

16 - 07 - 97

No 2882515

THE COMPANIES ACTS 1985 and 1989

A Private Company Limited by Shares

RESOLUTIONS

of

Domino's Pizza Group Limited

Passed 20/6 1997

**CERTIFIED A
TRUE**

COPY

Signed *S. J. Berwin*

Date *9 July 1997*

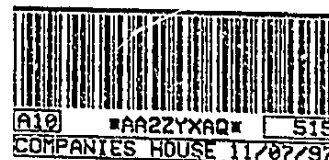
S. J. BERWIN & CO LONDON

At an Extraordinary General Meeting of Domino's Pizza Group Limited, duly convened and held on 24/6/1997, the following Resolutions were duly passed as Special Resolutions:

Resolutions

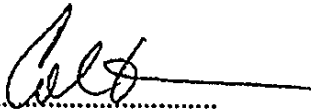
THAT:

- 1 The draft new articles of association, in the form produced to the meeting and signed by the Chairman for the purposes of identification, be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
- 2 (a) the Directors of the Company be and are hereby authorised pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities up to an aggregate nominal amount of £800,000 for the period expiring on the fifth anniversary of the passing of this Resolution, (provided that the Company may before such expiry make offers or agreements which would or might require such securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired); and
(b) the Directors be and are hereby empowered for a period of five years from the date of this Resolution (unless earlier revoked or varied by the Company in general meeting) to allot or make offers or agreements to allot equity securities pursuant to the authority granted by paragraph (a) of this Resolution as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of any equity



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securities to Abacus(CI)Limited pursuant to a Subscription Option dated
~~June 1997~~ (a copy of which was produced to the meeting and signed by
the Chairman for identification).


.....
Director