



Domino's Pizza UK & IRL 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 UK & IRL plc please pass this document together with the accompanying Annual Report and Accounts for the 52 weeks ended 25 December 2011 (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. 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 26 March 2012**, 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 2012

To be held at:

The Training Centre
Unit B
Kingston Centre
Winchester Circle
Kingston
Milton Keynes
MK10 0BA

Date & Time:

28 March 2012 at 1pm

Domino's Pizza UK & IRL 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)

23 February 2012

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

Dear Shareholder,

Annual General Meeting – 28 March 2012

I have pleasure in inviting you to the 2012 Annual General Meeting (the "**Meeting**" or "**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 28 March 2012. 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.

In addition to the ordinary business of the AGM, there are items of special business to be transacted at the AGM and these are explained and summarised below (Resolutions 15 to 20).

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.

ORDINARY BUSINESS (Resolutions 1 to 14)

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 Report on Directors' remuneration, for the 52 week period ended 25 December 2011, 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 6.80 pence per ordinary share in the capital of the Company ("**Ordinary Share**").

The ordinary business of the AGM also includes the re-election (or election in the case of Syl Saller and Helen Keays) 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.

The Company's Articles permit the Company, by ordinary resolution, to appoint any person permitted by the Companies Act 2006 (the "**2006 Act**") to be a Director either to fill a casual vacancy or as an addition to the existing board of Directors (the "**Board**") or to replace a Director. The Board appointed Syl Saller and Helen Keays as Non-Executive Directors on 20 September 2011. Those appointments were as a result of the decision to shape the Board for the future to ensure a broad spectrum of skills and attributes and in anticipation of Peter Klauber's subsequent retirement from the Company on 30 September 2011. The Company's Articles provide that any Director appointed midyear by the Board shall hold office until the following annual general meeting (this AGM) and shall then be eligible for re-appointment, so hence the reason Syl Saller and Helen Keays are standing for election.

Biographical details of all Directors standing for election or re-election can be found on page 10 and 11 of this document and pages 24 and 25 of the Report and Accounts.

Following a full performance evaluation of the current board of Directors (as at 23 February 2012), 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 (or election in the case of Syl Saller and Helen Keays) for re-appointment.

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 Report on Directors' remuneration for the year. This vote will be in respect of the content of the Report on Directors' remuneration and not specific to any Director's level or terms of remuneration. Resolution 14 will be proposed as an ordinary resolution for this purpose and a copy of the Report on Directors' remuneration is included in the Report and Accounts at pages 48 to 59.

SPECIAL BUSINESS (Resolutions 15 to 20)

(a) Authority to allot Ordinary Shares (Resolution 15)

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 £844,518.30 which represents approximately one third (33.3 per cent.) of the total current issued Ordinary Share capital as at 23 February 2012 (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 £1,690,811.86, representing approximately two thirds (66.67 per cent.) of the Company's existing share capital as at 23 February 2012 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 2013 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 23 February 2011, being the last practicable date prior to publication of this document.

(b) Long Term Incentive Plan 2012 (the "Plan") (Resolution 16)

In addition to the abovementioned regular AGM business, we are taking the opportunity to seek your approval to replace the current Domino's Pizza Long Term Incentive Plan (the "LTIP") with a new Plan. A summary of the principle terms of the new Plan (including a summary of the proposed clawback provisions) is set out in Appendix 1 at pages 16 to 20.

The current LTIP is considered by the remuneration committee of the Board of Directors of the Company (the "Remuneration Committee") to have served the Company well with clear alignment achieved between delivery of the Company's growth strategy and rewarding executives.

Continued use of the current LTIP for 2012 was reviewed by the Remuneration Committee in light of the current strategic objectives of the Company, the granting of exceptional awards in 2011, the 2011 UK Finance Bill and general market practice. The conclusion of the review was that a new long-term incentive plan should be put to shareholders in 2012 that, as in previous years, will continue to reward executives for growing the Company's share price and earnings growth (i.e. through structuring 2012 awards as market value options) with vesting subject to the delivery of challenging long-term adjusted earnings per share ("EPS") growth targets. While in principle this structure is similar to the current LTIP, a number of modifications to the approach taken in prior years are to be made to the current plan design to ensure that

the 2012 incentive policy is clear, transparent and motivational for participants and consistent with current growth expectations for the Company.

It is currently intended that the Plan will include: (i) continued use of adjusted EPS as the sole long-term performance metric but with a wider range of EPS targets than those previously set; (ii) lower vesting at the threshold performance level than prior year targets; (iii) annual EPS growth requirements that are de-linked from inflation; and (iv) a revised individual award limit that reflects Domino's growth relative to the market in recent years and thus is intended to reduce the need to grant exceptional awards in future years (which took place in 2011).

EPS is being retained as the sole performance measure in the new Plan since it is a key measure of long-term financial performance assessed by the Board and aligned with the Company's objectives of delivering long-term profitable growth and a progressive dividend policy.

The Plan will include flexibility to make awards of performance shares as well as market value options. This flexibility is considered appropriate since performance shares are now standard market practice and, therefore, it may be appropriate for the Company to consider granting awards of performance shares in future years. Should the Remuneration Committee consider it appropriate to grant awards of performance shares to Executive Directors, appropriate dialogue would take place with the Company's major shareholders. There is no current intention to grant awards of performance shares to Executive Directors with the Remuneration Committee's policy continuing to be to reward Executive Directors for delivering value creation to shareholders both through share price growth (i.e. continued use of market value options) and superior earnings growth relative to the market as a whole.

At the same time as introducing the Plan, two other key changes to the current remuneration policy are being introduced as follows:

1. Higher share ownership guidelines are being introduced with the new policy requiring Executive Directors to build and retain a share ownership of 150% of salary (replacing the former share ownership guideline of 100% of salary and a requirement to retain one-third of the after tax number of shares received pursuant to share incentive awards for two years post vesting); and
2. Clawback provisions are being introduced into both the Plan and the annual bonus plan for 2012. The clawback provisions being introduced into the annual bonus arrangement will mirror those included in the Plan.

Approval of the Plan is considered necessary to ensure that the Remuneration Committee can continue to operate a remuneration policy of providing at or below median base salaries with the opportunity to receive upper quartile remuneration for the delivery of superior EPS growth relative to comparable market practice. A full summary of the principal terms of the Plan (including details of the clawback provisions) is set out in the Appendix at pages 16 to 20.

(c) Dis-application of statutory pre-emption rights (Resolution 17)

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 2011 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 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 £126,804.55, (representing approximately 5 per cent. of the current issued Ordinary Share capital as at 23 February 2012). 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 2013 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.

(d) Authority of the Company to purchase own shares (Resolution 18)

The current authority given at the annual general meeting of the Company held on 30 March 2011 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 in 2011 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.

Accordingly, they recommend that the existing power to purchase in 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 3,037,397 (constituting approximately 1.9 per cent. of the current issued Ordinary Share capital of the Company as at 23 February 2012). 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 2.1 per cent. of the reduced issued share capital.

Resolution 18 authorises the Directors to purchase up to a maximum of 16,230,982 Ordinary Shares, being approximately 10 per cent. of the current issued Ordinary Share capital of the Company as at 23 February 2012, 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 2013 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.

(e) Reduced Notice of General Meetings (Resolution 19)

Resolution 19 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.

(f) Change of Name (Resolution 20)

Following the acquisition by the Company in April last year of a seventy five per cent. interest in the entity that holds the master franchise rights for Domino's Pizza in Germany, the Directors consider it appropriate to change the name of the Company, with effect from 1 May 2012, from Domino's Pizza UK & IRL plc to

LETTER FROM CHAIRMAN

Domino's Pizza Group plc to more accurately reflect the fact that the Group now operates in a number of different territories.

If the change of name resolution is approved, the main trading entity of the Group in the United Kingdom and Ireland, Domino's Pizza Group Limited (a subsidiary company of the Company), will subsequently change its name with effect from 1 May 2012 from Domino's Pizza Group Limited to Domino's Pizza UK & IRL Limited, to correctly reflect that it will solely be carrying on franchising activities in the United Kingdom and Ireland.

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, 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 2012. 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 25,234,415 Ordinary Shares.

I look forward to your attendance at the AGM.

Yours faithfully,

Stephen Hemsley
Chairman

BOARD BIOGRAPHIES

Stephen Hemsley (54)

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 AGM. Stephen is a chartered accountant by profession.

Colin Halpern (75) *

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.

Lance Batchelor (48)

Chief Executive Officer

Lance became Chief Executive Officer on 26 December 2011, having previously been the Deputy Chief Executive Officer 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 submarines. Lance holds an MBA from Harvard Business School. He is a Trustee of The National Gallery.

Lee Ginsberg (54)

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 chartered accountant by profession.

Nigel Wray (63)

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 (65) 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 Chairman of the Remuneration Committee of the Company.

Michael Shallow (57) v • * °

Non-Executive Director

Michael was appointed to the Board in 2006. He is Chairman of both the Audit Committee and the Nomination Committee and Senior Independent Director of the Company. Michael is also a non-executive director of Britvic plc and has worked in the food and drinks sector for the past 16 years. Michael was previously the Finance Director for Greene King plc.

BOARD BIOGRAPHIES

Syl Saller (54) °

Non-Executive Director

Syl was appointed to the Board in September 2011. She is currently the Global Innovation Director for Diageo. 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 (47) •

Non-Executive Director

Helen was appointed to the Board in September 2011. Helen is a Non-Executive Director of Majestic Wine plc and Mattioli Woods plc. She is also 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.

Adam Batty (39)

General Counsel & Company Secretary

Adam joined the Company in 2008 from leading pub company Mitchells & Butlers plc where he was the Director of Legal Affairs. He is a qualified solicitor and has previously held the position of Corporate Lawyer at Six Continents plc and Norton Rose LLP.

<p>Key to Committees</p> <ul style="list-style-type: none">• Member of the Audit Committee* Member of the Nomination Committee° Member of the Remuneration Committee√ Indicates Chairman of Committee <p><i>Ages of Directors are as at 23 February 2012</i></p>
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NOTICE OF ANNUAL GENERAL MEETING

DOMINO'S PIZZA UK & IRL PLC

NOTICE IS HEREBY GIVEN that the 2012 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 on Wednesday, 28 March 2012 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 16 will be proposed as ordinary resolutions and numbers 17 to 20 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 25 December 2011 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 25 December 2011 of 6.80 pence per Ordinary Share on 29 March 2012 to ordinary shareholders whose names appear on the register of members at close of business on 24 February 2012.

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 – Election of Director

To elect Syl Saller as a director of the Company.

RESOLUTION 13 – Election of Director

To elect Helen Keays as a director of the Company.

RESOLUTION 14 – Report on Directors' remuneration

To approve the Report on Directors' remuneration for the year ended 25 December 2011.

RESOLUTION 15 – Authority to Allot Shares

THAT 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 £844,518.30; and
- (ii) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,690,811.86 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.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2013 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 16 – Long Term Incentive Plan 2012

THAT the rules of the Company's 2012 Long Term Incentive Plan (the "Plan") produced in draft to this AGM and, for the purposes of identification, initialled by the Chairman be approved and the Directors be authorised to:

- (a) make such modifications to the Plan as they may consider appropriate to take account of the requirements of HM Revenue & Customs, best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- (b) establish further plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.

Special Resolutions

RESOLUTION 17 – 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 £126,804.55.

The authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2013 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 director 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 18 – 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 provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 16,230,982;
- (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 2012 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 19 – 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 2013.

RESOLUTION 20 – Change of name

THAT the name of the Company be changed to Domino's Pizza Group plc with effect from 1 May 2012.

By order of the Board

Adam Batty
Company Secretary

23 February 2012

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

APPENDIX 1

**SUMMARY OF THE PRINCIPAL TERMS OF THE COMPANY'S 2012 LONG TERM INCENTIVE PLAN
(the "Plan")**

Operation

The Remuneration Committee of the Board of Directors of the Company will supervise the operation of the Plan.

Eligibility

Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Remuneration Committee.

Grant of awards

The Remuneration Committee may grant awards to acquire Ordinary Shares in the Company within six weeks following the Company's announcement of its results for any period. The Remuneration Committee may also grant awards within six weeks of shareholder approval of the Plan or at any other time when the Remuneration Committee considers there to be exceptional circumstances which justify the granting of awards.

The Remuneration Committee may grant awards as market value options (including UK tax-advantaged options) or as performance share awards (conditional shares, nil (or nominal) cost options or forfeitable shares). The Remuneration Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

It is intended that the first awards will be made shortly following shareholder approval of the Plan and that such awards will be granted as market value options.

An award may not be granted more than 10 years after shareholder approval of the Plan.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Option price

The price per Ordinary Share payable upon the exercise of an award granted as a market value option will not be less than:

- (a) the middle market quotation of an Ordinary Share on the London Stock Exchange on the dealing day immediately before the date of grant (or, if the Remuneration Committee so determines, the average of the middle market quotations of an Ordinary Share during a period of up to five dealing day(s) ending with the dealing day before the date of grant); and
- (b) if the option relates only to new issue Ordinary Shares, the nominal value of an Ordinary Share.

Individual limit

An employee may not receive awards in any financial year over Ordinary Shares having a market value in excess of:

- (a) market value options: 500% of his annual basic salary; or
- (b) performance share awards: 200% of his annual basic salary.

Should it be considered appropriate by the Remuneration Committee to grant both performance share awards and market value options to the same employee during the same financial year an exchange rate of 1:2.5 will operate as between performance share awards and market value options. The effect of this exchange rate, by way of example, is that if an individual is granted both a performance share award and a market value option during the same financial year he could, at most, be granted a 100% of salary performance share award and a 250% of salary market value option.

With regard to award levels in 2012, it is anticipated that the Chief Financial Officer of the Company will receive an award at 400% of salary (with the award structured as a market value option). This level of award is considered appropriate by the Remuneration Committee in light of: (i) the challenging nature of the performance conditions (described below); and (ii) the Remuneration Committee's desire to offer total remuneration that is consistent with its stated policy.

The Chief Executive Officer of the Company will not receive an award under the Plan during 2012 given that he is to receive the second part of his recruitment award as described in the Report of Directors' remuneration contained within the Report and Accounts.

Performance conditions

The vesting of awards will be subject to performance conditions set by the Remuneration Committee.

It is intended that the awards to be granted in 2012 will be subject to an adjusted EPS based performance condition. The proposed performance condition will provide that awards will only vest if annual average growth in the adjusted EPS over the three-year period commencing with the year in which the award is granted (i.e. the financial year of the Company ending on 30 December 2012) is at or above a certain level as explained more fully in the table below:

Annual Average Growth in EPS	Percentage of an award which vests
Less than 9%	0%
9%	14%
10%	28%
11%	42%
12%	56%
13%	70%
14%	84%
15%	100%
Straight line vesting will take place between the above performance points	

The Remuneration Committee can set different performance conditions from those described above for future awards provided that, in the reasonable opinion of the Remuneration Committee, the new targets are appropriately challenging in light of the circumstances at the relevant time.

The Remuneration Committee may also vary the performance conditions applying to existing awards if an event has occurred which causes the Remuneration Committee to consider that it would be appropriate to amend the performance conditions, provided the Remuneration Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

Vesting of awards

Awards normally vest three years after grant to the extent that the applicable performance conditions (see above) have been satisfied and provided the participant is still employed in the Company's group. Options are then exercisable up until the tenth anniversary of grant unless they lapse earlier.

Dividend equivalents

The Remuneration Committee may decide that participants will receive a payment (in cash and/or Ordinary Shares) on or shortly following settlement of their awards (other than UK tax-advantaged options) of an amount equivalent to the dividends that would have been paid on the vested Ordinary Shares between the time when the awards were granted and the time when the participants received the vested Ordinary Shares. This amount may assume the reinvestment of dividends. Alternatively, participants may have the number of Ordinary Shares subject to their awards (other than UK-tax advantaged options) increased as if dividends were paid on the Ordinary Shares subject to their award and then reinvested in further Ordinary Shares. There is no current intention to award dividend equivalent in connection with market value options but the Remuneration Committee will review the position in respect of performance share awards if and when it decides to grant such awards.

Leaving employment

As a general rule, an award will lapse upon a participant ceasing to hold employment or be a director within the Company's group. However, if a participant ceases to be an employee or a director within the Company's group because of his death, ill-health, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Remuneration Committee, then his award will vest on the date on which it would have vested had such cessation not occurred. The extent to which an award will vest in these situations will depend upon the extent to which the performance conditions have been satisfied and the pro-rating of the award to reflect the period of time between grant and cessation relative to the period between grant and vesting, except that: (i) no such time pro rata reduction will be applied to UK tax-advantaged options; (ii) such a time pro rata reduction will only be applied to other market value options if the Remuneration Committee sees fit; and (iii) in respect of performance share awards, the Remuneration Committee can decide not to pro-rate an award if it regards it as inappropriate to do so.

If a participant ceases to be an employee or director in the Company's group for one of the "good leaver" reasons specified above, the Remuneration Committee can alternatively decide that his award will vest on the date of cessation subject to the performance conditions being satisfied at that time and a time pro rata reduction to reflect the reduced period of time between grant and vesting as described above.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation), all awards will vest early subject to the extent that the performance conditions have been satisfied at that time and a time pro rata reduction to reflect the reduced period of time between grant and vesting except that: (i) no such time pro rata reduction will be applied to UK tax-advantaged options; (ii) such a time pro rata reduction will only be applied to other market value options if the Remuneration Committee sees fit; and (iii) in respect of performance share awards, the Remuneration Committee can decide not to pro-rate an award if it regards it as inappropriate to do so.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Remuneration Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Remuneration Committee, would affect the market price of Ordinary Shares to a material extent, then the Remuneration Committee may decide that awards will vest on the basis which would apply in the case of a takeover as described above.

Clawback

The Remuneration Committee may decide at any time within two years of the date of vesting of an award (other than a UK-tax advantaged option) that a participant will be subject to clawback in circumstances of the material misstatement of the Company's financial results or where it is discovered that there has been an act of misconduct that leads to such material misstatement or where there has been an error in assessing the extent to which the performance conditions were met. The Remuneration Committee may require the clawback to be satisfied by way of a reduction in certain other incentive awards and/or by requiring the participant to make a cash payment to the Company's group.

Participants' rights

Awards of conditional Ordinary Shares and options will not confer any shareholder rights until the awards have vested or the options have been exercised and the participants have received their Ordinary Shares. Holders of awards of forfeitable Ordinary Shares will have shareholder rights from when the awards are made except they may be required to waive their rights to receive dividends.

Rights attaching to Ordinary Shares

Any Ordinary Shares allotted when an award vests or is exercised will rank equally with the Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital, the Remuneration Committee may make such adjustment as it considers appropriate to the number of Ordinary Shares subject to an award and/or the exercise price payable (if any). Awards other than UK tax-advantaged options may also be so adjusted in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Ordinary Shares.

Dilution limits

The Plan may operate over new issue Ordinary Shares, treasury Ordinary Shares or Ordinary Shares purchased in the market.

NOTICE OF AGM

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than:

- (a) 10 per cent of the issued Ordinary Share capital of the Company under the Plan and any other employee share plan adopted by the Company; and
- (b) 5 per cent of the issued Ordinary Share capital of the Company under the Plan and any other executive share plan adopted by the Company.

Treasury Ordinary Shares will count as new issue Ordinary Shares for the purposes of these limits unless institutional investors decide that they need not count.

Alterations

The Remuneration Committee may, at any time, amend the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Ordinary Shares or the transfer of treasury Ordinary Shares, the basis for determining a participant's entitlement to, and the terms of, the Ordinary Shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas arrangements

The shareholder resolution to approve the Plan will allow the Board to establish further plans for overseas territories, any such plan to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any Ordinary Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

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 26 March 2012 (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 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 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 (the Specified Time as defined in note 1 above).
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 2012, the last practicable day before printing this document, was 162,309,823 Ordinary Shares carrying one vote each. The total level of voting rights in the Company as at this date was therefore 162,309,823.
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 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. Copies of the rules of the 2012 Long-Term Incentive Plan 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), at New Bridge Street, 10 Devonshire Square, London EC2M 4YP and at the place of the AGM from at least 15 minutes prior to and until the conclusion of the AGM.

NOTICE OF AGM

11. 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:
 - (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.
12. 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.
13. 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.
14. 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 24 February 2012, 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.
15. The AGM will be held at The Training Centre, Unit B, Kingston Centre, Winchester Circle, Kingston, Milton Keynes, MK10 0BA on Wednesday, 28 March 2012 at 1pm.

