



Domino's Pizza Enterprises Limited  
1/485 Kingsford Smith Drive  
Hamilton, QLD, Australia 4007  
ACN: 010 489 326  
www.dominos.com.au

*Not for release to US wire services or distribution in the United States*

**1 December 2022**

## **EQUITY CAPITAL RAISING**

### **Highlights**

- **Fully underwritten institutional placement to raise A\$150 million**
- **Non-underwritten share purchase plan to raise up to a further A\$15 million**
- **Proceeds from the capital raising to fund payment of the option exercise price to Domino's Pizza Group plc (DPG) for the purchase of all DPG's shares in its joint venture in Germany**
- **Additional proceeds from institutional placement and SPP to be applied to debt retirement**

Domino's Pizza Enterprises (ASX:DMP) is pleased to announce that it has commenced an equity capital raising to raise up to A\$165 million.

The capital raising comprises a fully underwritten share placement to institutional investors to raise A\$150 million (before costs) (**Placement**) and a non-underwritten share purchase plan (**SPP**) to be offered to eligible shareholders with a registered address in Australia and New Zealand to raise up to an additional A\$15 million (**Capital Raising**).

Funds raised under the Capital Raising will be used to fund the option exercise price for the acquisition of all the shares held by DPG in the German joint venture and any surplus will be applied towards debt retirement.

Shares issued under the Capital Raising will rank equally with the existing Company shares on issue.

### **FY23 Trading Update and Outlook**

The Company reaffirms the guidance for FY23 provided to the market at its Annual General Meeting on 2 November 2022.

The business continues to track to plan. The Malaysia, Singapore and Cambodia markets have also seen trading in line with expectations.<sup>1</sup>

### **Domino's Pizza Germany – Exercise of Put Option**

The Company advised the market on 10 November 2022 that it had received an option exercise notice from DPG requiring the purchase of all DPG's shares in its joint venture with the Company in Germany. Completion of the purchase and payment of the option exercise price is expected to occur in the first half of calendar 2023. As previously disclosed, the joint venture agreement contains a mechanism for determining the option exercise price and that process is being implemented.

Group CEO and Managing Director, Don Meij said "we are excited about increasing our ownership in Domino's Pizza Germany, which has been an objective of ours since entering the market. Germany offers strong long-term growth prospects for our business".

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<sup>1</sup> Completion of the acquisition of the Malaysia and Singapore markets occurred on 30 November 2022. Completion of the acquisition of the Cambodia market is, subject to regulatory approval, expected to occur in the first quarter of calendar 2023.



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## Group Net Leverage

Post completion of the Company's acquisition of the Malaysia, Singapore and Cambodia markets<sup>2</sup> and receipt of the proceeds of the Placement (before costs), the Company's pro forma Net Debt as at 30 June 2022 is A\$635 million, with Net Leverage Ratio of 1.8x<sup>3</sup>.

## Placement

The Company is undertaking a Placement of new fully paid ordinary shares (**New Shares**) to eligible institutional shareholders to raise A\$150 million before costs. New Shares will be issued at an offer price that will be determined through a bookbuild to be completed today, subject to an underwritten floor price of A\$65.05 per New Share, which represents a discount of 2.0% to the last closing price of the Company's shares on ASX of \$66.38 on 30 November 2022.

The Placement will, if issued at the underwritten floor price, result in approximately 2.3 million New Shares being issued, representing approximately 2.7% of the Company's existing issued share capital. The New Shares will be issued under the Company's existing placement capacity under ASX Listing Rule 7.1 and, accordingly, no shareholder approval is required.

## SPP

The SPP aims to raise up to A\$15 million (before costs) and will provide eligible shareholders with a registered address in Australia and New Zealand at 7.00pm (AEDT) on the Record Date of Wednesday, 30 November 2022 (**Eligible Shareholders**) the opportunity to apply for New Shares at the lower of (i) the final price achieved under the institutional placement, and (ii) a 2.0% discount to the closing price on the last day of the SPP offer period, which is expected to be 22 December 2022.

Eligible Shareholders will be invited to apply for up to A\$30,000 worth of New Shares (subject to any scale back which will be at the absolute discretion of the Company).

Further details of the SPP will be set out in the SPP Offer Booklet, which is expected to be released to ASX and made available to Eligible Shareholders on or about 7 December 2022.

An indicative timetable of key dates in relation to the Capital Raising is set out below.

Event	Date
SPP Record Date	7.00pm (AEDT) on Wednesday, 30 November 2022
Trading halt and announcement of Placement and SPP	Thursday, 1 December 2022
Announcement of completion of Placement and trading halt lifted	Friday, 2 December 2022
Settlement of Placement	Tuesday, 6 December 2022
Issue and allotment of Placement shares	Wednesday, 7 December 2022
Despatch SPP offer documents and SPP open date	Wednesday, 7 December 2022

<sup>2</sup> See footnote 1.

<sup>3</sup> Net Debt and Net Leverage Ratio pro forma adjustments comprise a A\$214 million completion payment for the acquisition of the Malaysia, Singapore and Cambodia markets and the receipt of A\$150 million (before costs) under the institutional placement (excluding proceeds received under the SPP). EBITDA calculated as underlying EBITDA (pre-IFRS16) of A\$339.7 million as at 30 June 2022, plus A\$21 million of underlying EBITDA (pre-IFRS16) from the Malaysia, Singapore and Cambodia acquisition. All calculations based on an exchange rate of 3.09 MYR to AUD.



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Event	Date
SPP closing date	5.00pm (AEDT) on Thursday, 22 December 2022
Announcement of SPP results	Friday, 30 December 2022
Issue and allotment of the new securities issued under the SPP	Friday, 30 December 2022

**Important** – the timetable above is indicative only and may be subject to change. The Company reserves the right to amend any or all of these dates without notice or to cancel the SPP at any time before New Shares are issued, subject to the Corporations Act 2001 (Cth), ASX Listing Rule and any other applicable laws.

Morgan Stanley Australia Securities Limited is lead manager and underwriter to the Placement. Aperture Capital Partners Pty Limited is acting as the Company's corporate adviser and Thomson Geer is acting as the Company's legal adviser in connection with the Capital Raising.

This release has been authorised for release by the Board of Directors.

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For further information, contact Nathan Scholz, Group Chief Corporate Affairs Officer, at [investor.relations@dominos.com.au](mailto:investor.relations@dominos.com.au) or on +614 1924 3517.



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## **Annexure A**

### **Important notice and disclaimer**

This announcement and any other documentation released to ASX in connection with the Placement now or in the future (**Announcements**) have been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. The Announcements do not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction where such an offer would be unlawful. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 (**US Securities Act**). The New Shares to be issued under the Placement may not be offered or sold, directly or indirectly, in the United States.

The Announcements have been prepared by the Company in connection with the Placement.

The Announcements include forward-looking statements. These forward-looking statements are based on the Company's expectations and beliefs concerning future events. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to subsequently update or revise the forward-looking statements made in the Announcements, to reflect the circumstances or events after the date of the Announcements. Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and significant volatility, uncertainty and disruption caused by the COVID-19 pandemic and certain geopolitical tensions. Any forward-looking statements, opinions and estimates in the Announcements speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Any such statements contained in the Announcements are not indications, guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which are beyond the control of the Company, and may involve significant elements of subjective judgment and assumptions as to future events, which may or may not be correct. Forward-looking statements may also assume the success of the Company's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond the Company's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may have been prepared or otherwise. No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including the Company or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in the Announcements will actually occur. Actual operations, results, performance, targets or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Except as required by law or regulation (including the ASX Listing Rules), the Company disclaims any obligation or undertaking to update forward-looking statements in the Announcements to reflect any changes in expectations in relation to any forward-looking statement or change in events, circumstances or conditions on which any statement is based.

The information contained in the Announcements does not constitute investment or financial product advice (nor taxation, accounting or legal advice), is not a recommendation to acquire shares in the Company (**Shares**) and is not intended to be used or relied upon as the basis for making an investment decision. The Announcements have been prepared without taking into account the investment objectives, financial situation or needs of any individuals. Before making any investment decisions, prospective investors should consider the appropriateness of the information having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. The Company is not licensed to provide investment or financial product advice in respect of Shares. Cooling off rights do not apply to the acquisition of Shares pursuant to the Placement.



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No party other than the Company has authorised, permitted or caused the issue, submission, dispatch or provision of the Announcements or makes or purports to make any statement in the Announcements. Morgan Stanley Australia Securities Limited is the underwriter and lead manager to the Placement (**Lead Manager**). The Underwriting is on the terms set out in an underwriting agreement, a summary of which is set out further below. To the maximum extent permitted by law, each of the Company and the Lead Manager, their respective affiliates or related bodies corporate, and each of their respective advisers, directors, officers, partners, employees and agents (each a **Limited Party**):

- expressly exclude and disclaim all responsibility and liability, including, without limitation, for negligence or in respect of any expenses, losses, damages or costs incurred by you as a result of your participation in the Placement and the information in the Announcements being inaccurate or incomplete in any way for any reason, whether by way of negligence or otherwise; and
- make no representation or warranty, express or implied, as to the fairness, currency, accuracy, reliability or completeness of information in the Announcements or any constituent or associated presentation, information or material, or the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects or returns contained in, implied by, the information in the Announcements or any part of it, or that the Announcements contains all material information about the Company, the Placement or that a prospective investor or purchaser may require in evaluating a possible investment in the Company or acquisition of Shares.

The Lead Manager and its other Limited Parties make no recommendations as to whether you or your related parties should participate in the Placement nor do they make any representations or warranties to you concerning the Placement. There is no statement in the Announcements which is based on any statement by the Lead Manager or its Limited Parties (except for references to the Lead Manager's name). You represent, warrant and agree that you have not relied on any statements made by the Lead Manager or other Limited Parties in relation to the Placement and you further expressly disclaim that you are in a fiduciary relationship with any of the Company, the Lead Manager or their Limited Parties. You undertake that you will not seek to sue or hold the Lead Manager or its respective Limited Parties liable in any respect in connection with the Announcements or the Placement (to the maximum extent permitted by law).

The Lead Manager, together with its affiliates and related bodies corporate, is a full service financial institution engaged in various activities, which may include trading, financing, financial advisory, investment management, investment research, principal investment, hedging, marketing making, market lending, brokerage and other financial and non-financial activities and services including for which it has received or may receive customary fees and expenses. The Lead Manager (and/or its bodies corporate) has performed, and may perform, other financial or advisory services for the Company, and/or may have other interests in or relationships with the Company and its related entities or other entities mentioned in the Announcements for which they have received or may receive customary fees and expenses. Without limitation, in the ordinary course of their various business activities, the Lead Manager and other Limited Parties may have interests in the securities of the Company, including being directors of, or providing investment banking services to, the Company. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Lead Manager may receive fees for acting in its capacity as the underwriter and lead manager to the Placement.

Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Placement is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Lead Manager. Each of the Company and the Lead Manager and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Statements made in the Announcements are made only as at the date of the Announcements. Except as required by applicable law, the Lead Manager, the Company and their respective Limited Parties do not have any obligation to update the statements in the Announcements. The information in the Announcements remains subject to change without notice.



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## Annexure B Summary of Key Risks

This annexure discusses some of the key risks associated with any investment in the Company, together with risks relating to participation in the Capital Raising, which may affect the value of the Company's shares. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in the Company. Before investing in the Company you should be aware that a number of risks and uncertainties, which are both specific to the Company and of a more general nature, may affect the future operating and financial performance of Domino's and the value of the Company's shares.

There are several factors, specific to the Company's, specific to the acquisition of DPG's shares in its joint venture with the Company in Germany and of a general nature, which may affect the future operating and financial performance of the Company, Domino's Pizza Germany and the industry in which they operate and the outcome of an investment in the Company.

Before investing in the Company's shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on the Company (such as that available on the ASX website) and seek professional advice from an adviser who is licensed by ASIC to give that advice before making an investment decision.

This is not financial product advice and this announcement has not been prepared taking into account your investment objectives or personal circumstances.

### Company Specific Risks

#### Competition

The Company operates in a competitive market. The Company's financial performance or operating margins could be adversely affected if the actions of competitors or potential competitors become more effective, or if new competitors enter the market, and the Company is unable to counter these actions.

#### Consumer Preferences and Perceptions

Food service businesses are affected by changes in consumer tastes, national, regional and local economic conditions, and demographic trends. For instance, there could be a materially adverse effect on the Company's business and operating results if prevailing health or dietary preferences cause consumers to avoid pizza and other products which the Company offers in favour of foods that are perceived as healthier. Moreover, because the Company is primarily dependent on a single product, if consumers' demand for pizza should decrease, the Company's business would be impacted more than if it had a more diversified menu, as some other food service businesses do.

#### Sustainability of Growth

The continued strong growth in sales and profitability of the Company is dependent upon a number of factors, including the Company's ability to refurbish existing stores and open new stores and sell any selected existing stores on a profitable basis, maturation of new stores and meeting customers' changing taste preferences.

#### Integration of new markets in Asia

The integration of businesses the size of the new Malaysia and Singapore markets carries risk, including potential delays or costs in implementing necessary changes and difficulties in integrating various operations. A failure to fully integrate the operations of these new markets, or a delay in the integration process, could impose unexpected costs or prevent the realisation of benefits that may adversely affect the financial performance of the Company.



<b>Franchise Risk</b>	<p>The Company's right to operate Domino's Pizza Stores and grant franchises in Australia, New Zealand, Japan, Taiwan, Malaysia, Singapore and certain European markets is conferred by separate Master Franchise Agreements. The Master Franchise Agreements can be terminated in certain circumstances, such as breach by the Company, its insolvency and failure to achieve agreed growth targets. If a Master Franchise Agreement in respect of a territory is terminated, the Company will lose the right to operate Domino's Pizza Stores in that territory and this will fundamentally impact on its business. The Company's future growth also depends on its ability to identify, attract and retain suitably qualified and motivated franchisees. An inability to do so, or poor performance by the network of the Company's franchised stores, may have a materially adverse impact on the financial performance of Domino's and could cause harm to the reputation of the Domino's brand.</p>
<b>Managing Growth</b>	<p>As the Company and its operations expand, the Company will be required to continue to improve, and where appropriate, upscale its operational and financial systems, procedures and controls and expand, retain, manage and train its employees. There is a risk of a material adverse impact on the Company if it is not able to manage its expansion and growth efficiently and effectively.</p>
<b>Operating Costs</b>	<p>The Company's ability to consistently offer low prices and operate profitably is dependent on a combination of the scalability of its operations and the costs of its operating structure. The Company's ability to maintain a relatively low-cost operating structure is not guaranteed and there is no assurance that these low operating costs can be maintained.</p>
<b>Property Leases</b>	<p>The Company has several leased premises which are used principally for its Corporate Stores. The growth prospects of the Company is likely to result from increased contribution from existing stores and the Company's ability to continue to open and operate new stores on a profitable basis. Accordingly, there may be a material adverse impact on the Company's business and profitability if the Company is unable to renegotiate acceptable lease terms for existing stores when leases are due to expire and to identify suitable sites and negotiate suitable leasing terms for new stores.</p>
<b>Information Technology and data protection</b>	<p>The Company relies heavily on management information, point-of-sales systems and other information technology systems designed to maximise the efficiency of the Company's stores. Should these systems not be adequately maintained, secured or updated, or the Company's disaster recovery processes not be adequate, system failures may negatively impact on the Company's performance. The Company's technology systems may be adversely affected by damage to computer equipment or network systems, equipment faults, power failures, computer viruses, cyber-attack from malicious third parties, misuse of systems or inadequate business continuity planning.</p>
<b>Preserving the Company's Culture</b>	<p>The Company attributes much of its success to its employees and franchisees and the culture that binds them at all levels in the network of the Company's stores. The Company's future success is reliant on the Company being able to preserve its existing culture as its growth continues and its operations become more geographically widespread.</p>



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<b>Reliance on Key Personnel</b>	<p>The Company is committed to providing an attractive employment environment, conditions and prospects to assist in retaining its key senior management personnel. However, there can be no assurance that the Company will be able to retain these key personnel. Don Meij has been instrumental in managing the growth of the Company. The loss of Don Meij could have a material adverse impact on the Company's business.</p>
<b>Maintenance of Reputation and Brand Name</b>	<p>The success of the Company is heavily reliant on its reputation and branding. Unforeseen issues or events which place the Company's reputation at risk may impact on its future growth and profitability. Any factors that diminish the Company's reputation or branding could impede its ability to compete successfully and adversely affect its future business plans. There can be no guarantees that unforeseen issues, events or factors that negatively affect Domino's Pizza, Inc. or the Company's master franchisees in other countries or territories, will not damage the Company's local brand or diminish future sales, profitability and growth.</p>
<b>Relationship with Suppliers</b>	<p>The Company relies on numerous key suppliers in the multiple countries in which it operates. Any loss of these key suppliers may have an adverse effect on the Company's sales and/or terms of trade. In addition, any change in the Company's relationship with its suppliers, or in terms of trade, could have an adverse impact on the Company's prospects. Material increases in suppliers' production costs could lead to higher costs and therefore impact the Company's margins, or require the Company to source products from other locations. In this event, existing gross margins may not be able to be maintained. In addition, any delays in lead times on orders from suppliers could impact the Company's sales.</p>
<b>Supply Chain Management</b>	<p>The Company's supply chain is outsourced and managed by third parties. Any adverse changes to the supply chain (such as increased freight costs due to increasing geographical diversity and increasing number of stores) could have a material adverse impact on the Company's gross margins and prospects.</p>
<b>Current and Future Funding Requirements</b>	<p>The Company's ability to service its existing and new debt, and refinance expiring debt on acceptable terms, will depend on its future performance and cash flows, which in turn will be affected by various factors, some of which are outside of the Company's control (such as changes in interest and foreign exchange rates, and general economic conditions). Any inability to secure sufficient debt funding (including to refinance on acceptable terms) from time to time or to service its existing and new debt may have a material adverse effect on the Company's financial performance and prospects. In particular, to the extent that additional equity or debt funding is not available from time to time on acceptable terms, or at all, the Company may not be able to take advantage of acquisition and other growth opportunities, develop new ideas or respond to competitive pressures.</p>



<b>Insurance</b>	Not all risks are insured or insurable. The Company cannot be certain that its current insurance is adequate or that adequate insurance coverage for potential losses and liabilities will be available in the future on commercially reasonable terms. If the Company experiences a loss in the future, the proceeds of the applicable insurance policies, if any, may not be adequate to cover replacement costs, lost revenues, increased expenses or liabilities to third parties. Additionally, the Company's current insurance policies may not cover newly acquired assets or businesses and/or such acquisition may involve a substantial increase in premium to achieve coverage. These risks may have a materially adverse effect on the Company's financial position and performance.
<b>Impact of COVID-19</b>	The Company's business and operations continue to be exposed to the effects of COVID-19. There is a risk that COVID-19 and future COVID-19-related restrictions continue to disrupt the Company's business and the broader food service industry. The long term impacts of COVID-19 on the general economy, the Company and the industry in which the Company operates are uncertain and may adversely affect the Company's future financial and operational performance.
<b>General Risks</b>	
<b>Asset Impairment</b>	The Company's board regularly monitors impairment risk. Consistent with accounting standards, the Company is periodically required to assess the carrying values of its assets. Where the value of an asset is to be less than its carrying value, the Company is obliged to recognise an impairment charge in its profit and loss account. Impairment charges can be significant and operate to reduce the level of a company's profits. Impairment charges are a non-cash item.
<b>Changes in Accounting Policy</b>	Accounting standards may change. This may affect the reported earnings of the Company and its financial position from time to time.
<b>Taxation</b>	Future changes in taxation law, including changes in interpretation or application of the law by the courts or taxation authorities, may affect taxation treatment of an investment in the Company's shares or the holding and disposal of those shares. Further, changes in tax law, or changes in the way tax law is expected to be interpreted, in the various jurisdictions in which the Company operates, may impact the future tax liabilities of the Company.
<b>Litigation</b>	The Company is subject to the usual business risk that disputes or litigation may arise from time to time in the course of its business activities.
<b>Dividends</b>	The payment of dividends in respect of the Company shares is dependent on a range of factors including the profitability of its group, the availability of cash, capital requirements of the business and obligations under debt instruments. Any future dividend levels will be determined by the Company's board having regard to its operating results and financial position at the relevant time. That said, there is no guarantee that any dividend will be paid by the Company or, if paid, that they will be paid or franked at previous levels.
<b>Legislative and Regulatory Changes</b>	Legislative or regulatory changes, including property or environmental regulations or regulatory changes in relation to products sold by the Company, could have an adverse impact on the Company.

<b>Historical Acquisitions</b>	<p>The Company has undertaken several acquisitions in the past. At the time of each acquisition, the Company conducted due diligence. Despite this, it is possible that one or more issues or liabilities may not have been identified, or are of an amount greater than expected, and that the protections negotiated by the Company prior to the relevant acquisition are inadequate in the circumstances and may materially affect the Company and its business in the future.</p>
<b>Currency Risks</b>	<p>Revenue and expenditure in overseas jurisdictions are subject to the risk of fluctuations in foreign exchange markets. The Company carries on a large part of its business outside of Australia. Accordingly, revenues and payments will be made in those countries currencies and may deviate from budgeted expectations if there are adverse currency fluctuations against the Australian dollar.</p>
<b>Rising Inflation and Staff Shortages</b>	<p>Unemployment rates in Australia and the United States are currently among the lowest in history. This has increased the costs for employers of retaining existing staff and hiring new staff. The challenging labour market and increasing inflation makes it more difficult to retain existing staff and hire new staff. The Company relies on the quality and stability of its work force for performance. If inflation continues to rise and the labour market remains challenging, this may result in a decline in the Company's financial performance.</p>
<b>Underwriting risk</b>	<p>The Placement is fully underwritten by the Lead Manager pursuant to the terms of the placement agreement summarised at the back of this announcement (<b>Placement Agreement</b>). If certain conditions are not satisfied or certain customary termination events occur, the Lead Manager may terminate the Placement Agreement.</p> <p>Termination of the Placement Agreement could have an adverse impact on the amount of proceeds raised under the Placement, which could result in the Company needing to seek alternative sources of funding to fund the option exercise price for the acquisition of all the shares held by DPG in the German joint venture. Alternative sources of funding may result in the Company incurring additional costs (for example, by way of interest payments on debt) and/or potential restrictions being imposed on the manner in which the Company conducts its business and deals with its assets. There is no guarantee that alternative funding could be sourced on satisfactory terms and conditions or at all. Failure to source alternative funding could result in the Company being unable to perform its obligations to complete the acquisition of the shares in the German joint venture, which could have a material adverse impact on the Company's financial position, prospects and reputation.</p>

## **Annexure C**

### **Summary of Underwriting Agreement**

The Company has appointed the Lead Manager as sole book runner, lead manager and underwriter in connection to the Placement under a placement agreement between the parties (**Placement Agreement**).

The Placement Agreement contains customary representations and warranties and indemnities in favour of the Lead Manager. The Lead Manager's obligations under the Placement Agreement, including to underwrite and manage the Placement, are conditional on certain matters (which if not satisfied by the time required, entitles the Lead Manager to terminate its obligations under the Placement Agreement). The Placement may also be terminated by the Lead Manager in certain other circumstances, as summarised below.

### **Termination Events**

- ASX announces that the Company will be removed from the official list or that any Shares will be removed from official quotation; or suspended from quotation by ASX for any reason (for the avoidance of doubt, excluding a trading halt arising from the Placement);
- the S&P/ASX 200 Index falls, at any time from the entry into this Placement Agreement up to the end of the Bookbuild Period, by 10% or more from its level at the close of trading on the last trading day prior to the date of this Placement Agreement;
- any Placement document or publication includes content that is misleading or deceptive, or which is likely to mislead or deceive, in a material respect (including by omission);
- any statement of opinion or belief in any Placement document or publication, is not truly and honestly held or there are no reasonable grounds for making any such statement;
- any amendment or update to a Cleansing Notice which is issued or is required under the Corporations Act to be issued is materially adverse from the point of view of an investor;
- there is an application to a governmental authority for an order, declaration or other remedy, or a governmental authority commences any investigation or hearing or announces its intention to do so, in each case in connection with the Placement (or any part of it) or any agreement entered into in respect of the Placement (or any part of it) which, in the Lead Manager's reasonable opinion, has reasonable prospects of success;
- proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Placement, which in the Lead Manager's reasonable opinion, has reasonable prospects of success;
- ASIC makes an application or threatens to make an application for an order under Part 9.5 of the Corporations Act in relation to the Placement, and any such application (or threat) becomes public or is not withdrawn within 2 business days after it is made or where it is made less than 2 business days before the settlement date it has not been withdrawn before the settlement date;
- ASIC commences, or gives notice of its intention to commence, any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) in relation to the Placement and any such investigation or hearing (or intention) becomes public or is not withdrawn within 2 business days after it is commenced or where it is commenced less than 2 business days before the settlement date it has not been withdrawn before the settlement date;
- ASIC otherwise issues or threatens to issue proceedings in relation to the Placement or commences any formal investigation or inquiry into the Placement and such issue, threat or commencement becomes public or is not withdrawn within 2 business days after it is made or where it is made less than 2 business days before the settlement date it has not been withdrawn before the settlement date;
- ASX does not, or states that it will not, grant official quotation of all the Placement Shares on an unconditional basis (or on a conditional basis provided such condition would not, in the opinion of the Lead Manager, have a material adverse effect on the Placement by the settlement date);

- a director or senior manager of the Company or a member of the Company's "Executive Team – Group" (as listed on the Company's website as at the date of the Placement Agreement) is charged with an indictable offence;
- any regulatory body commences any public action against a director of the Company in his or her capacity as such or announces that it intends to take any such action;
- any director of the Company is disqualified from managing a corporation under the Corporations Act;
- any event specified in the timetable is delayed by the Company for more than 1 Business Day or more without the prior written consent of the Lead Manager;
- the Company alters its capital structure (other than as contemplated by the Placement Agreement) without the prior written consent of the Lead Manager;
- the Placement documents or any publication includes any forecast, expression of opinion, belief, intention or expectation which is not based on reasonable grounds (including having regard to ASIC Regulatory Guide 170) or any other announced forecast or expectation comes incapable of being met;
- the Company or any other member of the Group breaches, or defaults under, any provision, undertaking, covenant or ratio of a debt or financing arrangement or any related documentation to which that entity is a party which has an adverse effect on the Group;
- an event of default or event which gives a lender or financier the right to accelerate or require repayment of the debt or financing, or other similar event occurs under or in respect to any such debt or financing arrangement or related documentation which has an adverse effect on the Group;
- the Company or any of its directors or officers (as that term is defined in the Corporations Act) engage in any fraudulent conduct or activity whether or not in connection with the Placement;
- there is an event, occurrence or non-occurrence, or development of an existing event, occurrence or non-occurrence, which makes it illegal or, in the case of an event, occurrence or non-occurrence that makes it illegal for the Lead Manager to satisfy a material obligation under this Placement Agreement;
- the Company withdraws the Placement or any part of it;
- a change to the board of directors, the group chief executive officer or chief financial officer of the Company;
- any Certificate which is required to be provided by the Company under this Placement Agreement is not provided when required;
- any Group Member is, or becomes, Insolvent;
- \*a new circumstance that would be adverse from the point of view of an investor arises that would have been required to be disclosed in the Placement documents had it arisen before the Placement documents were lodged with ASX;
- \*the Company is in breach of any terms and conditions of this Placement Agreement or any representation or warranty by the Company is or becomes incorrect, untrue or misleading;
- \*there is an omission from or misstatement relating to the completed due diligence questionnaire or meetings with management provided by the Company pursuant to the terms of Placement Agreement or any other information supplied by or on behalf of the Company to the Lead Manager;
- \*there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State or Territory of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State or Territory authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of this Placement Agreement);
- \*a contravention by the Company of the Corporations Act, its constitution, any of the ASX Listing Rules or any other applicable law or regulation (as amended or varied);
- \*any aspect of the Placement does not comply with the Corporations Act or the ASX Listing Rules;

- \*any Certificate which is required to be provided by the Company under this Placement Agreement is untrue or incorrect;
- \*there is an adverse change, or an event occurs which is likely to give rise to an adverse change, in the financial position, results, condition, operations or prospects of the Group other than as disclosed by the Company to the ASX before the date of this Placement Agreement;
- \*trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, NASDAQ or the New York Stock Exchange is suspended or limited in a material respect for one day on which the exchange is open for trading (Trading Day) or substantially all of one trading day;
- \*any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, New Zealand, the People's Republic of China, Hong Kong, Japan, Singapore, a member state of the European Union, the United States or the United Kingdom or the international financial markets or any change in national or international political, financial or economic conditions;
- \*a general moratorium on commercial banking activities in Australia, New Zealand, the People's Republic of China, Hong Kong, Japan, Singapore, a member state of the European Union, the United States or the United Kingdom is declared by the relevant central banking authority in any of those countries, or a material disruption in commercial banking or security settlement or clearance services in any of those countries;
- \*hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) or a major terrorist act is perpetrated involving any one or more of Australia, New Zealand, the United States of America, Japan, Hong Kong, the People's Republic of China, any member state of the European Union, the Democratic People's Republic of Korea, Russia or the United Kingdom or a national emergency is declared by any of those countries, or a significant terrorist act is perpetrated anywhere in the world;
- \*a scheme of arrangement or reconstruction is announced by the Company, or another offer to security holders is announced by another person, which, if implemented, may result in a person and their associates acquiring a beneficial interest in, or voting power of, 50% or more of the interests in the Company; or
- \*the Issuer Information (as defined in the Placement Agreement) includes a statement which is or becomes misleading or deceptive or likely to mislead or deceive.

For those events marked by an asterisk ("\*"), the Lead Manager may terminate on these grounds only if the Lead Manager has reasonable grounds to believe that such event, matter or circumstance has or is likely to have a material adverse effect on the financial position or prospects of the Domino's group or the outcome or success of the Placement (or any part of it) or the market price of, or ability to settle the Placement of, any of the Placement shares, or could give rise to a contravention by the Lead Manager (or one of its affiliates) of (or the involvement of the Lead Manager in a contravention of) or liability of the Lead Manager (or one of its affiliates) under the *Corporations Act 2001* (Cth) or any other applicable law.





Domino's Pizza Enterprises Limited  
1/485 Kingsford Smith Drive  
Hamilton, QLD, Australia 4007  
ACN: 010 489 326  
www.dominos.com.au

## **Annexure D**

### **International Offer Restrictions**

This announcement does not constitute an offer of new fully paid ordinary shares of the Company (**New Shares**) in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

#### **Canada (British Columbia, Ontario and Quebec provinces)**

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the **Provinces**), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this announcement has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

*Statutory rights of action for damages and rescission.* Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

*Certain Canadian income tax considerations.* Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

*Language of documents in Canada.* Upon receipt of this announcement, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de*





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*quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

### **European Union (excluding Austria)**

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

### **Hong Kong**

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### **Japan**

The New Shares have not been, and will not be, registered under Article 4, paragraph 1 of the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948), as amended (the FIEL) pursuant to an exemption from the registration requirements applicable to a private placement of securities to Qualified Institutional Investors (as defined in and in accordance with Article 2, paragraph 3 of the FIEL and the regulations promulgated thereunder). Accordingly, the New Shares may not be offered or sold, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan other than Qualified Institutional Investors.

Any Qualified Institutional Investor who acquires New Shares may not resell them to any person in Japan that is not a Qualified Institutional Investor, and acquisition by any such person of New Shares is conditional upon the execution of an agreement to that effect.



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## New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**).

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007 no. 75. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act. The New Shares may not be offered or sold, directly or indirectly, in Norway except to "professional clients" (as defined in the Norwegian Securities Trading Act).

## Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

## Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or on any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares constitutes a prospectus or a similar notice, as such terms are understood under art. 35 of the Swiss Financial Services Act or the listing rules of any stock exchange or regulated trading facility in Switzerland.

No offering or marketing material relating to the New Shares has been, nor will be, filed with or approved by any Swiss regulatory authority or authorised review body. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (**FINMA**).

Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be



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offered to investors who qualify as "professional clients" (as defined in the Swiss Financial Services Act). This document is personal to the recipient and not for general circulation in Switzerland.

### **United Kingdom**

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this announcement or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together relevant persons). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.