



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

[www.dominos.com.au](http://www.dominos.com.au)

**30 September 2022**

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

Dear Sir/Madam,

**NOTICE OF 2022 ANNUAL GENERAL MEETING – ASX RELEASE**

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

1. Cover Letter to Notice of Annual General Meeting 2022;
2. Notice of Annual General Meeting 2022;
3. Example Proxy Form, and;
4. Online Meeting Guide 2022.

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

Yours faithfully

**Craig Ryan**

**Company Secretary**

**ENDS**

For further information, contact Nathan Scholz, Head of Investor & Government Relations at [investor.relations@dominos.com.au](mailto:investor.relations@dominos.com.au) or on +61 419 243 517.



30 September 2022

## NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

The Annual General Meeting of Domino's Pizza Enterprises Limited will be held at 3pm (AEST) on Wednesday, 2 November 2022.

DMP appreciates the support of shareholders throughout COVID-19 in allowing the Board to conduct AGMs virtually. This year, the Board is pleased to be able to welcome shareholders to attend the AGM in person at Dexus Place Brisbane, Level 31, Waterfront Place, 1 Eagle Street, Brisbane.

The Board will also ensure access to those shareholders living and working outside of Brisbane, through the simultaneous online hosting of the AGM. This can be accessed live at <https://meetings.linkgroup.com/DMP22>

Should you access the meeting online we recommend logging into the meeting prior to 3pm on the day, to ensure the virtual meeting platform is working on your chosen device.

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

The Notice of Meeting, which sets out the full business to be considered at the Meeting, is available online at <https://investors.dominos.com.au/>. As permitted by the Corporations Act 2001 (Cth), Domino's Pizza Enterprises Ltd will not be dispatching physical copies of the Notice of AGM. If you have elected to receive notices by email, a communication will be sent to your nominated email address. If you have not elected to receive notices by email a copy of your proxy form is enclosed with this letter.

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

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

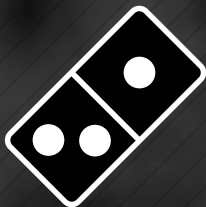
If you have problems accessing this service, please contact our share registry, Link Market Services on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), or email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au).

Yours sincerely,

Craig Ryan

Company Secretary

---



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

# **NOTICE OF ANNUAL GENERAL MEETING 2022**

**DATE:**  
**WEDNESDAY**  
**2 NOVEMBER 2022**

**TIME:**  
**3.00PM (BRISBANE TIME)**

**VENUE:**  
**DEXUS PLACE BRISBANE**

**LEVEL 31**  
**WATERFRONT PLACE**  
**1 EAGLE STREET**  
**BRISBANE**  
**QUEENSLAND**  
**4000**  
**AUSTRALIA**

**ONLINE:**  
**[HTTPS://MEETINGS.LINKGROUP.COM/DMP22](https://meetings.linkgroup.com/DMP22)**

**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 (**AGM**) of Domino's Pizza Enterprises Limited (the **Company**) will be held at Dexus Place Brisbane, Level 31, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000, Australia commencing at 3.00pm (Brisbane time) on Wednesday, 2 November 2022.

Shareholders can participate in the AGM in the following ways:

- **online** – shareholders and proxyholders are encouraged to participate in the AGM online, which will allow them to view a live webcast, ask written or audible questions and vote during the meeting; and
- **in person** – subject to any COVID-19 restrictions then in place, shareholders and proxyholders are welcome to attend the meeting in person at Dexus Place Brisbane, Level 31, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000, Australia, where they may ask questions and vote.

## ANNUAL GENERAL MEETING AGENDA

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

## DISCUSSION AND SHAREHOLDER QUESTIONS

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

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

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

Written questions must be received by **5.00pm (AEST) on Tuesday, 25 October 2022**, and can be submitted online either to the Company at [investor.relations@dominos.com.au](mailto:investor.relations@dominos.com.au) or to Link Market Services Limited at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

If you wish to ask a question or make a comment orally rather than via the online AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call Link on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 3pm (AEST) on Wednesday 2 November 2022, to register your participation and obtain the required access code.

## **VIRTUAL AGM AND WEBCAST**

The AGM will be webcast live for participation by shareholders and proxyholders through the online AGM platform at <https://meetings.linkgroup.com/DMP22>. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the AGM platform before the AGM is to commence, you will need to provide your details (including SRN or HIN) to be verified as a shareholder or proxyholder. Proxyholders will need their login details which will be provided by Link Market Services no later than 24 hours before the AGM. Following this you will be given details as to how to vote and ask questions during the AGM.

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

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

# Items of Business

## 1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and the Auditor for the financial year ended 3 July 2022.

## 2. Resolution 1 – Adoption of Remuneration Report

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

*‘That the Remuneration Report for the year ended 3 July 2022 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 – Re-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, 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.’*

## 4. Resolution 3 – Re-election of Ursula Schreiber as Non-Executive Director

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

*‘That Ursula Schreiber, 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 – Grant of a Right to the Managing Director in respect of the FY23 STI

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

*'That, for the purpose of ASX Listing Rule 10.14, section 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval be and is hereby given, to:*

- (a) the grant to the Managing Director of a right to acquire fully paid ordinary shares in the Company (**Shares**) having a value of up to \$825,000, comprising the deferred portion of his FY23 STI award, on the terms and conditions set out in the Domino's Pizza Share and Option Plan and as set out in the Explanatory Memorandum accompanying this Notice of Meeting (**Right**); and*
- (b) the issue and allotment of Shares to Mr Meij on the exercise of the Right in accordance with its terms and conditions of grant.'*

### **Voting Exclusion Statement**

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

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

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

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

## Items of Business continued

### 6. Resolution 5 – Grant of Performance Rights to the Managing Director, in respect of the FY23 LTI

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

*‘That, for the purpose of ASX Listing Rule 10.14, section 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval be and is hereby given, to:*

- (a) the grant to the Managing Director of performance rights over Shares in the Company having a value of \$3,200,000, comprising the FY23 LTI award, on the terms and conditions set out in the Domino’s Pizza Share and Option Plan and as set out in the Explanatory Memorandum accompanying this Notice of Meeting; and*
- (b) the issue and allotment of Shares to Mr Meij on the vesting of the performance rights in accordance with its terms and conditions of grant.’*

#### **Voting Exclusion Statement**

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

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

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

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

### 7. Resolution 6 – Renewal of proportional takeover bid provisions

To consider and, if thought appropriate, pass the following resolution as a special resolution:

*‘That the proportional takeover provisions in clause 28 of the Constitution be and are hereby renewed for the three year period from 1 December 2022 up to and including 1 December 2025.’*

**Dated:** 30 September 2022

**By order of the Board**



**Mr Craig Ryan**

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 31 October 2022. Accordingly, those persons are entitled to attend the meeting and vote on all items of business at the meeting, subject to the voting exclusions described in this Notice.
- 2 If you are eligible, you may vote by attending the meeting either in person, virtually or by proxy or attorney. A member who is a body corporate may appoint a representative to attend the meeting either in person or online and vote on its behalf.
- 3 Shareholders participating in the AGM via the online AGM platform will be able to vote online at any time between the start of the AGM at 3.00pm (Brisbane time) and the closure of voting as announced by the Chairman during the AGM.
- 4 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 5 A member who is entitled to vote at the meeting may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 6 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 7 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 8 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) by delivery to the Company's share registry:

**By fax:**

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

**Online:**

[www.linkmarketservices.com.au](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

Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

**By post:**

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

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

- 9 As noted above, Link will contact proxyholders at least 24 hours prior to the start of the AGM to provide them with their proxyholder login information that they will need to enter into the online AGM platform.
- 10 Each resolution considered at the AGM will be conducted by a poll. The Board considers voting by poll to be in the interests of shareholders as a whole and ensures the views of as many shareholders as possible are represented at the meeting.

## Items of Business continued

- 11 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the remuneration report in Resolution 1.
- 12 A person appointed as proxy may vote or abstain from voting as he or she thinks fit, except in the following circumstances:
  - 12.1 The proxy holds a Directed Proxy Form;
  - 12.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
  - 12.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 13 Paragraph 12.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 14 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
- 15 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
- 16 The following definitions apply in this document:

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

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

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

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

**Key Management Personnel** of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 3 July 2022.

**Plan** means the Domino's Pizza Share and Option Plan.

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

**Right** means the proposed grant to the Managing Director of a right to acquire Shares in the Company having a value of up to \$825,000, comprising the deferred portion of his FY23 STI award, on the terms and conditions set out in the Plan and as set out in the Explanatory Memorandum accompanying this Notice of Meeting.

**Shareholder** means a holder of a share in the Company.

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

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 2 November 2022. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

## 1. Financial Statements and Reports

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

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

## 2. Resolution 1 – Remuneration Report

The remuneration report of the Company for the financial year ended 3 July 2022 is set out in the Company's 2022 Annual Report.

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

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

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

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

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

## 3. Resolution 2 – Re-election of John James Cowin as Non-Executive Director

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

Mr Cowin was appointed in March 2014 and has more than five decades experience in the quick service restaurant industry. He is the founder and Executive Chairman of Competitive Foods Australia Pty Ltd, the owner and operator of more than 350 Hungry Jack's restaurants in Australia and several food manufacturing plants.

Mr Cowin currently sits on the board of Competitive Foods Australia Pty Ltd, v2 Foods and Apache Industrial Service (USA). He was formerly a director of Fairfax Media Limited, Ten Network Holdings and Chandler Macleod Group.

Mr Cowin holds a Bachelor of Arts from the University of Western Ontario, Canada and a Doctor of Laws, honoris causa from the University of Western Ontario, Canada.

Mr Cowin is not considered independent due to his relationship with major shareholder, Somad Holdings Pty Ltd, which is the trustee of a trust for the benefit of Mr Cowin's adult children.

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

## 4. Resolution 3 – Re-election of Ms Ursula Schreiber as Non-Executive Director

Ursula Schreiber AM is an experienced executive with previous roles in large organisations with global operations, both in Australia and internationally. Throughout her career, she has developed an extensive track record in strategy, transformation and innovation, most recently in fields with significant digital disruption. Her experience extends to working and living in emerging and mature markets, including countries in which the Company is expanding its operations.

Ms Schreiber was appointed in November 2018 and is the Chair of the Company's Nomination, Culture and Remuneration Committee and a Member of the Company's Audit and Risk Committee.

## Explanatory Memorandum continued

Ms Schreiber is an experienced global strategy and operations executive in the private and public sectors, including in countries in which the Company is expanding its operations. She is the Chair of Health Care, APM, a leading global health and human services organisation and Former EY Chair of the Global Accounts Committee; Global Vice Chair of Markets; member of the EY Global Executive Management Board and EY Fellow of Digital Society and Innovation.

She is the formerly the Director-General of Queensland Health, Deputy Director General of the Department of the Premier and Cabinet and Cabinet Secretary, Queensland Government and is currently a consultant, executive coach and diversity advocate.

Ms Schreiber holds a Master of Arts from Griffith University (Australia), a Graduate Certificate in Management from the University of Western Sydney, (Australia) and a Bachelor of Social Work and Special Education from the University of Braunschweig/Wolfenbüttel (Germany).

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

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

#### **5.1 Overview – Group remuneration policy**

Fixed and variable remuneration at the Company is set to reward capability and experience, and to provide recognition for contribution to the Company's goals and objectives.

Full details of the Company's remuneration policy and, governance and remuneration framework are set out in the Remuneration Report contained in the Company's 2022 Annual Report.

#### **5.2 Managing Director's contract renewal**

The Managing Director's five-year contract is expiring in November 2022 and a new contract is being negotiated. Over the last five years the business has transformed under Mr Meij's leadership into an ASX100 organisation operating across ten markets (soon to be 13 with the new market acquisitions in Malaysia, Singapore and Cambodia). The acquisitions announced earlier this year have established our presence in the South Asian market.

In the context of shaping the new contract conditions for Mr Meij, the Board has reviewed his remuneration, including benchmarking his remuneration against other ASX listed organisations of a similar size. This review showed the Managing Director was positioned below the market median, in particular in the fixed remuneration component, which the Board and Mr Meij felt was not reflective of his capability and performance.

Mr Meij's proposed remuneration arrangements have been adjusted to reflect the current size and shape of the organisation, as well as recognising the performance of the business achieved under his leadership.

The adjustment to Mr Meij's remuneration has:

- Re-weighted the mix of remuneration to better reflect the maturing nature of the business and to align with companies of a similar size in the ASX.
- Increased his remuneration to be more reflective of Domino's size and footprint, and his impact on establishing and maintaining the brand globally. The changes in ongoing remuneration reflect a 6% increase in total remuneration opportunity, which the Board believes more appropriately reflects the Managing Director's role and competitive market positions.
- Increased the fixed remuneration component to close the benchmarking gap previously identified regarding Mr Meij's fixed remuneration. The Board considers the commencement of the new contract as the right moment to do this and believes this increase to be appropriate in light of the Company's size and performance, as well as Mr Meij's capability, experience and ongoing commitment. The Board anticipates only a CPI increase to fixed remuneration for the next two years.
- Provided a temporary additional uplift in STI to a maximum potential of \$750,000, payable in cash, over three years linked to the successful integration of the Malaysian, Singaporean and Cambodian acquisitions (**Special Acquisition Incentive Opportunity**). The special incentive will be tested based on the EBITDA performance of the acquired organisations. The exact terms of this incentive will be finalised after the acquisition process has been finalised.
- Updated the LTI to better align to measures that generate value for shareholders, and to reflect a structure reflective of an ASX100 organisation.

It is the intention for Mr Meij to move to an ongoing contractual arrangement from November 2022.

### 5.3 The Managing Director's total remuneration package for FY23

Information regarding the Managing Director's FY22 remuneration is detailed on pages 101 to 125 of the 2022 Annual Report.

The remuneration package for Mr Meij for FY23 comprises:

- Total fixed remuneration of \$1,717,500;
- Short term incentive opportunity of up to \$1,650,000 (equivalent to 96% of fixed remuneration), 50% to be provided in cash and, subject to shareholder approval, 50% to be provided after 12 months in the form of the Right (**STI**);
- Special Acquisition Incentive Opportunity grant of \$750,000; and
- Long term incentive opportunity of up to \$3,200,000 (equivalent to 186% of fixed remuneration) to be provided, subject to shareholder approval, in the form of Performance Rights (**LTI**).

During the year, the Board reviewed the LTI arrangements for the Managing Director. The FY23 LTI grant will include Earnings Per Share (**EPS**) and organic new store openings (subject to a positive total shareholder return (**TSR**) gateway) performance measures. Organic new store openings has been selected as a secondary performance measure under the LTI given its relevance to our business strategy and direct alignment to the generation of shareholder return. To further strengthen the alignment to shareholder interests a positive TSR gateway must be met prior to any vesting under this measure.

## 6. Resolution 4 – Grant of a Right to the Managing Director, in respect of his FY23 STI

### 6.1 Background

The Company operates the Domino's Pizza Share and Option Plan (**Plan**) under which eligible executives may receive grants of Rights to acquire Shares in the Company, subject to meeting certain vesting conditions.

The Right is proposed to be granted because it provides immediate Share price exposure.

The STI opportunity for the Managing Director for the 2023 financial year (**FY23 STI**) is a maximum of \$1,650,000, which will be delivered as follows: 50% in cash and subject to shareholder approval, 50% deferred equity in the form of the Right. The deferred portion of the FY23 STI is intended to support retention and provide further alignment with shareholder interests. Moving forward the Board has elected to award STI in the form of rights (compared to the previous zero exercise price options) to simplify the communication of the STI structure for our investors and participants.

The exact amount of the STI opportunity that Mr Meij will receive, if any, will be subject to the performance measures linked to earnings-based performance hurdles over FY23. The STI performance hurdle is set by the Board each year. Specific targets have not been disclosed due to their commercial sensitivity.

### 6.2 Approvals Sought

#### 6.2.1 ASX approval – agreement to issue shares to a director

Resolution 4 seeks approval for the grant of a Right to the Managing Director, to acquire Shares in the Company having a value of up to \$825,000, comprising the deferred portion of his FY23 STI award, on the terms set out in the Plan and summarised below. ASX Listing Rule 10.14.1 provides that an entity must not permit a director of the entity to acquire securities under an employee incentive scheme without the approval of holders of its ordinary securities. The Company wishes to have flexibility to satisfy the Right by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of the Right and the issue of Shares on exercise of the Right. The number of Shares eligible to be acquired will be determined following the assessment of performance against earnings based performance hurdles over FY23.

Approval of this resolution will also result in the Right granted to the Managing Director being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Right granted to the Managing Director, and any other Shares issued pursuant to this approval, will not use up part of the 15% placement capacity available under ASX Listing Rule 7.1.

If approval is not obtained from Shareholders, the Board will consider whether to make a payment in cash or acquire shares on-market to satisfy the Right.

#### 6.2.2 Corporations Act approval – potential retirement benefit from early vesting of the Right

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

## Explanatory Memorandum continued

Where the Managing Director ceases employment with the Company, the Right will immediately lapse, and any Shares held in subject to a trading restriction will immediately be forfeited, unless he leaves for a “good leaver” reason.

However, the Board retains a discretion to determine a different treatment for the Managing Director’s Right (and any Shares held subject to a trading restriction) on cessation of employment.

The Board has not determined whether it will exercise its discretion, in what circumstances it may exercise its discretion or what conditions it might require, but the Board considers that it should have the flexibility to exercise its discretion in the appropriate circumstances in the interests of the Company.

An exercise of the Board’s discretion may result in the Company providing a benefit to the Managing Director in connection with his retirement from office. The value of that benefit cannot be determined in advance, as many of the factors that will or are likely to affect that value (such as the Company’s share price) will not be known until the benefit is decided to be given (if at all). Shareholder approval is sought for the provision of such a benefit which may arise in the circumstances described above.

### 6.3 Key terms of the Right

An overview of the key terms of the proposed grant of the Right are set out below.

Term	Details
Value of the Right	<p>Subject to Shareholder approval, the Managing Director will be granted a right to acquire Shares having a value of up to \$825,000 under the Plan and the terms and conditions described in this Explanatory Memorandum.</p> <p>The value of the Right will be determined based on 50% of the Managing Director’s FY23 STI outcome. The Managing Director’s FY23 STI opportunity is \$1,650,000.</p>
Date of grant	<p>If Shareholder approval is obtained, the Right will be granted to the Managing Director following the end of the performance period, within 12 months of the AGM and in any event within 3 years after the date of the AGM.</p>
Exercise period	<p>From the date of grant, until the tenth anniversary of the date of grant.</p>
General terms of the Right	<p>The Right is an entitlement to receive a number of Shares, equal to 50% of the value of the Managing Director’s FY23 STI outcome, or a cash payment of equivalent value at the Board’s discretion, subject to the performance hurdles being achieved and the Managing Director remaining employed by the Company at the time of exercise.</p> <p>The Right does not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>The Right is not transferable (except in limited circumstances or with the consent of the Board).</p>
Allocation of Shares following exercise	<p>Subject to the Managing Director’s continued employment, on the exercise of the Right, the Managing Director will be allocated a number of Shares calculated by reference to:</p> <p>(a) the value of the Right (which will be equal to 50% of the value of the FY23 STI outcome, being a maximum of \$825,000); divided by</p> <p>(b) the market value of the Shares, which will be equal to the volume weighted average price (<b>VWAP</b>) of a Share over ten trading days – being the 5 days prior to, the day of, and the 4 days following, the announcement of the Company’s annual results for FY23.</p> <p>The Company’s obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.</p>
Trading Restriction	<p>Shares allocated on the exercise of the Right will be transferred directly into the Company’s employee share trust, where they will be subject to a trading restriction for 1 year from the date of grant of the Right.</p> <p>While the Shares are subject to a trading restriction, they are not able to be sold, or otherwise dealt with, by the Managing Director.</p>

Term	Details
Price payable for securities	No amount is payable in respect of the grant of the Right, nor in respect of any Shares allocated on exercise of the Right.
Cessation of employment	<p>In general, if the Managing Director ceases employment with the Company, the treatment of his Right and any Shares subject to trading restriction will depend on the circumstances of his cessation.</p> <p>Where the Managing Director ceases employment with the Company, his Right will immediately lapse, and any Shares held subject to a trading restriction will immediately be forfeited, unless he leaves for a “good leaver” reason.</p> <p>Where the Managing Director ceases employment for a “good leaver” reason, his Right will continue on the same terms and any Shares held subject to a trading restriction will continue to be held on the same terms.</p> <p>The Board retains discretion to determine a different treatment for the Managing Director’s Right (and any Shares held subject to a trading restriction) on cessation of employment.</p>
Malus and clawback	The Board has the ability to apply malus and/or clawback and lapse the Right and forfeit Shares subject to a trading restriction in certain circumstances, including fraud, gross misconduct and material reputational damage to the Company.
Other information	There is no loan scheme in relation to the grant of Right. A summary of the material terms of the Plan is set out in the Annexure. If granted, details of the Right will be published in the Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 4 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

#### 6.4 Previous STI awards under the Plan to the Managing Director

The following table summarises the options previously granted to the Managing Director under the Plan since the last approval:

Description	Number of Options Granted	Average Acquisition Price (per security)
FY22 STI	1	Nil
FY21 STI	1	Nil

#### 6.5 Voting Exclusion

A voting exclusion statement applicable to Resolution 4 is set out in this Notice of Meeting.

#### 6.6 Directors’ Recommendation

The Board (other than the Managing Director, who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Shareholders vote in favour of this Resolution 4.

### 7. Resolution 5 – Grant of Performance Rights to the Managing Director, in respect of the FY23 LTI

#### 7.1 Background

Under the Plan, eligible executives may receive grants of performance rights to acquire Shares in the Company, subject to meeting certain performance and service conditions. Performance rights are proposed to be granted because they provide immediate Share price exposure.

The FY23 LTI grant will be a grant of performance rights that will be tested for vesting at the end of a three-year performance period against growth in earnings per share (EPS) and organic new store openings (subject to a positive total shareholder return (TSR) gateway).

## Explanatory Memorandum continued

### 7.2 Approvals Sought

#### 7.2.1 ASX approval

ASX Listing Rule 10.14.1 provides that an entity must not permit a director of the entity to acquire securities under an employee incentive scheme without the approval of holders of its ordinary securities. The Company wishes to have flexibility to satisfy performance rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of performance rights to the Managing Director, Mr Don Meij, under the Plan, over Shares having a value of \$3,200,000, on the terms and conditions set out below. Approval of this resolution will also result in the performance rights granted to the Managing Director being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the performance rights granted to the Managing Director, and any other Shares issued pursuant to this approval, will not use up part of the 15% placement capacity available under ASX Listing Rule 7.1.

If approval is not obtained from Shareholders, then the Board will consider whether to proceed with the grant, make the grant on different terms (subject to shareholder approval) or acquire Shares on-market to satisfy the performance rights.

#### 7.2.2 Corporations Act approval – potential retirement benefit from early vesting of the Right

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

Where the Managing Director ceases employment with the Company, the performance rights will immediately lapse, and any Shares held subject to a trading restriction will immediately be forfeited, unless he leaves for a "good leaver" reason.

However, the Board retains a discretion to determine a different treatment for the Managing Director's performance rights (and any Shares held subject to a trading restriction) on cessation of employment.

The Board has not determined whether it will exercise its discretion, in what circumstances it may exercise its discretion or what conditions it might require, but the Board considers that it should have the flexibility to exercise its discretion in the appropriate circumstances in the interests of the Company.

An exercise of the Board's discretion may result in the Company providing a benefit to the Managing Director in connection with his retirement from office. The value of that benefit cannot be determined in advance, as many of the factors that will or are likely to affect that value (such as the Company's share price) will not be known until the benefit is decided to be given (if at all). Shareholder approval is sought for the provision of such a benefit which may arise in the circumstances described above.

### 7.3 Key terms of the Performance Rights

An overview of the key terms of the proposed grant of performance rights to the Managing Director under the FY23 LTI are set out below.

Term	Details
Value of the performance rights	<p>Subject to Shareholder approval, the Managing Director will be granted a number of performance rights under the Plan over Shares having a value equal to the FY23 LTI opportunity of \$3,200,000.</p> <p>The number of performance rights to be granted will be calculated by dividing \$3,200,000 by the VWAP of a Share over ten trading days, being the 5 days prior to, the day of, and the 4 days following, the Company's 2022 Annual General Meeting.</p>
Date of grant	<p>If Shareholder approval is obtained, the performance rights will be granted to the Managing Director as soon as practicable after the AGM, but in any event, within 3 years of the date of the AGM.</p>



Term	Details																
Performance Rights	<p>Each performance right is an entitlement to receive one Share (or a cash payment of equivalent value at the Board's discretion), subject to satisfaction of the applicable performance and service-related conditions.</p> <p>Performance rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance rights are not transferable (except in limited circumstances or with the consent of the Board).</p>																
Performance measures and weightings	<p>Vesting of the LTI is subject to 70% EPS growth and 30% organic new store openings and absolute TSR performance.</p> <table> <tr> <th>EPS hurdle</th><th>Organic new store openings hurdles</th></tr> <tr> <td>70% of the performance rights will vest subject to the following schedule.</td><td>30% of the performance rights will vest subject to the following schedule.</td></tr> <tr> <th>EPS compound annual growth rate</th><th>Portion vesting</th></tr> <tr> <td>Less than 8%</td><td>0%</td></tr> <tr> <td>At 8%</td><td>30%</td></tr> <tr> <td>Between 8% and 15%</td><td>Straight line vesting between 30% and 100%</td></tr> <tr> <td>At or above 15%</td><td>100%</td></tr> <tr> <td>EPS (basic) reflects the company's net profit after tax divided by the total number of shares on issue. EPS is calculated on a 'constant currency' basis (to AUD using the average currency exchange rates for the base financial year). Using a constant currency measure of EPS removes volatility from exchange rate movements out of the control of executives.</td><td> <p>No performance rights will vest under the new store growth portion unless the positive TSR gateway is achieved. TSR measures the growth in the Company's share price, together with the value of dividends during the period, assuming that all those dividends are reinvested into new shares</p> <p>Organic new store openings reflect the number of new stores opened across the group excluding those as a result of acquisition activity.</p> </td></tr> </table>	EPS hurdle	Organic new store openings hurdles	70% of the performance rights will vest subject to the following schedule.	30% of the performance rights will vest subject to the following schedule.	EPS compound annual growth rate	Portion vesting	Less than 8%	0%	At 8%	30%	Between 8% and 15%	Straight line vesting between 30% and 100%	At or above 15%	100%	EPS (basic) reflects the company's net profit after tax divided by the total number of shares on issue. EPS is calculated on a 'constant currency' basis (to AUD using the average currency exchange rates for the base financial year). Using a constant currency measure of EPS removes volatility from exchange rate movements out of the control of executives.	<p>No performance rights will vest under the new store growth portion unless the positive TSR gateway is achieved. TSR measures the growth in the Company's share price, together with the value of dividends during the period, assuming that all those dividends are reinvested into new shares</p> <p>Organic new store openings reflect the number of new stores opened across the group excluding those as a result of acquisition activity.</p>
EPS hurdle	Organic new store openings hurdles																
70% of the performance rights will vest subject to the following schedule.	30% of the performance rights will vest subject to the following schedule.																
EPS compound annual growth rate	Portion vesting																
Less than 8%	0%																
At 8%	30%																
Between 8% and 15%	Straight line vesting between 30% and 100%																
At or above 15%	100%																
EPS (basic) reflects the company's net profit after tax divided by the total number of shares on issue. EPS is calculated on a 'constant currency' basis (to AUD using the average currency exchange rates for the base financial year). Using a constant currency measure of EPS removes volatility from exchange rate movements out of the control of executives.	<p>No performance rights will vest under the new store growth portion unless the positive TSR gateway is achieved. TSR measures the growth in the Company's share price, together with the value of dividends during the period, assuming that all those dividends are reinvested into new shares</p> <p>Organic new store openings reflect the number of new stores opened across the group excluding those as a result of acquisition activity.</p>																
Performance period	<p>The performance measures outlined above will be tested over a three-year performance period for the financial years FY23, FY24, and FY25. The number of performance rights eligible to vest will be determined following the end of FY25.</p> <p>Any performance rights that do not vest following testing will lapse.</p>																
Vesting date	The date that the Board notifies the Managing Director of the extent to which his performance rights have vested, following the end of the performance period.																
Exercise period	Vested performance rights may be exercised for a period of five years from the vesting date.																

## Explanatory Memorandum continued

Term	Details
Allocation of Shares following exercise	<p>Following determination of the extent to which the performance measures have been satisfied (at the end of the three-year performance period), vested performance rights will become exercisable and may be exercised during the exercise period.</p> <p>One Share will be allocated for each vested performance right that is exercised, see “Trading Restriction” below.</p> <p>The Company’s obligation to allocate Shares on exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust.</p>
Trading Restriction of Shares following exercise	<p>The Shares allocated on the exercise of the Right will be transferred directly into the Company’s employee share trust, where they will be subject to a trading restriction for a period of two years from the vesting date.</p> <p>While the Shares are subject to a trading restriction, they are not able to be sold, or otherwise dealt with, by the Managing Director.</p>
Price payable for securities	No amount is payable in respect of the grant of performance rights, nor in respect of any Shares allocated on exercise of vested performance rights.
Cessation of employment	<p>In general, if the Managing Director ceases employment with the Company, the treatment of his performance rights and any Shares subject to a trading restriction will depend on the circumstances of his cessation.</p> <p>Where the Managing Director ceases employment with the Company, his performance rights (both vested and unvested) will immediately lapse, and any Shares held subject to a trading restriction will immediately be forfeited, unless he leaves for a “good leaver” reason, which includes total and permanent disablement and death.</p> <p>Where the Managing Director ceases employment for a “good leaver” reason, all vested and unvested performance rights will continue on the same terms, unless the Board determines otherwise. Unvested performance rights will vest on the vesting date, and the number of performance rights that vest will be pro-rated to reflect the period of time that has elapsed from the grant date to the date of cessation.</p> <p>The Board retains discretion to determine a different treatment for the Managing Director’s performance rights (and any Shares held subject to a trading restriction) on cessation of employment.</p>
Malus and clawback	The Board has the ability to apply malus and/or clawback and lapse the performance rights and forfeit Shares subject to a trading restriction in certain circumstances, including fraud, gross misconduct and material reputational damage to the Company.
Other information	There is no loan scheme in relation to the grant of performance rights. A summary of the material terms of the Plan is set out in the Annexure. Details of any performance rights granted under the Plan will be published in the Annual Report relating to the period in which they were granted, along with a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in a grant of performance rights under the Plan after this Resolution 5 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

#### 7.4 Previous LTI awards under the Plan to the Managing Director

The following table summarises the LTI options previously granted to the Managing Director under the Plan since the last approval:

Description	Number of Options Granted	Average Acquisition Price (per security)
FY22 LTI	95,975	\$127.09

#### 7.5 Voting Exclusion

A voting exclusion statement applicable to Resolution 5 is set out in this Notice of Meeting.

#### 7.6 Directors' Recommendation

The Board (other than the Managing Director, who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that Shareholders vote in favour of this Resolution 5.

### 8. Resolution 6 – Renewal of proportional takeover bid provisions

#### 8.1 Proportional takeover provisions

A proportional takeover bid is one under which an offer is made for only a proportion of each shareholder's shares.

Clause 28 of the Constitution prohibits the registration of a transfer of shares under a proportional takeover bid unless and until an ordinary resolution approving the bid is passed by the relevant shareholders.

The proportional takeover provisions were last approved and renewed at the 2019 annual general meeting.

The existing proportional takeover approval provisions will cease to have effect on 1 December 2022, unless renewed by special resolution of the shareholders.

#### 8.2 Effect of proportional takeover provisions proposed to be renewed

The effect of the proportional takeover provisions is that, if a proportional takeover bid is made to shareholders, the Directors are required to seek shareholder approval for such takeover bid at least 14 days before the last day of the bid period.

The resolution approving the bid must be passed by more than 50% of the votes cast on the resolution. The bidder and any associate of the bidder will be excluded from voting.

If a resolution to approve the bid is voted on and is rejected, all offers under the bid are taken to be withdrawn and each binding takeover contract for the bid is rescinded.

If no resolution has been voted on to approve the bid in the required timeframe, a resolution is taken to have been passed approving the bid.

The proportional takeover provisions do not apply to full takeover bids and, if resolution 6 is passed, it will only apply until 1 December 2025, unless renewed again by shareholders.

#### 8.3 Reasons for renewing proportional takeover provisions

A proportional takeover bid involves an offer to buy only a specified portion of each shareholder's shares. Therefore, without the proportional takeover provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their shares.

The proportional takeover provisions give shareholders the opportunity to decide whether or not a proportional takeover bid is acceptable and should be allowed proceed.

#### 8.4 Advantages and disadvantages of provisions during current period

As far as the Directors are aware, there have not been any actual advantages or disadvantages to either the Directors or shareholders arising from the proportional takeover provisions during the period in which those provisions have been in effect.

## Explanatory Memorandum continued

### 8.5 Potential advantages of renewal – shareholders

The proportional takeover provisions ensure that all shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed.

The provisions may help shareholders avoid being locked in as a minority and avoid a bidder acquiring control of the Company without paying an adequate control premium.

The provisions may assist in ensuring that any future proportional takeover bid is structured to be attractive to a majority of independent shareholders.

### 8.6 Potential disadvantages of renewal – shareholders

However, the approval provisions may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities for shareholders to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price.

It may also be argued that the provisions constitute an additional restriction on the ability of shareholders to deal freely with their shares.

### 8.7 Potential advantages and disadvantages of renewal – Directors

There are no specific advantages or disadvantages for Directors (in their capacity as Directors of the Company) of the proportional takeover provisions.

### 8.8 Present acquisition proposals

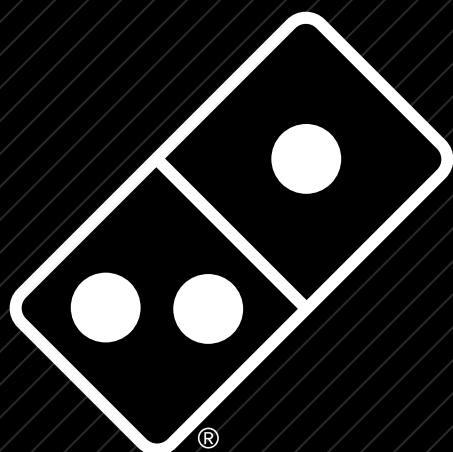
At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

***The Directors consider that it is in the best interest of shareholders to have the right to vote on a proportional takeover bid and therefore unanimously recommend that you vote in favour of this resolution.***

## Annexure – Summary of the material Plan terms

Key terms of the Plan are as follows:

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





# Domino's

Domino's Pizza Enterprises Limited  
ABN 16 010 489 326

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### 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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

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

### APPOINT A PROXY



the Chairman of the  
Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (Brisbane Time) on Wednesday, 2 November 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Dexus Place, Level 31, 1 Eagle St, Brisbane QLD 4000** or logging in online at **<https://meetings.linkgroup.com/agm/DMP22/register>** (refer to details in the Virtual Annual General Meeting Online Guide).

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

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

### VOTING DIRECTIONS

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

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

#### Resolutions

1 Adoption of Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr John James Cowin as Non-Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Ms Ursula Schreiber as Non-Executive Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval for grant of a Right to the Managing Director in respect of the FY23 STI

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval for grant of Performance Rights to the Managing Director in respect of the FY23 LTI

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Renewal of proportional takeover bid provisions

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

--

Joint Shareholder 2 (Individual)

--

Joint Shareholder 3 (Individual)

--

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

DMP PRX2201N

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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.

### PROXY VOTING BY THE CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Annual General Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](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 (Brisbane Time) on Monday, 31 October 2022**, 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

<https://investorcentre.linkgroup.com>

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).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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



### COMMUNICATIONS PREFERENCE

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



#### ONLINE

<https://investorcentre.linkgroup.com>

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





# Domino's®

**ONLINE  
MEETING GUIDE  
2022**

**DOMINO'S PIZZA  
ENTERPRISES  
LIMITED**



**Domino's**

# ONLINE MEETING GUIDE

## Before you begin

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

Supported browsers are:

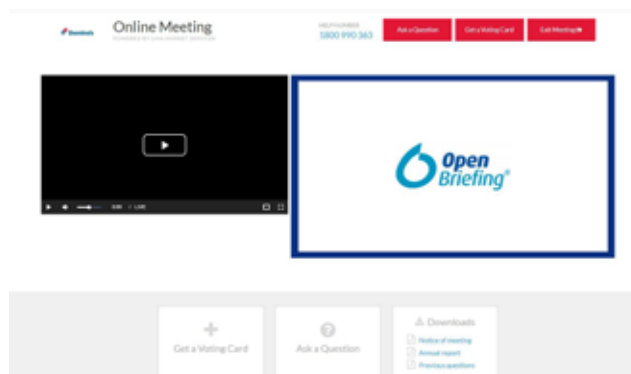
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

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

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting.

**Please make sure you have this information before proceeding.**



## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/agm/DMP22/register> and select the relevant meeting.

## Step 2

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

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

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

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

## Navigating the portal

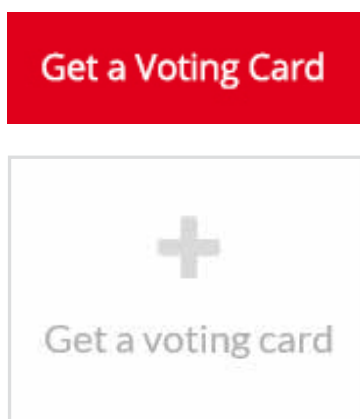
At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

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



### 1. Get a voting card

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



This will bring up a box which looks like this.

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

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

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

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

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

# ONLINE MEETING GUIDE

continued

The screenshot shows a web interface for a shareholder's voting card. At the top, it displays the name 'JOHN SAMPLE' and a unique ID '\*\*\*\*\*1096' with a close button. Below this is the title 'Voting Card' and a detailed instruction paragraph: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions'. There are two tabs: 'Full Vote' (selected) and 'Partial Vote'. The main area lists three resolutions, each with 'For', 'Against', and 'Abstain' buttons. Resolution 1 is about adopting the directors' report and audited financial statements for the year ended 31 December 2018. Resolution 2 is about declaring a final dividend of HK\$1.00 per share for the year ended 31 December 2018. Resolution 3 is about electing Mr. Lai Kai Hui as an executive director. At the bottom is a large red 'SUBMIT VOTE' button.

## Full Votes

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

## Partial Votes

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

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

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

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

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

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

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

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

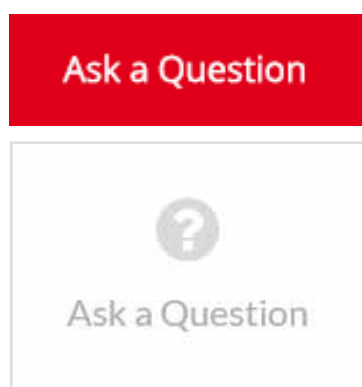
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting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

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

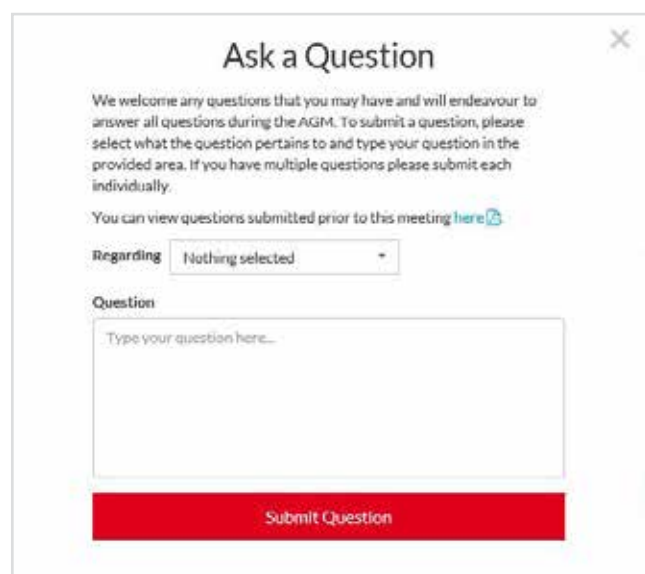
## 2. How to ask a question

**Note:** Only shareholders are eligible to ask questions.

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



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

The screenshot shows a pop-up window titled 'Ask a Question'. It contains a welcome message, a 'Regarding' dropdown menu with 'Nothing selected', a 'Question' text area with the placeholder 'Type your question here...', and a red 'Submit Question' button at the bottom.

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

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

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

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

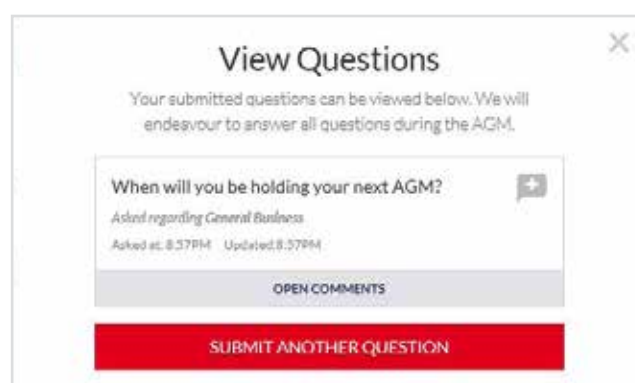
Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

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

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

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

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

The screenshot shows a pop-up window titled 'View Questions'. It contains a message about viewing submitted questions, a list of questions with details like 'When will you be holding your next AGM?', 'Asked regarding General Business', and 'Asked at: 8:37PM - Updated: 8:37PM'. There is an 'OPEN COMMENTS' button and a red 'SUBMIT ANOTHER QUESTION' button at the bottom.

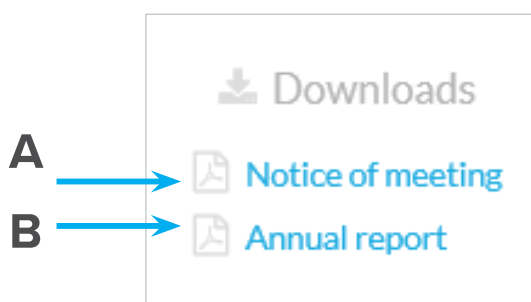
# ONLINE MEETING GUIDE

continued

## 3. Downloads

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

---



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

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

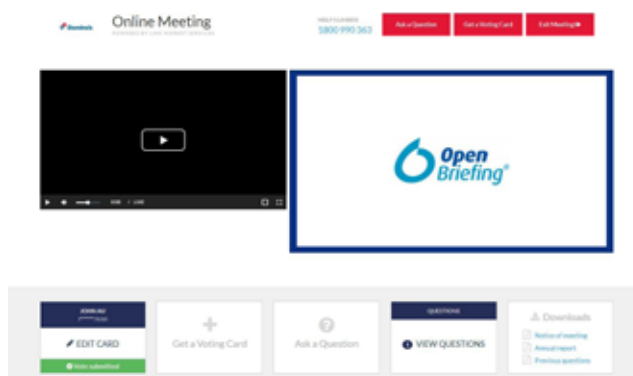
## Close of Voting

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

---

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

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





## Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 3pm on 31 October 2022.

### Joining the Meeting via Phone

#### Step 1

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

#### Step 2

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

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

#### Step 3

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

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

#### Step 4

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

## Asking a Question

#### Step 1

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

#### Step 2

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

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

#### Step 3

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

#### Step 4

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

## CONTACT US

#### Australia

T 1800 990 363

E [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)

#### New Zealand

T +64 9 375 5998

E [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)