DOMINO'S PIZZA, INC.

Corporate Governance Principles

Domino's first guiding principle is "We demand integrity." Domino's success is driven by its strong commitment to personal and professional integrity. The following principles and our Board Committee Charters provide the framework for the governance of Domino's Pizza. The Domino's Board recognizes that corporate governance standards are evolving and, accordingly, is committed to reviewing these corporate governance principles at least annually.

I. Role of the Board of Directors and Management

Domino's business is conducted by its team members, managers and officers, under the direction of the Chief Executive Officer (CEO) and the oversight of the Board of Directors. The Board exercises its business judgment to represent the best interests of the Company and its stockholders and to maximize the value of the Company. The Board has the responsibility to regularly monitor and advise on the effectiveness of management's strategy, policies and decisions. Both the Board and management recognize how the long term interests of stockholders are advanced by responsibly considering the interests of the Company's team members, customers, suppliers, service providers, communities where it operates and the public at large.

II. Selection and Composition of Board of Directors

(a) *Board Membership Criteria.* Our directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the stockholders. Our Board should reflect a range of talents, skills, diversity, and expertise to provide sound and prudent guidance with respect to the operations and interests of Domino's.

Our Board members must be able to dedicate the time necessary for the diligent performance of their duties, including preparing for and attending board and applicable committee meetings. In this respect, directors with full-time jobs should not serve on the boards of more than three other public companies. We believe that no person should serve on more than five other boards of public companies in addition to the Domino's Board, provided, however, that this restriction shall not apply to those Directors with full-time jobs that require the Director to serve on the boards of other companies.

(b) *Selection of New Directors.* The Board of Directors is responsible for nominating members to be presented for election by the stockholders. The Nominating and Corporate Governance Committee, with input from the Chair and the Chief Executive Officer, is responsible for identifying and reviewing candidates for director positions and submitting proposed nominees to the Board. Stockholders may propose nominees for directors by following the process provided in the Company's bylaws.

(c) *Extending Invitation to Potential Director.* The invitation to join the Board should be extended by the Board of Directors and communicated by the Chair of the Board.

(d) *Board Leadership.* A Chair of the Board of Directors is elected annually from among the directors by the Board of Directors. The Board will determine, in light of the best interests of the Company, whether an independent director, as defined below, or a team member or former team member of the Company should serve as the Chair.

(e) *Size of the Board.* The Board should neither be too small to maintain the needed expertise and independence nor too large to be efficiently functional. Our Board will consist of no less than 3, nor more than 10, directors, although we periodically review the appropriate size and mix of the Board in light of our stated objectives below.

(f) *Director Independence.* The Board of Directors believes that, subject to the New York Stock Exchange Listing Standards, at least a majority of the members of our Board of Directors should be independent.

The Board of Directors will determine annually whether or not each director is independent by assessing each director's direct or indirect material relationship with Domino's Pizza, Inc. The Nominating and Corporate Governance Committee is responsible for assessing director independence on an annual basis and making recommendations to the Board of Directors. To assist in determining whether a director has a material relationship with Domino's Pizza, Inc., the Board of Directors has adopted the following standards defining an "independent" director as one who:

- does not receive, and has not received in any twelve month period during the previous three years, and has no immediate family members who receive or have received in any twelve month period during the previous three years, more than $120,000 in direct compensation from Domino's Pizza, Inc., other than director and committee fees and pension or other forms of deferred compensation for prior service that is not contingent in any way on continued service;

- has not been employed by Domino's Pizza, Inc. in the previous three years and has no immediate family members who have been employed by Domino's Pizza, Inc. as an officer in the previous three years;

- is not, and in the previous three years has not been, affiliated with or employed in a professional capacity by a present or former external or internal auditor of Domino's Pizza, Inc., and has no immediate family members who have been affiliated with or employed in a professional capacity by a present or former external or internal auditor of Domino's Pizza, Inc. in the previous three years;

- is not, and in the previous three years has not been, and has no immediate family members who are or have been, employed as an executive officer by a company for which an executive officer of Domino's Pizza, Inc. serves on the compensation committee of such company; and

- is not an executive officer or an employee, and has no immediate family member who is an executive officer, of another company that accounts for the greater of $1,000,000 or 2% of Domino's Pizza, Inc.'s consolidated gross revenues or for which Domino's Pizza, Inc. accounts for the greater of $1,000,000 or 2% of such other company's consolidated gross revenues in any of the previous three years.

An immediate family member is defined as the director's spouse, parents, children, siblings, mothers-, fathers-, sons-, daughters-, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such director's home.

An independent director must be free of any other relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a director.

All future non-employee directors will be independent**.**

Members of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee may not receive, directly or indirectly, any fees from Domino's Pizza, Inc. other than those described below under "Board Compensation Policy and Stock Ownership." No independent director or immediate family member of an independent director may provide personal services for compensation to Domino's Pizza, Inc.

(g) *Non-Independent Directors.* The Board of Directors believes members of senior management, in addition to our Chief Executive Officer, and other individuals who may not meet the above definition of independence, may be valuable directors. The Board of Directors believes that it may be beneficial to the discharge of their duties as directors for senior managers that do not serve on the Board of Directors to nonetheless attend board meetings on an invited basis.

(h) *Directors Who Change Their Job Responsibility.* When a director's principal occupation or business association changes during his or her tenure as a director, that director will tender his or her resignation from the Board of Directors. The Board of Directors does not believe that such directors should necessarily leave the Board. There should, however, be an opportunity for the Board of Directors to determine whether to accept a director's resignation in this circumstance. The Nominating and Corporate Governance Committee will make a recommendation to the Board with respect to the director's continued membership after evaluating, among other things:

- the director's past performance and expected future contribution;
- the director's willingness and ability to continue to meet the responsibilities of being a director; and
- the reasons for the change in the director's job responsibility.

Whether a former Chief Executive Officer of the Company should continue as a director after leaving the CEO position should also be determined by the Board of Directors.

Each director should advise the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve as a member on another public board of directors.

(i) *Terms.* Our Board is divided into three classes, with as equal a number of directors in each class, as is possible. Each class serves for a three-year term.

(j) *Director Term Limits.* The Board of Directors does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who, over time, have developed increasing insight into Domino's Pizza, Inc. and its operations and therefore provide an increasing contribution to the Board of Directors as a whole.

The Nominating and Corporate Governance Committee, in consultation with the Chief Executive Officer, the Chair of the Board and the independent directors and in light of the annual Board and Committee self-evaluations, will review each director's renomination to the Board.

(k) *Retirement Policy.* No director shall be nominated who shall have attained the age of 72 prior to or on the date of his or her election or reelection.

III. Board Compensation and Performance

(a) *Board Compensation Policy and Stock Ownership.* We believe our compensation and benefits for non-employee directors should be competitive. The Compensation Committee will review the compensation and benefits of the Company's non-employee directors, from time-to-time in comparison to such peer and other companies as it determines appropriate and recommend to the Board of Directors proposed compensation and benefits for non-employee directors. We believe that directors should receive significant compensation in the form of stock or stock-based instruments in order to align their interests with those of stockholders. The Company has adopted certain stock ownership guidelines for Directors. A Director should own shares, or hold vested shares, having a value of at least five times the annual retainer amount.

(b) *Evaluation of Board Performance.* The Board and each of its Committees will perform an annual self-evaluation. The process will be overseen by the Nominating and Corporate Governance Committee, which will report to the Board of Directors annually. The evaluation should include (i) composition and independence of the Board, (ii) access to and review of information from management, (iii) knowledge of stockholder concerns and, (iv) maintenance and implementation of these Corporate Governance Guidelines.

(c) *Orientation and Continuing Education.* The Board of Directors has an orientation and continuing education process for directors consisting of: background written material on Domino's Pizza, Inc.; meetings with and presentations by senior management; periodic presentations to the Board by outside experts; tours of the facilities and training on their fiduciary responsibilities and liabilities; and Domino's Pizza Prep School to help them understand the pizza business. An annual budget for continuing education is proposed and approved by the Nominating and Corporate Governance Committee.

(d) *Interaction with Institutional Investors, Press, Customers, Shareholders, Etc.* The Board of Directors believes that management should speak for Domino's Pizza, Inc. The Chairman of the Board of Directors shall speak for the Board of Directors. Directors shall comply with the Company's policies on disclosure of confidential information. In addition, the Directors are encouraged and expected to attend each annual meeting of the Company's shareholders.

IV. Meetings of the Board of Directors

(a) *Scheduling and Selection of Agenda Items for Board Meetings.* The Chair of the Board, and the Chief Executive Officer, in consultation with the Board, will establish the agenda for each Board meeting and distribute it in advance to Board members. Each director is free to suggest the inclusion of items on an agenda, to raise at any Board meeting subjects that are not on the agenda for that meeting or to request the presence of, or a report by, any member of management. During at least one Board meeting each year, the Board of Directors will be presented the long-term strategic plan for Domino's Pizza, Inc. and the principal issues that management expects the Company to face in the future.

(b) *Board Material and Presentations.* Information and data that is important to the understanding of the business and matters to be considered at the Board meeting should generally be distributed in writing sufficiently in advance so directors can be well prepared for the meeting. Material should be succinct and focused. All directors are expected to review this information in advance of meetings.

The Board of Directors encourages management to invite managers to present at Board meetings who (i) can provide additional insight into the specific matters being discussed because of personal involvement in these areas or (ii) have future potential and should be given exposure to the Board of Directors.

(c) *Participation in Board Meetings.* Board members should prepare for, attend and participate in all Board and applicable Committee meetings. All directors are expected to ensure that other existing and planned future commitments do not materially interfere with their service as directors, including attendance at meetings.

(d) *Access to Management and Independent Advisors.* Each director has complete access to Domino's Pizza, Inc.'s executive officers. The Board of Directors and its Committees may hire consultants and advisors at their discretion and at Domino's Pizza, Inc.'s expense.

(e) *Meetings of the Independent Directors.* The independent directors will meet separately at every regularly scheduled meeting without Management present.

V. Committees of the Board of Directors

(a) *Number of Committees.* Our Board of Directors will establish committees from time-to-time to facilitate and assist in the execution of its responsibilities. We currently have three committees: the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee. All members of the Audit, Nominating and Compensation Committees will, subject to the New York Stock Exchange Listing Standards, be independent directors and will satisfy the New York Stock Exchange independence requirement. The Charters of all Committees are available on our website.

(b) *Assignment and Term of Service of Committee Members.* Rotation of Committee members at a three to five-year interval and rotation of each Committee Chair at a three-year interval should be considered by the Nominating and Corporate Governance Committee but is not mandatory. Generally, each Committee Chair will have had previous service on the applicable Committee.

(c) *Frequency and Length of Committee Meetings and Committee Agenda.* The Committee Chair, in consultation with the other Committee members, will determine the frequency and length of Committee meetings and, with appropriate members of management and staff, develop the agenda for Committee meetings. The meeting minutes of the Committees will be shared with the full Board of Directors.

VI. Leadership Development

(a) *Formal Evaluation of Chief Executive Officer.* The Compensation Committee will evaluate the Chief Executive Officer annually based on clearly articulated criteria, including performance of the business, accomplishment of long-term strategic objectives, development of senior management and the Chief Executive Officer's annual business goals. The Compensation Committee shall present such evaluation to the Independent Directors for their approval. The evaluation will be communicated to the Chief Executive Officer by the Chair of the Compensation Committee.

The evaluation will be used by the Compensation Committee in determining the compensation of the Chief Executive Officer.

(b) *Succession Planning and Management Development.* The Chief Executive Officer will review succession planning and management development with the Board of Directors on an annual basis. This succession planning includes the development by the Nominating and Corporate Governance Committee of policies and principles for selection of the Chief Executive Officer, including succession in the event of an emergency or retirement.

VII. Ethics and Conflicts of Interest

The Board expects Domino's directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Domino's Pizza *Code of Ethics***.** Any violation of the Domino's Pizza *Code of Ethics* shall be reported to the Chairman of the Nominating and Corporate Governance Committee. The Company will not make any personal loans or extension of credit to directors or executive officers. No non-employee director may provide personal services for compensation to the Company, other than in connection with serving as a director. The board will not permit any waiver of an ethics policy for any director or executive officer. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the CEO and the Chairman of the Board. If a significant conflict exists and cannot be resolved, the director will resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board will resolve any question of conflict of interest involving the CEO or an executive vice president, and the CEO shall resolve any conflict of interest issue involving any other officers of the company.

VIII. Reporting of Concerns to Non-Employee Directors or the Audit Committee

We encourage our team members to discuss their concerns about the Company's conduct with their supervisors, PeopleFirst representatives or members of the legal department. Any team member who has a complaint about the Company's accounting practices, internal accounting controls or auditing matters, may communicate that concern directly to the non-employee directors or to the Audit Committee. Such communications may be confidential or anonymous, and may be e-mailed or submitted in writing and may be sent to special addresses that are published on the company's website. All such communications will be promptly reviewed by the Director of Internal Audit and any concerns relating to accounting, internal controls, auditing or officer conduct with respect to these matters will be sent immediately to the Chair of the Audit Committee. The status of all outstanding concerns addressed to the non-employee directors or the Audit Committee will be reported to the Chair of the Audit Committee on a quarterly basis. The Audit Committee chair may direct that certain matters be presented to the Audit Committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's ethics policy prohibits any team member from retaliating or taking adverse action against anyone for raising or helping to resolve an integrity concern.

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