

# M

CHFP041

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

# 395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type or  
bold block  
lettering

\* Insert full name  
of company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number

5860040

Name of company

\*DPG Holdings Limited (the "Company")

Date of creation of the charge

20 November 2006

Description of the instrument (if any) creating or evidencing the charge (note 2)

Memorandum of Deposit of Stocks and Shares and other Marketable Securities dated 20 November 2006 by the Company in favour of Barclays Bank plc (the "Bank")

Amount secured by the mortgage or charge

See Schedule 1 attached.

Names and addresses of the mortgagees or persons entitled to the charge

Barclays Bank plc (company number 1026167) of 1 Churchill Place, London

Postcode E14 5HP

Presenter's name, address and  
reference (if any):

emw law LLP  
Seckloe House  
101 North 13th Street  
Milton Keynes MK9 3NX

Time critical reference

For official use (02/2006)

Mortgage Section

Post mem

FRIDAY



\*AHBLSKSR\*

A06

24/11/2006

327

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Schedule 2 attached.

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type or  
bold block  
lettering

A fee is  
payable to  
Companies House  
in respect of each  
register entry for a  
mortgage or  
charge.  
(See Note 5)

† Delete as  
appropriate

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed

emw law llp

Date

23 November 2006

Solicitors

On behalf of ~~company~~ [mortgagee/chargee] †

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:- Companies House, Crown Way, Cardiff CF4 3UZ.

***Schedules to Form 395 relating to the Memorandum of Deposit of Stocks and Shares and other Marketable Securities entered into by DPG Holdings Limited dated 20 November 2006***

**SCHEDULE 1  
AMOUNT SECURED BY THE MORTGAGE OR CHARGE**

All moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred to the Bank by the Company or for which the Company shall be liable whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's account and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained under the Memorandum of Deposit of Stocks and Shares and other Marketable Securities and will on such demand also retire all bills or notes which may for the time being be under discount with the Bank and to which the Company is a party either as drawer acceptor maker or indorser without any deduction whatsoever.

**SCHEDULE 2**  
**PARTICULARS OF PROPERTY MORTGAGED OR CHARGED**

1. 44,000,000 Ordinary Shares of £0.05 each in the share capital of Domino's Pizza Group Limited (company number 02882515)
2. The Memorandum of Deposit of Stocks and Shares and other Marketable Securities contains covenants for further assurance.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 05860040

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT OF STOCKS AND SHARES AND OTHER MARKETABLE SECURITIES DATED THE 20th NOVEMBER 2006 AND CREATED BY DPG HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th NOVEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th NOVEMBER 2006.

*Re*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES