



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

www.dominos.com.au

29 September 2023

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

Dear Sir/Madam,

NOTICE OF 2023 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 2023;
2. Notice of Annual General Meeting 2023;
3. Example Proxy Form, and;
4. Online Meeting Guide 2023.

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, Chief Communications and Investor Relations Officer, at investor.relations@dominos.com.au.

Domino's Pizza Enterprises Limited (DMP) is Domino's largest franchisee outside of the USA. It holds the master franchise rights to the Domino's brand and network in Australia, New Zealand, Belgium, France, The Netherlands, Japan, Germany, Luxembourg, Taiwan, Malaysia, Singapore and Cambodia. Today, DMP has a network of ~3,800 stores. For more information, visit www.dominosinvestors.com.au

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DOMINO'S PIZZA ENTERPRISES LIMITED

ABN: 16 010 489 326

2023 NOTICE OF ANNUAL GENERAL MEETING

DATE: WEDNESDAY 1 NOVEMBER 2023

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/DMP23](https://meetings.linkgroup.com/dmp23)



**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, 1 November 2023.

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** – 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

- 2.30pm: 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.
- 3.00pm: 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, 24 October 2023**, and can be submitted online either to the Company at investor.relations@dominos.com.au or to Link Market Services Limited at 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 Monday 30 October 2023, 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/DMP23>. 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 or orally 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 2 July 2023.

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 2 July 2023 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 Grant Bryce Bourke as Non-Executive Director

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

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

4. Resolution 3 – Grant of a Right to the Managing Director in respect of the FY24 STI

To consider and, if thought appropriate, 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 FY24 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.'

Items of Business

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 section 250BD of 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.

Further, pursuant to section 200E(2A) of the Corporations Act, a vote on the resolution must not be cast (in any capacity) by the Managing Director or any of his associates. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; and
- (b) it is not cast on behalf of the person or an associate of that person.

5. Resolution 4 – Grant of Performance Rights to the Managing Director, in respect of the FY24 LTI

To consider and, if thought appropriate, 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 FY24 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 section 250BD of 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.*

Further, pursuant to section 200E(2A) of the Corporations Act, a vote on the resolution must not be cast (in any capacity) by the Managing Director or any of his associates. However, a vote may be cast by such a person if:

- (a) *the person is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; and*
- (b) *it is not cast on behalf of the person or an associate of that person.*

Dated: 29 September 2023

By order of the Board



Mr Craig Ryan

Company Secretary

Items of Business continued

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 30 October 2023. Accordingly, those persons are entitled to attend the meeting virtually 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

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

Level 12, 680 George Street, Sydney NSW 2000

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.
- 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 2 July 2023.

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, 3 and 4 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 FY24 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.

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 1 November 2023. 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 2 July 2023 is set out in the Company's 2023 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 – Election of Grant Bryce Bourke as Non-Executive Director

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

Mr Bourke is an experienced food industry executive with extensive experience as an award-winning Domino's franchisee and executive. Prior to joining Domino's Mr Bourke was an international executive with Masterfoods (Mars Inc.). He was awarded Domino's Golden Franchisee award (1995), Franchisee of the Year (1997 and 1998), Golden Eagle winner (1999) for his contribution to the Company and global Chairman's Award winner for outstanding leadership. Former Director of Domino's Corporate Store Operations, Managing Director Europe, and Non-Executive Director since 2007.

He holds a Bachelor of Science (Food Technology) from the University of New South Wales and an MBA from the University of Newcastle.

Mr Bourke is a member of the Nomination, Culture & Remuneration Committee and the Audit & Risk Committee.

Even though Mr Bourke has been a director since 2001, the Board considers him to be an independent director as he continues to bring an independent mind to bear on issues before the Board. The Board considers that Mr Bourke makes a significant contribution to the Company due to his expertise, judgement, industry knowledge and understanding of the Company's operations.

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

4. Resolutions 3 and 4 – Approval for grant of equity incentives to Managing Director

4.1 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 2023 Annual Report.

4.2 The Managing Director's total remuneration package for FY24

Information regarding the Managing Director's FY23 remuneration is detailed on pages 157 to 171 of the 2023 Annual Report.

The Managing Director's remuneration was reviewed as part of his contract negotiations in FY23 and was taken to shareholders in November 2022 for approval. There are no changes to the remuneration package for Mr Meij in FY24. At last year's AGM it was agreed to apply a CPI increase to the fixed remuneration component in FY24 and FY25. Consistent with this, the Board decided to increase the Managing Director's fixed remuneration by 4% for FY24, an amount that is consistent with the general increase provided to ANZ based staff in FY24. The amounts of the Short term incentive and Long term incentive remain unchanged.

The remuneration package for Mr Meij for FY24 comprises:

- Total fixed remuneration of \$1,786,200 (representing a 4% increase on FY23) ;
- Short term incentive opportunity of up to \$1,650,000 (equivalent to 92% 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**); and
- Long term incentive opportunity of up to \$3,200,000 (equivalent to 179% 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 and for the FY 24 LTI grant, decided to continue using Earnings Per Share (**EPS**) and organic new store openings (subject to a positive total shareholder return (**TSR**) gateway) performance measures.

5. Resolution 3 – Grant of a Right to the Managing Director, in respect of his FY24 STI.

5.1 Proposed FY24 STI

The proposed STI opportunity for the Managing Director, Mr Don Meij, for the 2024 financial year (**FY24 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 Right will be granted on the terms and conditions in paragraph 5.3 and otherwise on the terms and conditions of the Domino's Pizza Share and Option Plan (**Plan**).

This deferred equity structure has been used because it supports retention, provides further alignment with shareholder interests and simplifies the communication of the STI structure to 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 FY24. The STI performance hurdle is set by the Board each year. Specific targets have not been disclosed due to their commercial sensitivity.

5.2 Approvals Sought

5.2.1 ASX approval – agreement to issue shares to a director

Resolution 3 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 his FY24 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 FY24.

Explanatory Memorandum continued

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.

5.2.2 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 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.

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 or, 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.

5.3 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 FY24 STI outcome. The Managing Director's total FY24 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 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 FY24 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>

Term	Details
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 FY24 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 (VWAP) 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 FY24.</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>
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 3 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

5.4 Previous STI awards

The current STI scheme for the Managing Director was first implemented in respect of the 2023 financial year. The Managing Director was granted as part of his employment terms, a right to receive 50% of his FY23 STI in the form of deferred equity, following approval by Shareholders at the 2022 AGM. However, as the STI conditions were not satisfied in FY23, the Managing Director was not eligible to receive an STI award for FY23. Accordingly, no shares have been issued to the Managing Director under the current STI scheme and the right has lapsed.

5.5 Voting Exclusion

A voting exclusion statement applicable to Resolution 3 is set out in this Notice of Meeting.

Explanatory Memorandum continued

5.6 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 3.

6. Resolution 4 – Grant of Performance Rights to the Managing Director, in respect of the FY24 LTI

6.1 Proposed FY24 LTI

The FY24 LTI is 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 net new store openings (subject to a positive total shareholder return (**TSR**) gateway).

6.2 Approvals Sought

6.2.1 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.

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.

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 or, 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 Performance Rights

An overview of the key terms of the proposed grant of Performance Rights to the Managing Director under the FY24 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 FY24 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 2023 Annual General Meeting.</p>																						
Date of grant	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.																						
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 80% EPS growth and 20% organic net new store openings and absolute TSR performance.</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>EPS hurdle</p> <p>80% of the Performance Rights will vest subject to the following schedule.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">EPS compound annual growth rate</th> <th style="text-align: left;">Portion vesting</th> </tr> </thead> <tbody> <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> </tbody> </table> <p>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> </td> <td style="width: 50%; vertical-align: top;"> <p>Organic net new store openings hurdles</p> <p>20% of the Performance Rights will vest subject to the following schedule.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">New store annual growth rate</th> <th style="text-align: left;">Portion vesting</th> </tr> </thead> <tbody> <tr> <td>Less than 5%</td> <td>0%</td> </tr> <tr> <td>At 5%</td> <td>25%</td> </tr> <tr> <td>Between 5% and 8%</td> <td>Straight line vesting between 25% and 100%</td> </tr> <tr> <td>At or above 8%</td> <td>100%</td> </tr> </tbody> </table> <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 net 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>	<p>EPS hurdle</p> <p>80% of the Performance Rights will vest subject to the following schedule.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">EPS compound annual growth rate</th> <th style="text-align: left;">Portion vesting</th> </tr> </thead> <tbody> <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> </tbody> </table> <p>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>	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%	<p>Organic net new store openings hurdles</p> <p>20% of the Performance Rights will vest subject to the following schedule.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">New store annual growth rate</th> <th style="text-align: left;">Portion vesting</th> </tr> </thead> <tbody> <tr> <td>Less than 5%</td> <td>0%</td> </tr> <tr> <td>At 5%</td> <td>25%</td> </tr> <tr> <td>Between 5% and 8%</td> <td>Straight line vesting between 25% and 100%</td> </tr> <tr> <td>At or above 8%</td> <td>100%</td> </tr> </tbody> </table> <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 net new store openings reflect the number of new stores opened across the group excluding those as a result of acquisition activity.</p>	New store annual growth rate	Portion vesting	Less than 5%	0%	At 5%	25%	Between 5% and 8%	Straight line vesting between 25% and 100%	At or above 8%	100%
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At or above 8%	100%																						

Explanatory Memorandum continued

Term	Details
Performance period	<p>The performance measures outlined above will be tested over a three-year performance period for the financial years FY24, FY25, and FY26. The number of performance rights eligible to vest will be determined following the end of FY26.</p> <p>Any performance rights that do not vest following testing will lapse.</p>
Vesting date	<p>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.</p>
Exercise period	<p>Vested performance rights may be exercised for a period of five years from the vesting date.</p>
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	<p>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.</p>
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	<p>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.</p>

Term	Details
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 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 LTI awards

The current LTI scheme for the Managing Director was first implemented in respect of the 2023 financial year. The Managing Director was granted, as part of his employment terms, 54,265 performance rights for FY23 with an average acquisition price of \$58.97 per security.

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.

Annexure – Summary of the material Plan terms

Key terms of the Plan are as follows:

Eligibility	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).
Option terms	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.
Ranking of shares	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.
Exercise Conditions	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.
Exercise	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.
Cashless Exercise Facility	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.
Exercise Period	The exercise period is a defined period set out in the terms of the grant.
Rights	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.
Lapse of options	Subject to the Board's discretion, an option will lapse in certain circumstances, including where: <ul style="list-style-type: none">• the participant ceases to be employed by any member of the Company's group;• 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;• the option has not been exercised by the last exercise date; or• the participant elects to surrender the option.
Administration	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.
Amendments	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 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
 Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
 Telephone: +61 1300 554 474

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

STEP 1

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, 1 November 2023 (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/DMP23> (refer to details in the Virtual Annual General Meeting Online Guide).

Important for Resolutions 1, 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Grant Bryce Bourke as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of a Right to the Managing Director in respect of the FY24 STI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of Performance Rights to the Managing Director, in respect of the FY24 LTI	<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.

STEP 2

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).

STEP 3

DMP PRX2301N



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 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

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, 30 October 2023**, 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 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*
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**



2023

DOMINO'S PIZZA ENTERPRISES LIMITED

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:

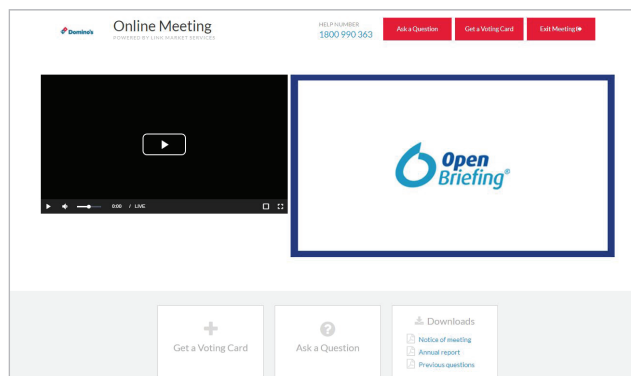
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

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/DMP23> 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

+
Get a voting card

?
Ask a Question

Downloads
Notice of meeting
Annual report

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

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.

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.

Get a Voting Card

+
Get a voting card

ONLINE MEETING GUIDE

continued

The screenshot shows a web interface for an online meeting. At the top, it displays the user's name 'JOHN SAMPLE' and a partially masked ID '*****1096'. Below this is the 'Voting Card' section. It contains instructions: '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'. Below the tabs are three resolutions, each with three buttons: 'For', 'Against', and 'Abstain'. Resolution 1: 'TO RECEIVE, CONSIDER AND ADOPT THE REPORT OF THE DIRECTORS, THE AUDITED FINANCIAL STATEMENTS AND THE AUDITORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2018.' Resolution 2: 'TO DECLARE A FINAL DIVIDEND OF HK\$1.00 PER SHARE FOR THE YEAR ENDED 31 DECEMBER 2018.' Resolution 3: 'TO RE-ELECT MR. LAI KAI HUI AS AN EXECUTIVE DIRECTOR'. At the bottom is a large red button labeled 'SUBMIT VOTE'.

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.

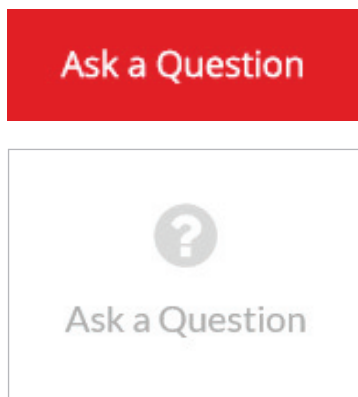
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting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

Note: Registration for the Meeting and voting opens 30 minutes 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.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

You can view questions submitted prior to this meeting [here](#)

Regarding

Question

Type your question here...

Submit Question

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

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.

View Questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.

When will you be holding your next AGM?

Asked regarding General Business

Asked at: 8:57PM Updated:8:57PM

OPEN COMMENTS

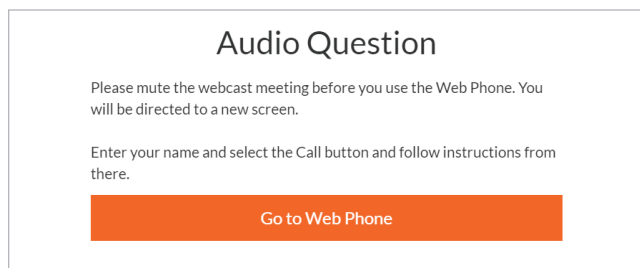
SUBMIT ANOTHER QUESTION

VIRTUAL MEETING GUIDE

3. Asking an audio question online

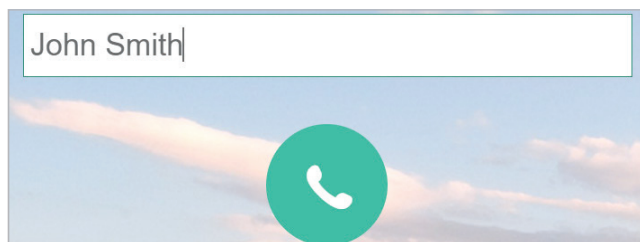
Step 1

Click on 'Go to Web Phone'.



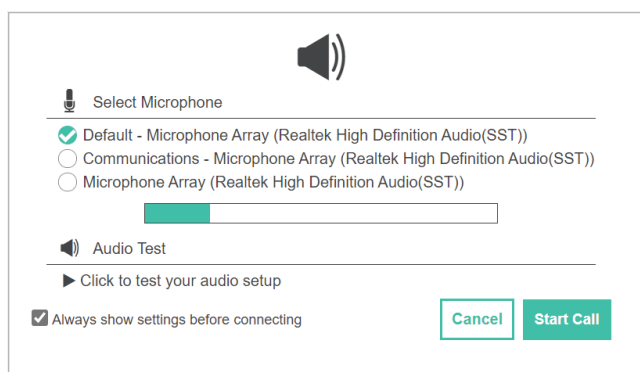
Step 2

Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.



Step 3

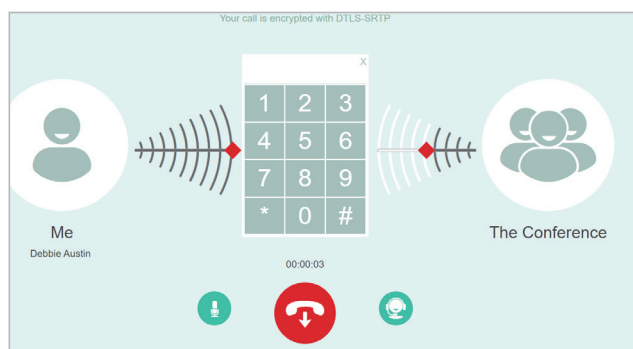
A box will pop up with a microphone test. Select 'Start Call'.



Step 4

You are now in the meeting (on mute) and will be able to listen to proceedings. When the Chairman calls for questions or comments on the item of business to which your question or comment relates, press

*1 on the keypad on your screen to raise your hand. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing *2 on the keypad.



Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the Meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

Step 6

Your line will be muted once your question or comment has been asked or responded to.

Step 7

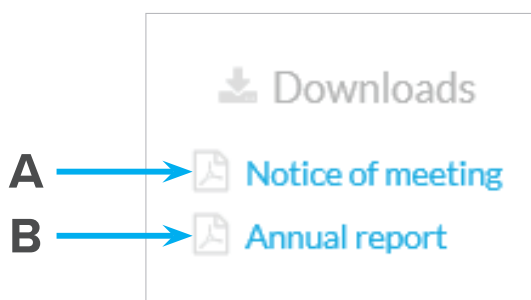
You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

Please refer to section 1 on page 3 for details of how to get a voting card and to vote. Voting cannot be performed via the web phone.

4. 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

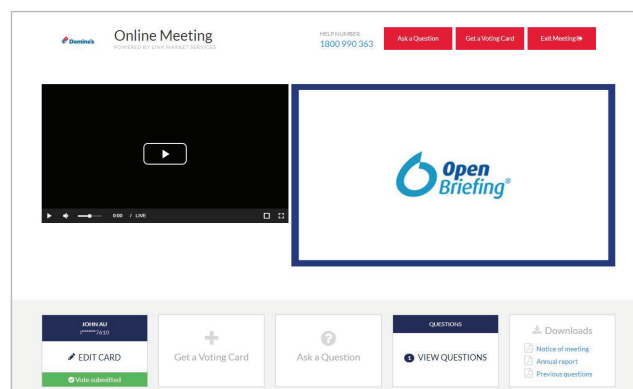
When you click on these links the file will open in another tab in your browser.

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.



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