



Domino's Pizza Enterprises Limited
ACN 010 489 326
1/485 Kingsford Smith Drive
Hamilton, QLD, Australia 4007

www.dominos.com.au

1 October 2020

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

NOTICE OF 2020 ANNUAL GENERAL MEETING – ASX RELEASE

In accordance with Listing Rule 3.17, I **attach** a copy of the following documents being sent to Shareholders today:

1. Cover Letter to Notice of Annual General Meeting 2020;
2. Notice of Annual General Meeting 2020;
3. Example Proxy Form, and;
4. Virtual Meeting Online Guide 2020.

This information has been authorised for release by the Group CEO and Managing Director.

Yours faithfully

Craig Ryan

Company Secretary

ENDS

For further information, contact Nathan Scholz, Head of Investor Relations at investor.relations@dominos.com.au or on +61 419 243 517.



NOTICE OF ANNUAL GENERAL MEETING

1 October 2020

Dear Shareholder,

The Annual General Meeting of Domino's Pizza Enterprises Limited will be held at 3pm (AEST) on Wednesday, 4 November 2020.

Throughout COVID-19, DMP has prioritised the health and wellbeing of our team members, our customers, and our community. This remains our priority and, as well as travel and other restrictions that are currently in place, the Board has decided to conduct this year's AGM as a virtual meeting. This can be accessed, live, at <https://agmlive.link/DMP20>.

We recommend logging into the meeting in advance, to ensure this virtual meeting platform is working on your chosen device.

Further information on how to participate virtually is set out in the Virtual Meeting Online Guide which is available at <https://investors.dominos.com.au/>.

The Notice of Meeting, which sets out the full business to be considered at the Meeting, is available online at <https://investors.dominos.com.au/>.

If you are unable to attend the Annual General Meeting, you may appoint a proxy to vote for you at the meeting by completing the enclosed Proxy form. Alternatively, you are invited to vote online at: www.investorcentre.linkmarketservices.com.au.

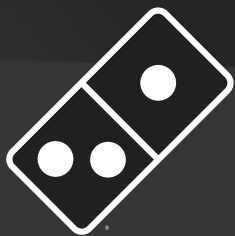
In the interests of saving on paper distribution and minimising costs, we encourage shareholders to elect to receive these documents electronically in future and to vote online for the resolutions identified in the Notice of Meeting. We encourage shareholders to change their communication preferences by updating their details online via Link Market Services Limited's web portal at www.linkmarketservices.com.au

If you have problems accessing this service, please contact our share registry, Link Market Services on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), or email registrars@linkmarketservices.com.au.

Yours sincerely,

Craig Ryan

Company Secretary



DOMINO'S PIZZA ENTERPRISES LIMITED ABN: 16 010 489 326

NOTICE OF ANNUAL GENERAL MEETING 2020

PLACE: THE 2020 AGM WILL BE HELD VIRTUALLY VIA OUR ONLINE PLATFORM AT
[HTTP://AGMLIVE.LINK/DMP20](http://agmlive.link/dmp20)

DATE: WEDNESDAY, 4 NOVEMBER 2020

TIME: 3:00PM (BRISBANE TIME)

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

IF YOU ARE IN ANY DOUBT ABOUT HOW TO DEAL WITH THIS DOCUMENT, PLEASE CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISOR.

NOTICE OF ANNUAL GENERAL MEETING

The arrangements for the 2020 Annual General Meeting (**AGM**) of Domino's Pizza Enterprises Limited (the **Company**) will be different this year due to COVID-19.

In line with temporary amendments to the AGM requirements in Australia and current regulatory guidance, the meeting this year will be held entirely by technology given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic. The health and safety of our shareholders, our employees, all of their families, and the broader community, is paramount.

Notice is given that the Annual General Meeting of Domino's Pizza Enterprises Limited (the **Company**) will be held virtually via our online platform at <https://agmlive.link/DMP20> commencing at 3.00pm (Brisbane time) on Wednesday, 4 November 2020.

There will be no physical meeting for shareholders to attend.

ANNUAL GENERAL MEETING AGENDA

- 2.30pm: Registration opens – please log onto your electronic device and register your attendance (you will need your SRN/HIN Number (or Proxyholder login provided to you by Link) in order to log in to the online AGM platform.
- 3.00pm: AGM Commences
Chairman's welcome to shareholders
Group Managing Director's presentation
Items of business

DISCUSSION AND SHAREHOLDER QUESTIONS

Discussion will take place on all items of business to be considered at the AGM – refer to 'Items of Business' and the 'Explanatory Memorandum' below for further information relating to the items of business. All shareholders will have a reasonable opportunity to ask questions during the AGM via the online AGM platform, including an opportunity to ask questions of the Company's external auditor, Deloitte Touche Tohmatsu. To ensure as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following requests:

- all shareholder questions should be stated clearly and should be relevant to the business of the meeting, including matters arising from the Financial Statements, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item of business, all questions should be asked at that one time; and
- shareholders should not ask any questions at the AGM relating to any matters that are personal to the shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. We will attempt to address the more frequently asked questions in the Chairman's welcome and the Group Managing Director's presentation to the AGM.

Written questions must be received by **5.00pm (AEST) on Tuesday, 27 October 2020**, and can be submitted online either to the Company at investor.relations@dominos.com.au or to Link Market Services Limited at www.linkmarketservices.com.au.

VIRTUAL AGM AND WEBCAST

The AGM will be webcast live for participation by shareholders and proxyholders through the online AGM platform at <https://agmlive.link/DMP20>. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the AGM platform before the AGM is to commence, you will need to provide your details (including SRN or HIN) to be verified as a shareholder or proxyholder. Proxyholders will need their login details which will be provided by Link Market Services no later than 24 hours before the AGM. Following this you will be given details as to how to vote and ask questions during the AGM.

More information about how to use the AGM online platform (including how to vote and ask questions online during the AGM) is available in the Online Platform Guide, which has been lodged with ASX and is available at <https://investors.dominos.com.au/presentations>. If you intend to use the online AGM platform, we recommend that you test to see that it works on your device before the AGM commencement at 3.00pm. Further instruction on device configurations are provided in the Virtual Meeting Online Platform Guide 2020.

In addition to the above, shareholders can also watch an archived recording of the AGM webcast which will be available on the company's website 24 hours after the meeting.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and the Auditor for the financial year ended 28 June 2020.

2. Resolution 1 – Adoption of Remuneration Report

To consider and if thought appropriate, pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the *Corporations Act 2001*:

'That the Remuneration Report for the year ended 28 June 2020 be and is hereby adopted.'

Notes:

- (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of votes cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

Voting Exclusion Statement

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel unless:*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
 - (ii) *is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
- (d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

3. Resolution 2 – Election of Doreen Huber as Non-Executive Director

To consider and, if thought appropriate, pass the following resolution as an ordinary resolution:

‘That Doreen Huber, who having been appointed as a director of the Company on 21 February 2020 in accordance with the Company’s constitution, be elected as a director of the Company.’

4. Resolution 3 – Re-election of Grant Bourke as Non-Executive Director

To consider and, if thought appropriate, pass the following resolution as an ordinary resolution:

‘That Grant Bourke, a non-executive director retiring by rotation in accordance with the Constitution and the ASX Listing Rules and being eligible for re-election, be re-elected as a director of the Company.’

5. Resolution 4 – Approval for grant of deferred equity component of STI to Managing Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purposes of Listing Rule 10.14 and for all other purposes, the Members approve:

- the grant to Mr Don Meij of a short term incentive option for the deferred equity component of the short term incentive, on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting; and*
- the issue and allotment of Shares to Mr Meij on the exercise of the short term incentive option in accordance with its terms and conditions of grant.’*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme, including a director, or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- (b) the Chairman of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

In addition, pursuant to the Corporations Act, the Company’s Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or*
- (b) the proxy is Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

6. Resolution 5 – Approval for grant of LTI Options to Managing Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purposes of Listing Rule 10.14 and for all other purposes, the Members approve:

- the grant to Mr Don Meij of LTI Options on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting; and*
- the issue and allotment of Shares to Mr Meij on the exercise of the LTI Options in accordance with their terms and conditions of grant.’*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme, including a director, or an associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- (b) the Chairman of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or*
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

In addition, pursuant to the Corporations Act, the Company’s Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or*
- (b) the proxy is Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

7. Special Resolution 6 – Amendment of Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special** resolution:

‘That the current constitution of the Company be amended, effective from the close of the AGM, as set out in the document tabled at the 2020 Annual General Meeting and signed by the chairperson for the purposes of identification.’

Dated: 1 October 2020

By order of the Board

Company Secretary

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

NOTES

- 1 Under regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7.00pm (Sydney time) on Monday 2 November 2020. Accordingly, those persons are entitled to attend the meeting virtually and vote on all items of business at the meeting, subject to the voting exclusions described in this Notice.
- 2 If you are eligible, you may vote by attending the meeting virtually or by proxy or attorney. A member who is a body corporate may appoint a representative to attend the meeting online and vote on its behalf.
- 3 Shareholders participating in the AGM via the online AGM platform will be able to vote online at any time between the start of the AGM at 3.00pm (Brisbane time) and the closure of voting as announced by the Chairman during the AGM.
- 4 To vote by proxy, please complete, sign and return the **enclosed** proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 5 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 6 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 7 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act 2001 and the constitution of that corporation.
- 8 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) by delivery to the Company's share registry:

By fax:

(02) 9287-0309 (this is a dedicated line for proxy forms only)

Online:

www.linkmarketservices.com.au

There are instructions on the back of the proxy on how to vote online

By delivery:

Level 12
680 George Street
SYDNEY NSW 2000

Or

1A Homebush Bay Drive
Rhodes NSW 2138

By post:

Domino's Pizza Enterprises Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY NSW 1235

Any proxy form received after this deadline including at the meeting will be treated as invalid.

- 9 As noted above, Link will contact proxyholders at least 24 hours prior to the start of the AGM to provide them with their proxyholder login information that they will need to enter into the online AGM platform.
- 10 As shareholders are asked to participate virtually in the AGM, each resolution considered at the AGM will be conducted by a poll. The Board considers voting by poll to be in the interests of shareholders as a whole and ensures the views of as many shareholders as possible are represented at the meeting.
- 11 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Resolution in Resolution 1.
- 12 A person appointed as proxy may vote or abstain from voting as he or she thinks fit, except in the following circumstances:
- 12.1 The proxy holds a Directed Proxy Form;
- 12.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
- 12.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 13 Paragraph 12.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 14 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
- 15 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
- 16 The following definitions apply in this document:

Associate means an associate as defined in Chapter 19 of the ASX Listing Rules.

Closely Related Party means the closely related parties of Key Management Personnel as defined in the *Corporations Act 2001*, and includes certain members of their family, dependants and companies they control.

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 28 June 2020.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolutions 1, 4 and 5 in this Notice of Meeting.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 4 November 2020. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1. Financial Statements and Reports

As required by law, the financial report, Directors' report and Auditor's report are laid before the AGM. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. There is no requirement however for members to approve the reports.

The Auditor will be present to answer audit-related questions from shareholders and will respond to any relevant written questions provided these are submitted to the Company no later than five business days prior to the Annual General Meeting.

2. Resolution 1 – Remuneration Report

The remuneration report of the Company for the financial year ended 28 June 2020 is set out in the Company's 2020 Annual Report.

The remuneration report sets out the Company's remuneration arrangements for directors, including the Managing Director, and the Company's employees. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the meeting.

By law, the Company is required to put the remuneration report to a vote by members at the Annual General Meeting. The vote on the resolution is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 1.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

As the Directors have a personal interest in the proposed Resolution 1, they make no recommendations as to how shareholders should vote on the Resolution.

3. Resolution 2 – Election of Doreen Huber as Non-Executive Director

Ms Huber was elected to the Board on 21 February 2020. In accordance with ASX Listing Rule 14.4, Ms Huber must stand for election at this AGM. She is an independent director. Prior to appointing Ms Huber to the Board, the Company conducted appropriate checks into her background and experience. Ms Huber is a respected business entrepreneur and food technology expert. She is the founder and former CEO of business catering aggregator Lemoncat, and former Chief Operations Officer and part of the founding team of Delivery Hero, the largest global food ordering aggregator (outside of China).

Ms Huber is an experienced angel investor, including as a former partner and investor in Springstar, which supported US-based internet companies with their global roll-out, including Airbnb and furnishing platform Houzz, both multi-billion dollar companies.

Ms Huber is a board member of Bundesverband Deutsche Startups (German Start-ups Association). Doreen holds a Master of Arts (Literature, Art and Media) from the Humboldt University of Berlin, Germany.

Ms Huber is a member of the Company's Nomination and Remuneration Committee.

The Directors (with Ms Huber abstaining) recommend that you vote in favour of this resolution.

4. Resolution 3 – Re-election of Mr Grant Bourke as Non-Executive Director

In accordance with clause 13 of the Constitution and ASX Listing Rule 14.4, Mr Bourke is retiring by rotation. Being eligible, Mr Bourke offers himself for re-election.

Mr Bourke is an experienced food industry executive with extensive experience as an award-winning Domino's franchisee and executive. Prior to joining Domino's Mr Bourke was an international executive with Masterfoods (Mars Inc.). He was awarded Domino's Golden Franchisee award (1995), Franchisee of the Year (1997 and 1998), Golden Eagle winner (1999) for his contribution to the Company and global Chairman's Award winner for outstanding leadership. Mr Bourke is a former Director of Domino's Corporate Store Operations, Managing Director Europe, and has been Non-Executive Director since 2007.

In the past 3 years, Mr Bourke has been a director of ASX listed Pacific Smiles Group Ltd (resigned on 5 March 2018).

He holds a Bachelor of Science (Food Technology) from the University of New South Wales and an MBA from the University of Newcastle.

Mr Bourke is the Chair of the Audit Committee and a member of the Nomination and Remuneration Committee.

The Directors (with Mr Bourke abstaining) recommend that you vote in favour of this resolution.

5. Resolutions 4 and 5 – Approval for Grant of Incentives to Managing Director

5.1 Overview – Group remuneration policy

The performance of the Company depends upon the quality of its Directors and executives. The compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

In deciding the remuneration and incentives of the Managing Director, the Board considers that there should be an appropriate mix of remuneration comprising cash and securities to link the remuneration of the Managing Director to the financial performance of the Company. Equity-based incentives consistent with the Company's remuneration policy better aligns the Managing Director's performance with the Company's financial position. The Board also believes that an equity-based remuneration component helps it to attract and retain the best executives.

During FY20, a comprehensive review of the Company's remuneration framework was undertaken to ensure that it remains effective, fit for purpose, and aligned with shareholders given the Company's growth and leadership in its sector.

The Directors consider the remuneration policy to be a sensible and well-balanced policy which allows them to adjust the remuneration mix appropriately to the Company's changing circumstances.

Full details of the Company's remuneration policy, governance and FY21 remuneration framework is set out in the Remuneration Report contained in the Company's 2020 Annual Report.

EXPLANATORY MEMORANDUM CONTINUED

5.2 Overview – Managing Director’s remuneration framework

In accordance with the Company’s executive remuneration framework, the Managing Director’s remuneration package comprises a mix of fixed remuneration, short term and long term performance based incentives. An explanation of each of these elements is contained in the Company’s FY20 Remuneration Report on page 115.

Mr Meij’s remuneration package for FY21 comprises:

- total fixed remuneration of \$1,259,520;
- a short term incentive opportunity of \$1,259,520, representing 100% of fixed remuneration (**STI Award**), with two thirds paid in cash and one third in the form of deferred equity; and
- a long term incentive opportunity of \$2,624,000, representing 208% of fixed remuneration (**LTI Award**), in the form of net-settled options, subject to shareholder approval being obtained.

For the FY21 LTI Award, the instrument will change from options to net-settled options (**LTI Options**), under which the number of shares issued upon vesting and exercise is equivalent only to the increase in the Company’s share price above the exercise price. For further details on net-settlement please refer to section 7.7.

The non-executive directors consider that the remuneration package for Mr Meij for FY21 is reasonable and appropriate having regard to the circumstances of the Company, the duties and responsibilities of Mr Meij, the elements of the total remuneration ‘at risk’ and the performance hurdles that are required to be satisfied to earn the ‘at risk’ elements.

5.3 Listing Rule requirements

Listing Rule 10.14 provides that a listed company must not permit directors to acquire securities under an employee incentive scheme without the approval of ordinary shareholders. As Mr Meij is the Managing Director of the Company, the proposed issues fall within Listing Rule 10.14.1 and therefore requires the approval of the Company’s shareholders under Listing Rule 10.14.

There is an exception to this requirement in Listing Rule 10.16(b) which provides that shareholder approval is not required in relation to the grant of options under an employment incentive scheme where the shares to be acquired on exercise of the options are required by the terms of the scheme to be purchased on-market.

This exception applies to Mr Meij’s participation in the STI deferred equity. However, the Company has elected to seek approval for his participation in both the STI deferred equity and LTI Options in the interests of good corporate governance and transparency.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

6. Resolution 4 – Approval for grant of deferred equity component of STI to Managing Director

The exact amount of the STI Award which Mr Meij will receive, if any, will be subject to performance measures linked to the Company’s financial and non-financial performance over FY21 with the maximum STI Award only being realised if a specified ‘stretch’ target is achieved.

STI performance hurdles are set by the Board each year. In FY21, 80% of the total weighting of the STI Award is based on financial performance and 20% on new store growth. Specific targets have not been disclosed due to their commercial sensitivity.

6.1 Number of STI Options to be granted and maximum value

If Mr Meij becomes entitled to receive an STI Award, two thirds will be paid in cash following the end of FY21 and release of results and one third will be provided in the form of one zero exercise price option to subscribe for Shares at the underlying market price around the time of release of the FY21 annual results (**STI Option**).

The maximum value of the STI Option will be \$419,840 being one third of Mr Meij’s maximum STI Award.

6.2 Shares to be allocated on exercise of STI Option

On exercise of the STI Option, Mr Meij will be entitled to such a number of fully paid ordinary shares calculated in accordance with the following formula:

$$\text{Share entitlement} = \text{STI Option Value} \div \text{Market Price}$$

Where:

STI Option Value means 33% of the STI Award Mr Meij is entitled to receive

Market Price means the volume weighted average share price (VWAP) of the Company's shares over ten trading days – being the 5 days prior to, the day of, and the 4 days following the announcement of the Company's annual results for FY21.

6.3 Exercise Price

The STI Option has no exercise price. Accordingly, no funds will be raised from the exercise of the STI Option by Mr Meij.

6.4 Exercise Period

The exercise period is 10 years from date of grant.

6.5 Exercise conditions

The STI Option cannot be exercised unless at the time of exercise of the STI Option Mr Meij is an employee and the exercise of the Option would not result in a contravention of the Constitution of the Company, ASX's Listing Rules or the Corporations Act 2001.

6.6 Escrow

Shares allocated on exercise of the STI Option will be escrowed for 2 years from the date of grant of the STI Option.

6.7 Malus and clawback

The Board retains the discretion to lapse the STI Option, if at the discretion of the Board, a trigger event has occurred (for example, fraud or dishonesty, breach of contractual obligation, serious misconduct or gross negligence, or material reputational damage to the Company). The Board also retains the discretion, in the same circumstances outlined above, to clawback any shares that have been issued on exercise of the STI Option.

6.8 Shareholder approval

If shareholder approval is obtained for resolution 4, the Company will be able to proceed with the grant of the STI Option and, subject to the exercise conditions being met, the issue of shares on the exercise of the STI Option. The Company expects to grant the STI Option within 2 weeks of the date of the release of the Company's FY21 annual results, but in any event no later than 18 months after the date of approval.

If Shareholder approval is not obtained for the grant of the STI Option to Mr Meij, Mr Meij will receive any vested STI Award entirely in cash without any deferred equity component.

7. Resolution 5 – Proposed grant of long term incentive options

Following a review of the Company's remuneration framework, the instrument to be used for the Managing Director's FY21 long term incentive grant will change from options to net-settled options.

Accordingly, the Board proposes, subject to member approval, to grant to Mr Don Meij net-settled options to acquire unissued shares in the Company under its employee share option plan (**Plan**) as part of his FY21 long term incentive and on the terms and conditions described below.

EXPLANATORY MEMORANDUM CONTINUED

7.1 Number of LTI Options to be granted and value

The total value of all of the granted LTI Options will be the same as the amount of the LTI Award.

The number of LTI Options to be granted to the Managing Director is equal to the LTI Award divided by the value of an LTI Option as at the date of grant. Each LTI Option will be valued at the date of grant using principles set out in Australian Accounting Standards Board AASB 2 Share Based Payments and the Black Scholes Valuation Methodology. For further discussions regarding the valuation methodology please refer to section 7.10 (*Valuation of each LTI Option*).

The table below provides an example for illustrative purposes of the number of LTI Options to be granted at varying prices for the Company's shares using the assumptions contained in the valuation methodology.

Domino's Share Price	LTI Award (\$000s)	LTI Option Value (per option)	Illustrative number of LTI options to be granted
\$73.63	\$2,624,000	\$13.08	200,612
\$81.81	\$2,624,000	\$14.81	177,178
\$89.99	\$2,624,000	\$16.55	158,550

Shareholders should be aware that this is indicative only for illustrative purposes. The actual LTI Option value and therefore the number of LTI Options granted may be different due to differences in the final inputs around the date of grant.

7.2 Exercise Period

If the exercise conditions are satisfied, the exercise period is 1 year on and from 1 September 2023 until 31 August 2024.

7.3 Exercise Price

The option exercise price will reflect the underlying market price around the time of grant being the volume weighted average share price (VWAP) of the Company's shares over ten trading days – being the 5 days prior to, the day of, and the 4 days following the Company's 2020 Annual General Meeting.

7.4 Exercise conditions

The LTI Options cannot be exercised unless at the time of exercise of the option:

- the option has vested (i.e. the performance hurdle has been satisfied);
- Mr Meij is an employee of the Company; and
- the exercise of the Option would not result in a contravention of the Constitution of the Company, ASX's Listing Rules or the *Corporations Act 2001*.

7.5 Performance Hurdle

It is a condition of exercise of each LTI Option that an Earnings per Share (**EPS**) performance hurdle is satisfied, the LTI Option has vested and the Company has given Mr Meij a vesting notice from the Board confirming that the option has vested.

The EPS Performance Hurdle that must be achieved is a cumulative EPS target over a 3 year performance period (being the 2021, 2022 and 2023 financial years) (**Cumulative EPS Target**) calculated as follows:

Cumulative EPS Target		
Base EPS – FY20 underlying	\$1.694 ¹	\$1.694 ¹
Performance Period	at 6% compound growth rate	at 15% compound growth rate
FY21	\$1.796	\$1.948
FY22	\$1.903	\$2.240
FY23	\$2.018	\$2.576
Cumulative EPS Target for the Performance Period, subject to adjustment	\$5.717	\$6.765

The cumulative EPS approach has been adopted to encourage consistent annual EPS growth. This approach retains the flexibility that underperformance in one year can be offset by over performance in later years. However, the requirement that the target EPS be cumulative, means that there must be more consistent growth to satisfy the hurdle.

The Cumulative EPS Target can be adjusted by the Board from time to time acting reasonably to reflect the underlying EPS in each financial year during the Performance Period.

In addition, if the Group has made a material acquisition during the Performance Period, the Board may make:

- adjustments to reflect the EPS in any financial year during the performance period to reflect the EPS which was forecast to be achieved in that financial year after the acquisition on the basis of the financial information used by the Board to approve the acquisition; and
- a corresponding adjustment to the Cumulative EPS Target.

7.6 Vesting and lapse of LTI Options

LTI Options will vest in accordance with the following schedule.

Compound EPS growth rate over Performance Period	Cumulative EPS Target for LTI Options	Proportion of LTI Options vesting
Less than 6%	Less than \$5.717	0%
at 6%	\$5.717	20%
Between 6% up to less than 15%	Between \$5.717 up to less than \$6.765	Straight line vesting between 20% and 100%
15% and above	\$6.765 or over	100%

If the Board makes adjustments to the Cumulative EPS Target, it may also make adjustments to the vesting schedule to reflect the adjusted Cumulative EPS Target.

LTI Options will lapse and be cancelled if the Cumulative EPS Target is not achieved in the performance period.

¹ EPS (basic) announced to the market on 19 August 2020 (excluding impact of AASB16)

EXPLANATORY MEMORANDUM CONTINUED

7.7 Shares to be allocated on exercise of a LTI Option – net settlement

The LTI Options provide that on exercise of the option, Mr Meij will be entitled to one fully paid ordinary share. However, the precise number of shares that may be issued on exercise of vested LTI Options is not immediately known because the options will be 'net settled'.

The commercial effect of net settlement is that only the value above the option exercise price will be provided in the form of fully paid ordinary shares.

On exercise of the vested LTI Options the number of shares to be issued will be based on the net settlement amount (i.e. the difference between the option exercise price and market price of shares on the date of exercise, multiplied by the number of exercised options and divided by the market price). The market price will be the 10 day volume weighted average price of the Company's shares before the exercise date.

The Company has moved to net-settled options because it is less dilutive for the Company and because it does not require a participant to provide a cash outlay in order to exercise the options.

Under the net-settled options mechanism, the exercise of the LTI Options is cashless and no funds will be raised from the exercise of LTI Options by the Managing Director.

7.8 Escrow

Shares issued on exercise of vested options will be held in escrow for 2 years from the vesting date (being the date on which the Company gives Mr Meij a vesting notice from the Board confirming that the option has vested).

7.9 Malus and clawback

The Board retains the discretion to lapse any unvested (or vested but not yet exercised) LTI Options, if at the discretion of the Board, a trigger event has occurred (for example, fraud or dishonesty, breach of contractual obligation, serious misconduct or gross negligence, or material reputational damage to the Company). The Board also retains the discretion, in the same circumstances outlined above, to clawback any shares issued on exercise of LTI Options.

7.10 Valuation of each LTI Option

Each LTI Option will be valued as at the date of grant.

The Company intends to value the LTI Options using principles set out in Australian Accounting Standards Board AASB 2 Share Based Payments and the Black Scholes Valuation Methodology (**Valuation Methodology**).

The Valuation Methodology is a function of the relationship between a number of variables principally being the share price, the option exercise price, the time to expiry and the volatility of the Company's underlying share price.

The application of the Valuation Methodology therefore requires a number of inputs, some of which must be assumed. The key inputs used in the Methodology are summarised in the table below:

Key Driver	Options	Explanation
Exercise Price	\$81.81 (proxy)	As this value is contingent on trading data in the future, the Company's ten day VWAP as at 11 September 2020 has been adopted as a proxy for the exercise price.
Volatility of Share Price	34.8%	Based on information which includes the historic volatility of the Company over a 3 year period prior to 11 September 2020.
Risk Free Rate	0.26% (proxy)	Based on the 3 year Australian Government bond rate as at 10 September 2020 of the LTI Options as a proxy for the risk free rate over a period of approximately 3.3 years of time to maturity of the LTI Options.
Time to Maturity	3.3 years	Calculated as the period of time from the grant date to the expected exercise date for the LTI Options.
Annual Dividend Yield	1.99%	Adopted yield is based on the average dividend per share (DPS) from broker consensus forecasts over the next three years of \$1.63 and the adopted share price of \$81.81.

The total accounting expense will be amortised over the relevant vesting periods.

7.11 Shareholder approval

If shareholder approval is obtained for resolution 5, the Company will be able to proceed with the grant of the LTI Options and, subject to the exercise conditions being met, the issue of shares on the exercise of LTI Options. The Company expects to grant the LTI Options as soon as practicable after the date of approval but in any event, no later than the date that is 3 months after the date of approval.

If shareholder approval is not obtained, the Company intends to renegotiate a replacement long term incentive opportunity with the Managing Director which could include the renegotiation of the amount, terms and form of the long term incentive.

8. Other information relevant to Resolutions 4 and 5

8.1 Relevant interests in shares and options

The Managing Director's current relevant interest in shares and options in the Company as at the date of this notice are as follows:

Shares	Options
1,800,001	737,000

EXPLANATORY MEMORANDUM CONTINUED

8.2 Information required by Listing Rule 10.15

The following information is provided for the purposes of Listing Rule 10.15:

Price for each option to be acquired under the scheme	<p>STI – Nil</p> <p>LTI – Nil</p>
Names of persons referred to in rule 10.14 who received securities under the scheme since the last approval, number of securities received and acquisition price for each security	<p>STI Options – Mr Meij has not previously received any STI Options.</p> <p>LTI Options – Mr Don Meij was granted the following LTI Options since the last approval as part of his remuneration, but otherwise for nil consideration:</p> <ul style="list-style-type: none"> • 2017 – 220,000 options • 2018 – 220,000 options • 2019 – 297,000 options
Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme	<p>Each of the Directors – Messrs Jack Cowin, Ross Adler, Don Meij, Lynda O’Grady, Grant Bourke, Uschi Shreiber and Doreen Huber.</p> <p>Note – although each director is eligible to participate, approval is sought for the grant of the STI Option and LTI Options to Mr Meij only.</p>
Summary of the material terms of the scheme	A summary of the material terms of the Plan is set out in the Annexure to this notice of meeting.
Terms of loan in relation to the grant of options	Not applicable
Information required under Listing Rule 10.15.6	<p>STI Options – Mr Meij will be granted an STI Option subject to the vesting of his STI Award. The number of shares to be issued on exercise of the STI Option is set out in section 6.2. The Board considers the grant of an STI Option (along with the escrow period) to be appropriate to align shareholder interests with that of senior executives.</p> <p>LTI Options – Mr Meij will be granted unlisted options. Shares issued on vesting and exercise of the options will rank equally in all respects with existing fully paid ordinary shares in the Company. The Board considers that a three year incentive opportunity delivered through LTI Options which vest subject to service and performance to be appropriate to reward the Managing Director for sustainable long term growth. The LTI Options are aligned to shareholder value creation as the LTI Options only provide value to the executive where the share price has increased.</p>
Required Statements	<p>Details of any securities issued under the employee incentive scheme will be published in each annual report relating to a period in which securities have been issued and approval for the issue of securities obtained under listing rule 10.14.</p> <p>Any additional persons who become entitled to participate in the employee incentive scheme after the resolution is approved and who are not named in this notice of meeting will not participate until approval is obtained under listing rule 10.14.</p>

8.3 Voting

The Directors with Mr Meij abstaining recommend that shareholders vote in favour of Resolutions 4 and 5. A voting exclusion applies in relation to Resolutions 4 and 5 (see notes to Resolutions 4 and 5).

9. Special Resolution 6 – Amendments to Constitution

The Board wishes to take this opportunity to update the Company's constitution to reflect best practice corporate governance principles. To assist shareholders, the proposed principal amendments to the constitution are summarised below.

A copy of the constitution, marked up to show proposed changes to the existing constitution, can be obtained prior to the meeting from the Company's investor website: <https://investors.dominos.com.au/presentations>.

The key amendments include:

- **Direct voting** – new clauses 12.36 to 12.43 of the proposed constitution have been inserted to permit the Company to enable shareholders in the future to vote directly on resolutions considered at general meeting by submitting their votes to the Company prior to the meeting. This means a shareholder's votes can still be counted even where they cannot attend personally and do not appoint a proxy. Shareholders will continue to be entitled to appoint proxies if they wish even if there is direct voting at future meetings;
- **Technology** – it is proposed that the constitution be updated to permit general meetings to be held in more than one location, using technology that give shareholders as a whole reasonable opportunity to participate in the meeting (clauses 11.4 and 11.5). Similarly, it is proposed that clause 25 (notices) be updated to provide for the transmission of notices to shareholders through a variety of electronic means, as well as delivered personally or by post;
- **Powers of Chairman at general meetings** – certain procedural amendments are proposed to be made to the Chairman's powers to regulate the conduct of general meetings of the Company;
- **Directors' retirement by rotation** – it is proposed that the requirement that directors retire from office periodically and seek re-election be amended to provide greater consistency with common corporate practice and the Listing Rules. The Listing Rules require directors to retire at the third Annual General Meeting after their appointment or after three years, whichever is longer. The constitution will no longer require one-third of the directors to retire each year as these provisions have, in the past, sometimes required directors to retire more frequently than is necessary;
- **Maximum number of directors** – it is proposed to update the maximum number of directors from 7 to 10 to provide the Company with additional flexibility to ensure that the requirements of the business can be met; and
- **Dividends** – changes have been made throughout clause 23 (dividends and reserves) of the constitution to permit the Board to declare or determine dividends. This reflects the provisions of the Corporations Act 2001 (Cth) that contemplate that dividends may be declared or determined. It is proposed to confirm the Board's ability to choose the amount time and method for paying a dividend.

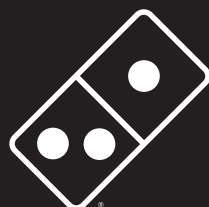
Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person online, by proxy, by attorney, in the case of a corporate shareholder, by a corporate representative).

The Directors recommend that shareholders vote in favour of Special Resolution 6.

ANNEXURE – SUMMARY OF THE MATERIAL PLAN TERMS

Key terms of the Plan are as follows:

Eligibility	The Board may invite a person to participate in the Plan if that person is a director, employee or any person who provides advice or services to the Company (whether or not engaged as an employee or contractor).
Option terms	Unless otherwise specified in the terms and conditions of grant (i.e. if the cashless exercise facility applies or if the option is a short term incentive zero exercise price option), each option confers an entitlement to be allocated 1 fully paid ordinary share.
Ranking of shares	Shares allocated on exercise of an option will rank equally with all existing shares on issue in respect of all rights issues, bonus issues and dividends which have a record date for determining entitlements on or after the allocation date of those shares.
Exercise Conditions	Vesting of options is subject to the satisfaction of exercise conditions, which may include performance measures and will generally be subject to a continuous employment requirement with the Company.
Exercise	An option which has vested and which has not lapsed may be exercised by the participant during the Exercise Period by paying the Exercise Price (if any) or utilising the cashless exercise facility.
Cashless Exercise Facility	The Company may advise a participant that the cashless exercise facility applies to their options. The cashless exercise facility allows participants to set off the option exercise price against the number of shares to be issued on exercise of the option.
Exercise Period	The exercise period is a defined period set out in the terms of the grant.
Rights	No dividends or voting rights are provided on any options unless options have been exercised and shares have been issued in respect of those options.
Lapse of options	<p>Subject to the Board's discretion, an option will lapse in certain circumstances, including where:</p> <ul style="list-style-type: none">• the participant ceases to be employed by any member of the Company's group;• the Board determines that the participant has (a) been dismissed, removed from office or otherwise terminated for a reason which entitles a group company to dismiss the participant without notice; (b) committed any act of fraud, defalcation or gross misconduct in relation to the affairs of the Company (whether or not charges with an offence); or (c) done any act which brings the group into disrepute;• the option has not been exercised by the last exercise date; or• the participant elects to surrender the option.
Administration	The Plan is administered by the Board and the Board may establish a Share Trust and administer the Plan in conjunction with the Share Trust. Where the Plan provides for a determination, decision, approval or opinion of the Board or the Company, that may be given by the Board in its absolute discretion.
Amendments	The Board may at any time amend any of the Plan rules or waive or modify the application of the Plan rules in relation to any participant.



Domino's


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LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Domino's Pizza Enterprises Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

I/We being a shareholder(s) of Domino's Pizza Enterprises Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (AEST) on Wednesday, 4 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/DMP20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for Grant of Long Term Incentive Options to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Doreen Huber as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Grant Bourke as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval for grant of deferred equity component of STI to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Scheme Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Scheme Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (AEST) on Monday, 2 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Domino's Pizza Enterprises Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

VIRTUAL MEETING **ONLINE GUIDE 2020**



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DOMINO'S PIZZA ENTERPRISES LIMITED

VIRTUAL MEETING ONLINE GUIDE

BEFORE YOU BEGIN

Ensure your browser is compatible. You are able to check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

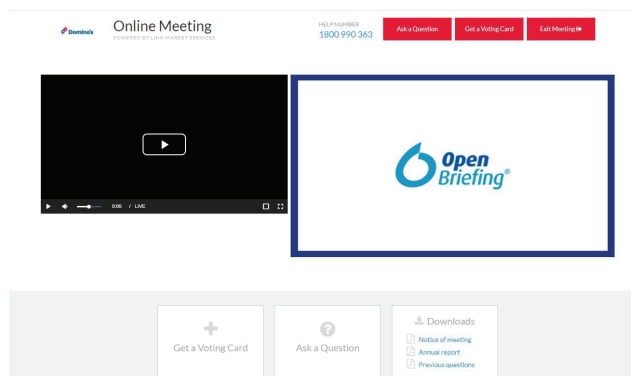
The virtual meeting is viewable from desktops, laptops and other electronic device. To attend and vote at the virtual meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

STEP 1

Open your web browser and go to <https://agmlive.link/DMP20> and select the relevant meeting.



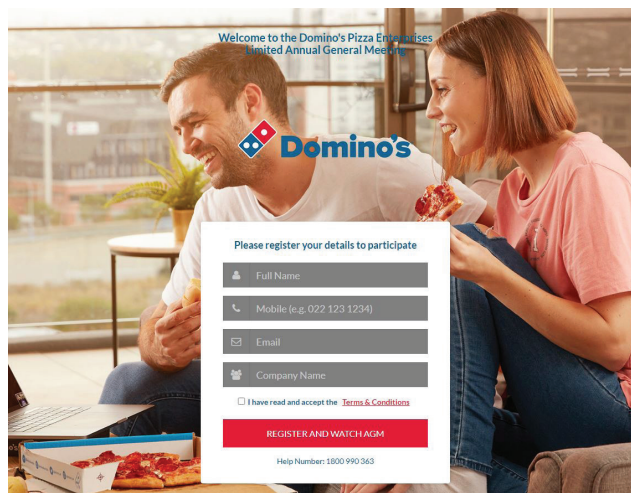
STEP 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the red **‘Register and Watch Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.



NAVIGATING THE PORTAL

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



Ask a Question

Downloads

Notice of meeting
 Annual report

1. GET A VOTING CARD

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.

Get a Voting Card



Get a voting card

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the red '**SUBMIT DETAILS AND VOTE**' button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on '**Full Vote**' or '**Partial Vote**' at the top of the voting card.

VIRTUAL MEETING ONLINE GUIDE

continued

JOHN SAMPLE | *****1096 X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote Partial Vote

Resolution 1 For Against Abstain

TO RECEIVE, CONSIDER AND ADOPT THE REPORT OF THE DIRECTORS, THE AUDITED FINANCIAL STATEMENTS AND THE AUDITORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2018.

Resolution 2 For Against Abstain

TO DECLARE A FINAL DIVIDEND OF HK\$1.00 PER SHARE FOR THE YEAR ENDED 31 DECEMBER 2018.

Resolution 3 For Against Abstain

TO RE-ELECT MR. LAI KAI HUI AS AN EXECUTIVE DIRECTOR

SUBMIT VOTE

FULL VOTES

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

PARTIAL VOTES

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the red **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the red **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

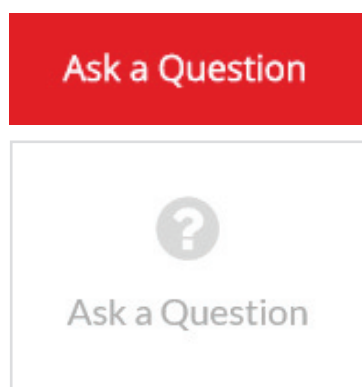
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Meeting and voting opens one hour before the meeting begins.

2. HOW TO ASK A QUESTION

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

You can view questions submitted prior to this meeting [here](#)

Regarding

Nothing selected

Question

Type your question here...

Submit Question

In the 'Regarding' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the 'Question' section and type your question.

When you are ready to submit your question - click the red 'Submit Question' button. This will send the question to the Management/ Board.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

Once you have asked a question a 'View Questions' box will appear.

At any point you can click on 'View Questions' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View Questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.

When will you be holding your next AGM?

+

Asked regarding General Business

Asked at: 8:57PM Updated: 8:57PM

OPEN COMMENTS

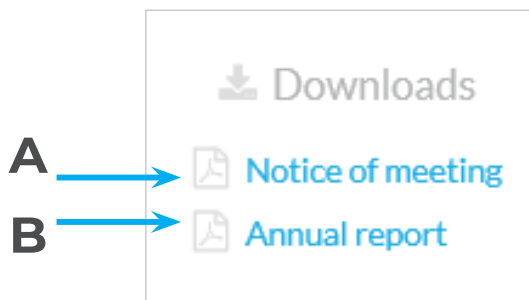
Submit Another Question

VIRTUAL MEETING ONLINE GUIDE

continued

3. DOWNLOADS

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

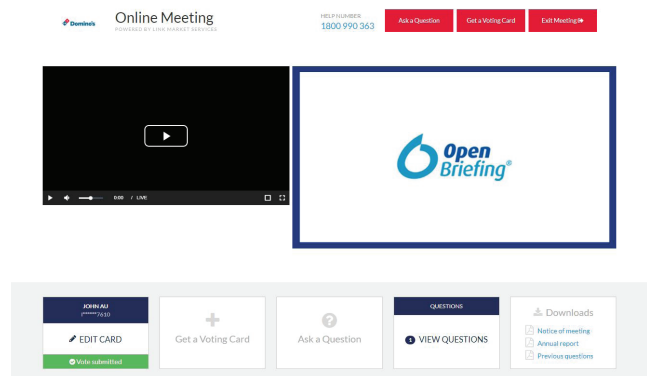
When you click on these links the file will open in another tab in your browser.

CLOSE OF VOTING

Voting will close 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



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