

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 28 December 2008 (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 23 April 2009 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 21 April 2009, being 48 hours before the time appointed for holding the meeting. 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)

20 March 2009

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

Dear Shareholder,

Annual General Meeting – 23 April 2009

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 23 April 2009. The Notice of Annual General Meeting is set out on pages 11 to 13.

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 10)

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 for the 52 week period ended 28 December 2008, 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 3.2 pence per ordinary share in the capital of the Company (“**Ordinary Share**”).

The ordinary business of the AGM also includes the re-election of Lee Ginsberg, Colin Halpern, Nigel Wray and Dianne Thompson 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:

Lee Ginsberg, Chief Financial Officer, Age 51

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 18 months as Deputy Chief Executive.

Colin Halpern, Non-Executive Vice Chairman, Age 72

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 60

Nigel was appointed to the Board in 1999. He is the Chairman of Saracens Limited and British Seafood Group Holdings Limited and a Non-Executive Director of several other companies.

Dianne Thompson, Non-Executive Director, Age 58

Dianne was appointed to the Board as a Non-Executive Director in 2006 and is the Chairperson of the Nominations Committee. She is the Chief Executive Officer of the National Lottery operator Camelot Group plc.

Peter Klauber was appointed as a Director of the Company on 30 September 2008. As he was appointed by the Board rather than by ordinary resolution of the Company, his period in office will expire at the AGM in accordance with Article 34 of the Company’s Articles of Association. Being eligible, Peter Klauber wishes to offer himself for re-appointment. The ordinary business of the AGM includes such re-appointment.

Brief biographical details of Peter Klauber are as follows:

Peter Klauber, Non-Executive Director, Age 53

Peter was appointed to the Board in September 2008. Peter is a chartered accountant and was previously a senior partner at Ernst & Young LLP. Peter is the Non-Executive Chairman of the Hotel Chocolat Group and Conforto Financial Management Limited.

The Companies Acts 1985 and 2006 require 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 10 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 11 to 15)

(a) Authority to allot Ordinary Shares (resolution 11)

The Companies Act 1985 provides that Directors shall only allot unissued shares with the 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 80 of the Companies Act 1985 to allot Ordinary Shares (and other relevant securities, as defined within section 80(2) of the Companies Act 1985) with a nominal value of up to £844,476.60, which represents approximately 33.3 per cent. of the total current issued Ordinary Share capital as at 19 March 2009 (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.

This authority will, if granted, expire on the conclusion of the AGM of the Company to be held in 2010 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time.

The Company currently holds no shares in treasury as at 19 March 2009, being the last practicable date prior to publication of this document.

(b) Dis-application of statutory pre-emption rights (resolution 12)

The Companies Act 1985 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 section 95 of the Companies Act 1985. The existing authority granted to the Directors at the last AGM to allot shares for cash pursuant to section 95 of the Companies Act 1985 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 89 of the Companies Act 1985, and authorises other allotments of up to an aggregate nominal amount of £126,671.49, (representing approximately 5 per cent. of the current issued Ordinary Share capital as at 19 March 2009). 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 2010 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time.

(c) Authority of the Company to purchase own shares (resolution 13)

The current authority given at the AGM of the Company held on 24 April 2008 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 several share buyback programmes, 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 12 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 3,821,833 (constituting approximately 2.36 per cent of the current issued Ordinary Share capital of the Company as at 19 March 2009). 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 2.62 per cent of the reduced issued share capital.

Resolution 13 authorises the Directors to purchase up to a maximum of 16,213,950 Ordinary Shares, being approximately 10 per cent. of the current issued Ordinary Share capital of the Company as at 19 March 2009, 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 2010 or, if earlier, 15 months from the date of the passing of the resolution, unless such authority is renewed prior to this time.

(d) Company Share Option Scheme 2009 (“CSOP 2009”)

In addition to the AGM’s regular business, we are taking the opportunity to seek your approval to replace the Domino’s Pizza Employee Share Option Scheme, which is due to expire in November 2009. A summary of the principal terms of the new company share option plan is set out in Appendix 1 of this document on pages 8 to 10.

The CSOP 2009 will have HMRC approved and ‘unapproved’ parts. It will provide for the grant of options to employees and Directors over shares worth up to a maximum value of 200% of base salary each year. An individual may hold HMRC approved options at any time over shares worth up to £30,000 (valued at the relevant date(s) of grant). Such options will be exercisable between the third and tenth anniversaries of the date of grant to the extent that the performance conditions have been met. The options will be subject to a performance target of real growth in adjusted earnings per share (“EPS”¹) of 3%-8% per year. Although the Executive Directors will be eligible, it is not anticipated that they will receive options under the CSOP 2009.

(e) Notice of General Meetings

Resolution 15, which will be proposed as a special resolution, is required to reflect the proposed implementation in August 2009 of the Shareholder Rights Directive. The Directive requires fully listed companies to call general meetings on at least 21 clear days’ notice and its implementation in the UK is currently the subject of a public consultation. The Company is currently able to call general meetings (other than an AGM) on 14 clear days’ notice and would like to preserve this ability. In order to be able to do so after 3 August 2009, shareholders must have approved the calling of meetings on 14 days’ notice. Resolution 15 will implement this proposal. The approval will be effective until the Company’s next AGM.

The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting after 3 August 2009 on fewer than 21 clear days’ notice. The outcome of the consultation on how companies might satisfy these requirements is still awaited. However, this issue does not need to be resolved for the enabling special resolution to be passed but only when such a general meeting is convened. The Company will comply with all relevant requirements in this regard should the need arise to convene such a general meeting.

¹ Adjusted EPS means diluted earnings per share before operating and non-operating exceptional items.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the draft rules of the CSOP 2009, along with copies of the service contracts and letters of appointment of each of the Directors, will be available for inspection at the Company's registered office and at the offices of BDO Stoy Hayward LLP at 55 Baker Street, London W1U 7EU 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.

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 44,133,482 Ordinary Shares.

I look forward to your attendance at the AGM.

Yours sincerely,

Stephen Hemsley

Executive Chairman

Appendix 1

Summary of the Domino's Pizza UK & IRL plc Company Share Option Plan 2009

1 Limits

HMRC Limit on individual participation

The maximum number of shares over which a participant may be granted both HMRC approved and unapproved options in any year pursuant to the CSOP 2009 will be limited to shares with a market value of 200% of the participant's basic annual salary.

A participant will be permitted to hold HMRC approved options at any time with an aggregate exercise price not exceeding the relevant statutory limit (currently £30,000).

Overall Limits

The total number of unissued Ordinary Shares over which options may be granted when aggregated with the total number of Ordinary Shares issued pursuant to share awards or made issuable pursuant to the exercise of discretionary options granted over a ten-year period, shall not exceed five per cent of the Company's issued Ordinary Shares at the date of grant.

Overall, the total number of unissued Ordinary Shares over which options may be granted when aggregated with the total number of Ordinary Shares issued pursuant to share awards or made issuable pursuant to options granted under any employees' share scheme in the ten years immediately preceding the date upon which an option is granted, shall not exceed ten per cent of the Company's issued Ordinary Shares at the date of grant.

2 Grant of options

The Remuneration Committee may grant options at any time (except during a Close Period) after adoption of the CSOP and, in the case of approved options, following approval by HMRC.

No options may be granted more than 10 years after the approval of the CSOP 2009 by shareholders.

Eligible employees are all employees and Executive Directors of the Group who are required to work at least 25 hours per week for the Group.

3 Option Exercise Price

The price per Ordinary Share at which options may be exercised is the higher of the nominal value of an Ordinary Share and the market value of an Ordinary Share at the date of grant.

4 Performance Conditions

The exercise of options will be subject to the achievement of a performance condition.

Options will only vest if the performance condition is satisfied. The performance condition will be determined at the date of grant and will be such as to require sustained financial growth of the Company. The Remuneration Committee has determined that the performance condition for the

first grant of options will consist of an earnings per share target of real growth in adjusted EPS of between 3% and 8% per year. Adjusted EPS means diluted earnings per share before operating and non-operating exceptional items.

Performance will be measured over three financial years. The options will be exercisable to the extent that the performance condition has been met after three years as follows:

Earnings per share performance	Proportion of option vesting
Real growth plus 3% per annum	Approved options vest in full
Real growth plus 3% per annum	25% of unapproved options
Real growth between 3% and 8% per annum	Between 25% and 100% of unapproved options on a sliding scale
Real growth plus 8% per annum	100% of unapproved options

5 Renunciation of options

Any option may be renounced in whole or in part by the option holder in writing to the Company no later than 30 days after the date of grant of that option.

6 Exercise of options

Subject to the defined performance conditions, an option will normally be exercisable between the third and tenth anniversaries of the date of grant.

Approved options may be exercised early in the event that a participant leaves by reason of death, injury, disability, redundancy or retirement and where the participant's employer or business unit is disposed of or if the participant leaves for other reasons and the Remuneration Committee exercises its discretion to permit exercise.

Unapproved options would be forfeited on leaving, unless the Remuneration Committee exercises its discretion otherwise. In such a case, the option would be exercisable to the extent that the performance condition has been met and the number of shares could be acquired would be adjusted to reflect the proportion of the performance period that had elapsed.

7 Change in Control

The Remuneration Committee may allow options to be exercised early in the event of a change of control, amalgamation, reconstruction or voluntary winding up of the Company. If so, the performance condition would be applied over the shorter period, unless the Remuneration Committee exercises its discretion (acting fairly and reasonably), to treat the performance condition as satisfied, taking into account the performance of the Company up until the relevant event.

8 Variation of share capital

Subsisting options granted under the CSOP 2009 may be adjusted to reflect variations in the Company's share capital. Adjustments to approved options may only be made with the consent of HMRC and the confirmation of the Company's independent advisers that the adjustment is fair and reasonable.

9 Administration and Amendments

The Remuneration Committee will be able to make amendments to the rules of the CSOP 2009 as it considers appropriate or which may be necessary to obtain approval from HMRC, but not conflicting in any material way with this summary of the rules.

Amendments that would be to the advantage of participants in respect of eligibility, limits on participation and the number of shares available, terms of exercise and adjustment of options (other than pursuant to a variation of capital outlined above) would have to be approved in advance by shareholders in general meeting, but not if the amendment is minor in nature and made to benefit the administration of the CSOP 2009, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or the Company.

Any amendment to a key feature of the CSOP 2009 which affects approved options will require approval of HMRC before it can take effect.

10 General

Options may not be assigned, charged or transferred (except on death, to personal representatives) and are not pensionable.

Participants in the CSOP 2009 are not entitled to compensation for loss of options due to termination of their office or employment and their rights and obligations are not affected by participation in the CSOP 2009.

The existence of options does not affect the Company's ability to change its share capital structure or to merge, consolidate, issue bonds, debentures, or preferred stock or to dissolve or liquidate the Company, or to sell to transfer any part of its assets or business.

Ordinary Shares issued under the CSOP 2009 rank pari passu with existing Ordinary Shares and the Company shall apply for such shares to be admitted to trading on the London Stock Exchange.

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 on 23 April 2009 at 1pm for the following purposes:

Ordinary Business

1. To receive and adopt the Financial Statements for the 52 week period ended 28 December 2008, 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 28 December 2008 of 3.2p per ordinary share, to be paid on 1 May 2009 to members whose names appear on the register of members at close of business on 3 April 2009.
5. To re-elect Lee Ginsberg 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 Dianne Thompson as a Director following her retirement by rotation.
9. To re-appoint Peter Klauber as a Director.
10. To approve the Directors' Remuneration Report for the 52 week period ended 28 December 2008.

Special Business

As special business:

11. 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 80 of the Companies Act 1985 (the "**1985 Act**") to exercise all the powers of the Company to allot relevant securities (as defined within section 80(2) of the 1985 Act) up to a maximum aggregate nominal value of £844,476.60.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 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 (subject to the passing of Resolution 11 set out in the notice convening this meeting) the Directors be and hereby are authorised pursuant to and in accordance with section 95 of the 1985 Act to allot equity securities (as defined in section 94(2) of the 1985 Act) wholly for cash pursuant to the authority conferred by Resolution 11 (set out in the notice convening this meeting), as if section 89(1) of the 1985 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 £126,671.49.

The authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 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.”

13. 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 166 of the 1985 Act to make one or more market purchases (within the meaning of section 163(3) of the 1985 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 16,213,950;
- (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 2010 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.”

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

“THAT the Domino’s Pizza UK & IRL plc Company Share Option Plan 2009 (“**CSOP 2009**”), a summary of which is set out in the explanatory notes to the Notice of Annual General Meeting dated 20 March 2009, be adopted and established and the Remuneration Committee of the Board of directors of the Company be and they are hereby authorised to do all acts, matters and things which they may consider necessary or desirable in order to carry the CSOP 2009 into effect, including the making of non material or consequential amendments thereto.”

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

“THAT as permitted by the EU Shareholder Rights Directive (2007/36/EC) any general meeting of the Company (other than the Annual General Meeting of the Company) 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 2010.”

By order of the Board

Adam Batty

Company Secretary

20 March 2008

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 1pm on 21 April 2009 (the "Specified Time") in order to be entitled to attend and vote at the Annual General Meeting. 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 Companies Act 2006 ("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 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 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 before the time of the meeting or of any adjournment of the meeting.
5. The total number of ordinary shares of 1.5625p in issue as at 19 March 2009, the last practicable day before printing this document, was 162,139,508 ordinary shares carrying one vote each. The total level of voting rights in the Company as at this date was therefore 162,139,508.
6. 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. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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.

7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above. A letter in this form would be acceptable to the Company and its Registrars.
8. Copies of the service contracts and letters of appointment of each of the Directors, and a copy of the draft rules for the Company Share Option Scheme 2009, will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.

9. Biographical details of each Director who is being proposed for re-appointment or re-election by shareholders, including their membership of Board committees, are set out in the Annual Report.