

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Domino's Pizza Enterprises Limited (Company)

ACN/ARSN 010 489 326

1. Details of substantial holder (1)

Name Mustang Co Pty Ltd (ACN below) (Mustang) and Mr John James Cowin (JJC)

ACN/ARSN (if applicable) 635 345 087

The holder became a substantial holder on 4/10/2019

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary | 23,050,966 | 23,050,966 | 26.87% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|-----------------------------|---|--------------------------------|
| Mustang | Acquisition of relevant interest arose as a result of the appointment of Mustang as an additional joint trustee of MMJS Trust, a discretionary trust (Trust). Upon its appointment, Mustang in its capacity as a joint trustee of the Trust became a joint holder, together with the other joint trustee of the Trust (Mr Ross Edward Ledger), of the one issued share in Agrade Enterprises Pty Ltd (ACN 098 843 515) (Agrade). As a result, Mustang acquired control (jointly with Mr Ledger) over Agrade and Agrade's wholly owned subsidiary, Somad Holdings Pty Ltd (ACN 088 212 382) (Somad), and a relevant interest in the shares held by Somad in the Company (as specified in the adjacent column) pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (see further Annexure A). | 23,050,966 ordinary shares |
| JJC | As the sole shareholder of Mustang, JJC has the same control as Mustang over Somad's shares in the Company, and as a result, has a relevant interest in those shares pursuant to section 608(3)(b) of the Corporations Act 2001 (Cth) (see further Annexure A). | 23,050,966 ordinary shares |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|--|--------------------------------|
| Mustang and JJC | Somad | Somad | 23,050,966 ordinary shares |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|-----------------------------|---------------------|-------------------|--|--------------------------------|
| | | Cash | Non-cash | |
| Mustang and JJC | 4/10/2019 | | Nil – acquisition of relevant interest arose as a result of the appointment of Mustang as additional joint trustee of MMJS Trust (see further Annexure A). | 23,050,966 ordinary shares |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------------|
| JJC | Sole shareholder of Mustang |
| | |

7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|---------|---|
| Mustang | Suite 3, Level 13, 100 William Street, Woolloomooloo NSW 2011 |
| JJC | Suite 3, Level 13, 100 William Street, Woolloomooloo NSW 2011 |

Signature

print name Paul Cowper

capacity Director

sign here



date 4/10/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A – Further information

This is annexure A of 1 page referred to in the Form 603 (Notice of initial substantial holder) of Mustang and JJC.


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Paul Cowper, 4/10/2019

For estate planning reasons and pursuant to regulatory relief from the Australian Securities & Investments Commission, Mustang Co Pty Ltd (ACN 635 345 087) (**Mustang**) has entered into a Deed of Appointment of Additional Trustee with the former sole trustee of the MMJS Trust (**Trust**), Mr Ross Edward Ledger, pursuant to which Mustang was appointed an additional and joint trustee of the Trust, to administer the affairs of the Trust together with Mr Ledger going forward (see **Annexure B**). The Trust is a discretionary trust whose beneficiaries include certain members of the Cowin family (and their controlled entities) but does not include JJC and his controlled entities.


As a result of Mustang's appointment as an additional trustee of the Trust, the share previously held by Mr Ledger in his capacity as sole trustee of the Trust in Agrade Enterprises Pty Ltd (ACN 096 843 515) has been transferred to the joint ownership of Mustang and Mr Ledger, as joint trustees of the Trust (see copy of executed Share Transfer Form at **Annexure B**).

As a joint legal holder of the one issued share in Agrade (comprising its entire issued share capital), Mustang in its capacity as a joint trustee of the Trust, together with Mr Ledger, has the same relevant interest in shares as Agrade and any entity controlled by Agrade has, including relevantly the 23,050,966 ordinary shares held by Somad Holdings Pty Ltd (ACN 088 212 382), a wholly owned subsidiary of Agrade, in the Company (**Relevant DMP Shares**).

The appointment of Mustang as an additional trustee of the Trust does not change the underlying beneficial ownership of the Relevant DMP Shares, which continue to be controlled by the Trust for the benefit of members of the Cowin family other than JJC and his controlled entities.

Annexure B – Documents

This is annexure B of 7 pages referred to in the Form 603 (Notice of initial substantial holder) of Mustang and JJC.


Paul Cowper, 4 1 19 2019

Deed of Appointment of Additional Trustee

MMJS Trust

**Ross Edward Ledger
Mustang Co Pty Ltd**



ADDISONS

Level 12
60 Carrington Street
SYDNEY NSW 2000
DX 262 SYDNEY NSW
Tel: (02) 8915 1000
Fax: (02) 8916 2000
www.addisonslawyers.com.au
Ref: JLM:LED008/4001
3317993_1

DETAILS

Date: 4 October 2019

Parties

(1) Ross Edward Ledger ("Existing Trustee")

Address 4 Takari Crescent,
City Beach, Western Australia

(2) Mustang Co Pty Ltd ("Additional Trustee")

ACN 635 345 087
Address Suite 3 Level 13
100 William Street
Woolloomooloo NSW 2011

Recitals

- A. On or about 2 July 2001, the Settlor established a trust fund to be applied by the Existing Trustee for the benefit of the class of persons described as members of the Class of Beneficiary and known as the MMJS Trust.
- B. The Settlor and the Existing Trustee formalised the oral declaration referred to in Recital A by the execution of a Deed of Settlement dated 21 March 2005 (**Trust Deed**).
- C. The Existing Trustee is 82 years of age as at the date of this Deed and desires the appointment of an additional corporate trustee to become a joint trustee with him.
- D. As the Appointor has recently retired from that position, the Existing Trustee has the sole right to appoint an additional trustee under clause 10.5 of the Trust Deed which provides:
- "If no Appointor is named or at any time there is no one entitled to exercise the powers of the Appointor, the statutory and other rights of removing and appointing trustees may be exercised by the Trustees then in office, the legal personal representative of a deceased Trustee or, if the Trustee is a company, the liquidator of such company, as the case may be."
- E. Clause 10.3 of the Trust Deed then provides that if "more than one person holds office as trustee at any time, all trustees shall act jointly in relation to all matters arising under this Deed and the settlement which it creates".
- F. The Existing Trustee now wishes to appoint the Additional Trustee as a joint trustee of the MMJS Trust.
- G. The MMJS Trust has not vested at the date of this deed.

Operative Parts

1. Defined terms and interpretation

1.1 Interpretation

In this deed, except where the context otherwise requires:

- (a) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of or schedule or annexure to this deed and a reference to this deed includes any schedule and annexure;
- (b) a reference to a document or agreement, includes the document or agreement as novated, altered, supplemented or replaced from time to time; and
- (c) a reference to a party is to a party to this deed, and a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes.

1.2 Definitions

In this deed:

- (a) unless otherwise defined in this deed, capitalised terms (including in the Recitals) have the meanings given to them in the Trust Deed;
- (b) **Appointor** means Daniel David Simmons;
- (c) **Class of Beneficiary** has the meaning given to that term in the Trust Deed;
- (d) **Effective Time** means the time and date of this deed;
- (e) **MMJS Trust** means the trust referred to in Recital A and which is governed by the terms of the Trust Deed;
- (f) **Settlor** means John James Cowin; and
- (g) **Trust Deed** means the trust deed referred to in Recital B.

1.3 Headings

Headings are for ease of reference only and do not affect interpretation.

2. Appointment of Additional Trustee

2.1 Appointment of Additional Trustee

- (a) On and from the Effective Time:
 - (i) the Existing Trustee appoints the Additional Trustee as a trustee of the MMJS Trust to act jointly in all matters concerning the MMJS Trust with the Existing Trustee; and
 - (ii) the Additional Trustee accepts the office of a joint trustee of the MMJS Trust.
- (b) On and from the Effective Time, the Additional Trustee:

- (i) agrees to be bound by the Trust Deed as if it had originally been a party to it;
 - (ii) agrees to undertake all of the obligations as joint trustee under the Trust Deed; and
 - (iii) may exercise all the powers and enjoy and exercise all the rights as a joint trustee of the MMJS Trust under the terms of the Trust Deed.
- (c) On and from the Effective Time, each reference in the Trust Deed to the "Trustee" is to be read as a reference to the Existing Trustee and the Additional Trustee, jointly.

3. Transfer of Trust Fund

3.1 Transfer

The Existing Trustee agrees to transfer, or in the case of assets held by a custodian cause the transfer of any equitable interest it has in, all the assets of the Trust to the joint names of the Existing Trustee and the Additional Trustee with all practicable speed and, if requested, agrees to provide to the Additional Trustee a statement of the assets and liabilities of the Trust.

3.2 Further Steps

The Existing Trustee and Additional Trustee agree to take all actions reasonably necessary to novate and transfer all of the legal rights, liabilities and obligations that the Existing Trustee has under third party arrangements in relation to the MMJS Trust across to the joint names of the Existing Trustee and the Additional Trustee.

3.3 Records, Books and Assistance

The Existing Trustee agrees to hold all records, books, documents relating to the affairs, business, assets and liabilities of the MMJS Trust for the joint account of the Existing Trustee and the Additional Trustee.

4. Trust deed otherwise unaffected

Nothing in this deed affects any right or obligation arising under the Trust Deed before the date of this deed. Each party confirms that it is not, by this deed, intending to redeclare or resettle the MMJS Trust.

5. General

5.1 Alterations

This deed may be altered only in writing signed by each party.

5.2 Governing law

This deed will be governed by and construed in accordance with the law for the time being in force in Western Australia and the parties, by entering into this deed, are deemed to have submitted to the non-exclusive jurisdiction of the courts of that State.

5.3 Effective Time


This deed will be effective on and from the Effective Time.

5.4 Counterparts

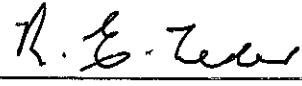
This deed may be signed in counterparts and all counterparts taken together constitute one document. Once all counterparts have been executed, each counterpart is an effective instrument.

Executed as a deed

Signed, sealed and delivered by Ross)
Edward Ledger in the presence of:)



Signature of witness

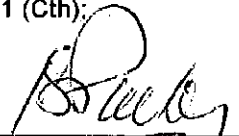


Signature of Ross Edward Ledger

VIVIAN WANG

Name of witness
(BLOCK LETTERS)

Executed, sealed and delivered by)
Mustang Co Pty Ltd (ACN 635 345 087) in)
accordance with section 127 of the)
Corporations Act 2001 (Cth):)



Signature of Director

IAN S PARKER

Name of signatory
(BLOCK LETTERS)



Signature of Director

Paul David Cowper

Name of signatory
(BLOCK LETTERS)

| STANDARD TRANSFER FORM | | |
|---|--|---|
| For Non-Market Transactions | | |
| Affix Stamp Duty Here | | Stamp |
| | | Marking |
| FULL NAME OF COMPANY | Agrade Enterprises Pty Ltd ACN 096 843 515 | |
| DESCRIPTION OF SECURITIES | Ordinary Share | Register Western Australia |
| QUANTITY | One | Figures: 1 |
| FULL NAME OF TRANSFEROR | Ross Edward Ledger | Broker's Transfer Identification Number |
| CONSIDERATION | Nil consideration – Transfer pursuant to the appointment of an additional trustee. | Date of Purchase 4/10/19 |
| FULL NAMES OF TRANSFEREES | Ross Edward Ledger and Mustang Co Pty Ltd (ACN 635 345 087) | |
| FULL ADDRESS OF TRANSFEREES | Ross Edward Ledger: 4 Takari Crescent, City Beach WA 6015 Mustang Co Pty Ltd: Suite 3, Level 13, 100 William Street, Woolloomooloo NSW 2011 | |
| NOTICE UNDER SECTION 1072H UNDER CORPORATIONS ACT 2001 (CTH) | We, the above named Transferees, hereby give notice to the above named Company that, upon registration of this transfer, we will hold the securities specified above as follows: | |
| | Non-Beneficially: | 1 |
| <p>I, the registered holder and undersigned Transferor for the above consideration do hereby transfer to the above named Transferees the securities specified above standing in my name in the books of the above named Company, subject to the several conditions on which I held the same at the time of signing hereof and the Transferees hereby agreeing to accept the said securities on the same conditions.</p> <p>I have not received any notice of revocation of any Power of Attorney by death of the grantor or otherwise, under which this transfer may be signed.</p> | | |
| TRANSFEROR SIGN HERE | Signed, Sealed and Delivered by) Ross Edward Ledger in the) presence of: <u>R. E. Ledger</u> _____ Ross Edward Ledger <u>Mivian</u> _____ Signature of Witness <u>VIVIAN WANG</u> _____ Name of Witness (BLOCK LETTERS) | FOR REGISTRAR USE |
| DATE SIGNED | 4/10/19 | |

| | | |
|--------------------------|---|--|
| TRANSFEREES SIGN HERE | Signed, Sealed and Delivered by) Ross Edward Ledger in the) presence of: <u>R. E. Ledger</u> Ross Edward Ledger | |
| | <u>Mivian</u> Signature of Witness | |
| | <u>VIVIAN WANG</u> Name of Witness (BLOCK LETTERS) | |
| | Executed by Mustang Co Pty) Ltd (ACN 635 345 087) in) accordance with Section 127 of) the Corporations Act 2001 (Cth) | |
| | <u>Ian S Parke</u> Signature of authorised person DIRECTOR | <u>Paul David Cowper</u> Signature of authorised person Director |
| | Office held IAN S PARKE | Office held Paul David Cowper |
| | Name of authorised person (BLOCK LETTERS) | Name of authorised person (BLOCK LETTERS) |
| DATE SIGNED | <u>4/10/19</u> | |

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(a) and 673(1)(b) – Exemption and
Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 655A(1)(a) and 673(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [19-1016].

Commencement

3. This instrument commences on the date it is signed.

Exemption

4. Mustang and Mr Cowin do not have to comply with subsections 606(1) and 606(2) of the Act.

Declaration

5. Chapter 6C of the Act applies to Mustang and Mr Cowin as if subsection 671B(4) were modified or varied by omitting “.” in subparagraph 671B(4)(b)(ii), and inserting:

“; and

- (c) a statement which sets out all the relevant details of the situation giving rise to the Appointment and Transfer.”.

Where this instrument applies

6. This instrument applies where Mustang and Mr Cowin acquire a relevant interest in 23,050,966 fully paid ordinary shares in Domino’s as a result of the Appointment and Transfer.

Interpretation

7. In this instrument:

Agrade means Agrade Enterprises Pty Ltd ACN 096 843 515;

Appointment means the appointment of Mustang as joint trustee of the MMJS Trust with Mr Ross Edward Ledger, pursuant to the Deed of Appointment of Additional Trustee for the MMJS Trust, dated on or around 4 October 2019;

Domino's means Domino's Pizza Enterprises Limited ACN 010 489 326;

MMJS Trust means the discretionary trust established on 2 July 2001 and formalised by a deed of settlement dated 21 March 2005 between Mr Cowin as the settlor and Mr Ross Edward Ledger as the trustee;

Mr Cowin means Mr John James Cowin, the sole shareholder of Mustang;

Mustang means Mustang Co Pty Ltd ACN 635 345 087; and

Transfer means the transfer of the one issued ordinary share in Agrade from Mr Ross Edward Ledger, as sole trustee of the MMJS Trust, to Mr Ross Edward Ledger and Mustang, as joint trustees of the MMJS Trust, for nil consideration in accordance with the notice under section 1072H of the Act, registered on or around 4 October 2019.

Dated this 4th day of October 2019



Signed by Waverley Duong
as a delegate of the Australian Securities and Investments Commission