



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

www.dominos.com.au

1 October 2021

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

Dear Sir/Madam,

NOTICE OF 2021 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 2021;
2. Notice of Annual General Meeting 2021;
3. Example Proxy Form, and;
4. Virtual Meeting Online Guide 2021.

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.



1 October 2021

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Domino's Pizza Enterprises Limited will be held at 3pm (AEST) on Wednesday, 3 November 2021.

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/DMP21>.

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 2021

PLACE: THE 2021 AGM WILL BE HELD VIRTUALLY VIA OUR ONLINE PLATFORM AT
[HTTP://AGMLIVE.LINK/DMP21](http://agmlive.link/dmp21)

DATE: WEDNESDAY, 3 NOVEMBER 2021

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 2021 Annual General Meeting (**AGM**) of Domino's Pizza Enterprises Limited (the **Company**) will again 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. Our intention is to conduct hybrid AGMs going forward as soon as COVID restrictions make it practicable to do so.

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/DMP21> commencing at 3.00pm (Brisbane time) on Wednesday, 3 November 2021.

There will be no physical meeting for shareholders to attend.

ANNUAL GENERAL MEETING AGENDA

2.30 pm: 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.

3.00 pm: 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, 26 October 2021**, 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.

If you wish to ask a question or make a comment orally rather than via the online AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call Link on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 3pm AEST on Monday 1 November 2021, to register your participation and obtain the required access code.

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/DMP21>. 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 Online Platform Guide.

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 27 June 2021.

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*:

'That the Remuneration Report for the year ended 27 June 2021 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:

- (c) the person
 - (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.

3. Resolution 2 – Election of Tony Peake as Non-Executive Director

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

'That Tony Peake, who having been appointed as a director of the Company on 14 May 2021 in accordance with the Company's Constitution, be elected as a director of the Company.'

Notice of Annual General Meeting continued

4. Resolution 3 – Re-election of Lynda O’Grady as Non-Executive Director

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

‘That Lynda O’Grady, 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 an equity short term incentive 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 the Managing Director, Mr Don Meij, of a short term incentive option 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 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*
- 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*
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - 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*
 - 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:

- the proxy holds a Directed Proxy Form; or*
- 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 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. Resolution 6 – Approval for an Increase in Non-Executive Directors' Fees

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

'That for the purposes of clause 13.16 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, the members approve the increase of the maximum aggregate amount payable to non-executive directors by way of directors fees by \$400,000, from \$1,400,000 to \$1,800,000 per financial year of the Company, to be divided among them in such a proportion and manner as the directors determine.'

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a director of the Company, 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 the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

Dated: 1 October 2021

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 1 November 2021. 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 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*, and includes certain members of their family, dependants and companies they control.

Corporations Act means the *Corporations Act 2001* (Cth).

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 27 June 2021.

Member means a person entered on the register as a holder of shares in the capital of the Company.

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, 5 and 6 in this Notice of Meeting.

Share means a fully ordinary paid share in the capital of the Company.

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 3 November 2021. 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 27 June 2021 is set out in the Company's 2021 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*, 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 Tony Peake as Non-Executive Director

Mr Peake was elected to the Board on 14 May 2021. In accordance with ASX Listing Rule 14.4, Mr Peake must stand for election at this AGM. The Board considers Mr Peake to be an independent director. Prior to appointing Mr Peake to the Board, the Company conducted appropriate checks into his background and experience.

Tony Peake is a Fellow of Chartered Accountants Australia & New Zealand, and brings more than 25 years' of board-level experience across the public, commercial and not-for-profit sectors.

Tony has served as an Audit and Consulting Partner, Chief Operating Officer, and Executive Director at PwC Australia, with particular experience in Retail & Consumer, Education, and Government.

At PwC, Tony was the lead audit partner for Kmart, Target, Officeworks, Nike and Sara Lee, and Chief Internal Auditor of CSL Ltd. He led financial due diligence for Tesco when they acquired Lotus Supercenter (Thailand) and Samsung Retail (South Korea).

Tony is also a Non-Executive Director at Scanlon Capital and Melbourne Fashion Festival. He was formerly Chair of Methodist Ladies' College and a council member of The University of Melbourne.

Mr Peake is a member of the Company's Audit and Risk Committee.

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

4. Resolution 3 – Re-election of Ms Lynda O'Grady as Non-Executive Director

In accordance with clause 13 of the Constitution and ASX Listing Rule 14.4, Ms O'Grady is retiring by rotation. Being eligible, Ms O'Grady offers herself for re-election. Lynda was first appointed to the Board in April 2015 and was last re-elected by shareholders at the Company's 2018 annual general meeting. The Board considers Ms O'Grady to be an independent director.

Lynda has extensive experience in executive and consulting roles in IT, telecommunications and media organisations spanning more than 30 years. This experience was gained in a diverse range of organisations across several industries characterised by complex technology, products and services. Executive roles included Executive Director and Chief of Product at Telstra and Commercial Director of the publishing division of PBL (Publishing Division).

She has a successful track record in innovation in product and business development including identification, acquisition and successful integration of competitive or complementary businesses.

Lynda is a Fellow of the Australian Institute of Company Directors, Director of Musica Viva, Director of Wagner Holdings Ltd, Director of Avant Mutual Group and its subsidiaries, and a Member of the Advisory Board of Jamieson Coote Bond Trading, amongst other director appointments.

Ms O'Grady is a member of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

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

5. Resolutions 4 and 5 – Approval for grant of equity 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.

The Company conducted a comprehensive review of its remuneration framework in FY20 to ensure that it was 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 and, governance and remuneration framework is set out in the Remuneration Report contained in the Company's 2021 Annual Report.

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 FY21 Remuneration Report on page 86.

Mr Meij's remuneration package for FY22 comprises:

- total fixed remuneration of \$1,291,000;
- a short term incentive opportunity of up to \$1,800,000, representing 139% of fixed remuneration (**STI Award**), provided in the form of deferred equity; and
- a long term incentive opportunity of up to \$3,100,000, representing 240% of fixed remuneration (**LTI Award**), in the form of net-settled options, subject to shareholder approval being obtained.

Consistent with last year, for the FY22 LTI Award, the instrument will be 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 FY22 is reasonable and appropriate having regard to the circumstances of the Company and 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.

Explanatory Memorandum continued

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 STI Award. However, the Company has elected to seek approval for his participation in both the STI Award 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 an equity short term incentive 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 FY22 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 FY22, 70% of the total weighting of the STI Award is based on financial performance, 20% on new store growth and 10% on strategic projects that support environment, social and governance (ESG) initiatives and delivery of new technology. Specific targets have not been disclosed due to their commercial sensitivity.

6.1 STI Option to be granted

If Mr Meij becomes entitled to receive an STI Award, it will be provided in the form of one (1) zero exercise price option to subscribe for Shares at the underlying market price around the time of release of the FY22 annual results (**STI Option**).

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 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 FY22.

The table below provides an example for illustrative purposes of the Share entitlement under the STI Option assuming the maximum STI Award is earned.

Market Price	STI Option Value	Illustrative Share entitlement under STI Option
\$135.69	\$1,800,000	13,265 shares
\$150.77	\$1,800,000	11,938 shares
\$165.85	\$1,800,000	10,853 shares

Shareholders should be aware that this is indicative only for illustrative purposes as the actual Market Price at the time the STI Option is granted may be different to the table.

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.

6.6 Escrow

Shares allocated on exercise of the STI Option will be escrowed as follows:

- 50% of shares will be escrowed for 1 year from the date of grant of the STI Option; and
- 50% of shares 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 Valuation of the STI Option

The Company intends to value the STI Option using principles set out in Australian Accounting Standards Board AASB 2 Share Based Payments and the Monte Carlo simulations Valuation Methodology (**STI Valuation Methodology**).

The STI 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 STI Valuation Methodology therefore requires a number of inputs, some of which must be assumed. Based on the assumptions below, the STI Option will be valued at \$1,638,239.

Assumption	STI Option	Explanation
Valuation date	3 November 2021	The date of the AGM where this resolution will be put to shareholders.
Grant date for determining share entitlement	17 August 2022	The date expected for the FY22 annual results to be released.
Share Price	\$150.77 (proxy)	This value is contingent on trading data in the future. The Company's ten day VWAP as at 6 September 2021 has been adopted as a proxy for the underlying share price.
Maximum award amount	\$1,800,000	As per STI Option terms
Share entitlement	Simulated	As per the STI Option terms, the share entitlement amount is calculated by dividing the award amount Mr Meij is entitled to receive by the market price of the shares on the grant date. As this value is contingent on trading data in the future, we have calculated this value using Monte Carlo simulations.
Exercise price	\$Nil	As per STI Option terms
Volatility of Share Price	35%	Based on information which includes the historic volatility of the Company over a 2, 3 and 5 year period prior to 6 September 2021 to estimate the future volatility of the Company's share price.
Risk Free Rate	0.65% (proxy)	Based on the 5 year Australian Government bond rate as at 6 September 2021 as a proxy for the risk free rate over the term of the STI Option.
Time to Maturity	5.8 years	Calculated as the period of time from the assumed grant date to the expected exercise date (being the date this is the mid-way point of the 10 year period).
Annual Dividend Yield	1.82%	Adopted yield is based on the average yield based on the average dividend per share (DPS) from broker consensus forecasts over the next five years of \$2.74 and the adopted share price of \$150.77.
Discount for escrow	Nil	The escrow exercise date for the STI Option is post the final escrow date of 16 August 2024.

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

Explanatory Memorandum continued

6.9 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 FY22 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

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 FY22 long term incentive and on the terms and conditions described below.

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	LTI Option Value (per option)	Illustrative number of LTI options to be granted
\$135.69	\$3,100,000	\$24.88	124,598
\$150.77	\$3,100,000	\$28.09	110,359
\$165.85	\$3,100,000	\$31.31	99,009

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 2024 until 31 August 2025.

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 2021 Annual General Meeting.

7.4 Exercise conditions

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

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 2022, 2023 and 2024 financial years) (**Cumulative EPS Target**) calculated as follows:

Cumulative EPS Target		
Base EPS – FY21 underlying	\$2.176 ¹	\$2.176 ¹
Performance Period	at 8% compound growth rate	at 15% compound growth rate
FY22	\$2.350	\$2.502
FY23	\$2.538	\$2.878
FY24	\$2.741	\$3.309
Cumulative EPS Target for the Performance Period, subject to adjustment	\$7.629	\$8.689

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 8%	Less than \$7.629	0%
at 8%	\$7.629	30%
Between 8% up to less than 15%	Between \$7.629 up to less than \$8.689	Straight line vesting between 30% and 100%
15% and above	\$8.689 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.

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.

1 EPS (basic) announced to the market on 18 August 2021 (including impact of AASB16)

Explanatory Memorandum continued

The Company has elected to grant 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 to be used in the Methodology are summarised in the table below:

Key Driver	Options	Explanation
Exercise Price	\$150.77 (proxy)	As this value is contingent on trading data in the future, the Company's ten day VWAP as at 6 September 2021 has been adopted as a proxy for the exercise price.
Volatility of Share Price	35%	Based on information which includes the historic volatility of the Company over a 3 year period prior to 6 September 2021.
Risk Free Rate	0.19% (proxy)	Based on the 3 year Australian Government bond rate as at 6 September 2021 of the LTI Options as a proxy for the risk free rate over a period of approximately 3.32 years of time to maturity of the LTI Options.
Time to Maturity	3.32 years	Calculated as the period of time from the grant date to the expected exercise date for the LTI Options.
Annual Dividend Yield	1.62%	Adopted yield is based on the average yield based on the average dividend per share (DPS) from broker consensus forecasts over the next three years of \$2.44 and the adopted share price of \$150.77.

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	673,937

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	STI – Nil LTI – Nil
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	STI Options – Mr Don Meij was granted 1 STI Option since the last approval as part of his remuneration, but otherwise for nil consideration. LTI Options – Mr Don Meij was granted 156,937 LTI Options since the last approval as part of his remuneration, but otherwise for nil consideration.
Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme	Each of the Directors – Messrs Jack Cowin, Ross Adler, Don Meij, Lynda O'Grady, Grant Bourke, Uschi Schreiber and Doreen Huber. 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.
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	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 and the value the Company intends to attribute to the STI Option and the basis for that value is set out in section 6.8. 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. 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 is aligned to shareholder value creation as the LTI Options only provide value to the executive where the share price has increased.
Required Statements	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. 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.

Explanatory Memorandum continued

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. Resolution 6 – Increase in Non-executive Directors' fees

Background

Under ASX Listing 10.17 and the Company's Constitution the Company must not increase the total aggregate amount of non-executive directors' fees payable by it per annum without the approval of shareholders. The current maximum aggregate amount available for non-executive directors' remuneration of \$1,400,000 per annum was approved by shareholders at the 2018 Annual General Meeting.

Proposal

The Board wishes to increase the total remuneration for non-executive Directors from \$1,400,000 to \$1,800,000.

Reason for proposed increase

The Company operates a complex international business. It is important that the Board has an appropriate level and mix of experience and skills in order to provide the required oversight for the good governance of the business and the Company.

The Directors are seeking shareholder approval to increase the maximum aggregate amount available for non-executive directors' remuneration so that:

- the Board has the flexibility to appoint new directors, if and when appropriate; and
- the Company maintains the ability to pay competitive fees to attract and retain high calibre non-executive directors.

The Directors believe that the proposed allocation of the total remuneration amongst the individual Directors is fair and reasonable having regard to market remuneration and the size, scale and complexity of the Company and its operations.

Details of fees paid to non-executive directors for the year ended 27 June 2021 are included in the Remuneration Report. In accordance with Listing Rule 10.17, the Company confirms that no securities have been issued to any non-executive director under Listing Rule 10.11 or 10.14 with shareholder approval within the preceding 3 years.

Voting exclusion statement

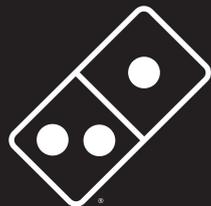
A voting exclusion applies to this resolution, please see the notes to resolution 6.

As the Directors have a personal interest in the proposed Resolution 6, they make no recommendations as to how shareholders should vote on the Resolution.

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	Subject to the Board's discretion, an option will lapse in certain circumstances, including where: <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

OUR PIZZA BRINGS PEOPLE CLOSER

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
Level 12, 680 George Street, Sydney NSW 2000

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



X99999999999

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, 3 November 2021 (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/DMP21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4, 5 and 6: 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, 5 and 6, 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 LTI Options to Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Tony Peake as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approve an Increase in Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Lynda O'Grady 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 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).

DMP PRX2101N



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 Annual General 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 Annual General 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, 1 November 2021**, 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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATIONS PREFERENCE

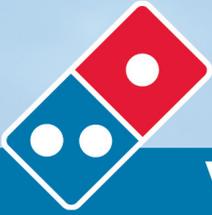
We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



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 2021

DOMINO'S PIZZA ENTERPRISES LIMITED

**OUR
PIZZA
BRINGS
PEOPLE**



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:

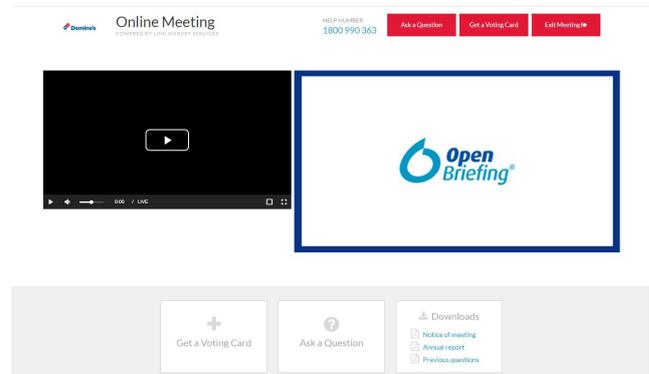
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

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 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.

Step 1

Open your web browser and go to <https://agmlive.link/DMP21> and select the relevant meeting.



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.

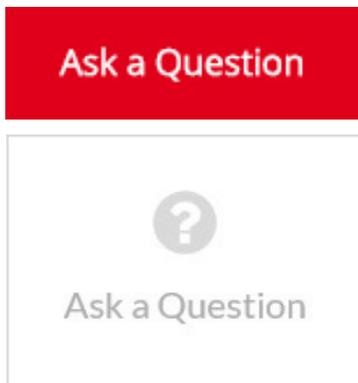
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting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

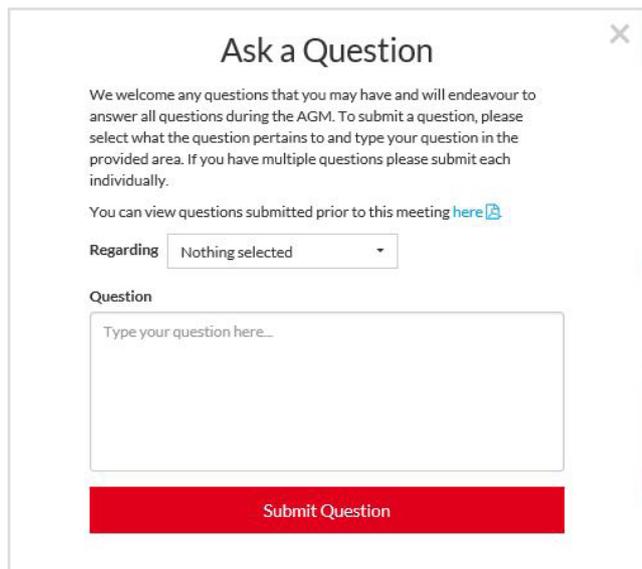
2. How to ask a question

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.



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.

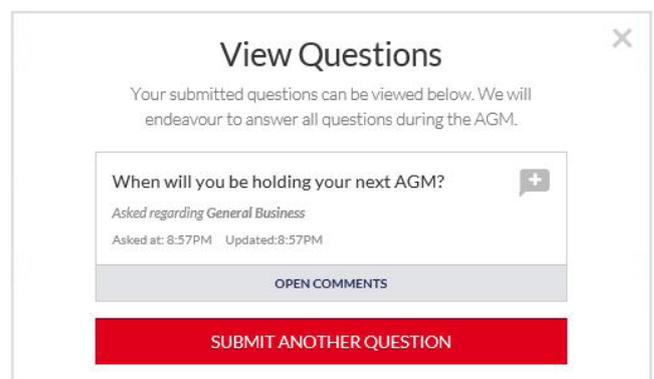
Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

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.

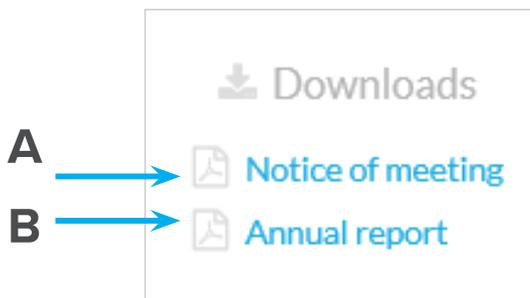


VIRTUAL MEETING ONLINE GUIDE

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

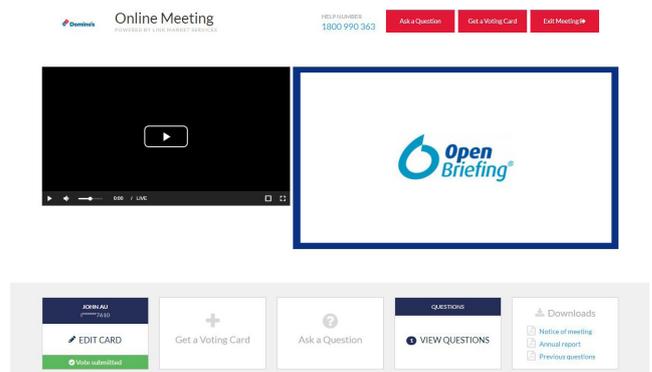
When you click on these links the file will open in another tab in your browser.

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.



Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 3pm on 1 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 071 092
International Number: +61 2 8072 4165

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a securityholder and allow you to ask a question.

Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to press *1 on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can lower your hand by pressing *2 on your keypad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

CONTACT US

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