



Domino's Pizza Enterprises Limited
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Domino's Pizza Enterprises Limited Governance Code of Conduct

Effective 29 June 2021

1 Purpose of the Code

The purpose of this Code of Conduct (**Code**) is to outline the standards of behaviour in the workplace that the Company expects of each employee on a range of issues in order to promote a culture of fair and ethical behaviour.

The objectives of this policy are to guide behaviour, enhance investor confidence in the Company and demonstrate the Company's commitment to ethical standards and practices.

This Code is not exhaustive and should not be considered a replacement for common sense and responsibility.

This Code does not create any rights in any employee, customer, supplier, competitor, security holder of any other person or entity.

2 Who does this Code apply to?

This Code applies to all Directors, senior executives and employees (**Employees**). The Code applies to all of our business activities with suppliers, customers, franchisees, shareholders and other stakeholders in Australia and overseas.

This Code extends beyond the relevant business premises and working hours of the Company to any circumstances where an Employee may be associated with the Company. The Code continues to apply to people while they are on leave, or suspended from the workplace.

3 Breaches of this Code

Each Employee is expected to comply with this Code.

Breaches of this Code may lead to informal or formal counselling, performance management processes and disciplinary action, including, in serious cases, dismissal or termination of contract or engagement.

The Company reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

4 Standards of behaviour

All Employees of the Company are expected to:

- (a) conduct themselves with honesty and integrity, in an ethical, responsible and professional manner and to avoid any activities that involve or could potentially involve any unethical behaviour, unlawful practices or harm the reputation of the Company;
- (b) avoid actual or perceived conflicts of interest;
- (c) act in the best interests of the Company and in accordance with the Company's values;
- (d) comply with all applicable laws and regulations and promptly report to the Company any breach of any applicable law, regulation, this Code or any other Company policies; and
- (e) understand and comply with the Company's internal policies.

5 Acting in the best interests of the Company

5.1 Proper purpose

Employees must use their powers for a proper corporate purpose and strive at all times to enhance the reputation and performance of the Company. Employees must not enter into any arrangements or participate in any activity that would conflict with the Company's best interests.

5.2 Use of information or position

Employees must not misuse or take advantage of information, their position or opportunities arising as a result of their position, to improperly gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Employees must not use the name of the Company to further any personal or other business transaction for their personal benefit.

Employees who make decisions involving the Company's financial resources should ensure that they are doing so within the scope of their authority and within policies and procedures for the purchase, use and disposal of resources.

5.3 Use of Company property

Employees must not use property or opportunities arising from property, improperly to gain advantage for themselves or for someone else or to cause detriment to or compete with the Company. Employees have a duty to account to the Company for business opportunities which arise as a result of their role in the Company and to use Company resources only for the benefit of the Company.

Employees must take reasonable steps to protect the Company's property and assets (including, without limitation, cash, securities, business plans, confidential information, intellectual property, office equipment and supplies) and ensure all such property and assets are used efficiently and for business purposes only. Employees must not:

- (a) use Company property for any unlawful purpose or unauthorised personal benefit;
- (b) remove Company property and documents from the Company's business premises without a good and proper reason; and
- (c) make improper disclosure, including inadvertent or careless disclosure of the Company's confidential information.

5.4 Conflicts of interest

Employees are not to give preference to personal interests or to the interests of any associate or other person, where to do so would be in conflict with the interests of the Company. Personal dealings should be kept separate from dealings in their capacity as Employees of the Company.

All actual or apparent conflicts of interest must be disclosed to the Group's General Counsel.

An *actual conflict of interest* exists when a reasonable person would conclude that the Employee's private interests (such as a personal business or that of a family member or close associate) are likely to interfere with the Employee's performance of their duties. An *apparent conflict of interest* exists when it appears that the Employee's private interests could interfere with the performance of the Employee's duties.

Observing the conflict of interest requirements is particularly important for Managers who make decisions on contracting, tendering, purchasing or other regulatory functions or offer advice to stakeholders and franchisees.

6 Fair dealing

Employees must act fairly, honestly and with integrity in all dealings with customers, shareholders, government, other employees, suppliers and the community.

7 Compliance with the law

Employees should be aware of, and comply with, their duties and obligations under all laws and regulations relating to their business conduct and work.

The laws that govern the Company's activities may be complex, but ignorance of the law does not excuse Employees from their obligations to comply. Employees should not engage in conduct, enter into arrangements or participate in any activity likely to have an adverse effect on the reputation of the Company or knowingly participate in any illegal or unethical activity.

8 The Company's values

8.1 Overview

Employees are required to act in accordance with the Company's values. The Company's values include:

- (a) Do the right thing, because it's the right thing to do;
- (b) Invest to create devotion; and
- (c) Help people grow and prosper.

Examples of the behaviour that complies with the Company's values is set out below.

8.2 Do the right thing, because it is the right thing to do

One of the Company's key values is '*Do the right thing, because it is the right thing to do*'. Accordingly, Employees must:

- (a) act ethically, responsibly, fairly and honestly, with the utmost personal integrity and objectivity and in good faith in all their dealings with and for the Company;
- (b) treat all people with respect and courtesy; and

- (c) maintain business relationships in a way which is consistent with the principles of respect for others and fairness.

8.3 Help people grow and prosper

Another key value of the Company is to '*Help people grow and prosper*' and the Company is committed to creating a unified and inclusive culture that respects and celebrates the uniqueness of its staff members (refer to the Company's Diversity and Inclusion Policy for more information).

Accordingly, Employees must:

- (a) respect the dignity, rights and views of others, including different values, beliefs, cultures and religions;
- (b) value the contribution of the people you work with;
- (c) work co-operatively and encouraging contributions from all members of the team; and
- (d) take special care to maintain a professional relationship that does not cross boundaries or harm employees or customers.

9 Bullying, harassment and violent behaviour

Employees are required to treat fellow staff members, customers and other members of the public with respect.

The Company will not tolerate any of its Employees engaging in bullying, harassment, discrimination, victimisation or vilification of any other Employee.

Harassment (including sexual harassment) is any unwanted behaviour that might humiliate, offend, embarrass or intimidate another person. For example:

- (a) offensive or demeaning comments or jokes, even if the other person doesn't seem to mind and even if it is not intended to offend;
- (b) requesting, sending or showing sexual or offensive pictures or messages (including by phone or on social media);
- (c) unwelcome comments or questions about a person's appearance, sexual activities or private life;
- (d) unwelcome physical contact, such as shoulder massages or invading someone's personal space; and
- (e) persistently asking someone on a date after previous refusals.

The Company also has zero tolerance to violence in the workplace. Violent and aggressive behaviour will not be tolerated towards customers, other employees or members of the public.

Employees also do not have to tolerate violent and aggressive behaviour towards them and have the right to expect to work in a safe and healthy work environment. Where an Employee or Employees are exposed to an incident involving violence or aggression, the Company will provide the necessary support to individual staff members as required.

In the event an Employee believes their personal safety is at imminent risk they have the right to withdraw from an area or task. Employees are required to report incidents of violent or aggressive behaviour and Managers will investigate any incidents with a view to preventing or minimising the aggression and violence in the future. Managers are expected to provide leadership in eliminating bullying and other aggressive or coercive behaviours.

10 Company policies

This Code must be read in conjunction with the Company's policies. Employees are required to familiarise themselves and comply with all the Company's corporate governance and operational policies including:

- (a) Anti-bribery and Corruption Policy;
- (b) Whistleblowing Policy;
- (c) Securities Trading Policy;
- (d) Investor Relations Policy;
- (e) Continuous Disclosure and External Communications;
- (f) Diversity and Inclusion Policy; and
- (g) the Operational Code of Conduct.

Copies of these policies are available from www.investors.dominos.com.au.

11 Political contributions and activities

The Company maintains a position of impartiality with respect to party politics. Accordingly, the Company does not contribute funds to any political party, politician, or candidate for public office.

The Company does not prohibit Employees from making personal political contributions or participating in the political process as an individual.

However, Employees should not use their role with the Company for political interests at any time or engage in actions that could cause someone to believe that their actions reflect the views or position of the Company.

12 Environment

The Company is committed to doing business in an environmentally responsible manner and acting in ways which minimise adverse environmental impacts from the operation of its business.

If an Employee becomes aware of a practice or action that is not environmentally responsible or is in breach of applicable laws and regulations, they should report it to their line manager.

13 Community

The Company aims to be socially responsible and actively support the communities in which it operates. The Company supports and encourages Employees to actively contribute to the needs of the community.

14 Confidentiality

Confidential information received by an Employee in the course of his or her duties remains the property of the Company and should not be disclosed to any other person without the prior written consent of the Chairman unless the disclosure is required by law or in accordance with policies of the Company. Officers should respect the privacy of others.

Employees must protect proprietary, commercial and other information that is confidential to the Company. These obligations continue after the Employee's engagement with the Company ends.

15 Reporting breaches

If an Employee becomes aware of any breach of this Code, they are encouraged to report it in accordance with the procedures set out in the Company's Whistleblowing Policy. The Chairman is required to inform the Board of any material breaches of this Code.

16 Amendment and review

This Code 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.