



Domino's Pizza Enterprises Limited  
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ACN: 010 489 326  
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## Domino's Pizza Enterprises Limited Nomination, Culture and Remuneration Committee Charter

Effective 29 June 2021

### 1 Role of the Committee

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The Nomination, Culture and Remuneration Committee (**Committee**) is established by the board of directors (**Board**) of Domino's Pizza Enterprises Limited ACN 010 489 326 (**Company**) to review, evaluate and make recommendations to the Board in relation to the selection, appointment and remuneration practices of the Company.

### 2 Composition and administration

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#### 2.1 Composition

The Committee will be appointed by the Board and must, so far as is possible consist of:

- (a) a minimum of 3 members;
- (b) only non-executive directors;
- (c) a majority of directors who are independent; and
- (d) have an appropriate diversity of membership.

#### 2.2 Chairman

The Board will appoint one of the Committee's members, other than the Chairman of the Board, to serve as Committee Chairman. The Committee Chairman must be an independent director.

#### 2.3 Changes to Committee composition

The Board may appoint additional directors to the Committee or remove or replace members of the Committee by resolution.

#### 2.4 Term

The Board will confirm the Chairman of the Committee and Committee membership annually.

#### 2.5 Quorum

The quorum for any Committee meeting shall be two members.

#### 2.6 Meetings

- (a) The Committee will meet at least once per quarter and more often if deemed necessary by the Committee members to fulfil their role.
- (b) Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee Chairman, subject to an invitee not having a material personal interest in the matter being considered.

## 2.7 Appointment of Committee Secretary

- (a) The Committee Secretary will be the Company Secretary, or such other person as nominated by the Board.
- (b) The Committee Secretary will circulate minutes to members of the Committee and the Board as soon as practicable after each meeting.

## 2.8 Right to information

- (a) The Committee must be provided with sufficient information to carry out its roles and responsibilities, including access to adequate internal and external resources.
- (b) The Committee is entitled to request further information, interview HR and management and consult with expert advisors and consultants, at the expense of the Company, to seek expert advice where it considers it necessary to carry out its duties.

## 2.9 Reporting to the Board

Recommendations from the Committee to the Board will be included in the Board papers for the Board meeting next following a meeting of the Committee. In addition, the Committee Chairman may provide a brief report on any material matters arising out of a Committee meeting. All directors are permitted, during a Board meeting, to request information of the Committee.

## 2.10 Powers

The Committee has an advisory role to assist the Board and does not have any power to commit the Board to any recommendation or decision made by it except if it has express delegated authority from the Board.

# 3 Specific responsibilities of the Committee

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## 3.1 Nomination function

The Committee is established by the Board to review, evaluate and make recommendations to the Board in relation to:

- (a) developing and implementing plans to manage the succession of the Managing Director/Chief Executive Officer and other senior executives, and Board succession generally;
- (b) induction and continuing professional development programs for directors;
- (c) the development and implementation of a process for the review, evaluation and the performance of the Board, Board Committees and individual directors;
- (d) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board using the skills matrix approved by the Board (**Board Skills Matrix**) and, in light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- (e) reviewing and making recommendations to the Board for the composition and membership of the Board, including the appointment, election and re-election of directors, subject to the principle that a Committee member must not be involved in making recommendations to the Board in respect of themselves;
- (f) a process for determining the necessary and desirable competencies of Board members and the assessment of those competencies;
- (g) the appointment of the Managing Director/Chief Executive Officer and process for the evaluation of the Managing Director/Chief Executive Officer; and

- (h) the time commitment required from a non-executive director and whether directors are meeting that requirement.

### 3.2 Culture and diversity function

The Committee is established by the Board to review, evaluate and make recommendations to the Board in relation to:

- (a) the Company's organisation design, values and development of the key capabilities and culture necessary to ensure alignment with strategic objectives;
- (b) progress in fostering strong organisational engagement and a positive, values-based, inclusive culture;
- (c) people and culture strategies and initiatives, including annual employee engagement surveys and culture surveys and other indicators of organisational culture; and
- (d) other relevant people and culture matters identified from time to time, or as requested by the Board.
- (e) the objectives, strategy and policy of diversity and inclusion and setting measurable objectives for achieving diversity and inclusion on an annual basis; and
- (f) annually assess and report to the Board on:
  - (i) the diversity and inclusion policy to ensure it is operating effectively and whether any changes are required to the policy;
  - (ii) the Company's progress in achieving the diversity and inclusion policy's objectives including monitoring the achievement of the measurable objectives; and
  - (iii) confirmation of actions as a result of annual pay equity audits.

### 3.3 Remuneration function

- (a) The Committee is established by the Board of directors to annually review, evaluate and make recommendations to the Board in relation to:
  - (i) the remuneration packages to be awarded to senior executives;
  - (ii) the Board's exercise of discretion in relation to treatment of awards made under the Company's incentive plans;
  - (iii) superannuation arrangements for directors, senior executives and other employees;
  - (iv) the adoption of the remuneration report prepared in accordance with the *Corporations Act 2001* (Cth) for inclusion in the annual directors' report;
  - (v) whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees;
  - (vi) staff incentive plans, including long term and short term incentives, proposed by the Chief Executive Officer, including bonus, share and option plans, and the basis of their application amongst differing levels of staff;
  - (vii) salary, benefits and total remuneration packages of the Managing Director and other executives which require the approval of the Committee; and
  - (viii) employee succession planning to ensure the continuity and quality of management.

- (b) The Committee is established by the Board of directors to biennially review, evaluate and make recommendations to the Board in relation to the Company's remuneration framework for directors, including the process by which any pool of directors' fees approved by security holders is allocated to directors.
- (c) In respect of the Company's equity incentive plans in place from time to time:
  - (i) review and determine the performance hurdles and/or exercise conditions applicable to each member of the leadership team, or those executives which require the approval of the Committee;
  - (ii) review and approve amendments to the terms of the existing plans;
  - (iii) review and approve the terms of any trust deed applying in relation to the plans and of any amendment to any such trust deed; and
  - (iv) review the achievement of any performance hurdles and the vesting of any equity incentives.
- (d) The Committee is required, from time to time, to review, evaluate and if appropriate approve major changes and developments in the Group's remuneration policies, superannuation arrangements, personnel practices and industrial relations strategies.
- (e) The Committee is required to review, evaluate and make recommendations as required from time to time to the Board in relation to:
  - (i) the Company's recruitment, retention and termination policies and procedures for executive/senior management; and
  - (ii) any report on executive remuneration, which is required pursuant to any Listing Rule or legislative requirement or which is proposed for inclusion in the annual report.
- (f) The Committee will review and facilitate shareholder and other stakeholder engagement in relation to the Company's remuneration policies and practices.

## **4 Board procedures for the appointment of directors**

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### **4.1 Board Skills**

- (a) The Committee will undertake a regular assessment of the Board composition using the Board Skills Matrix to assess the skills and experience of each Director and the combined capabilities of the Board.
- (b) The Committee will also consider whether the directors as a group have the skills, knowledge and experience to deal with new and emerging business and governance issues.
- (c) The Committee will make recommendations to the Board as to further education or continuing professional development that may address gaps identified by the Committee.
- (d) The Committee will also arrange for Directors to receive briefings on material developments in law, regulations and accounting standards applicable to the Company.

### **4.2 Selection Criteria**

The selection criteria for the appointment and re-appointment of directors will generally be based on an analysis of the composition of the existing Board, its skill and experience, its independence requirements and its ambitions for the future having regard to the Board Skills Matrix.

#### 4.3 **Process for director appointments**

The Committee will adopt the following process:

- (a) consider the skills and experience of each director and the combined capabilities of the Board using the Board Skills Matrix and, taking into account any gaps identified during this assessment, determining the desired skill set of any new director;
- (b) consider the need to engage the services of an external consultant to broaden the selection of potential candidates for Board membership;
- (c) determine whether candidates comply with the Company's definition of independence;
- (d) If required, arrange for the candidate to undertake due diligence of the Company;
- (e) if required, undertake appropriate background checks (with the consent of the proposed director) before appointing a new Director including checks in relation to that person's character, experience, education, criminal record and bankruptcy history or request that the director execute a statutory declaration in the form set out in the ASX Listing Rules;
- (f) provide to the candidate a summary of Directors' and Officers' Insurance arrangement; and
- (g) ensure that a letter of appointment in accordance with the ASX Corporate Governance Principles and Recommendations is executed.

#### 4.4 **Process for assessment of independent directors**

Each director will, prior to their appointment, provide to the Company sufficient information to allow the Board to adequately assess the independence of the director. Directors should ensure that updated information is provided to the Board if circumstances relating to the assessment of their independent status changes.

#### 4.5 **Induction program**

The Committee will adopt a program to induct new directors. The induction will include as a minimum, the provision of a package of briefing materials comprising:

- (a) the latest strategic and business plans and current material issues facing the Company;
- (b) applicable corporate governance policies and procedures;
- (c) minutes of past Board meetings for at least 3 months prior to the date of appointment; and
- (d) directors and officers insurance details.

### **5 Remuneration policy**

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#### 5.1 **Remuneration policy**

The Company considers that its performance depends on the quality of its directors and executives. Accordingly, remuneration structures must be designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

## 5.2 Remuneration principles

Remuneration is accordingly set to the following principles:

- (a) no individual may be involved directly in determining their remuneration. Any person present at a Committee or Board meeting must excuse themselves from that meeting while their remuneration is considered;
- (b) incentive payments for executives are related to Company performance, individual performance against goals, market conditions and independent expert advice (where appropriate) and may include equity incentives granted at the discretion of the Board;
- (c) incentive payments should not reward conduct that is contrary to the Company's values and/or the risk appetite set by the Board; and
- (d) remuneration for non-executive directors is determined by the Board within a maximum amount determined by shareholders from time to time at the Annual General Meeting.

## 6 Performance evaluation

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The Committee will undertake an annual self-assessment process which includes:

- (a) comparing of the Committee's practices with its charter requirements;
- (b) identifying any enhancements to the Committee Charter; and
- (c) implementing practices designed to enhance the Committee's effectiveness.

## 7 Charter Review

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This Charter will be reviewed, and, if appropriate, updated by the Board on the recommendation from the Committee every 2 years.