

DOMINO'S PIZZA, INC.



CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. Organization and Governance of the Committee. There shall be a committee of the Board of Directors to be known as the Compensation Committee (the "Committee"). The Committee shall, subject to the New York Stock Exchange Rules, consist of not less than three members of the Board of Directors (the "Board"), each of whom shall satisfy the independence requirements of the New York Stock Exchange and shall be appointed by the Nominating and Corporate Governance Committee of the Board. Members of the Committee may be removed at the Board's discretion. In addition, each member of the Committee shall qualify as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code and shall be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- action may be taken by the Committee upon the affirmative vote of a majority of the members;
- any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting;
- action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- the Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee.

II. Statement of Purpose. The Compensation Committee shall provide assistance to the Board in fulfilling its responsibility to the stockholders, potential stockholders, and investment community relating to compensation of the Company's top executive officers and the Company's Board of Directors as well as certain aspects of compensation of the Company's employees in general. In so doing, it is the responsibility of the Compensation Committee to maintain free and open means of communication between the directors and the company's management.

III. Goals and Responsibilities of the Committee. It shall be the goal and responsibility of the Committee to undertake the following:

- Review and approve on an annual basis the corporate goals and objectives with respect to compensation of the CEO. The Committee shall evaluate, at least once per year, the CEO's performance with respect to these established goals and objectives and based on these evaluations, shall set the CEO's annual compensation, including salary, bonus, incentive and equity compensation;
- Review and approve on an annual basis the evaluation process and compensation structure for the Company's senior executive officers and to make recommendations to the Board, as necessary, with respect to the compensation of other executive officers of the Company. The Committee shall approve the annual compensation, including salary, bonus, incentive and equity compensation all officers and team members whose base salary exceeds \$300,000;
- Make recommendations to the Board or approve awards to employees and others who are in a position to contribute significantly to the success of the Company under the Company's various incentive compensation and other stock-based plans in effect from time to time;
- Make recommendations to the Board with respect to targets for bonus plans;
- Recommend to the Board compensation, if any, of the Board;
- Review the Company's incentive compensation and other stock-based plans and make recommendations to the Board regarding changes to such plans or the adoption of new employee incentive compensation plans and equity-based plans and administer the Company's existing incentive compensation plans and equity-based plans;
- Prepare and publish an annual report on executive compensation for inclusion in the Company's annual proxy statement in accordance with the proxy rules;
- Review and approve expense accounts of CEO;
- Review budget and expenses of Company owned aircraft;
- Review at least annually the adequacy of its charter and recommend any proposed changes to the Board;
- Report its actions and any recommendations to the Board on a periodic basis and, at a minimum, after each Committee meeting and shall conduct and present to the Board an annual self-evaluation and;

- Annually, as part of the Committee self-evaluation, review the length and frequency of meetings.

IV. Powers of the Committee.

- The Committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. When it is determined by the Committee that a consulting firm (or other expert) is to assist in the assessment of the CEO or other senior executive officer compensation or in the Company's director compensation, the Committee shall have the authority to retain and terminate such firm or experts and approve the consulting firm or other expert's fee and other retention terms.