



# Domino's Pizza Group plc

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

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about its contents or as to the action which you should take, you are recommended to seek your own independent financial advice from your stockbroker, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred any or all of your shares in Domino's Pizza Group plc please pass this document together with the accompanying Annual Report and Accounts for the 53 weeks ended 30 December 2012 (the "Report and Accounts") and Proxy Form as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This document should be read as a whole together with the accompanying Report and Accounts, the Proxy Form and the Notice of AGM set out at the end of this document. Shareholders are requested to complete and return the enclosed Proxy Form to the Company's registrars, Capita Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than **1pm on 22 March 2013**, 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 2013

### To be held at:

Domino's Pizza Head Office  
The Commissary  
1 Thornbury  
West Ashland  
Milton Keynes  
MK6 4BB

### Date & Time:

26 March 2013 at 1pm



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

Incorporated and registered in England & Wales with registered number 03853545

**Registered office:**

1 Thornbury  
West Ashland  
Milton Keynes  
MK6 4BB

**Directors:**

**Stephen Hemsley** (Non-Executive Chairman)  
**Colin Halpern** (Non-Executive Vice Chairman)  
**Lance Batchelor** (Chief Executive Officer)  
**Lee Ginsberg** (Chief Financial Officer)  
**Nigel Wray** (Non-Executive Director)  
**John Hodson** (Non-Executive Director)  
**Michael Shallow** (Non-Executive Director)  
**Syl Saller** (Non-Executive Director)  
**Helen Keays** (Non-Executive Director)

22 February 2013

*To: Shareholders of Domino's Pizza Group plc*

Dear Shareholder,

**Annual General Meeting – 26 March 2013**

I have pleasure in inviting you to the 2013 Annual General Meeting (the "**Meeting**" or "**AGM**") of Domino's Pizza Group plc which will be held at Domino's Pizza Head Office, The Commissary, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB at 1pm on Tuesday, 26 March 2013. 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.

Resolutions numbered 1 to 15 will be proposed as ordinary resolutions, and resolutions numbered 16 to 18 will be proposed as special resolutions.

### **ORDINARY RESOLUTIONS**

Ordinary resolutions 1 to 4 deal with the receipt by the shareholders of the Company's Accounts and the Reports of the Directors and the Auditors, including the Directors' remuneration report, for the 53 week period ended 30 December 2012, the re-appointment of Ernst & Young LLP as auditors of the Company, the determination of the auditors' remuneration and the declaration of a final dividend of 7.9 pence per ordinary share in the capital of the Company ("**Ordinary Share**").

Resolutions 5 to 13 deal with the re-election 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 re-election can be found on page 8 and 9 of this document and pages 26 and 27 of the Report and Accounts.

Following a full performance evaluation of the current board of Directors (as at 22 February 2013), 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 members' re-election for re-appointment.

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 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 30 December 2012 and not specific to any Director's level or terms of remuneration and a copy of the Directors' remuneration report is included in the Report and Accounts at pages 52 to 64.

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 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.

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 £852,547.84 which represents approximately one third (33.33 per cent.) of the total current issued Ordinary Share capital as at 22 February 2013 (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 15 will be proposed to allow the Directors to allot, including the Ordinary Shares referred to in paragraph (i) of Resolution 15, 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 £1,705,351.47, representing approximately two thirds (66.67 per cent.) of the Company's existing share capital as at 22 February 2013 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 2014 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time. The Directors intend to renew such power at successive annual general meetings in accordance with current best practice.

The Company holds no shares in treasury as at 22 February 2013, being the last practicable date prior to publication of this document.

## **SPECIAL RESOLUTIONS**

### **Disapplication of statutory pre-emption rights (Resolution 16)**

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 section 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 16) 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 £127,894.97, (representing approximately 5 per cent. of the current issued Ordinary Share capital as at 22 February 2013). 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 2014 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.

### **Authority of the Company to purchase its own shares (Resolution 17)**

The current authority given at the annual general meeting of the Company held on 28 March 2012 to purchase its own Ordinary Shares will expire at the conclusion of the AGM.

## LETTER FROM CHAIRMAN

The Directors consider that it would be beneficial if, in certain circumstances, the Company had the power to purchase its own Ordinary Shares. In particular, in 2012 the Company repurchased a total of 750,000 of its own Ordinary Shares (representing approximately 0.5 per cent. of the current issued share Ordinary Share capital as at 22 February 2013) pursuant to a share buyback programme, for the purposes of returning surplus funds to shareholders and providing a return on investments. The Directors therefore consider that it would be beneficial for the shareholders of the Company as a whole if the Company was to be granted the flexibility to repurchase further Ordinary Shares.

Accordingly, the Directors recommend that the existing power to purchase 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 17 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.

The number of Ordinary Shares in respect of which options have been granted is 4,451,326 (constituting approximately 2.7 per cent. of the current issued Ordinary Share capital of the Company as at 22 February 2013). If the authority to purchase own shares is exercised in full by the Company and all the purchased shares were cancelled rather than being held as treasury shares, this percentage will increase to approximately 3 per cent. of the reduced issued share capital.

Resolution 17 authorises the Directors to purchase up to a maximum of 16,370,556 Ordinary Shares, being approximately 10 per cent. of the current issued Ordinary Share capital of the Company as at 22 February 2013, and provides that the maximum price per Ordinary Share payable on any exercise of the authority shall be the higher of (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days prior to making any purchase and (ii) the higher of the price of the last independent trade and the highest current bid on the London Stock Exchange plc at the time the purchase is carried out. The minimum price payable shall be 1.5625 pence per Ordinary Share, being the nominal value of an Ordinary Share. For this purpose, both the maximum and minimum prices permitted to be paid are exclusive of expenses.

This authority, if granted, will expire at the conclusion of the annual general meeting of the Company to be held in 2014 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority

## LETTER FROM CHAIRMAN

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.

### **Reduced Notice of General Meetings (Resolution 18)**

Resolution 18 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.

### **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.

**Forms of proxy should be completed and returned in accordance with the instructions printed thereon so that they arrive at the Company's registrars, Capita Registrars, as soon as possible and in any event not later than 48 hours before the time fixed for the AGM (excluding non-working days), that is to say no later than 1pm on 22 March 2013.** 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 14,267,064 Ordinary Shares representing approximately 8.72 per cent. of the issued share capital as at 22 February 2013.**

I look forward to your attendance at the AGM.

Yours faithfully,

**Stephen Hemsley**  
Non-Executive Chairman

## BOARD BIOGRAPHIES

### **Stephen Hemsley (55)**

Non-Executive Chairman

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

### **Colin Halpern (76) \***

Non-Executive Vice Chairman

Colin acquired the Domino's Pizza Master Franchise Agreement for the UK and Republic of Ireland in 1993 through International Franchise Systems Inc.. In November 1999, with Colin as Chairman, the Company was taken public and listed on AIM. Colin is the Managing Director of HS Real Company LLC, Chairman of Calumet Holdings LLC and Dayenn Limited and non-executive director of several other companies. Colin is a member of the Company's Nomination Committee.

### **Lance Batchelor (49)**

Chief Executive Officer

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

### **Lee Ginsberg (55)**

Chief Financial Officer

Lee joined the Company in 2004 as Finance Director and Company Secretary. He previously held the post of Group Finance Director for Health Club Holdings Limited, formerly Holmes Place plc, where he also served for 18 months as Deputy Chief Executive. Lee is a non-executive director of Mothercare plc and Oriole Restaurants Limited. Lee is a chartered accountant by profession.

### **Nigel Wray (64)**

Non-Executive Director

Nigel was appointed to the Board in 1999. He is Chairman of Saracens Rugby Club and non-executive director of several public and private companies.

### **John Hodson (66) v • \* °**

Non-Executive Director

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



BOARD BIOGRAPHIES

**Michael Shallow (58) √ • \* °**

Non-Executive Director

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

**Syl Saller (55) √ \* °**

Non-Executive Director

Syl was appointed to the Board in September 2011, she is a committee member of the Remuneration Committee and Chair of the Nomination Committee. Syl is currently the Global Innovation Director for Diageo plc. Prior to this she held senior marketing and general management roles within Allied Domecq, the Holson Burnes Group and Gillette and has an MBA from Harvard Business School.

**Helen Keays (48) •**

Non-Executive Director

Helen was appointed to the Board in September 2011, she is a committee member of the Audit Committee. Helen is also a non-executive director of Majestic Wine plc and Mattioli Woods plc and a trustee of The Shakespeare Birthplace Trust. Helen has previously been a Director of Chrysalis plc and The Britannia Building Society and held senior roles within Vodafone Group plc and GE Capital.

**Mark Millar (43)**

General Counsel & Company Secretary

Mark joined the Company at the end of January 2013 from Future plc where he was General Counsel and Company Secretary since 2002. Mark is a qualified solicitor and joined Future plc from Allen & Overy, following more than a decade’s experience of City legal work. He also chairs the Publishers’ Licensing Society and is a director of the Copyright Licensing Agency.

<p><b>Key to Committees</b></p> <ul style="list-style-type: none"> <li>• Member of the Audit Committee</li> <li>* Member of the Nomination Committee</li> <li>° Member of the Remuneration Committee</li> <li>√ Indicates Chairman of Committee</li> </ul> <p><i>†Ages of Directors are as at 22 February 2013</i></p>
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**NOTICE OF ANNUAL GENERAL MEETING**

**DOMINO'S PIZZA GROUP PLC**

**NOTICE IS HEREBY GIVEN** that the 2013 annual general meeting ("AGM") of Domino's Pizza Group plc (the "Company") will be held at Domino's Pizza Head Office, The Commissary, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB on Tuesday, 26 March 2013 at 1pm, or any adjournment thereof, for the following purposes:

**Resolutions**

To consider, and if thought fit, to pass the following Resolutions of which numbers 1 to 15 will be proposed as ordinary resolutions and numbers 16 to 18 as special resolutions.

**Ordinary Resolutions**

**RESOLUTION 1 – Accounts and Report**

To receive and adopt the Company's audited accounts and financial statements for the year ended 30 December 2012 together with the Directors' Report and Auditors' Report.

**RESOLUTION 2 – Reappointment of the Auditors**

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

**RESOLUTION 3 – Auditors' Remuneration**

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

**RESOLUTION 4 – Final Dividend**

To declare payable the final dividend for the year ended 30 December 2012 of 7.9 pence per Ordinary Share on 12 April 2013 to ordinary shareholders whose names appear on the register of members at close of business on 15 March 2013.

**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 Lance Batchelor as a director of the Company.

**RESOLUTION 8 – Re-election of Director**

To re-elect Lee Ginsberg as a director of the Company.

**RESOLUTION 9 – Re-election of Director**

To re-elect Nigel Wray as a director of the Company.

**RESOLUTION 10 – Re-election of Director**

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

**RESOLUTION 11 – Re-election of Director**

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

**RESOLUTION 12 – Re-election of Director**

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

**RESOLUTION 13 – Re-election of Director**

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

**RESOLUTION 14 – Directors' remuneration report**

To approve the Directors' remuneration report for the year ended 30 December 2012.

**RESOLUTION 15 – Authority to Allot Shares**

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

- (i) up to a maximum aggregate nominal value equal to £852,547.84; and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,705,351.47 (such amount to be reduced by the nominal amount of any relevant securities allotted under paragraph (i) above) in connection with an offer by way of a rights issue,

to holders of Ordinary Shares in proportion (as nearly as may be practical) to their existing holdings and to holders of other equity securities if this is required by the rights of those securities or, if the directors of the Company consider it necessary, as permitted by the rights of those securities but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlement or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2014 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 agreements which would or might require relevant securities to be allotted after such expiry, and the directors of the Company may allot such relevant securities as if the authority hereby conferred had not expired.

**Special Resolutions**

**RESOLUTION 16 – Disapplication of Pre-emption Rights**

THAT (subject to the passing of Resolution 15) 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 fractional entitlement or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a maximum aggregate nominal value of £127,894.97.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2014 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 agreements which would or might require relevant securities to be allotted after such expiry, and the directors of the Company may allot such relevant securities as if the authority hereby conferred had not expired.

**RESOLUTION 17 – 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 16,370,556;
- (ii) the minimum price which may be paid for an Ordinary Share is 1.5625 pence, such minimum price being exclusive of any advance corporation tax and any expenses;
- (iii) the maximum price which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105 per cent. of the average of the market value for an Ordinary Share as derived from The London Stock Exchange plc Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and (2) an amount equal to the higher of the price of the last independent trade and the highest current independent bid 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 2014 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 18 – 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 2014.

By order of the Board



**Mark Millar**  
Company Secretary

22 February 2013

Registered Office:  
1 Thornbury,  
West Ashland,  
Milton Keynes  
MK6 4BB

**Explanatory Notes:**

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in certificated or uncertificated form must be entered on the Company's relevant share register (the "**Register**") at 6pm on 22 March 2013 (the "**Specified Time**") in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of Ordinary Shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
2. The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the 2006 Act ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the registered shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.
3. Any member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and to vote instead of the member. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares of the member. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending, speaking and voting at the meeting in person, should he/she subsequently decide to do so. If a member has appointed a proxy and attends the meeting in person, the proxy appointment will automatically be terminated.
4. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's registrars, Capita Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding non-working days) before the time of the annual general meeting or of any adjournment of the annual general meeting (1pm on 22 March 2013).
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 so requires additional proxy forms, the member can photocopy the proxy form.
6. The total number of Ordinary Shares of 1.5625p in issue as at 22 February 2013, the last practicable day before printing this document, was 163,705,556 Ordinary Shares carrying one vote each. There are no shares held in treasury. The total level of voting rights in the Company as at this date was therefore 163,705,556.

7. 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 meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed voting service providers, to procure that its CREST sponsors or voting service providers take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
9. 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 on any weekday (Saturdays, Sundays and public holidays excluded) and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.
10. 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:

## NOTICE OF AGM

- (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.
11. Members satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available in the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
12. To change a proxy instruction, a member needs to submit a new proxy appointment using the methods set out above. Note that the deadlines for receipt of proxy appointments (1pm on 22 March 2013) also apply in relation to amended instructions and any amended proxy appointment received after the relevant deadline will be disregarded. Where a member has appointed a proxy using the paper proxy form and would like to change the instructions using another such form, that member should contact the Company's registrar, Capita, on 0871 644 0300 (calls cost 10p per minute plus network extras and lines are open 08:30 to 17:30 Monday to Friday). If more than one valid proxy appointment is submitted, the appointment received last before the deadline for the receipt of proxies will take precedence.
13. In order to revoke a proxy instruction, a signed letter clearly stating a member's intention to revoke a proxy appointment must be sent by post or by hand to the Company's registrar, Capita, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Note that deadlines for receipt of proxy appointments (1pm on 22 March 2013) also apply in relation to revocations and any revocation received after the deadline will be disregarded.
14. 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.
15. 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.
16. 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 22 February 2013, 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 [www.dominos.uk.com](http://www.dominos.uk.com).



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17. Information regarding the AGM, including the information required by section 311A of the Companies Act 2006 is available from:  
[http://ww7.investorrelations.co.uk/dominos/news\\_events/agm.jsp](http://ww7.investorrelations.co.uk/dominos/news_events/agm.jsp)
18. The 2013 AGM will be held at Domino's Pizza Head Office, The Commissary, 1 Thornbury, West Ashland, Milton Keynes, MK6 4BB on Tuesday, 26 March 2013 at 1pm.





