

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 UK & IRL plc please pass this document together with the accompanying Annual Report and Accounts for the 52 weeks ended 27 December 2009 (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 and the Proxy Form and the Notice of AGM set out at the end of this document.

Domino's Pizza UK & IRL plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 3853545)

Notice of Annual General Meeting

A notice of the Annual General Meeting of Domino's Pizza UK & IRL plc which is to be held at The Training Centre, Unit B, Kingston Centre, Winchester Circle, Kingston, Milton Keynes, MK10 0BA at 1pm on 30 March 2010 is 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 The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 1pm on 26 March 2010, 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.

Domino's Pizza UK & IRL plc (The "Company")

Incorporated and registered in England & Wales with registered number 3853545

Registered office:

Domino's House
Lasborough Road
Kingston
Milton Keynes
MK10 0AB

Directors:

Stephen Hemsley (Executive Chairman)
Colin Halpern (Non-Executive Vice Chairman)
Christopher Moore (Chief Executive Officer)
Lee Ginsberg (Chief Financial Officer)
Nigel Wray (Non-Executive Director)
John Hodson (Non-Executive Director)
Michael Shallow (Non-Executive Director)
Dianne Thompson (Non-Executive Director)
Peter Klauber (Non-Executive Director)

26 February 2010

To: *Shareholders of Domino's Pizza UK & IRL plc*

Dear Shareholder,

Annual General Meeting – 30 March 2010

I have pleasure in inviting you to the Annual General Meeting ("**AGM**") of Domino's Pizza UK & IRL plc which will be held at The Training Centre, Unit B, Kingston Centre, Winchester Circle, Kingston, Milton Keynes MK10 0BA at 1pm on 30 March 2010. The Notice of Annual General Meeting is set out on pages 8 to 10.

In addition to the ordinary business of the AGM, there are items of special business to be transacted at the AGM, as explained and summarised below.

1. Ordinary business (resolutions 1 to 9)

The ordinary business to be considered at the AGM includes 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 52 week period ended 27 December 2009, the re-appointment of Ernst & Young LLP as auditors of the Company and the determination of their remuneration, and the declaration of a final dividend of 4.25 pence per ordinary share in the capital of the Company ("**Ordinary Share**").

The ordinary business of the AGM also includes the re-election of Stephen Hemsley, Colin Halpern, Nigel Wray and John Hodson as Directors. They are retiring in accordance with the Articles of Association of the Company and, being eligible, are offering themselves for re-election.

Brief biographical details of those Directors are as follows:

Stephen Hemsley, Executive Chairman, Age 52

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. Stephen will become Non-Executive Chairman with effect from the close of the AGM.

Colin Halpern, Non-Executive Vice Chairman, Age 73

Colin acquired the Domino's Pizza Master Franchise Agreement for the UK and Ireland in 1993 through his company, International Franchise Systems Inc. In November 1999, with Colin as Chairman, the Company was taken public and listed on AIM.

Nigel Wray, Non-Executive Director, Age 61

Nigel was appointed to the Board in 1999. He is the non-executive chairman of Southern Bear plc, Saracens Limited and British Seafood Group Holdings Limited and a non-executive director of several other companies.

John Hodson, Non-Executive Director, Age 63

John joined the Board in 2005. He is non-executive chairman of Cenkos Securities plc and Strategic Equity Capital plc and a non-executive director of Prestbury Group.

Following a full performance evaluation during the year, the Board considers that each of the Directors standing for re-election continues to make an effective and valuable contribution and that they demonstrate excellent commitment to their respective roles.

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 9 will be proposed as an ordinary resolution for this purpose and a copy of the report is included in the Annual Report.

2. Special Business (resolutions 10 to 14)

(a) Authority to allot Ordinary Shares (resolution 10)

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 AGM 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 £836,669.94, which represents approximately 33.3 per cent. of the total current issued Ordinary Share capital as at 23 February 2010

(being the last practicable date prior to the publication of this notice). 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. The Directors will continue to seek to renew these authorities at each AGM, in accordance with current best practice.

This authority will, if granted, expire on the conclusion of the AGM of the Company to be held in 2011 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 AGMs in accordance with current best practice.

The Company currently holds no shares in treasury as at 23 February 2010, being the last practicable date prior to publication of this document.

(b) Dis-application of statutory pre-emption rights (resolution 11)

The 2006 Act also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under sections 570 and 573 of the 2006 Act. The existing authority granted to the Directors at the last AGM 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 will be proposed to renew the Directors' powers to allot Ordinary Shares for cash without offering them to shareholders pro rata to their 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 £125,626.12, (representing approximately 5 per cent. of the current issued Ordinary Share capital as at 23 February 2010). 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 AGM of the Company to be held in 2011 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 AGMs in accordance with current best practice.

(c) Authority of the Company to purchase own shares (resolution 12)

The current authority given at the AGM of the Company held on 23 April 2009 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. In particular, the Company has recently repurchased a number of its own shares 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.

The Directors may wish to exercise the power to purchase some of the issued Ordinary Shares of the Company in the future and they consider it appropriate to continue to have the flexibility to do so. Accordingly, they recommend that the existing power in certain circumstances to buy in Ordinary Shares 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 would 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 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 11 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 3,577,538 (constituting approximately 2.22 per cent. of the current issued Ordinary Share capital of the Company as at 23 February 2010). 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 2.47 per cent. of the reduced issued share capital.

Resolution 12 authorises the Directors to purchase up to a maximum of 16,080,143 Ordinary Shares, being approximately 10 per cent. of the current issued Ordinary Share capital of the Company as at 23 February 2010, 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 AGM of the Company to be held in 2011 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 AGMs in accordance with current best practice.

(d) Notice of General Meetings (resolution 13)

Resolution 13, is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 clear days' notice. Before the coming into force of the Shareholder Rights Regulations on 3 August 2009, the Company was able to call general meetings (other than an AGM) on 14 clear days' notice without obtaining shareholder approval. Changes made to the 2006 Act by the Shareholders' Rights Regulations increased the notice period required for general meetings of the Company to 21 days unless the shareholders approve a shorter notice period, which cannot however be less than 14 days. The Company intends to seek shareholder approval to call general meetings on 14 clear days' notice. AGMs will continue to be held on at least 21 clear days' notice. Resolution 13 will implement this proposal. The approval will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed.

The changes to the 2006 Act mean 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. The Board intends 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.

(e) Amendment of the Articles of Association (resolution 14)

We are asking shareholders to approve a number of amendments to our articles of association primarily to reflect the implementation of the Shareholder Rights Regulations and the remaining provisions of the 2006 Act in 2009. An explanation of the main changes between the proposed new and the existing Articles of Association is set out at Appendix 1 on page 14 of this document. Other changes, which are of a minor, technical or clarificatory nature and also some more minor changes which will merely reflect changes made by the 2006 Act, the Shareholders' Rights Regulations, or conform the language of the new Articles of Association with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in the Appendix. The proposed Articles of Association showing the proposed changes to the existing Articles of Association are available for inspection, as noted on page 12 of this document.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the service contracts, letters of appointment of each of the Directors and a copy of the new Articles of Association and the current Articles of Association marked to show the changes being proposed by Resolution 14, will be available for inspection at the Company's registered office during normal business hours on any weekday (excluding any public holidays) until the date of the AGM. Copies of these documents will also be available for inspection for 15 minutes prior to the meeting and at the meeting itself.

ACTION TO BE TAKEN BY SHAREHOLDERS

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 Limited, 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 26 March 2010. Completion and return of a form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they wish to do so.

RECOMMENDATIONS

Your Directors consider that the resolutions to be considered at the AGM are in the best interests of the Company and of the shareholders 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 36,759,437 Ordinary Shares.

I look forward to your attendance at the AGM.

Yours sincerely,

Stephen Hemsley

Executive Chairman

DOMINO'S PIZZA UK & IRL PLC

NOTICE OF ANNUAL GENERAL MEETING

The Annual General meeting ("AGM") of Domino's Pizza UK & IRL plc (the "Company") will be held at The Training Centre, Unit B, Kingston Centre, Winchester Circle, Kingston, Milton Keynes MK10 0BA at 1pm on 30 March 2010 for the following purposes:

Ordinary Business

1. To receive and adopt the Company's financial statements for the 52 week period ended 27 December 2009, together with the reports of the Directors and the auditors thereon.
2. To re-appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
3. To authorise the Directors to determine the remuneration of the Company's auditors.
4. To declare a final dividend for the year ended 27 December 2009 of 4.25p per ordinary share, to be paid on 31 March 2010 to members whose names appear on the register of members at close of business on 26 February 2010.
5. To re-elect Stephen Hemsley as a Director following his retirement by rotation.
6. To re-elect Colin Halpern as a Director following his retirement by rotation.
7. To re-elect Nigel Wray as a Director following his retirement by rotation.
8. To re-elect John Hodson as a Director following his retirement by rotation.
9. To approve the Directors' remuneration report for the 52 week period ended 27 December 2009.

Special Business

As special business:

10. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"THAT the Directors be and hereby are generally and unconditionally authorised pursuant to and 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 up to a maximum aggregate nominal value of £836,699.94.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting ("**AGM**") of the Company to be held in 2011 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 may before such expiry make agreements which would or might require relevant securities to be allotted after such expiry, and the Directors may allot such relevant securities as if the authority hereby conferred had not expired."

11. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT (subject to the passing of resolution 10 set out in the notice convening this meeting) the Directors 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 10 (set out in the notice convening this meeting), 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 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 an aggregate nominal value of £125,626.12.

The authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2011 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 may before such expiry make agreements which would or might require relevant securities to be allotted after such expiry, and the Directors may allot such relevant securities as if the authority hereby conferred had not expired.”

12. To consider and, if thought fit, pass the following resolution as a special resolution:

“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 in the capital of the Company (“**Ordinary Shares**”) provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 16,080,143;
- (b) 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;
- (c) 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 (ii) 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

- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2011 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.”

13. To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT a general meeting shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association 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 2011.”

14. To consider and, if thought fit, pass the following resolution as a special resolution:

- (a) “the Articles of Association of the Company be amended by deleting all the provisions of the Company’s Memorandum of Association which, by virtue of Section 28 of the 2006 Act, are to be treated as provisions of the Company’s Articles of Association; and
- (b) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the current Articles of Association.”

By order of the Board

Adam Batty

Company Secretary

26 February 2010

Domino’s House
Lasborough Road
Kingston
Milton Keynes
MK10 0AB

Notes:

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 26 March 2010 (the "Specified Time") in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of 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 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 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 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 share or 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 and voting at the meeting in person, should he/she subsequently decide to do so.
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 Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours (excluding non-working days) before the time of the meeting or of any adjournment of the meeting.
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 23 February 2010, the last practicable day before printing this document, was 160,801,430 ordinary shares carrying one vote each. The total level of voting rights in the Company as at this date was therefore 160,801,430.

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). 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 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, and a copy of the new Articles of Association and current Articles of Association marked to show the changes being proposed by resolution 14, 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 meeting has the right to ask questions. The Company must cause to be answered any question relating to the business to be dealt with at the meeting put by a member attending the meeting. However members should note that no answer need be given in the following circumstances:
 - (i) if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
 - (ii) if the answer has already been given on a website in the form of an answer to a question; 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. 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.
13. Biographical details of each Director who is being proposed for re-election by shareholders, including their membership of Board committees, are set out in the Annual Report.
14. This Notice, together with information about the total number of shares and voting rights in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 23 February 2010, being the last business 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.
15. A copy of this notice and other information, required by Section 311A of the 2006 Act, can be found at www.dominos.uk.com

APPENDIX 1

Explanatory notes of principal changes to the Company's Articles of Association

1. The Company's objects

The provisions regulating the operations of the Company were set out in the Company's Memorandum and Articles of Association. The Company's Memorandum contained, among other things, an objects clause, which set out the scope of the activities the Company was authorised to undertake. This was drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum of association. The 2006 Act provides that a memorandum of association will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the 2006 Act, the objects clause and the majority of the other provisions that were contained in a company's memorandum of association at 1 October 2009 are deemed to be contained in a company's articles of association but a company can remove these provisions by special resolution.

Furthermore, the 2006 Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum of association which, by virtue of the 2006 Act, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 14 confirms the removal of these provisions for the Company.

As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the new Articles of Association also contain an express statement regarding the limited liability of shareholders.

2. Authorises share capital and unissued shares

The 2006 Act removes the concept of authorised share capital. As with the objects clause, the statement of authorised share capital previously contained in the Company's Memorandum of Association is deemed, with effect from 1 October 2009, to be a provision of the Company's Articles of Association (and takes effect as setting out the maximum number of shares that may be allotted by the Company). References to authorised share capital and unissued shares have therefore been removed from the new Articles of Association. Directors will still be limited as to the number of shares they can allot because an allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

3. Suspension of registration of share transfers

The current Articles of Association permit the Directors to close the register of members for up to 30 days in any year, reflecting the provision in the Companies Act 1985. Under the 2006 Act share transfers must be registered as soon as practicable. Accordingly the provision which allowed the Company to suspend registration of transfers has been removed in the new Articles of Association.

4. Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other un-distributable reserves as well as shareholder authority to undertake the relevant action.

The existing Articles of Association included these enabling provisions. Under the 2006 Act, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the new Articles of Association.

5. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it was required to include in its articles the terms and the manner of redemption. The 2006 Act enables directors to determine such matters instead, provided they are so authorised in the articles of association. The new Articles of Association contain such authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

6. Notice of general meetings

The Shareholder's Rights Regulations amend the 2006 Act to require a company to give 21 days' notice of general meetings, unless the company offers members an electronic voting facility and a special resolution reducing the period of notice not less than 14 days has been passed. Annual General Meetings must be held on 21 clear days' notice. The new Articles of Association have been amended to reflect this requirement.

7. Adjournment for lack of quorum

Under the 2006 Act as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The new Articles of Association reflect this 10 clear day requirement.

8. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the 2006 Act so that it now provides that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one shareholder, in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more shareholders to vote for the resolution and by one or more shareholders to vote against the resolution. The new Articles of Association have been amended to reflect this change.

9. Voting in accordance with instructions

Under the 2006 Act as amended by the Shareholders' Rights Regulations, proxies are required to vote in accordance with instructions given by the shareholder by whom the proxy is appointed. The new Articles of Association contain a provision stating that the Company is not required to enquire whether a proxy has followed instructions and they also confirm that a failure to vote as instructed does not invalidate the proceedings on the resolution.

10. Voting record date

Under the 2006 Act, as amended by the Shareholders' Rights Regulations, a company must determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The new Articles of Association reflect this requirement.

11. Chairman's casting vote

The new Articles of Association remove the provision giving the Chairman a casting vote in the event of an equality of votes, as this is no longer permitted under the 2006 Act.

12. Use of seals

The new Articles of Association provide an alternative option for execution of documents (other than share certificates). Under the new Articles of Association, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for a signature either a director and the secretary or two directors or such other person or persons as the directors may approve.

13. Vacation of office by directors

The current Articles of Association specify the circumstances in which a director must vacate office. The new Articles of Association update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills treat physical illness in the same manner as mental illness.

14. Directors interests

The new Articles of Association clarify the position in relation to Directors interests by removing the reference to the pre 1 October 2008 position.

15. General

Generally, the opportunity has been taken to bring clearer language into the new Articles of Association and in some areas to confirm the language of the new Articles of Association with that used in the model articles of association for public companies issued by the City of London Law Society.