roles at Unertek Engineering, Ford Motor Company and Rosinter Restaurants Holding.

**Other appointments:** Natalia is currently a non-executive Director of Mediclinic International plc and a member of their Audit and Risk Committees.

## Membership

**A N R S**



**Tracy Corrigan**  
Non-executive Director

Tracy was appointed to the Board on 5 May 2022.  
Nationality: British

**Experience:** Tracy was Chief Strategy Officer of Dow Jones from 2014 until 2020 and previously held senior positions at the Wall Street Journal, including Editor in Chief, Europe. She has headed news websites, WSJ.com and FT.com. Among other roles in journalism, she was the Editor of the Financial Times' Lex Column and a columnist at the Daily Telegraph.

**Other appointments:** Tracy is currently a non executive director of Direct Line Group plc and Barclays Bank UK plc. She is also a non-executive director of The Scott Trust, the ultimate parent company of Guardian Media Group plc, and chair of The Scott Trust's Investment Committee.

## Membership

**A N S**





**Stella David**

Non-executive Director

Stella was appointed to the Board on 23 February 2021, was appointed Chair of the Remuneration Committee on 2 August 2021 and became the designated Director for workforce engagement on 30 November 2021.  
Nationality: British

**Experience:** Stella was the Chief Executive Officer of William Grant & Sons from 2009 until 2016 and led the business to rapid growth, with a focus on building their premium brands. Prior to this she worked for Bacardi Ltd., where she held a variety of executive positions, including CEO of the UK and Global Chief Marketing Officer. Stella served as a non-executive Director of the Nationwide Building Society for seven years, and as Chair of C&J Clark Limited. Stella recently retired from the Board of HomeServe plc, where she served for twelve years in roles including Chair of the Remuneration Committee, Senior Independent Director, and Chair of the People Committee.

**Other appointments:** Stella is currently a non-executive Director of Norwegian Cruise Line Holdings Ltd and Senior Independent Director of Entain plc. Stella is also non-executive Chair of Vue International and a non-executive director of Bacardi Ltd., both of which are privately owned businesses.

Membership



**Lynn Fordham**

Non-executive Director

Lynn was appointed to the Board in September 2020. Lynn was appointed as Chair of the Audit Committee on 30 November 2021.  
Nationality: British

**Experience:** Lynn was most recently Managing Partner of private capital firm Larchpoint Capital LLP, a position she held between June 2017 and February 2021. Prior to joining Larchpoint, Lynn was CEO of SVG Capital plc for nine years and before that held senior finance, risk and strategy positions at Barratt Developments plc, BAA plc, Boots plc, ED&F Man plc, BAT Plc and Mobil Oil. Lynn spent seven years on the Board of brewer and pub operator Fuller, Smith & Turner plc where she also chaired the Audit Committee and was a member of the Remuneration and Nominations Committees. As a non-executive, she was until recently a Supervisory Board Member of Varo Energy BV and is currently Chair of RMA-The Royal Marines Charity.

**Other appointments:** Lynn is currently a non-executive Director of Caledonia Investments plc and NCC Group plc.

Membership



**Edward Jamieson**

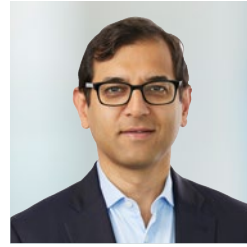
Chief Financial Officer

Edward joined the Board as Chief Financial Officer in October 2022.  
Nationality: British

**Experience:** Prior to joining Domino's, Edward served as Regional Finance Director UK & Ireland at Just Eat Takeaway plc (Just Eat), successfully leading the business through substantial growth and transformational change since 2018. Prior to Just Eat, Edward held a range of senior finance roles at Aggreko plc, Amazon Inc, and Diageo plc. He is a Chartered Accountant.

**Other appointments:** None.

Membership



**Usman Nabi**

Non-executive Director

Usman was appointed to the Board in November 2019  
Nationality: American

**Experience:** Usman is the Founder, Managing Partner and Chief Investment Officer of Browning West LP. Prior to founding Browning West, Usman held various roles at H Partners, Perry Capital, The Carlyle Group, and Lazard Freres. Usman has also been a Director of Six Flags Entertainment Corp. and Tempur Sealy International Inc.

**Other appointments:** Usman is the Founder, Managing Partner and Chief Investment Officer of Browning West LP.

Membership



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (the 'Meeting', 'AGM' or 'Annual General Meeting') of Domino's Pizza Group plc (the 'Company') will be held at etc.venues St. Pauls, 200 Aldersgate, London, EC1A 4HD, at 10:00 am on Thursday 4 May 2023, or at any adjournment thereof, for the following purposes:

## RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 16 will be proposed as ordinary resolutions and numbers 17 to 20 will be proposed as special resolutions of the Company.

### ORDINARY RESOLUTIONS

#### Resolution 1 – Accounts and Reports

To receive and adopt the Company's audited accounts and financial statements for the 52 weeks ended 25 December 2022 together with the Strategic report, Directors' report and the Auditor's report.

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

To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which the accounts are to be laid before the Company.

#### Resolution 3 – Auditor's remuneration

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

#### Resolution 4 – Final dividend

To declare payable the recommended final dividend for the 52 weeks ended 25 December 2022 of 6.8p per Ordinary share on 11 May 2023 to Ordinary shareholders whose names appear on the register of members at close of business on 11 April 2023.

#### Resolution 5 – Re-election of Director

To re-elect Matt Shattock as a Director of the Company.

#### Resolution 6 – Re-election of Director

To re-elect Ian Bull as a Director of the Company.

#### Resolution 7 – Re-election of Director

To re-elect Elias Diaz Sese as a Director of the Company.

#### Resolution 8 – Re-election of Director

To re-elect Usman Nabi as a Director of the Company.

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

To re-elect Lynn Fordham as a Director of the Company.

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

To re-elect Natalia Barsegiyan as a Director of the Company.

#### Resolution 11 – Re-election of Director

To re-elect Stella David as a Director of the Company.

#### Resolution 12 – Election of Director

To Elect Tracy Corrigan as a Director of the Company.

#### Resolution 13 – Election of Director

To Elect Edward Jamieson as a Director of the Company.

#### Resolution 14 – Directors' Remuneration report

To approve the Directors' Remuneration report (other than the part containing the Directors' remuneration policy) contained on pages 88 to 114 of the Annual Report and Accounts for the 52 weeks ended 25 December 2022.

#### Resolution 15 – Authority to allot shares

THAT, in substitution for any existing authority, the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- a) up to an aggregate nominal amount of £728,871 (such amount to be reduced by the nominal amount of any equity securities within the meaning of section 560 of the 2006 Act) allotted or granted under paragraph (b) below of this resolution in excess of £728,871; and
- b) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,457,742 (such amount to be reduced by the nominal amount of any shares allotted or grants made under paragraph (a) of this resolution) in connection with an offer by way of a rights issue:
  - i. to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities as 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 to deal with treasury shares, fractional entitlements, record dates, legal or regulatory or practical problems in or under the laws of, or the requirements of any relevant recognised regulatory body or any stock exchange in, any territory or any other matter.

The authorities hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, 15 months from the date of the passing of this resolution, unless such authorities are renewed prior to such time. Under the authorities hereby conferred, the Directors of the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares to be granted after such expiry and the Directors of the Company may allot shares or grant rights to subscribe for, or convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred in this resolution had not expired.

#### Resolution 16 – Political donations

THAT, in accordance with sections 366 and 367 of the 2006 Act, the Company and all companies which are subsidiaries of the Company at the date on which this resolution 16 is passed or during the period when this resolution 16 has effect, are authorised to:

- a) make political donations, as defined in section 364 of the 2006 Act, to political parties and/or independent election candidates, as defined in section 363 of the 2006 Act, not exceeding £50,000 in total; and/or
- b) make political donations to political organisations other than political parties, as defined in section 363 of the 2006 Act, not exceeding £50,000 in total; and/or
- c) incur political expenditure, as defined in section 365 of the 2006 Act, not exceeding £50,000 in total, during that period beginning with the date of the passing of this resolution and ending at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, 15 months from the date of the passing of this resolution.

## SPECIAL RESOLUTIONS

### Resolution 17 – Disapplication of pre-emption rights

THAT (subject to the passing of resolution 15) the Directors of the Company be and are authorised to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by resolution 15 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such authority be limited:

- a) to the allotment of equity securities or sale of treasury shares in connection with, an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 15, by way of a rights issue only)
  - (i) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors of the Company otherwise considers necessary, subject in either case to such exclusions or other arrangements as the Board may deem necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- b) in the case of the authority granted under paragraph (a) of resolution 15 and/or in the case of any treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £109,341 (representing not more than 5% of the Company's issued Ordinary share capital as at 8 March 2023, being the last practicable date prior to the publication of the Notice of AGM).

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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 (and treasury shares to be sold) 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 18 – Disapplication of pre-emption rights (additional authority)

THAT (subject to the passing of resolution 15) the Directors of the Company be and are hereby authorised in addition to any authority granted under resolution 17 to allot equity securities (as defined in the 2006 Act) for cash under the authority given by paragraph (a) of resolution 15 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that such authority be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal value of £109,341 (representing not more than 5% of the Company's issued Ordinary share capital as at 8 March 2023, being the last practicable date prior to the publication of the Notice of AGM); and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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, Directors of the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares (and treasury shares to be sold) 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 of Association, 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 of 25/48ths of a penny each ('Ordinary shares') in the capital of the Company on such terms and in such manner as the Directors of the Company may think fit, provided that:

- a) the maximum aggregate number of Ordinary shares that may be purchased is 41,987,181 Ordinary shares;
- b) the minimum price (exclusive of expenses) which may be paid for an Ordinary share is 25/48ths of a penny (approximately 0.520833p);
- c) the maximum price (exclusive of expenses) which may be paid for an Ordinary share is the higher of
  - (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary share and the highest current independent bid for an Ordinary share on the trading venues where the purchase is carried out, at the time the purchase is carried out;
- d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, 15 months from the date of the passing of this resolution, unless such authority is revoked, varied or renewed prior to such time; and
- e) the Company may at any time before such expiry make offers or enter into agreements which would or might require Ordinary shares to be purchased under this authority which will or may be executed wholly or partly after such expiry, and the Company may make a purchase of Ordinary shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

### Resolution 20 – Reduced notice of general meetings (other than an Annual General Meeting)

THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, 15 months from the date of the passing of the resolution.

By order of the Board

**Adrian Bushnell**  
Company Secretary

9 March 2023

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 a proxy or proxies to attend and vote on your behalf.

1. As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, and section 311 of the 2006 Act, shareholders who hold shares in certificated or uncertificated form must be entered on the Company's relevant share register (the 'Register') by 6:30 pm on Tuesday 2 May 2023 (the 'Specified Time') in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of Ordinary shares held at such time. Changes to entries on the relevant Register after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then, to be so entitled, members must be entered on the Register at 6.30 pm on the date two working days before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the Notice.
2. The right to appoint a proxy does not apply to persons whose Ordinary shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the 2006 Act ('Nominated Persons'). Nominated Persons may have a right under an agreement with the registered shareholder who holds the Ordinary shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary shares as to the exercise of voting rights.
3. Any member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote instead of the member. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different Ordinary share or Ordinary shares of the member. A proxy need not be a member of the Company. Completion and return of a Proxy Form will not preclude a member from attending, speaking and voting at the Meeting in person, should he/she subsequently decide to do so.
4. In order to be valid, any Proxy Form and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or in accordance with the reply paid details, not less than 48 hours (excluding non-working days) before the time of the AGM (i.e. by 10:00 am on Tuesday 2 May 2023) or of any adjournment of the AGM. If you do not have a Proxy Form and believe that you should have been sent one, please contact Equiniti on one of the numbers given in note 16.
5. 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 requires additional Proxy Forms, the member can photocopy the Proxy Form.
6. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically by visiting [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your voting ID, task ID and shareholder reference number (this is the series of numbers printed under your name on this Proxy Form). Alternatively, if you have already registered with Equiniti Limited's online portfolio service, Shareview, you can submit your Proxy Form at [www.shareview.co.uk](http://www.shareview.co.uk). Full instructions are given on both websites. To be valid, your proxy appointment(s) and instructions should reach Equiniti Limited no later than 10:00 am on Tuesday 2 May 2023.
7. The total number of Ordinary shares of 0.520833p each in issue as at 8 March 2023, the last practicable day before printing this document, was 419,871,818 Ordinary shares carrying one vote each. There were no shares held in treasury. The total level of voting rights in the Company as at this date was therefore 419,871,818.
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 (as defined in the CREST Manual) or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their CREST sponsor or voting service providers, who will be able to take the appropriate action on their behalf.
9. For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for those instructions as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy must, to be valid, be transmitted so as to be received by the Company's agent (RA19) by the latest time for receipt of proxy appointments specified in this 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.
10. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed voting service providers, to procure that their 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.
11. 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.
12. 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.
13. 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.



14. 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:
  - a) if to do so would interfere unduly with the preparation of the Meeting or would involve a disclosure of confidential information; and/or
  - b) if the answer has already been given on a website in the form of an answer to a question; and/or
  - c) if it is undesirable, in the interests of the Company or the good order of the Meeting that the question be answered.
15. Members satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.
16. 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 (10:00 am on Tuesday 2 May 2023) 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 registrars, Equiniti Limited, on either +44 (0)371 384 2895 (lines are open 8:30 am to 5:30 pm 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.
17. In order to revoke a proxy instruction, a signed letter clearly stating a member's intention to revoke a proxy appointment must be sent by post or by hand to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or in accordance with the reply paid details. Note that the deadline for receipt of proxy appointments is not less than 48 hours (excluding non-working days) before the time of the AGM (i.e. by 10:00 am on Tuesday 2 May 2023) or not less than 48 hours before the date of any adjournment of the AGM. This deadline also applies in relation to revocations and any revocation received after the deadline will be disregarded.
18. 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 most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
19. Any electronic address provided either in this Notice or in any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.
20. 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 8 March 2023, 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: <https://investors.dominos.co.uk>.
21. Information regarding the AGM, including the information required by section 311A of the 2006 Act, is available from: <https://investors.dominos.co.uk>.
22. Under sections 338 and 338A of the 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at that meeting, and/or (ii) to include in the business to be dealt with at that meeting any matter (other than a proposed resolution) which may properly be included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment of the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must have been received by the Company at least six weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
23. Personal data provided by you, or on your behalf, which relates to you as a shareholder (including your name, contact details, votes and shareholder reference number) will be processed in line with the Company's privacy policy which is available at <https://www.dominos.co.uk/legal/content/privacypolicy>.
24. Shareholders who require further information about their shareholding may contact our Registrar, Equiniti on +44 (0) 371 384 2895, lines are open 8:30am to 5:30pm, Monday to Friday excluding any non-working days. If you wish to receive electronic communications and manage your shareholding online please visit the website of our Registrar, Equiniti at [www.shareview.co.uk](http://www.shareview.co.uk) and click to register.
25. Shareholders may follow-up on answers provided at the Meeting by email to [Company.Secretary@dominos.co.uk](mailto:Company.Secretary@dominos.co.uk).
26. The safety of our shareholders is our main priority. We will not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.
27. To be admitted to the AGM, shareholders are asked to present their attendance card (which is attached to the Proxy Form) or present proof of identity.
28. The AGM will be held at etc.venues St. Pauls, 200 Aldersgate, London, EC1A 4HD, on Thursday 4 May 2023 at 10:00 am.