



Domino's Pizza Enterprises Limited
ABN 16 010 489 326

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



All enquiries to: Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

STEP 1

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 of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **3:00pm on Tuesday, 28 October 2014 at the Morgan Room, Level 1, Christie Corporate Centre, 320 Adelaide Street, Brisbane** (the Meeting) and at any postponement or adjournment of the Meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of Remuneration Report

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Resolution 2

Election of John James Cowin as
Non-Executive Director

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Resolution 3

Re-election of Grant Bryce Bourke as
Non-Executive Director

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Resolution 4

Approval for Grant of Options to
Managing Director

☐☐☐

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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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 PRX401R



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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:

- (a) 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
- (b) 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 Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of 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 on Sunday, 26 October 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE > www.linkmarketservices.com.au

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



by mail:

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



by fax:

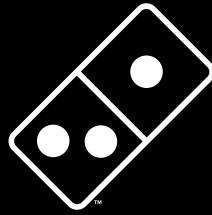
+61 2 9287 0309



by hand:

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

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**



ANNUAL GENERAL MEETING

TO BE HELD AT THE MORGAN ROOM, LEVEL 1, CHRISTIE CONFERENCE CENTRE, 320 ADELAIDE STREET, BRISBANE

DATE TUESDAY, 28 OCTOBER 2014
TIME 3.00PM (BRISBANE TIME)
PLACE MORGAN ROOM,
LEVEL 1, CHRISTIE CONFERENCE CENTRE,
320 ADELAIDE STREET,
BRISBANE,
QUEENSLAND, AUSTRALIA, 4000

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

Notice is given that the Annual General Meeting of Domino's Pizza Enterprises Limited (the **Company**) will be held at the Morgan Room, Level 1, Christie Conference Centre, 320 Adelaide Street, Brisbane, Queensland, Australia commencing at 3.00pm (Brisbane time) on Tuesday, 28 October 2014.

AGENDA

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 29 June 2014.

2. Resolution 1 - Adoption of Remuneration Report

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

'That the Remuneration Report for the year ended 29 June 2014 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 John James Cowin as Non-Executive Director

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

'That John James Cowin, who having been appointed as a director of the Company on 20 March 2014 in accordance with the Company's constitution, be elected as a director of the Company.'

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

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

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

5. Resolution 4 - Approval for Grant of 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 a total of 1,000,000 options to subscribe for unissued shares in the Company 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 options in accordance with their terms and conditions of grant.'*

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any director the Company and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as the proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

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.*

Dated: 26 September 2014

By order of the Board



Company Secretary

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 Sunday 26 October 2014. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 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.
- 4 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.
- 5 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.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act 2001 and the constitution of that corporation.
- 7 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.

- 8 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 Report in Resolution 1.
- 9 A person appointed as proxy may vote or abstain from voting as he or she thinks fit, except in the following circumstances:
 - 9.1 The proxy holds a Directed Proxy Form;
 - 9.2 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
 - 9.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.

- 10 Paragraph 9.2 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.

- 11 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.

- 12 The following definitions apply in this document:

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

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

Key Management Personnel of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 29 June 2014.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 28 October 2014. 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.

2. Resolution 1 - Remuneration Report

The remuneration report of the Company for the financial year ended 29 June 2014 is set out in the Company's 2014 Annual Report.

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

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

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

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution)

that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

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

3. Resolution 2 - Election of John James Cowin as Non-Executive Director

Mr Cowin was elected to the Board on 20 March 2014, also becoming the Chairman of the Board on that date.

Mr Cowin has extensive experience in the quick restaurant service industry and is the founder and Executive Chairman of Competitive Foods Australia Pty Ltd.

Competitive Foods was founded in 1969 and owns and operates over 350 Hungry Jack's fast food restaurants in Australia. It also operates several food manufacturing plants for the supermarket and food service industries exporting to 29 countries.

Mr Cowin is currently a director of Ten Network Holdings Ltd, Fairfax Media Limited and Chandler Macleod Group Ltd.

If Mr Cowin's appointment as a director is confirmed at the Annual General Meeting, the Directors intend to appoint him to continue in his present role as Chairman of the Company.

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

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

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

Prior to joining the Company, Mr Bourke spent six years with Masterfoods (Mars Inc.) working in various technical, sales and marketing roles for the company throughout South East Asia, New Zealand and Australia.

Mr Bourke has been a part of Domino's Pizza network since 1993 when he became a franchisee.

Mr Bourke won many awards within the Company while a franchisee, including National Sales Champion in 1995, Golden Franchisee award in 1995, Franchisee of the year 1997 and 1998, and the Golden Eagle in 1999 for his contribution to the Company. Most notably, Mr Bourke won the Chairman's Award for outstanding leadership in Domino's Pizza in the worldwide network.

In 2001, Mr Bourke vended his eight-store franchise network into the Company's corporate network and became a Director of the Company. Between 2001 and 2004, Mr Bourke held the position of Director of Corporate Store Operations.

From July 2006 to August 2007 Mr Bourke was an executive director of the Company based in France, holding the role of Managing Director, Europe. Since 1 September 2007, Mr Bourke has reverted to being a Non-executive Director.

Mr Bourke holds a Bachelor of Science (Food Technology) from the University of NSW, an MBA from the University of Newcastle and is a Member of the Australian Institute of Company Directors.

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

EXPLANATORY MEMORANDUM

5. Resolution 4 - Approval for Grant of Options to Managing Director

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 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.

Proposed grant of options

In accordance with its remuneration policy, as part of the Managing Director's remuneration package, the Board proposes, subject to member approval, to grant to Mr Don Meij a total of 1,000,000 options to acquire unissued shares in the Company on the terms and conditions described below.

The options are proposed to be granted on the terms and conditions of the Company's Executive Share and Option Plan. The plan rules are available for inspection on the ASX's announcements platform or on request from the Company Secretary.

The proposed grant of options to the Managing Director is part of a wider long term executive incentive program involving key executives covering the 2015 – 2019 financial years.

Grant in three separate tranches

The options will be granted in three tranches in calendar years 2014, 2015 and 2016 as follows:

Tranche 1	300,000
Tranche 2	300,000
Tranche 3	400,000
Total	1,000,000

If approved, the first tranche of options will be granted no later than 7 days after the AGM. The second and third tranches will be granted on 31 August 2015 and 31 August 2016 respectively.

The key features of the terms on which options will be granted are set out below.

Exercise Price

The option exercise price in tranches 1, 2 and 3 will be the volume weighted average share price (**VWAP**) of the Company's shares over ten trading days - being five days prior to, the day of, and four days following the announcement of the Company's annual results in the relevant 2014, 2015 and 2016 financial year. For tranche 1, the option exercise price will be \$22.89 (being the VWAP for the period 5 August 2014 to 18 August 2014)

The pricing period has been selected to reflect the underlying market price of the shares at the start of the relevant financial year. The Board considers that this is an appropriate benchmark to measure the performance of the Company.

Exercise Period

Subject to the satisfaction of certain exercise conditions and, in particular, meeting an EPS performance hurdle, each tranche of options can be exercised after 31 August 2017, 31 August 2018 and 31 August 2019 respectively and before the date which is 6 years after the date of grant for tranche 1.

Exercise Conditions

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

- The option has vested.
- Mr Meij is engaged by the Company as an employee.
- The exercise of the Option would not result in a contravention of the Constitution of the Company, ASX's Listing Rules or the Corporations Act 2001.

EXPLANATORY MEMORANDUM

Vesting conditions

Options vest in accordance with the following table if the Company's annual compound earnings per share (**EPS**) growth, as determined by the Board acting reasonably based on the audited financial statements of the Company, over the relevant performance period, is at least 9%.

Annual Compound EPS Growth during the Performance Period	Proportion of Options which vest	Tranche 1	Tranche 2	Tranche 3
		Number of Options which vest	Number of Options which vest	Number of Options which vest
Less than 9%	0%	0	0	0
9% up to less than 9.5%	10%	30,000	30,000	40,000
9.5% up to less than 10%	20%	60,000	60,000	80,000
10% up to less than 10.5%	40%	120,000	120,000	160,000
10.5% up to less than 11%	50%	150,000	150,000	200,000
11% up to less than 12%	60%	180,000	180,000	240,000
12% up to less than 13%	70%	210,000	210,000	280,000
13% up to less than 14%	80%	240,000	240,000	320,000
14% up to less than 15%	90%	270,000	270,000	360,000
15% or over	100%	300,000	300,000	400,000

If the Options vest, the vesting date will be the date on which the annual compound EPS growth during the performance period is determined. If the Options do not vest, they automatically lapse and will be cancelled.

Escrow

The Options (regardless of whether they are vested or unvested) and any shares issued on exercise of the Options will be escrowed for 5 years from the date of grant of tranche 1 of the Options.

There is an exception to the escrow requirements however in order to permit Mr Meij, with Board approval, to sell such a number of shares which may be reasonably necessary to fund any personal tax liability arising upon the vesting of the Options in a given tax year. The Board may give its approval with or without conditions.

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. Accordingly, shareholder approval is sought under Listing Rule 10.14 for the proposed issue to the Managing Director.

EXPLANATORY MEMORANDUM

Discussion and analysis of the proposed grant of options

Cost to the company

The options will not be quoted on ASX and accordingly have no readily identifiable market value.

However, for illustrative purposes, the options have been valued for accounting purposes by the Directors using principles set out in Australian Accounting Standards Board AASB 2 Share Based Payments and the Binomial Valuation Methodology, as follows:

Tranche	Time to Maturity	Value per option on a fully marketable basis	Discount for lack of marketability	Fair value of Options
1	3.5 years	\$6.641	12.5%	\$5.811
2	4.0 years	\$6.114	7.5%	\$5.655
3	4.5 years	\$6.481	2.5%	\$6.319

On this basis, the total expense that could ultimately be recognised for each Tranche having regard to each of the different EPS growth scenarios is set out below (being the number of options which could potentially vest, multiplied by their respective fair value).

Annual Compound EPS Growth	Proportion of Options which vest	Tranche 1 Value of Options \$	Tranche 2 Value of Options \$	Tranche 3 Value of Options \$
Less than 9%	0%	-	-	-
9% up to less than 9.5%	10%	174,330	169,650	252,760
9.5% up to less than 10%	20%	348,660	339,300	505,520
10% up to less than 10.5%	40%	697,320	678,600	1,011,040
10.5% up to less than 11%	50%	871,650	848,250	1,263,800
11% up to less than 12%	60%	1,045,980	1,017,900	1,516,560
12% up to less than 13%	70%	1,220,310	1,187,550	1,769,320
13% up to less than 14%	80%	1,394,640	1,357,200	2,022,080
14% up to less than 15%	90%	1,568,970	1,526,850	2,274,840
15% or over	100%	1,743,300	1,696,500	2,527,600

Shareholders should be aware that this is an indicative valuation only for illustrative purposes. The actual accounting expense may be different due to differences in the final inputs such as the date of grant, which, subject to approval is expected to be on or about 28 October 2014.

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

EXPLANATORY MEMORANDUM

Valuation inputs

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

Key Driver	Tranche 1	Tranche 2	Tranche 3	How Calculated
Grant date	October 2014	October 2014	October 2014	Even though each tranche will be granted in calendar years 2014, 2015 and 2016, for valuation purposes, AASB2 requires the options to be valued as if the grant date of all three tranches was the date on which shareholder approval was given.
Share Price	\$25.42 (proxy)	\$25.42 (proxy)	\$25.42 (proxy)	The closing share price on 5 September 2014 sourced from Capital IQ.
Exercise Price	\$22.89 ¹	\$25.42 ² (proxy)	\$25.42 ² (proxy)	¹ The Tranche 1 exercise price is calculated as the VWAP of Domino's shares over the five days prior to, the day of, and the four days following the announcement of Domino's results for the year ended 30 June 2014 on 12 August 2014. ² The exercise price of the Tranche 2 and Tranche 3 options will be calculated as the VWAP of Domino's shares over the five days prior to, the day of, and the four days following the announcement of Domino's results for the years ending 30 June 2015 and 2016, respectively. As the exercise price of the Tranche 2 and Tranche 3 options is unknown as at the date of this Report, we have adopted the closing share price of Domino's on 5 September 2014 as a proxy for the exercise price of these options.
Volatility of Share Price	30%	30%	30%	This is the approximate historical volatility of the Company's shares over the year prior to 5 September 2014 as an estimate of the expected volatility (as calculated and sourced from Capital IQ).
Risk Free Rate	2.81% (proxy)	2.87% (proxy)	2.93% (proxy)	We have interpolated the yield on three year and five year Australian Government bonds to calculate the risk-free rates over periods of 3.5 years, 4 years and 4.5 years for the Tranche 1, Tranche 2 and Tranche 3 options respectively. Australian Government bond yield data has been sourced from the Reserve Bank of Australia.
Time to Maturity	3.5 years	4.0 years	4.5 years	The time to maturity is calculated as the period of time from the grant date to the expected exercise date for each tranche. We have calculated the expected time to maturity to be 3.5 years, 4 years and 4.5 years for the Tranche 1, Tranche 2 and Tranche 3 options, respectively.
Annual Dividend Yield	1.5%	1.5%	1.5%	The approximate dividend yield of Domino's Pizza Enterprises Limited based on the dividends paid over the year prior to 5 September 2014.

Remuneration

The Managing Director's remuneration package for the year ended 29 June 2014 (as detailed in the Remuneration Report included in the Directors' Report of the 2014 Annual Report) comprises:

Salary \$	Superannuation \$	*Bonus \$	Non-Cash \$	Other long term benefits \$	Share- based payments \$	Total \$
761,790	18,076	560,000	3,635	57,516	841,540	2,242,557

* The bonus component is subject to various key performance indicators

EXPLANATORY MEMORANDUM

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
1,545,720	1,500,000

Impact on capital structure

Until exercised, the grant of options will not impact on the number of ordinary shares on issue in the Company. If all of the proposed options were exercised, an additional 1,000,000 fully paid ordinary shares would be issued representing approximately 1.16% of the total issued share capital of the Company as at the date of this notice (assuming that no other options were exercised or shares issued by the Company between the date the options were granted and the date on which those options were exercised).

Opportunity cost to the Company

The opportunity cost and benefits foregone to the Company in granting the options comprise:

- The obligation of the Company to issue shares on the exercise of the options at the exercise price even though this might be less than the market price of the shares at the time of the exercise of the option; and
- The potential dilutionary impact on the existing shareholders of the Company in the event of the issue of shares on the exercise of options – see the impact on the capital structure described.

The Directors believe that any potential dilutionary impact is not material and is more than offset by the advantages accruing to the Company from the services of Managing Director.

Tax consequences

As far as the Company is aware, there are no adverse taxation consequences to the Company arising from the proposed issue of options.

Use of funds

Any funds raised from the exercise of options will be applied towards the working capital and cash requirements of the Company at the time of exercise of the options.

EXPLANATORY MEMORANDUM

Other information required by

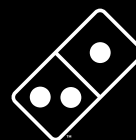
Listing Rule 10.15A

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

Maximum number of options that may be acquired by Mr Meij	1,000,000 options
Price for each option to be acquired under the scheme	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	Mr Don Meij – 1,500,000 options (acquisition price \$Nil)
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, Barry Alty, Grant Bourke and Paul Cave. Note – although each director is eligible to participate, approval is sought for the grant of options to Mr Meij only.
Terms of loan in relation to the grant of options	Not applicable
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.
Date by which options will be granted	Within 7 days after the date of approval and thereafter on the 31 August 2015 and 31 August 2016.

A voting exclusion applies in relation to Resolution 4 (see notes to Resolution 4).

The Directors make no recommendation as to how shareholders should vote on Resolution 4.



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