



Domino's Pizza Enterprises Limited
ABN 16 010 489 326

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Domino's Pizza Enterprises Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Domino's Pizza Enterprises Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm on Monday, 7 November 2016 at Cinema B, Gallery of Modern Art (GOMA), Stanley Place, Cultural Precinct, South Bank, Brisbane, Queensland 4101 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and exercised no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

STEP 2

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Paul Burgess Cave as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Renewal of proportional takeover bid provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3

DMP PRX1601C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Saturday, 5 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Domino's Pizza Enterprises Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

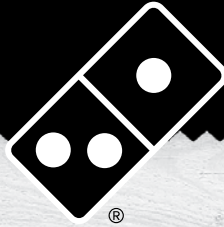
delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



NOTICE OF

ANNUAL GENERAL MEETING

TO BE HELD AT CINEMA B, GALLERY OF MODERN ART (GOMA)
STANLEY PLACE, CULTURAL PRECINCT, SOUTH BANK, BRISBANE, QUEENSLAND 4101

DATE MONDAY, 7 NOVEMBER 2016
TIME 3.00PM (BRISBANE TIME)
PLACE CINEMA B, GALLERY OF MODERN ART (GOMA)
STANLEY PLACE,
CULTURAL PRECINCT,
SOUTH BANK, BRISBANE,
QUEENSLAND, AUSTRALIA, 4101

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Domino's Pizza Enterprises Limited (the **Company**) will be held at Cinema B, Gallery of Modern Art (**GOMA**), Stanley Place, Cultural Precinct, South Bank, Brisbane, Queensland 4101, Australia commencing at 3.00pm (Brisbane time) on Monday, 7 November 2016.

AGENDA

1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and the Auditor for the financial year ended 3 July 2016.

2. Resolution 1 - Adoption of Remuneration Report

To consider and, if thought appropriate, pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the *Corporations Act 2001*:

'That the Remuneration Report for the year ended 3 July 2016 be and is hereby adopted.'

Notes:

- (1) This resolution is advisory only and does not bind the Company or the directors.
- (2) If 25% or more of votes cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

Voting Exclusion Statement

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel.

unless:

- (c) the person:
 - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
 - (ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
- (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

3. Resolution 2 – Re-election of Paul Burgess Cave as Non-Executive Director

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

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

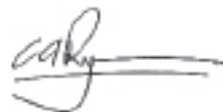
4. Resolution 3 - Renewal of proportional takeover bid provisions

To consider and, if thought appropriate, pass the following resolution as a special resolution:

'That the proportional takeover provisions in clause 28 of the Constitution be and are hereby renewed for the three year period from 2 December 2016 up to and including 1 December 2019.'

Dated: 2 October 2016

By order of the Board



Craig Ryan

Company Secretary

- 1 Under regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7.00pm (Sydney time) on Saturday 5 November 2016. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the **enclosed** proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the *Corporations Act 2001* and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit) by delivery to the Company's share registry:
 - By fax:**
(02) 9287-0309 (this is a dedicated line for proxy forms only)
 - Online:**
www.linkmarketservices.com.au
There are instructions on the back of the proxy on how to vote online
 - By delivery:**
Level 12, 680 George Street
SYDNEY NSW 2000
Or
1A Homebush Bay Drive
Rhodes NSW 2138
 - By post:**
Domino's Pizza Enterprises Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY NSW 1235
Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 8 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Resolution in Resolution 1.
- 9 A person appointed as proxy may vote or abstain from voting as he or she thinks fit, except in the following circumstances:
 - 9.1 The proxy holds a Directed Proxy Form;
 - 9.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - 9.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 10 Paragraph 9.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 11 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
- 12 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, including Remuneration Resolutions.
- 13 The following definitions apply in this document:
 - Closely Related Party** means the closely related parties of Key Management Personnel as defined in the *Corporations Act 2001*, and includes certain members of their family, dependants and companies they control.
 - Directed Proxy Form** means a proxy form which specifies how the proxy is to vote.
 - Key Management Personnel** of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 3 July 2016.
 - Remuneration Resolution** means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 1 in this Notice of Meeting.
 - Undirected Proxy Form** means a proxy form which does not specify how the proxy is to vote.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 7 November 2016. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

1. Financial Statements and Reports

As required by law, the financial report, Directors' report and Auditor's report are laid before the AGM. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. There is no requirement however for members to approve the reports.

The Auditor will be present to answer audit-related questions from shareholders and will respond to any relevant written questions provided these are submitted to the Company no later than five business days prior to the Annual General Meeting.

2. Resolution 1 - Remuneration Report

The remuneration report of the Company for the financial year ended 3 July 2016 is set out in the Company's 2016 Annual Report.

The remuneration report sets out the Company's remuneration arrangements for directors, including the Managing Director, and the Company's employees. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the meeting.

By law, the Company is required to put the remuneration report to a vote by members at the Annual General Meeting. The vote on the resolution is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 1.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

As the Directors have a personal interest in the proposed Resolution 1, they make no recommendations as to how shareholders should vote on the Resolution.

EXPLANATORY MEMORANDUM

3. Resolution 2 - Re-election of Paul Burgess Cave as Non-Executive Director

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

Mr Cave AM is the Chairman and Founder of BridgeClimb since 1998. Mr Cave and the BridgeClimb business have been highly recognised by the tourism and business community in Australia and internationally. Mr Cave was cited in the Queen's Birthday Honours 2010 for his services to the tourism industry. He has also been awarded the National Entrepreneur of the Year (Business Award) in 2001, and the Australian Export Heroes Award in 2002-03. Mr Cave is a current University of New South Wales (UNSW) Advisory Council Member, and UNSW Alumni Leader. Mr Cave has worked in marketing and general management roles for B&D Roll-A-Door and also founded the Amber Group, selling his interest to management in 1996. Mr Cave is an independent Non-executive Director of Lovisa Holdings Limited. He holds a Bachelor of Commerce from the University of NSW.

Mr Cave has been a non-executive director of the Company since March 2005 and was last re-elected in 2013. The Board's policy on independence is set out in the Corporate Governance Statement in the 2016 Annual Report.

The Board (without Mr Cave being present) has considered the influence of the length of Mr Cave's tenure on his actual or perceived independence and has determined that despite his tenure Mr Cave brings an independent mind to bear on issues before the Board and makes a valuable contribution in the best interests of the Company and shareholders as a whole.

Accordingly, if elected, the Board will consider Mr Cave as an independent director.

The Directors (with Mr Cave abstaining) recommend that you vote in favour of this Resolution 2.

4. Resolution 3 - Renewal of proportional takeover bid provisions

Proportional takeover provisions

A proportional takeover bid is one under which an offer is made for only a proportion of each shareholder's shares.

Clause 28 of the Constitution prohibits the registration of a transfer of shares under a proportional takeover bid unless and until an ordinary resolution approving the bid is passed by the relevant shareholders.

The proportional takeover provisions were last approved and renewed at the 2013 Annual General Meeting.

The existing proportional takeover approval provisions will automatically cease to have effect after 1 December 2016, unless renewed by special resolution of the shareholders. If renewed, the provisions contained in clause 28 of the Constitution will operate on the same basis for a further three years up to and including 1 December 2019.

Effect of proportional takeover provisions proposed to be renewed

The effect of the proportional takeover provisions is that, if a proportional takeover bid is made to shareholders, the Directors are required to seek shareholder approval for such takeover bid at least 14 days before the last day of the bid period.

The resolution approving the bid must be passed by more than 50% of the votes cast on the resolution. The bidder and any associate of the bidder will be excluded from voting.

If the resolution is not passed, all offers under the bid are taken to be withdrawn and each binding takeover contract for the bid is rescinded. If the resolution is passed, the transfers must be registered if they comply with the *Corporations Act 2001* and the Company's Constitution.

If no resolution has been voted on to approve the bid in the required timeframe, a resolution is taken to have been passed approving the bid.

The proportional takeover provisions do not apply to full takeover bids and will only apply until 1 December 2019, unless renewed again by a special resolution passed by shareholders.

EXPLANATORY MEMORANDUM

Reasons for renewing proportional takeover provisions

The Directors consider that shareholders should continue to have the opportunity to decide whether or not a proportional takeover bid is acceptable and should be allowed to proceed.

Without the proportional takeover provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their shares. Shareholders therefore may be exposed to the risk of being left as a minority in the Company and of the bidder taking control of the Company without paying an adequate premium for gaining control.

Review of advantages and disadvantages of provisions during current period

There have been no full or proportional takeover bids for the Company while the provisions have been in operation. Accordingly, there is no example against which the advantages or disadvantages of the provisions for the Directors and shareholders may be assessed.

However, the Directors consider there have been no disadvantages to shareholders arising from the inclusion of the provisions in the Constitution and believe that the potential advantages of the provisions operating for the next three years outweigh the possible disadvantages.

Potential advantages of renewal - shareholders

The proportional takeover provisions ensure that all shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed.

The provisions may help shareholders avoid being locked in as a minority and avoid a bidder acquiring control of the Company without paying an adequate control premium. The provisions may assist in ensuring that any future proportional takeover bid is structured to be attractive to a majority of independent shareholders. It may also be argued that knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the bid when determining whether to accept or reject the offer.

Potential disadvantages of renewal - shareholders

However, the approval provisions may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This, in turn, may reduce opportunities for shareholders to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price.

It may also be argued that the provisions constitute an additional restriction on the ability of shareholders to deal freely with their shares.

Potential advantages and disadvantages of renewal - Directors

There are no specific advantages or disadvantages for Directors (in their capacity as Directors of the Company) of the proportional takeover provisions. Accordingly, the Directors remain free to make their own recommendation to shareholders as to whether a proportional takeover bid should be accepted.

Present acquisition proposals

At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

A copy of the Company's Constitution is available on request to the Company.

The Directors consider that it is in the best interest of shareholders to have the right to vote on a proportional takeover bid and therefore unanimously recommend that you vote in favour of this Resolution 3.





DOMINO'S PIZZA ENTERPRISES LIMITED

ACN 010 489 326

Level 5 KSD1 485 Kingsford Smith Drive Hamilton QLD 4007

TELEPHONE +61 (0) 7 3633 3333