

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Domino's Pizza Enterprises Limited

ABN

16 010 489 326

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Further to the Appendix 3B dated 13 August 2013, 1,864,758 fully paid ordinary shares (New Shares) will be issued under the retail component of the accelerated, renounceable entitlement offer (the Entitlement Offer) described in the announcement and investor presentation lodged with ASX on 13 August 2013 (ASX Materials). |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The New Shares will have the same terms as existing fully paid ordinary shares. |

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, the New Shares will rank equally with existing fully paid ordinary shares from the date of allotment.</p> <p>However, New Shares issued pursuant to the Entitlement Offer will not be entitled to receive the 15.4c per share dividend that was paid on 13 September 2013.</p>
5	Issue price or consideration	\$10.20 per New Share
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds from the Entitlement Offer are expected to be \$156 million and will be used to partially fund the acquisition of a 75% equity interest in Domino's Pizza Japan, Inc.</p> <p>Please refer to the ASX Materials.</p>
6a	<p>Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of ⁺ securities issued without security holder approval under rule 7.1	N/A
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	N/A

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	18 September 2013	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		85,855,713	Fully paid ordinary shares
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		90,000	Exercise prices effective from 20 September 2013 Options granted in April 2009, expiring on 31 August 2014 and exercisable at \$2.83;

+ See chapter 19 for defined terms.

400,000	Options granted in November 2011, expiring on 2 November 2017 and exercisable at \$5.83;
386,667	Options granted in November 2011, expiring 12 months after vesting date (on or about 10 August 2014) and exercisable at \$5.83;
500,000	Options granted in November 2012, expiring on 2 November 2017 and exercisable at \$8.97;
416,667	Options granted in November 2012, expiring 12 months after vesting date (on or about 10 August 2015) and exercisable at \$8.97.
1,793,334	TOTAL OPTIONS
One	Performance Share which may convert in 2015 into a maximum of 376,140 DMP ordinary shares and a minimum of a Marketable Parcel of DMP shares

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) See page 28 of the investor presentation.

Part 2 - Pro rata issue

11 Is security holder approval required? No, shareholder approval is not required for the Entitlement Offer.

12 Is the issue renounceable or non-renounceable? Renounceable

13 Ratio in which the +securities will be offered The entitlement ratio for existing shareholders is 5 New Shares for every 23 existing fully paid ordinary shares held at the record date for the Entitlement Offer.

14 +Class of +securities to which the offer relates Fully paid ordinary shares

15 +Record date to determine entitlements 7:00pm (AEST) 16 August 2013

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	For the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, Canada, China, European Economic Area – Belgium, Denmark, Germany, Luxembourg and Netherlands, France, Hong Kong, Ireland, Japan, Norway, Singapore, Switzerland, United Arab Emirates, and United Kingdom. For the retail component of the Entitlement Offer, all countries other than Australia and New Zealand.
19	Closing date for receipt of acceptances or renunciations	For the institutional component of the Entitlement Offer – 14 August 2013. For the retail component of the Entitlement Offer – 6 September 2013.

+ See chapter 19 for defined terms.

20	Names of any underwriters	Morgan Stanley Australia Securities Limited
21	Amount of any underwriting fee or commission	2% of the proceeds of the fully-underwritten component of the Entitlement Offer (being the gross proceeds less the commitment from Somad Holdings Pty Limited) plus a \$240,000 management fee.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus is being prepared in connection with the Entitlement Offer. A retail offer document and personalised entitlement and acceptance form was sent to eligible shareholders on or about 20 August 2013.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of	N/A

+ See chapter 19 for defined terms.

their entitlements (except by sale through a broker)?

33 +Issue date

18 September 2013.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A

39 +Class of +securities for which quotation is sought

N/A

+ See chapter 19 for defined terms.

<p>40 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>N/A</p>				
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another ⁺security, clearly identify that other ⁺security)</p>	<p>N/A</p>				
<p>42 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="710 1030 1013 1064">Number</th> <th data-bbox="1013 1030 1302 1064">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="710 1064 1013 1254">N/A</td> <td data-bbox="1013 1064 1302 1254">N/A</td> </tr> </tbody> </table>	Number	⁺ Class	N/A	N/A
Number	⁺ Class				
N/A	N/A				

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:*CA Ryan*..... Date: 18 September 2013
(~~Director~~/Company secretary)

Print name: Craig Ryan

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+ See chapter 19 for defined terms.