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24 August 2022

The Manager

Market Announcements Office

Australian Securities Exchange

4<sup>th</sup> Floor, 20 Bridge Street

SYDNEY NSW 2000

Dear Sir

**Corporate Governance Statement for the year ended 03 July 2022**

Please find attached for immediate release to the market the Corporate Governance Statement for the year ended 03 July 2022.

For further information, contact Nathan Scholz, Head of Investor Relations at [investor.relations@dominos.com.au](mailto:investor.relations@dominos.com.au) or on +61-419-243-517.

Authorised for lodgement by the Board.

**Craig Ryan**

**Company Secretary**

**END**



**2022**

**CORPORATE  
GOVERNANCE  
STATEMENT**

**Domino's Pizza Enterprises Limited**

## Corporate governance statement

### OVERVIEW

Corporate Governance is an important matter to Domino's Pizza Enterprises Limited ("DPE", "Group" or the "Company") and the Board of Directors (the "Board").

The Board and management strongly support the principles of good corporate governance, and believe that strong corporate governance practices provide the foundations for effective decision-making and accountability, which lead to long-term sustainability.

The Board endorses the 4<sup>th</sup> edition of the Australian Securities Exchange ("ASX") Corporate Governance Council's Corporate Governance Principles and Recommendations ("ASX Principles").

In developing the appropriate corporate governance practices, the Group takes into account all applicable legislation and recognised standards, which include but are not limited to the *Corporations Act 2001* (Cth) ("Corporations Act"), the ASX listing rules and ASX Principles.

Set out below is a table describing the various ASX Principles and statements as to the Company's compliance or otherwise with them. Terms used in the table have the meanings given to them in the ASX Principles unless otherwise defined

Principle No.	Best practice recommendation	Compliance	Reason for non-compliance
<b>Principle 1 – Lay solid foundations for management and oversight</b>			
1.1	A listed entity should have and disclose a board charter setting out: <ul style="list-style-type: none"> <li>- the respective roles and responsibilities of its board and management; and</li> <li>- those matters expressly reserved to the board and those delegated to management.</li> </ul>	Yes.	Not applicable
1.2	A listed entity should: <ul style="list-style-type: none"> <li>- undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election as a director; and</li> <li>- provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</li> </ul>	Yes. Refer to page 7.	Not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes. Refer to page 6.	Not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes. Refer to page 6.	Not applicable
1.5	A listed entity should: <ul style="list-style-type: none"> <li>- have and disclose a diversity policy;</li> <li>- through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally;</li> <li>- disclose in relation to each reporting period: <ul style="list-style-type: none"> <li>▪ the measurable objectives set for that period to achieve gender diversity;</li> <li>▪ the entity's progress towards achieving those objectives; and</li> <li>▪ either: <ul style="list-style-type: none"> <li>○ the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</li> <li>○ if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</li> </ul> </li> </ul> </li> </ul>	Yes.	Not applicable

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

Principle No.	Best practice recommendation	Compliance	Reason for non-compliance
1.6	A listed entity should: <ul style="list-style-type: none"> <li>- have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>- disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</li> </ul>	Yes. Refer to page 13.	Not applicable
1.7	A listed entity should: <ul style="list-style-type: none"> <li>- have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</li> <li>- disclose for each reporting period whether a performance evaluation was undertaken in accordance with that process during or in respect of that period.</li> </ul>	Yes. Refer to page 13.	Not applicable
<b>Principle 2 – Structure the Board to add value</b>			
2.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>- have a nomination committee which: <ul style="list-style-type: none"> <li>▪ has at least three members, a majority of whom are independent directors; and</li> <li>▪ is chaired by an independent director,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>▪ the charter of the committee;</li> <li>▪ the members of the committee; and</li> <li>▪ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>- if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</li> </ul>	The Company is currently in compliance with this recommendation.  Refer to pages 9 to 10 and to page 97 of the Annual Report.	Not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	Yes. Refer to page 6.	Not applicable
2.3	A listed entity should disclose: <ul style="list-style-type: none"> <li>- the names of the directors considered by the board to be independent directors;</li> <li>- if a director has an interest, position or relationship of the type described in Box 2.3 of the ASX Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</li> <li>- the length of service of each director.</li> </ul>	Yes. Refer to page 7 and page 91 of the Annual Report.	Not applicable
2.4	A majority of the board of a listed entity should be independent directors.	Yes. Refer to page 7	Not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Mr Cowin, a non-independent director chairs the board. Refer to page 8.	The benefits of Mr Cowin's extensive food retailing and corporate governance experience outweigh the disadvantages of any lack of independence – Refer to page 8
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the	Yes. Refer to page 8.	Not applicable

Principle No.	Best practice recommendation	Compliance	Reason for non-compliance
	skills and knowledge needed to perform their role as directors effectively.		
<b>Principle 3 – Promote ethical and responsible decision-making</b>			
3.1	A listed entity should articulate and disclose its values.	Yes. Refer to page 12.	Not applicable
3.2	A listed entity should: <ul style="list-style-type: none"> <li>- have and disclose a code of conduct for its directors, senior executives and employees; and</li> <li>- ensure that the board or a committee of the board is informed of any material breaches of that code.</li> </ul>	Yes. Refer to page 12.	Not applicable
3.3	A listed entity should: <ul style="list-style-type: none"> <li>- have and disclose a whistleblower policy; and</li> <li>- ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</li> </ul>	Yes. Refer to page 12.	Not applicable
3.4	A listed entity should: <ul style="list-style-type: none"> <li>- have and disclose an anti-bribery and corruption policy; and</li> <li>- ensure that the board or a committee of the board is informed of any material breaches of that policy.</li> </ul>	Yes. Refer to page 13.	Not applicable
<b>Principle 4 – Safeguard integrity in financial reporting</b>			
4.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>- have an audit committee which: <ul style="list-style-type: none"> <li>▪ has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>▪ is chaired by an independent director, who is not the chair of the board,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>▪ the charter of the committee;</li> <li>▪ the relevant qualifications and experience of the members of the committee; and</li> <li>▪ in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>- if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</li> </ul>	Yes. Refer to pages 10 to 11 and page 97 of the Annual Report.	Not applicable
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes. The Board has received the declaration. Refer to pages 11 and 18.	Not applicable
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes. Refer to page 16.	Not applicable
<b>Principle 5 – Make timely and balanced disclosure</b>			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rules 3.1.	Yes. Refer to pages 15 to 15..	Not applicable
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes. Refer to page 16.	Not applicable
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes. Refer to page 16.	Not applicable
<b>Principle 6 – Respect the rights of shareholders</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes. Refer to page 17.	Not applicable

Principle No.	Best practice recommendation	Compliance	Reason for non-compliance
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes. Refer to page 17.	Not applicable
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes. Refer to page 17.	Not applicable
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes.	Not applicable
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes. Refer to page 17.	Not applicable

#### Principle 7 – Recognise and manage risk

7.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>- have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>▪ has at least three members, a majority of whom are independent directors; and</li> <li>▪ is chaired by an independent director,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>▪ the charter of the committee;</li> <li>▪ the members of the committee; and</li> <li>▪ as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;</li> </ul> or</li> <li>- if it does not have a risk committee or committees that satisfy above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</li> </ul>	The Audit and Risk Committee performs this function. Refer to pages 10 to 11 and page 97 of the Annual Report.	Not applicable
7.2	The board or a committee of the board should: <ul style="list-style-type: none"> <li>- review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</li> <li>- disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	Yes. Refer to pages 10 and 17 to 18.	Not applicable
7.3	A listed entity should disclose: <ul style="list-style-type: none"> <li>- if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>- if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</li> </ul>	Yes. Refer to page 11.	Not applicable
7.4	A listed entity should disclose whether it has any material exposure to environmental or social sustainability risks and, if it does, how it manages or intends to manage those risks.	Yes. Refer to pages 17 to 18 and page 95 of the Annual Report..	Not applicable

#### Principle 8 – Remunerate fairly and responsibly

8.1	The board of a listed entity should: <ul style="list-style-type: none"> <li>- have a remuneration committee which: <ul style="list-style-type: none"> <li>▪ has at least three members, a majority of whom are independent directors; and</li> <li>▪ is chaired by an independent director,</li> </ul> and disclose: <ul style="list-style-type: none"> <li>▪ the charter of the committee;</li> <li>▪ the members of the committee; and</li> <li>▪ as at the end of each reporting period, the number of times the committee met throughout the period and the</li> </ul> </li> </ul>	Yes. Refer to pages 9 to 10 and page 97 of the Annual Report.	Not applicable
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Principle No.	Best practice recommendation	Compliance	Reason for non-compliance
	individual attendances of the members at those meetings; or - if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes. Refer to pages 99 to 125 of the Annual Report.	Not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: - have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and - disclose that policy or a summary of it.	Yes. Refer to pages 99 to 125 of the Annual Report	Not applicable

The Board has adopted a Corporate Governance Charter, a Code of Conduct for all staff and a comprehensive set of Board policies regarding Independence and Conflicts of Interest, Risk Management, Board Performance Evaluation, Group Chief Executive Officer Performance Evaluation, Continuous Disclosure, Diversity, External Communications and Securities Trading, Investor Relations, a Nomination, Culture and Remuneration Committee Charter and an Audit and Risk Committee Charter, Whistleblowing, and Anti-Bribery and Corruption to assist in the discharge of its Corporate Governance responsibilities. See Company's website under the investor section.

The Board has in place Corporate Governance practices that it considers to be the most appropriate for DPE. The Board also recognises that Corporate Governance is not a static matter, and needs reviewing regularly as DPE evolves.

This statement describes the main Corporate Governance practices in place during the reporting period and the policies that were in place at that time.

## ROLES OF THE BOARD, MANAGEMENT AND COMPANY SECRETARY

### Board

The Board is responsible for guiding and monitoring DPE on behalf of shareholders. While at all times the Board retains full responsibility, in discharging its stewardship it makes use of committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board. The Board seeks to identify the expectations of shareholders, as well as other regulatory obligations. In addition, the Board is also responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

The Board is responsible, and primarily accountable to the shareholders, for the effective Corporate Governance of the Company. The Board is responsible for directing management to optimise the Company's performance and increase shareholder wealth by:

- providing leadership and strategic direction;
- overseeing management's implementation of the Company's strategic objectives;
- approving the annual operating budget;
- appointing the chair;
- appointing and appraising, and where necessary, replacing the Managing Director/Group Chief Executive Officer and other senior executives;
- ensuring that there are adequate plans and procedures for succession planning;
- ensuring a clear relationship between performance and executive directors' and executives' compensation;
- ensuring that the performance of senior executives (including executive directors) is monitored and evaluated;
- approving and monitoring major capital expenditure programs;
- monitoring the operating and financial performance of the Company;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- overseeing the Company and developing key Company policies, including its control and accountability systems;
- ensuring compliance with laws, regulations, appropriate accounting standards and corporate policies (including the Code of Conduct);
- ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;

- ensuring that the market and shareholders are fully informed of all material developments concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
- recognising the legitimate interests of stakeholders.

To assist the Board with carrying out its responsibility and functions, certain powers have been delegated to management, including the authority to undertake transactions and incur expenditure on behalf of the Group up to specified thresholds.

## Management

Management is specifically responsible for:

- implementing the strategic objectives and operating within the risk appetite set by the Board and for all other aspects of the day to day running of the Company; and
- Providing the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

## Company Secretary

The Company Secretary is responsible for:

- advising the Board and its committee members on governance matters;
- monitoring that board and committee policies and procedures are followed;
- co-ordinating the timely completion and despatch of board and committee papers;
- ensuring that the business at board and committee meetings is accurately captured in the minutes; and
- helping to organise and facilitate the induction and professional development of directors.

The Company Secretary is accountable directly to the Board, through the Chair. Each director is able to communicate directly with the Company Secretary and vice versa.

## Letters of appointment

Non-executive directors receive formal letters of appointment setting out the key terms, conditions, the term of appointment, time commitment, special duties, remuneration, superannuation entitlement, the requirement to disclose the directors' interests and matters affecting independence, requirement to comply with key corporate policies, the Company's policy on when directors may seek independent professional advice, circumstances in which the director's office becomes vacant, indemnity and insurance arrangements, ongoing right of access to corporate information, ongoing confidentiality obligations and expectations of their appointment.

Executive directors and senior executives are engaged under written employment agreements setting out the terms as outlined above and their roles and responsibilities, the person or body to whom they report, the circumstances in which their service may be terminated and termination entitlements (if applicable).

## Board and Committee Meetings

The Board held 9 formal meetings during the year. Attendance at the FY22 Board and Committee meetings is detailed on page 97 of the Annual Report.

## BOARD SKILLS MATRIX

The Board's Nomination, Culture and Remuneration Committee undertakes a regular assessment of Board composition using a skills matrix to assess the skills and experience of each director and the combined capabilities of the Board. The results of the assessment are considered in the context of the Group's operations and strategy and enables the identification of particular competencies and perspectives that will best increase the Board's effectiveness. The skills matrix is an important, but not the only, basis of criteria applying to director appointments.

The Board skills matrix sets out the mix of skills, experience and expertise that the Board currently has and is looking to achieve in its membership. The areas addressed in the Board skills matrix are:

- **(Industry specific experience)** retail and food sectors and international business
- **(Strategic leadership)** experience in the development and oversight of corporate and business strategy and business growth and development, both organically and by acquisition
- **(Risk management)** oversight of risk frameworks to identify and manage risks
- **(Market and customer knowledge)** product development, sales and marketing
- **(Business leadership and development)** successful career at senior executive level in a large and complex organisation
- **(Financial acumen)** accounting, internal and external reporting, audit, capital markets and corporate finance
- **(Legal and compliance)** oversight of legal obligations
- **(Technology and digital)** experience in IT infrastructure and the ability to adapt to digital change and innovation
- **(Corporate governance)** commitment to strong corporate governance
- **(Human resources and executive remuneration)** oversight of remuneration policy and framework



The Board considers that its current members collectively have an appropriate mix of skills that enable it to discharge its responsibilities and deliver the Company's strategy and corporate objectives. In particular, the Board considers that each director has sufficient time available to undertake their responsibilities and they each demonstrate that they understand and commit to high standards of governance and have an ability and preparedness to question and challenge constructively and deal with complex issues.

The Board will continue to assess whether its collective levels of skills and experience remain appropriate having regard to the Company's circumstances and strategic direction. To the extent that any relevant skills are not directly represented on the Board, they are able to be augmented through management and external advisers.

### **CRITERIA FOR BOARD MEMBERSHIP**

The Board actively seeks to ensure it has an appropriate mix of diversity, skills, experience and expertise to enable it to discharge its responsibilities effectively.

For directors appointed by the Board, the Board will consider the range of skills and experience required in light of:

- the strategic direction and progress of the Company;
- the current composition of the Board (taking into account any 'gaps' identified during an assessment of the Board skills matrix); and
- the need for independence.

The appointment of directors follows a process during which the full Board assesses the necessary and desirable competencies of potential candidates and considers a number of candidates before deciding on the most suitable candidate for appointment.

Appropriate recruitment processes, enquiries and background checks are carried out to satisfy the Board that the candidate is of sound character and has the relevant attributes required by the Board to be a director of the Company.

Confirmation is sought from prospective directors that they would have sufficient time to fulfil their duties as a director.

At the time of appointment of a new non-executive director, the key terms and conditions of their appointment, the Board's responsibilities and the Company's expectations of the director are set out in a letter of appointment.

When candidates are submitted to shareholders for election or re-election, the Company includes in the notice of meeting all information in its possession that is material to the decision whether to elect or re-elect the candidate.

### **STRUCTURE OF THE BOARD**

At the date of this report, the Board comprises seven directors and includes:

- one non-executive director (Chairman);
- one executive director (Managing Director); and
- five independent non-executive directors.

The qualifications, skills, experience and dates of appointment of each Board member are detailed on pages 12 to 13 of the Annual Report. The compensation paid to DPE's directors for the year ended 3 July 2022 is set out in the Annual Report on pages 99 and 125.

### **Independence of Directors**

All directors, whether independent or not, are required to act in the best interests of the Group and to exercise unfettered and independent judgment.

The Group considers that an independent director is a non-executive director who is free of any business or other relationship that could materially interfere or be perceived to materially interfere with the exercise of his or her judgment and ability to act in the Group's best interests.

When assessing the independence of a director, the Board considers the matters set out in Box 2.3 of the ASX Principles. Materiality is assessed on a case-by-case basis from the perspective of both the Company and the director, and consideration is given to both qualitative and quantitative factors.

At each Board meeting the Board requires each independent director to disclose any new information which could, or could reasonably be perceived to, impair the director's independence. To further assist in ensuring that the Board operates independently of management, non-executive directors meet as required in the absence of management.

The Board is cognisant of the need to monitor the effect of length of tenure on a director's actual or perceived independence. However, the Board does not believe that it should establish an arbitrary limit on tenure.

In assessing the independence of Mr Grant Bourke, Ms Lynda O'Grady, Ms Ursula Schreiber, Ms Doreen Huber and Mr Tony Peake, the Board (without any of those directors present) considered whether their tenure had impacted on their independence. It was determined that each of those directors remained able to bring an independent mind to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally. The valuable contribution of each director based on their expertise, judgement, industry knowledge and understanding of the Company's operations was also noted and considered a significant asset of the Board. Accordingly, each of Messrs Bourke and Peake and Mses O'Grady, Schreiber and Huber have been assessed as independent.

Mr Jack Cowin does not satisfy one of the criteria under the ASX Principles to be considered independent because of his relationship with the major shareholder, Somad Holdings Pty Ltd (**Somad**). Somad's ultimate shareholder is MMJS Trust, which is a trust for the benefit of Mr Cowin's adult children (and their controlled entities). The Trustee of the MMJS Trust is Mr Ross Ledger and Mustang Co Pty Ltd ACN 635 345 087 (**Mustang**) (a company controlled by the Chairman). Consequently, Mr Cowin and Mustang have a relevant interest in the shares in the Company held by Somad.

The Board (excluding Mr Cowin due to his personal interest) unanimously considers that the benefits of Mr Cowin's involvement as a director and Chairman, significantly outweighs non-compliance with this aspect of the ASX Principles. Mr Cowin has extensive food retailing and corporate governance experience and makes an invaluable contribution to the Company.

The Group considers that its Board comprises a majority of independent non-executive directors who have extensive commercial experience and bring independence, accountability and judgement to the Board's deliberations to ensure maximum benefit to shareholders and employees.

### **Conflicts of interest**

Directors must take all reasonable steps to avoid any actual, potential or perceived conflicts of interests. This is a matter for ongoing and active consideration by all directors, and any director who has a material personal interest in a matter relating to the Group's affairs must notify the other directors of that interest. Except as permitted by the Corporations Act, directors with a material personal interest in a matter being considered by the Board may not be present when that matter is being considered and may not vote on the matter.

### **Director induction and continuing education**

Directors are expected to maintain knowledge and skills required to discharge their duties and obligations.

All new directors participate in an induction process co-ordinated by the Company Secretary, which assists in providing a smooth transition for new Board members. The induction process for non-executive directors includes briefing on strategy, financial, operational and risk management matters, the Group's governance framework, its culture and values and key developments in the Group and the sectors and environments in which it operates.

All directors are provided with all relevant corporate governance materials and policies and are given access to the Group's external and internal auditors. Management also provides briefing sessions on operational matters and updates on legal, corporate and financial and tax developments. The Group also provides other professional development opportunities for directors to develop and maintain their skills and knowledge needed to perform their role as directors effectively.

### **Re-election of Directors**

In accordance with DPE's Constitution, at each AGM of DPE, there must be an election of directors. A director (other than an exempt Managing Director) may not hold office for a continuous period of more than three years or past the third annual general meeting following the director's appointment, whichever is the longer, without submitting for election or re-election. If no director would otherwise be required to submit for election or re-election but the Listing Rules require that an election be held, the director to retire at the annual general meeting is the director who has been longest in office since their last election, but, as between persons who were last elected on the same day, the one to retire is (unless they otherwise agree between themselves) determined by ballot. All retiring directors are eligible for re-election.

The Board does not regard nominations for re-election as being automatic but rather as being based on the individual performance of directors and the needs of the Company. Before business to be conducted at the AGM is finalised, the Board discusses the performance of directors standing for re-election in the absence of those directors. Each director's suitability for re-election is considered on a case-by-case basis, having regard to individual performance.

### **BOARD'S ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

All Directors have complete and open access to management through the Chairman, Group CEO or the Company Secretary. In addition to regular presentations by management to the Board and Board Committee meetings, Directors may seek briefings from management on specific matters. Where appropriate, the Board also seeks additional information by consulting with external advisers.

Agendas for Board meetings include all matters operational, financial, strategic and compliance which are important to DPE. Whilst most agenda items have a degree of detail and background information included in the pre-meeting papers, a few items may be listed on the agenda as discussion points. Papers are distributed to Board members in a timely manner prior to each meeting of the Board.

To enable the Company's Board and its committees to fulfil their roles, it is considered appropriate that Directors may obtain independent experts' advice at DPE's expense, within specified limits, after first indicating to the Chairman the nature of the advice to be sought and the party from whom the advice is to be sought. The Chairman will ensure that the party from whom the advice is to be sought has no conflict with DPE in providing that advice.

## **BOARD COMMITTEES**

The Board has established three committees to assist in the execution of its responsibilities. Together the committees play a significant role by focusing in more detail on specific areas of the Company's operations and governance framework, which assists in strengthening the Board's oversight of the Group.

During the reporting period, the following committees were in place:

- Nomination, Culture and Remuneration Committee;
- Audit and Risk Committee; and
- Disclosure Committee.

The Board has adopted a charter for the Nomination, Culture and Remuneration Committee and the Audit and Risk Committee setting out its responsibilities and composition. The responsibilities and composition of the Disclosure Committee is set out in the Company's Continuous Disclosure and External Communications Policy.

Each committee reports to the Board and makes recommendations to the full Board for its consideration as appropriate. Details of each of these committees are discussed below.

## **NOMINATION, CULTURE AND REMUNERATION COMMITTEE**

The Board has established a Nomination, Culture and Remuneration Committee, which comprised each of the directors except the Chairman and the Managing Director. The majority of the Committee are independent directors.

### **Purpose of the Committee**

The purpose of the committee is to review, evaluate and make recommendations to the Board in relation to the selection, appointment and remuneration practices of the Company.

### **Committee Charter**

The Committee has a Charter to govern its operations – see <https://investors.dominos.com.au/corporate-governance>.

The Charter is reviewed every two years, and, if appropriate, updated by the Board on recommendation from the Committee.

### **Composition**

The Nomination, Culture and Remuneration Committee will consist of a minimum 3 non-executive directors. The majority of members should be independent directors.

### **Membership of the Committee**

Committee members are appointed by the Board. The members of the Committee are Messrs Bourke and Peake and Meses O'Grady, Schreiber and Huber. Mr Peake and Ms Huber were appointed to the Committee on 14 February 2022. The chair is Ms Schreiber, an independent director. Details of the qualifications and experience of the members and their attendance at Committee meetings during the reporting period are detailed in the Annual Report.

### **Duties and Responsibilities of the Committee**

The principal responsibilities of the Committee, during the reporting period, were:

In relation to nominations:

- Board succession planning generally;
- induction and continuing professional development;
- development and implementation of a process for evaluating the performance of the Board, its committee and directors;
- the process of recruiting a new director;
- the appointment and re-election of directors;

- succession planning of the Group CEO and other senior executives; and
- setting out the committee's role and powers.

In relation to remuneration, to review and make recommendations to the Board in relation to:

- the remuneration framework for directors, including the process by which any pool of director's fees approved by security holders is allocated to directors;
- the remuneration packages to be awarded to senior executive and other employees;
- equity-based remuneration plans for senior executive and other employees;
- superannuation arrangements for directors, senior executives and other employees; and
- whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees.

Each member of the Committee has the right to seek advice from external consultants or specialists.

The Nomination, Culture and Remuneration Committee's role includes the review, evaluation, and recommendation of matters relating to culture, including:

- the Company's organisation design, values and development of the key capabilities and culture necessary to ensure alignment with strategic objectives;
- progress in fostering strong organisational engagement and a positive, values-based, inclusive culture; and
- people and culture strategies and initiatives, including annual employee engagement surveys and culture surveys and other indicators of organisational culture.

## **AUDIT AND RISK COMMITTEE**

The Board has established an Audit and Risk Committee under a charter which provides for it to comprise:

- at least three members;
- entirely non-executive independent directors of DPE; and
- has a Chairman, who is not Chairman of the Board of DPE.

### **Purpose of the Committee**

During the reporting period, the Audit and Risk Committee supported the Board by maintaining oversight of the Group's internal control systems, compliance with applicable laws and regulations, and application of accounting policies and procedures designed to maintain integrity in external financial disclosure and reporting.

An Audit and Risk Committee is required by the Company under ASX Listing Rule 12.7.

### **Committee Charter**

The Committee has a Charter to govern its operations – see <https://investors.dominos.com.au/corporate-governance>.

The Charter is reviewed every two years, and, if appropriate, updated by the Board on recommendation from the Committee.

### **Membership of the Committee**

Committee members are appointed by the Board. Under the Committee's Charter, members will have a range of diverse and yet complementary skills and will be financially literate. The members of the Committee during the reporting period were Messrs Bourke and Peake and Mses Schreiber and O'Grady. The chair is Mr Bourke, an independent director. Particulars of their qualifications and experience are set out in pages 12 and 13 of the Annual Report.

Membership of the Committee, details of their qualifications and experience and their attendance at Committee meetings during the reporting period are detailed on pages 12 to 13 of the Annual Report.

### **Duties and Responsibilities of the Committee**

The Committee advises the Board on all aspects of internal and external audit, the adequacy of accounting and risk management procedures, systems, control and financial reporting.

For the reporting period, specific audit and reporting responsibilities included:

- recommending to the Board the appointment, re-appointment and removal of external auditors;
- monitoring the independence of the external auditors;
- recommending and supervising the engagement of the external auditors and monitoring auditor performance;
- reviewing the effectiveness of management information and other systems of internal control;
- reviewing all areas of significant financial risk and arrangements in place to contain those to acceptable levels;
- reviewing significant transactions that are not a normal part of the Company's business;
- reviewing the fees proposed for the audit work to be performed;
- monitoring the internal controls and accounting compliance with the Corporations Act, ASX Listing Rules, reviewing external audit reports and ensuring prompt remedial action;

- reviewing the Company's full year ASX Appendix 4E, Annual Report and half-year Appendix 4D, prior to submission to the Board; and
- monitoring the effectiveness of the Group's risk and compliance internal controls and systems in accordance with the Risk Management Policy.

In addition to the above, the Audit and Risk Committee's role also includes:

- **(assisting Board on risk management)** making recommendations to the Board in respect of the Group's exposure to significant risks; risk management planning, implementation and monitoring; and changes to risk appetite;
- **(Identifying and monitoring risk exposures)** regularly considering and monitoring the Group's exposure to significant risks (including economic, environment and social risks) including by receiving reports from:
  - management - on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks (including conduct risk, digital disruption, cyber security, privacy and data breaches, sustainability and climate change); and
  - internal audit - on its reviews of the adequacy of the Group's processes for managing risk;
- **(risk management planning)** overseeing the development by management of risk management plans for the Group, monitoring the implementation of approved risk management plans across the Group (including whether it is operating within the risk appetite set by the Board) and reporting to the Board;
- **(link risk with remuneration)** consulting with and making recommendations to the Nomination, Culture and Remuneration Committee as necessary, to maintain the linkage between risk and remuneration;
- **(investigations)** reviewing material incidents that have occurred involving fraud or a break-down of the Group's risk controls (including overseeing investigations of allegations of material fraud);
- **(anti-corruption and whistleblower policy)** reviewing anti-bribery and anti-corruption and whistleblower policies and monitoring the Group's process for ensuring employees are aware of these policies and dealing with matters raised by employees under these policies;
- **(insurance)** evaluating and making recommendations to the Board in relation to the structure and adequacy of the Group's insurance program having regard to the Group's businesses and the insurable risks associated with its businesses;
- **(legal compliance)** reviewing the procedures in place to ensure compliance with relevant legislative and regulatory requirements in all jurisdictions (including insider trading laws, continuous disclosure obligations and other best practice corporate governance processes) and monitoring compliance with those requirements; and
- **(disclosure)** ensuring completion of the Company's annual corporate governance statement as required by ASX Governance Principles and Recommendations and, reviewing and making recommendations to the Board in relation to the risk disclosures in the Company's annual report.

In carrying out these functions, the Committee maintains unobstructed lines of communication between the Committee, the internal auditors, the external auditors and DPE's management and has the power to seek advice from external consultants or specialists where the committee believes it is appropriate.

As part of its agenda, the Audit and Risk Committee meets with the external auditors at least twice during the year, with a portion of the meetings in the absence of all management.

#### **Rotation of the External Audit Engagement Partners**

The Corporations Act has introduced a five-year rotation requirement for audit partners. DPE's external auditor, Deloitte Touche Tohmatsu has an internal policy which is consistent with this requirement.

#### **Independence of the External Auditor**

The Committee considers annually any non-audit services provided by the external auditor to determine whether the provision of those non-audit services is compatible with the independence of the external auditor. Policies are in place to restrict the type of non-audit services which can be provided by the external auditor. The Committee also considers issue such as auditor independence generally and the relative benefit of the current tenure of its external auditor.

#### **Internal audit**

Ernst & Young has been engaged to undertake, on a periodic basis, an independent and objective internal audit review function charged with evaluating, testing and reporting on the adequacy and effectiveness of DPE's internal control, risk management and governance systems and processes.

This internal audit function is independent of management and has full access to all Group entities, records and personnel. The internal auditors provide reports to the Audit and Risk Committee.

During this reporting period, key risks and issues addressed by the internal audit function included a review of compliance in relation to personal expenditure reimbursements.

#### **Group Chief Executive Officer and Group Chief Financial Officer sign-off to the Board in respect of DPE's financial statements**

The Board has received a joint declaration from the Group Chief Executive Officer (“Group CEO”) and the Group Chief Financial Officer (“Group CFO”) that:

- in their opinion the financial records of the Group have been properly maintained in accordance with the Corporations Act;
- in their opinion the financial statements and notes comply with the appropriate accounting standards and give a true and fair view of financial position and performance of the Group; and
- their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The experience and qualifications of members of the Audit and Risk Committee are set out in the Annual Report. Membership of and attendance at 2022 Committee meetings are detailed in the Directors’ Report on page 97 of the Annual Report.

## ACTING ETHICALLY AND RESPONSIBLY

### Vision, mission and values

At DPE, our vision, mission and values are:

<b>Purpose</b>	Our pizza bring people closer
<b>Values</b>	<ul style="list-style-type: none"> <li>• Be generous and provide joyful experiences</li> <li>• Crush convention</li> <li>• Do the right thing, because it’s the right thing to do</li> <li>• Invest to create devotion</li> <li>• Help people grow and prosper</li> </ul>

### Code of conduct

#### ETHICAL VALUES

The Board has a Code of Conduct which sets the standards to which each director, senior executive and employee will adhere whilst conducting their duties. During the reporting period, the Code required directors, executives and employees, amongst other things, to:

- act honestly, in good faith and in the best interests of the Company as a whole;
- act with high standards of personal integrity;
- comply with the laws and regulations that apply to the Company and its operations;
- not knowingly participate in any illegal or unethical activity;
- not enter into any arrangements or participate in any activity that would conflict with the Company’s best interests or that would be likely to negatively affect the Company’s reputation;
- not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- not take advantage of their position or the opportunities arising therefrom for personal gain; and
- report unlawful or unethical behaviour to the Chairman.

See <https://investors.dominos.com.au/corporate-governance>.

#### WHISTLEBLOWER POLICY

The Company and its subsidiaries are committed to a culture of corporate compliance, honest and ethical behaviour and strong corporate governance. To foster this culture, the Company encourages its staff and external partners who have knowledge of, or reasonable suspicions of, any incident or reportable conduct to report the matter through the appropriate channels at their earliest opportunity. The Company recognises the importance of ensuring a safe, supportive and confidential environment where people feel confident about reporting wrongdoings and are supported and protected throughout the process.

The Company has adopted a Whistleblower policy during the reporting period. The Company’s Whistleblower Policy sets out a number of matters including:

- examples of the types of conduct that may be reported under the policy;
- how to make a whistleblowing disclosure;
- whom disclosures may be made to;
- measures taken to ensure the confidentiality of the identity of the whistleblower;
- how the whistleblower is protected from detriment;
- how investigations will be carried out;

- that training will be provided to staff in relation to their rights and obligations under the Whistleblower Policy;
- that training of key staff will be provided in relation to their obligations under the policy (including how to respond to protected disclosures); and
- that the policy will be reviewed from time to time by the Audit and Risk Committee to ensure that it remains effective and meets best practice standards and the needs the Company and its subsidiaries.

The Board will receive periodic reports containing summary information in relation to concerns raised under the Whistleblower Policy. This may include, for example, a summary of the number, nature and outcome of matters that have been raised under the Whistleblower Policy. The Board may also be provided with additional information about any material incidents raised. Information received by the Board will be de-identified as required.

A copy of the Company's Whistleblower Policy can be found on the Company's website – see: <https://investors.dominos.com.au/corporate-governance>.

## **ANTI-BRIBERY AND CORRUPTION POLICY**

The Company and its subsidiaries are committed to preventing bribery and corruption, operating within the laws of each jurisdiction in which it does business and operating in a way that is consistent with its code of conduct and the expectations of shareholders. The Company also respects the provisions of the Organisation for Economic Cooperation and Development Convention on Combating Bribery and the US Foreign Corrupt Practices Act.

The Company has adopted an Anti-Bribery and Corruption policy during the reporting period. This policy sets out a number of matters including:

- an acknowledgment that bribery and corruption can not only attract serious criminal and civil penalties but also have a significant adverse impact on the Company's reputation;
- prohibiting the bribery of public officials (including the giving of secret commissions to persons acting in an agency or fiduciary capacity);
- the controls on political donations;
- reference to the Company's Entertainment, Gifts and Hospitality policy which controls the giving and accepting of gifts including entertainment and hospitality;
- that additional training will be provided to senior management where necessary to ensure that team members which may be exposed to bribery and corruption understand how to recognise and deal with it;
- the responsibility of team members to report instances of bribery, corruption and any suspicious conduct or wrongdoing; and
- providing that the Audit and Risk Committee will review the policy from time to time to ensure that it remains effective and meets best practice standards and the needs of the Company and its subsidiaries.

The Board will receive periodic reports containing summary information in relation to concerns raised under Anti-Bribery and Corruption Policy. This may include, for example, a summary of the number, nature and outcome of matters that have been raised under Anti-Bribery and Corruption Policy. The Board may also be provided with additional information about any material incidents raised.

A copy of the Company's Anti-Bribery and Corruption Policy can be found on the Company's website – see: <https://investors.dominos.com.au/corporate-governance>

## **BOARD AND BOARD COMMITTEE AND SENIOR EXECUTIVE PERFORMANCE EVALUATION**

A formal review of Board, individual director and Committee performance is undertaken annually by the Chairman. The Chair of the Audit and Risk Committee undertakes an annual performance evaluation of the Chairman. All reviews include open discussions by the Board of the results of the evaluations.

The performance of senior executives (except the Group CEO) is periodically evaluated and monitored by the Group CEO and measured against agreed key performance indicators. The performance of the Group CEO is periodically reviewed and monitored by the Chairman and measured against agreed key performance indicators.

Performance evaluations of the Board, each director, the Board Committees and senior executives (including the Group CEO) have occurred in the reporting period in accordance with the procedures described above. No governance changes arose from the evaluations.

## **DIVERSITY AND INCLUSION POLICY**

Diversity is an important aspect of the Company's success. DPE has adopted a Diversity and Inclusion Policy which aims to ensure that DPE can meet its commitments to building and maintaining a diverse workforce and achieving inclusion at all levels of the Company.

In accordance with its Diversity and Inclusion Policy, the Board had adopted measurable objectives for achieving gender diversity in Australia. Those measurable objectives, and the performance against those objectives for the 2022 financial year, are outlined in the following table:

Objective	Initiatives to facilitate achievement of the objective	Status of the objective <sup>(i)</sup>
Maintain a fair and balanced level of participation by women in Corporate Services <sup>(ii)</sup> .	A diversity support program has been initiated by DPE.	Ongoing – as at 3 July 2022, 49% of the Corporate Services staff were women.
Maintain a balanced level of participation by women as in-store staff.	As part of the program equal employment treatment is to be given without regard to gender.	Ongoing – as at 3 July 2022, 56% of the in-store staff were women, 15% of delivery drivers were women.
Increase the level of participation by women in management at regional and store level.	Under the diversity support program, equal treatment is to be given in training and promotion.	Ongoing – as at 3 July 2022, the following proportions of women are in management: <ul style="list-style-type: none"> <li>• State Managers – 20%;</li> <li>• Regional Managers – 13%; and</li> <li>• Store Managers – 23%.</li> </ul> Ongoing – as at 3 July 2022 9 Management promotions were awarded to women.
Objective	Initiatives to facilitate achievement of the objective	Status of the objective <sup>(i)</sup>
Achieve a high parental leave return rate.	The Company has implemented a parental leave policy for full and part-time employees in Corporate Services.	Ongoing – For the year ending 3 July 2022, the Company achieved a 100% parental leave return rate.

(i) The statistics are in respect of Australia only.

(ii) Corporate Services means staff working at the Company's Australian head office.

The following table shows the proportional representation of men and women at various levels within the Company's Australian workforce in 2022:

Role	Women (%)
Non-executive directors	50%
Leadership team members	33%
Other	30%
Total in the whole organisation	30%

During the reporting period, there was at least 43% representation of women on the Board. Currently, there are 6 non-executive directors and 3 are women.

The Company understands that diversity is a larger dimension than just gender and includes matters of age, disability, ethnicity, marital or family status, religious or cultural background. The Company ensures that the recruitment and selection practices (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered and that there are no conscious or unconscious biases that might discriminate against certain candidates.

A copy of the Company's Diversity and Inclusion Policy can be found on the Company's website – see:

<https://investors.dominos.com.au/corporate-governance>

### Workplace Gender Equality

The *Workplace Gender Equality Act 2012* (the **WGE Act**) puts a focus on promoting and improving gender equality and outcomes for both women and men in the workplace. All non-public sector employers with 100 or more employees are required to report annually under the WGE Act.



The Company has submitted its 2022 report to the Workplace Gender Equality Agency. A copy of this report can be found in the Investors section of the Company's website: <https://investors.dominos.com.au/corporate-governance>

## **SECURITIES TRADING POLICY**

The Company has adopted a securities trading policy that imposes certain restrictions on officers, employees and franchisees trading in the securities of the Company as required under ASX Listing Rule 12.9. The restrictions have been imposed to prevent inadvertent contraventions of the insider trading provisions of the Corporations Act.

The key aspects of the securities trading policy are:

- trading whilst in the possession of material price-sensitive information is prohibited;
- trading is permitted without approval in the three-week period after the release to the ASX of the half-yearly and annual results, the end of the AGM or at any time the Company has a prospectus open, but only if they have no inside information and the trading is not for short-term or speculative gain; and
- trading in other circumstances is generally only permitted if the person is personally satisfied that they are not in possession of inside information and they have obtained approval. Permission will be given for such trading only if the approving person is satisfied that the transaction would not be contrary to law, for speculative gain or to take advantage of inside information.

DPE's price-sensitive information is information which a reasonable person would expect to have a material effect on the price or value of DPE's securities.

The policy also covers secured lending arrangements. The Company's policy is that senior executives must not enter into secured lending arrangements involving the Company's securities or use their shares as collateral for secured lending arrangements without the prior written approval of the Chairman (or if the Chairman is unavailable, the Chair of the Audit and Risk Committee).

## **CONTINUOUS DISCLOSURE AND EXTERNAL COMMUNICATIONS POLICY**

DPE values open and transparent communication with all stakeholders, including shareholders. The Company understands the importance of providing relevant information as quickly and efficiently as possible to shareholders.

The Corporations Act and the ASX Listing Rules require the Company to promptly disclose to the market matters which could be expected to have a material effect on the price or value of its shares.

### **Continuous Disclosure and External Communications Policy**

The Company has adopted a continuous disclosure and external communications policy so as to comply with its continuous disclosure obligations and to maintain the market integrity and efficiency of its shares— see <https://investors.dominos.com.au/corporate-governance>.

During the reporting period, the Company's continuous disclosure and external communications policy set out a number of matters including:

- the role of the Disclosure Committee (see below);
- how market releases and media announcements are reviewed and authorised for release;
- the measures the Company has put in place to maximise the protection of Confidential Information;
- how the market should be briefed;
- the process for discussions and meetings with analysts and investors; and
- how the Company will try to avoid the emergence of a false market in the Company's securities.

## **Accountabilities and responsibilities**

Every employee has an obligation and responsibility to comply with the Company's continuous disclosure obligations. If an employee becomes aware of information which they believe could be material, the employee must advise the Disclosure Committee of that information.

## **Disclosure Committee**

The Board has established a Disclosure Committee with responsibility for ensuring compliance with the Company's continuous disclosure obligations. The Disclosure Committee comprises the Chairman, Managing Director, Chief Financial Officer and the Company Secretary (or their delegates). The Head of Investor and Government Relations has a standing invitation to attend any meetings of the Disclosure Committee.

All ASX and media releases are to be approved by the Disclosure Committee except for:

- materially significant announcements which must be approved by the Board (including significant profit upgrades or downgrades, trading halt or suspension requests, strategic acquisitions or divestments and other matters determined by the Managing Director or Disclosure Committee to be significantly material to the Company);
- certain urgent releases which may be approved by the Chairman or (Chair of the Audit and Risk Committee, if the Chairman is not available) and advised to all directors prior to release; and
- administrative releases not containing materially price sensitive information (such as disclosure of directors' interests and substantial holder notices).

## **Company Secretary's role**

For administrative convenience, DPE has nominated the Company Secretary as the person responsible for communications with the ASX. In addition, the Company Secretary has responsibility for overseeing and co-ordinating disclosure of information to the ASX. The Company Secretary is also responsible for:

- ensuring that the Board receives copies of all material announcements after they have been made; and
- preparing a record of Disclosure Committee discussions, including documenting all decisions made by the Disclosure Committee.

## **Disclosure principle**

In order to ensure DPE meets its obligations of timely disclosure of such information, DPE adheres to the following practice:

Immediate notification to the ASX of information concerning DPE that a reasonable person would expect to have a material effect on the price or value of DPE's securities as prescribed under Listing Rule 3.1, except where such information is not required to be disclosed in accordance with the exception provisions of the ASX Listing Rules.

## **External communications**

Under the Company's continuous disclosure and external communications policy, only the Chairman, Managing Director or those DPE employees who have been authorised by the Chairman or Managing Director can speak on behalf of the Company to the media, analysts or investors. DPE will not disclose price-sensitive information to any investor or analyst before formally disclosing the information to the market.

## **Unaudited periodic corporate reports**

The Company's process for verifying unaudited periodic corporate reports is as follows:

- reports are prepared by, or their preparation is supervised by, subject matter experts;
- material statements are reviewed for accuracy and material requirements; and
- before being published, the reports must be reviewed and approved by either the Disclosure Committee or the Board.

## **Release of briefing materials/media releases**

All draft DPE media releases and external presentations are reviewed by senior management (with input from external legal counsel where appropriate) to determine if they are subject to the continuous disclosure requirements. The purpose of that review is to ensure:

- the factual accuracy of any information;
- there is no material omission of information; and
- that the information will be disclosed in a timely manner.

As a result of that review, any written material containing price-sensitive information to be used in briefing media, institutional investors or analysts, is referred to the Disclosure Committee or the Board and must be lodged with the ASX prior to the brief commencing. As soon as practicable after confirmation of receipt by the ASX, the briefing material is posted to DPE's corporate website.

Under the Company's continuous disclosure and external communications policy for the reporting period, all slides and presentations used are to be released to ASX. All new and substantive investor or analyst presentations is released to the ASX ahead of such presentations.

## INVESTOR RELATIONS POLICY

The Board aims to ensure that DPE's shareholders are informed of all major developments affecting the Company's state of affairs. DPE has an investor relations policy – see <https://investors.dominos.com.au/corporate-governance>. Information is communicated to shareholders through:

- **Annual reporting** – the Corporations Act allows annual reports to be provided via the Company's website. All shareholders can elect to receive a hard copy of the full Annual Report.
- **Company announcements** – DPE endeavours to post announcements on its corporate website the same day they are released to the ASX;
- **General meetings** – DPE encourages shareholders to attend and participate in DPE's AGM to canvass relevant issues of interest by scheduling the AGM at an appropriate time and CBD location (or online). If shareholders are unable to attend the AGM personally, they are encouraged to participate through the appointment of a proxy or proxies. Notices of meeting are accompanied by explanatory notes to provide shareholders with information to enable them to decide whether or not to attend and how to vote upon the business of the meeting;
- **Annual General Meetings** – At the AGM, shareholders have a reasonable opportunity to ask the external auditor questions in relation to the conduct of the audit and the preparation and the content of the Auditor's Report;
- **Investor relations programme** – DPE investor relations program which is designed to facilitate effective two-way communication with investors. At any time, including ahead of the AGM, shareholders are able to contact DPE or its share registrar, Link Market Services Limited ("Link"), by mail, telephone, email or online via the Link Investor Centre portal. Shareholders may choose to receive communications from, and send communications to, DPE and Link electronically; and
- **Company website** - The corporate website is located at <http://investors.dominos.com.au> and contains:
  - the full financial statements of DPE;
  - all media releases made to the ASX by DPE. Each media release posted to the website clearly shows the date it was released to the market;
  - a Company profile;
  - contact details for DPE's head office; and
  - copies of corporate governance policies.

## Attendance of the external auditor at the DPE AGM

It is both DPE's policy and the policy of the auditor for the lead audit engagement partner to be present at the AGM to answer questions about the conduct of the audit and the preparation and content of the Auditors' Report. These policies are consistent with the Corporations Act. Shareholders attending the AGM are made aware that they can ask questions of the auditor concerning the conduct of the audit.

## RISK MANAGEMENT POLICY

The Board recognises risk management and internal compliance are key elements of strong corporate governance. The Audit and Risk Committee is responsible for monitoring the effectiveness of the Group's risk and compliance internal controls and systems. It regularly considers and monitors the Company's exposure to significant risks, and makes recommendations to the Board in respect of monitoring such findings, including strategic and operational improvements in risk management planning and implementation and insurance strategies.

The Board, through the Audit and Risk Committee, adopts a framework for risk management which recognises that the Company is engaged in activities, which necessarily demand that the Company take certain usual business, entrepreneurial and operational risks. Accordingly, and in the interests of the enhanced performance of the Company, the Board embraces a responsible approach to risk management, as a risk-aware Company, but not necessarily a risk-averse one. The risk management framework is reviewed on an annual basis by the Audit and Risk Committee to satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. A risk management review was completed during FY22.

Specifically in managing risk, the Company and the Board adopts a framework which adheres to the following principles:

- When considering new strategies or projects, management analyse the major risks of those opportunities being secured or being lost and considers appropriate strategies for minimising those risks where they are identified;
- The Company will, when thought prudent by the Group CEO or the Board, take appropriate external advice to determine the best way to manage a particular risk;
- Financial risk will be managed by the whole of the Board working closely with the Group CEO and the Group CFO to ensure that the financial statements and other financial reporting are rigorously tested prior to submission to audit;
- To complement risk management by the Company, appropriate insurances are put in place and advice taken from the Company's brokers or insurers where necessary to cover the usual extraordinary risks which arise in the circumstances of the Company; and

- The Company's approach to risk management, and the effectiveness of its implementation, is reported by exception to the Board at least annually and as such has been undertaken during this reporting period.

Through the use of its internal review function, the management of the Company has reported to the Board that the risk management policies adopted by the Company are the best to manage the material business risks of each part of the Company's business operations.

The Board has received formal assurance from the Group CEO and the Group CFO in the declaration provided in accordance with section 295A of the Corporations Act that the financial statements give a true and fair view of the financial position and performance of the Company.

### **ASX Corporate Governance Recommendations**

During the reporting period, the Company considers that the above Corporate Governance practices comply with the ASX Principles, except as set out above. The information required to be disclosed by those recommendations is found both in this Corporate Governance Statement and in the Annual Report on pages 12 and 13 and in the Directors' Report on pages 91 to 125 of the Annual Report.