

Company No: 02882515

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
RESOLUTIONS IN WRITING  
of  
DOMINO'S PIZZA GROUP LIMITED  
(the "Company")**

Passed on **21 April** 2009

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

**SPECIAL RESOLUTIONS**

1. THAT the authorised share capital of the Company be and is hereby increased from £2,200,000 to £2,250,000 by the creation of 1,000,000 new A Shares of £0.05 each.
2. THAT the attached Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

**ORDINARY RESOLUTIONS**

3. THAT the directors be authorised to capitalise £50,000 of the undivided profits of the Company and appropriate the sum resolved to be capitalised to the member who as at the time this resolution is passed would have been entitled to it if it were distributed by way of dividend and apply such sum on its behalf in paying up in full 1,000,000 A Shares of £0.05 each in the capital of the Company, and allot the shares created as fully paid to that member.
4. THAT the proposed issue by the directors of the Company to DPG Holdings Limited of 1,000,000 A Shares of £0.05 each in the capital of the Company (such A Shares having the rights and being subject to the restrictions set out in the Articles of Association of the Company) be and is hereby approved and ratified by the sole member of the Company.

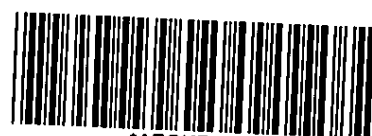
Signed

  
Director/Secretary

Dated

**21 April**

2009



A46 23/04/2009 231  
COMPANIES HOUSE



Company No. 02882515

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## Articles of Association of Domino's Pizza Group Limited

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Incorporated 15 December 1993

Adopted by written resolution passed on 21 April 2009

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THE COMPANIES ACTS 1985 AND 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

DOMINO'S PIZZA GROUP LIMITED

Adopted by written resolution passed on

2009

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1. **PRELIMINARY**

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. **INTERPRETATION**

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"clear days"</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>"Companies Act 1985"</b>	the Companies Act 1985 (as amended from time to time)
<b>"Companies Act 2006"</b>	the Companies Act 2006 (as amended from time to time)
<b>"connected"</b>	in relation to a director of the Company has the meaning given in section 252 of the Companies Act 2006
<b>"Directors"</b>	the directors for the time being of the Company or (as the context shall require) any

	of them acting as the board of directors of the Company
<b>"electronic address"</b>	any address or number used for the purposes of sending or receiving documents or information by electronic means
<b>"electronic form" and "electronic means"</b>	have the meaning given in section 1168 of the Companies Act 2006
<b>"hard copy form"</b>	has the meaning given in section 1168 of the Companies Act 2006
<b>"holder"</b>	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
<b>"office"</b>	the registered office of the Company
<b>"ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act 2006
<b>"seal"</b>	the common seal of the Company (if any)
<b>"secretary"</b>	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
<b>"share"</b>	includes any interest in a share
<b>"special resolution"</b>	has the meaning given in section 283 of the Companies Act 2006
<b>"the Statutes"</b>	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
<b>"United Kingdom"</b>	Great Britain and Northern Ireland
<b>"in writing"</b>	hard copy form or, to the extent agreed (or deemed to be agreed by a provision of the Statutes), electronic form or website

## communication

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

Where the word "**address**" appears in these Articles it is deemed to include postal address and electronic address and "**registered address**" shall be construed accordingly.

The expression "**working day**" means any day other than Saturday, Sunday and Christmas Day, Good Friday or any other day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the Company is registered. References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

### 3. **SHARE CAPITAL**

3.1 The authorised share capital of the Company at the date of adoption of these Articles is £2,250,000 divided into 44,000,000 ordinary shares of £0.05 each ("**Ordinary Shares**") and 1,000,000 A shares of £0.05 each ("**A Shares**").

3.2 Save as otherwise provided in these Articles, the Ordinary Shares and the A Shares shall rank pari passu in all respects but shall constitute separate classes of shares.

3.3 The rights, privileges and restrictions attaching to the A Shares shall be as follows:

3.3.1 as regards income:

3.3.1.1 out of the profits available for distribution the holders of the A Shares shall be entitled to be paid a dividend equal in amount to the loan principal amounts (the "**Loan Principal**") received by the Company (in whole or part repayments) under the loan made by the Company to DPG Holdings Limited on 25 April 2008 and subsequently documented by a loan agreement dated 20 April 2009 (the "**Loan**");

- 3.3.1.2 the holders of the A Shares shall not be entitled to participate in any dividend paid to the holders of the Ordinary Shares and such dividend may be declared and paid prior to any date on which any dividend payable on the A Shares may become payable but if declared or approved after any date on which any dividend on the A Shares is payable shall not be paid before that dividend on the A Shares is paid;
- 3.3.1.3 the amount of the dividend payable on the A Shares is exclusive of the amount of any associated tax credit available to shareholders and payment of the dividend payable on the A Shares is to be made in the currency in which the Company receives the relevant final Loan Principal amount;
- 3.3.1.4 unless the Company has insufficient profits available for distribution and the Company is thereby prohibited from paying dividends, the dividend payable on the A Shares (notwithstanding Regulations 102-108 inclusive contained in Table A or any other provision of these Articles and, in particular, notwithstanding that there has not been a recommendation of the directors or a resolution of the Company in general meeting) shall be paid immediately on the second business day following receipt of repayment of the Loan Principal (or, as the case may be, part thereof) and if not then paid shall be a debt due by the Company and be payable in priority to any other dividend;
- 3.3.1.5 if the dividend payable on the A Shares or any part of it is for whatever reason not paid in full within three days of the date when it is due for payment (the "**Default Date**") then the Company shall pay such dividend as soon as possible and shall be liable to pay to the holders of the A Shares as appropriate (in proportion to the number of relevant Shares held by each of them) on the date the dividend is paid, in addition to the dividend then payable, an amount (net of any advance corporation tax payable by the Company) equal to interest thereon at a rate equal to two per cent above the base lending rate of Barclays Bank plc for the time being from the Default Date to the date of payment compounded quarterly;

- 3.3.2 as regards capital, on a return of capital on a winding up or otherwise the holders of the A Shares shall be entitled:
  - 3.3.2.1 to a sum equal to any unpaid dividend due to the holders of the A Shares; and
  - 3.3.2.2 pari passu with the holders of the Ordinary Shares, an amount equal to the amount paid up or deemed to be paid up on the shares, in the event of competition for available monies in proportion to the amounts paid up or deemed to have been paid up on the shares;
  - 3.3.2.3 but the holders of the A Shares shall not have any right to participate in distribution of any remaining surplus assets of the Company;
- 3.3.3 as regards voting: each holder of any A Share shall have the right to receive notice of all general meetings of the Company and to attend, speak and vote at a general meeting of the Company, and to vote on any resolution proposed at a general meeting of the Company; and
- 3.3.4 as regards the conduct of the business of the Company: for so long as any A Shares are in issue, the Company shall not (in whole or in part) sell or pledge the Loan or agree to do so.
- 3.4 For the purposes of section 80 of the Companies Act, the Directors are generally and unconditionally authorised to allot relevant securities (as defined by that section) up to a maximum nominal value of £2,250,000, being the authorised share capital of the Company, provided that this authority shall expire five years after the adoption of these Articles, unless previously renewed, revoked or varied in any way save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
- 3.5 In accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) (inclusive) of that Act shall not apply to the Company.
- 3.6 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Statutes.



4. **LIEN**

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys payable by him or his estate to the Company, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A shall be modified accordingly.

5. **CALLS ON SHARES AND FORFEITURE**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. **TRANSFER OF SHARES**

6.1 The first sentence in regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may".

6.2 In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company's register of members with the name and address of the sole member ("**Sole Member**") a statement that the Company has only one member and the date on which the Company became a company having only one member.

6.3 In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company's register of members with the name and address of the person who was formerly the Sole Member, a statement that the Company has ceased to have only one member and the date on which the Company became a company having more than one member.

7. **GENERAL MEETINGS**

7.1 The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. **NOTICE OF GENERAL MEETINGS**

8.1 Regulation 38 of Table A shall not apply to the Company.

- 8.2 Every notice convening a general meeting shall:
- 8.2.1 comply with the provisions of section 325(1) of the Companies Act 2006 as to giving information to members relating to their right to appoint proxies;
  - 8.2.2 be given in accordance with section 308 of the Companies Act 2006, that is in hard copy form, electronic form or by means of a website.
- 8.3 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.
- 8.4 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Directors and to the auditors for the time being of the Company and to all persons entitled to a share in consequence of the death or bankruptcy of a member, provided that the Company has been notified of their entitlement.

## **9. PROCEEDINGS AT GENERAL MEETINGS**

- 9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.
- 9.2 If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

## **10. VOTES OF MEMBERS**

- 10.1 At any time when the Company has only one member ("the Sole Member") any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.

10.2 If the Sole Member shall take any such decision as is referred to in **Article 10.4** the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision.

10.3 Failure to comply with the provisions of **Article 10.5** shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with **Article 10.5**.

## 11. **WRITTEN RESOLUTIONS**

11.1 A written resolution proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

11.2 For the purposes of this **Article 11** "circulation date" is the date on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

## 12. **NUMBER OF DIRECTORS**

12.1 Regulation 64 of Table A shall not apply to the Company.

12.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one.

## 13. **ALTERNATE DIRECTORS**

13.1 The words "Subject to his obtaining the prior approval of the Sole Member (if there is one)," shall be inserted at the beginning of regulation 65 of Table A.

13.2 An alternate director shall be entitled to receive notice of all meetings of the Directors and of all meetings of committees of the Directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him). An alternate director shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.

- 13.3 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 of Table A shall not apply to the Company.

**14. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 14.1 The Directors shall not be required to retire by rotation and regulations 76 to 79 (inclusive) of Table A shall not apply to the Company.
- 14.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 12.2** as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 14.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 14.4 The Directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 12.2** as the maximum number of directors for the time being in force.

**15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 15.1 The office of a director shall be vacated if:
- 15.1.1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director; or
- 15.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

15.1.3 he is, or may be, suffering from mental disorder and either:

15.1.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

15.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

15.1.4 he resigns his office by notice to the Company; or

15.1.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated; or

15.1.6 he is removed from office as a director pursuant to **Article 14.2**.

15.2 Regulation 81 of Table A shall not apply to the Company.

## 16. **DIRECTORS' APPOINTMENTS AND INTERESTS**

16.1 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a director notwithstanding his office:

16.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

16.1.2 may hold any other office or employment with the Company (other than the office of auditor);

16.1.3 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

16.1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

16.1.5 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

16.1.6 save for a vote under section 175(4) of the Companies Act 2006 authorising any conflict of interest which the director or any other interested director may have (or where the terms of authorisation of such conflict provide that the director may not vote on the resolution) shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to in any of **Articles 16.1.1 to 16.1.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

16.2 For the purposes of **Article 16.1:**

16.2.1 a general notice to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

16.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

16.2.3 an interest of a person who is for any purpose of the Statutes (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

16.3 Regulations 85 and 86 of Table A shall not apply to the Company.

## 17. **DIRECTORS' GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company and the Directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other

benefits whatsoever to or for past or present Directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 1162 of the Companies Act 2006) of the Company and the Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

**18. PROCEEDINGS OF DIRECTORS**

**18.1** Regulation 88 of Table A shall be amended by substituting for the sentence:

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of the Directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service."

**18.2** Whenever the minimum number of the Directors shall be one pursuant to the provisions of **Article 12.2**, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.

**18.3** Any director (including an alternate director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Act 1985, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

**18.4** Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

**18.5** If, and as a consequence of section 175(6) of the Companies Act 2006 a director cannot vote or be counted in the quorum at a meeting of the Directors then the following shall apply:

**18.5.1** if the meeting is inquorate then the quorum for the purpose of the meeting shall be one;

**21. WINDING UP**

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

**22. INDEMNITIES FOR DIRECTORS**

22.1 Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director, auditor, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company. Regulation 118 of Table A shall not apply to the Company.

22.2 The directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, auditor, secretary or other officer of the Company or of any associated company (as defined in section 256 of the Companies Act 2006) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company or associated company.

22.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred or to be incurred:

22.3.1 in defending any criminal or civil proceedings; or

22.3.2 in connection with any application under sections 144(3), 144(4) of the Companies Act 1985 or section 1157 of the Companies Act 2006.

**23. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

23.1 Where the Statutes permit the Company to send documents or notices to its members in electronic form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes.



- 23.2 Subject to any requirements of the Statutes only such documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.



Company No. 02882515

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## Articles of Association of Domino's Pizza Group Limited

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Incorporated 15 December 1993

Adopted by written resolution passed on 21 April 2009



A40

23/04/2009  
COMPANIES HOUSE

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THE COMPANIES ACTS 1985 AND 2006

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

OF

DOMINO'S PIZZA GROUP LIMITED

Adopted by written resolution passed on

2009

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1. **PRELIMINARY**

The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles ("Table A") shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. **INTERPRETATION**

In these Articles and in Table A the following expressions have the following meanings unless inconsistent with the context:

<b>"these Articles"</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
<b>"clear days"</b>	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
<b>"Companies Act 1985"</b>	the Companies Act 1985 (as amended from time to time)
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<b>"Directors"</b>	the directors for the time being of the Company or (as the context shall require) any

	of them acting as the board of directors of the Company
<b>"electronic address"</b>	any address or number used for the purposes of sending or receiving documents or information by electronic means
<b>"electronic form" and "electronic means"</b>	have the meaning given in section 1168 of the Companies Act 2006
<b>"hard copy form"</b>	has the meaning given in section 1168 of the Companies Act 2006
<b>"holder"</b>	in relation to shares means the member whose name is entered in the register of members as the holder of the shares
<b>"office"</b>	the registered office of the Company
<b>"ordinary resolution"</b>	has the meaning given in section 282 of the Companies Act 2006
<b>"seal"</b>	the common seal of the Company (if any)
<b>"secretary"</b>	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary
<b>"share"</b>	includes any interest in a share
<b>"special resolution"</b>	has the meaning given in section 283 of the Companies Act 2006
<b>"the Statutes"</b>	the Companies Acts as defined in section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company
<b>"United Kingdom"</b>	Great Britain and Northern Ireland
<b>"in writing"</b>	hard copy form or, to the extent agreed (or deemed to be agreed by a provision of the Statutes), electronic form or website

## communication

Unless the context otherwise requires, words or expressions contained in these Articles and in Table A bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of Table A shall not apply to the Company.

Where the word "**address**" appears in these Articles it is deemed to include postal address and electronic address and "**registered address**" shall be construed accordingly.

The expression "**working day**" means any day other than Saturday, Sunday and Christmas Day, Good Friday or any other day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the Company is registered. References to any statute or statutory provision include, unless the context otherwise requires, a reference to that statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant statute or statutory provision.

### 3. **SHARE CAPITAL**

3.1 The authorised share capital of the Company at the date of adoption of these Articles is £2,250,000 divided into 44,000,000 ordinary shares of £0.05 each ("**Ordinary Shares**") and 1,000,000 A shares of £0.05 each ("**A Shares**").

3.2 Save as otherwise provided in these Articles, the Ordinary Shares and the A Shares shall rank pari passu in all respects but shall constitute separate classes of shares.

3.3 The rights, privileges and restrictions attaching to the A Shares shall be as follows:

3.3.1 as regards income:

3.3.1.1 out of the profits available for distribution the holders of the A Shares shall be entitled to be paid a dividend equal in amount to the loan principal amounts (the "**Loan Principal**") received by the Company (in whole or part repayments) under the loan made by the Company to DPG Holdings Limited on 25 April 2008 and subsequently documented by a loan agreement dated 20 April 2009 (the "**Loan**");

- 3.3.1.2 the holders of the A Shares shall not be entitled to participate in any dividend paid to the holders of the Ordinary Shares and such dividend may be declared and paid prior to any date on which any dividend payable on the A Shares may become payable but if declared or approved after any date on which any dividend on the A Shares is payable shall not be paid before that dividend on the A Shares is paid;
- 3.3.1.3 the amount of the dividend payable on the A Shares is exclusive of the amount of any associated tax credit available to shareholders and payment of the dividend payable on the A Shares is to be made in the currency in which the Company receives the relevant final Loan Principal amount;
- 3.3.1.4 unless the Company has insufficient profits available for distribution and the Company is thereby prohibited from paying dividends, the dividend payable on the A Shares (notwithstanding Regulations 102-108 inclusive contained in Table A or any other provision of these Articles and, in particular, notwithstanding that there has not been a recommendation of the directors or a resolution of the Company in general meeting) shall be paid immediately on the second business day following receipt of repayment of the Loan Principal (or, as the case may be, part thereof) and if not then paid shall be a debt due by the Company and be payable in priority to any other dividend;
- 3.3.1.5 if the dividend payable on the A Shares or any part of it is for whatever reason not paid in full within three days of the date when it is due for payment (the "**Default Date**") then the Company shall pay such dividend as soon as possible and shall be liable to pay to the holders of the A Shares as appropriate (in proportion to the number of relevant Shares held by each of them) on the date the dividend is paid, in addition to the dividend then payable, an amount (net of any advance corporation tax payable by the Company) equal to interest thereon at a rate equal to two per cent above the base lending rate of Barclays Bank plc for the time being from the Default Date to the date of payment compounded quarterly;

- 3.3.2 as regards capital, on a return of capital on a winding up or otherwise the holders of the A Shares shall be entitled:
  - 3.3.2.1 to a sum equal to any unpaid dividend due to the holders of the A Shares; and
  - 3.3.2.2 pari passu with the holders of the Ordinary Shares, an amount equal to the amount paid up or deemed to be paid up on the shares, in the event of competition for available monies in proportion to the amounts paid up or deemed to have been paid up on the shares;
  - 3.3.2.3 but the holders of the A Shares shall not have any right to participate in distribution of any remaining surplus assets of the Company;
- 3.3.3 as regards voting: each holder of any A Share shall have the right to receive notice of all general meetings of the Company and to attend, speak and vote at a general meeting of the Company, and to vote on any resolution proposed at a general meeting of the Company; and
- 3.3.4 as regards the conduct of the business of the Company: for so long as any A Shares are in issue, the Company shall not (in whole or in part) sell or pledge the Loan or agree to do so.
- 3.4 For the purposes of section 80 of the Companies Act, the Directors are generally and unconditionally authorised to allot relevant securities (as defined by that section) up to a maximum nominal value of £2,250,000, being the authorised share capital of the Company, provided that this authority shall expire five years after the adoption of these Articles, unless previously renewed, revoked or varied in any way save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry.
- 3.5 In accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) (inclusive) of that Act shall not apply to the Company.
- 3.6 No shares comprised in the authorised share capital of the Company from time to time shall be issued without the consent in writing of the holder or holders (in aggregate) of a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) nor shall any share be issued at a discount or otherwise be issued in breach of the provisions of these Articles or of the Statutes.



4. **LIEN**

The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys payable by him or his estate to the Company, whether or not in respect of the shares in question and whether or not such monies are presently payable. Regulation 8 of Table A shall be modified accordingly.

5. **CALLS ON SHARES AND FORFEITURE**

There shall be added at the end of the first sentence of regulation 18 of Table A, so as to increase the liability of any member in default in respect of a call, the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. **TRANSFER OF SHARES**

6.1 The first sentence in regulation 24 of Table A shall not apply to the Company. The words "They may also" at the beginning of the second sentence of that regulation shall be replaced by the words "The directors may".

6.2 In the event that the number of members of the Company shall fall to one there shall, on the occurrence of that event, be entered in the Company's register of members with the name and address of the sole member ("**Sole Member**") a statement that the Company has only one member and the date on which the Company became a company having only one member.

6.3 In the event that the number of members of the Company shall increase from one member to two or more members there shall, on the occurrence of that event be entered in the Company's register of members with the name and address of the person who was formerly the Sole Member, a statement that the Company has ceased to have only one member and the date on which the Company became a company having more than one member.

7. **GENERAL MEETINGS**

7.1 The directors may call general meetings and regulation 37 of Table A shall not apply to the Company.

8. **NOTICE OF GENERAL MEETINGS**

8.1 Regulation 38 of Table A shall not apply to the Company.

8.2 Every notice convening a general meeting shall:

8.2.1 comply with the provisions of section 325(1) of the Companies Act 2006 as to giving information to members relating to their right to appoint proxies;

8.2.2 be given in accordance with section 308 of the Companies Act 2006, that is in hard copy form, electronic form or by means of a website.

8.3 The Company may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

8.4 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the Directors and to the auditors for the time being of the Company and to all persons entitled to a share in consequence of the death or bankruptcy of a member, provided that the Company has been notified of their entitlement.

## **9. PROCEEDINGS AT GENERAL MEETINGS**

9.1 The words, "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum" shall be added at the end of the second sentence of regulation 40 of Table A.

9.2 If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 41 of Table A shall not apply to the Company.

## **10. VOTES OF MEMBERS**

10.1 At any time when the Company has only one member ("the Sole Member") any decision which may be taken by the Company in general meeting may be made by the Sole Member and shall be as valid as if agreed by the Company in general meeting.

10.2 If the Sole Member shall take any such decision as is referred to in **Article 10.4** the Sole Member shall (unless such decision is made by way of a written resolution) provide the Company with a written record of the decision.

10.3 Failure to comply with the provisions of **Article 10.5** shall not affect the validity of any decision made by the Sole Member and a person dealing with the Company shall not be concerned to inquire whether a written record has been provided to the Company in accordance with **Article 10.5**.

## 11. **WRITTEN RESOLUTIONS**

11.1 A written resolution proposed in accordance with section 288(3) of the Companies Act 2006, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.

11.2 For the purposes of this **Article 11** "circulation date" is the date on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.

## 12. **NUMBER OF DIRECTORS**

12.1 Regulation 64 of Table A shall not apply to the Company.

12.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one.

## 13. **ALTERNATE DIRECTORS**

13.1 The words "Subject to his obtaining the prior approval of the Sole Member (if there is one)," shall be inserted at the beginning of regulation 65 of Table A.

13.2 An alternate director shall be entitled to receive notice of all meetings of the Directors and of all meetings of committees of the Directors of which his appointor is a member (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him). An alternate director shall be entitled to attend and vote at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointor at such meeting as a director in his absence. An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall not apply to the Company.

- 13.3 A director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present and the final sentence of regulation 88 of Table A shall not apply to the Company.

**14. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 14.1 The Directors shall not be required to retire by rotation and regulations 76 to 79 (inclusive) of Table A shall not apply to the Company.
- 14.2 A member or members holding a majority of the voting rights in the Company (within the meaning of section 736A(2) of the Companies Act 1985) shall have power at any time, and from time to time, to appoint any person to be a director, either as an additional director (provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 12.2** as the maximum number of directors for the time being in force) or to fill a vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be made by notice in writing to the Company signed by the member or members making the same or, in the case of a member being a corporate body, signed by one of its directors or duly authorised officers or by its duly authorised attorney and shall take effect upon lodgement of such notice at the office.
- 14.3 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 14.4 The Directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with **Article 12.2** as the maximum number of directors for the time being in force.

**15. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 15.1 The office of a director shall be vacated if:
- 15.1.1 he ceases to be a director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director; or
- 15.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

15.1.3 he is, or may be, suffering from mental disorder and either:

15.1.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

15.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

15.1.4 he resigns his office by notice to the Company; or

15.1.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated; or

15.1.6 he is removed from office as a director pursuant to **Article 14.2**.

15.2 Regulation 81 of Table A shall not apply to the Company.

## 16. **DIRECTORS' APPOINTMENTS AND INTERESTS**

16.1 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a director notwithstanding his office:

16.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

16.1.2 may hold any other office or employment with the Company (other than the office of auditor);

16.1.3 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

16.1.4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

16.1.5 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

16.1.6 save for a vote under section 175(4) of the Companies Act 2006 authorising any conflict of interest which the director or any other interested director may have (or where the terms of authorisation of such conflict provide that the director may not vote on the resolution) shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to in any of **Articles 16.1.1 to 16.1.4** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

16.2 For the purposes of **Article 16.1:**

16.2.1 a general notice to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

16.2.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

16.2.3 an interest of a person who is for any purpose of the Statutes (excluding any statutory modification not in force when these Articles were adopted) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

16.3 Regulations 85 and 86 of Table A shall not apply to the Company.

17. **DIRECTORS' GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply to the Company and the Directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other

benefits whatsoever to or for past or present Directors or employees (or their dependants) of the Company or any subsidiary or associated undertaking (as defined in section 1162 of the Companies Act 2006) of the Company and the Directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

**18. PROCEEDINGS OF DIRECTORS**

**18.1 Regulation 88 of Table A shall be amended by substituting for the sentence:**

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom."

the following sentence:

"Notice of every meeting of the Directors shall be given to each director and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service."

**18.2 Whenever the minimum number of the Directors shall be one pursuant to the provisions of **Article 12.2**, a sole director shall have authority to exercise all the powers and discretions which are expressed by Table A and by these Articles to be vested in the directors generally and regulations 89 and 90 of Table A shall be modified accordingly.**

**18.3 Any director (including an alternate director) may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Companies Act 1985, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.**

**18.4 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.**

**18.5 If, and as a consequence of section 175(6) of the Companies Act 2006 a director cannot vote or be counted in the quorum at a meeting of the Directors then the following shall apply:**

**18.5.1 if the meeting is inquorate then the quorum for the purpose of the meeting shall be one;**

**21. WINDING UP**

In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

**22. INDEMNITIES FOR DIRECTORS**

22.1 Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every director, alternate director, auditor, secretary or other officer of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company. Regulation 118 of Table A shall not apply to the Company.

22.2 The directors may purchase and maintain at the cost of the Company insurance cover for or for the benefit of every director, alternate director, auditor, secretary or other officer of the Company or of any associated company (as defined in section 256 of the Companies Act 2006) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated company), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a director, alternate director, auditor, secretary or other officer of the Company or associated company.

22.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Company shall be entitled to fund the expenditure of every director, alternate director or other officer of the Company incurred or to be incurred:

22.3.1 in defending any criminal or civil proceedings; or

22.3.2 in connection with any application under sections 144(3), 144(4) of the Companies Act 1985 or section 1157 of the Companies Act 2006.

**23. DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

23.1 Where the Statutes permit the Company to send documents or notices to its members in electronic form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes.



- 23.2 Subject to any requirements of the Statutes only such documents and notices as are specified by the Company may be sent to the Company in electronic form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.