



## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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

 **BY FAX**  
+61 2 9287 0309

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

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



X99999999999

## PROXY FORM

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

### APPOINT A PROXY

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

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm on Wednesday, 4 November 2015 at Cinema B, Gallery of Modern Art (GOMA) Stanley Place, Cultural Precinct, South Bank, Brisbane, Queensland, Australia, 4101 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

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

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

For Against Abstain\*

1 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Election of Lynda Kathryn Elfriede O'Grady as Non-Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Norman Ross Adler as Non-Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approve an Increase in Non-Executive Directors' Fees

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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (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](http://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 Monday, 2 November 2015**, 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](http://www.linkmarketservices.com.au)

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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309

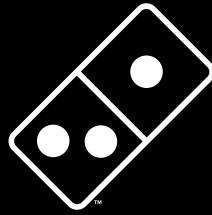


#### BY HAND

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

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

**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.**



NOTICE OF

# ANNUAL GENERAL MEETING

TO BE HELD AT CINEMA B, GALLERY OF MODERN ART (GOMA)  
STANLEY PLACE, CULTURAL PRECINCT, SOUTH BANK, BRISBANE, QUEENSLAND 4101

**DATE** WEDNESDAY, 4 NOVEMBER 2015  
**TIME** 3.00PM (BRISBANE TIME)  
**PLACE** CINEMA B, GALLERY OF MODERN ART (GOMA)  
STANLEY PLACE,  
CULTURAL PRECINCT,  
SOUTH BANK, BRISBANE,  
QUEENSLAND, AUSTRALIA, 4101

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 Cinema B, Gallery of Modern Art (**GOMA**), Stanley Place, Cultural Precinct, South Bank, Brisbane, Queensland 4101, Australia commencing at 3.00pm (Brisbane time) on Wednesday, 4 November 2015.

## 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 28 June 2015.

### 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<sup>(2)</sup> of the *Corporations Act 2001*:

*'That the Remuneration Report for the year ended 28 June 2015 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 Lynda Kathryn Elfriede O'Grady as Non-Executive Director

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

*'That Lynda Kathryn Elfriede O'Grady, who having been appointed as a director of the Company on 16 April 2015 in accordance with the Company's constitution, be elected as a director of the Company.'*

**4. Resolution 3 – Re-election of Norman Ross Adler as Non-Executive Director**

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

*'That Norman Ross Adler, 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 – Approve an Increase in Non-Executive Directors' Fees**

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

*'That for the purposes of clause 13.16 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, the members approve the increase of the maximum aggregate amount payable to non-executive directors by way of directors fees by \$200,000, from \$800,000 to \$1,000,000 per financial year of the Company, to be divided among them in such a proportion and manner as the directors determine.'*

**Voting Exclusion Statement**

*The Company will disregard any votes cast on this resolution by any Director of 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 2001, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for another person who is permitted to vote, unless:*

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

**Dated:** 2 October 2015

**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 Monday 2 November 2015. 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](http://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 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
- 12 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
- 13 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 28 June 2015.

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

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



# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 4 November 2015. 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 28 June 2015 is set out in the Company's 2015 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 Lynda Kathryn Elfriede O'Grady as Non-Executive Director

Ms O'Grady was elected to the Board on 16 April 2015.

Ms O'Grady has extensive experience in executive roles in IT, telecommunications and media organisations including Executive Director and Chief of Product at Telstra and Commercial Director of the publishing division of PBL.

Ms O'Grady is a Fellow of the Australian Institute of Company Directors, is Chair of the Aged Care Financing Authority and an independent director of the National Electronic Health Transition Authority, amongst other director appointments.

The Directors consider Ms O'Grady to be an independent director.

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

## 4. Resolution 3 - Re-election of Norman Ross Adler as Non-Executive Director

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

Mr Adler is the Company's Non-Executive Deputy Chairman.

Mr Adler has held numerous Directorships including Non-Executive Director of the Commonwealth Bank of Australia from 1991 to 2004 and Director of Telstra from 1995 to 2001. His other appointments include Chief Executive Officer of Santos Limited from 1984 to 2000 and Chairman of AUSTRADE from 2001 to 2006.

Mr Adler is currently Executive Chairman of Amtrade International Pty Ltd and holds a Bachelor of Commerce from Melbourne University as well as a MBA from Columbia University.

Mr Adler was appointed to the Board in March 2005. The Directors consider Mr Adler to be an independent director.

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



# EXPLANATORY MEMORANDUM

## 5. Resolution 4 – increase in non-executive Director's fees

### Background

Under ASX Listing 10.17 and the Company's Constitution the Company must not increase the total aggregate amount of non-executive directors' fees payable by it per annum without the approval of shareholders. The current maximum aggregate amount available for non-executive directors' remuneration of \$800,000 per annum was approved by shareholders at the 2013 Annual General Meeting.

### Proposal

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

### Reason for proposed increase

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

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

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

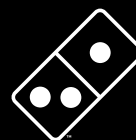
The Directors believe that the proposed allocation of the fee pool amongst the individual Directors is fair and reasonable having regard to market remuneration and the size, scale and complexity of the Company and its operations.

Details of fees paid to non-executive directors for the year ended 28 June 2015 are included in the Remuneration Report. In accordance with Listing Rule 10.17, the Company confirms that no securities have been issued to any non-executive director under Listing Rule 10.11 or 10.14 with shareholder approval within the preceding 3 years.

### Voting exclusion statement

A voting exclusion applies to this resolution, please see the notes to resolution 4.

***As the Directors have a personal interest in the proposed Resolution 4, they make no recommendations as to how shareholders should vote on the Resolution.***



**DOMINO'S PIZZA  
ENTERPRISES LIMITED**

Level 5 KSD1  
485 Kingsford Smith Drive  
Hamilton QLD 4007  
TELEPHONE +61 (0) 7 3633 3333  
DOMINOS.COM.AU  
DOMINOSPIZZA.CO.NZ  
DOMINOSPIZZA.BE  
DOMINOS.NL  
DOMINOS.FR  
DOMINOS.JP