



Domino's Pizza Enterprises Limited Continuous Disclosure and External Communications Policy

Effective 17 December 2021

1 Policy objectives

The objective of this Policy is to assist the Company:

- (a) Domino's Pizza Enterprises Limited (**Company**) comply with its continuous disclosure obligations under the ASX Listing Rules; and
- (b) in informing the market of its strategy, ownership, governance and financial performance.

The Company is committed to complying with its obligations relating to the disclosure of market sensitive information and providing shareholders and the market with equal and timely access to information.

2 Scope

This policy applies to every Director, officer and employee of the Company (**Team Member**) and its subsidiaries (**Group**).

3 Continuous Disclosure

3.1 General obligation

The Company has obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

3.2 ASX Listing Rule 3.1

In accordance with ASX Listing Rule 3.1, except for the circumstances set out in paragraph 3.3 below, once the Company becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities it will make timely disclosure of that information to ASX Limited (**ASX**).

3.3 Material price sensitive information

Materiality must be assessed having regard to all the relevant background information, including past announcements that have been made by the Company and other generally available information.

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to buy or sell the securities.

3.4 **Exception to continuous disclosure rules**

Disclosure to ASX is not required where each of the following criteria is satisfied:

- (a) one or more of the following situations apply:
 - (i) it would be a breach of the law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes of the Company; or
 - (v) the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

3.5 **Equal access to information**

Disclosable price sensitive information will be disclosed to ASX prior to disclosure to analysts, the media or others outside the Company. Following confirmation of receipt of lodgement, all information released to ASX will be available on or through the Company's website.

3.6 **Confidentiality**

When the Company is relying on an exception to the continuous disclosure rule, or is involved in a matter that may require reliance on an exception, it is important that the Company has in place suitable and effective protocols to preserve confidentiality.

A matter may cease to be confidential if there is:

- (a) a reasonably specific and reasonably accurate media or analyst report about the matter;
- (b) a reasonably specific and reasonably accurate rumour known to be circulating the market about the matter; or
- (c) a sudden and significant movement in the market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances.

If a matter ceases to be confidential, the Company will be required to make an announcement.

3.7 **False market**

A 'false market' refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery.

If ASX considers there is or is likely to be a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the entity must immediately give ASX that information (or request a trading halt) even if an exception to the continuous disclosure obligations would otherwise apply.

4 Disclosure Committee

4.1 Overview

The Board has appointed the Disclosure Committee with responsibility for compliance with the Company's continuous disclosure obligations. The Disclosure Committee has overall responsibility for the administration of this policy.

4.2 Composition

The Disclosure Committee comprises the Chairman, Managing Director, Chief Financial Officer and the General Counsel/Company Secretary (or their delegates). The Head of Investor and Government Relations has a standing invitation to attend any meetings of the Disclosure Committee.

4.3 Roles and responsibilities of the Disclosure Committee

Responsibilities of the Disclosure Committee include:

- (a) compliance with the Company's continuous disclosure obligations, and that announcements are made in a timely manner, are accurate, balanced and not misleading, and are expressed in a clear and objective manner;
- (b) determining guidelines (financial and qualitative) for materiality of information;
- (c) reviewing information which has been brought to its attention to determine whether it requires disclosure and whether any exceptions to disclosure apply;
- (d) considering any enquiries received from the ASX;
- (e) consulting on the content of announcements with the Company's management and or external advisers (as necessary) and with members of the Board on material announcements;
- (f) reviewing analyst reports and forecasts so that the Company has an understanding of what the market expects its earnings to be;
- (g) review all proposed media releases and external presentations to minimise the risk of breaching the continuous disclosure requirements; and
- (h) educate Team Members on the Company's disclosure policies and procedures and raise awareness of the principles underlying continuous disclosure.
- (i) reviewing the Company's periodic disclosures, announcements and presentations;
- (j) obtaining Board approval for the proposed disclosure in certain circumstances – see paragraph 5.4.

4.4 Meetings of the Disclosure Committee

The Disclosure Committee meets as frequently as required and may meet at short notice where necessary and will be chaired by the General Counsel/Company Secretary. Meetings and decisions of the Disclosure Committee may be made electronically.

4.5 Quorum

A quorum of two members (one of whom must be the Chairman or the Managing Director) is required for the Disclosure Committee to make a disclosure decision.

References in this policy to the Disclosure Committee are to be interpreted as references to the relevant quorum of members, and the actions of those members will be considered to be the action of the Disclosure Committee for the purposes of this policy.

5 Roles and responsibilities

5.1 Team Members

Each Team Member within the Group:

- (a) is responsible for identifying and reporting potentially material price sensitive issues to the Disclosure Committee;
- (b) has an obligation and responsibility to comply with the Company's disclosure obligations and this policy; and
- (c) must protect the confidentiality of any information that may be market sensitive information.

5.2 Leadership Team

Leadership Team members must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all relevant information that could be materially price sensitive is immediately reported to them for immediate forwarding in accordance with this policy.

If a Leadership Team member becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to a member of the Disclosure Committee.

5.3 Role of Company Secretary

The Company has nominated the Company Secretary as the person with primary responsibility for all communication with ASX. The Company Secretary's responsibilities include:

- (a) lodging announcements with ASX;
- (b) ensuring the Board receives copies of all material announcements after they have been made;
- (c) preparing a record of Disclosure Committee discussions, including documenting all decisions made by the Disclosure Committee; and
- (d) reviewing general notification required by ASX not containing materially price sensitive information (e.g. issue of new securities, change of director, change in director interests etc).

5.4 Role of non-executive directors

If a non-executive director becomes aware of information that should be considered for release to the market, the director must advise a member of the Disclosure Committee.

5.5 Role of the Board

The Board has delegated to the Disclosure Committee responsibility for the day to day operation of this policy. Board approval and input will be required for announcements that are materially significant (financially, operationally or strategically), including:

- (a) significant profit upgrades or downgrades;
- (b) trading halt or suspension requests;
- (c) strategic acquisitions or divestments; and
- (d) any other matter that is determined by the Managing Director or Disclosure Committee to be significantly material to the Company.

All announcements which do not require Board approval will be circulated to the Board for their information after the announcement has been made.

In the event an announcement which would ordinarily require Board approval must immediately be disclosed to the market in order for the Company to comply with its continuous disclosure obligations, and all reasonable efforts have been made to have the announcement approved by the Board, the Chairman of the Company (or the Chair of the Audit and Risk Committee, if the Chairman is not available) may authorise disclosure.

6 Market announcement reporting and review process

6.1 Potentially materially price sensitive information

- (a) Each Team Member within the Group is responsible for identifying and reporting potentially market sensitive information to the Disclosure Committee.
- (b) Where potentially market sensitive information is reported to the Disclosure Committee, the Disclosure Committee will (as appropriate):
 - (i) review the information and, if required, seek further information or advice to assist the Disclosure Committee and consider whether the information must be disclosed to ASX;
 - (ii) determine whether the information must be disclosed to ASX and whether any exceptions to disclosure may apply or whether a trading halt should be requested; and
 - (iii) consider the content of any announcement or disclosure.
- (c) All market sensitive announcements must be approved by a quorum of the Disclosure Committee before the announcement is released by the Company Secretary. The exception to this rule is an ASX announcement which requires Board approval in accordance with paragraph 5.5.

6.2 Disclosures not containing materially price sensitive information

- (a) The Company Secretary will:
 - (i) review disclosures not containing materially price sensitive information and, if required, seek further information or advice to assist the Company Secretary in disclosing the information to ASX; and
 - (ii) consider the content of any announcement or disclosure.
- (b) All routine and general notifications required by ASX and not containing materially price sensitive information (e.g. issue of new securities, change of director, change in director interests etc), may be approved and authorised for release by the Company Secretary.

7 Open briefings

The Company will brief the market as required if unexpected material events occur during the year and to ensure that the market is clear about the Company's strategy, business and outlook.

No new materially price sensitive information will be provided at these briefings. Questions at briefings that deal with material information not previously disclosed will not be answered. All inadvertent disclosure of material information during market briefings will be immediately released to ASX.

All slides and presentations used in briefings will be released to ASX. The Company will ensure that the presentation materials (including the slides and presentations) used in new and substantive investor or analyst presentations will be released on the ASX ahead of such presentations.

The Company may review analysts' research reports but will limit its comments to factual matters and material previously disclosed.

8 One-on-one briefings

From time to time the Company may conduct one-on-one briefings, where such briefing occur, no information will be provided which may have a material effect on the price or value of the Company's securities unless it has previously been announced to the ASX. All inadvertent disclosure of material information during these briefings will be immediately released to ASX.

9 Statements and comments to the media

9.1 Written public statements

Only the Chairman or Managing Director or a person authorised by the Chairman or Managing Director is authorised to make any public statement on behalf of the Company. Copies of all proposed statements must be reviewed by the Disclosure Committee prior to release.

9.2 Investor queries

Questions from the Company's investor website should be forwarded to the Head of Investor and Government Relations in the first instance.

9.3 Verbal comments

Verbal comments to the media can only be made by the Chairman or Managing Director or a person authorised by the Chairman or Managing Director. Authorised spokespersons must not provide any material price sensitive information that has not already been announced to market.

If a Team Member is approached for information by media personnel, the Team Member should obtain contact details for that person and an outline of the questions raised or information required without providing comment. The Team Member should pass the matter onto the Disclosure Committee and the Head of Investor and Government Relations immediately for consideration, and if required, response.

No unauthorised person must make a comment or respond to any media enquiries.

10 Rumours and speculation

Subject to the continuous disclosure obligations, the Company will generally not comment on rumours or market speculation. The Company may respond to rumours or market speculations where it is necessary in order to avoid the emergence of a false market in the Company's securities.

11 Trading halts

If a trading halt is necessary to ensure an orderly, fair and informed market, it must be approved by the Board unless it is urgent in which case it can be approved by the Chairman (or the Chair of the Audit and Risk Committee if the Chairman is unavailable) and advised to all directors prior to release.

12 Compliance with policy

The Company regards its continuous disclosure obligations very seriously. Failure to comply with this policy may result in disciplinary action including termination of employment.

13 Amendment and review

This policy cannot be amended without the approval of the Company's Board and will be reviewed from time to time by the Board to ensure that it remains effective.