

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”), one of whom is designated as the Committee Chairperson, 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:

1. The Committee shall meet as often as it determines to be necessary or appropriate.
2. Written minutes of each meeting, in the form approved by the Committee, shall be filed in the Company records.
3. The Committee Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other attendees shall be designated as the acting chair of the meeting.
4. The draft agenda shall be reviewed and approved by the Committee.
5. Action may be taken by the Committee upon the affirmative vote of a majority of the members.
6. 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.
7. 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 writing is filed with the minutes of the proceedings of the Committee.
8. 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 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 Committee to maintain free and open means of communication between the directors and the company's management.

III. Goals and Responsibilities of the Committee. The Committee shall have the goals and responsibilities to:

1. Review and recommend to the Board for approval the Company's executive compensation philosophy, ensuring it aligns with the Company's strategy, shareholder interests, risk management practices and desired behaviors in light of relevant trends and practices;
2. On an annual basis, review, set and approve corporate goals and objectives relevant to the compensation of the executive officers and such other employees as are identified by the Committee, evaluate the performance of these individuals in light of the goals and objectives, and determine and approve such compensation;
3. Review and approve 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;
4. Provide oversight of management's decisions regarding the performance, evaluation and compensation of certain other employees beyond the executive officers;
5. Recommend to the Board the compensation programs for non-employee directors, committee chairpersons, and committee members, including consideration of cash, equity and other components of this compensation;
6. 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, administer the Company's existing incentive compensation plans and equity-based plans, and retain the authority to review all individual compensation arrangements that are not typical within the normal operation of the Company's programs (e.g., special awards, out of cycle awards, arrangements outside the standard program);
7. Review and discuss with management the Tally Sheets and the Compensation Discussion & Analysis ("CD&A") section on executive compensation to be included in the Company's proxy statement, and determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement;

8. To prepare the Compensation Committee report to be included or included by reference in the Company's annual report on Form 10-K;
9. Review budget and expenses of Company owned aircraft;
10. Review at least annually the adequacy of its charter and recommend any proposed changes;
11. 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;
12. Assess compensation philosophy and policies to monitor risk management and risk-taking incentives, and whether programs are reasonably likely to have a material adverse effect on the Company;
13. Review the peer group(s) and criteria for benchmarking, used to assess performance and compensation.

IV. Committee Authority

1. 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. 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, and the Company shall provide funding for those fees. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. Before retaining any compensation consultant or other advisor, the Committee shall take into consideration the independence factors specified in Rule 10C-1 of the Securities Exchange Act and the listing rules of the New York Stock Exchange. In addition, the Committee shall determine if the work of any compensation consultant or advisor creates a conflict of interest and, if so, determine the appropriate manner to address any such conflict. If such conflict is found to exist, it must be disclosed in the Compensation Discussion and Analysis.

Last Reviewed: July 18, 2017