

**Company Number: 02882515**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**THE MEMBERS OF**  
**DOMINO'S PIZZA GROUP LIMITED**

WE, being the shareholders of the above Company who at the date of the resolutions set out below is to be regarded as being entitled to attend and vote on such resolutions as if they had been proposed in General Meeting of the Company and pursuant to the provisions the Articles of Association of the Company, HEREBY PASS the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:-

**1. Bonus Issue**

THAT, upon the recommendation of the Directors, it is desirable to capitalise the sum of £929,714 (being the whole of the amount standing to the credit of the Company's share premium account and £175,000 to the credit of the revenue reserve account) and that such sum be capitalised and accordingly the Directors be authorised and directed to appropriate the said sum to the holders of the ordinary shares in the capital of the Company registered at close of business on 24 November 1999 or such later date as the Directors shall decide and to apply such sum in paying up in full at par on behalf of such holders 929,714 ordinary shares of £1 each (ranking pari passu in all respects with the existing issued ordinary shares of the Company) and that such shares be allotted and distributed credited as fully paid to the said holders in the proportion of 929,714 said ordinary shares for every 1,270,286 ordinary shares then held, and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.

**2. Authority to Allot Shares**

That, in substitution for all previous authorities which are hereby revoked, the Directors of the Company be and are generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 to allot relevant securities (as defined in that Section) up to a

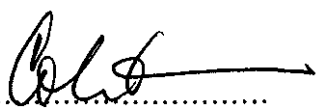


maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, such authority to expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of 23 February 2001 or the conclusion of the Annual General Meeting of the Company to be held in 2000 provided that the Company may make an offer or agreement prior to the expiring of this authority which would or might require relevant securities to be allotted after the expiry of this authority and the Directors of the Company may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

### 3. Subdivision of the Ordinary Shares

Each of the 2,200,000 issued shares of £1 each in the capital of the Company be subdivided into 44,000,000 ordinary shares of 5 pence each.

Signed by )  
for and on behalf of )  
**INTERNATIONAL FRANCHISE** )  
**SYSTEMS, INC.** )

  
.....  
Duly authorised representative

Signed by )  
for and on behalf of )  
**RBS MEZZANINE LIMITED** )

.....  
Duly authorised representative

Signed by - )  
for and on behalf of )  
**ABACUS (C.I.) LIMITED** )

.....  
Duly authorised representative

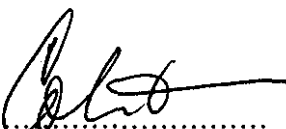
Signed by )  
for and on behalf of )  
**CHASE NOMINEES LIMITED** )

.....  
Duly authorised representative

Signed by **NIGEL WRAY** )

.....

Signed by )  
for and on behalf of )  
**HS REAL COMPANY, LLC** )

  
.....  
Duly authorised representative

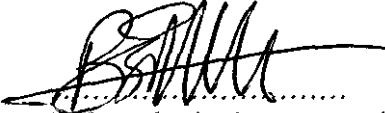
Dated 15 November 1999

maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, such authority to expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of 23 February 2001 or the conclusion of the Annual General Meeting of the Company to be held in 2000 provided that the Company may make an offer or agreement prior to the expiring of this authority which would or might require relevant securities to be allotted after the expiry of this authority and the Directors of the Company may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

### 3. Subdivision of the Ordinary Shares

Each of the 2,200,000 issued shares of £1 each in the capital of the Company be subdivided into 44,000,000 ordinary shares of 5 pence each.

|                                |   |                                |
|--------------------------------|---|--------------------------------|
| Signed by                      | ) | .....                          |
| for and on behalf of           | ) | Duly authorised representative |
| <b>INTERNATIONAL FRANCHISE</b> | ) |                                |
| <b>SYSTEMS, INC.</b>           | ) |                                |

|                              |   |   |
|------------------------------|---|---|
| Signed by                    | ) |  |
| for and on behalf of         | ) | Duly authorised representative  |
| <b>RBS MEZZANINE LIMITED</b> | ) |   |

|                              |   |                                |
|------------------------------|---|--------------------------------|
| Signed by -                  | ) | .....                          |
| for and on behalf of         | ) | Duly authorised representative |
| <b>ABACUS (C.I.) LIMITED</b> | ) |                                |

|                               |   |                                |
|-------------------------------|---|--------------------------------|
| Signed by                     | ) | .....                          |
| for and on behalf of          | ) | Duly authorised representative |
| <b>CHASE NOMINEES LIMITED</b> | ) |                                |

|                             |   |       |
|-----------------------------|---|-------|
| Signed by <b>NIGEL WRAY</b> | ) | ..... |
|-----------------------------|---|-------|

|                             |   |                                |
|-----------------------------|---|--------------------------------|
| Signed by                   | ) | .....                          |
| for and on behalf of        | ) | Duly authorised representative |
| <b>HS REAL COMPANY, LLC</b> | ) |                                |

Dated 15 November 1999

maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, such authority to expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of 23 February 2001 or the conclusion of the Annual General Meeting of the Company to be held in 2000 provided that the Company may make an offer or agreement prior to the expiring of this authority which would or might require relevant securities to be allotted after the expiry of this authority and the Directors of the Company may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

### 3. Subdivision of the Ordinary Shares

Each of the 2,200,000 issued shares of £1 each in the capital of the Company be subdivided into 44,000,000 ordinary shares of 5 pence each.

|                                |   |                                |
|--------------------------------|---|--------------------------------|
| Signed by                      | ) | .....                          |
| for and on behalf of           | ) | Duly authorised representative |
| <b>INTERNATIONAL FRANCHISE</b> | ) |                                |
| <b>SYSTEMS, INC.</b>           | ) |                                |

|                              |   |                                |
|------------------------------|---|--------------------------------|
| Signed by                    | ) | .....                          |
| for and on behalf of         | ) | Duly authorised representative |
| <b>RBS MEZZANINE LIMITED</b> | ) |                                |

|                              |   |                                |
|------------------------------|---|--------------------------------|
| Signed by -                  | ) | .....                          |
| for and on behalf of         | ) | Duly authorised representative |
| <b>ABACUS (C.I.) LIMITED</b> | ) |                                |

P.T.O.

|                               |   |                                |
|-------------------------------|---|--------------------------------|
| Signed by                     | ) | .....                          |
| for and on behalf of          | ) | Duly authorised representative |
| <b>CHASE NOMINEES LIMITED</b> | ) |                                |

|                             |   |       |
|-----------------------------|---|-------|
| Signed by <b>NIGEL WRAY</b> | ) | ..... |
|-----------------------------|---|-------|

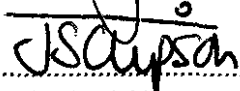
|                             |   |                                |
|-----------------------------|---|--------------------------------|
| Signed by                   | ) | .....                          |
| for and on behalf of        | ) | Duly authorised representative |
| <b>HS REAL COMPANY, LLC</b> | ) |                                |

Dated 15 November 1999

Signed by )  
for and on behalf of )  
**ABACUS (C.I.) LIMITED** )  
**AS TRUSTEE OF THE** )  
**PRIORY ACCUMULATION** )  
**AND MAINTENANCE TRUST** )

  
.....  
Authorised Signatory  
  
.....  
Authorised Signatory

Signed by )  
for and on behalf of )  
**ABACUS (C.I.) LIMITED** )  
**AS TRUSTEE OF THE** )  
**EDNA WRAY GRANDCHILDRENS** )  
**ACCUMULATION AND** )  
**MAINTENANCE TRUST** )

  
.....  
Authorised Signatory  
  
.....  
Authorised Signatory

maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, such authority to expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of 23 February 2001 or the conclusion of the Annual General Meeting of the Company to be held in 2000 provided that the Company may make an offer or agreement prior to the expiring of this authority which would or might require relevant securities to be allotted after the expiry of this authority and the Directors of the Company may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

### 3. Subdivision of the Ordinary Shares



Each of the 2,200,000 issued shares of £1 each in the capital of the Company be subdivided into 44,000,000 ordinary shares of 5 pence each.

Signed by )  
for and on behalf of ) Duly authorised representative  
**INTERNATIONAL FRANCHISE** )  
**SYSTEMS, INC.** )

Signed by )  
for and on behalf of ) Duly authorised representative  
**RBS MEZZANINE LIMITED** )

Signed by - )  
for and on behalf of ) Duly authorised representative  
**ABACUS (C.I.) LIMITED** )

Signed by )  
for and on behalf of ) Duly authorised representative  
**CHASE NOMINEES LIMITED** )

THE COMMON SEAL  
OF CHASE NOMINEES LIMITED  
*hereto affixed in the presence of*  
 Director  
 ASSISTANT  
SECRETARY

(815)

Signed by **NIGEL WRAY** )

Signed by )  
for and on behalf of ) Duly authorised representative  
**HS REAL COMPANY, LLC** )

Dated 15 November 1999

maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution, such authority to expire (unless previously renewed, varied or revoked by the Company in General Meeting) on the earlier of 23 February 2001 or the conclusion of the Annual General Meeting of the Company to be held in 2000 provided that the Company may make an offer or agreement prior to the expiring of this authority which would or might require relevant securities to be allotted after the expiry of this authority and the Directors of the Company may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

### 3. Subdivision of the Ordinary Shares

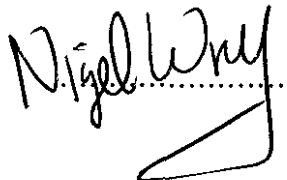
Each of the 2,200,000 issued shares of £1 each in the capital of the Company be subdivided into 44,000,000 ordinary shares of 5 pence each.

|                                |   |                                |
|--------------------------------|---|--------------------------------|
| Signed by                      | ) | .....                          |
| for and on behalf of           | ) | Duly authorised representative |
| <b>INTERNATIONAL FRANCHISE</b> | ) |                                |
| <b>SYSTEMS, INC.</b>           | ) |                                |

|                              |   |                                |
|------------------------------|---|--------------------------------|
| Signed by                    | ) | .....                          |
| for and on behalf of         | ) | Duly authorised representative |
| <b>RBS MEZZANINE LIMITED</b> | ) |                                |

|                              |   |                                |
|------------------------------|---|--------------------------------|
| Signed by -                  | ) | .....                          |
| for and on behalf of         | ) | Duly authorised representative |
| <b>ABACUS (C.I.) LIMITED</b> | ) |                                |

|                               |   |                                |
|-------------------------------|---|--------------------------------|
| Signed by                     | ) | .....                          |
| for and on behalf of          | ) | Duly authorised representative |
| <b>CHASE NOMINEES LIMITED</b> | ) |                                |

|                             |   |  |
|-----------------------------|---|--|
| Signed by <b>NIGEL WRAY</b> | ) |  |
|-----------------------------|---|--|

|                             |   |                                |
|-----------------------------|---|--------------------------------|
| Signed by                   | ) | .....                          |
| for and on behalf of        | ) | Duly authorised representative |
| <b>HS REAL COMPANY, LLC</b> | ) |                                |

Dated 15 November 1999