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26 January 2012

To shareholders

Dear Shareholder

Annual General Meeting 2012

This year's Annual General Meeting will be held at 11.00 a.m. on 15 March 2012 at Trafalgar Way, Bar Hill, Cambridge CB23 8TU. The Notice of Meeting is set out in this document together with explanatory notes about the proposed business of the Meeting.

If you would like to vote on the resolutions to be proposed at the AGM but cannot attend the meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 11.00 a.m on 13 March 2012.

Yours sincerely

A handwritten signature in black ink, appearing to read "Peter Byrom", with a horizontal line underneath.

Peter Byrom
Chairman

Domino Printing Sciences plc is registered in England.
Registered Office: Trafalgar Way, Bar Hill, Cambridge CB23 8TU
Registered Number 1363137

Notice of the Annual General Meeting

The 33rd Annual General Meeting ('AGM') of Domino Printing Sciences plc (the 'Company') will be held at Trafalgar Way, Bar Hill, Cambridge CB23 8TU on 15 March 2012 at 11.00 a.m. Members will be asked to consider and pass the following resolutions. Resolutions 1 to 14 inclusive will be proposed as ordinary resolutions. Resolutions 15 to 17 inclusive will be proposed as special resolutions:

Ordinary Resolutions

Receipt of Accounts

1. To receive and adopt the statement of accounts for the year ended 31 October 2011 together with the reports of the directors and the auditors.

Approval of Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 October 2011 set out on pages 52 to 55 of the Annual Report 2011.

Declaration of dividend

3. To declare a final dividend of 12.17 pence per ordinary share.

Appointment of directors

4. To re-elect Mr P J Byrom^N a Director retiring by rotation.
5. To re-elect Sir Mark Wrightson^{A,N,R} a Director retiring by rotation.
6. To re-elect Mr P C Ruffles^{A,N,R} a Director retiring by rotation.
7. To re-elect Sir David Brown^{A,N,R} a Director retiring by rotation.
8. To re-elect Mr C Brinsmead^{A,N,R} a Director retiring by rotation.
9. To re-elect Mr N R Bond^N a Director retiring by rotation.
10. To re-elect Mr A C Herbert, a Director retiring by rotation.
11. To re-elect Mr G Havens, a Director retiring by rotation.

A Member of the Audit Committee

N Member of the Nomination Committee

R Member of the Remuneration Committee

Re-appointment of auditors and auditors' remuneration

12. To reappoint Deloitte LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company.
13. To authorise the directors to fix the remuneration of the auditors.

Authority for the directors to allot shares

14. That, in accordance with section 551 of the Companies Act 2006 (the 'Act'), the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £1,666,479 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 April 2013 or, if earlier, at the conclusion of the Company's next AGM, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares and grant Rights pursuant to such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

Disapplication of pre-emption rights

15. Subject to the passing of the Resolution 14, that the directors be and are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 (1) of the Act) of the Company for cash pursuant to the authority conferred by Resolution 14 above as if Section 561 of the Act did not apply to such allotment provided that such power shall be limited:

- (a) to the allotment of equity securities in connection with or pursuant to an offer of securities in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or in connection with fractional entitlements or in connection with treasury shares); and
- (b) to allotments (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £277,746, and the power hereby given shall expire on 30 April 2013 or, if earlier, at the conclusion of the next AGM after the passing of this Resolution, unless previously revoked, varied or extended by the Company in general meeting save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.

Authority for the Company to purchase its own shares

16. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each of the Company on such terms and in such manner as the directors may from time to time determine provided that:

- (a) The maximum aggregate number of ordinary shares that may be purchased is 16,109,301.
- (b) The minimum price (excluding expenses) which may be paid for each ordinary share is 5 pence.
- (c) The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i) 105 per cent of the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange for the five business days immediately prior to the date of purchase)
 - ii) the higher of the price of the last independent trade and the highest current independent bid relating to a share on the trading venue where the purchase is carried out.
- (d) Unless renewed, varied or revoked the authority conferred by this resolution shall expire on 30 April 2013 or, if earlier, at the conclusion of the Company's next AGM save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase its ordinary shares which will or may be executed wholly or partly after the expiry of such authority and may purchase its ordinary shares in pursuance of any such contract.

Notice period for general meetings

17. That a general meeting other than an AGM may be called on not less than 14 clear days notice.

Recommendation

The Board believes that the proposed resolutions are in the best interests of the Company's shareholders as a whole. The directors recommend shareholders vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial shareholdings.

Action to be taken

Whether or not you expect to come to the AGM, please complete the accompanying Form of Proxy and return it to the Company's Registrar at the address shown on the Form. Guidance as to how to fill in the form is given on the form itself. To be valid at the AGM, the Form of Proxy must be received by the Company's Registrar no later than 11.00 a.m. on 13 March 2012. Even if you return the Form of Proxy, you may still attend and vote in person at the AGM.

By Order of the Board

Richard Pryn
Company Secretary
26 January 2012

Registered Office:
Trafalgar Way
Bar Hill
Cambridge
CB23 8TU

Registered Number 1363137

Commentary

Resolution 1

The Chairman will present the accounts and the reports of the directors and auditors for the year ended 31 October 2011 to the meeting.

Resolution 2

In accordance with the Act, shareholders are asked to approve the Directors' Remuneration Report for the financial year ended 31 October 2011. The Report is set out on pages 52 to 55 of the Annual Report 2011.

Resolution 3

Subject to approval at the AGM, the proposed final dividend of 12.17 pence per ordinary share will be paid on 10 April 2012 to shareholders on the register at close of business on 9 March 2012.

Resolutions 4–11

All the directors retire and offer themselves for re-election. Biographies of the directors are set out on pages 40 and 41 of the Annual Report 2011.

The Chairman confirms that, following formal performance evaluation, Mr P C Ruffles, Sir Mark Wrightson, Mr C Brinsmead and Sir David Brown continue to be effective and to demonstrate commitment to their roles as Non-Executive Directors.

Resolutions 12–13

Resolution 12 relates to the appointment of Deloitte LLP as the Company's auditors to hold office until the next AGM of the Company. Resolution 13 authorises the directors to fix their remuneration.

Resolution 14

Under the Act the directors are not able to allot shares except with the general or specific authority of the shareholders. Resolution 14 is a renewal of the existing authority. This Resolution seeks general and unconditional authority for the directors to allot up to £1,666,479 nominal value of relevant securities. This figure represents 30 per cent of the Company's total issued ordinary share capital as at 25 January 2012.

This authority will give the directors the flexibility to allot new shares should the occasion arise. However, the Board has no present intention of exercising the authority. The matter will be kept under review by the directors, but the authority will be exercised only if they believe that to do so would be in the best interests of shareholders generally. If given, this authority will expire on 30 April 2013 or, if sooner, at the end of the 2013 AGM.

On 25 January 2012 the Company held no treasury shares.

Resolution 15

The Act provides that when equity securities are being issued for cash or when treasury shares are sold for cash, such securities must first be offered pro rata to existing ordinary shareholders unless the directors are given the power to allot them without regard to this requirement. Resolution 15, a Special Resolution, empowers the directors to allot ordinary shares for cash without first offering the shares to existing ordinary shareholders.

The authority will be limited to the issue of shares up to an aggregate nominal value of £277,746 (approximately 5 per cent of the Company's issued share capital on 25 January 2012) or so long as the issue is a rights issue. If given, this authority will expire on 30 April 2013 or, if sooner at the end of the 2013 AGM.

Resolution 16

Subject to the approval of its shareholders, the Company is empowered by its Articles of Association to purchase its own shares. A Special Resolution is proposed to renew this authority. The proposed authority is limited to the purchase of a maximum of 16,109,301 shares (representing approximately 14.5 per cent of the Company's issued share capital as at 25 January 2012). The resolution specifies the minimum and maximum prices that may be paid for any ordinary shares purchased under the authority.

The authority will expire on 30 April 2013 or, if sooner, at the end of the 2013 AGM. The directors intend to propose renewal of this authority at subsequent AGMs.

The directors will exercise such authority to make purchases of the Company's ordinary shares after careful consideration and if they are satisfied that it would be for the benefit of the Company and in the best interests of shareholders generally after taking into account alternative investment opportunities and the effect of any purchases on the overall financial position of the Company. It is the intention of the Company that any shares purchased under such authority will be cancelled.

On 25 January 2012, options over 3,446,479 of the Company's ordinary shares were outstanding. These options were granted under various employee share schemes. The shares subject to option represent 3.1 per cent. of the Company's issued share capital. If the maximum number of shares were purchased and cancelled under the existing authority and the authority now sought, the shares currently subject to option would represent 4.36 per cent. of the issued share capital.

Resolution 17

Prior to the Shareholders' Rights Regulations coming into force on 3 August 2009, the Company was able to call general meetings, other than an AGM, on 14 clear days' notice without obtaining shareholder approval. Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 clear days unless shareholders approve a shorter notice period (which cannot however be less than 14 clear days) and provided that certain conditions are met. AGM will continue to be held on at least 21 clear days' notice. One condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility allowing shareholders to appoint a proxy by means of a website. The other condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days. Therefore, in order to continue to be able to call general meetings on 14 clear days' notice, resolution 17 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder 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 held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary.
2. To be valid any proxy form or other instrument appointing a proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or other authority must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Members may also use the CREST electronic proxy appointment service as detailed below. The proxy form must be received no later than 11 a.m. on 13 March 2012.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6 p.m. 13 March 2012 (or, in the event of any adjournment, at 6 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. As at 25 January 2012 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 111,098,629 5 pence ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 25 January 2012 are 111,098,629.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order 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 Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent ID (RA10) by 11 a.m. on 13 March 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 to publish on a website.
14. Information regarding the AGM, including information required by section 311A of the Act, is available from the Companies website, www.dominoprinting.com
15. Under section 319A of the Act, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:
 - (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. Shareholders are advised that, unless otherwise stated, any telephone number, website or e-mail address which may be set out in this notice of AGM or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
17. Under sections 338 and 338A of the 2006 Act, members meeting the threshold requirements in those sections may, subject to conditions, require the Company (i) to give to members of the Company entitled to receive notice of the meeting notice of a resolution which may properly be moved and is intended to be moved at the meeting, and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved, or a matter may properly be included in the business, unless one of the following applies: (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious.

