



423

ANNUAL REPORT

FINANCIAL HIGHLIGHTS

\$ in millions, except per share data

	2023	2022	2021
Net Unit Growth			
U.S. Franchise	165	124	193
U.S. Company-owned	3	2	12
International	543	906	999
Total	711	1,032	1,204

Year End Store Counts

U.S. Franchise	6,566	6,400	6,185
U.S. Company-Owned	288	286	375
International	13,737	13,194	12,288
Total	20,591	19,880	18,848

Revenues

U.S. Franchise Royalties and Fees	\$604.9	\$556.3	\$539.9
U.S. Company-Owned Stores	376.2	445.8	479.0
U.S. Franchise Advertising	473.2	485.3	479.5
Supply Chain	2,715.0	2,754.7	2,561.0
International Franchise Royalties and Fees	310.1	295.0	298.0
Total	\$4,479.4	\$4,537.2	\$4,357.4

Same Store Sales Growth¹

U.S.	+1.6%	(0.8)%	+3.5%
International	+1.7%	+0.1%	+8.0%

Global Retail Sales²

U.S.	\$9,026.1	\$8,751.7	\$8,641.4
International	9,249.7	8,788.2	9,137.5
Total	\$18,275.8	\$17,539.9	\$17,779.0

Income from Operations	\$819.5	\$767.9	\$780.4
Net Income	\$519.1	\$452.3	\$510.5
Diluted Earnings Per Share	\$14.66	\$12.53	\$13.54
Diluted Earnings Per Share, as Adjusted³	\$14.66	\$12.53	\$13.60
Weighted Average Diluted Shares	35,401,313	36,093,754	37,691,351

1 Performance vs. fiscal years 2022, 2021 and 2020, respectively. International same store sales growth excludes changes in foreign currency exchange rates.

2 Global Retail Sales represent sales by our Company-owned and franchised stores. Franchised store retail sales are reported to us by our franchisees and are not our revenues. International retail sales are reported in U.S. dollars.

3 Diluted Earnings Per Share, as adjusted, excludes items affecting comparability, as detailed in the Company Earnings Release for 2021. No items affected in 2023 or 2022.



TO OUR SHAREHOLDERS:

Fellow Shareholders,

As we embark on a new year, I want to take a moment to reflect on the remarkable journey for Domino's throughout 2023. This past year was not without its fair share of challenges, yet it also presented us with tremendous opportunities for growth and innovation. It was a year that began against the backdrop of historically high inflation, while internally we recognized the need to address challenges in delivery, capacity, and innovation. In our first full year together, our executive team demonstrated strength and unity in the face of these challenges, which served as a catalyst for the positive transformation of our brand and business, and underscored the resilience, adaptability, and unwavering commitment of our team members and franchisees to providing exceptional experiences for our customers.

LAYING THE FOUNDATION FOR NEXT STAGE OF GROWTH

Delivering exceptional service and value to our customers has long been a core tenant of Domino's. In 2022, we achieved a notable milestone in our objective to grow our carryout business when we became the number one carryout pizza company in the U.S. Coming into 2023, while we delivered one out of every three pizzas in the U.S., the growth in our delivery business was not meeting our high standards. Part of the challenge was ensuring that we had the capacity to handle the increased volumes we intended to drive. Over my 15 years at Domino's, the operations in our stores have been essentially the same. Similar to how we took share in our carryout business and reinvented our pizza in 2009, we began 2023 by investing in improving our delivery capacity and reinventing our circle of operations through a combination of technology, tools, and process.



Recognizing a need to refine our operations to meet our standards for delivering exceptional service, we took a significant step forward with the launch of our **'Summer of Service'** training program. As part of the program, we invited all our U.S. franchisees to participate in this extensive training initiative, aimed at fast forwarding adoption of new tools and technology to make us better. Results followed quickly, with delivery times returning to pre-COVID levels. We are now taking many of these tools and processes to our international markets.

A strong foundation also means offering consistent and sustainable value to customers that, in turn, drives store level profitability. In 2023, estimated U.S. franchisee profitability exceeded pre-pandemic highs.

This disciplined approach also applied to our company investments, where we made enterprise decisions that resulted in growing our operating income by ~10% in the year.¹

DOMINO'S HUNGRY FOR MORE STRATEGY

These efforts laid the foundation to unlock additional growth through our new **Hungry for MORE** strategy. Hungry for MORE isn't a catchphrase; it represents the passion within every Domino's team member and franchisee around the world. And it lays out our long-term plan that will drive our investments and deliver that growth over the next five years. More specifically, Hungry for MORE will drive **MORE Sales; MORE Stores; MORE Profits**. We will accomplish this through our four M - O - R - E strategic pillars:

MOST DELICIOUS FOOD

OPERATIONAL EXCELLENCE

RENOWNED VALUE

ENHANCED BY BEST-IN-CLASS FRANCHISEES

Most Delicious Food: We know that we have the most delicious food in the industry, but we need to better showcase it through marketing and innovation.

Operational Excellence: We will deliver on our promise to have the most delicious food by driving great service through best-in-class tools and technology that allow stores to focus on efficiency, consistency, and convenience for both team members and customers.

Renowned Value: We've always been known as a premier value player and this will continue to be a key differentiator for Domino's. We will also unlock new channels and innovative marketing ideas that expand our definition of value.

Enhanced by Best-in-Class Franchisees: Everything we do at Domino's is made even better by our franchisees. Our focus will be to continue to drive industry-leading economics to invest in their business and build new stores.

¹ Excluding a one-time refranchising gain recorded in 2022.

HUNGRY FOR MORE ALREADY IN ACTION

While Hungry for MORE is the strategy that will drive our business over the next five years, we started executing against it in Q4 2023 and the impact was felt immediately. Sales and transactions were positive in the U.S. for the quarter in both our carryout and delivery businesses. To give you a taste of what is to come in 2024 and beyond, I wanted to bring to life Hungry for MORE via some of the programs borne out of the M-O-R-E strategic pillars and executed in 2023.

Most Delicious Food

We renewed our focus on innovation and built on our commitment to delivering the Most Delicious Food in the industry. We launched **Pepperoni Stuffed Cheesy Bread**, combining the best parts of pepperoni pizza into a savory snack that not only satisfies taste buds, but also drives ticket. As we say at Domino's, pepperoni makes everything better and adding our number one pizza topping to our Stuffed Cheesy Bread made for a crave-worthy treat. Pepperoni Stuffed Cheesy Bread quickly became our best-selling product in the Stuffed Cheesy Bread line. Further, in Q4 we began a shift in our advertising, romancing our products more, showcasing the deliciousness of our food.



Operational Excellence

Building on the meaningful operational strides over the past year, we doubled down on Operational Excellence with processes and tools that have taken the way we make, bake, and deliver our products to a whole new level. These new processes are supported by **Dom OS**, our proprietary technology stack that optimizes Domino's stores, making them smarter and more connected than ever. For example, when a customer builds their order online, Dom OS predicts when stores should start making the order before that customer even completes it. Now our delicious food can not only be made to order, it can be made before a customer orders. Dom OS also connects every driver to every store, so we know when deliveries will be dropped off and when drivers are due back. Stores are alerted when drivers hit their geofence, which means it's time to dispatch. All of this means food spends less time out of the oven before it gets to customers, resulting in more consistent and more delicious food. At the end of the day, that's what will make customers come back and that's what will make them Hungry for MORE.

To further redefine and enhance the Domino's ordering experience, we announced a partnership with Microsoft to work together on the next generation of pizza ordering and store operations leveraging generative AI technology. We look forward to seeing the initial results of this work in market next year.

Renowned Value

We launched our new loyalty program, **Domino's Rewards**, on September 12. Domino's Rewards is ... well ... more rewarding. We lowered the spend threshold to earn points from \$10 down to \$5. This change will make us even more competitive in the carryout segment where ticket tends to be lower. Our second change to loyalty was creating more attainable redemption opportunities for lower frequency customers. In the past, they needed to order six times to get a free pizza. Our new program features redemptions at 20, 40, and 60-point tiers and offers items from eight different categories on our expansive and delicious menu. Joining pizza at the 60-point level are our Oven Baked Sandwiches, pastas and Chocolate Lava Crunch Cakes. At 40 points we feature our lines of Bread Twists and Stuffed Cheesy Bread. And at 20 points we offer single serve beverages, Parmesan Bread Bites, and dipping cups. More delicious food to choose from with redemption options after just two purchases. The program is off to a great start, enrolling 2 million new members since September, ending the year with approximately 33 million active members. We are also seeing more redemptions than ever before, as customers are engaging more with the program.

To drive customers to Domino's Rewards, we launched one of the most innovative promotions in our history ... **Emergency Pizza**. To qualify for a free Emergency Pizza on a future purchase, customers needed to be enrolled in Domino's Rewards. Emergency Pizza drove incremental orders and helped jump start the launch of Domino's Rewards.



While providing value through our owned channels is one part of our customer acquisition barbell strategy, tapping into the **aggregator marketplace** is the other. In July, we entered into a global agreement with Uber, opening a new delivery sales driving layer, which we anticipate will increase delivery volumes and unit economics with incremental, higher-spend customers.

We believe that our “fair share” of the U.S. pizza aggregator market represents approximately \$1 billion in incremental sales, and we believe we can achieve this over the next three years.

Enhanced by Best-in-Class Franchisees

The momentum in our U.S. business fueled strong economics for franchisees who saw meaningful profit growth to an estimated \$162K in EBITDA per store in 2023, an increase of \$23k versus 2022. Franchisees believe in our plan and are leaning into their investments. In 2023 we added more than 60 new franchisees to the U.S. system, the most in 15 years. We also opened 168 net U.S. stores, which was a strong increase over the 126 net stores we opened in 2022.



In our international business, we reached a remarkable milestone having grown same store sales for 30 straight years. For the year, our international net store growth was 702 units², and we have a strong pipeline in place to accelerate growth and achieve our 2024 target of 1,100+ net stores across the globe. Additionally, one of the standout moments of the year was the completion of DPC Dash's initial public offering and the recent opening of their 800th store in China, reflecting our commitment to this strategic market and recognition of the untapped potential in China.

LOOKING AHEAD WITH CONFIDENCE

Looking back on 2023, I am proud of the actions our team members and franchisees took and the positive results they delivered. This strength and momentum in our business was evident in our Total Shareholder Return, which accelerated meaningfully in the back half of the year with the launch of our Hungry for MORE initiatives, outpacing the S&P 500 and our restaurant industry benchmarks³.

As we move forward, the launch of our new Hungry for MORE strategy sets the stage for an exciting future at Domino's. We may be the number one pizza company in the world with more than 20,500 stores in over 90 markets, generating Global Retail Sales of nearly \$18.3 billion in 2023, but we are just getting started. Our team members, franchisees and executive team are Hungry for MORE, and this confidence is reflected in our updated and more aggressive outlook for the next five years:

MORE Sales⁴

We're targeting a 7%+ growth in global retail sales, equivalent to adding a top-10 U.S. restaurant chain to our global business over the next five years. I want to be clear, 7% is what we see as our floor ... the 'plus' in our outlook represents our intent to do everything we can to deliver more.

MORE Stores

We aim to open 1,100+ net new stores annually worldwide, bringing us to at least 5,500 additional stores over the next five years. For perspective, an additional 5,500 stores is the equivalent of adding our entire U.S. store count from 2017 to our existing global footprint.

MORE Profit

Our operating income will grow at 8%+, meaning we intend to grow profits faster than sales. As with sales and stores, the 'plus' on our five-year profit outlook means 8% represents what we see as our floor. As Domino's shareholders, you should know we are hungry to deliver more!

7%+ MORE SALES⁴
7%+ annual growth in global retail sales

MORE STORES **1,100+**
1,100+ net new stores annually worldwide

8%+ MORE PROFIT
Operating income growth of 8%+ annually

In 2023, we met challenges head-on with actions that built a stronger foundation and set us on a path for sustained growth, innovation, and operational excellence. Now with the launch of our Hungry for MORE strategy, our ambition and confidence in our brand and Domino's ability to win has never been higher. Our intent is to translate more sales, more stores and more profits into more shareholder returns. That is the ultimate measure of our success.

Thank you for your continued support and investment in Domino's.



Russell Weiner
Chief Executive Officer



2 Excluding the 159 stores closed in concert with our Master Franchisee exiting the Russia market.
3 From 7/1/2023 - 12/31/2023 DPZ generated a total shareholder return of 23% vs. 8% and 1% for the S&P 500 and S&P 1500 Restaurant indexes, respectively.

4 More sales and more profits exclude the impact of FX. All guidance measures represent long-term outlook for 2024-2028.



Domino's Pizza 10-K



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-32242

Domino's Pizza, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

**30 Frank Lloyd Wright Drive
Ann Arbor, Michigan**

(Address of principal executive offices)

38-2511577

(I.R.S. Employer
Identification No.)

48105

(Zip Code)

Registrant's telephone number, including area code (734) 930-3030

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
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Domino's Pizza, Inc. Common Stock, \$0.01 par value	DPZ	New York Stock Exchange
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Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act:

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files):

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller reporting company

If emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of Domino's Pizza, Inc. as of June 18, 2023 computed by reference to the closing price of Domino's Pizza, Inc.'s common stock on the New York Stock Exchange on such date was \$11,569,716,092.

As of February 19, 2024, Domino's Pizza, Inc. had 34,812,723 shares of common stock, par value \$0.01 per share, outstanding.

Documents incorporated by reference:

Portions of the definitive proxy statement to be furnished to shareholders of Domino's Pizza, Inc. in connection with the annual meeting of shareholders to be held on April 25, 2024 are incorporated by reference into Part III.

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Throughout this document, Domino’s Pizza, Inc. (NYSE: DPZ) is referred to as the “Company,” “Domino’s,” “Domino’s Pizza” or in the first-person notations of “we,” “us” and “our.”

In this document, we rely on and refer to information regarding the U.S. quick service restaurant, or QSR, sector and the U.S. QSR pizza category from CREST[®], ongoing foodservice market research (years ending December) prepared by Circana, formerly The NPD Group, as well as market research reports, analyst reports and other publicly-available information. Although we believe this information to be reliable, we have not independently verified it. U.S. sales information relating to the U.S. QSR sector and the U.S. QSR pizza category represent reported consumer spending obtained by Circana’s CREST ongoing foodservice market research from consumer surveys. This information relates to both our Company-owned and franchised stores.

Part I
Item 1. Business.

Overview

Domino's is the largest pizza company in the world with more than 20,500 locations in over 90 markets around the world as of December 31, 2023, and operates two distinct service models within its stores, with a significant business in both delivery and carryout. We are a highly recognized global brand, and we focus on value while serving neighborhoods locally through our large worldwide network of franchise owners and U.S. Company-owned stores through both the delivery and carryout service models. We have been selling quality, affordable food to our customers since 1960. We became "Domino's Pizza" in 1965 and opened our first franchised store in 1967. Over more than 60 years, we have built Domino's into one of the most widely-recognized consumer brands in the world. We believe our commitment to value, convenience, quality and new products continues to keep consumers engaged with the brand.

We are primarily a franchisor, with approximately 99% of Domino's global stores owned and operated by our independent franchisees as of December 31, 2023. Franchising enables an individual to be a business owner and maintain control over all employment-related matters and pricing decisions, while also benefiting from the strength of the Domino's global brand and operating system with limited capital investment by us.

Domino's business model is straightforward: Domino's stores handcraft and serve quality food at a competitive price, with easy ordering access and efficient service, enhanced by our technological innovations. Our hand-tossed dough is made fresh and distributed to stores around the world by us and our franchisees.

Domino's generates revenues and earnings by charging royalties and fees to our franchisees. Royalties are ongoing percent-of-sales fees for use of the Domino's® brand marks. We also generate revenues and earnings by selling food, equipment and supplies to franchisees through our supply chain operations primarily in the U.S. and Canada and by operating a number of Company-owned stores in the United States. Franchisees profit by selling pizza and other complementary items to their local customers. In our international markets, we generally grant geographical rights to the Domino's Pizza® brand to master franchisees. These master franchisees are charged with developing their geographical area, and they may profit by sub-franchising and selling food and equipment to those sub-franchisees, as well as by running pizza stores. We believe that everyone in the system can benefit from the franchise model, including the end consumer, who can purchase Domino's menu items for themselves and their family conveniently and economically.

Domino's business model can yield strong returns for our franchise owners and our Company-owned stores. It can also yield significant cash flows to us, through a consistent franchise royalty payment and supply chain revenue stream, with moderate capital expenditures. We have historically returned cash to shareholders through dividend payments and share repurchases. At Domino's, we believe we have a proven business model for success that has historically driven strong returns for our shareholders. We recently announced our Hungry for MORE strategy aimed at generating MORE sales, MORE stores and MORE profits. The strategic imperatives of our Hungry for MORE strategy are as follows:

Most Delicious Food: We believe we have the best pizza in the industry, and our menu has even more mouthwatering options beyond pizza, including Domino's Loaded Tots, stuffed cheesy breads, wings, boneless chicken, pastas, oven-baked sandwiches, dips, soft drink products and desserts. We will continue to showcase the breadth of our menu, while highlighting the deliciousness of our food through our innovative marketing promotions.

Operational Excellence: We are relentless in our focus on convenience, consistency and efficiency for both our and our franchisees' customers.

Renowned Value: We are committed to continuing to offer competitive pricing and personalized value for our customers.

Enhanced by Best-in-Class Franchisees: Our franchisees play a vital role in driving results and excitement across the more than 90 markets in which we operate.

Our Industry

The U.S. QSR pizza category is large and fragmented. From 2018 through 2023, the U.S. QSR pizza category has grown from \$37.5 billion to \$41.3 billion. It is the second-largest category, by sales, within the \$349.9 billion U.S. QSR sector. The U.S. QSR pizza category is primarily comprised of delivery, dine-in and carryout, with carryout and delivery comprising the two largest segments.

In the U.S., we compete in the delivery and carryout segments of the pizza industry, and we are the dollar market share leader for delivery and carryout among pizza QSRs. Delivery segment dollars of \$16.5 billion in 2023 (up from \$14.0 billion in 2018) account for approximately 40% of total U.S. consumer spend at pizza QSRs. The four industry leaders, including Domino's, account for approximately 60% of U.S. pizza delivery, based on reported consumer spending, with the remaining dollars going to regional chains and independent or local establishments. From 2018 to 2023, the carryout segment grew from \$16.9 billion to \$20.2 billion. The four industry leaders, including Domino's, account for approximately 52% of the U.S. carryout segment. (Source: Circana, CREST, year ending December 2023).

In contrast to the U.S., international pizza delivery is relatively underdeveloped, with only Domino's and two other competitors having a significant global presence. We believe that demand for pizza delivery and pizza carryout is large and growing throughout the world, driven by international consumers' increasing emphasis on convenience, and is supported by our proven success of 40 years of conducting business abroad.

Our Competition

The global pizza delivery and carryout segments, as well as the broader QSR sector, are highly competitive. In the U.S., we compete against regional and independent or local companies as well as national chains Pizza Hut®, Papa John's® and Little Caesars Pizza®. Internationally, we compete primarily with Pizza Hut, Papa John's and country-specific national, regional and local pizzerias. We generally compete on the basis of product quality, location, image, service, technology, convenience and price. Our business and those of our competitors can be affected by changes in consumer tastes, economic conditions, demographic trends, geopolitical and reputational considerations, marketing, advertising, pricing and consumers' disposable income. We also compete with other restaurants, as well as order and delivery aggregation companies, which have continued to grow in size and scale in recent years. We compete not only for customers, but also for management and hourly employees, including store team members, drivers and qualified franchisees, as well as suitable real estate sites.

Our Customers

Our business is not dependent upon a single retail customer or small group of customers, including franchisees. No customer accounted for more than 10% of our total consolidated revenues in 2023, 2022 or 2021. As of December 31, 2023, our largest franchisee based on store count, Domino's Pizza Enterprises (DMP: ASX), operated 3,840 stores in 12 international markets, which accounted for approximately 28% of our international store count and 19% of our global store count. Revenues from this master franchisee accounted for 1.7% of our consolidated revenues in 2023. Our international franchise segment only requires a modest amount of general and administrative expenses to support its markets and does not have a cost of sales component. Therefore, the vast majority of these royalty revenues result in profits to us.

Our Menu

We offer a menu designed to present delicious, quality offerings to customers, while keeping it simple enough to minimize operational complexity and expedite order-taking and food preparation. Our basic menu features pizza products with varying sizes and crust types. Our typical store also offers side items including bread products, wings, boneless chicken, pastas, oven-baked sandwiches, dips, soft drink products and desserts. During 2023, we launched our newest menu items in the U.S., Domino's Loaded Tots and Pepperoni Stuffed Cheesy Bread. International market offerings vary by country and culture, such as the Lipu Taro Paste and Oats Double Decker Crust in China as well as offerings that tap into the spicy taste preferences of Domino's customers in India such as their Blazing Chicken and Paprika Pizza and Blazing Onion and Paprika Pizza.

Store Image and Operations

We operate two distinct service models within our stores with a significant business in both delivery and carryout. In the U.S., delivery and carryout generally contribute evenly to our overall system transaction count. The majority of our U.S. and international stores are constructed in the carryout-friendly Pizza Theater design. Many of these stores offer casual seating and enable customers to watch the preparation of their orders, but do not offer a full-service dine-in experience. As a result, our stores generally do not require expensive restaurant facilities and staffing.

Our Business Segments

We operate, and report, three business segments: U.S. stores, international franchise and supply chain.

U.S. Stores

During 2023, our U.S. stores segment accounted for \$1.45 billion, or 32%, of our consolidated revenues. Our U.S. stores segment is comprised primarily of our franchise operations, which consisted of 6,566 franchised stores located in the United States as of December 31, 2023. We also operated a network of 288 U.S. Company-owned stores as of December 31, 2023.

Directly operating Domino's stores contributes significantly to our ability to act as a credible franchisor. We also use our Company-owned stores as test sites for technological innovation and promotions, as well as operational improvements. Additionally, we also use them for training new store managers and operations team members, as well as developing prospective franchisees. While we are primarily a franchised business, we continuously evaluate our mix of U.S. Company-owned and franchised stores. As of December 31, 2023, franchised stores represented approximately 96% of our total store count within our U.S. stores segment.

U.S. Franchise Profile

As of December 31, 2023, our network of 6,566 U.S. franchise stores was owned and operated by 735 independent U.S. franchisees. Our franchise formula enables franchisees to benefit from our brand recognition with a relatively low initial capital investment. As of December 31, 2023, the average U.S. franchisee owned and operated approximately nine stores and had been in our franchise system for over 17 years. Additionally, 22 of our U.S. franchisees operated more than 50 stores (including our largest U.S. franchisee who operated 143 stores) and 209 of our U.S. franchisees each operated one store as of December 31, 2023.

We apply rigorous standards to prospective U.S. franchisees. We generally require them to manage a store for at least one year and graduate from our franchise management school program before being granted the right to franchise. This enables us to observe the operational and financial performance of a potential franchisee prior to entering into a long-term agreement. Substantially all of our independent U.S. franchise owners started their careers with us as delivery drivers or in other in-store positions, which we believe offers advantages in terms of familiarity with our business and store operations. In addition, we generally restrict the ability of U.S. franchisees to be involved in other businesses, which we believe helps focus our franchisees' attention on operating their stores. We believe these characteristics and standards are largely unique within the franchise industry and have resulted in qualified and focused franchisees operating Domino's stores. We maintain a productive relationship with our independent franchise owners through regional franchise teams, distributing materials that help franchise stores comply with our standards and using franchise advisory groups that facilitate communications between us and our franchisees. We consider our relationship with our U.S. franchisees to be good.

U.S. Franchise Agreements

We enter into franchise agreements with U.S. franchisees under which the franchisee is generally granted the right to operate a store in a particular location for a term of ten years, with an ability to renew for an additional term of ten years. We had a franchise agreement renewal rate of approximately 99% in 2023. Under the current standard franchise agreement, we assign an exclusive area of primary responsibility to each franchised store. Each franchisee is generally required to pay a 5.5% royalty fee on sales, as well as certain technology fees. In certain instances, we will collect lower rates based on certain incentives.

Our stores in the United States generally contribute 6.0% of their sales to fund national marketing and advertising campaigns (subject, in certain instances, to lower rates based on certain incentives and waivers). Beginning on March 27, 2023, Domino's National Advertising Fund Inc. ("DNAF"), the Company's consolidated not-for-profit advertising subsidiary, effectuated a temporary reduction of 0.25% to its standard 6.0% advertising contribution, which will expire on March 24, 2024. Contributions by our U.S. franchisees to DNAF are primarily used to purchase media for advertising, and also to support market research, field communications, public relations, commercial production, talent payments and other activities to promote the Domino's brand. In addition to the national and market-level advertising contributions, U.S. stores generally spend additional funds on local store marketing activities.

We have the contractual right, subject to state law, to terminate a franchise agreement for a variety of reasons, including, but not limited to, a franchisee's failure to adhere to the Company's franchise agreement, failure to make required payments or failure to adhere to specified Company policies and standards.

International Franchise

During 2023, our international franchise segment accounted for \$310.1 million, or 7%, of our consolidated revenues. This segment is comprised of a network of franchised stores in over 90 international markets. As of December 31, 2023, we had 13,737 international franchised stores. The principal sources of revenues from those operations are royalty payments generated by retail sales from franchised stores, as well as certain technology fees.

Our international franchisees employ our basic standard operating model and adapt it to satisfy the local eating habits and consumer preferences of various regions outside the U.S. Currently, the vast majority of our international stores operate under master franchise agreements.

We believe that Domino's appeals to potential international franchisees because of our recognized brand name and technological leadership, the moderate capital expenditures required to open and operate the stores and the system's desirable store-level profitability. Stores in eight of our ten largest international markets in terms of store count are operated by master franchise companies that are publicly traded on stock exchanges as noted in the below table.

The following table shows our store count as of December 31, 2023 in our ten largest international markets, which accounted for approximately 64% of our international stores as of that date.

Market	Number of stores
India (JUBLFOOD: NS)	1,916
United Kingdom (DOM: L)	1,254
Japan (DMP: ASX)	1,015
Mexico (ALSEA: MX)	894
China (1405: HK)	771
Australia (DMP: ASX)	747
Turkey (DPEU: L)	689
Canada	605
France (DMP: ASX)	489
South Korea	480

International Franchisee Profile

The vast majority of our markets outside of the U.S. are operated by master franchisees with franchise and distribution rights for entire regions or countries. In a few select markets, we franchise directly to individual store operators. Prospective master franchisees are required to possess local market knowledge to establish and develop Domino's stores, with the ability to identify and access targeted real estate sites, as well as expertise in local laws, customs, culture and consumer behavior. We also seek candidates that have access to sufficient capital to meet growth and development plans. We consider our relationship with our international franchisees to be good.

International Master Franchise and Other Agreements

Our international master franchise agreements generally grant the franchisee exclusive rights to develop and sub-franchise stores, and the right to operate supply chain centers in particular geographic areas. Agreements are generally for a term of ten years, with options to renew for additional terms. The agreements typically contain growth clauses requiring franchisees to open a minimum number of stores within a specified period. The master franchisee is generally required to pay an initial, one-time franchise fee as well as an additional franchise fee upon the opening of each new store. The master franchisee is also required to pay a continuing royalty fee as a percentage of sales, which varies among international markets and may also differ based on certain incentives and concessions, and averaged approximately 3.0% in 2023. We also have agreements with certain of our international master franchisees with respect to certain technology fees.

Supply Chain

During 2023, our supply chain segment accounted for \$2.72 billion, or 61%, of our consolidated revenues. In the U.S., we operate 22 regional dough manufacturing and supply chain centers, two thin crust manufacturing facilities, one vegetable processing center and one center providing equipment and supplies to our U.S. and certain international stores. We also operate five dough manufacturing and supply chain centers in Canada. We plan to continue investing in supply chain productivity initiatives in the future. Our supply chain segment leases a fleet of more than 1,000 tractors and trailers. Our centers produce fresh dough and purchase, receive, store and deliver quality food and other complementary items to substantially all of our U.S. stores and most of our Canadian franchised stores. We regularly supply over 7,400 stores with various food and supplies.

We believe our franchisees voluntarily choose to obtain food, supplies and equipment from us because we offer the most efficient, convenient and cost-effective alternative, while also offering both quality and consistency. Our supply chain segment offers profit-sharing arrangements to U.S. and Canadian franchisees who purchase all of their food for their stores from our centers. These profit-sharing arrangements generally offer participating franchisees and Company-owned stores with 50% of the pre-tax profit from our supply chain center operations. We believe these arrangements strengthen our ties to and provide aligned benefits with franchisees.

Third-Party Suppliers

A significant amount of our annual food spend is with suppliers with whom we maintain long-standing partnerships. Our supply partners are required to meet strict quality standards to ensure food safety. We review and evaluate these partners' quality assurance programs through (among other actions) on-site visits, third-party audits and product evaluations designed to ensure compliance with our standards. We believe the length and quality of our relationships with third-party suppliers provides us with priority service and quality products at competitive prices.

Cheese is our largest food cost. The price we charge to our U.S. franchisees for cheese is formula-based, with the Chicago Mercantile Exchange cheddar block price as the primary component, plus a supply chain markup. As cheese prices fluctuate, our revenues and margin percentages in our supply chain segment also fluctuate; however, actual supply chain dollar margins remain unchanged. We currently purchase our U.S. pizza cheese from a single supplier. Under our September 2017 agreement which expires in September 2024, our U.S. supplier agreed to provide the Company with an uninterrupted supply of cheese and the Company agreed to purchase all of its U.S. pizza cheese from this supplier. While we expect to meet the terms of this agreement, if we do not, we will be required to repay certain negotiated cost savings as provided in the agreement. The majority of our meat toppings in the U.S. come from a single supplier under a contract that expires at the end of December 2025. We have the right to terminate these arrangements for quality failures and for certain uncured breaches. We have entered into a multi-year agreement with Coca-Cola®. This contract, renegotiated in December 2023, provides for Coca-Cola to continue to be our exclusive beverage supplier and expires on December 31, 2030 or at such time as a minimum number of cases of Coca-Cola products are purchased by Domino's, whichever occurs later.

We believe alternative third-party suppliers are available for all of these referenced products. While we may incur additional costs if we are required to replace any of our supply partners, we do not believe such additional costs would have a material adverse effect on our business. We continually evaluate each supply category to determine the optimal sourcing strategy.

We have not experienced any significant shortages of supplies or delays in receiving our inventories or products. Prices charged to us by our supply partners are subject to fluctuation, and we have historically been able to pass increased costs and savings on to stores. We periodically enter into supplier contracts to manage the risk from changes in commodity prices. We do not engage in speculative transactions, nor do we hold or issue financial instruments for trading purposes.

Our Strengths

Strong Brand Equity

We are the largest pizza company in the world, and we believe our Domino's brand is one of the most widely-recognized consumer brands in the world. We are the recognized world leader in pizza delivery, and, in the U.S., we are also the market share leader in carryout. We believe consumers associate our brand with the timely delivery of quality, affordable food and with technological innovation. Over the past five years, our U.S. franchise and Company-owned stores have invested an estimated \$2.7 billion in national, co-operative and local advertising. Our international franchisees also invest significant amounts in advertising efforts in their markets. We continue to reinforce our brand with extensive advertising through various media channels.

Market share information for the year ended December 2022 has been updated to reflect restated figures from Circana, which did not materially impact our market share positioning. We remain the number one pizza delivery company in the U.S. with approximately 30% share of delivery dollars at pizza QSRs, based on consumer spending data for the year ending December 2023, down from approximately 31% share for the year ended December 2022. For the same period, we are also leading in carryout with approximately 19% share of carryout/drive-thru QSR pizza consumer spending, up from approximately 18% share for the year ended December 2022. (Source: Circana, CREST). With 6,854 stores located in the U.S., our store delivery areas cover a majority of U.S. households. Our share position and scale allow us to leverage our purchasing power, supply chain strength and marketing investments. We believe our scale and market coverage allow us to effectively serve our customers' demands for convenience and timely delivery. Outside the U.S., we have significant market share positions in many of the markets in which we compete.

Strong and Proven Business Model

Our business model generates U.S. and international franchise royalties and fees, supply chain revenues and retail sales at Company-owned stores. We have developed this model over our many years of operation, and it is anchored by strong store-level economics, which provide an entrepreneurial incentive for our franchisees and historically has generated strong demand for new stores. Over the past ten years, average U.S. store profitability in the Domino's system has increased meaningfully, resulting in higher profitability for our franchise owners. Our franchise system, in turn, has produced strong and consistent earnings for us through royalty and fee payments and through supply chain gross margins.

We developed a cost-efficient store model, characterized by a delivery and carryout-oriented store design, with moderate capital requirements and a menu of quality, value-oriented and affordable items. At the store level, we believe the simplicity and efficiency of our operations give us significant advantages over our competitors, who, in many cases, also focus on dine-in or have broader menu offerings. At the supply chain level, we believe we provide quality, good value and consistency for our franchise customers while also driving profits for us, which we share with our franchisees under the profit-sharing arrangements described above.

Our menu simplifies and streamlines production and delivery processes and maximizes economies of scale on purchases of our principal food items. In addition, our stores, including those in our Pizza Theater image, are generally smaller and less expensive to build, furnish and maintain as compared to many other restaurant concepts, and they create a positive experience for our carryout customers. The combination of this efficient store model and strong sales volume has resulted in strong store-level economics and, we believe, makes Domino's an attractive business opportunity for existing and prospective franchisees around the world. We and our franchisees are continuing to focus on growing our global store count. In recent years, we have focused specifically on increasing our presence in our existing markets to provide better service to our customers, including condensing our delivery areas to provide better delivery service and adding locations that are closer to our carryout customers. We call this approach our fortressing strategy.

We believe our store financial returns have led to a strong, well-diversified franchise system. This established franchise system has produced strong cash flows and earnings for us, enabling us to invest in the Domino's brand, stores, technology and supply chain centers, pay dividends, repurchase and retire shares of our common stock and service our debt obligations.

Technological Innovation

Technological innovation is vital to our brand and our long-term success, and technology is critical to competing in the global pizza and broader QSR industries. In the U.S., Domino's generated more than 85% of U.S. retail sales in 2023 from digital channels, and our emphasis on technological innovation has allowed us to develop many innovative ordering platforms, providing seven unique ways to order Domino's.

During 2023, the Company entered into a new global agreement with Uber Technologies, Inc. (NYSE:UBER) to allow customers to order Domino's products through the Uber Eats and Postmates apps. In 2023, Domino's also launched Pinpoint Delivery, a new technology that allows customers to receive a delivery nearly anywhere, including places like parks, baseball fields and beaches.

In addition, during 2023, we relaunched our Domino's Rewards[®] loyalty program, which builds upon our previous loyalty program and is simple to understand and easy to use. Upon signing up for the program, customers become rewards members and can earn points for their orders. When rewards members accumulate a certain amount of points, Domino's Rewards offers loyalty members the opportunity to redeem points for a wide selection of our menu items.

In 2023, we introduced the concept of the Domino's Operating System ("DOM OS") which is the combination of tools, processes and technologies that work together to optimize and orchestrate operations at our stores, including the flow of orders. The foundation of DOM OS is our proprietary point-of-sale system called Domino's PULSE[™]. Our Domino's PULSE system is designed to drive operating efficiencies for our franchisees and our corporate management and assist franchisees in independently managing their business. We believe utilizing Domino's PULSE with our integrated technology solutions throughout our system provides us with competitive advantages over other concepts.

Product Innovation

We believe our core hand-tossed pizza recipe has contributed to long-term growth in customer reorder rates, consumer traffic and increased sales. This recipe is now in use in other markets around the world. Our more than 60 years of innovation have resulted in numerous new product developments. Product innovation is also present in our global markets, where our master franchisees have the ability to recommend products to suit their local market tastes. Products can range from simple to indulgent, including the Pizza Rice Bowl in Japan (an original take on the Japanese rice bowl which offers rice covered with traditional pizza toppings) and the Churrosbread and Canela Bites in Brazil.

Internal Dough Manufacturing and Supply Chain System

In addition to generating significant revenues and earnings in the U.S. and Canada, we believe our vertically integrated dough manufacturing and supply chain system enhances the quality and consistency of our products, strengthens our relationships with franchisees and leverages economies of scale to offer lower costs to our stores. It also allows store managers to focus on store operations and customer service by relieving them of the responsibility of mixing dough in the stores and sourcing other ingredients. Many of our international master franchisees also profit from running supply chain businesses in their respective markets.

Human Capital

As of December 31, 2023, we had approximately 11,200 employees, including approximately 6,900 employees supporting our U.S. Company-owned stores and U.S. franchise operations (our U.S. stores segment), approximately 3,200 employees supporting our U.S. and Canadian supply chain operations (our supply chain segment), approximately 100 employees supporting our international franchise operations (our international franchise segment) and approximately 1,000 corporate employees. Approximately 4,700 of our employees are part-time and approximately 6,500 are full-time equivalent. Our franchisees are independent business owners, so their employees are not our employees and therefore are not included in our employee count. None of our employees are covered by a collective bargaining agreement. We consider our relationship with our employees to be good.

Purpose and Values

We are a purpose-inspired and performance-driven company with exceptional people committed to feeding the power of possible, one pizza at a time. At the heart of our brand is a commitment to a set of values that define our core beliefs on how we run our business, treat our people, support our franchisees and serve our customers.

Do the Right Thing: We act with integrity and make disciplined decisions, even when it's difficult or unpopular. High ethical standards and uncommon honesty are at the heart of how we work together. We are committed to safely and responsibly serving our customers, and to giving back to the communities where we live and work.

Put People First: We create an inclusive culture, knowing our people are core to our success. We treat each other with dignity and respect, and we value the differences each team member brings. We strive to be a company where all team members can bring their full selves to work and know that they can belong, contribute and reach their potential.

Create Inspired Solutions: We are a company built on entrepreneurship and innovation. We get better every day by having the humility and the courage to embrace and lead change. Together, we unlock our collective potential to be bold and think big. We have a bias for action to solve customer needs in new and relevant ways.

Champion our Customers: We deliver on our promises, treating each order and interaction as an opportunity to deepen relationships by delivering great products, services and experiences. We hold ourselves accountable, and if we don't deliver on a promise, we are committed to making it right.

Grow and Win Together: We are not playing a finite game. We are committed to building an enduring brand that outlives any of our individual contributions. We will grow together, deliver exceptional results together, celebrate wins together, have fun together, and leave the Domino's brand in a better place for those that come after.

Compensation and Benefits

Exceptional people are the core of our business. We are committed to providing competitive pay and benefits to attract and retain great talent, whether in our U.S. Company-owned stores, in our supply chain centers or in our corporate offices. We enable this by benchmarking and analyzing pay and benefits both externally and internally. In recent years, we have made investments in frontline team member wage rates in our U.S. Company-owned stores and supply chain centers. We are committed to providing pay equity for all employees.

Domino's offers a comprehensive benefits package to eligible team members, including several benefits designed to promote an inclusive workplace like paid parental leaves, adoption support, discounted childcare tuition, and health plans that are available to dependents, spouses and domestic partners and include fertility and gender transition support. We also offer eligible team members a 401(k) plan, education assistance, access to financial education, a back-up childcare network and access to legal assistance.

Beyond basic insurance programs, Domino's offers other wellness services to help team members participating in our health plan manage and optimize their health. These no-cost programs include smoking cessation, diabetes and hypertension management, at-home physical therapy for such team members, in addition to emotional support through Domino's team member assistance program for all part-time and full-time team members and their dependents. Additionally, we provide up to 40 hours per year of sick time for all part-time and full-time team members, with no waiting period for our part-time team members who begin accruing sick pay on their first day of hire, and access to an outside wellness platform featuring thousands of videos on topics like mindfulness, exercise, nutrition, sleep, and financial well-being.

Talent Development and Recruiting

Having best-in-class talent across the globe is crucial to all aspects of Domino's business, brand and long-term success. We are focused on attracting, developing and retaining high-performing, diverse teams and building an inclusive culture that inspires leadership, encourages innovative thinking and supports the development and advancement of all team members. Domino's team members are empowered to drive their own success through different resources, training and several development programs.

Our success will continue to depend on our ability to attract and retain qualified personnel to operate our stores, dough manufacturing and supply chain centers and international operations. To continue to strengthen our ability to attract and retain talent to ensure we have appropriate staffing to operate our stores and supply chain centers, we have launched an Applicant Tracking System and have made continued investments in frontline team member wage rates in our U.S. Company-owned stores and supply chain centers. On an annual basis, we also review scores for our team member engagement surveys to identify strengths and opportunities for our brand.

The opportunity and potential at Domino's is best represented in a key statistic: substantially all of our U.S. franchisees started as delivery drivers or in other in-store positions. With the vast majority of Domino's U.S. franchisees developed from within our own system, the opportunity to become a small business owner is a profound and unique aspect of Domino's culture and strength as a brand. Experienced store managers and other operators can apply for Franchise Management School ("FMS"). At FMS, these operators receive training for a successful transition from store management to store ownership.

Inclusion and Diversity Efforts

"Do the Right Thing" and "Put People First" are two of our core values at Domino's. From those two values our Inclusion and Diversity mission was launched, and we have been relentless in our commitment to building and strengthening our culture every day. Our mission is to foster a more diverse, highly engaged workforce that sees our Company as the employer of choice and is representative of the communities we serve. We want our team members to feel comfortable bringing their unique experiences and diverse backgrounds to discussions where they can share, learn and listen together enabled by conscious inclusion practices and our leadership competencies.

Domino's is focused on building an inclusive culture that welcomes, seeks to understand and values everyone's whole self. Our Inclusion and Diversity efforts have been crafted with a strategic framework that encompasses three pillars:

Workforce – focused on the diversity of our workforce at all levels of the organization.

Workplace – focused on ensuring that our Company-owned stores, offices and supply chains are inclusive.

Marketplace – focused on ensuring our brand reaches and is relevant to all consumers.

As part of our workplace initiatives, we provide leadership and funding to support team members participating in Employee Resource Groups (“ERGs”). We currently have ERGs representing the Black, Hispanic and LGBTQ+ communities, as well as women in the workforce and individuals with disabilities, with potentially more to come based on team member interest. We also make available to our eligible team members several benefits designed to promote an inclusive workplace like paid parental leaves, adoption support, discounted childcare tuition and health plans that are available to dependents, spouses and domestic partners and include fertility and gender transition support.

Corporate Stewardship

Our vision for stewardship is for Domino’s to deliver the power of possible every day for the communities we serve, our people and the planet. We drafted our stewardship vision, with notable goals and objectives to drive change in the years and decades to come, and with pillars that ladder up to that vision and our underlying long-term goals. We have continued our efforts to better understand our environmental and social impacts.

We engaged outside experts to measure and quantify our environmental footprint, and identify opportunities to improve. With the help of these experts, we have conducted a materiality assessment, connected with key stakeholders inside and outside the company and developed a baseline report for our carbon, water and land use footprint in the U.S. We have established significant commitments on greenhouse gas emissions: we set and submitted our Science Based Targets for validation in 2023 and we have established a commitment to achieve those Science Based Targets by 2032 and achieve net zero carbon emissions by 2050. We also continue to highlight important stewardship topics with consumers, including our recent efforts to promote the ability to recycle pizza boxes throughout the U.S. We also launched a fleet of electric vehicles as part of an initiative to solve a business need with a solution that is also good for the planet.

Domino’s also has a long history of caring for the communities we serve. Our national philanthropic partner is St. Jude Children’s Research Hospital®, which is internationally recognized for its pioneering work in finding cures and saving children with cancer and other catastrophic diseases. Through a variety of internal and consumer-based activities, including a national consumer fundraising campaign called St. Jude Thanks and Giving®, the Domino’s system has contributed approximately \$124.7 million to St. Jude since our partnership began in 2004, including raising approximately \$15.5 million in 2023. We also committed to a 10-year, \$100 million campaign to raise funds to build Domino’s Village at St. Jude, a housing complex that opened in 2023 and accommodates up to 140 patient families during long-term stays at the hospital.

We also support the Domino’s Pizza Partners Foundation (the “Partners Foundation”). Founded in 1986, the mission of the Partners Foundation is “Team Members Helping Team Members.” Primarily funded by team member and franchise contributions, the Partners Foundation is a separate, not-for-profit organization that has disbursed over \$12.3 million over the past five years. The Partners Foundation is committed to meeting the needs of Domino’s team members facing crisis situations, such as fire, illness, natural disasters or other personal tragedies.

You can find more information about our initiatives and read our 2023 Corporate Stewardship Report, which includes both Sustainability Accounting Standards Board (SASB) and Global Reporting Initiative (GRI) indexed tables, at stewardship.dominos.com. The information included in our Corporate Stewardship Report is not incorporated by reference herein and should not be considered a part of this document.

Additional Disclosures

Working Capital

Information about the Company’s working capital is included in Management’s Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7.

Government Regulation

We, along with our franchisees, are subject to various federal, state and local laws affecting the operation of our business. Each store is subject to licensing and regulation by a number of governmental authorities, which include zoning, health, safety, sanitation, building and fire agencies in the jurisdiction in which the store is located. In connection with maintaining our stores, we may be required to expend funds to meet certain federal, state and local regulations, including regulations requiring that remodeled or altered stores be accessible to persons with disabilities. Difficulties in obtaining, or the failure to obtain, required licenses or approvals could delay or prevent the opening of a new store in a particular area or cause an existing store to cease operations. Our supply chain facilities are also licensed and subject to similar regulations by federal, state and local health and fire codes.

We are also subject to the Fair Labor Standards Act and various other federal and state laws governing such matters as minimum wage requirements, overtime and other working conditions and citizenship requirements. Labor costs are largely a function of the minimum wage for a majority of our store personnel and certain supply chain personnel. A significant number of both our and our franchisees' food service personnel are paid at rates related to the applicable minimum wage, and past increases in the minimum wage have increased labor costs, as would future increases.

We are subject to the rules and regulations of the Federal Trade Commission ("FTC") and various state laws regulating the offer and sale of franchises. The FTC and various state laws require that we furnish a franchise disclosure document containing certain information to prospective franchisees, and a number of states require registration of the franchise disclosure document with state authorities. We are operating under exemptions from registration in several states based on the net worth of our subsidiary, Domino's Pizza Franchising LLC, and experience. We believe our franchise disclosure document, together with any applicable state versions or supplements, and franchising procedures comply in all material respects with both the FTC guidelines and all applicable state laws regulating franchising in those states in which we have offered franchises.

Internationally, our franchise stores are subject to national and local laws and regulations that are often similar to those affecting our U.S. stores, including laws and regulations concerning franchises, advertising, labor, health, sanitation and safety. Our international stores are also often subject to tariffs and regulations on imported commodities and equipment, and laws regulating foreign investment. We believe our international disclosure statements, franchise offering documents and franchising procedures comply in all material respects with the laws of the foreign countries in which we have offered franchises.

Privacy and Data Protection

We are subject to a number of privacy and data protection laws and regulations both in the U.S. and globally. The legislative and regulatory landscape for privacy and data protection continues to evolve, and there has been an increase in attention given to privacy and data protection issues with the potential to directly affect our business. This includes recently-enacted laws and regulations in the U.S. and internationally requiring notification to individuals and government authorities of security breaches involving certain categories of personal information. Any changes in privacy or data protection laws or regulations could also impact our marketing techniques and could change our marketing strategies. We have a privacy policy posted on our website at [dominos.com](https://www.dominos.com). The security of our financial data, customer information and other personal information is a priority for us.

Trademarks

We have many registered trademarks and believe that the Domino's mark and Domino's Pizza names and logos, in particular, have significant value and are important to our business. Our policy is to pursue registration of our trademarks and to vigorously oppose the infringement of any of our trademarks. We license the use of our registered marks to franchisees through franchise agreements.

Environmental Matters

We are not aware of any federal, state or local environmental laws or regulations that we would expect to materially affect our earnings or competitive position or result in material capital expenditures. However, we cannot predict the effect of possible future environmental legislation or regulations. During 2023, there were no material environmental compliance-related capital expenditures, and no such material expenditures are anticipated in 2024.

Available Information

The Company makes available, free of charge, through its internet website ir.dominos.com, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements and amendments to those reports filed or furnished pursuant to Section 13(a), 15(d), or 16 of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after electronically filing such material with the Securities and Exchange Commission. Materials filed with the Securities and Exchange Commission are available at sec.gov. Retail orders from Domino's stores can be made through its website [dominos.com](https://www.dominos.com). The reference to these website addresses anywhere in this Annual Report on Form 10-K (the "Form 10-K") does not constitute incorporation by reference of the information contained on the websites and information appearing on those websites, including ir.dominos.com, stewardship.dominos.com and [dominos.com](https://www.dominos.com), should not be considered a part of this document.

Item 1A. Risk Factors.

For a business as large and globally diverse as the Company, a wide range of factors could materially affect future developments and performance. In addition to the factors affecting specific business operations identified in connection with the description of these operations and the financial results of these operations elsewhere in this report and our other filings with the SEC, we believe the most significant risk factors affecting our business include the following:

Business, Operational and Industry Risks

The quick service restaurant (“QSR”) pizza category and the food service and food delivery markets in general are highly competitive and such competition could adversely affect our operating results.

In the U.S., we compete primarily against regional and independent or local companies as well as national chains Pizza Hut[®], Papa John’s[®] and Little Caesars Pizza[®]. Internationally, we compete primarily with Pizza Hut[®], Papa John’s[®] and country-specific national, regional and independent or local companies. We may experience increased competition from existing or new companies in the delivery and carryout pizza categories, in addition to competition from order and delivery aggregators both in the pizza category and more broadly, that may create increasing pressures to grow our business in order to maintain our market share. Competition for both customers and drivers from these order and delivery aggregators and other food delivery services has substantially increased as order and delivery aggregators have grown in size and scale. Additionally, we face competition from supermarkets and meal kit and food delivery providers, with the improvement of prepared food and meal kit offerings, expansion in meal delivery platforms and services and the trend towards convergence in grocery, deli, retail and restaurant services.

We also compete more broadly with QSRs and other international, national, regional and independent or local restaurants. The overall food service market, food delivery market and the QSR market are intensely competitive with respect to food quality, price, service, image, convenience and concept, and are often affected by changes in:

- consumer tastes;
- international, national, regional or local economic conditions;
- marketing, advertising and pricing, including both price increases and discounting;
- disposable purchasing power and demographic trends; and
- currency fluctuations and geopolitical considerations related to international operations.

We compete within the food service market and the QSR market not only for customers, but also for management and hourly employees, including store team members, drivers and qualified franchisees, as well as suitable real estate sites. We and our franchisees have faced an increasingly competitive labor market in recent years due to labor shortages and increased turnover at times resulting in part from the COVID-19 pandemic which caused us and our franchisees to in certain cases make operational changes and delay store openings which could ultimately impact our growth and competitive position. While the Company saw an increase in sales in certain markets, including within the U.S., at times during the COVID-19 pandemic, including higher sales related to heightened reliance on delivery and carryout businesses, future sales are not possible to estimate, and it is unclear what sales will be as consumer behavior and general economic and business activity move on from the COVID-19 pandemic. Our success is also dependent in large part upon our ability to maintain and enhance the goodwill and reputation of our brand, our customers’ connection to our brand, and a positive relationship with our franchisees and the communities in which we and our franchisees operate.

Our supply chain segment is also subject to competition from outside suppliers. While substantially all U.S. franchisees purchased food, equipment and supplies from us in 2023, U.S. franchisees are not required to purchase food, equipment or supplies from us and they may choose to purchase from outside suppliers. If other suppliers who meet our qualification standards were to offer lower prices or better service to our franchisees for their ingredients and supplies and, as a result, our franchisees chose not to purchase from our U.S. supply chain centers, our financial condition, business and results of operations would be adversely affected.

If we are unable to maintain our competitive position, we could experience downward pressure on prices, lower demand for our products, reduced margins, loss of management or hourly employees, reduced service levels, disruption in our supply chain, the inability to take advantage of new business opportunities and the loss of market share, all of which would have an adverse effect on our operating results and could cause our stock price to decline.

If we fail to successfully implement our growth strategy, which includes opening new stores and generating more sales, our ability to increase our revenues and operating profits could be adversely affected.

A significant component of our growth strategy includes the opening of new U.S. (both Company-owned as well as franchised stores) and international franchised stores. We and our franchisees face many challenges in opening new stores, including, among others:

- construction, permitting or development delays;
- employment and training of qualified personnel, including availability of store team members;
- selection and availability of suitable new store sites and the ability to renew leases in quality locations;
- availability and negotiation of leases and financing with acceptable terms;
- securing required U.S. or foreign governmental permits, licenses and approvals; and
- general economic and business conditions, including increases in food costs, build costs and labor costs which could impact profitability and demand for new stores.

The opening of additional franchise stores also depends, in part, upon the availability of suitable prospective franchisees who meet our criteria, the ability of these franchisees to attract and retain qualified personnel and their desire to open new stores and ability to operate those stores effectively. Our failure to add new stores would adversely affect our ability to increase revenues and operating income. Additionally, our growth strategy and the success of new stores depend in large part on the availability of suitable store sites and leases. We and our franchisees are currently planning to expand our U.S. and international operations in many of the markets where we currently operate and in select new markets. This may require considerable management time as well as start-up expenses for market development before any significant revenues and earnings are generated. Operations in new markets may achieve low margins or may be unprofitable, and expansion in existing markets may be affected by local economic and market conditions. In addition, we expect to continue our strategy of building additional stores in markets and regions where we have existing stores, a strategy we refer to as “fortressing,” which may negatively impact sales at existing stores. Therefore, as we continue to expand, we or our franchisees may not experience the gross margins we expect, our results of operations may be negatively impacted, and our stock price may decline. Additionally, we have an equity investment in DPC Dash Ltd (“DPC Dash”), as further discussed elsewhere in this report. Through its subsidiaries, DPC Dash serves as the Company’s master franchisee in China that owns and operates Domino’s Pizza stores in that market. These types of investments are inherently risky. If DPC Dash does not succeed or is unable to successfully execute its growth strategy, we could lose some or all of our investment value.

As part of our growth strategy, we may decide to increase or decrease the number of Company-owned stores, either by refranchising existing Company-owned stores or by purchasing existing franchised stores, as we have done in the past. Our failure to successfully execute these transactions could have an adverse effect on our operating results and could cause our stock price to decline.

Another component of our growth strategy also involves our recent entry into the third-party order aggregator marketplace. This new avenue for sales may prove to be unsuccessful and sales may not meet our expectations. Our presence on the order aggregator marketplace also introduces us to additional risks and uncertainties including the risk that orders on this marketplace may not have the same level of store-level profitability as orders through our owned channels. Our operating results and stock price may be adversely affected if we are not successful on order aggregator platforms.

Increases in food, labor and other costs, labor shortages or negative economic conditions could adversely affect our profitability and operating results.

Given the present inflationary environment, which we anticipate may continue, there has been and may continue to be significant increases in food costs and labor costs, which have impacted and could further impact our profitability and that of our franchisees and which could impact the opening of new U.S. and international franchised stores and adversely affect our operating results. Economic conditions, including the inflationary pressures seen in recent years, may also impact the discretionary purchasing power of our customers, especially customers with less disposable income or for whom discretionary spending represents a smaller portion of their disposable income, resulting in decreased demand for our products. Matters having a broad global economic impact may also significantly impact particular costs, such as the impact of geopolitical conflict on our and our international master franchisees’ transportation and energy costs. Health epidemics or pandemics – such as the global outbreak of COVID-19 in early 2020 – have in the past and may in the future impact macroeconomic conditions, consumer behavior, labor availability and supply chain management, as well as local operations in impacted markets. While there historically has been some level of ordinary course turnover of employees, the COVID-19 pandemic and its effects exacerbated labor shortages and increased turnover in recent years.

Labor shortages and increased turnover rates within our team members and the employees of our franchisees have led to and could in the future lead to increased costs, such as increased overtime to meet demand and increased wage rates to attract and retain team members and could negatively affect our and our franchisees' ability to efficiently operate our respective businesses and result in a negative impact on service and customer experience.

Factors such as inflation, increased food costs, increased labor and employee health and benefit costs, increased rent costs, increased transportation costs and increased energy costs may adversely affect our operating costs and profitability and those of our franchisees and could result in menu price increases, which could impact consumer demand. An economic environment characterized by high unemployment, high interest rates, cautious consumer spending, or changes in consumer practices due to a possible recession could also impact consumer spending or demand and our operating results. Most of the factors affecting costs are beyond our control and, in many cases, we may not be able to pass along these increased costs to our customers or franchisees and to the extent we were to raise menu prices to offset these costs, could result in decreased consumer demand, sales and profitability.

Most ingredients used in our pizza, particularly cheese, are subject to significant price fluctuations as a result of seasonality, weather, demand and other factors. For example, we have experienced increased volatility in prices for some ingredients in recent years. Cheese is a significant cost to us, representing approximately 25% of the market basket purchased by our Company-owned stores.

Additionally, while we strive to engage in a competitive bidding process for our ingredients, because certain of these ingredients, including meat products, may only be available from a limited number of vendors, we may not always be able to do so effectively. Furthermore, if we need to seek new suppliers, including as a result of expiration of existing supply agreements, we may be subject to pricing or other terms less favorable to us than those reflected in our current supply arrangements. Labor costs are largely a function of the minimum wage for a majority of our and our franchisees' store personnel and certain supply chain center personnel and, generally, are also a function of the availability of labor. In addition to the increases in labor costs described above, several jurisdictions in which we and our franchisees operate have recently approved minimum wage increases. Federal, state and local proposals that increase minimum wage requirements or mandate other employee matters could, to the extent implemented, materially increase labor and other costs. As more jurisdictions implement minimum wage increases, we expect that labor costs will continue to increase. For example, labor and regulatory compliance costs could be adversely impacted as a result of California Assembly Bill No. 1228 (AB 1228), which was signed into law in September 2023 and which will raise the minimum wage for employees of restaurants that are part of a national fast food chain effective April 1, 2024. The increased labor costs at franchised restaurants in California could impact their profitability and the desire to open new stores or renew the franchise agreements for existing stores and result in price increases, which could impact demand for our products or lead to operational changes. Further, this bill could prompt similar legislation in other states or localities. The advent of legislation aimed at predictive scheduling may impact labor for our stores and our franchisees' stores. Additionally, while we do not currently have any unionized employees, certain employees of other companies in our industry have recently become unionized. If a significant portion of our or our franchisees' employees were to become unionized, our and our franchisees' labor costs could increase and our business could be negatively affected by other union requirements that increase costs, disrupt our business, reduce flexibility and impact employee culture. Further, our responses to any union organizing efforts could negatively impact how our brand is perceived. Labor costs and food costs, including cheese, generally represent approximately 55% to 65% of the sales at a typical Company-owned store.

Shortages, interruptions or disruptions in the supply or delivery of fresh food products and store equipment could adversely affect our operating results.

We and our franchisees are dependent on frequent deliveries of food products that meet our specifications as well as adequate supply of store equipment. We have single suppliers or a limited number of suppliers for certain of our ingredients, including pizza cheese and meat toppings. While we believe there are adequate reserve quantities and potential alternative suppliers, shortages, interruptions, or disruptions in the supply of food products and store equipment caused by increased demand, capacity constraints, expiration of existing agreements, problems in production or distribution, product recalls, financial or other difficulties of suppliers, inclement weather or other conditions could adversely affect the availability, quality and cost of ingredients and equipment. We have in the past experienced disruptions within our supply chain resulting from, among other things, capacity, volume, systems, staffing, operational and COVID-19-related challenges and may experience such supply chain disruptions again in the future, which could materially and adversely affect our business and operational results. Additionally, the effects of climate change could increase the frequency and duration of weather impacts on our operations and could adversely affect our operating results.

The food service market is affected by consumer preferences and perceptions. Changes in these preferences and perceptions may reduce the demand for our products, which would reduce sales and harm our business.

Food service businesses are affected by changes in consumer tastes, international, national, regional and local economic conditions, marketing, advertising, pricing and demographic trends. For instance, if prevailing health or dietary preferences cause consumers to avoid pizza and other products we offer in favor of foods that are perceived as healthier, or consumers shift away from delivery or carryout food, our business and operating results would be harmed. Moreover, because we are primarily dependent on a single product, if consumer demand for pizza should decrease, our business would suffer more than if we had a more diversified menu, as many other food service businesses do, and the QSR pizza category may also not grow as quickly as other categories within the food service industry. The preferences of customers also may change as a result of advances in technology or alternative delivery methods or channels as well as geopolitical considerations. If we are not able to respond to these changes, or our competitors respond to these changes more effectively than us, our business and operating results could be adversely affected.

Reports of product contamination, food-borne illness or food tampering or other events which may impact our reputation may reduce sales and harm our business.

Reports, whether true or not, of product contamination, food-borne illnesses and injuries caused by food tampering have in the past severely injured the reputations of participants in the QSR market and could in the future as well. These events could occur both at the store and supply chain center levels. If such an event was to occur, we may not be able to respond to it quickly and effectively. The potential for acts of terrorism affecting our global food supply also exists and, if such an event occurs, could have a negative impact on us and could severely hurt sales and profits. In addition, our reputation is an important asset; as a result, anything that damages our reputation could immediately and severely affect our sales and profits. Further, a boycott or other campaign critical of us, whether domestic or international, through social media or otherwise, could negatively impact our brand's reputation and, consequently, sales. Media reports of product contamination, illnesses and injuries, whether accurate or not, could force some stores to close or otherwise reduce sales at such stores. Moreover, as further described below, social media has dramatically increased the rate at which negative publicity, including as it relates to food-borne illness, can be disseminated before there is any meaningful opportunity to respond to or address an issue. Even reports of food-borne illnesses or food tampering occurring solely at the restaurants of competitors could, by resulting in negative publicity about the restaurant industry in general, adversely affect us on a local, regional, national or international basis. Our international operations expose us to further risk as our master franchisees are responsible for obtaining their own supply of food and equipment, subject to their compliance with our quality standards. A decrease in sales due to these health concerns, any negative publicity or as a result of the closure of any Domino's stores could adversely affect our results of operations.

We do not have long-term contracts with certain of our suppliers, or have contracts which are set to expire, and as a result they could seek to significantly increase prices or fail to deliver.

We do not have long-term contracts or arrangements, or have contracts which are set to expire, with certain of our suppliers. Although in the past we have not experienced significant problems with our suppliers, our suppliers may implement significant price increases or may not meet our requirements, including those that may result from increases in volume, in a timely fashion or at all. The occurrence of any of the foregoing could have a material adverse effect on the ability of our supply chain centers to deliver necessary products to our stores and those of our franchisees and on our results of operations.

Any prolonged disruption in the operations of any of our dough manufacturing and supply chain centers could harm our business.

In the U.S., we operate 22 regional dough manufacturing and supply chain centers, two thin crust manufacturing facilities, one vegetable processing center and one center providing equipment and supplies to our U.S. and certain international stores. We also operate five dough manufacturing and supply chain centers in Canada. We plan to continue investing in supply chain productivity initiatives in the future. Our U.S. dough manufacturing and supply chain centers service all of our Company-owned and substantially all of our U.S. franchise stores. Any prolonged disruption in the operations of any of these facilities, whether due to technical, systems, operational or labor difficulties, destruction or damage to the facility, real estate issues, limited capacity or other reasons, or our failure to successfully increase capacity and open new centers, could adversely affect our business and operating results.

Our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media could adversely impact our business.

The use of social media platforms and other consumer-oriented technologies has increased the speed and accessibility of information dissemination and given users the ability to more effectively organize collective actions such as boycotts and other brand-damaging behaviors. Negative publicity related to our brand, products, operations, or stores or related to our operations or actions by our executives, team members or franchisees and their team members or others perceived to be associated with our brand could harm our business, brand, reputation, marketing partners, financial condition and results of operations, regardless of the accuracy of such negative publicity. Failure to use or respond to social media campaigns effectively could lead to a decline in brand value and revenue.

Our success depends in part upon effective advertising, and lower advertising funds may reduce our ability to adequately market the Domino's Pizza brand.

We have been routinely named a Leading National Advertiser by Advertising Age and our success depends in part on continued effective advertising. Each Domino's store located in the U.S. is obligated to contribute 6.0% of its sales to DNAF, which uses such fees for national advertising in addition to contributions for local market-level advertising. We currently anticipate that this 6.0% obligation will remain in place for the foreseeable future, though the actual contribution rate could be lower in certain instances due to certain incentives and waivers. Beginning on March 27, 2023, the Company effectuated a temporary reduction of 0.25% to its standard 6.0% advertising contribution, which will expire on March 24, 2024. While additional funds for advertising in the past have been provided by us, our franchisees and other third parties, none of these additional funds are legally required. The lack of continued financial support for advertising activities could significantly curtail our marketing efforts, which may in turn affect our business and our operating results.

Loss of key employees or our inability to attract and retain new qualified employees could hurt our business and inhibit our ability to operate and grow successfully.

Our success in the highly competitive pizza delivery and carryout business will continue to depend to a significant extent on our leadership team and other key management personnel. Although we have entered into employment agreements with Russell J. Weiner and Joseph H. Jordan, each of these executives may terminate his agreement on ninety days' notice and our other executive officers may do the same. As a result, we may not be able to retain our executive officers and key personnel or attract additional qualified management.

While we do not have long-term employment agreements with our executive officers, for all of our executive officers we have non-compete and non-solicitation agreements that extend for 24 months following the termination of such executive officer's employment, although the FTC has proposed a new rule that would ban the use of non-compete agreements. Our success will also continue to depend on our ability to attract and retain qualified personnel to operate our stores, dough manufacturing and supply chain centers and international operations. The loss of these employees or our inability to recruit and retain qualified personnel, including general managers or other store-level team members, or our inability to adequately respond to changes in the labor market, could adversely affect our operating results. Changes we make to our current and future work environments may not meet the needs or expectations of our employees and may be perceived as less favorable compared to other companies' policies, which could negatively impact our ability to hire and retain qualified personnel.

Our international operations subject us to additional risk. Such risks and costs may differ in each country in which we and our franchisees do business and may cause our profitability to decline due to increased costs.

We conduct a significant and growing portion of our business outside the U.S. Our financial condition and results of operations have at times been and may in the future be adversely affected if global markets in which our franchised stores compete are affected by changes in political, economic or other factors. These factors, many over which neither we nor our master franchisees have control, may include both internal and external factors including:

- recessionary or expansive trends in international markets and global markets and economic downturns;
- changing labor conditions and difficulties in staffing and managing our foreign operations;
- increases in the taxes we pay and other changes in applicable tax laws both in the U.S. and globally;
- tariffs and trade barriers or foreign policy changes;
- legal and regulatory changes, and the burdens and costs of our compliance with a variety of foreign laws;

- changes in inflation rates or foreign exchange rates and the imposition of restrictions on currency conversion or the transfer of funds;
- ongoing and new relationships between our master franchisees and order and delivery aggregators our master franchisees may partner with internationally and the success of those aggregators and relationships;
- difficulty in collecting our royalties and longer payment cycles;
- expropriation of private enterprises;
- the inherent risk of doing business in China resulting from our equity investment in DPC Dash;
- national and international conflicts, sanctions, acts of war or terrorist acts;
- increases in anti-American sentiment and the identification of Domino's as an American brand, including those seen as a result of the geopolitical tensions in the Middle East and further escalations and the impact thereof; and
- political and economic instability and uncertainty around the world and related geopolitical risk.

Our earnings and business growth strategy depend on the success of our franchisees, and we may be harmed by actions taken by our franchisees, or employees of our franchisees, that are outside of our control.

A significant portion of our earnings comes from royalties and fees generated by our franchise stores. Franchisees are independent operators, and their employees are not our employees. We provide tools that franchisees can consider using in training their employees, but the quality of franchise store operations and our brand and branded products may be diminished by numerous factors beyond our control. Consequently, franchisees may not operate stores in a manner consistent with our standards and requirements or they or their employees may take other actions that adversely affect the value of our brand and harm our business and reputation. Our success also depends in part on continuing positive relationships with our franchisees (and positive relationships between our international master franchisees and their corresponding sub-franchisees) and if those relationships were to deteriorate, our revenues and stock price could decline. While we try to ensure that franchisees maintain the quality of the Domino's brand and branded products and comply with their franchise agreements, franchisees may take actions that adversely affect the value of our intellectual property or reputation or that are inconsistent with their contractual obligations. Although our franchise arrangements permit the applicable franchisor to terminate a franchise agreement in certain circumstances, including the failure by franchisees to uphold product or operating standards, there is no assurance that such remedy will be available or sufficient to prevent harm to our brand and protect our intellectual property.

As of December 31, 2023, we had 735 independent U.S. franchisees operating 6,566 U.S. stores. As of that same date, 22 of these franchisees each owned and operated more than 50 U.S. stores, including our largest U.S. franchisee who owned and operated 143 stores and the average U.S. franchisee owned and operated approximately nine stores. Our international master franchisees are generally responsible for the development of significantly more stores than our U.S. franchisees. As a result, our international operations are more closely tied to the success of a smaller number of franchisees than our U.S. operations. As of December 31, 2023, our largest international master franchisee operated 3,840 stores in 12 markets, which accounted for approximately 28% of our total international store count. Our U.S. and international franchisees may not operate their franchises successfully. If one or more of our key franchisees were to be unsuccessful, become insolvent or otherwise were unable or unwilling to pay us our royalties or other amounts owed, our business and results of operations would be adversely affected.

We may not be able to adequately protect our intellectual property, which could harm the value of our brand and branded products and adversely affect our business.

We depend in large part on our brand and branded products and believe that they are very important to our business. We rely on a combination of trademarks, copyrights, domain names, patents, trade secrets and similar intellectual property rights to protect our brand and branded products. The success of our business depends on our continued ability to use our existing trademarks in order to capitalize on our name recognition, increase brand awareness and further develop our branded products in both U.S. and international markets. We have registered certain trademarks and have other trademark applications pending in the U.S. and foreign jurisdictions. Not all of the trademarks or domain names that we currently use or contemplate using have been registered in all of the countries in which we do business, and they may never be registered in all of these countries. Some countries' laws do not protect unregistered trademarks at all, or make them more difficult to enforce, and third parties may have filed for "Domino's" or similar marks in countries where Domino's has not registered its brand for reasons including lack of presence by the brand where actual use is required to obtain trademark registration. In addition, certain countries have use requirements to maintain a trademark registration. In those countries where we do not currently operate but have registered trademarks, we may be unable to renew those registrations when they expire due to non-use. Accordingly, we may not be able to adequately protect our trademarks everywhere in the world and our use of these trademarks may result in liability for trademark infringement, trademark dilution or unfair competition. All of the steps we have taken to protect our intellectual property globally may not be adequate. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as the laws of the U.S. We may, from time to time, be required to institute or defend litigation to enforce our intellectual property rights, or to protect our trade secrets. Such litigation could result in substantial costs and diversion of resources and could negatively affect our sales, profitability and prospects regardless of whether we are able to successfully enforce our rights.

The occurrence of cyber incidents, or a deficiency in cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of confidential information, or damage to our employee and business relationships, any of which could subject us to loss and harm our brand.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of information resources. More specifically, a cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data or steal confidential information about customers, franchisees, suppliers or employees. Many retailers and other companies have recently experienced serious cyber incidents and breaches of their information technology systems. As our reliance on technology has increased, so have the risks posed to our systems, both internal and those we have outsourced, and we may further be negatively impacted to the extent outdated or legacy systems cease to function appropriately. We have in the past been and in the future may also be subject to negative impacts to our business caused by cyber incidents relating to our third-party service providers or the service providers of those third parties or our franchisees.

The primary risks that could directly result from the occurrence of a cyber incident include operational interruption, damage to our relationships with customers, franchisees and employees, private data exposure, including payment card or other financial data, public relations impact and regulatory fines. In addition to maintaining insurance coverage to address cyber incidents, we have also implemented processes, procedures and controls to help mitigate these risks. The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by others, including by our service providers and these measures, as well as our increased awareness of the risk of a cyber incident, do not guarantee that our reputation and financial results will not be materially and adversely affected by such an incident. Our business continuation or disaster recovery programs may not be sufficient to mitigate the harm that could result from such disaster or disruption, and insurance and other safeguards may only partially reimburse us for our losses, if at all. Artificial intelligence ("AI") technologies may intensify our cybersecurity risks.

We depend on the performance of suppliers, aggregators and other third parties in our business operations. Third-party business processes we utilize include information technology, gift card authorization and processing, other payment processing, benefits, and other accounting and business services. The failure of our suppliers, aggregators and other third parties to maintain adequate controls or comply with our expectations and standards could have a material adverse effect on our business. Our and our franchisees' operations depend upon our ability and the ability of franchisees, third-party service providers and the service providers of those third parties (as well as franchisees' third-party service providers and the service providers of those third parties) to protect computer equipment and systems against damage from theft, fire, power loss, telecommunications failure and other catastrophic or unanticipated events, as well as internal and external security incidents, viruses, denial-of-service attacks, phishing attacks, ransomware attacks and other intentional or unintentional disruptions. The rapid evolution and increased adoption of artificial intelligence technologies amplifies these concerns.

A significant portion of our retail sales depends on the continuing operation of our information technology and communications systems, including DOM OS, our online and mobile ordering platforms and our credit card processing systems. The failure of these systems to operate effectively, stemming from maintenance problems, upgrading or transitioning to new platforms, a compromise in our security or other unanticipated problems has at times in the past and in the future could result in interruptions to or delays in our and our franchisees' operations, and some of our systems are not fully redundant. The occurrence of a natural disaster, intentional sabotage or other unanticipated problems could result in lengthy interruptions in service. The recent increase in remote working could also exacerbate certain risks to our business, including an increased risk of cyber incidents and improper dissemination of personal or confidential information.

In addition, the implementation of technology changes and upgrades to maintain and upgrade our systems, errors or vulnerabilities in our systems, or damage to or failure of our systems, including because of systems becoming obsolete, could result in interruptions in our services and non-compliance with certain laws or regulations, which could reduce our sales, revenues and profits and damage our business and brand.

Because we and our franchisees accept electronic forms of payment from customers including credit cards, our business requires the collection and retention of customer data, including sensitive financial data and other personally identifiable information in various information systems that are maintained by third parties with whom we and our franchisees contract to provide payment processing. A weakness in such third party's systems or software products (or in the systems or software products in the service providers of those third parties) may provide a mechanism for a cyber threat. In recent years, a significant number of companies have experienced data breaches in which customer information was stolen through vendor access channels. Cyber-attacks and data breaches at a payment processing contractor could compromise confidential information or adversely affect our ability to deliver products and services to our customers. There is also a potential heightened risk of cyber security incidents as a result of geopolitical events outside of our control, such as the ongoing Russia-Ukraine conflict. These problems could negatively affect our results of operations, and remediation could result in significant, unplanned capital investments.

We also maintain important internal Company data, such as personally identifiable information about our employees and franchisees and information relating to our operations. In addition, more than 85% of our U.S. retail sales in 2023 were derived from digital channels, primarily through our online ordering website and mobile applications, where customers enter personally identifiable information that we retain. Our use and retention of personally identifiable information is regulated by foreign, federal and state laws and regulations, as well as by certain third-party agreements. For example, the State of California has adopted the California Privacy Rights Act of 2020, an amendment to the California Consumer Privacy Act, and several other states have adopted similar comprehensive data protection laws, which may require companies to change their practices for handling of personal data, including allowing consumers to request that we delete certain personal data. In addition, the State of New York promulgated the New York SHIELD Act, like laws in several other states, which imposes obligations on businesses to implement physical, administrative and technical security measures to protect personal data. As privacy and information security laws and regulations change, we may incur additional costs to ensure that we remain in compliance with those laws and regulations, and our current and future planned uses of personal and other data may be adversely affected by future adopted privacy and information security laws, regulations and rulings. If our security and information systems are compromised or if we, our employees or franchisees fail to comply with these laws, regulations or contract terms, or to successfully implement processes related to requirements, laws and regulations governing cyber incidents, it could require us to notify customers, employees or other groups. This could result in adverse publicity, loss of sales and cash flows, increased fees payable to third parties and fines, penalties or remediation and other costs that could adversely affect our reputation, business and results of operations. Any other material disruption or other adverse event affecting one or more of our digital ordering platforms, including, for instance, power loss, technological or systems failures, user error or cyber-attacks, could similarly result in adverse publicity, loss of sales and cash flows and other costs, which could in turn materially and adversely affect our reputation, business and results of operations.

We cannot predict the impact that new or improved technologies, alternative methods of delivery, including autonomous vehicle delivery, or changes in consumer or employee behavior facilitated by these technologies and alternative methods of delivery will have on our business.

Advances in technologies or alternative methods of delivery, including advances in digital ordering technology and autonomous vehicle delivery, or certain changes in consumer behavior driven by these or other technologies and methods of delivery could have a negative effect on our business and market position. Moreover, technology and consumer offerings continue to develop, and we expect that new or enhanced technologies and consumer offerings will be available in the future. We may pursue certain of those technologies and consumer offerings if we believe they offer a sustainable customer proposition and can be successfully integrated into our business model. However, we cannot predict consumer acceptance of these delivery channels or their impact on our business. We may incorporate traditional and generative AI solutions into our business, and these solutions may become important in our operations over time. The use of these AI solutions may expose us to additional risks and expenses. In addition, our competitors, some of whom have greater resources than we do, may be able to benefit more from changes in technologies or consumer acceptance of alternative methods of delivery.

There can be no assurance that we will be able to successfully respond to changing consumer preferences, including with respect to new technologies and alternative methods of delivery, or to effectively adjust our product mix, service offerings, and marketing and merchandising initiatives for products and services that address, and anticipate advances in, technology and market trends. Alternative methods of delivery may also impact the potential labor pool from which we recruit our delivery experts and could reduce the available supply of labor. If we are not able to successfully respond to these challenges, our business could be materially and adversely affected.

We are subject to a variety of additional risks associated with our franchisees.

Our franchise system subjects us to a number of additional risks, any one of which may impact our ability to collect royalty payments and fees from our franchisees, may harm the goodwill associated with our brand, and/or may materially and adversely impact our business and results of operations. Such risks may also apply to us as owners of stores. These risks include, but are not limited to:

- those relating to the application of local, state, federal and foreign bankruptcy laws and other applicable laws governing creditors' rights generally and the impact such laws could have on our ability to collect payments and fees under applicable franchise agreements;
- those relating to franchisees that are operating entities, which generally are not limited-purpose entities, including business, credit, financial and other risks in addition to risks related to unions;
- those relating to franchisee changes in control and succession in general and the ability to find acceptable successors who are able to perform a former franchisee's obligations under applicable franchise agreements or successfully operate impacted stores in the event of a change of control or other succession event;
- those relating to franchisee insurance, including the inadequacy of, or inability to obtain, insurance coverage, losses in excess of policy limits or payments not being made on a timely basis, extraordinary hazards not being subject to coverage (or only being subject to coverage at prohibitively high rates) or third parties seeking to recover losses from us to the extent those losses experienced by such third parties are either not covered by the franchisee's insurance or exceed the policy limits of the franchisee's insurance;
- those relating to instances of termination of or default under a franchisee's franchise agreement or the non-renewal thereof at the end of such agreement's expiration date and the corresponding impact on the franchisee's or our operations;
- those relating to product liability exposure or noncompliance with labor and employment, health and safety regulations and the impact such events could have on a franchisee's ability to make payments under applicable franchise agreements, on us if an aggrieved party seeks to recover their losses from us and on our brand's reputation;
- the imposition of injunctive relief, fines, damage awards or capital expenditures under laws or regulations that could adversely affect the ability of a franchisee to make payments under applicable franchise agreements;

- litigation involving franchisees, including litigation involving us or litigation involving a third-party directed at a franchisee, which could impede the ability of a defendant-franchisee to make its royalty payments and divert our resources regardless of whether the allegations in such litigation are valid or whether we are liable; and
- those relating to the reliance of a franchised store business on its franchisees and the nature of franchisees in general, including the retention of franchisees (especially including our top-performing franchisees) in the future or our ability to attract, retain, and motivate sufficient numbers of franchisees of the same caliber in the future as well as our ability to maintain a positive and constructive relationship with our franchisees.

Our current insurance coverage may not be adequate, insurance premiums for such coverage may increase and we may not be able to obtain insurance at acceptable rates, or at all.

For certain periods prior to December 1998 and for periods after December 2001, we maintain insurance coverage for workers' compensation, general liability and owned and non-owned automobile liabilities. We are generally responsible for up to \$2.0 million per occurrence under these retention programs for workers' compensation and general liability, depending on policy year and line of coverage. We are generally responsible for up to between \$500,000 and \$5.5 million per occurrence under these retention programs for owned and non-owned automobile liabilities, depending on policy year and line of coverage. Total insurance limits under these retention programs vary depending upon the period covered and range up to \$110.0 million per occurrence for general liability and owned and non-owned automobile liabilities and up to the applicable statutory limits for workers' compensation. These insurance policies may not be adequate to protect us from liabilities that we incur in our business. In addition, in the future our insurance premiums may increase, and we may not be able to obtain similar levels of insurance on reasonable terms, or at all. Any such inadequacy of, or inability to obtain insurance coverage could have a material adverse effect on our business, financial condition and results of operations.

Environmental, social and governance matters may impact our business and reputation.

Increasingly, in addition to the importance of their financial performance, companies are being judged by their performance on a variety of environmental, social and governance ("ESG") matters, which are considered to contribute to the long-term sustainability of companies' performance. Major institutional investors have publicly emphasized the importance of such ESG matters to their investment decisions. Further, we set and submitted our Science Based Targets for validation in 2023 and have established a commitment to achieve those Science Based Targets by 2032 and achieve net zero carbon emissions by 2050. Execution of these strategies and achievement of these goals are subject to risks and uncertainties, many of which are outside of our control and may prove to be more costly than we anticipate. These risks and uncertainties include, but are not limited to, our ability to execute our strategies and achieve our goals within the currently projected costs and the expected timeframes; unforeseen design, operational and technological difficulties; the outcome of research efforts and future technology developments; the success of our collaboration with franchisees and other third parties; and the actions of competitors and competitive pressures. There is no assurance that we will be able to successfully execute our strategies and achieve our goals. Failure to achieve our goals could damage our reputation and customer, investor and other stakeholder relationships and have an adverse effect on our business, results of operations and financial condition, as well as on our stock price. There also has been increased political focus, including by U.S. and foreign governmental authorities, on environmental sustainability matters, such as climate change, the reduction of greenhouse gases and water usage; there has also been pushback to certain ESG initiatives in recent years which could also have an adverse effect. The SEC has included in its regulatory agenda proposed rulemaking on climate change disclosures that, if adopted, could significantly increase compliance burdens and associated regulatory costs and the complexity of the regulatory framework. Legislative, regulatory or other efforts to combat climate change or other ESG concerns could also result in new or more stringent forms of oversight and expanding mandatory and voluntary reporting, diligence and disclosure, which could increase costs, bring additional focus and further impact our business, results of operations and financial condition. Any failure or perceived failure by us to manage ESG issues successfully could have a material adverse effect on our reputation and on our business, results of operations, financial condition or stock price, including the sustainability of our business over time.

Risks Related to Our Indebtedness

Our substantial indebtedness could adversely affect our business and limit our ability to plan for or respond to changes in our business.

We have a substantial amount of indebtedness. As of December 31, 2023, our consolidated total indebtedness was approximately \$4.99 billion. We may also incur additional debt, which would not be prohibited under the terms of our current securitized debt agreements. Our substantial indebtedness could have important consequences for our business and our shareholders. For example, it could:

- make it more difficult for us to satisfy our obligations with respect to our debt agreements;
- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow for other purposes; and
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, thereby placing us at a competitive disadvantage compared to our peers that may have less debt.

Further, our 2021 Variable Funding Notes and 2022 Variable Funding Notes bear interest at fluctuating interest rates that in certain circumstances is based on a forward-looking term rate based on the Secured Overnight Financing Rate (“Term SOFR”). Term SOFR is a relatively new index that is administered by the Federal Reserve Bank of New York (the “New York Fed”). There can be no assurance that the New York Fed will not discontinue the publication of Term SOFR, in which case interest payments on our 2021 Variable Funding Notes and 2022 Variable Funding Notes would need to be calculated using a different index, or alter the manner in which Term SOFR is calculated. As a result, our interest expense could increase, in which event we may have difficulties making interest payments and funding our other fixed costs, and our available cash flow for general corporate requirements may be adversely affected.

Our interest expense could also be increased by rising interest rates. In addition, the financial and other covenants we agreed to with our lenders may limit our ability to incur additional indebtedness, make investments, pay dividends and engage in other transactions, and the leverage may cause potential lenders to be less willing to loan funds to us in the future. Our failure to comply with these covenants could result in an event of default that, if not cured or waived, could result in the acceleration of repayment of all of our indebtedness.

Downgrades in our credit ratings could impact our ability to access capital and materially and adversely affect our business, financial condition and results of operations.

Our debt is rated by credit rating agencies. These agencies may downgrade their credit ratings for us based on the performance of our business, our capital strategies or their overall view of our industry. There can be no assurance that any rating assigned to our currently outstanding indebtedness will remain in effect for any given period of time or that any such ratings will not be lowered, suspended or withdrawn entirely by a rating agency if, in that agency’s judgment, circumstances so warrant. A downgrade of our credit ratings could, among other things, increase our cost of borrowing, limit our ability to access capital or result in more restrictive covenants in agreements governing the terms of any future indebtedness that we may incur, and thereby could adversely impact our business and operations.

We may be unable to generate sufficient cash flow to satisfy our significant debt service obligations, which would adversely affect our financial condition and results of operations.

Our ability to make principal and interest payments on and to refinance our indebtedness will depend on our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. If our business does not generate sufficient cash flow from operations, in the amounts projected or at all, or if future borrowings are not available to us under our variable funding notes in amounts sufficient to fund our other liquidity needs, our financial condition and results of operations may be adversely affected. If we cannot generate sufficient cash flow from operations to make scheduled principal amortization and interest payments on our debt obligations in the future, we may need to refinance all or a portion of our indebtedness on or before maturity, sell assets, delay capital expenditures or seek additional equity. If we are unable to refinance any of our indebtedness on commercially reasonable terms or at all or to affect any other action relating to our indebtedness on satisfactory terms or at all, our business may be harmed.

The terms of our securitized debt financing of certain of our wholly-owned subsidiaries have restrictive terms and our failure to comply with any of these terms could put us in default, which would have an adverse effect on our business and prospects.

Unless and until we repay all outstanding borrowings under our securitized debt, we will remain subject to the restrictive terms of these borrowings. The securitized debt, under which certain of our wholly-owned subsidiaries issued and guaranteed fixed rate notes and variable funding senior revolving notes, contain a number of covenants, with the most significant financial covenant being a debt service coverage calculation. These covenants limit the ability of certain of our subsidiaries to, among other things:

- sell assets;
- alter the business we conduct and engage in mergers, acquisitions and other business combinations;
- declare dividends or redeem or repurchase capital stock;
- incur, assume or permit to exist additional indebtedness or guarantees and make loans and investments;
- incur liens; and
- enter into transactions with affiliates.

The securitized debt also requires us to maintain specified financial ratios at the end of each fiscal quarter. These restrictions could affect our ability to pay dividends or repurchase shares of our common stock. Our ability to meet these financial ratios can be affected by events beyond our control, and we may not satisfy such a test. A breach of these covenants could result in a rapid amortization event or default under the securitized debt. If amounts owed under the securitized debt are accelerated because of a default under the securitized debt and we are unable to pay such amounts, the investors may have the right to assume control of substantially all of the securitized assets.

During the term following issuance, the outstanding senior notes will accrue interest in accordance with the terms of the debt agreements. Additionally, our senior notes have original scheduled principal payments of \$51.5 million in 2024, \$1.17 billion in 2025, \$39.3 million in 2026, \$1.31 billion in 2027, \$811.5 million in 2028, \$625.9 million in 2029, \$10.0 million in 2030 and \$905.0 million in 2031.

In accordance with our debt agreements, the payment of principal on the outstanding senior notes may be suspended if the leverage ratio for the Company is less than or equal to 5.0x total debt, as defined, to adjusted EBITDA, as defined in the indenture governing our securitized debt, and no catch-up provisions are applicable.

If we are unable to refinance or repay amounts under the securitized debt prior to the expiration of the term, our cash flow would be directed to the repayment of the securitized debt and, other than a weekly management fee sufficient to cover minimal selling, general and administrative expenses, would not be available for operating our business. No assurance can be given that any refinancing or additional financing will be possible when needed or that we will be able to negotiate acceptable terms. In addition, our access to capital is affected by prevailing conditions in the financial and capital markets and other factors beyond our control. There can be no assurance that market conditions will be favorable at the times that we require new or additional financing. The indenture governing the securitized debt will restrict the cash flow from the entities subject to the securitization to any of our other entities and upon the occurrence of certain events, cash flow would be further restricted. In the event that a rapid amortization event occurs under the indenture (including, without limitation, upon an event of default under the indenture or the failure to repay the securitized debt at the end of its term), the funds available to us would be reduced or eliminated, which would in turn reduce our ability to operate or grow our business.

Regulatory, Legal and Compliance Risks

We face risks of litigation, investigations, enforcement actions and negative publicity from customers, franchisees, suppliers, employees, regulators and others in the ordinary course of business, which could divert our financial and management resources. Litigation, investigations, enforcement actions or publicity may adversely impact our financial condition and results of operations.

Claims of illness or injury relating to food quality or food handling are common in the food service industry, and vehicular accidents and injuries occur in the food delivery business. We are currently subject to these types of claims and have been subject to these types of claims in the past. Claims within our industry of improper supplier actions also occasionally arise that, if made against one of our suppliers, could potentially damage our brand image.

In addition, class action lawsuits have been filed, and may continue to be filed, against various QSRs alleging, among other things, that QSRs have failed to disclose the health risks associated with high-fat foods and that QSR marketing practices have encouraged obesity. State attorney general offices or other regulators have initiated and may in the future initiate investigations or enforcement actions against us. In addition to decreasing our sales and profitability and diverting our management resources, adverse publicity resulting from such allegations may materially and adversely affect us and our brand, regardless of whether such allegations are valid or whether we are liable, and could result in a substantial settlement, fine, penalty or judgment against us. Further, we may be subject to employee, franchisee and other claims in the future based on, among other things, discrimination, harassment, working and safety conditions, wrongful termination and wage, expense reimbursement, rest break and meal break issues, including claims relating to minimum wage and overtime compensation. We and our international master franchisees have been and continue to be subject to these types of claims. If one or more of these claims were to be successful or if there is a significant increase in the number of these claims or if we receive significant negative publicity, our business, financial condition and operating results could be harmed.

We and our franchisees are subject to extensive laws and government regulation and requirements issued by other groups and our failure to comply with existing or increased laws and regulations could adversely affect our business and operating results.

We are subject to numerous federal, state, local and foreign laws and regulations, as well as requirements issued by other groups, including those relating to:

- the preparation, sale and labeling of food;
- building and zoning requirements and environmental protection;
- labor and employment, including minimum wage, overtime, insurance, discrimination and other labor requirements as well as working and safety conditions;
- franchise arrangements;
- taxation;
- antitrust;
- payment card industry standards and requirements; and
- advertising, social media, information privacy and consumer protection.

We are subject to an FTC rule and to various state and foreign laws that govern the offer and sale of franchises. These laws regulate various aspects of the franchise relationship, including terminations and the refusal to renew franchises. The failure to comply with these laws and regulations in any jurisdiction or to obtain required government approvals could result in a ban or temporary suspension on future franchise sales, fines or other penalties or require us to make offers of rescission or restitution, any of which could adversely affect our business.

We and our franchisees face various regulatory and legislative efforts to enforce employment laws, such as efforts to categorize franchisors as the co-employers or joint employers of their franchisees' employees or to aggregate individual franchised businesses and classify them as large employers for minimum wage or other employment-related purposes. In October 2023, the National Labor Relations Board ("NLRB") adopted a final rule with a new and broader standard grounded in common law agency principles for determining when two or more otherwise unrelated employers may be found to be a joint employer of the same employees under the National Labor Relations Act (the "NLRA"). The NLRB's final rule is scheduled to go into effect on February 26, 2024; if it is adopted by other government agencies and/or applied generally to franchise relationships, it could cause us to be liable or held responsible for unfair labor practices and other violations of our franchisees and subject us to other liabilities, and require us to conduct collective bargaining negotiations regarding employees of totally separate, independent employers, most notably our franchisees. In such event, our operating expenses may increase as a result of required modifications to our business practices, increased litigation, governmental investigations or proceedings, administrative enforcement actions, fines and civil liability.

Additionally, based upon the outcome and application of recent legal proceedings in federal court in California involving the California wage and hour laws in another franchise system, franchisors may be subject to claims that their franchisees should be treated as employees and not as independent contractors under the wage and hour laws of that state and, potentially, certain other states and localities with similar wage and hour laws. The California legislature has enacted a statute known as Assembly Bill 5 (AB-5), which went into effect on January 1, 2020. AB-5 requires "gig economy" workers to be reclassified as employees instead of independent contractors. However, depending upon the application of AB-5, franchisors in certain industries could be deemed to be covered by the statute, in which event certain franchisees could be deemed employees of the franchisors. While active efforts to narrow the reach of AB-5 continue, a bill (SB 967), which was introduced specifically to exempt the relationship between a franchisor and franchisee from the scope of AB-5, was not successful in the legislature.

On November 3, 2020, the California electorate approved proposition 22, the effect of which is to exempt app-based transportation (ride shares) and delivery drivers from the application of AB-5 by treating these workers as independent contractors, rather than employees, provided certain conditions are met. The ballot measure does not affect how AB-5 applies to other businesses and workers. Given that misclassification claims have been successful against or applied to a franchisor under AB-5 and may be successful under similar state laws, a franchisor could be liable to its franchisees (and potentially their employees) based the rights and remedies available to employees under such laws and, thereafter, have to treat its franchisees (and their employees) as the franchisor's employees under these laws.

We and our franchisees are subject to the Fair Labor Standards Act of 1938, as amended (the "FLSA"), which, along with the Family and Medical Leave Act, governs such matters as minimum wage and overtime requirements and other working conditions and various family leave mandates, as well as a variety of other laws enacted, or rules and regulations promulgated, by federal, state and local governmental authorities that govern these and other employment matters. We and our franchisees have experienced and expect further increases in payroll expenses as a result of government-mandated increases in the minimum wage, some specific to employees of national fast food chains, which may be material, including as a result of California's AB 1228. Enactment and enforcement of various federal, state and local laws, rules and regulations on immigration and labor organizations may adversely impact the availability and costs of labor for Domino's and franchisees' stores in a particular area or across the United States. In addition, third-party suppliers may be affected by higher minimum wage standards, which may increase the price of goods and services they supply to us. Such increased expenses may cause our franchisees to exit the business or cause us to reduce the number of Company-owned stores, or otherwise adversely affect the amount of royalty payments and license fees we receive. On January 12, 2020, the U.S. Department of Labor announced a final rule to update and clarify the definition of joint employer under the FLSA. Under the final rule, the general test for assessing whether a party can be deemed a joint employer would be based upon whether that party (i) hires or fires the employee; (ii) supervises and controls the employee's work schedule or conditions of employment; (iii) determines the employee's rate and method of payment; and (iv) maintains the employee's employment records. In the final rule, the Department of Labor describes instances in which joint employment would not be more or less likely to be found to exist under the FLSA, which, according to the Department of Labor, includes the relationships that exist under the typical franchise business model. This rule may reduce a franchisor's risk of liability that currently exists under the joint employer standard now in effect under the FLSA (though ultimately, the facts specific to the franchisor-franchisee model at issue would be considered when determining liability). On July 29, 2021, the current administration's Department of Labor issued a final rule rescinding the 2020 rule. The Department of Labor may revert to the more expansive interpretation of joint employer that existed prior to the adoption of the 2020 rule and/or interpretations that could result in franchisors being held liable or responsible for FLSA violations by their franchisees. The rules of the Department of Labor are separate from the joint employer standard under the NLRA or, as described above, potential liability as a joint employer under the NLRA.

In October 2023, the FTC proposed a rule targeting misleading and hidden fees and how businesses may advertise and market prices to consumers; a law addressing hidden fees will take effect in California starting July 1, 2024 after Senate Bill No. 478 was signed into law. The ultimate scope of these rules and laws is currently unknown, but could be determined to apply to restaurants and fees such as delivery fees, service charges or surcharges that could impact the way we advertise to consumers. To the extent our advertising is negatively impacted, our business could be adversely affected.

Certain governmental authorities and private litigants have recently asserted claims against franchisors, including us, for provisions in our prior franchise agreements that restrict franchisees from soliciting or hiring the employees of other franchisees or the applicable franchisor. Claims against franchisors for such clauses include allegations that these clauses violate state and federal antitrust and unfair practices laws by restricting the free movement of employees of franchisees and/or franchisor (including the employees of Company-owned stores), thereby depressing the wages of those employees.

The Patient Protection and Affordable Care Act (as amended, the "Affordable Care Act") requires employers such as us to provide health insurance for all qualifying employees or pay penalties for not providing coverage. The majority of the increases in these costs began in 2015, and while the incremental costs of this program have not been material to us to date, we cannot predict what effect these costs will have on our results of operations and financial position, or the effects of the Affordable Care Act on some of our larger franchisees. Modifications to, or repeal of, all or certain provisions of the Affordable Care Act are also possible. Changes in tax laws or tax policy more broadly, increases in the enacted tax rates, adverse outcomes in connection with tax audits in any jurisdiction or any change in the pronouncements relating to accounting for income taxes could also impact our financial condition and results of operations.

We may also become subject to legislation or regulation seeking to tax and/or regulate high-fat foods, foods with high sugar and salt content, or foods otherwise deemed to be “unhealthy,” and our capital expenditures could increase due to remediation and compliance measures related to these laws or regulations.

Adverse government regulations and enforcement efforts or non-compliance by us or our franchisees with any of the foregoing laws and regulations could lead to various claims or governmental or judicial fines, sanctions or other enforcement measures, which could negatively impact our business.

Market and General Risks

Fluctuations in value of the U.S. dollar in relation to other currencies may lead to lower revenues and earnings.

Exchange rate fluctuations could have an adverse effect on our results of operations and we have in the past experienced significant adverse changes in foreign currency rates. International franchise royalties and fees represented approximately 6.9%, 6.5% and 6.8% of our total revenues in 2023, 2022 and 2021, respectively, a majority of which were denominated in foreign currencies. We also operate dough manufacturing and distribution facilities in Canada, which generate revenues denominated in Canadian dollars. Sales made by franchised stores outside the U.S. are denominated in the currency of the country in which the store is located, and this currency could become less valuable in U.S. dollars as a result of exchange rate fluctuations. Unfavorable currency fluctuations could lead to increased prices to customers outside the U.S. or lower profitability to our franchisees outside the U.S., or could result in lower revenues for us, on a U.S. dollar basis, from such customers and franchisees. A hypothetical 10% adverse change in the foreign currency rates in our international markets would have resulted in a negative impact on international royalty revenues of approximately \$27.4 million in 2023.

Our annual and quarterly financial results are subject to significant fluctuations depending on various factors, many of which are beyond our control, and if we fail to meet the expectations of securities analysts or investors, our stock price may decline significantly or be subject to significant fluctuations.

Our annual and quarterly financial results, including our sales and operating results, can vary significantly from quarter-to-quarter and year-to-year depending on various factors, many of which are beyond our control. These factors include, among other things:

- variations in the timing and volume of our sales and our franchisees’ sales, including same store sales;
- the timing of expenditures in anticipation of future sales;
- changes in the cost or availability of our ingredients or labor;
- planned or actual changes to our capital or debt structure;
- strategic actions by us or our competitors, such as sales promotions, acquisitions or restructurings;
- changes in our dividend policy or any share repurchase program;
- significant litigation or legislation or other regulatory developments affecting us or our industry;
- changes in competitive and economic conditions generally as well as general market conditions; and
- foreign currency exposure.

As a result, our operational performance may decline quickly and significantly in response to changes in order patterns or rapid decreases in demand for our products. Any such decline may cause us and our franchisees to experience lower sales revenue. We anticipate that fluctuations in operating results will continue in the future, and such fluctuations may result in significant fluctuations or a significant decline in our stock price.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Cybersecurity Governance

The Company's entire Board of Directors is engaged in risk management oversight, including the oversight of risks from cybersecurity threats. In accordance with the NYSE listed company rules, the Audit Committee assists the Board of Directors in its oversight of Domino's company-wide risk management and the process established to identify, assess, measure, monitor and manage risks, including major information security and cybersecurity risks, with input from the Company's internal committee dedicated to assessing and managing enterprise risk comprised of members of the Company's Executive Leadership Team who report directly to our Chief Executive Officer in addition to other senior leaders within the Company (the "Enterprise Risk Committee").

Cybersecurity and related matters are a recurring topic at meetings of the Audit Committee and the Company's Executive Vice President and Chief Technology Officer ("CTO") and Chief Information Security Officer ("CISO") provide the Audit Committee with an update on the Company's cybersecurity risk profile and strategy at multiple Audit Committee meetings each year. These updates include both qualitative and quantitative information on the effectiveness of the Company's cybersecurity controls.

At an operational level, the Company's cybersecurity strategy is shaped by its CISO who is ultimately responsible for implementing the Company's cybersecurity policies, procedures and strategy under the oversight of the Enterprise Risk Committee. The Company's CISO regularly provides updates to the Enterprise Risk Committee at relevant meetings and provides additional updates to the Company's Chief Executive Officer, Executive Vice President and Chief Financial Officer, Executive Vice President, General Counsel and Corporate Secretary and CTO on a regular basis in between the meetings of the Enterprise Risk Committee. Such updates are designed to ensure the Enterprise Risk Committee and Company executives remain informed about and are able to monitor the prevention, detection, mitigation and remediation of cybersecurity incidents. The Company's CISO has multiple decades of experience in the cybersecurity and information security fields with relevant experience supplemented by undergraduate and post-graduate degrees in information technology and security and completion of additional related executive education, along with holding several industry-recognized cybersecurity certifications. The Company's CTO supplements the expertise and experience of the CISO.

Under the oversight of the Enterprise Risk Committee, relevant information regarding the Company's cybersecurity profile and any cybersecurity threats or incidents is then communicated during the regular updates to the Audit Committee in a process designed to ensure the Board of Directors and Audit Committee maintains appropriate oversight of the Company's cybersecurity strategy and risk profile.

Cybersecurity Risk Management and Strategy

Cybersecurity is a key component of the Company's overall risk management system, and the Company believes it has implemented robust processes that are designed to effectively manage risks from cybersecurity threats. Domino's cybersecurity program is embedded into the Company's enterprise risk management framework from both a resource allocation and strategic initiative perspective and is supported by an extensive catalog of layered security controls that are designed to prevent and detect internal and external security threats and safeguard privacy and personal data of customers, team members, franchisees and other business partners. Domino's maintains this comprehensive information security program with a dedicated team that is responsible for directing, coordinating, planning and organizing information security activities throughout the Company and is led by the Company's CISO.

The Company leverages a combination of the National Institute of Standards and Technology (NIST) Cybersecurity Framework and the Center for Internet Security (CIS) Critical Security Controls as the scale against which to assess its information security program and invest in its ability to proactively defend against security risks within its environment. Domino's conducts annual risk assessments, both internally and through the use of third parties, to evaluate the effectiveness of its security controls and identify new threats and vulnerabilities and appropriate controls to mitigate risks and supplements these regular assessments with ongoing monitoring. Additionally, Domino's participates in ongoing and periodic assessments of its external platform and applications to include running a responsible disclosure program to ensure that vulnerabilities that are discovered can be reported and appropriately remediated. Domino's has been certified as compliant with the Payment Card Industry Data Security Standard ("PCI DSS") standards and has several dedicated teams of specialists within its information security department that routinely conduct internal and external vulnerability and penetration assessments in accordance with both PCI DSS and industry accepted practices. This team keeps the Company's management informed about and monitors the prevention, detection, mitigation, and remediation of cybersecurity incidents and leads the Company's processes to oversee and identify risks from cybersecurity threats associated with the Company's use of its third-party service providers. The Company additionally has established and maintains a dedicated Security Operations Center (SOC) team that is responsible for quickly identifying and treating events that could pose risk to its technology environments and that has a documented incident response plan in place.

The Company, its vendors and service providers and their respective vendors and service providers face various security threats on a regular basis, including ongoing cybersecurity threats to and attacks on its and their information technology infrastructure that are intended to gain access to the Company's proprietary information, destroy or modify data or disable, degrade or sabotage systems. Cyber incident techniques change frequently, may not immediately be recognized and can originate from a wide variety of sources, including as part of the supply-chain of software and computer code that supports the software and systems on which the Company and such parties rely. There has been an increase in the frequency, sophistication and ingenuity of the data security threats the Company and these vendors and service providers face, with attacks ranging from those common to businesses generally to those that are more advanced and persistent.

While the Company does not believe that any risks from cybersecurity threats (as defined in Item 106 of Regulation S-K), including as a result of any previous cybersecurity incidents, have to-date materially affected the Company, including its business strategy, results of operations or financial condition, the occurrence of cybersecurity incidents, or a deficiency in cybersecurity, could negatively impact the Company's business by causing a disruption to its operations, a compromise or corruption of confidential information, or damage to the Company's employee and business relationships, any of which could have adverse effects on the Company's results of operations, financial condition and cash flow and harm its brand. The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by others, including by the Company's service providers. See "Risk Factors – The occurrence of cyber incidents, or a deficiency in cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of confidential information, or damage to our employee and business relationships, any of which could subject us to loss and harm our brand" for further information.

Item 2. Properties.

We lease approximately 285,000 square feet for our World Resource Center, including our Domino's Innovation Garage, located in Ann Arbor, Michigan under an operating lease with Domino's Farms Office Park, L.L.C., an unrelated company. The lease, as amended, expires in 2029 and has two five-year renewal options.

We own four supply chain center buildings. All other U.S. and Canadian supply chain centers are leased by us, under leases ranging between five and 21 years with one or two five-year renewal options. All buildings for U.S. Company-owned stores are leased by us, typically under ten-year leases with one or two five-year renewal options. All franchise stores are leased or owned directly by the respective franchisees. We believe that our existing headquarters and other leased and owned facilities are adequate to meet our current requirements, but we plan to continue investing in additional supply chain productivity initiatives in the future.

Item 3. Legal Proceedings.

We are a party to lawsuits, revenue agent reviews by taxing authorities and administrative proceedings in the ordinary course of business which include, without limitation, workers' compensation, general liability, automobile and franchisee claims. We are also subject to suits related to employment practices. In addition, we may occasionally be party to large claims, including class action suits.

Litigation is subject to many uncertainties, and the outcome of individual litigated matters is unpredictable. These matters referenced above could be decided unfavorably to us and could require us to pay damages or make other expenditures in amounts or a range of amounts that cannot be estimated with accuracy. However, we do not believe these matters, individually or in the aggregate, will have a material adverse effect on the business or financial condition of the Company, and we expect that the established accruals adequately provide for the estimated resolution of such claims.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 4A. Executive Officers of the Registrant.

The listing of executive officers of the Company is set forth under Part III Item 10. Directors, Executive Officers and Corporate Governance, which is incorporated herein by reference.

Part II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

As of February 19, 2024, Domino’s Pizza, Inc. had 170,000,000 authorized shares of common stock, par value \$0.01 per share, of which 34,812,723 were issued and outstanding. As of February 19, 2024, there were 1,480 registered holders of record of Domino’s Pizza, Inc.’s common stock. Domino’s Pizza, Inc.’s common stock is traded on the New York Stock Exchange (“NYSE”) under the ticker symbol “DPZ.”

Our Board of Directors declared a quarterly dividend of \$1.51 per common share on February 21, 2024 payable on March 29, 2024 to shareholders of record at the close of business on March 15, 2024.

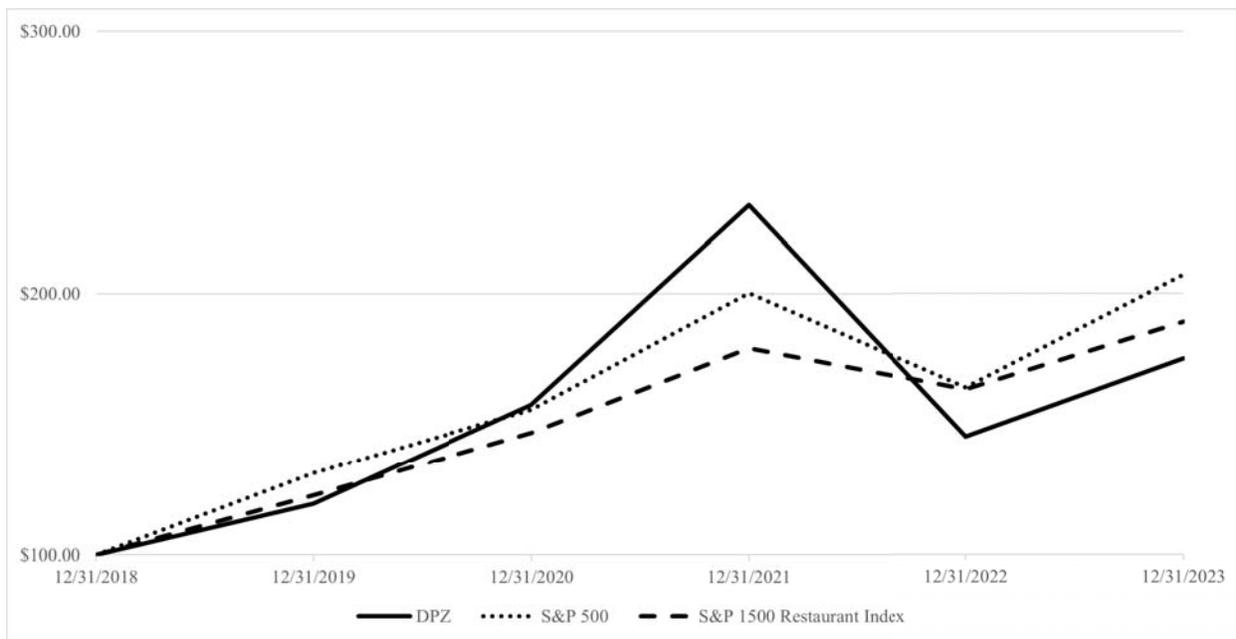
We currently anticipate continuing the payment of quarterly cash dividends. The actual amount of such dividends, if any, will depend upon future earnings, results of operations, capital requirements, our financial condition and certain other factors. There can be no assurance as to the amount of free cash flow that we will generate in future years and, accordingly, dividends will be considered after reviewing returns to shareholders, profitability expectations and financing needs and will be declared at the discretion of our Board of Directors.

As of December 31, 2023, we had a Board of Directors-approved share repurchase program for up to \$1.0 billion of our common stock, of which \$141.3 million remained available for future purchases of our common stock. Subsequent to the end of fiscal 2023, on February 21, 2024, our Board of Directors authorized an additional share repurchase program to repurchase up to \$1.0 billion of our common stock, in addition to the \$141.3 million that was previously remaining for a total authorization of \$1.14 billion for future share repurchases. Any future purchases of our common stock would be funded by current cash amounts, available borrowings or future excess cash flow. The following table summarizes our repurchase activity during the fourth quarter ended December 31, 2023:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program (2)	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (in thousands)
Period #10 (September 11, 2023 to October 8, 2023)	1,245	\$ 381.87	—	\$ 199,511
Period #11 (October 9, 2023 to November 5, 2023)	146,404	344.33	145,187	149,511
Period #12 (November 6, 2023 to December 3, 2023)	15,318	351.63	14,320	144,515
Period #13 (December 4, 2023 to December 31, 2023)	8,065	394.55	8,065	141,333
Total	171,032	\$ 347.63	167,572	\$ 141,333

- (1) 3,460 shares were purchased as part of the Company’s employee stock purchase discount plan. During the fourth quarter, the shares were purchased at an average price of \$369.05.
- (2) Authorization for the repurchase program may be modified, suspended, or discontinued at any time. The repurchase of shares in any particular period and the actual amount of such purchases remain at the discretion of the Board of Directors, and no assurance can be given that shares will be repurchased in the future.

The following comparative stock performance line graph compares the cumulative shareholder return of the common stock of Domino’s Pizza, Inc. (NYSE: DPZ) for the five-year period between December 31, 2018 and December 31, 2023, with the cumulative total return of (i) the Standard & Poor’s 500 Index (the “S&P 500”) and (ii) the Company’s peer group, the Standard & Poor’s Composite 1500 Restaurant Index (the “S&P 1500 Restaurant Index”). The cumulative total return computations set forth in the performance graph assume the investment of \$100 in each of the Company’s common stock, the S&P 500 and the S&P 1500 Restaurant Index on December 31, 2018.



Item 6. [Reserved].

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

Our fiscal year typically includes 52 weeks, comprised of three twelve-week quarters and one sixteen-week quarter.

In this section, we discuss the results of our operations for the fiscal year ended December 31, 2023 compared to the fiscal year ended January 1, 2023. For a discussion of the fiscal year ended January 1, 2023 compared to the fiscal year ended January 2, 2022, please refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended January 1, 2023.

Description of the Business

Domino's is the largest pizza company in the world with more than 20,500 locations in over 90 markets around the world as of December 31, 2023, and operates two distinct service models within its stores, with a significant business in both delivery and carryout. We are a highly recognized global brand, and we focus on value while serving neighborhoods locally through our large worldwide network of franchise owners and U.S. Company-owned stores through both the delivery and carryout service models. We have been selling quality, affordable food to our customers since 1960. We became "Domino's Pizza" in 1965 and opened our first franchised store in 1967. Over more than 60 years, we have built Domino's into one of the most widely-recognized consumer brands in the world. We believe our commitment to value, convenience, quality and new products continues to keep consumers engaged with the brand.

We are primarily a franchisor, with approximately 99% of Domino's global stores owned and operated by our independent franchisees as of December 31, 2023. Franchising enables an individual to be a business owner and maintain control over all employment-related matters and pricing decisions, while also benefiting from the strength of the Domino's global brand and operating system with limited capital investment by us.

Domino's business model is straightforward: Domino's stores handcraft and serve quality food at a competitive price, with easy ordering access and efficient service, enhanced by our technological innovations. Our hand-tossed dough is made fresh and distributed to stores around the world by us and our franchisees.

Domino's generates revenues and earnings by charging royalties and fees to our franchisees. Royalties are ongoing percent-of-sales fees for use of the Domino's[®] brand marks. We also generate revenues and earnings by selling food, equipment and supplies to franchisees through our supply chain operations primarily in the U.S. and Canada and by operating a number of Company-owned stores in the United States. Franchisees profit by selling pizza and other complementary items to their local customers. In our international markets, we generally grant geographical rights to the Domino's Pizza[®] brand to master franchisees. These master franchisees are charged with developing their geographical area, and they may profit by sub-franchising and selling food and equipment to those sub-franchisees, as well as by running pizza stores. We believe that everyone in the system can benefit from the franchise model, including the end consumer, who can purchase Domino's menu items for themselves and their family conveniently and economically.

Domino's business model can yield strong returns for our franchise owners and our Company-owned stores. It can also yield significant cash flows to us, through a consistent franchise royalty payment and supply chain revenue stream, with moderate capital expenditures. We have historically returned cash to shareholders through dividend payments and share repurchases. At Domino's, we believe we have a proven business model for success that has historically driven strong returns for our shareholders.

Domino's financial results are driven largely by retail sales at our franchised and Company-owned stores. Changes in retail sales are primarily driven by same store sales growth and net store growth. We monitor both of these metrics very closely, as they directly impact our revenues and profits, and we strive to consistently increase both metrics. Retail sales drive royalty payments from franchisees, as well as Company-owned store and supply chain revenues.

Critical accounting estimates

The following discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires our management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. On an ongoing basis, our management evaluates its estimates, including those related to long-lived assets, casualty insurance reserves and income taxes. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates, and changes in estimates could materially affect our results of operations and financial condition for any particular period.

We believe that our most critical accounting estimates are:

Long-lived assets

We record long-lived assets, including property, plant and equipment and capitalized software, at cost. For acquisitions of franchise operations, we estimate the fair values of the assets and liabilities acquired based on physical inspection of assets, historical experience and other information available to us regarding the acquisition. We depreciate and amortize long-lived assets using useful lives determined by us based on historical experience and other information available to us. We evaluate the potential impairment of long-lived assets at least annually or whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Our periodic evaluation is based on various analyses, including, on an annual basis, the projection of undiscounted cash flows. If we determine that the carrying amount of an asset (or asset group) may not be recoverable, we compare the net carrying value of the asset group to the undiscounted net cash flows to be generated from the use and eventual disposition of that asset group. For Company-owned stores, we perform related impairment tests on an operating market basis, which we have determined to be the lowest level for which identifiable cash flows are largely independent of other cash flows. If the carrying amount of a long-lived asset exceeds the amount of the expected future undiscounted cash flows of that asset, we estimate the fair value of the asset. If the carrying amount of the asset exceeds the estimated fair value of the asset, an impairment loss is recognized, and the asset is written down to its estimated fair value.

We have not made any significant changes in the methodology used to project the future market cash flows of Company-owned stores during the years presented. Same store sales fluctuations and the rates at which operating costs will fluctuate in the future are key factors in determining projected cash flows used to evaluate recoverability of the related assets. If our same store sales significantly decline or if operating costs increase and we are unable to recover these costs, the carrying value of our Company-owned stores, by market, may not be recoverable and we may be required to recognize an impairment charge. There were no triggering events in 2023, 2022 or 2021, and accordingly, we did not record any impairment losses on long-lived assets in 2023, 2022 and 2021.

Casualty insurance reserves

For certain periods prior to December 1998 and for periods after December 2001, we maintain insurance coverage for workers' compensation, general liability and owned and non-owned automobile liabilities. We are generally responsible for up to \$2.0 million per occurrence under these retention programs for workers' compensation and general liability, depending on policy year and line of coverage. We are generally responsible for up to between \$500,000 and \$5.5 million per occurrence under these retention programs for owned and non-owned automobile liabilities, depending on policy year and line of coverage. The related insurance reserves are based on undiscounted independent actuarial estimates, which are based on historical information along with assumptions about future events. There is inherent uncertainty in the ultimate cost for known claims under our insurance coverages, and for incidents that have occurred that will be subject to a claim, but have yet to be reported to us. Analyses of historical trends and actuarial valuation methods are utilized to estimate the ultimate claim costs for claims incurred as of the balance sheet date and for claims incurred but not yet reported. When estimating these liabilities, several factors are considered, including the severity, duration and frequency of claims, legal cost associated with claims, healthcare trends and projected inflation.

Our methodology for determining our exposure has remained consistent throughout the years presented. Management believes that the various assumptions developed, and actuarial methods used to determine our casualty insurance reserves are reasonable and provide meaningful data that management uses to make its best estimate of our exposure to these risks. Changes in assumptions for such factors as medical costs and legal actions, as well as changes in actual experience, could cause our estimates to change in the near term which could result in an increase or decrease in the related expense in future periods. A 10% change in our casualty insurance liability at December 31, 2023 would have affected our income before provision for income taxes by approximately \$5.6 million in 2023. We had accruals for casualty insurance reserves of \$56.3 million and \$57.6 million at December 31, 2023 and January 1, 2023, respectively.

Income taxes

The U.S. Federal statutory income tax rate was 21% in each of 2023, 2022 and 2021. Our Federal income tax provision calculated based on the Federal statutory rate was \$137.0 million, \$120.3 million and \$131.4 million in 2023, 2022 and 2021, respectively.

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. We measure deferred taxes using current enacted tax rates that will apply in the years in which we expect the temporary differences to be recovered or paid. Judgment is required in determining the provision for income taxes, related reserves and deferred taxes. These include establishing a valuation allowance related to the ability to realize certain deferred tax assets, if necessary. On an ongoing basis, management will assess whether it remains more likely than not that the deferred tax assets will be realized. Our accounting for deferred taxes represents our best estimate of future events. Except with respect to certain foreign tax credits and interest deductibility in separately filed states, our deferred tax assets assume that we will generate sufficient taxable income in specific tax jurisdictions, based on our estimates and assumptions. As of December 31, 2023 and January 1, 2023, we had total foreign tax credits of \$16.8 million and \$13.5 million, respectively, each of which were fully offset with a corresponding valuation allowance. We also had valuation allowances related to interest deductibility in separately filed states of \$1.4 million and \$1.5 million as of December 31, 2023 and January 1, 2023, respectively. We believe our remaining deferred tax assets will be realized. Changes in our current estimates due to unanticipated events could have a material impact on our financial condition and results of operations.

Fiscal 2023 Highlights

- Global retail sales, excluding foreign currency impact (which includes total retail sales at Company-owned and franchised stores worldwide) increased 5.4% as compared to 2022. U.S. retail sales increased 3.1% and international retail sales, excluding foreign currency impact, increased 7.7%, each as compared to 2022.
- Same store sales increased 1.6% in our U.S. stores and increased 1.7% in our international stores, excluding foreign currency impact.
- Global net stores grew by 711 net stores, including 168 net store openings in the U.S. and 543 net store openings internationally. Excluding the closure of the Russia market as discussed below, global net stores grew by 870.
- Income from operations increased 6.7%.

Excluding the negative impact of foreign currency, Domino's experienced global retail sales growth during 2023, driven by global net store growth and same store sales growth in both our U.S. and international businesses. These factors also contributed to an increase in income from operations. Overall, we believe our global retail sales growth (excluding foreign currency impact), emphasis on technology, operations and marketing initiatives, have combined to strengthen our brand. These financial and statistical measures are described in additional detail below.

Statistical Measures

The tables below outline certain statistical measures we utilize to analyze our performance. This historical data is not necessarily indicative of results to be expected for any future period.

Global Retail Sales

Global retail sales is a commonly used statistical measure in the quick-service restaurant industry that is important to understanding performance. Global retail sales refers to total worldwide retail sales at Company-owned and franchised stores. We believe global retail sales information is useful in analyzing revenues because franchisees pay royalties and, in the U.S., advertising fees that are based on a percentage of franchise retail sales. We review comparable industry global retail sales information to assess business trends and to track the growth of the Domino's Pizza brand and are indicative of the financial health of the franchisee base. In addition, supply chain revenues are directly impacted by changes in franchise retail sales in the U.S. and Canada. As a result, sales by Domino's franchisees have a direct effect on the Company's profitability. Retail sales for franchised stores are reported to us by our franchisees and are not included in our revenues. The amounts below are presented in millions of U.S. dollars.

	2023	2022	2021
U.S. stores	\$ 9,026.1	\$ 8,751.7	\$ 8,641.4
International stores	9,249.7	8,788.2	9,137.5
Total	\$ 18,275.8	\$ 17,539.9	\$ 17,779.0

Global Retail Sales Growth (excluding foreign currency impact)

Global retail sales growth (excluding foreign currency impact) is a commonly used statistical measure in the quick-service restaurant industry that is important to understanding performance. Global retail sales growth, excluding foreign currency impact, is calculated as the change of international local currency global retail sales against the comparable period of the prior year. Global retail sales growth, excluding foreign currency impact, in 2021 reflects the impact of the 53rd week in 2020. Changes in global retail sales growth, excluding foreign currency impact are primarily driven by same store sales growth and net store growth.

	2023	2022	2021
U.S. stores	+ 3.1%	+ 1.3%	+ 4.3%
International stores (excluding foreign currency impact) ⁽¹⁾	+ 7.7%	+ 6.3%	+ 13.9%
Total (excluding foreign currency impact) ⁽²⁾	+ 5.4%	+ 3.9%	+ 8.9%

(1) Fiscal 2023 figures exclude the impact of the Russia market. Including the impact of the Russia market, international stores retail sales growth, excluding foreign currency impact, was 7.3% for fiscal 2023.

(2) Fiscal 2023 figures exclude the impact of the Russia market. Including the impact of the Russia market, total global retail sales growth, excluding foreign currency impact, was 5.2% for fiscal 2023.

Same Store Sales Growth

Same store sales growth is a commonly used statistical measure in the quick-service restaurant industry that is important to understanding performance. Same store sales growth is calculated for a given period by including only retail sales from stores that also had sales in the comparable weeks of both periods. International same store sales growth is calculated similarly to U.S. same store sales growth. Changes in international same store sales are reported on a constant dollar basis, which reflects changes in international local currency sales. Same store sales growth for transferred stores is reflected in their current classification.

	2023	2022	2021
U.S. Company-owned stores	+ 5.4%	(2.6)%	(3.6)%
U.S. franchise stores	+ 1.4%	(0.7)%	+ 3.9%
U.S. stores	+ 1.6%	(0.8)%	+ 3.5%
International stores (excluding foreign currency impact)	+ 1.7%	+ 0.1%	+ 8.0%

U.S. same store sales increased 1.6% during 2023, rolling over a decrease in U.S. same store sales of 0.8% in 2022. The increase in U.S. same store sales in 2023 was attributable to a higher average ticket per transaction resulting from increases in menu and national offer pricing. International same store sales (excluding foreign currency impact) increased 1.7% during 2023, rolling over an increase in international same store sales (excluding foreign currency impact) of 0.1% in 2022. The increase in international same store sales in 2023 was attributable to a higher average ticket per transaction across our international markets.

Net Store Growth

Net store growth is a commonly used statistical measure in the quick-service restaurant industry that is important to understanding performance. Net store growth is calculated by netting gross store openings with gross store closures during the period. Transfers between Company-owned stores and franchised stores are excluded from the calculation of net store growth. Net store growth during fiscal 2023 reflects the closure of the remaining 159 net stores in the Russia market.

	U.S. Company- owned Stores	U.S. Franchise Stores	Total U.S. Stores	International Stores	Total
Store count at January 3, 2021	363	5,992	6,355	11,289	17,644
Openings	13	201	214	1,094	1,308
Closings	(1)	(8)	(9)	(95)	(104)
Store count at January 2, 2022	375	6,185	6,560	12,288	18,848
Openings	5	136	141	1,135	1,276
Closings	(3)	(12)	(15)	(229)	(244)
Transfers	(91)	91	—	—	—
Store count at January 1, 2023	286	6,400	6,686	13,194	19,880
Openings	4	174	178	892	1,070
Closings	(1)	(9)	(10)	(349)	(359)
Transfers	(1)	1	—	—	—
Store count at December 31, 2023	288	6,566	6,854	13,737	20,591

Russia Market

On August 21, 2023, our master franchisee that owned and operated Domino's Pizza® stores in Russia announced its intent to file for bankruptcy with respect to the stores in that market. Therefore, as of August 21, 2023, we have considered the stores in the Russia market to be closed and they are excluded from our ending store count as of the end of the third quarter of 2023. We have presented our statistical measure of global retail sales growth, excluding foreign currency impact, for fiscal 2023 excluding the impact of the retail sales from the Russia market. The 2023 global retail sales growth measures excluding the Russia market are calculated as the growth in retail sales excluding the retail sales from the Russia market from both 2023 retail sales and the 2022 retail sales base. We believe the impact of the Russia market on our statistical measure of global retail sales growth, excluding foreign currency impact, for the fiscal years 2022 and 2021 were immaterial and prior amounts have not been adjusted to conform to the current year presentation. We believe the impact of the Russia market on our statistical measure of same store sales growth for the periods presented was immaterial, and we also believe the impact of the Russia market on our consolidated statements of income related to international franchise royalties and fee revenues and general and administrative expenses for the periods presented was immaterial. We have not received any royalties and fees from the operations of the Russia market subsequent to the Russian invasion of Ukraine in February 2022.

Income Statement Data

(tabular amounts in millions, except percentages)

	2023		2022		2021	
Revenues:						
U.S. Company-owned stores	\$	376.2	\$	445.8	\$	479.0
U.S. franchise royalties and fees		604.9		556.3		539.9
Supply chain		2,715.0		2,754.7		2,561.0
International franchise royalties and fees		310.1		295.0		298.0
U.S. franchise advertising		473.2		485.3		479.5
Total revenues		4,479.4	100.0%	4,537.2	100.0%	4,357.4
Cost of sales:						
U.S. Company-owned stores		314.7		378.0		374.1
Supply chain		2,437.3		2,510.5		2,295.0
Total cost of sales		2,751.9	61.4%	2,888.6	63.7%	2,669.1
Gross margin		1,727.4	38.6%	1,648.6	36.3%	1,688.2
General and administrative		434.6	9.7%	416.5	9.2%	428.3
U.S. franchise advertising		473.2	10.6%	485.3	10.7%	479.5
Refranchising loss (gain)		0.1	—	(21.2)	(0.5)%	—
Income from operations		819.5	18.3%	767.9	16.9%	780.4
Other income		17.7	0.4%	—	0.0%	36.8
Interest expense, net		(184.8)	(4.1)%	(195.1)	(4.3)%	(191.5)
Income before provision for income taxes		652.4	14.6%	572.8	12.6%	625.7
Provision for income taxes		133.3	3.0%	120.6	2.6%	115.2
Net income	\$	519.1	11.6%	\$ 452.3	10.0%	\$ 510.5

2023 compared to 2022

(tabular amounts in millions, except percentages)

Revenues

	2023		2022		
U.S. Company-owned stores	\$	376.2	8.4%	\$ 445.8	9.8%
U.S. franchise royalties and fees		604.9	13.5%	556.3	12.3%
Supply chain		2,715.0	60.6%	2,754.7	60.7%
International franchise royalties and fees		310.1	6.9%	295.0	6.5%
U.S. franchise advertising		473.2	10.6%	485.3	10.7%
Total revenues	\$	4,479.4	100.0%	\$ 4,537.2	100.0%

Revenues primarily consist of retail sales from our Company-owned stores, royalties and fees and advertising contributions from our U.S. franchised stores, royalties and fees from our international franchised stores and sales of food, equipment and supplies from our supply chain centers to substantially all of our U.S. franchised stores and certain international franchised stores. Company-owned store and franchised store revenues may vary from period to period due to changes in store count mix. Supply chain revenues may vary significantly from period to period as a result of fluctuations in food and commodity prices as well as the mix of products we sell.

Consolidated revenues decreased \$57.8 million, or 1.3%, in 2023 due primarily to lower U.S. Company-owned store revenues as a result of the refranchising of 114 U.S. Company-owned stores in the fourth quarter of 2022 (“the 2022 Store Sale”) as well as lower supply chain revenues primarily due to a shift in the relative mix of the products we sell. Additionally, U.S. franchise advertising revenues decreased as a result of a temporary reduction of 0.25% to the standard 6.0% advertising contribution which was effectuated on March 27, 2023, as well as an increase in advertising incentives related to certain brand promotions. These decreases were partially offset by higher U.S. franchise royalties and fees revenues primarily due to an increase in fees paid by our franchisees for the use of our technology platforms, an increase in the average number of U.S. franchised stores open during the period resulting from net store growth and the 2022 Store Sale as well as higher same store sales. International franchise royalties and fees revenues also increased as a result of net store growth and higher same store sales. These changes in revenues are described in more detail below.

U.S. Stores

	2023		2022	
U.S. Company-owned stores	\$ 376.2	25.9%	\$ 445.8	30.0%
U.S. franchise royalties and fees	604.9	41.6%	556.3	37.4%
U.S. franchise advertising	473.2	32.5%	485.3	32.6%
Total U.S. stores revenues	\$ 1,454.3	100.0%	\$ 1,487.4	100.0%

U.S. Company-owned Stores

Revenues from U.S. Company-owned store operations decreased \$69.6 million, or 15.6%, in 2023 primarily due to a decrease in the average number of U.S. Company-owned stores open during the period resulting from the 2022 Store Sale, but this decrease was partially offset by higher same store sales. U.S. Company-owned same store sales increased 5.4% in 2023 and declined 2.6% in 2022.

U.S. Franchise Royalties and Fees

Revenues from U.S. franchise royalties and fees increased \$48.6 million, or 8.7%, in 2023 primarily due to an increase in fees paid by our franchisees for the use of our technology platforms, an increase in the average number of U.S. franchised stores open during the period resulting from net store growth and the 2022 Store Sale as well as higher same store sales. U.S. franchise same store sales increased 1.4% in 2023 and declined 0.7% in 2022.

U.S. Franchise Advertising

Revenues from U.S. franchise advertising decreased \$12.1 million, or 2.5%, in 2023 primarily due to a temporary reduction of 0.25% to the standard 6.0% advertising contribution effectuated on March 27, 2023 as well as an increase in advertising incentives related to certain brand promotions. The Company recorded approximately \$14.5 million more in advertising incentives related to certain brand promotions in 2023 as compared to 2022. These decreases were partially offset by an increase in the average number of U.S. franchised stores open during the period as a result of net store growth and the 2022 Store Sale as well as higher same store sales.

Supply Chain

Supply chain revenues decreased \$39.7 million, or 1.4%, in 2023 due primarily to a shift in the relative mix of the products we sell. Our market basket pricing to stores decreased 0.5% during 2023 which did not have a significant impact on supply chain revenues. The market basket pricing change, a statistical measure utilized by management, is calculated as the percentage change of the market basket purchased by an average U.S. store (based on average weekly unit sales) from our U.S. supply chain centers against the comparable period of the prior year. We believe this measure is important to understanding Company performance because as our market basket prices fluctuate, our revenues, cost of sales and gross margin percentages in our supply chain segment also fluctuate.

International Franchise Royalties and Fee Revenues

Revenues from international franchise royalties and fees increased \$15.1 million, or 5.1%, in 2023 due primarily to an increase in the average number of international franchised stores open during the period, resulting from net store growth and same store sales growth (excluding foreign currency impact). The negative impact of changes in foreign currency exchange rates of approximately \$5.8 million in 2023 partially offset the increases in international franchise royalties and fees. The impact of changes in foreign currency exchange rates on international franchise royalty revenues, a statistical measure utilized by management, is calculated as the difference in international franchise royalty revenues resulting from translating current year local currency results to U.S. dollars at current year exchange rates as compared to prior year exchange rates. We believe this measure is important to understanding Company performance given the significant variability in international franchise royalty revenues that can be driven by changes in foreign currency exchange rates.

Excluding the impact of changes in foreign currency exchange rates, international same store sales increased 1.7% in 2023 and increased 0.1% in 2022.

Cost of Sales / Gross Margin

	2023		2022	
Total revenues	\$ 4,479.4	100.0%	\$ 4,537.2	100.0%
Total cost of sales	2,751.9	61.4%	2,888.6	63.7%
Gross margin	\$ 1,727.4	38.6%	\$ 1,648.6	36.3%

Consolidated cost of sales consists of U.S. Company-owned store and supply chain costs incurred to generate related revenues. Components of consolidated cost of sales primarily include food, labor, delivery and occupancy costs. Consolidated gross margin (which we define as revenues less cost of sales) increased \$78.8 million, or 4.8%, in 2023 due primarily to higher global franchise royalty and fee revenues, as well as improved procurement productivity within supply chain. Franchise revenues do not have a cost of sales component, so changes in these revenues have a disproportionate effect on gross margin. Additionally, as our market basket prices fluctuate, our revenues and gross margin percentages in our supply chain segment also fluctuate; however, actual product-level dollar margins remain unchanged.

As a percentage of revenues, the consolidated gross margin increased 2.3 percentage points to 38.6% in 2023 from 36.3% in 2022. Company-owned store gross margin increased 1.2 percentage points in 2023 and supply chain gross margin increased 1.3 percentage points in 2023. These changes in gross margin are described in more detail below.

U.S. Company-Owned Stores Gross Margin

	2023		2022	
Revenues	\$ 376.2	100.0%	\$ 445.8	100.0%
Cost of sales	314.7	83.6%	378.0	84.8%
Store gross margin	\$ 61.5	16.4%	\$ 67.8	15.2%

U.S. Company-owned store gross margin (which does not include certain store-level costs such as royalties and advertising) decreased \$6.3 million, or 9.3%, in 2023 due primarily to the 2022 Store Sale. As a percentage of store revenues, the U.S. Company-owned store gross margin increased 1.2 percentage points in 2023. These changes in store gross margin as a percentage of revenues are discussed in additional detail below.

- Food costs decreased 2.3 percentage points to 29.1% in 2023 driven primarily by the decrease in the market basket pricing to stores as well as improved sales leverage resulting from increases in menu and national offer pricing.
- Labor costs increased 1.1 percentage points to 31.6% in 2023 due primarily to higher wage rates in our U.S. Company-owned stores in 2023.

Supply Chain Gross Margin

	2023		2022	
Revenues	\$ 2,715.0	100.0%	\$ 2,754.7	100.0%
Cost of sales	2,437.3	89.8%	2,510.5	91.1%
Supply chain gross margin	\$ 277.7	10.2%	\$ 244.2	8.9%

Supply chain gross margin increased \$33.5 million, or 13.7%, in 2023. As a percentage of supply chain revenues, the supply chain gross margin increased 1.3 percentage points in 2023, primarily due to lower food cost as a result of procurement productivity. This improvement in supply chain gross margin as a percentage of supply chain revenues was partially offset by higher labor costs as a percentage of supply chain revenues.

General and Administrative Expenses

General and administrative expenses increased \$18.0 million, or 4.3%, in 2023 primarily due to higher labor costs.

U.S. Franchise Advertising Expenses

U.S. franchise advertising expenses decreased \$12.1 million, or 2.5%, in 2023, consistent with the decrease in U.S. franchise advertising revenues as discussed above. U.S. franchise advertising costs are accrued and expensed when the related U.S. franchise advertising revenues are recognized, as our consolidated not-for-profit advertising fund is obligated to expend such revenues on advertising and other activities that promote the Domino's brand, and these revenues cannot be used for general corporate purposes.

Refranchising Loss/Gain

During 2023, we refranchised one U.S. Company-owned store for proceeds of less than \$0.1 million. The pre-tax refranchising loss associated with the sale of the related assets and liabilities, including goodwill, was approximately \$0.1 million and was recorded in refranchising loss in our consolidated statements of income.

During 2022, we completed the 2022 Store Sale in which we refranchised 114 U.S. Company-owned stores in Arizona and Utah for proceeds of \$41.1 million. In connection with the 2022 Store Sale, we recorded a \$21.2 million pre-tax refranchising gain on the sale of the related assets and liabilities, including a \$4.3 million reduction in goodwill.

Other Income

Other income was \$17.7 million in 2023, representing the unrealized gains recorded on our investment in DPC Dash based on the active exchange quoted price for the equity security. We did not record any adjustments to the carrying amount in fiscal 2022. Additional information related to our investment in DPC Dash is included in Note 1 to our consolidated financial statements.

Interest Expense, Net

Interest expense, net, decreased \$10.3 million, or 5.3%, in 2023 driven by higher interest income earned on our cash equivalents and restricted cash equivalents in 2023. Our weighted average borrowing rate was 3.8% in both 2023 and 2022.

Provision for Income Taxes

Provision for income taxes increased \$12.8 million, or 10.6%, in 2023 due to an increase in income before the provision for income taxes, partially offset by a lower effective tax rate. The effective tax rate decreased to 20.4% during 2023, as compared to 21.0% in 2022. The lower effective tax rate in 2023 was driven primarily by higher foreign tax credits. This decrease in the effective tax rate was partially offset by the release of certain unrecognized tax benefits related to one of our foreign subsidiaries during 2022 that did not recur in 2023 and a higher proportion of non-deductible expenses associated with covered officer compensation in 2023 as compared to 2022.

Segment Income

We evaluate the performance of our reportable segments and allocate resources to them based on earnings before interest, taxes, depreciation, amortization and other, referred to as Segment Income. Segment Income for each of our reportable segments is summarized in the table below. Other Segment Income primarily includes corporate administrative costs that are not allocable to a reportable segment, including labor, computer expenses, professional fees, travel and entertainment, rent, insurance and other corporate administrative costs.

In the first quarter of 2023, we changed our allocation methodology for certain costs which support certain internally developed software used across our franchise system. The change in allocation methodology of certain software development costs resulted in an estimated increase in U.S. stores Segment Income of \$65.7 million, an estimated increase in international franchise Segment Income of \$8.9 million and an estimated decrease in other Segment Income of \$74.6 million in 2023. The change in allocation methodology of certain software development costs had no impact on revenues, supply chain Segment Income or total Segment Income.

	2023	2022
U.S. Stores	\$ 521.0	\$ 438.6
Supply Chain	245.4	208.8
International Franchise	259.6	236.1
Other	(86.9)	(26.0)

U.S. Stores

U.S. stores Segment Income increased \$82.4 million, or 18.8%, in 2023, primarily due to the change in allocation methodology for certain software development costs, as well as higher U.S. franchise royalties and fees revenues, each as discussed above. These increases were partially offset by the \$6.3 million decrease in U.S. Company-owned store gross margin, as discussed above. U.S. franchise revenues do not have a cost of sales component, so changes in these revenues have a disproportionate effect on U.S. stores Segment Income. U.S. franchise advertising costs are accrued and expensed when the related U.S. franchise advertising revenues are recognized and had no impact on U.S. stores Segment Income.

Supply Chain

Supply chain Segment Income increased \$36.6 million, or 17.5%, in 2023 due primarily to the \$33.5 million increase in supply chain gross margin described above.

International Franchise

International franchise Segment Income increased \$23.5 million, or 9.9%, in 2023, primarily due to higher international franchise royalties and fees revenues as well as the change in allocation methodology for certain software development costs, each as discussed above. International franchise revenues do not have a cost of sales component, so changes in these revenues have a disproportionate effect on international franchise Segment Income.

Other

Other Segment Income decreased \$60.9 million, or 233.9%, in 2023 due primarily to the change in allocation methodology for certain software development costs as discussed above, as well as higher labor costs.

New Accounting Pronouncements

The impact of new accounting pronouncements adopted and the estimated impact of new accounting pronouncements that we will adopt in future years is included in Note 1 to the consolidated financial statements.

Liquidity and Capital Resources

Historically, our receivable collection periods and inventory turn rates are faster than the normal payment terms on our current liabilities resulting in efficient deployment of working capital. We generally collect our receivables within three weeks from the date of the related sale and we generally experience multiple inventory turns per month. In addition, our sales are not typically seasonal, which further limits variations in our working capital requirements. As of December 31, 2023, we had working capital of \$67.0 million, excluding restricted cash and cash equivalents of \$200.9 million, advertising fund assets, restricted of \$106.3 million and advertising fund liabilities of \$104.2 million. Working capital includes total unrestricted cash and cash equivalents of \$114.1 million.

Our primary sources of liquidity are cash flows from operations and availability of borrowings under our variable funding notes. During 2023, we experienced global retail sales growth, excluding foreign currency impact, in both our U.S. and international businesses. These factors contributed to our continued ability to generate positive operating cash flows. In addition to our cash flows from operations, we have two variable funding note facilities. The facilities include our 2022 Variable Funding Notes (defined below), which allows for advances of up to \$120.0 million, as well as our 2021 Variable Funding Notes (defined below), which allows for advances of up to \$200.0 million and certain other credit instruments, including letters of credit (the 2021 Variable Funding Notes and the 2022 Variable Funding Notes, the “2022 and 2021 Variable Funding Notes”). The letters of credit primarily relate to our casualty insurance programs and certain supply chain center leases. As of December 31, 2023, we had no outstanding borrowings and \$120.0 million of available borrowing capacity under our 2022 Variable Funding Notes. As of December 31, 2023, we had no outstanding borrowings and \$157.8 million of available borrowing capacity under our 2021 Variable Funding Notes, net of letters of credit issued of \$42.2 million.

We expect to continue to use our unrestricted cash and cash equivalents, cash flows from operations, any excess cash from our recapitalization transactions and available borrowings under our 2022 and 2021 Variable Funding Notes to, among other things, fund working capital requirements, invest in our business and other strategic opportunities, repay outstanding borrowings under our securitized debt, pay dividends and repurchase and retire shares of our common stock.

Our ability to continue to fund these items and continue to service our debt could be adversely affected by the occurrence of any of the events described in Item 1A. Risk Factors. There can be no assurance that our business will generate sufficient cash flows from operations or that future borrowings will be available under our 2022 and 2021 Variable Funding Notes or otherwise to enable us to service our indebtedness, or to make anticipated capital expenditures. Our future operating performance and our ability to service, extend or refinance our Notes (defined below) and to service, extend or refinance our 2022 and 2021 Variable Funding Notes will be subject to future economic conditions and to financial, business and other factors, many of which are beyond our control.

Restricted Cash

As of December 31, 2023, we had \$149.1 million of restricted cash and cash equivalents held for future principal and interest payments and other working capital requirements of our asset-backed securitization structure, \$51.6 million of restricted cash equivalents held in a three-month interest reserve as required by the related debt agreements and \$0.2 million of other restricted cash for a total of \$200.9 million of restricted cash and cash equivalents. As of December 31, 2023, we also held \$88.2 million of advertising fund restricted cash and cash equivalents which can only be used for activities that promote the Domino’s brand.

Long-Term Debt

2022 Variable Funding Notes

On September 16, 2022, certain of our subsidiaries issued a new variable funding note facility which allows for advances of up to \$120.0 million of Series 2022-1 Variable Funding Senior Secured Notes, Class A-1 Notes (the “2022 Variable Funding Notes”). Additional information related to our 2022 Variable Funding Notes is included in Note 3 to our consolidated financial statements.

2021 Recapitalization

On April 16, 2021, we completed the 2021 Recapitalization in which certain of our subsidiaries issued notes pursuant to an asset-backed securitization. The notes consist of \$850.0 million Series 2021-1 2.662% Fixed Rate Senior Secured Notes, Class A-2-I with an anticipated term of 7.5 years (the “2021 7.5-Year Notes”) and \$1.0 billion Series 2021-1 3.151% Fixed Rate Senior Secured Notes, Class A-2-II with an anticipated term of 10 years (the “2021 Ten-Year Notes”, and, collectively with the 2021 7.5-Year Notes, the “2021 Notes”). Gross proceeds from the issuance of the 2021 Notes were \$1.85 billion.

Concurrently, certain of our subsidiaries also issued a new variable funding note facility which allows for advances of up to \$200.0 million of Series 2021-1 Variable Funding Senior Secured Notes, Class A-1 Notes and certain other credit instruments, including letters of credit (the “2021 Variable Funding Notes”).

The proceeds from the 2021 Recapitalization were used to repay the remaining \$291.0 million in outstanding principal under our 2017 Floating Rate Notes and \$582.0 million in outstanding principal under our 2017 Five-Year Notes, prefund a portion of the interest payable on the 2021 Notes, pay transaction fees and expenses and repurchase and retire shares of our common stock. Additional information related to the 2021 Recapitalization is included in Note 3 to our consolidated financial statements.

2019 Recapitalization

On November 19, 2019, we completed the 2019 Recapitalization in which certain of our subsidiaries issued \$675.0 million Series 2019-1 3.668% Fixed Rate Senior Secured Notes, Class A-2 with an anticipated term of 10 years (the “2019 Notes”) pursuant to an asset-backed securitization. Additional information related to the 2019 Recapitalization is included in Note 3 to our consolidated financial statements.

2018 Recapitalization

On April 24, 2018, we completed the 2018 Recapitalization in which certain of our subsidiaries issued notes pursuant to an asset-backed securitization. The notes consist of \$425.0 million Series 2018-1 4.116% Fixed Rate Senior Secured Notes, Class A-2-I with an anticipated term of 7.5 years (the “2018 7.5-Year Notes”), and \$400.0 million Series 2018-1 4.328% Fixed Rate Senior Secured Notes, Class A-2-II with an anticipated term of 9.25 years (the “2018 9.25-Year Notes” and, collectively with the 2018 7.5-Year Notes, the “2018 Notes”). Gross proceeds from the issuance of the 2018 Notes were \$825.0 million. Additional information related to the 2018 Recapitalization is included in Note 3 to our consolidated financial statements.

2017 Recapitalization

On July 24, 2017, we completed the 2017 Recapitalization in which certain of our subsidiaries issued notes pursuant to an asset-backed securitization. The notes consisted of \$300.0 million Series 2017-1 Floating Rate Senior Secured Notes, Class A-2-I with an anticipated term of five years (the “2017 Floating Rate Notes”), \$600.0 million Series 2017-1 3.082% Fixed Rate Senior Secured Notes, Class A-2-II with an anticipated term of five years (the “2017 Five-Year Notes”), and \$1.0 billion Series 2017-1 4.118% Fixed Rate Senior Secured Notes, Class A-2-III with an anticipated term of 10 years (the “2017 Ten-Year Notes” and, collectively with the 2017 Floating Rate Notes and the 2017 Five-Year Notes, the “2017 Notes”). The interest rate on the 2017 Floating Rate Notes was payable at a rate equal to LIBOR plus 125 basis points. Gross proceeds from the issuance of the 2017 Notes were \$1.9 billion. The 2017 Floating Rate Notes and the 2017 Five-Year Notes were repaid in connection with the 2021 Recapitalization. Additional information related to the 2017 Recapitalization is included in Note 3 to our consolidated financial statements.

2015 Recapitalization

On October 21, 2015, we completed the 2015 Recapitalization in which certain of our subsidiaries issued notes pursuant to an asset-backed securitization. The notes consisted of \$500.0 million of Series 2015-1 3.484% Fixed Rate Senior Secured Notes, Class A-2-I (the “2015 Five-Year Notes”), \$800.0 million Series 2015-1 4.474% Fixed Rate Senior Secured Notes, Class A-2-II (the “2015 Ten-Year Notes”) and collectively with the 2015 Five-Year Notes, the “2015 Notes”). Gross proceeds from the issuance of the 2015 Notes were \$1.3 billion. The 2015 Five-Year Notes were repaid in connection with the 2018 Recapitalization. Additional information related to the 2015 Recapitalization is included in Note 3 to our consolidated financial statements.

2021, 2019, 2018, 2017 and 2015 Notes

The 2021 Notes, 2019 Notes, 2018 Notes, 2017 Notes and the 2015 Notes are collectively referred to as the “Notes.”

The Notes have original scheduled principal payments of \$51.5 million in 2024, \$1.17 billion in 2025, \$39.3 million in 2026, \$1.31 billion in 2027, \$811.5 million in 2028, \$625.9 million in 2029, \$10.0 million in 2030 and \$905.0 million in 2031. However, in accordance with our debt agreements, the payment of principal on the outstanding senior notes may be suspended if our leverage ratio is less than or equal to 5.0x total debt, as defined, to adjusted EBITDA, as defined, and no catch-up provisions are applicable.

As of the fourth quarter of 2020, we had a leverage ratio of less than 5.0x, and accordingly, did not make the previously scheduled debt amortization payment beginning in the first quarter of 2021. Subsequent to the closing of the 2021 Recapitalization, the Company had a leverage ratio of greater than 5.0x and, accordingly, the Company resumed making the scheduled amortization payments in the second quarter of 2021.

The Notes are subject to certain financial and non-financial covenants, including a debt service coverage ratio calculation. The covenant requires a minimum coverage ratio of 1.75x total debt service to securitized net cash flow, as defined in the related agreements. In the event that certain covenants are not met, the Notes may become due and payable on an accelerated schedule.

Leases

We lease certain retail store and supply chain center locations, supply chain vehicles, various equipment and our World Resource Center under leases with expiration dates through 2045. Refer to Note 5 to the consolidated financial statements for additional information regarding our leases, including future minimum rental commitments.

Capital Expenditures

In the past three years, we have spent approximately \$286.8 million on capital expenditures. In 2023, we spent \$105.4 million on capital expenditures which primarily related to investments in our technology initiatives, supply chain centers and corporate store operations. We did not have any material commitments for capital expenditures as of December 31, 2023.

Investments

We hold a non-controlling interest in DPC Dash, our master franchisee in China that owns and operates Domino’s Pizza stores in that market.

As of December 31, 2023 and January 1, 2023, the carrying amount of our investment in DPC Dash was \$143.6 million and \$125.8 million, respectively. As of December 31, 2023, the fair value of our investment in DPC Dash was based on the active exchange quoted price for the equity security of HK\$61.95 per share. We recorded a total net adjustment to the carrying amount of our investment in DPC Dash of \$17.7 million in 2023, with the unrealized gain recorded in other income in our consolidated statements of income. We did not record any adjustments to the carrying amount of our investment in 2022.

Share Repurchase Programs

Our share repurchase programs have historically been funded by excess operating cash flows, excess proceeds from our recapitalization transactions and borrowings under our variable funding notes. We used cash of \$269.0 million in 2023, \$293.7 million in 2022 and \$1.32 billion in 2021 for share repurchases.

On October 4, 2019, our Board of Directors authorized a share repurchase program to repurchase up to \$1.0 billion of our common stock. On February 24, 2021, our Board of Directors authorized a new share repurchase program to repurchase up to \$1.0 billion of our common stock, which was fully utilized in connection with the ASR Agreement, described below. On April 30, 2021, we entered into an accelerated share repurchase agreement with a counterparty (the "ASR Agreement"). Pursuant to the terms of the ASR Agreement, on May 3, 2021, we used a portion of the proceeds from the 2021 Recapitalization to pay the counterparty \$1.0 billion in cash and received and retired 2,012,596 shares of our common stock. Final settlement of the ASR Agreement occurred on July 21, 2021. In connection with the ASR Agreement, we received and retired a total of 2,250,786 shares of our common stock at an average price of \$444.29, including the 2,012,596 shares of our common stock received and retired during the second quarter of 2021.

On July 20, 2021, our Board of Directors authorized a new share repurchase program to repurchase up to \$1.0 billion of our common stock. This repurchase program replaced our previously approved \$1.0 billion share repurchase program, which was fully utilized in connection with the ASR Agreement. We had \$141.3 million remaining under this share repurchase authorization as of December 31, 2023.

Subsequent to the end of fiscal 2023, on February 21, 2024, our Board of Directors authorized an additional share repurchase program to repurchase up to \$1.0 billion of our common stock, in addition to the \$141.3 million that was previously remaining for a total authorization of \$1.14 billion for future share repurchases.

Dividends

We declared dividends of \$170.4 million (or \$4.84 per share) in 2023, \$157.5 million (or \$4.40 per share) in 2022 and \$139.6 million (or \$3.76 per share) in 2021. We paid dividends of \$169.8 million, \$157.5 million and \$139.4 million in 2023, 2022 and 2021, respectively.

Subsequent to the end of fiscal 2023, on February 21, 2024, our Board of Directors declared a quarterly dividend of \$1.51 per common share payable on March 29, 2024 to shareholders of record at the close of business on March 15, 2024.

Sources and Uses of Cash

The following table illustrates the main components of our cash flows:

(In millions)	Fiscal Year Ended	
	December 31, 2023	January 1, 2023
Cash flows provided by (used in)		
Net cash provided by operating activities	\$ 590.9	\$ 475.3
Net cash used in investing activities	(106.9)	(53.7)
Net cash used in financing activities	(476.4)	(515.9)
Effect of exchange rate changes on cash	0.3	(1.0)
Change in cash and cash equivalents, restricted cash and cash equivalents	<u>\$ 7.9</u>	<u>\$ (95.3)</u>

Operating Activities

Cash provided by operating activities increased \$115.5 million in 2023 primarily due to the positive impact of changes in operating assets and liabilities of \$93.5 million. The positive impact of changes in operating assets and liabilities primarily related to the timing of payments on accrued liabilities, accounts payable and income taxes, as well as the timing and pricing of inventory in 2023 as compared to 2022. Additionally, net income increased \$66.9 million and non-cash adjustments decreased \$9.7 million, resulting in an overall increase to cash provided by operating activities in 2023 as compared to 2022 of \$57.2 million. These increases in cash provided by operating activities were partially offset by a \$35.2 million negative impact of changes in advertising fund assets and liabilities, restricted, in 2023 as compared to 2022 due to payments for advertising activities outpacing receipts from advertising contributions.

We are focused on continually improving our net income and cash flow provided by operating activities and management expects to continue to generate positive cash flows from operating activities for the foreseeable future.

Investing Activities

Cash used in investing activities was \$106.9 million in 2023, which consisted primarily of capital expenditures of \$105.4 million (driven primarily by investments in technological initiatives, supply chain centers and corporate store operations).

Cash used in investing activities was \$53.7 million in 2022, which consisted primarily of capital expenditures of \$87.2 million (driven primarily by investments in technological initiatives, supply chain centers and corporate store operations). In connection with the 2022 Store Sale, we refranchised 114 U.S. Company-owned stores for \$41.1 million. Additionally, we acquired 23 U.S. franchised stores from certain of our U.S. franchisees for \$6.8 million.

Financing Activities

Cash used in financing activities was \$476.4 million in 2023. We repurchased and retired \$269.0 million in shares of our common stock under our Board of Directors-approved share repurchase program and we also made dividend payments to our shareholders of \$169.8 million. We also made repayments of long-term debt and principal amounts related to our financing obligations and finance leases of \$55.7 million and had tax payments for the vesting of restricted stock of \$5.4 million. These uses of cash were partially offset by proceeds from our failed sale leaseback transaction of \$14.9 million and from the exercise of stock options of \$8.7 million.

Cash used in financing activities was \$515.9 million in 2022. We repurchased and retired \$293.7 million in shares of our common stock under our Board of Directors-approved share repurchase program and we also made dividend payments to our shareholders of \$157.5 million. We borrowed and repaid \$120.0 million under our 2021 Variable Funding Notes and also made \$55.7 million in repayments on our long-term debt and finance lease obligations. We made \$10.7 million of tax payments for restricted stock upon vesting and we also paid \$1.6 million in financing costs associated with the issuance of our 2022 Variable Funding Notes. We also received proceeds from the exercise of stock options of \$3.3 million.

Impact of Inflation

Given the inflation rates in recent years, there have been and may continue to be increases in food costs and labor costs which have and could further impact our profitability and that of our franchisees and which could impact the opening of new U.S. and international franchised stores and adversely affect our operating results. Factors such as inflation, increased food costs, increased labor and employee health and benefit costs, increased rent costs and increased energy costs may adversely affect our operating costs and profitability and those of our franchisees and could result in menu price increases. The impact of inflation is described with respect to our market basket pricing to stores and our labor cost, in the discussion of supply chain revenues and U.S. Company-owned store and supply chain gross margins, above. Severe increases in inflation could affect the global and U.S. economies and could have an adverse impact on our business, financial condition and results of operations. Further discussion on the impact of commodities and other cost pressures is included above, as well as in Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Form 10-K includes various forward-looking statements about the Company within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Act”) that are based on current management expectations that involve substantial risks and uncertainties which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. The following cautionary statements are being made pursuant to the provisions of the Act and with the intention of obtaining the benefits of the “safe harbor” provisions of the Act.

These forward-looking statements generally can be identified by the use of words such as “anticipate,” “believe,” “could,” “should,” “estimate,” “expect,” “intend,” “may,” “will,” “plan,” “predict,” “project,” “seek,” “approximately,” “potential,” “outlook” and similar terms and phrases that concern our strategy, plans or intentions, including references to assumptions. These forward-looking statements address various matters including information concerning future results of operations and business strategy, the expected demand for future pizza delivery and carryout, our expectation that we will meet the terms of our agreement with our third-party supplier of pizza cheese, our belief that alternative third-party suppliers are available for our key ingredients in the event we are required to replace any of our supply partners, our intention to continue to enhance and grow online ordering, digital marketing and technological capabilities, our expectation that there will be no material environmental compliance-related capital expenditures, our plans to expand U.S. and international operations in many of the markets where we currently operate and in selected new markets, our expectation that the obligation for advertising fees payable to DNAF will remain in place for the foreseeable future, and the availability of our borrowings under the 2021 Variable Funding Notes and 2022 Variable Funding Notes for, among other things, funding working capital requirements, paying capital expenditures and funding other general corporate purposes, including payment of dividends.

Forward-looking statements relating to our anticipated profitability, estimates in same store sales growth, store growth and the growth of our U.S. and international business in general, ability to service our indebtedness, our future cash flows, our operating performance, trends in our business and other descriptions of future events reflect management’s expectations based upon currently available information and data. While we believe these expectations and projections are based on reasonable assumptions, such forward-looking statements are inherently subject to risks, uncertainties and assumptions about us, including the risk factors listed under Item 1A. Risk Factors, as well as other cautionary language in this Form 10-K.

Actual results may differ materially from those expressed or implied in the forward-looking statements as a result of various factors, including but not limited to, the following:

- our substantial increased indebtedness as a result of the 2021 Recapitalization, 2019 Recapitalization, 2018 Recapitalization, 2017 Recapitalization and 2015 Recapitalization and our ability to incur additional indebtedness or refinance or renegotiate key terms of that indebtedness in the future;
- the impact a downgrade in our credit rating may have on our business, financial condition and results of operations;
- our future financial performance and our ability to pay principal and interest on our indebtedness;
- the strength of our brand, including our ability to compete in the U.S. and internationally in our intensely competitive industry, including the food service and food delivery markets;
- our ability to successfully implement our growth strategy, including through our participation in the third-party order aggregation marketplace;
- labor shortages or changes in operating expenses resulting from increases in prices of food (particularly cheese), fuel and other commodity costs, labor, utilities, insurance, employee benefits and other operating costs or negative economic conditions;
- the effectiveness of our advertising, operations and promotional initiatives;
- shortages, interruptions or disruptions in the supply or delivery of fresh food products and store equipment;
- the impact of social media and other consumer-oriented technologies on our business, brand and reputation;
- the impact of new or improved technologies and alternative methods of delivery on consumer behavior;
- new product, digital ordering and concept developments by us, and other food-industry competitors;
- the additional risks our international operations subject us to;

- our ability to maintain good relationships with and attract new franchisees and franchisees' ability to successfully manage their operations without negatively impacting our royalty payments and fees or our brand's reputation;
- our ability to successfully implement cost-saving strategies;
- our ability and that of our franchisees to successfully operate in the current and future credit environment;
- changes in the level of consumer spending given general economic conditions, including interest rates, energy prices and consumer confidence or negative economic conditions in general;
- our ability and that of our franchisees to open new restaurants and keep existing restaurants in operation and maintain demand for new stores;
- the impact that widespread illness, health epidemics or general health concerns, severe weather conditions and natural disasters may have on our business and the economies of the countries where we operate;
- changes in foreign currency exchange rates;
- changes in income tax rates;
- our ability to retain or replace our executive officers and other key members of management and our ability to adequately staff our stores and supply chain centers with qualified personnel;
- our ability to find and/or retain suitable real estate for our stores and supply chain centers;
- changes in government legislation or regulation, including changes in laws and regulations regarding information privacy, payment methods, advertising and consumer protection and social media;
- adverse legal judgments or settlements;
- food-borne illness or contamination of products or food tampering or other events that may impact our reputation;
- data breaches, power loss, technological failures, user error or other cyber risks threatening us or our franchisees;
- the impact that environmental, social and governance matters may have on our business and reputation;
- the effect of war, terrorism, catastrophic events, geopolitical or reputational considerations or climate change;
- our ability to pay dividends and repurchase shares;
- changes in consumer taste, spending and traffic patterns and demographic trends;
- changes in accounting policies; and
- adequacy of our insurance coverage.

In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Form 10-K might not occur. All forward-looking statements speak only as of the date of this Form 10-K and should be evaluated with an understanding of their inherent uncertainty. Except as required under federal securities laws and the rules and regulations of the Securities and Exchange Commission, we will not undertake, and specifically disclaim any obligation to publicly update or revise any forward-looking statements to reflect events or circumstances arising after the date of this Form 10-K, whether as a result of new information, future events or otherwise.

Readers are cautioned not to place undue reliance on the forward-looking statements included in this Form 10-K or that may be made elsewhere from time to time by, or on behalf of, us. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Market risk

We do not engage in speculative transactions, nor do we hold or issue financial instruments for trading purposes. In connection with the recapitalizations of our business, we have issued fixed rate notes and entered into variable funding notes, and, at December 31, 2023, we are exposed to interest rate risk on borrowings under our variable funding notes. As of December 31, 2023, we did not have any outstanding borrowings under our 2022 and 2021 Variable Funding Notes.

Our 2022 and 2021 Variable Funding Notes bear interest at fluctuating interest rates based on the Secured Overnight Financing Rate (“Term SOFR”), plus a spread adjustment. Accordingly, a rising interest rate environment could result in higher interest expense due on borrowings under our 2022 and 2021 Variable Funding Notes, in which event we may have difficulties making interest payments and funding our other fixed costs, and our available cash flow for general corporate requirements may be adversely affected.

Our fixed-rate debt exposes the Company to changes in market interest rates reflected in the fair value of the debt and to the risk that the Company may need to refinance maturing debt with new debt at a higher rate.

We are exposed to market risks from changes in food and commodity prices. During the normal course of business, we purchase cheese and certain other food products that are affected by changes in commodity prices and, as a result, we are subject to volatility in our food costs. Severe increases in commodity prices or food costs, including as a result of inflation, could affect the global and U.S. economies and could also adversely impact our business, financial condition or results of operations. We may periodically enter into financial instruments to manage this risk, although we have not done so historically. We do not engage in speculative transactions or hold or issue financial instruments for trading purposes. In instances when we use fixed pricing agreements with our suppliers, these agreements cover our physical commodity needs, are not net-settled and are accounted for as normal purchases.

Foreign currency exchange rate risk

We have exposure to various foreign currency exchange rate fluctuations for revenues generated by our operations outside the U.S., which can adversely impact our net income and cash flows. Approximately 6.9% of our total revenues in 2023, 6.5% of our total revenues in 2022 and 6.8% of our total revenues in 2021 were derived from our international franchise segment, a majority of which were denominated in foreign currencies. We also operate dough manufacturing and distribution facilities in Canada, which generate revenues denominated in Canadian dollars. We do not enter into financial instruments to manage this foreign currency exchange risk. A hypothetical 10% adverse change in the foreign currency rates for our international markets would have resulted in a negative impact on international franchise royalty and fee revenues of approximately \$27.4 million in 2023.

Item 8. Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Domino's Pizza, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Domino's Pizza, Inc. and its subsidiaries (the "Company") as of December 31, 2023 and January 1, 2023, and the related consolidated statements of income, of comprehensive income, of stockholders' deficit and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes and schedule of condensed financial information of the registrant as of December 31, 2023 and January 1, 2023 and for each of the three years in the period ended December 31, 2023 appearing under Item 15 (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and January 1, 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Casualty Insurance Reserves

As described in Note 1 to the consolidated financial statements, the Company has retention programs for workers' compensation, general liability, and owned and non-owned automobile liabilities for certain periods prior to December 1998 and for periods after December 2001. As of December 31, 2023, the Company had accruals for these casualty insurance matters of \$56.3 million. The casualty insurance reserves are based on undiscounted independent actuarial estimates, which are based on historical information along with assumptions about future events. Management utilizes various methods, including analyses of historical trends and actuarial valuation methods, to estimate the cost to settle reported claims and claims incurred but not yet reported. The actuarial valuation methods develop estimates of the future ultimate claim costs based on the claims incurred as of the balance sheet date. When estimating these liabilities, several factors are considered, including the severity, duration and frequency of claims, legal cost associated with claims, healthcare trends and projected inflation.

The principal considerations for our determination that performing procedures relating to the valuation of casualty insurance reserves is a critical audit matter are (i) the significant judgment by management when developing the estimated reserves; (ii) a high degree of auditor judgment and effort in performing procedures relating to the actuarial valuation methods used to develop future ultimate claim costs and actuarial assumptions related to the severity, duration and frequency of claims, legal cost associated with claims, healthcare trends and projected inflation; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of casualty insurance reserves. These procedures also included, among others, obtaining and evaluating the Company's casualty insurance program documents and testing the underlying historical claims data. Professionals with specialized skill and knowledge were used to assist in testing management's process for estimating the valuation of casualty insurance reserves, including evaluating the appropriateness of the actuarial valuation methods and the reasonableness of actuarial assumptions related to the severity, duration and frequency of claims, legal cost associated with claims, healthcare trends and projected inflation.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan

February 26, 2024

We have served as the Company's auditor since 2002.

Domino's Pizza, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	December 31, 2023	January 1, 2023
Assets		
Current assets:		
Cash and cash equivalents	\$ 114,098	\$ 60,356
Restricted cash and cash equivalents	200,870	191,289
Accounts receivable, net of reserves of \$5,885 in 2023 and \$4,762 in 2022	282,809	257,492
Inventories	82,964	81,570
Prepaid expenses and other	30,215	37,287
Advertising fund assets, restricted	106,335	162,660
Total current assets	<u>817,291</u>	<u>790,654</u>
Property, plant and equipment:		
Land and buildings	108,791	105,659
Leasehold and other improvements	176,817	172,725
Equipment	364,620	333,787
Construction in progress	24,505	22,536
	<u>674,733</u>	<u>634,707</u>
Accumulated depreciation and amortization	(370,368)	(332,472)
Property, plant and equipment, net	<u>304,365</u>	<u>302,235</u>
Other assets:		
Operating lease right-of-use assets	207,323	219,202
Investments in marketable securities, restricted	16,720	13,395
Goodwill	11,688	11,763
Capitalized software, net of accumulated amortization of \$183,980 in 2023 and \$165,457 in 2022	134,105	108,354
Investment in DPC Dash	143,553	125,840
Other assets	26,174	28,852
Deferred income tax assets, net	13,680	1,926
Total other assets	<u>553,243</u>	<u>509,332</u>
Total assets	<u>\$ 1,674,899</u>	<u>\$ 1,602,221</u>
Liabilities and stockholders' deficit		
Current liabilities:		
Current portion of long-term debt	\$ 56,366	\$ 54,813
Accounts payable	106,267	89,715
Accrued compensation	54,689	40,442
Accrued interest	33,367	34,473
Operating lease liabilities	39,330	34,877
Insurance reserves	28,135	31,435
Advertising fund liabilities	104,246	157,909
Other accrued liabilities	124,950	92,957
Total current liabilities	<u>547,350</u>	<u>536,621</u>
Long-term liabilities:		
Long-term debt, less current portion	4,934,062	4,967,420
Operating lease liabilities	179,548	195,244
Insurance reserves	38,559	40,179
Deferred income tax liabilities	—	7,761
Other accrued liabilities	45,747	44,061
Total long-term liabilities	<u>5,197,916</u>	<u>5,254,665</u>
Total liabilities	<u>5,745,266</u>	<u>5,791,286</u>
Commitments and contingencies (Note 6)		
Stockholders' deficit		
Common stock, par value \$0.01 per share; 170,000,000 shares authorized; 34,726,182 in 2023 and 35,419,718 in 2022 issued and outstanding	347	354
Preferred stock, par value \$0.01 per share; 5,000,000 shares authorized, none issued	—	—
Additional paid-in capital	2,801	9,693
Retained deficit	(4,069,648)	(4,194,418)
Accumulated other comprehensive loss	(3,867)	(4,694)
Total stockholders' deficit	<u>(4,070,367)</u>	<u>(4,189,065)</u>
Total liabilities and stockholders' deficit	<u>\$ 1,674,899</u>	<u>\$ 1,602,221</u>

The accompanying notes are an integral part of these consolidated financial statements.

Domino's Pizza, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

	For the Years Ended		
	December 31, 2023	January 1, 2023	January 2, 2022
Revenues:			
U.S. Company-owned stores	\$ 376,180	\$ 445,810	\$ 478,976
U.S. franchise royalties and fees	604,897	556,269	539,883
Supply chain	2,715,009	2,754,742	2,560,977
International franchise royalties and fees	310,077	295,007	298,036
U.S. franchise advertising	473,195	485,330	479,501
Total revenues	4,479,358	4,537,158	4,357,373
Cost of sales:			
U.S. Company-owned stores	314,673	378,018	374,104
Supply chain	2,437,268	2,510,534	2,295,027
Total cost of sales	2,751,941	2,888,552	2,669,131
Gross margin	1,727,417	1,648,606	1,688,242
General and administrative	434,554	416,524	428,333
U.S. franchise advertising	473,195	485,330	479,501
Refranchising loss (gain)	149	(21,173)	—
Income from operations	819,519	767,925	780,408
Other income	17,713	—	36,758
Interest income	11,683	3,162	345
Interest expense	(196,475)	(198,254)	(191,806)
Income before provision for income taxes	652,440	572,833	625,705
Provision for income taxes	133,322	120,570	115,238
Net income	\$ 519,118	\$ 452,263	\$ 510,467
Earnings per share:			
Common Stock – basic	\$ 14.80	\$ 12.66	\$ 13.72
Common Stock – diluted	\$ 14.66	\$ 12.53	\$ 13.54

The accompanying notes are an integral part of these consolidated financial statements.

Domino's Pizza, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	For the Years Ended		
	December 31, 2023	January 1, 2023	January 2, 2022
Net income	\$ 519,118	\$ 452,263	\$ 510,467
Currency translation adjustment	827	(1,874)	(396)
Comprehensive income	<u>\$ 519,945</u>	<u>\$ 450,389</u>	<u>\$ 510,071</u>

The accompanying notes are an integral part of these consolidated financial statements.

Domino's Pizza, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(In thousands, except share and per share amounts)

	Common Stock		Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Income (Loss)
	Shares	Amount			
Balance at January 3, 2021	38,868,350	\$ 389	\$ 5,122	\$ (3,303,492)	\$ (2,424)
Net income	—	—	—	510,467	—
Dividends declared on common stock and equivalents (\$3.76 per share)	—	—	—	(139,588)	—
Issuance and cancellation of stock awards, net	(1,994)	—	—	—	—
Tax payments for restricted stock upon vesting	(14,826)	—	(6,820)	—	—
Purchases of common stock	(2,912,558)	(30)	(45,568)	(1,275,304)	—
Exercises of stock options	199,301	2	19,680	—	—
Non-cash equity-based compensation expense	—	—	28,670	—	—
Other	—	—	(244)	—	—
Currency translation adjustment	—	—	—	—	(396)
Balance at January 2, 2022	36,138,273	361	840	(4,207,917)	(2,820)
Net income	—	—	—	452,263	—
Dividends declared on common stock and equivalents (\$4.40 per share)	—	—	—	(157,479)	—
Issuance and cancellation of stock awards, net	15,012	—	—	—	—
Tax payments for restricted stock upon vesting	(26,699)	—	(10,349)	(371)	—
Purchases of common stock	(739,847)	(7)	(12,819)	(280,914)	—
Exercises of stock options	32,979	—	3,312	—	—
Non-cash equity-based compensation expense	—	—	28,709	—	—
Currency translation adjustment	—	—	—	—	(1,874)
Balance at January 1, 2023	35,419,718	354	9,693	(4,194,418)	(4,694)
Net income	—	—	—	519,118	—
Dividends declared on common stock and equivalents (\$4.84 per share)	—	—	—	(170,419)	—
Issuance and cancellation of stock awards, net	33,947	—	—	—	—
Tax payments for restricted stock upon vesting	(16,038)	—	(5,410)	—	—
Purchases of common stock	(789,977)	(8)	(47,651)	(223,929)	—
Exercises of stock options	78,532	1	8,655	—	—
Non-cash equity-based compensation expense	—	—	37,514	—	—
Currency translation adjustment	—	—	—	—	827
Balance at December 31, 2023	<u>34,726,182</u>	<u>\$ 347</u>	<u>\$ 2,801</u>	<u>\$ (4,069,648)</u>	<u>\$ (3,867)</u>

The accompanying notes are an integral part of these consolidated financial statements.

Domino's Pizza, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Years Ended		
	December 31, 2023	January 1, 2023	January 2, 2022
Cash flows from operating activities:			
Net income	\$ 519,118	\$ 452,263	\$ 510,467
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	80,640	80,251	72,923
Refranchising loss (gain)	149	(21,173)	—
Loss on sale/disposal of assets	1,299	1,813	1,189
Amortization of debt issuance costs	5,535	5,645	7,509
(Benefit) provision for deferred income taxes	(19,509)	253	1,988
Non-cash equity-based compensation expense	37,514	28,709	28,670
Excess tax benefits from equity-based compensation	(3,397)	(2,169)	(18,911)
Provision for losses on accounts and notes receivable	1,472	3,536	659
Unrealized gain on investments	(17,713)	—	(36,758)
Changes in operating assets and liabilities:			
Changes in accounts receivable	(26,515)	(6,333)	(8,107)
Changes in inventories, prepaid expenses and other	160	(17,059)	(9,420)
Changes in accounts payable and accrued liabilities	69,373	(36,605)	51,346
Changes in insurance reserves	(5,163)	1,507	6,216
Changes in operating lease assets and liabilities	632	2,174	1,210
Changes in advertising fund assets and liabilities, restricted	(52,731)	(17,495)	45,225
Net cash provided by operating activities	<u>590,864</u>	<u>475,317</u>	<u>654,206</u>
Cash flows from investing activities:			
Capital expenditures	(105,396)	(87,234)	(94,172)
Proceeds from sale of assets	161	41,089	16
Purchases of franchise operations and other assets	—	(6,814)	—
Purchase of investments	—	—	(49,082)
Other	(1,682)	(722)	515
Net cash used in investing activities	<u>(106,917)</u>	<u>(53,681)</u>	<u>(142,723)</u>
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	14,898	120,000	1,850,000
Repayments of long-term debt and finance lease obligations	(55,705)	(175,676)	(910,212)
Proceeds from exercise of stock options	8,656	3,312	19,682
Purchases of common stock	(269,025)	(293,740)	(1,320,902)
Tax payments for restricted stock upon vesting	(5,410)	(10,720)	(6,820)
Payments of common stock dividends and equivalents	(169,772)	(157,531)	(139,399)
Cash paid for financing costs	—	(1,594)	(14,938)
Other	—	—	(244)
Net cash used in financing activities	<u>(476,358)</u>	<u>(515,949)</u>	<u>(522,833)</u>
Effect of exchange rate changes on cash	340	(963)	(316)
Change in cash and cash equivalents, restricted cash and cash equivalents	<u>7,929</u>	<u>(95,276)</u>	<u>(11,666)</u>
Cash and cash equivalents, beginning of period	60,356	148,160	168,821
Restricted cash and cash equivalents, beginning of period	191,289	180,579	217,453
Cash and cash equivalents included in advertising fund assets, restricted, beginning of period	<u>143,559</u>	<u>161,741</u>	<u>115,872</u>
Cash and cash equivalents, restricted cash and cash equivalents and cash and cash equivalents included in advertising fund assets, restricted, beginning of period	<u>395,204</u>	<u>490,480</u>	<u>502,146</u>
Cash and cash equivalents, end of period	114,098	60,356	148,160
Restricted cash and cash equivalents, end of period	200,870	191,289	180,579
Cash and cash equivalents included in advertising fund assets, restricted, end of period	<u>88,165</u>	<u>143,559</u>	<u>161,741</u>
Cash and cash equivalents, restricted cash and cash equivalents and cash and cash equivalents included in advertising fund assets, restricted, end of period	<u>\$ 403,133</u>	<u>\$ 395,204</u>	<u>\$ 490,480</u>

The accompanying notes are an integral part of these consolidated financial statements.

Domino's Pizza, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Tabular amounts in thousands, except percentages, share and per share amounts)

(1) Description of Business and Summary of Significant Accounting Policies

Description of Business

Domino's Pizza, Inc. ("DPI"), a Delaware corporation, conducts its operations and derives substantially all of its income from operations and cash provided by operating activities through its wholly-owned subsidiary, Domino's, Inc. ("Domino's") and Domino's wholly-owned subsidiary, Domino's Pizza LLC ("DPLLC"). DPI and its wholly-owned subsidiaries (collectively, the "Company") are primarily engaged in the following business activities: (i) retail sales of food through Company-owned Domino's Pizza stores; (ii) sales of food, equipment and supplies to franchised Domino's Pizza stores through Company-owned supply chain centers in the U.S. and Canada; (iii) receipt of royalties, advertising contributions and fees from U.S. Domino's Pizza franchisees; and (iv) receipt of royalties and fees from international Domino's Pizza franchisees.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of DPI and its subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Fiscal Year

The Company's fiscal year ends on the Sunday closest to December 31. The 2023 fiscal year ended on December 31, 2023, the 2022 fiscal year ended on January 1, 2023 and the 2021 fiscal year ended on January 2, 2022. The 2023, 2022 and 2021 fiscal years each consisted of fifty-two weeks.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid investments with original maturities of three months or less at the date of purchase. These investments are carried at cost, which approximates fair value.

Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents at December 31, 2023 included \$149.1 million of restricted cash and cash equivalents held for future principal and interest payments and other working capital requirements of the Company's asset-backed securitization structure, \$51.6 million of restricted cash equivalents held in a three-month interest reserve as required by the related debt agreements and \$0.2 million of other restricted cash. As of December 31, 2023, the Company also held \$88.2 million of advertising fund restricted cash and cash equivalents, which can only be used for activities that promote the Domino's Pizza brand.

Restricted cash and cash equivalents at January 1, 2023 included \$141.2 million of restricted cash and cash equivalents held for future principal and interest payments and other working capital requirements of the Company's asset-backed securitization structure, \$49.9 million of restricted cash equivalents held in a three-month interest reserve as required by the related debt agreements and \$0.2 million of other restricted cash. As of January 1, 2023, the Company also held \$143.6 million of advertising fund restricted cash and cash equivalents, which can only be used for activities that promote the Domino's Pizza brand.

Allowances for Credit Losses

The Company closely monitors accounts and notes receivable balances and estimates the allowance for credit losses. These estimates are based on historical collection experience and other factors, including those related to current market conditions and events. The Company's allowances for accounts and notes receivable have not historically been material.

The Company also monitors its off-balance sheet exposures under its letters of credit (Note 3), lease guarantees (Note 5) and surety bonds. Total conditional commitments under surety bonds were \$14.7 million in each of December 31, 2023 and January 1, 2023, respectively. None of these arrangements has had or is likely to have a material effect on the Company's results of operations, financial condition, revenues, expenses or liquidity.

Inventories

Inventories are valued at the lower of cost (on a first-in, first-out basis) or net realizable value. Inventories at December 31, 2023 and January 1, 2023 were comprised of the following:

	December 31, 2023	January 1, 2023
Food	\$ 72,525	\$ 74,052
Equipment and supplies	10,439	7,518
Inventories	<u>\$ 82,964</u>	<u>\$ 81,570</u>

Other Assets

Current and long-term other assets primarily include prepaid expenses such as insurance, taxes, deposits, notes receivable, software licenses, implementation costs for cloud-based computing arrangements, covenants not-to-compete and other intangible assets primarily arising from franchise acquisitions.

Other long-term assets included implementation costs for cloud-based computing arrangements (primarily related to certain enterprise systems) of \$11.1 million and \$11.9 million, net of accumulated amortization of \$6.2 million and \$3.5 million as of December 31, 2023 and January 1, 2023, respectively. Amortization expense for implementation costs for cloud-based computing arrangements was \$2.7 million, \$1.9 million and \$1.3 million in 2023, 2022 and 2021, respectively.

Property, Plant and Equipment

Additions to property, plant and equipment are recorded at cost. Repair and maintenance costs are expensed as incurred. Depreciation and amortization expense are recorded using the straight-line method over the estimated useful lives of the related assets. Estimated useful lives are generally as follows (in years):

Buildings	20
Leasehold and other improvements	5 – 15
Equipment	3 – 15

Depreciation and amortization expense on property, plant and equipment was \$52.4 million, \$51.8 million and \$48.6 million in 2023, 2022 and 2021, respectively.

Impairments of Long-Lived Assets

The Company evaluates the potential impairment of long-lived assets at least annually based on various analyses including, on an annual basis, the projection of undiscounted cash flows and whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the Company determines that the carrying amount of an asset (or asset group) may not be recoverable, the Company compares the net carrying value of the asset group to the undiscounted net cash flows to be generated from the use and eventual disposition of that asset group. For Company-owned stores, the Company performs this evaluation on an operating market basis, which the Company has determined to be the lowest level for which identifiable cash flows are largely independent of other cash flows. If the carrying amount of a long-lived asset exceeds the amount of the expected future undiscounted cash flows of that asset, the Company estimates the fair value of the assets. If the carrying amount of the asset exceeds the estimated fair value of the asset, an impairment loss is recognized, and the asset is written down to its estimated fair value. There were no triggering events in 2023, 2022 and 2021 and accordingly, the Company did not record any impairment losses on long-lived assets in 2023, 2022 and 2021.

Investments in Marketable Securities

Investments in marketable securities consist of investments in various mutual funds made by eligible individuals as part of the Company's deferred compensation plan (Note 8). These investments are stated at aggregate fair value, are restricted and have been placed in a rabbi trust whereby the amounts are irrevocably set aside to fund the Company's obligations under the deferred compensation plan. The Company classifies and accounts for these investments in marketable securities as trading securities.

Goodwill

The Company's goodwill amounts primarily relate to franchise store acquisitions. The Company performs its required impairment tests in the fourth quarter of each fiscal year and did not recognize any goodwill impairment charges in 2023, 2022 and 2021.

Capitalized Software

Capitalized software is recorded at cost and includes purchased, internally-developed and externally-developed software used in the Company's operations. Amortization expense is provided using the straight-line method over the estimated useful lives of the software, which range from one to ten years. Capitalized software amortization expense was \$28.2 million, \$28.5 million and \$24.3 million in 2023, 2022 and 2021, respectively.

As of December 31, 2023, scheduled amortization for capitalized software that had been placed in service as of December 31, 2023 is as follows in the table below. As of December 31, 2023, the Company also had \$34.1 million of capitalized software that had not yet been placed in service.

2024	\$	26,737
2025		19,426
2026		12,635
2027		8,236
2028		8,236
Thereafter		24,702
	\$	<u>99,972</u>

Investment in DPC Dash

The Company holds a non-controlling interest in DPC Dash Ltd ("DPC Dash"), the Company's master franchisee in China that owns and operates Domino's Pizza stores in that market. Prior to March 28, 2023, the Company's investment in DPC Dash's senior ordinary shares, which were not in-substance common stock, represented an equity investment without a readily determinable fair value and was recorded at cost with adjustments for observable changes in prices resulting from orderly transactions for the identical or a similar investment of the same issuer or impairments.

On March 28, 2023, DPC Dash completed its initial public offering on the Hong Kong Exchange (HK: 1405), at which point the Company's 18,101,019 DPC Dash senior ordinary shares automatically converted to DPC Dash ordinary shares pursuant to the terms of the investment. The Company is required to hold the DPC Dash ordinary shares for at least 360 days from the date of the initial public offering of March 28, 2023. The Company accounts for its investment in DPC Dash as a trading security and records it at fair value at the end of each reporting period, with gains and losses recorded in other income or expense in its consolidated statements of income. Refer to Note 4 for fair value disclosures related to the Company's investment in DPC Dash.

Debt Issuance Costs

Debt issuance costs are recorded as a reduction to the Company's debt balance and primarily include the expenses incurred by the Company as part of the 2021, 2019, 2018, 2017 and 2015 Recapitalizations. Refer to Note 3 for a description of the 2021, 2019, 2018, 2017 and 2015 Recapitalizations. Amortization is recorded on a straight-line basis (which is materially consistent with the effective interest method) over the expected terms of the respective debt instrument to which the costs relate and is included in interest expense. Debt issuance cost amortization expense was \$5.5 million, \$5.6 million and \$7.5 million in 2023, 2022 and 2021, respectively.

Insurance Reserves

The Company has retention programs for workers' compensation, general liability and owned and non-owned automobile liabilities for certain periods prior to December 1998 and for periods after December 2001. The Company is generally responsible for up to \$2.0 million per occurrence under these retention programs for workers' compensation and general liability exposures. The Company is also generally responsible for between \$500,000 and \$5.5 million per occurrence under these retention programs for owned and non-owned automobile liabilities depending on the year. Total insurance limits under these retention programs vary depending on the year covered and range up to \$110.0 million per occurrence for general liability and owned and non-owned automobile liabilities and up to the applicable statutory limits for workers' compensation.

Casualty insurance reserves relating to the Company's retention programs are based on undiscounted actuarial estimates. These estimates are based on historical information and on certain assumptions about future events. Changes in assumptions for such factors as medical costs and legal actions, as well as changes in actual experience, could cause these estimates to change in the near term. The Company generally receives estimates of outstanding casualty insurance exposures from its independent actuary twice per year and differences between these estimated actuarial exposures and the Company's recorded amounts are adjusted as appropriate. The Company had reserves for these programs of \$56.3 million and \$57.6 million as of December 31, 2023 and January 1, 2023, respectively.

In addition, the Company maintains reserves for its share of employee health costs as part of the health care benefits offered to its employees. Reserves are based on estimated claims incurred that have not yet been paid, based on historical claims and payment lag times.

Contract Liabilities

Contract liabilities consist primarily of deferred franchise fees and deferred development fees. Deferred franchise fees and deferred development fees of \$5.3 million and \$5.5 million were included in current other accrued liabilities as of December 31, 2023 and January 1, 2023, respectively. Deferred franchise fees and deferred development fees of \$19.9 million and \$22.7 million were included in long-term other accrued liabilities as of December 31, 2023 and January 1, 2023, respectively.

Changes in deferred franchise fees and deferred development fees in 2023 and 2022 were as follows:

	Fiscal Year Ended	
	December 31, 2023	January 1, 2023
Deferred franchise fees and deferred development fees, beginning of period	\$ 28,225	\$ 29,694
Revenue recognized during the period	(6,468)	(6,654)
New deferrals due to cash received and other	3,438	5,185
Deferred franchise fees and deferred development fees, end of period	<u>\$ 25,195</u>	<u>\$ 28,225</u>

The Company expects to recognize revenue associated with deferred franchise fees and deferred development fees as follows in the table below. The Company has applied the sales-based royalty exemption which permits exclusion of variable consideration in the form of sales-based royalties from the disclosure of remaining performance obligations.

2024	\$	5,301
2025		4,975
2026		4,634
2027		3,157
2028		2,025
Thereafter		5,103
	<u>\$</u>	<u>25,195</u>

Other Accrued Liabilities

Current and long-term other accrued liabilities primarily include accruals for income, sales, property and other taxes, legal reserves, operating expenses, dividends payable, deferred compensation, unredeemed gift cards and contract liabilities. The Company had \$38.9 million and \$29.2 million included in other current accrued liabilities related to unredeemed gift cards as of December 31, 2023 and January 1, 2023, respectively.

Foreign Currency Translation

The Company's foreign entities use their local currency as the functional currency. For these entities, the Company translates net assets into U.S. dollars at year end exchange rates, while income and expense accounts are translated at average annual exchange rates. Currency translation adjustments are included in accumulated other comprehensive income (loss) and foreign currency transaction gains and losses are included in determining net income.

Revenue Recognition

U.S. Company-owned stores revenues are comprised of retail sales of food through Company-owned Domino's Pizza stores located in the U.S. and are recognized when the items are delivered to or carried out by customers. Customer payments are generally due at the time of sale. Sales taxes related to these sales are collected from customers and remitted to the appropriate taxing authority and are not reflected in the Company's consolidated statements of income as revenue.

U.S. franchise royalties and fees are primarily comprised of royalties and fees from Domino's Pizza franchisees with operations in the U.S. Each franchisee is generally required to pay a 5.5% royalty fee on sales. In certain instances, the Company will collect lower rates based on area development agreements, sales initiatives, store relocation incentives and new store incentives. Royalty revenues are based on a percentage of franchise retail sales and are recognized when the items are delivered to or carried out by franchisees' customers. U.S. franchise fee revenue primarily relates to per-transaction technology fees that are recognized as the related sales occur. Payments for U.S. royalties and fees are generally due within seven days of the prior week end date.

Supply chain revenues are primarily comprised of sales of food, equipment and supplies to franchised Domino's Pizza stores located in the U.S. and Canada. Revenues from the sale of food are recognized upon delivery of the food to franchisees and payments for food purchases are generally due within 30 days of the shipping date. Revenues from the sale of equipment and supplies are recognized upon delivery or shipment of the related products to franchisees, based on shipping terms, and payments for equipment and supplies are generally due within 90 days of the shipping date. The Company also offers profit sharing rebates and volume discounts to its franchisees. Obligations for profit sharing rebates are calculated based on actual results of its supply chain centers and are recognized as a reduction to revenue. Volume discounts are based on annual sales. The Company estimates the amount that will be earned and records a reduction to revenue throughout the year.

International franchise royalties and fees are primarily comprised of royalties and fees from Domino's Pizza franchisees outside of the U.S. Royalty revenues are recognized when the items are delivered to or carried out by franchisees' customers. Franchise fees received from international franchisees are recognized as revenue on a straight-line basis over the term of each respective franchise store agreement, which is typically ten years. Development fees received from international master franchisees are also deferred when amounts are received and are recognized as revenue on a straight-line basis over the term of the respective master franchise agreement, which is typically ten years. International franchise fee revenues primarily relate to per-transaction technology fees that are recognized as the related sales occur. International franchise royalties and fees are invoiced at least quarterly, and payments are generally due within 60 days.

U.S. franchise advertising revenues are comprised of contributions from Domino's Pizza franchisees with operations in the U.S. to the Domino's National Advertising Fund Inc. ("DNAF"), the Company's consolidated not-for-profit subsidiary that administers the Domino's Pizza system's national and market level advertising activities in the U.S. Each franchisee is generally required to contribute 6.0% of their retail sales to fund national marketing and advertising campaigns (subject, in certain instances, to lower rates based on certain incentives and waivers). Beginning on March 27, 2023, the Company effectuated a temporary reduction of 0.25% to its standard 6.0% advertising contribution, which will expire on March 24, 2024. These revenues are recognized when items are delivered to or carried out by franchisees' customers. Payments for U.S. franchise advertising revenues are generally due within seven days of the prior week end date. Although these revenues are restricted to be used only for advertising and promotional activities to benefit franchised stores, the Company has determined there are not performance obligations associated with the franchise advertising contributions received by DNAF that are separate from its U.S. royalty payment stream and as a result, these franchise contributions and the related expenses are presented gross in the Company's consolidated statements of income.

Disaggregation of Revenue

Current accounting standards require that companies disaggregate revenue from contracts with customers into categories that depict how the nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factors. The Company has included its revenues disaggregated in its consolidated statements of income to satisfy this requirement.

Supply Chain Profit-Sharing Arrangements

The Company enters into profit-sharing arrangements with U.S. and Canadian franchisees that purchase all of their food from the Company's supply chain centers. These profit-sharing arrangements generally offer Company-owned stores and participating franchisees 50% of the pre-tax profit from the Company's supply chain center operations. Profit-sharing obligations are recorded as a reduction to supply chain revenues in the same period as the related revenues and costs are recorded, and were \$138.7 million, \$110.0 million and \$148.3 million in 2023, 2022 and 2021, respectively.

Cost of Sales

Cost of sales consists primarily of U.S. Company-owned store and supply chain costs incurred to generate related revenues. Components of consolidated cost of sales primarily include food, labor, delivery, occupancy costs (including rent, telephone, utilities and depreciation) and insurance expense.

General and Administrative

General and administrative expense consists primarily of labor cost (including variable performance-based compensation expense and non-cash equity-based compensation expense), depreciation and amortization, computer expenses, professional fees, travel and entertainment, rent, insurance and other corporate administrative costs.

Advertising

U.S. stores are generally required to contribute 6.0% of sales to DNAF (subject, in certain instances, to lower rates based on certain incentives and waivers). Beginning on March 27, 2023, the Company effectuated a temporary reduction of 0.25% to its standard 6.0% advertising contribution, which will expire on March 24, 2024.

U.S. franchise advertising costs are accrued and expensed when the related U.S. franchise advertising revenues are recognized, as DNAF is obligated to expend such revenues on advertising and other activities that promote the Domino's brand. U.S. franchise advertising costs expended by DNAF are included in U.S. franchise advertising expenses in the Company's consolidated statements of income. Advertising costs funded by Company-owned stores are generally expensed as incurred and are included in general and administrative expense. Contributions from Company-owned stores that have not yet been expended are included in advertising fund assets, restricted on the Company's consolidated balance sheets.

Advertising expense included \$473.2 million, \$485.3 million and \$479.5 million of U.S. franchise advertising expense in 2023, 2022 and 2021, respectively. Advertising expense also included \$33.5 million, \$33.8 million and \$42.1 million in 2023, 2022 and 2021, respectively, primarily related to advertising costs funded by U.S. Company-owned stores and other general marketing expenses which are included in general and administrative expense in the consolidated statements of income.

As of December 31, 2023, advertising fund assets, restricted of \$106.3 million consisted of \$88.2 million of cash and cash equivalents, \$14.0 million of accounts receivable and \$4.1 million of prepaid expenses. As of December 31, 2023, advertising fund cash and cash equivalents included \$2.1 million of cash contributed from U.S. Company-owned stores that had not yet been expended.

As of January 1, 2023, advertising fund assets, restricted of \$162.7 million consisted of \$143.6 million of cash and cash equivalents, \$13.1 million of accounts receivable and \$6.0 million of prepaid expenses. As of January 1, 2023, advertising fund cash and cash equivalents included \$4.8 million of cash contributed from U.S. Company-owned stores that had not yet been expended.

Leases

The Company leases certain retail store and supply chain center locations, vehicles, equipment and its corporate headquarters. The Company determines whether an arrangement is or contains a lease at contract inception. The majority of the Company's leases are classified as operating leases, which are included in operating lease right-of-use assets and operating lease liabilities in the Company's consolidated balance sheets. Finance leases are included in property, plant and equipment, current portion of long-term debt and long-term debt on the Company's consolidated balance sheets.

Right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date for leases exceeding 12 months. Minimum lease payments include only the fixed lease component of the agreement, as well as any variable rate payments that depend on an index, initially measured using the index at the lease commencement date. Lease terms may include options to renew when it is reasonably certain that the Company will exercise that option.

The Company estimates its incremental borrowing rate for each lease using a portfolio approach based on the respective weighted average term of the agreements. This estimation considers the market rates of the Company's outstanding collateralized borrowings and interpolations of rates outside of the terms of the outstanding borrowings, including comparisons to comparable borrowings of similarly rated companies with longer term borrowings.

Operating lease expense is recognized on a straight-line basis over the lease term and is included in cost of sales or general and administrative expense. Amortization expense for finance leases is recognized on a straight-line basis over the lease term and is included in cost of sales or general and administrative expense. Interest expense for finance leases is recognized using the effective interest method. Variable lease payments that do not depend on a rate or index, payments associated with non-lease components and short-term rentals (leases with terms less than 12 months) are expensed as incurred.

Common Stock Dividends

The Company declared dividends of \$170.4 million (or \$4.84 per share) in 2023, \$157.5 million (or \$4.40 per share) in 2022 and \$139.6 million (or \$3.76 per share) in 2021. The Company paid dividends of \$169.8 million, \$157.5 million, and \$139.4 million in 2023, 2022 and 2021, respectively.

Subsequent to the end of fiscal 2023, On February 21, 2024, the Company's Board of Directors declared a quarterly dividend of \$1.51 per common share payable on March 29, 2024 to shareholders of record at the close of business on March 15, 2024.

Stock Options and Other Equity-Based Compensation Arrangements

The cost of all of the Company's stock options, as well as other equity-based compensation arrangements, is reflected in the financial statements based on the estimated fair value of the awards (Note 9).

Earnings Per Share

The Company discloses two calculations of earnings per share ("EPS"): basic EPS and diluted EPS (Note 2). The numerator in calculating common stock basic and diluted EPS is consolidated net income. The denominator in calculating common stock basic EPS is the weighted average shares outstanding. The denominator in calculating common stock diluted EPS includes the additional dilutive effect of outstanding stock options, unvested restricted stock awards and units and unvested performance-based restricted stock awards and units.

Supplemental Disclosures of Cash Flow Information

The Company paid interest of \$186.8 million, \$188.5 million and \$174.6 million during 2023, 2022 and 2021, respectively, on its Notes (Note 3). Cash paid for income taxes was \$136.3 million, \$134.4 million and \$106.3 million in 2023, 2022 and 2021, respectively.

The Company had non-cash investing activities related to accruals for capital expenditures of \$6.7 million, \$6.9 million and \$5.4 million at December 31, 2023, January 1, 2023 and January 2, 2022, respectively. As of December 31, 2023, the Company also had \$2.6 million in non-cash financing activity related to accruals for excise taxes on share repurchases. The Company had \$0.1 million, \$0.1 million and \$0.4 million of non-cash investing activities related to lease incentives in 2023, 2022 and 2021 respectively.

New Accounting Pronouncements

Recently Adopted Accounting Standards

The Company has considered all new accounting standards issued by the Financial Accounting Standards Board ("FASB") and adopted the following accounting standards.

Accounting Standards Update ("ASU") 2020-04, Facilitation of the Effects of Reference Rate Reform on Financial Reporting, updated by *ASU 2022-06, Deferral of the Sunset Date of Topic 848 ("ASU 2022-06")*

In March 2020, the FASB issued *ASU 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting ("ASU 2020-04")*, which provides temporary optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships and other transactions affected by reference rate reform. On May 15, 2023, certain of the Company's subsidiaries executed an amendment to the Company's 2021 variable funding notes to affect the transition from LIBOR to the Secured Overnight Financing Rate ("Term SOFR"), plus a spread adjustment. In connection with this contract amendment, the Company adopted ASU 2020-04 (as updated by ASU 2022-06) in the second quarter of 2023. The amendment to the Company's 2021 variable funding notes and the adoption of this accounting standard did not have a material impact on the Company's consolidated financial statements.

ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions

In June 2022, the FASB issued *ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions ("ASU 2022-03")*, which clarifies and amends the guidance of measuring the fair value of equity securities subject to contractual sale restrictions. ASU 2022-03 also requires disclosure of the fair value of equity securities subject to contractual sale restrictions, the nature and remaining duration of the restrictions and the circumstances that could cause a lapse in the restrictions. The Company's investment in DPC Dash (Note 5) is subject to contractual restrictions that prohibit the Company from selling the security for 360 days following DPC Dash's initial public offering. The Company early adopted ASU 2022-03 in the second quarter of 2023 and the adoption of this accounting standard did not have a material impact on the Company's consolidated financial statements.

Accounting Standards Not Yet Adopted

The Company has considered all new accounting pronouncements issued by the FASB. The Company has not yet adopted the following standards:

ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued *ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires disclosure on an annual and interim basis, significant segment expenses that are regularly provided to the chief operating decision maker and included within the reported measure of segment profit or loss. In addition, the ASU requires disclosure of other segment expenses by reportable segment and a description of their composition to permit the reconciliation between segment revenue, significant segment expenses and the reported segment measure of profit or loss. The ASU also requires disclosure of the name and title of the chief operating decision maker.

ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and early adoption is permitted. The Company is currently evaluating the impact of this accounting standard on its consolidated financial statements.

ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures

In December 2023, the FASB issued *ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires disclosure on an annual basis, a tabular reconciliation, including both reporting currency and percentages of specific categories of the effective tax rate reconciliation, including state and local income taxes (net of Federal taxes), foreign taxes, effects of changes in tax laws and regulations, effects of cross-border tax laws, tax credits, changes in valuation allowances, nontaxable and nondeductible items and changes in unrecognized tax benefits. Additional disclosures are required for certain items exceeding five percent of income from continuing operations multiplied by the statutory income tax rate. The standard also requires disclosure of income taxes paid between Federal, state and foreign jurisdictions, including further disaggregation of those payments exceeding five percent of the total income taxes paid.

ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, and early adoption is permitted. The Company is currently evaluating the impact of this accounting standard on its consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(2) Earnings per Share

The computation of basic and diluted earnings per common share for 2023, 2022 and 2021 is as follows:

	2023	2022	2021
Net income available to common stockholders – basic and diluted	\$ 519,118	\$ 452,263	\$ 510,467
Weighted average number of common shares	35,081,779	35,724,325	37,198,292
Earnings per common share – basic	\$ 14.80	\$ 12.66	\$ 13.72
Diluted weighted average number of common shares	35,401,313	36,093,754	37,691,351
Earnings per common share – diluted	\$ 14.66	\$ 12.53	\$ 13.54

The denominators used in calculating diluted earnings per share for common stock for 2023, 2022 and 2021 do not include the following because the effect of including these shares would be anti-dilutive or because the performance targets for these awards had not yet been met:

	2023	2022	2021
Anti-dilutive shares underlying stock-based awards			
Stock options	216,128	115,187	41,215
Restricted stock awards and units	7,060	1,470	1,010
Performance condition not met			
Restricted stock awards and units	44,750	22,353	29,704

(3) Recapitalizations and Financing Arrangements

The 2021 Notes, 2019 Notes, 2018 Notes, 2017 Notes and 2015 Notes (each, as defined below) are collectively referred to as the “Notes.” The Company made payments of \$51.5 million, \$51.5 million and \$907.0 million in 2023, 2022 and 2021, respectively on the Notes. The Company borrowed and repaid \$120.0 million under its 2021 Variable Funding Notes (as defined below) in 2022.

2021 Recapitalization

On April 16, 2021, the Company completed a recapitalization transaction (the “2021 Recapitalization”) in which certain of the Company’s subsidiaries issued notes pursuant to an asset-backed securitization. The notes consist of \$850.0 million Series 2021-1 2.662% Fixed Rate Senior Secured Notes, Class A-2-I with an anticipated term of 7.5 years (the “2021 7.5-Year Notes”) and \$1.0 billion Series 2021-1 3.151% Fixed Rate Senior Secured Notes, Class A-2-II with an anticipated term of 10 years (the “2021 Ten-Year Notes”, and, collectively with the 2021 7.5-Year Notes, the “2021 Notes”). Gross proceeds from the issuance of the 2021 Notes were \$1.85 billion.

Concurrently, certain of the Company’s subsidiaries also issued a new variable funding note facility which allows for advances of up to \$200.0 million of Series 2021-1 Variable Funding Senior Secured Notes, Class A-1 Notes and certain other credit instruments, including letters of credit (the “2021 Variable Funding Notes”). In connection with the issuance of the 2021 Variable Funding Notes, the Company’s 2019 Variable Funding Notes (as defined below) were canceled.

The proceeds from the 2021 Recapitalization were used to repay the remaining \$291.0 million in outstanding principal under the Company’s 2017 Floating Rate Notes (as defined below) and \$582.0 million in outstanding principal under the Company’s 2017 Five-Year Notes (as defined below), prefund a portion of the interest payable on the 2021 Notes, pay transaction fees and expenses and repurchase and retire shares of the Company’s common stock (Note 10).

2019 Recapitalization

On November 19, 2019, the Company completed a recapitalization transaction (the “2019 Recapitalization”) in which certain of the Company’s subsidiaries issued notes pursuant to an asset-backed securitization. The notes consist of \$675.0 million Series 2019-1 3.668% Fixed Rate Senior Secured Notes, Class A-2 with an anticipated term of 10 years (the “2019 Notes”). The Company also entered into a variable funding note facility, which allowed for the issuance of up to \$200.0 million Series 2019-1 Variable Funding Senior Secured Notes, Class A-1 (the “2019 Variable Funding Notes”) and certain other credit instruments, including letters of credit. Gross proceeds from the issuance of the 2019 Notes were \$675.0 million.

2018 Recapitalization

On April 24, 2018, the Company completed a recapitalization transaction (the “2018 Recapitalization”) in which certain of the Company’s subsidiaries issued notes pursuant to an asset-backed securitization. The notes consist of \$425.0 million Series 2018-1 4.116% Fixed Rate Senior Secured Notes, Class A-2-I with an anticipated term of 7.5 years (the “2018 7.5-Year Notes”), and \$400.0 million Series 2018-1 4.328% Fixed Rate Senior Secured Notes, Class A-2-II with an anticipated term of 9.25 years (the “2018 9.25-Year Notes” and, collectively with the 2018 7.5-Year Notes, the “2018 Notes”). Gross proceeds from the issuance of the 2018 Notes were \$825.0 million.

2017 Recapitalization

On July 24, 2017, the Company completed a recapitalization transaction (the “2017 Recapitalization”) in which certain of the Company’s subsidiaries issued notes pursuant to an asset-backed securitization. The notes consisted of \$300.0 million Series 2017-1 Floating Rate Senior Secured Notes, Class A-2-I with an anticipated term of five years (the “2017 Floating Rate Notes”), \$600.0 million Series 2017-1 3.082% Fixed Rate Senior Secured Notes, Class A-2-II with an anticipated term of five years (the “2017 Five-Year Notes”) and \$1.0 billion Series 2017-1 4.118% Fixed Rate Senior Secured Notes, Class A-2-III with an anticipated term of ten years (the “2017 Ten-Year Notes” and, collectively with the 2017 Floating Rate Notes and the 2017 Five-Year Notes, the “2017 Notes”). The interest rate on the 2017 Floating Rate Notes was payable at a rate equal to LIBOR plus 125 basis points. Gross proceeds from the issuance of the 2017 Notes were \$1.9 billion.

2015 Recapitalization

On October 21, 2015, the Company completed a recapitalization transaction (the “2015 Recapitalization”) in which certain of the Company’s subsidiaries issued notes pursuant to an asset-backed securitization. The notes consisted of \$500.0 million Series 2015-1 3.484% Fixed Rate Senior Secured Notes, Class A-2-I (the “2015 Five-Year Notes”) and \$800.0 million Series 2015-1 4.474% Fixed Rate Senior Secured Notes, Class A-2-II (the “2015 Ten-Year Notes”) and, together with the 2015 Five-Year Notes, the “2015 Notes”). Gross proceeds from the issuance of the 2015 Notes were \$1.3 billion.

2022 Variable Funding Notes

On September 16, 2022, certain of the Company’s subsidiaries issued a new variable funding note facility which allows for advances of up to \$120.0 million of Series 2022-1 Variable Funding Senior Secured Notes, Class A-1 Notes (the “2022 Variable Funding Notes”). The facility was undrawn at closing. Interest on the 2022 Variable Funding Notes is payable at a per year rate equal to Secured Overnight Financing Rate, plus a spread adjustment (“Adjusted Term SOFR”), plus 150 basis points. The unused portion of the 2022 Variable Funding Notes is subject to a commitment fee of 50 basis points. It is anticipated that any amounts outstanding on the 2022 Variable Funding Notes will be repaid in full on or prior to April 2026, subject to two additional one-year extensions at the option of the Company, subject to certain conditions. Following the anticipated repayment date (and any extensions thereof), additional interest will accrue on the 2022 Variable Funding Notes equal to 5% per annum.

As of December 31, 2023 and January 1, 2023, the Company had no outstanding borrowings and \$120.0 million of available borrowing capacity under its 2022 Variable Funding Notes.

2021 Notes

The 2021 Notes have remaining scheduled principal payments of \$18.5 million in each of 2024 through 2027, \$804.8 million in 2028, \$10.0 million in each of 2029 and 2030 and \$905.0 million in 2031.

The legal final maturity date of the 2021 Notes is April 2051, but it is anticipated that, unless earlier prepaid to the extent permitted under the related debt agreements, the 2021 7.5-Year Notes will be repaid on or prior to the anticipated repayment date occurring in October 2028, and the 2021 Ten-Year Notes will be repaid on or prior to the anticipated repayment date occurring in April 2031. If the Company has not repaid or refinanced the 2021 Notes prior to the applicable anticipated repayment dates, additional interest of at least 5% per annum will accrue, as defined in the related agreements.

The 2021 Variable Funding Notes allow for advances of up to \$200.0 million and issuance of certain other credit instruments, including letters of credit. The letters of credit are primarily related to our casualty insurance programs and certain supply chain center leases. On May 15, 2023, certain of the Company’s subsidiaries executed an amendment to the Company’s 2021 Variable Funding Notes to affect the transition from LIBOR to Adjusted Term SOFR. Certain clarifying amendments were effectuated on September 19, 2023. The interest rate on the 2021 Variable Funding Notes is payable at a per year rate equal to Adjusted Term SOFR, plus 150 basis points. The 2021 Variable Funding Notes were undrawn at closing of the 2021 Recapitalization. The unused portion of the 2021 Variable Funding Notes is subject to a commitment fee ranging from 50 to 100 basis points depending on utilization. It is anticipated that any amounts outstanding on the 2021 Variable Funding Notes will be repaid in full on or prior to April 2026, subject to two additional one-year extensions at the option of the Company, subject to certain conditions. Following the anticipated repayment date (and any extensions thereof), additional interest will accrue on the 2021 Variable Funding Notes equal to 5% per annum.

As of December 31, 2023 and January 1, 2023, the Company had no outstanding borrowings and \$157.8 million of available borrowing capacity under its 2021 Variable Funding Notes, net of letters of credit issued of \$42.2 million.

2019 Notes

The 2019 Notes have remaining scheduled principal payments of \$6.8 million in each of 2024 through 2028 and \$615.9 million in 2029.

The legal final maturity date of the 2019 Notes is October 2049, but it is anticipated that, unless earlier prepaid to the extent permitted under the related debt agreements, the 2019 Notes will be repaid on or prior to the anticipated repayment date occurring in October 2029. If the Company has not repaid or refinanced the 2019 Notes prior to the applicable anticipated repayment dates, additional interest of at least 5% per annum will accrue, as defined in the related agreements.

The 2019 Variable Funding Notes allowed for advances of up to \$200.0 million and issuance of certain other credit instruments, including letters of credit. The letters of credit are primarily related to our casualty insurance programs and certain supply chain center leases. Interest on the 2019 Variable Funding Notes was payable at a per year rate equal to LIBOR plus 150 basis points. The 2019 Variable Funding Notes were cancelled in connection with the 2021 Recapitalization.

2018 Notes

The 2018 Notes have remaining scheduled principal payments of \$8.3 million in 2024, \$403.5 million in 2025, \$4.0 million in 2026 and \$368.0 million in 2027.

The legal final maturity date of the 2018 Notes is July 2048, but it is anticipated that, unless earlier prepaid to the extent permitted under the related debt agreements, the 2018 7.5-Year Notes will be repaid on or prior to the anticipated repayment date occurring in October 2025, and the 2018 9.25-Year Notes will be repaid on or prior to the anticipated repayment date occurring in July 2027. If the Company has not repaid or refinanced the 2018 Notes prior to the applicable anticipated repayment dates, additional interest of at least 5% per annum will accrue, as defined in the related agreements.

2017 Notes

The 2017 Five-Year Notes and the 2017 Floating Rate Notes were repaid in connection with the 2021 Recapitalization. The 2017 Ten-Year Notes have remaining scheduled principal payments of \$10.0 million in each of 2024 through 2026 and \$912.5 million in 2027.

The legal final maturity date of the 2017 Ten-Year Notes is October 2047, but it is anticipated that, unless earlier prepaid to the extent permitted under the related debt agreements, the 2017 Ten-Year Notes will be repaid on or prior to the anticipated repayment date occurring in July 2027. If the Company has not repaid or refinanced the 2017 Ten-Year Notes prior to the applicable anticipated repayment dates, additional interest of at least 5% per annum will accrue, as defined in the related agreements.

2015 Notes

The 2015 Five-Year Notes were repaid in connection with the 2018 Recapitalization. The 2015 Ten-Year Notes have original remaining scheduled principal payments of \$8.0 million in 2024 and \$736.0 million in 2025.

The legal final maturity date of the 2015 Ten-Year Notes is in October 2045, but it is anticipated that, unless earlier prepaid to the extent permitted under the related debt agreements, the 2015 Ten-Year Notes will be repaid on or prior to the anticipated repayment date occurring in October 2025. If the Company has not repaid or refinanced the 2015 Ten-Year Notes prior to the applicable anticipated repayment date, additional interest of at least 5% per annum will accrue, as defined in the related agreements.

Debt Issuance Costs and Transaction-Related Expenses

During 2022 and in connection with the issuance of the 2022 Variable Funding Notes, the Company capitalized \$1.6 million of financing costs, which are recorded in long-term other assets in the Company's consolidated balance sheets and are being amortized into interest expense over the remaining term of the 2022 Variable Funding Notes.

During 2021 and in connection with the 2021 Recapitalization, the Company incurred approximately \$2.8 million of net pre-tax expenses, primarily related to \$2.0 million in expense related to the write-off of debt issuance costs associated with the repayment of the 2017 Five-Year Notes and 2017 Floating Rate Notes. The Company also incurred approximately \$0.3 million of interest expense on the 2017 Five-Year Notes and the 2017 Floating Rate Notes subsequent to the closing of the Company's 2021 Recapitalization, but prior to the repayment of the 2017 Five-Year Notes and the 2017 Floating Rate Notes, resulting in the payment of interest on both the 2017 Five-Year Notes and the 2017 Floating Rate Notes as well as the 2021 Notes for a short period of time. Further, the Company incurred \$0.5 million of 2021 Recapitalization-related general and administrative expenses, including legal and professional fees. In connection with the 2021 Recapitalization, the Company recorded \$14.9 million of debt issuance costs, which are being amortized into interest expense over the respective terms of the 2021 Notes.

Guarantees and Covenants of the Notes

The Notes are guaranteed by certain subsidiaries of DPLLC and secured by a security interest in substantially all of the assets of the Company, including royalty and certain other income from all U.S. and international stores, U.S. supply chain income and intellectual property. The restrictions placed on the Company's subsidiaries require that the Company's principal and interest obligations have first priority and amounts are segregated weekly to ensure appropriate funds are reserved to pay the quarterly principal and interest amounts due. The amount of weekly cash flow that exceeds the required weekly principal and interest reserve is generally remitted to the Company in the form of a dividend. However, once the required obligations are satisfied, there are no further restrictions, including payment of dividends, on the cash flows of the subsidiaries.

The Notes are subject to certain financial and non-financial covenants, including a debt service coverage ratio calculation. The covenant requires a minimum coverage ratio of 1.75x total debt service to securitized net cash flow, as defined in the related agreements. The covenants, among other things, may limit the ability of certain of the Company's subsidiaries to declare dividends, make loans or advances or enter into transactions with affiliates. In the event that certain covenants are not met, the Notes may become partially or fully due and payable on an accelerated schedule. In addition, the Company may voluntarily prepay, in part or in full, the Notes at any time, subject to certain make-whole interest obligations.

While the Notes are outstanding, scheduled payments of principal and interest are required to be made on a quarterly basis. The payment of principal of the Notes may be suspended if the leverage ratio for the Company is less than or equal to 5.0x total debt, as defined, to adjusted EBITDA, as defined in the related agreements. Scheduled principal payments will resume upon failure to satisfy the aforementioned leverage ratio on an ongoing basis and no catch-up provisions are applicable.

As of the fourth quarter of 2020, the Company had a leverage ratio of less than 5.0x, and accordingly, did not make the previously scheduled debt amortization payment in the first quarter of 2021. Subsequent to the closing of the 2021 Recapitalization, the Company had a leverage ratio of greater than 5.0x and, accordingly, the Company resumed making the scheduled amortization payments on its then outstanding notes in the second quarter of 2021.

Consolidated Long-Term Debt

At December 31, 2023 and January 1, 2023, consolidated long-term debt consisted of the following:

	December 31, 2023	January 1, 2023
2015 Ten-Year Notes	\$ 744,000	\$ 752,000
2017 Ten-Year Notes	942,500	952,500
2018 7.5-Year Notes	403,750	408,000
2018 9.25-Year Notes	380,000	384,000
2019 Ten-Year Notes	649,688	656,438
2021 7.5-Year Notes	828,750	837,250
2021 Ten-Year Notes	975,000	985,000
Finance lease obligations	73,482	74,199
Financing obligation from sale leaseback	14,877	—
Debt issuance costs, net of accumulated amortization of \$29.2 million in 2023 and \$23.6 million in 2022	(21,619)	(27,154)
Total debt	4,990,428	5,022,233
Current portion of long-term debt	(56,366)	(54,813)
Long-term debt, less current portion	<u>\$ 4,934,062</u>	<u>\$ 4,967,420</u>

At December 31, 2023, maturities of long-term debt, financing obligations and finance leases were as follows:

2024	\$	56,366
2025		1,179,900
2026		45,343
2027		1,310,978
2028		815,888
Thereafter		1,603,572
	<u>\$</u>	<u>5,012,047</u>

(4) Fair Value Measurements

Fair value measurements enable the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The Company classifies and discloses assets and liabilities carried at fair value in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Fair Value of Cash Equivalents and Marketable Securities

The fair values of the Company's cash equivalents and investments in marketable securities are based on quoted prices in active markets for identical assets.

Fair Value of Investments

The Company holds a non-controlling interest in DPC Dash, the Company's master franchisee in China that owns and operates Domino's Pizza stores in that market.

As of December 31, 2023, the fair value of the Company's investment in DPC Dash is based on the active exchange quoted price for the equity security of HK\$61.95 per share. The Company recorded a total net adjustment to the carrying amount of its investment in DPC Dash of \$17.7 million in 2023, with the gain recorded in other income in its consolidated statements of income. As of January 1, 2023, the fair value of the Company's investment in DPC Dash was not readily determinable and was categorized in Level 3 of the fair value hierarchy. The Company did not record any adjustments to the carrying amount of its investment in 2022. In 2021, the Company recorded positive adjustments of \$2.5 million and \$34.3 million resulting from the observable change in price from the valuation of the additional investments made by the Company during the 2021 fiscal year. The Company transferred its investment from Level 3 to Level 1 on March 28, 2023, concurrent with DPC Dash's initial public offering.

The following table summarizes the carrying amounts and fair values of certain assets at December 31, 2023:

	At December 31, 2023			
	Carrying Amount	Fair Value Estimated Using		
Level 1 Inputs		Level 2 Inputs	Level 3 Inputs	
Cash equivalents	\$ 50,732	\$ 50,732	\$ —	\$ —
Restricted cash equivalents	133,063	133,063	—	—
Investments in marketable securities	16,720	16,720	—	—
Advertising fund cash equivalents, restricted	69,199	69,199	—	—
Investment in DPC Dash	143,553	143,553	—	—

The following table summarizes the carrying amounts and fair values of certain assets at January 1, 2023:

	At January 1, 2023			
	Carrying Amount	Fair Value Estimated Using		
Level 1 Inputs		Level 2 Inputs	Level 3 Inputs	
Cash equivalents	\$ 23,779	\$ 23,779	\$ —	\$ —
Restricted cash equivalents	117,212	117,212	—	—
Investments in marketable securities	13,395	13,395	—	—
Advertising fund cash equivalents, restricted	124,496	124,496	—	—
Investment in DPC Dash	125,840	—	—	125,840

Fair Value of Debt

The estimated fair values of the Company's Notes (Note 3) are classified as Level 2 measurements, as the Company estimates the fair value amount by using available market information. The Company obtained quotes from two separate brokerage firms that are knowledgeable about the Company's Notes and, at times, trade these Notes. The Company also performed its own internal analysis based on the information gathered from public markets, including information on notes that are similar to those of the Company. However, considerable judgment is required to interpret market data to estimate fair value. Accordingly, the fair value estimates presented are not necessarily indicative of the amount that the Company or the noteholders could realize in a current market exchange. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair values stated below.

Management estimated the approximate fair values of the Notes as follows:

	<u>December 31, 2023</u>		<u>January 1, 2023</u>	
	<u>Principal Amount</u>	<u>Fair Value</u>	<u>Principal Amount</u>	<u>Fair Value</u>
2015 Ten-Year Notes	\$ 744,000	\$ 727,632	\$ 752,000	\$ 717,408
2017 Ten-Year Notes	942,500	895,375	952,500	875,348
2018 7.5-Year Notes	403,750	392,041	408,000	385,968
2018 9.25-Year Notes	380,000	365,180	384,000	355,584
2019 Ten-Year Notes	649,688	591,865	656,438	564,536
2021 7.5-Year Notes	828,750	730,958	837,250	695,755
2021 Ten-Year Notes	975,000	830,700	985,000	792,925

The Company did not have any outstanding borrowings under its variable funding notes at December 31, 2023 or January 1, 2023.

(5) Leases

The Company leases certain retail store and supply chain center locations, vehicles, equipment and its corporate headquarters with expiration dates through 2045.

The components of operating and finance lease cost for 2023, 2022 and 2021 were as follows:

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Operating lease cost	\$ 47,579	\$ 47,039	\$ 44,913
Finance lease cost:			
Amortization of right-of-use assets	5,545	5,235	4,373
Interest on lease liabilities	4,340	4,369	4,233
Total finance lease cost	\$ 9,885	\$ 9,604	\$ 8,606

Rent expense totaled \$85.6 million, \$79.6 million and \$78.6 million in 2023, 2022 and 2021, respectively. Rent expense includes operating lease cost, as well as expense for non-lease components including common area maintenance, real estate taxes and insurance for the Company's real estate leases. Rent expense also includes the variable rate per mile driven and fixed maintenance charges for the Company's supply chain center tractors and trailers and expense for short-term rentals. Rent expense for certain short-term supply chain center tractor and trailer rentals was \$5.4 million, \$7.0 million and \$8.0 million in 2023, 2022 and 2021, respectively. Variable rent expense and rent expense for other short-term leases were immaterial for 2023, 2022 and 2021.

Supplemental balance sheet information related to the Company's finance leases as of December 31, 2023 and January 1, 2023 was as follows:

	December 31, 2023	January 1, 2023
Land and buildings	\$ 83,969	\$ 83,902
Equipment	4,284	1,606
Finance lease assets	88,253	85,508
Accumulated depreciation and amortization	(24,159)	(19,405)
Finance lease assets, net	<u>\$ 64,094</u>	<u>\$ 66,103</u>
Current portion of long-term debt	\$ 4,778	\$ 3,313
Long-term debt, less current portion	68,704	70,886
Total principal payable on finance leases	<u>\$ 73,482</u>	<u>\$ 74,199</u>

As of December 31, 2023 and January 1, 2023, the weighted average remaining lease term and weighted average discount rate for the Company's operating and finance leases were as follows:

	2023		2022	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Weighted average remaining lease term	7 years	13 years	7 years	14 years
Weighted average discount rate	4.3%	6.1%	3.9%	6.0%

Supplemental cash flow information related to leases for 2023, 2022 and 2021 was as follows:

	2023	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 46,936	\$ 45,082	\$ 44,176
Operating cash flows from finance leases	4,340	4,369	4,233
Financing cash flows from finance leases	4,184	4,176	3,212
Cash paid for amounts included in the measurement of financing obligation from sale leaseback:			
Operating cash flows from sale leaseback	201	—	—
Financing cash flows from sale leaseback	21	—	—
Right-of-use assets obtained in exchange for new lease obligations:			
Operating leases	34,313	64,660	29,549
Finance leases	3,842	478	18,991

Maturities of lease liabilities as of December 31, 2023 were as follows:

	Operating Leases	Finance Leases
2024	\$ 49,267	\$ 8,954
2025	42,647	8,937
2026	41,130	9,555
2027	33,239	8,344
2028	26,278	7,214
Thereafter	64,997	60,946
Total future minimum rental commitments	<u>257,558</u>	<u>103,950</u>
Less, amounts representing interest	<u>(38,680)</u>	<u>(30,468)</u>
Total lease liabilities	<u>\$ 218,878</u>	<u>\$ 73,482</u>

In the fourth quarter of 2023, a subsidiary of the Company entered into a purchase and sale agreement with a developer to sell one of the Company's owned supply chain center buildings and the associated land for \$14.9 million. Concurrently, a separate subsidiary of the Company entered into a lease agreement with the developer to construct a new supply chain center which includes both the existing building as well as an adjoined new construction on the adjacent properties owned by the developer.

The leaseback of the Company's building on a standalone basis for the construction period plus the 20-year term using the discount rate implicit in the lease resulted in a finance lease classification, and therefore, the transaction was accounted for as a failed sale leaseback. The Company retained the existing land and buildings on its consolidated balance sheet which are included in property, plant and equipment and the Company continues to depreciate the building as if it owned it. The \$14.9 million cash proceeds from the transaction were recorded as a financing obligation which is classified as long-term debt in the Company's consolidated balance sheet and will be amortized into principal and interest expense over the term of the lease agreement. The \$119.5 million of future minimum rent payments associated with the new construction on a standalone basis is included in the disclosure for material leases not yet commenced, below.

As of December 31, 2023, in addition to the lease for the new supply chain construction on a standalone basis discussed above, the Company also had additional leases for certain supply chain and U.S. Company-owned store vehicles that had not yet commenced. The total estimated future minimum rental commitments for all of these arrangements is \$146.3 million. These leases are expected to commence in 2024 and 2025 with lease terms of up to 20 years. These undiscounted amounts are not included in the table above.

The Company has guaranteed lease payments related to certain franchisees' lease arrangements. The maximum amount of potential future payments under these guarantees was \$18.5 million and \$24.5 million as of December 31, 2023 and January 1, 2023, respectively. The Company does not believe these arrangements have or are likely to have a material effect on its results of operations, financial condition, revenues or expenses, capital expenditures or liquidity.

(6) Commitments and Contingencies

The Company is a party to lawsuits, revenue agent reviews by taxing authorities and legal proceedings, of which the majority involve workers' compensation, employment practices liability, general liability and automobile and franchisee claims arising in the ordinary course of business. The Company records legal fees associated with loss contingencies when they are probable and reasonably estimable. Litigation is subject to many uncertainties, and the outcome of individual litigated matters is unpredictable. These matters could be decided unfavorably and could require the Company to pay damages or make other expenditures in amounts or a range of amounts that cannot be estimated with accuracy. However, the Company does not believe these matters, individually or in the aggregate, will have a material adverse effect on the business or financial condition of the Company, and the Company expects that the established accruals adequately provide for the estimated resolution of such claims.

(7) Income Taxes

Income before provision for income taxes in 2023, 2022 and 2021 consisted of the following:

	2023	2022	2021
U.S.	\$ 640,255	\$ 560,115	\$ 611,267
Foreign	12,185	12,718	14,438
Income before provision for income taxes	<u>\$ 652,440</u>	<u>\$ 572,833</u>	<u>\$ 625,705</u>

The differences between the U.S. Federal statutory income tax provision (using the statutory rate of 21%) and the Company's consolidated provision for income taxes for 2023, 2022 and 2021 are summarized as follows:

	2023	2022	2021
Federal income tax provision based on the statutory rate	\$ 137,012	\$ 120,295	\$ 131,398
State and local income taxes, net of related Federal income taxes	19,473	15,978	15,108
Non-resident withholding and foreign income taxes	25,301	23,276	21,833
Foreign tax and other tax credits	(25,786)	(19,849)	(23,509)
Foreign derived intangible income	(17,850)	(15,068)	(16,800)
Excess tax benefits from equity-based compensation	(3,397)	(2,169)	(18,911)
Non-deductible expenses, net	5,040	3,322	4,501
Unrecognized tax provision (benefit), net of related Federal income taxes	16	(3,788)	4,372
Other	(6,487)	(1,427)	(2,754)
Provision for income taxes	<u>\$ 133,322</u>	<u>\$ 120,570</u>	<u>\$ 115,238</u>

Excess tax benefits from equity-based compensation activity resulted in a decrease in the Company's provision for income taxes of \$3.4 million, \$2.2 million and \$18.9 million in 2023, 2022 and 2021, respectively, primarily due to the recognition of excess tax benefits for options exercised and the vesting of equity awards.

The components of the 2023, 2022 and 2021 consolidated provision for income taxes were as follows:

	2023	2022	2021
Provision for Federal income taxes			
Current provision	\$ 100,287	\$ 76,552	\$ 74,910
Deferred (benefit) provision	(16,467)	4,125	(2,051)
Total provision for Federal income taxes	83,820	80,677	72,859
Provision for state and local income taxes			
Current provision	27,243	20,489	16,507
Deferred (benefit) provision	(2,991)	577	(461)
Total provision for state and local income taxes	24,252	21,066	16,046
Provision for non-resident withholding and foreign income taxes			
Current provision	25,301	23,276	21,833
Deferred (benefit) provision	(51)	(4,449)	4,500
Total provision for non-resident withholding and foreign income taxes	25,250	18,827	26,333
Provision for income taxes	<u>\$ 133,322</u>	<u>\$ 120,570</u>	<u>\$ 115,238</u>

As of December 31, 2023 and January 1, 2023, the significant components of net deferred income taxes were as follows:

	December 31, 2023	January 1, 2023
Deferred income tax assets		
Operating lease liabilities	\$ 53,720	\$ 56,750
Accruals and reserves	16,176	11,330
Insurance reserves	12,592	13,039
Non-cash equity-based compensation expense	10,309	8,849
Foreign tax credit	16,798	13,464
Other	13,181	12,150
Deferred income tax assets before valuation allowance	122,776	115,582
Less, valuation allowance	(18,166)	(15,001)
Deferred income tax assets, net	104,610	100,581
Deferred income tax liabilities		
Operating lease right-of-use assets	50,883	54,057
Capitalized software	14,523	27,443
Depreciation, amortization and asset basis differences	12,155	15,851
Unrealized gain on investments	13,369	9,065
Deferred income tax liabilities	90,930	106,416
Net deferred income taxes	<u>\$ 13,680</u>	<u>\$ (5,835)</u>

Realization of the Company's deferred tax assets is dependent upon many factors, including, but not limited to, the Company's ability to generate sufficient taxable income. Although realization of the Company's deferred tax assets is not assured, on an ongoing basis, management assesses whether it remains more likely than not the deferred tax assets will be realized.

As of December 31, 2023 and January 1, 2023, the Company had total foreign tax credits of \$16.8 million and \$13.5 million, respectively, which were fully offset with a corresponding valuation allowance. As of December 31, 2023 and January 1, 2023, the Company also had valuation allowances related to interest deductibility in separately filed states of \$1.4 million and \$1.5 million, respectively. Management believes the remaining deferred tax assets will be realized. For financial reporting purposes, the Company's investment in foreign subsidiaries does not exceed its tax basis. Therefore, no deferred income taxes have been provided. In 2023 and 2021, the Company recorded certain unrealized gains on its non-controlling interest in DPC Dash as disclosed in Note 4, and accordingly, has also recorded a deferred tax liability representing the book basis over tax basis related to these unrealized gains.

The Company recognizes the financial statement benefit of a tax position if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authorities widely understood administrative practices and precedents. For tax positions meeting the “more likely than not” threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company recognizes accrued interest related to unrecognized tax benefits in interest expense and recognizes penalties in income tax expense.

A reconciliation of the beginning and ending amount of unrecognized tax benefits as of December 31, 2023, January 1, 2023 and January 2, 2022 is as follows:

	December 31, 2023	January 1, 2023	January 2, 2022
Unrecognized tax benefits at beginning of period	\$ 3,902	\$ 7,690	\$ 3,318
Additions for tax positions of current year	961	887	2,611
Additions for tax positions of prior years	503	958	2,624
Reductions for changes in prior year tax positions	(551)	(4,521)	(379)
Reductions for lapses of applicable statute of limitations	(897)	(1,112)	(484)
Unrecognized tax benefits at end of period	<u>\$ 3,918</u>	<u>\$ 3,902</u>	<u>\$ 7,690</u>

As of December 31, 2023, the amount of unrecognized tax benefits was \$3.9 million of which, if ultimately recognized, \$3.9 million would be recognized as an income tax benefit and reduce the Company’s effective tax rate. As of December 31, 2023, the Company had \$0.4 million of accrued interest and no accrued penalties.

As of January 1, 2023, the amount of unrecognized tax benefits was \$3.9 million of which, if ultimately recognized, \$3.6 million would be recognized as an income tax benefit and reduce the Company’s effective tax rate. As of January 1, 2023, the Company had \$0.3 million of accrued interest and no accrued penalties.

There are currently no Internal Revenue Service audits in progress for the Company. The Company continues to be under examination by certain states. The Company’s Federal statute of limitation has expired for years prior to 2020, but it varies for state and foreign locations. The Company believes appropriate provisions for all outstanding tax issues have been made for all jurisdictions and all open years.

(8) Employee Benefits

The Company has a retirement savings plan which qualifies under Internal Revenue Code Section 401(k). All employees of the Company who have completed 1,000 hours of service and are at least 18 years of age are eligible to participate in the plan. Beginning in fiscal 2024, employees aged 18 or older who have also worked at least 60 days for the Company will be eligible to participate in the plan. The plan requires the Company to match 100% of the first 5% of each employee’s elective deferrals. The Company’s matching contributions are made in the form of cash and vested immediately. The expenses incurred for Company contributions to the plan were \$12.5 million, \$12.4 million and \$12.9 million in 2023, 2022 and 2021, respectively.

The Company has established a non-qualified deferred compensation plan available for certain key employees. Under this self-funding plan, the participants may defer up to 40% of their base salary and up to 80% of their bonus compensation. The participants direct the investment of their deferred compensation within several investment funds. The Company is not required to contribute and did not contribute to this plan during 2023, 2022 and 2021.

The Company has an employee stock payroll deduction plan (the “ESPDP”). Under the ESPDP, eligible employees may deduct up to 15% of their eligible wages to purchase common stock at 85% of the market price of the stock at the purchase date. The ESPDP requires employees to hold their purchased common stock for at least one year. The Company purchases common stock on the open market for the ESPDP at the current market price. There were 18,439 shares, 17,378 shares and 16,382 shares of common stock in 2023, 2022 and 2021, respectively, purchased on the open market for participating employees at a weighted-average price of \$341.76 in 2023, \$391.23 in 2022 and \$424.90 in 2021. The expenses incurred under the ESPDP were \$0.9 million, \$1.0 million, and \$1.0 million in 2023, 2022 and 2021, respectively.

(9) Equity Incentive Plans

The Company's current equity incentive plan, named the Domino's Pizza, Inc. 2004 Equity Incentive Plan (the "2004 Equity Incentive Plan"), benefits certain of the Company's employees and members of the Company's Board of Directors. As of December 31, 2023, the maximum number of shares that may be granted under the 2004 Equity Incentive Plan is 15,600,000 shares of voting common stock of which 2,172,419 shares were authorized for grant but have not been granted.

The cost of all employee stock options, as well as other equity-based compensation arrangements, is reflected in the consolidated statements of income based on the estimated fair value of the awards and is amortized over the requisite service period of each award. All non-cash equity-based compensation expense amounts are recorded in general and administrative expense. The Company accounts for forfeitures as they occur.

The Company recorded total non-cash equity-based compensation expense of \$37.5 million, \$28.7 million and \$28.7 million in 2023, 2022 and 2021, respectively. The Company recorded a deferred tax benefit related to non-cash equity-based compensation expense of \$6.3 million, \$4.9 million and \$4.3 million in 2023, 2022 and 2021, respectively.

Stock Options

As of December 31, 2023, the number of stock options granted and outstanding under the 2004 Equity Incentive Plan was 686,348 options. Stock options granted in fiscal 2014 through fiscal 2020 were granted with an exercise price equal to the market price at the date of the grant, expire ten years from the date of grant and generally vest over four years from the date of grant, generally subject to the holder's continued employment. Stock options granted after fiscal 2020 were granted with an exercise price equal to the market price at the date of the grant, expire ten years from the date of grant and generally vest over three years from the date of grant, generally subject to the holder's continued employment. Additionally, all stock options granted become fully exercisable upon vesting. These awards also contain provisions for accelerated vesting upon the retirement of holders that have achieved specific service and age requirements.

Stock option activity related to the 2004 Equity Incentive Plan is summarized as follows:

	Common Stock Options			
	Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Life (Years)	Aggregate Intrinsic Value (In thousands)
Stock options at January 3, 2021	832,666	\$ 160.82		
Stock options granted	42,742	367.79		
Stock options forfeited	(11,990)	333.61		
Stock options exercised	(199,301)	98.76		
Stock options at January 2, 2022	664,117	\$ 189.64		
Stock options granted	49,716	393.44		
Stock options forfeited or expired	(8,712)	375.23		
Stock options exercised	(32,979)	100.44		
Stock options at January 1, 2023	672,142	\$ 206.69		
Stock options granted	104,711	300.16		
Stock options forfeited or expired	(11,973)	351.89		
Stock options exercised	(78,532)	110.22		
Stock options at December 31, 2023	686,348	\$ 229.45	4.6	\$ 125,516
Exercisable at December 31, 2023	543,728	\$ 203.70	3.5	\$ 113,439

The total intrinsic value of stock options exercised was \$19.6 million, \$8.8 million and \$77.4 million in 2023, 2022 and 2021, respectively. Cash received from the exercise of stock options was \$8.7 million, \$3.3 million and \$19.7 million in 2023, 2022 and 2021, respectively. The tax benefit realized from stock options exercised was \$4.2 million, \$1.9 million and \$17.6 million in 2023, 2022 and 2021, respectively.

The Company recorded total non-cash equity-based compensation expense of \$5.8 million, \$4.2 million and \$5.7 million in 2023, 2022 and 2021, respectively, related to stock option awards. As of December 31, 2023, there was \$8.6 million of total unrecognized compensation cost related to unvested stock options granted under the 2004 Equity Incentive Plan which generally will be recognized on a straight-line basis over the related vesting period. This unrecognized compensation cost is expected to be recognized over a weighted average period of 1.9 years.

Management estimated the fair value of each option grant made during 2023, 2022 and 2021 as of the date of the grant using the Black-Scholes option pricing method. The risk-free interest rate is based on the estimated expected life and is estimated based on U.S. Treasury Bond rates as of the grant date. The expected life is based on several factors, including, among other things, the vesting term and contractual term as well as historical experience. The expected volatility is based principally on the historical volatility of the Company's share price. Option valuation models require the input of highly subjective assumptions and changes in assumptions can significantly affect the estimated fair value of the Company's stock options.

The weighted average assumptions used in estimating the fair value of each stock option granted in 2023, 2022 and 2021 using the Black-Scholes option pricing method are presented in the following table:

	2023	2022	2021
Risk-free interest rate	4.0%	2.0%	1.0%
Expected life	5.25 years	5.25 years	5.25 years
Expected volatility	32.0%	31.0%	30.0%
Expected dividend yield	1.6%	1.1%	1.0%
Weighted average fair value per stock option	\$ 91.25	\$ 109.05	\$ 93.46

Other Equity-Based Compensation Arrangements

The Company granted 4,553 units, 3,792 shares and 3,292 shares of restricted stock in 2023, 2022 and 2021, respectively, to members of its Board of Directors. Restricted stock units and awards granted to members of the Company's Board of Directors were granted with a fair value equal to the market price of the Company's common stock on the grant date and generally vest one year from the date of grant, generally subject to the director's continued service. These awards also contain provisions for accelerated vesting upon the retirement eligibility of holders that have achieved specified service and age requirements. The Company recorded total non-cash equity-based compensation expense of \$1.6 million in 2023 and \$1.4 million in each of 2022 and 2021, related to these restricted stock grants. As of December 31, 2023, there was \$0.1 million of total unrecognized compensation cost related to these restricted stock grants.

The Company granted 125,285 units, 81,739 units and 49,963 units of restricted stock in 2023, 2022 and 2021, respectively, to certain employees of the Company. These restricted stock units were granted with a fair value equal to the market price of the Company's common stock on the grant date. These restricted stock units are generally separated into three tranches and have time-based vesting conditions with the last tranche of the award vesting three years from the grant date, generally subject to the holder's continued employment. These awards generally also contain provisions for accelerated vesting upon the retirement of holders that have achieved specified service and age requirements. The Company recorded total non-cash equity-based compensation expense of \$14.1 million, \$11.1 million and \$5.4 million in 2023 and 2022, respectively, related to these restricted stock units. As of December 31, 2023, there was \$24.9 million of total unrecognized compensation cost related to these restricted stock units.

The Company granted 37,677 units, 8,921 units and 6,546 units of performance-based restricted stock in 2023, 2022 and 2021, respectively, to certain employees of the Company. These restricted stock units were granted with a fair value equal to the market price of the Company's common stock on the grant date, certain of which were adjusted for the estimated fair value of the market condition included in the award. These performance-based restricted stock units may vest three years from the date of grant, generally subject to the holder's continued employment, and have time- and performance-based vesting conditions which provide for potential payouts of the target award amount between zero percent and two hundred percent, based on the Company's three-year achievement as compared to the specified target performance conditions. Certain of the performance-based restricted stock units also include provisions for a potential modifier (upward or downward) based on the Company's cumulative three-year common stock total shareholder return performance relative to that of a pre-established peer group. These awards contain provisions for full or partial vesting if holder retires during the performance period, after achieving specified service and age requirements. For the awards with a market condition, Management estimated the fair value of each performance-based restricted stock unit using a Monte-Carlo simulation pricing method. The risk-free interest rate is based on the estimated expected life and is estimated based on U.S. Treasury Bond rates as of the grant date. The Monte-Carlo simulation also includes assumptions for expected volatility based principally on the historical volatility of the Company's share price, as well as the correlation of the Company's share price as compared to that of the pre-established peer group. The Company recorded total non-cash equity-based compensation expense of \$12.8 million, \$3.4 million and \$1.4 million in 2023, 2022 and 2021, respectively, related to these performance-based restricted stock units. As of December 31, 2023, there was \$24.2 million of total estimated unrecognized compensation cost based on current attainment projections related to these performance-based restricted stock units.

The weighted average assumptions used in estimating the fair value of the performance-based restricted stock units granted in 2023, 2022 and 2021 that include a market condition using the Monte-Carlo simulation pricing method are presented in the following table:

	2023	2022	2021
Risk-free interest rate	4.3%	1.9%	0.3%
Expected life	2.80 years	2.81 years	2.75 years
Expected volatility	30.2%	33.2%	33.9%
Weighted average fair value per performance-based restricted stock unit	\$ 306.19	\$ 396.87	\$ 375.85

The Company previously granted performance-based restricted stock to certain employees of the Company. These performance-based restricted stock awards are separated into four tranches and have time-based and performance-based vesting conditions with the last tranche vesting four years from the issuance date, generally subject to the holder's continued employment. These awards contain provisions for full or partial vesting if holder retires during the performance period, after achieving specified service and age requirements. These awards were considered granted for accounting purposes when the performance target was established, which was generally in the fourth quarter of each year. The Company recorded total non-cash equity-based compensation expense of \$3.2 million, \$8.0 million and \$12.7 million in 2023, 2022 and 2021, respectively, related to these awards. As of December 31, 2023, there was an estimated \$0.5 million of total unrecognized compensation cost related to performance-based restricted stock.

In 2018, the Company granted 28,570 shares of restricted stock to two executives of the Company. These awards had a fair value equal to the market price of the Company's common stock on the grant date and vested in 2022, four years from the date of the grant. The Company recorded total non-cash equity-based compensation expense of \$0.6 million in 2022 and \$2.1 million in 2021 related to these restricted stock awards.

Activity related to restricted stock awards and units and performance-based restricted stock awards and units awarded under the 2004 Equity Incentive Plan is summarized as follows in the table below. The unrecognized compensation cost related to restricted stock awards and units and performance-based restricted stock awards and units is expected to be recognized over a weighted average period of 2.3 years.

	Shares	Weighted Average Grant Date Fair Value
Nonvested at January 3, 2021	146,762	\$ 304.69
Shares granted	59,801	382.79
Shares forfeited	(12,924)	340.94
Shares vested	(48,378)	287.41
Nonvested at January 2, 2022	145,261	\$ 339.37
Shares granted	94,452	389.49
Shares forfeited	(18,563)	375.36
Shares vested	(75,506)	312.90
Nonvested at January 1, 2023	145,644	\$ 381.00
Shares granted	167,515	315.51
Shares forfeited	(9,799)	354.44
Shares vested	(54,225)	368.41
Nonvested at December 31, 2023	249,135	\$ 341.86

(10) Capital Structure

On October 4, 2019, the Company's Board of Directors authorized a share repurchase program to repurchase up to \$1.0 billion of the Company's common stock. On February 24, 2021, the Company's Board of Directors authorized a new share repurchase program to repurchase up to \$1.0 billion of the Company's common stock, which was fully utilized in connection with the ASR Agreement, described below. On July 20, 2021, the Company's Board of Directors authorized a new share repurchase program to repurchase up to \$1.0 billion of the Company's common stock, which replaced the previously approved and fully utilized \$1.0 billion share repurchase program. As of December 31, 2023, the Company had \$141.3 million remaining under its \$1.0 billion authorization for repurchases of shares of the Company's common stock. Subsequent to the end of fiscal 2023, on February 21, 2024, the Company's Board of Directors authorized an additional share repurchase program to repurchase up to \$1.0 billion of the Company's common stock, in addition to the \$141.3 million that was previously remaining for a total authorization of \$1.14 billion for future share repurchases.

The Company's share repurchase programs have historically been funded by excess operating cash flows, excess proceeds from the Company's recapitalization transactions and borrowings under the Company's variable funding notes. The Company's policy is to recognize the difference between the purchase price and par value of the common stock in additional paid-in capital. In instances where there is no additional paid-in capital, the difference is recognized in retained deficit.

During 2023, 2022 and 2021, the Company repurchased 789,977 shares, 739,847 shares and 2,912,558 shares of the Company's common stock for \$269.0 million, \$293.7 million and \$1.32 billion, respectively.

On April 30, 2021, the Company entered into a \$1.0 billion accelerated share repurchase agreement (the "ASR Agreement") with a counterparty. Pursuant to the terms of the ASR Agreement, on May 3, 2021, the Company used a portion of the proceeds from the 2021 Recapitalization to pay the counterparty \$1.0 billion in cash and received and retired 2,012,596 shares of its common stock. Final settlement of the ASR Agreement occurred on July 21, 2021. In connection with the ASR Agreement, the Company received and retired a total of 2,250,786 shares of its common stock at an average price of \$444.29.

As of December 31, 2023, authorized common stock consists of 160,000,000 voting shares and 10,000,000 non-voting shares. The share components of outstanding common stock at December 31, 2023 and January 1, 2023 were as follows:

	December 31, 2023	January 1, 2023
Voting	34,722,988	35,416,526
Non-Voting	3,194	3,192
Total Common Stock	34,726,182	35,419,718

(11) Segment Information

The Company has three reportable segments: (i) U.S. stores; (ii) supply chain; and (iii) international franchise.

The Company's operations are organized by management on the combined basis of line of business and geography. The U.S. stores segment includes operations with respect to all franchised and Company-owned stores throughout the U.S. The supply chain segment primarily includes the distribution of food, equipment and supplies to stores from the Company's supply chain center operations in the U.S. and Canada. Over 90% of the Company's supply chain revenues are attributable to the U.S. The international franchise segment primarily includes operations related to the Company's franchising business in foreign markets. The accounting policies of the reportable segments are the same as those described in Note 1. The Company evaluates the performance of its segments and allocates resources to them based on revenues and earnings before interest, taxes, depreciation, amortization and other, which is the measure by which the Company allocates resources to its segments and which the Company refers to as Segment Income.

The tables below summarize the financial information concerning the Company's reportable segments for fiscal 2023, 2022 and 2021. Intersegment revenues are comprised of sales of food, equipment and supplies from the supply chain segment to the Company-owned stores in the U.S. stores segment. Intersegment sales prices are market based. The "Other" column as it relates to Segment Income below primarily includes corporate administrative costs that are not allocable to a reportable segment, including labor, computer expenses, professional fees, travel and entertainment, rent, insurance and other corporate administrative costs.

	U.S. Stores	Supply Chain	International Franchise	Intersegment Revenues	Other	Total
Revenues						
2023	\$ 1,454,272	\$ 2,829,224	\$ 310,077	\$ (114,215)	\$ —	\$ 4,479,358
2022	1,487,409	2,898,069	295,007	(143,327)	—	4,537,158
2021	1,498,360	2,699,863	298,036	(138,886)	—	4,357,373
Segment Income						
2023	\$ 520,977	\$ 245,430	\$ 259,608	N/A	\$ (86,894)	\$ 939,121
2022	438,604	208,799	236,144	N/A	(26,022)	857,525
2021	454,875	229,877	241,873	N/A	(42,926)	883,699
Capital Expenditures						
2023	\$ 11,942	\$ 34,044	\$ 93	N/A	\$ 59,196	\$ 105,275
2022	9,830	34,625	—	N/A	44,384	88,839
2021	13,680	37,063	—	N/A	44,894	95,637

In the first quarter of 2023, the Company changed its allocation methodology for certain costs which support certain internally developed software used across the Company's franchise system. This allocation methodology change was implemented in order to reflect the way the chief operating decision maker allocates resources to the Company's reportable segments and evaluates segment profitability, including the costs of internally developed software. The change in allocation methodology of certain software development costs resulted in an estimated increase in U.S. stores Segment Income of \$65.7 million, an estimated increase in international franchise Segment Income of \$8.9 million and an estimated decrease in other Segment Income of \$74.6 million in 2023. The change in allocation methodology of certain software development costs had no impact on revenues, supply chain Segment Income or total Segment Income. The change in allocation methodology for certain software development costs is a prospective change and the comparative information has not been restated.

The following table reconciles total Segment Income to income before provision for income taxes:

	2023	2022	2021
Total Segment Income	\$ 939,121	\$ 857,525	\$ 883,699
Depreciation and amortization	(80,640)	(80,251)	(72,923)
Refranchising (loss) gain	(149)	21,173	—
Loss on sale/disposal of assets	(1,299)	(1,813)	(1,189)
Non-cash equity-based compensation expense	(37,514)	(28,709)	(28,670)
Recapitalization-related expenses	—	—	(509)
Income from operations	819,519	767,925	780,408
Other income	17,713	—	36,758
Interest income	11,683	3,162	345
Interest expense	(196,475)	(198,254)	(191,806)
Income before provision for income taxes	\$ 652,440	\$ 572,833	\$ 625,705

The following table summarizes the Company's identifiable asset information by reportable segment as of December 31, 2023 and January 1, 2023:

	December 31, 2023	January 1, 2023
U.S. stores	\$ 232,336	\$ 288,149
Supply chain	631,908	614,168
International franchise	37,981	36,874
Unallocated	772,674	663,030
Total assets	<u>\$ 1,674,899</u>	<u>\$ 1,602,221</u>

Unallocated assets primarily include cash and cash equivalents, restricted cash and cash equivalents, certain accounts receivable and prepaid expenses, investments in equity securities without readily determinable fair values and marketable securities, certain long-lived assets including certain property, plant and equipment, capitalized software and the operating lease right-of-use asset for the Company's corporate headquarters and deferred income taxes. Over 95% of the Company's long-lived assets including property, plant and equipment, capitalized software and operating lease right-of-use assets are located in the U.S.

The following table summarizes the Company's goodwill balance by reportable segment as of December 31, 2023 and January 1, 2023:

	December 31, 2023	January 1, 2023
U.S. stores	\$ 10,621	\$ 10,696
Supply chain	1,067	1,067
Consolidated goodwill	<u>\$ 11,688</u>	<u>\$ 11,763</u>

(12) Company-owned Store Transactions

During the first quarter of 2023, the Company refranchised one U.S. Company-owned store for proceeds of less than \$0.1 million. The pre-tax refranchising loss associated with the sale of the related assets and liabilities, including goodwill, was approximately \$0.1 million and was recorded in refranchising loss in the Company's consolidated statements of income.

During 2022, the Company purchased 23 U.S. franchised stores in Michigan from certain of the Company's existing U.S. franchisees for \$6.8 million, which included \$4.0 million of intangibles, \$1.7 million of equipment and leasehold improvements and \$1.1 million of goodwill.

Also during 2022, the Company refranchised 114 U.S. Company-owned stores in Arizona and Utah for proceeds of \$41.1 million. In connection with the refranchising of the stores, the Company recorded a \$21.2 million pre-tax gain on the sale of the related assets and liabilities, including a \$4.3 million reduction in goodwill. The net gain on the sale of these stores was recorded in refranchising gain in the Company's consolidated statements of income.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures.

The Company carried out an evaluation as of the end of the period covered by this report, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in ensuring that all information required in the reports it files or submits under the Exchange Act was accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure and was recorded, processed, summarized and reported within the time period required by the rules and regulations of the Securities and Exchange Commission.

(b) Changes in Internal Control over Financial Reporting.

There have been no changes in internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

(c) Management's Annual Report on Internal Control over Financial Reporting.

The management of Domino's Pizza, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Exchange Act, as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Under the supervision and with the participation of the Company's management, including its Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting as of December 31, 2023 based on the framework in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, management concluded that its internal control over financial reporting was effective as of December 31, 2023. The effectiveness of the Company's internal control over financial reporting as of December 31, 2023, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Item 9B. Other Information.

Rule 10b5-1 Trading Plans

Our directors and officers (as defined in Section 16 of the Exchange Act (“Section 16”)) may from time to time enter into plans for the purchase or sale of Domino’s stock that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act.

During the fiscal quarter ended December 31, 2023, the following Section 16 officers adopted “Rule 10b5-1 trading arrangements” (as defined in Item 408 under Regulation S-K of the Exchange Act):

- Cynthia A. Headen, our Executive Vice President, Chief Supply Chain Officer, adopted a new Rule 10b5-1 trading arrangement on October 18, 2023. The plan’s maximum duration is until December 27, 2024, and first trades will not occur until February 16, 2024 at the earliest. The trading plan, which is subject to certain conditions, is intended to permit Ms. Headen to (i) sell from time to time an aggregate of up to 1,330 shares of our common stock, the actual amount of which may be less based on tax withholdings and vesting conditions of RSUs, and (ii) exercise and sell from time to time two tranches of an aggregate of 745 stock options.
- Russell J. Weiner, our Chief Executive Officer and Director, adopted a new Rule 10b5-1 trading arrangement on October 23, 2023. The plan’s maximum duration is until July 17, 2024, and first trades will not occur until February 20, 2024 at the earliest. The trading plan, which is subject to certain conditions, is intended to permit Mr. Weiner to exercise and sell from time to time (i) a tranche of 15,960 stock options set to expire on July 16, 2024 and (ii) a tranche of 11,780 stock options set to expire on July 15, 2025.

The Rule 10b5-1 trading arrangements described above were adopted and precleared in accordance with Domino’s Insider Trading Policy and actual sale transactions made pursuant to such trading arrangements will be disclosed publicly in future Section 16 filings with the SEC.

No other directors or officers adopted, modified and/or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as defined in Item 408 under Regulation S-K of the Exchange Act, during the last fiscal quarter.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth information about our executive officers.

Name	Age	Position
Russell J. Weiner	55	Chief Executive Officer and Director
Joseph H. Jordan	50	President, U.S. and Global Services
Sandeep Reddy	53	Executive Vice President, Chief Financial Officer
Arthur P. D'Elia	46	Executive Vice President, International
Kelly E. Garcia	48	Executive Vice President, Chief Technology Officer
Frank R. Garrido	53	Executive Vice President, Chief Restaurant Officer
Cynthia A. Headen	55	Executive Vice President, Chief Supply Chain Officer
Samuel A. Jackson	46	Executive Vice President, Human Resources
Kevin S. Morris	63	Executive Vice President, General Counsel and Corporate Secretary

Russell J. Weiner has served as Domino's Chief Executive Officer since May 2022. Prior to becoming CEO, Mr. Weiner served as Chief Operating Officer and President, Domino's U.S. from July 2020 to April 2022, Chief Operating Officer and President of the Americas from July 2018 to July 2020, President, Domino's USA from October 2014 to July 2018 and joined Domino's as Executive Vice President and Chief Marketing Officer in September 2008. Prior to joining Domino's, Mr. Weiner held various marketing positions at PepsiCo, Inc. from 1998 to 2008, most recently serving as Vice President of Marketing, Colas for Pepsi-Cola North America. Mr. Weiner has served on Domino's Board of Directors since May 2022 when he was elected in conjunction with his appointment as Chief Executive Officer. Mr. Weiner also serves on the Board of Directors of The Clorox Company.

Joseph H. Jordan has served as Domino's President, U.S. and Global Services since May 2022. Mr. Jordan previously served as Executive Vice President of International from April 2018 to April 2022, Senior Vice President and Chief Marketing Officer from May 2015 to April 2018, and joined Domino's as Vice President of Innovation in September 2011. Prior to joining Domino's, Mr. Jordan served most recently as Senior Director of Marketing at Pepsi-Cola North America where he worked for six years, held marketing roles at Philips Electronics and Unilever and was a consultant for Accenture.

Sandeep Reddy has served as Domino's Executive Vice President, Chief Financial Officer since April 2022. Prior to joining Domino's, Mr. Reddy served as Executive Vice President and Chief Financial Officer of Six Flags Entertainment from July 2020 to March 2022, and as Chief Financial Officer of Guess?, Inc. from July 2013 to December 2019, after joining Guess?, Inc. in 2010 as the Vice President and European CFO. From 1997 to 2010, Mr. Reddy held a variety of positions with increasing responsibility for Mattel Inc. Mr. Reddy also serves on the Board of Directors of Masco Corporation.

Arthur P. D'Elia has served as Domino's Executive Vice President, International since May 2022. Mr. D'Elia served as Executive Vice President, Chief Marketing Officer from July 2020 to April 2022 and as Senior Vice President, Chief Marketing Officer from February 2020 to July 2020. Mr. D'Elia joined Domino's in January 2018 as Senior Vice President, Chief Brand and Innovation Officer. Prior to Domino's, Mr. D'Elia served as Chief Marketing Officer for Danone Dairy's UBN business unit from July 2017 to January 2018 after joining Danone U.S. in April 2010, and worked at PepsiCo in corporate strategy, development and marketing for the North American beverage business from June 2003 to March 2010. Mr. D'Elia also serves on the Board of Directors of DPC Dash Ltd.

Kelly E. Garcia has served as Domino's Executive Vice President, Chief Technology Officer since October 2020. Prior to his current role, Mr. Garcia served as Senior Vice President, Chief Technology Officer from April 2019 to October 2020. Mr. Garcia joined Domino's in July 2012 as Vice President, eCommerce Development. Prior to Domino's, Mr. Garcia was with R.L. Polk & Co. from 2004 to 2012, most recently as Vice President of Business Intelligence and North American Operations. Mr. Garcia also serves on the Board of Directors of Ulta Beauty, Inc.

Frank R. Garrido has served as Domino's Executive Vice President, Chief Restaurant Officer since March 2023. From March 2021 to March 2023, Mr. Garrido served as Executive Vice President, U.S. Operations and Support. Prior to this role, Mr. Garrido served as Senior Vice President, Team USA from June 2020 to March 2021 after joining Domino's in March 2017 as Vice President, Franchise Operations for the East region. Prior to joining Domino's, Mr. Garrido was Vice President of Operations of Focus Brands from March 2015 to March 2017. From July 2013 to March 2015, he served as Executive Vice President of Operations, Training and Concept Development for Edible Arrangements International.

Cynthia A. Headen has served as Domino's Executive Vice President, Chief Supply Chain Officer since March 2023. From August 2020 to March 2023, Ms. Headen served as Executive Vice President, Supply Chain Services. Ms. Headen previously served as Senior Vice President, Global Procurement and Supply Chain Operations from December 2018 to August 2020, after joining Domino's as Vice President of Procurement and Replenishment in November 2015. Prior to Domino's, Ms. Headen spent nearly 16 years with PepsiCo, where she was responsible for global procurement.

Samuel A. Jackson has served as Domino's Executive Vice President, Human Resources since November 2023. Mr. Jackson served as Vice President, Office of the CEO from April 2022 to November 2023 after joining Domino's in 2018 as the Vice President of Human Resources. Prior to joining Domino's, Mr. Jackson spent almost 12 years at Target where he held various roles across real estate, supply chain, store design and human resources, inclusive of leading human resources for Target's headquarters in India.

Kevin S. Morris has served as Domino's Executive Vice President, General Counsel since January 2017 and also as Corporate Secretary since October 2018. Prior to joining Domino's, Mr. Morris served at Equinox Holdings, Inc. and its various operating subsidiaries and affiliates from December 2012 to January 2017, most recently as Senior Vice President, General Counsel and Corporate Secretary. Mr. Morris operated his own private legal practice from July 2009 to November 2012. Prior to 2009, Mr. Morris served as Vice President and Associate General Counsel at Global Hyatt Corporation (the predecessor in interest to Hyatt Hotels Corporation) from 1999 to 2008. Prior to 1999, Mr. Morris served as a Senior International Attorney and Staff Director at McDonald's Corporation after beginning his career as an attorney at Rudnick & Wolfe LLP.

The remaining information required by this item is incorporated by reference from Domino's Pizza, Inc.'s definitive proxy statement, which will be filed within 120 days of December 31, 2023.

Item 11. Executive Compensation.

Information regarding executive compensation is incorporated by reference from Domino's Pizza, Inc.'s definitive proxy statement, which will be filed within 120 days of December 31, 2023. However, no information set forth in the proxy statement regarding the Audit Committee Report shall be deemed incorporated by reference into this Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information regarding security ownership of certain beneficial owners and management and related stockholder matters is incorporated by reference from Domino's Pizza, Inc.'s definitive proxy statement, which will be filed within 120 days of December 31, 2023.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information regarding certain relationships and related transactions is incorporated by reference from Domino's Pizza, Inc.'s definitive proxy statement, which will be filed within 120 days of December 31, 2023.

Item 14. Principal Accountant Fees and Services.

Information regarding principal accountant fees and services is incorporated by reference from Domino's Pizza, Inc.'s definitive proxy statement, which will be filed within 120 days of December 31, 2023.

Part IV

Item 15. Exhibits, Financial Statement Schedules.

- (a)1. Financial Statements: The following financial statements for Domino's Pizza, Inc. and subsidiaries are included in Item 8, "Financial Statements and Supplementary Data":

Report of Independent Registered Public Accounting Firm (PCAOB ID: 238)
Consolidated Balance Sheets as of December 31, 2023 and January 1, 2023
Consolidated Statements of Income for the Years Ended December 31, 2023, January 1, 2023 and January 2, 2022
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2023, January 1, 2023 and January 2, 2022
Consolidated Statements of Stockholders' Deficit for the Years Ended December 31, 2023, January 1, 2023 and January 2, 2022
Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, January 1, 2023 and January 2, 2022
Notes to Consolidated Financial Statements

2. Financial Statement Schedules: The following financial statement schedule is attached to this report.

Schedule I – Condensed Financial Information of the Registrant

All other schedules are omitted because they are not applicable, not required, or the information is included in the financial statements or the notes thereto.

3. Exhibits: Certain of the following Exhibits have been previously filed with the Securities and Exchange Commission pursuant to the requirements of the Securities Act of 1933 and the Securities Exchange Act of 1934. Such exhibits are identified by the parenthetical references following the listing of each such exhibit and are incorporated herein by reference.

Exhibit Number	Description
3.1	<u>Form of Second Restated Certificate of Incorporation of Domino's Pizza, Inc. (Incorporated by reference to Exhibit 3.1 to the Domino's Pizza, Inc. registration statement on Form S-1 filed on April 13, 2004 (Reg. No. 333-114442) (the "S-1"))</u> .
3.2	<u>Certificate of Amendment to the Second Restated Certificate of Incorporation of Domino's Pizza, Inc. (Incorporated by reference to Exhibit 3.2 to the Form 10-Q for the quarter ended June 14, 2015)</u> .
3.3	<u>Fourth Amended and Restated By-Laws of Domino's Pizza, Inc. (Incorporated by reference to Exhibit 3.1 to the registrant's current report on Form 8-K filed on October 12, 2023)</u> .
4.1	<u>Description of Securities of the Registrant</u> .
10.1	<u>Lease Agreement dated as of December 21, 1998 by and between Domino's Farms Office Park Limited Partnership and Domino's, Inc. (Incorporated by reference to Exhibit 10.3 to the Domino's, Inc. registration statement on Form S-4 filed on March 22, 1999 (Reg. No. 333-74797))</u> .
10.2	<u>Fourth Amendment to the Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of August 28, 2012 (Incorporated by reference to Exhibit 10.2 to the registrant's annual report on Form 10-K for the year ended December 30, 2012 (the "2012 10-K"))</u> .
10.3	<u>Fifth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of February 1, 2015 (Incorporated by reference to Exhibit 10.3 to the registrant's annual report on Form 10-K for the year ended January 1, 2017 (the "2016 10-K"))</u> .
10.4	<u>Sixth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of February 1, 2015 (Incorporated by reference to Exhibit 10.4 to the 2016 10-K)</u> .
10.5	<u>Seventh Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of April 19, 2016 (Incorporated by reference to Exhibit 10.5 to the 2016 10-K)</u> .
10.6	<u>Eighth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of November 4, 2016 (Incorporated by reference to Exhibit 10.6 to the 2016 10-K)</u> .
10.7	<u>Ninth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of February 16, 2017 (Incorporated by reference to Exhibit 10.7 to the 2016 10-K)</u> .
10.8	<u>Tenth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of November 7, 2017 (Incorporated by reference to Exhibit 10.8 to the registrant's annual report on Form 10-K for the year ended December 31, 2017 (the "2017 10-K"))</u> .

- 10.9 [Eleventh Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of July 13, 2018 \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended September 9, 2018 \(the "September 2018 10-Q"\)\)](#).
- 10.10 [Twelfth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of July 13, 2018 \(Incorporated by reference to Exhibit 10.2 to the September 2018 10-Q\)](#).
- 10.11 [Thirteenth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of May 14, 2019 \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended June 16, 2019 \(the "June 2019 10-Q"\)\)](#).
- 10.12 [Fourteenth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of May 31, 2019 \(Incorporated by reference to Exhibit 10.1 to the June 2019 10-Q\)](#).
- 10.13 [Fifteenth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of July 21, 2021 \(Incorporated by reference to Exhibit 10.13 to the registrant's annual report on Form 10-K for the year ended January 2, 2022 \(the "2021 10-K"\)\)](#).
- 10.14 [Sixteenth Amendment to a Lease Agreement between Domino's Farms Office Park, L.L.C. and Domino's Pizza LLC, dated as of July 21, 2021 \(Incorporated by reference to Exhibit 10.14 to the 2021 10-K\)](#).
- 10.15* [Third Amendment to the Domino's Pizza Deferred Compensation Plan effective as of October 11, 2022 \(Incorporated by reference to Exhibit 10.18 to the registrant's annual report on Form 10-K for the fiscal year ended January 1, 2023\)](#).
- 10.16* [Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended March 22, 2009 \(the "March 2009 10-Q"\)\)](#).
- 10.17* [Form of Employee Stock Option Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.8 to the 2012 10-K\)](#).
- 10.18* [Form of 2013 Special Employee Stock Option Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.9 to the 2012 10-K\)](#).
- 10.19* [Form of Director Stock Option Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.3 to the March 2009 10-Q\)](#).
- 10.20* [Form of Amendment to Existing Director Stock Option Grants \(Incorporated by reference to Exhibit 10.5 to the March 2009 10-Q\)](#).
- 10.21* [Form of Performance-Based Restricted Stock Agreement \(Incorporated by reference to Exhibit 10.12 to the 2012 10-K\)](#).
- 10.22* [Form of 2013 Special Performance-Based Restricted Stock Agreement \(Incorporated by reference to Exhibit 10.13 to the 2012 10-K\)](#).
- 10.23* [Form of Performance-Based Restricted Stock Unit Award Agreement \(Incorporated by reference to Exhibit 10.14 to the 2012 10-K\)](#).
- 10.24* [Form of 2013 Special Performance-Based Restricted Stock Unit Award Agreement \(Incorporated by reference to Exhibit 10.15 to the 2012 10-K\)](#).
- 10.25* [Form of Domino's Pizza, Inc. 2004 Equity Incentive Plan Restricted Stock Agreement for Directors \(Incorporated by reference to Exhibit 10.19 to the registrant's annual report on Form 10-K for the year ended January 3, 2010\)](#).
- 10.26* [Amended and Restated Domino's Pizza Senior Executive Annual Incentive Plan \(Incorporated by reference to Exhibit 10.20 to the registrant's annual report on Form 10-K for the year ended January 2, 2011\)](#).
- 10.27* [Amended and Restated Domino's Pizza, Inc. Employee Stock Payroll Deduction Plan dated as of February 21, 2023 \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended March 26, 2023 \(the "March 2023 10-Q"\)\)](#).
- 10.28* [Form of Domino's Pizza, Inc. Dividend Reinvestment & Direct Stock Purchase and Sale Plan \(Incorporated by reference to Exhibit 10.32 to the S-1\)](#).
- 10.29* [Form of 2018 Restricted Stock Agreement \(Incorporated by reference to Exhibit 10.4 to the registrant's current report on Form 8-K filed on January 11, 2018 \(the "January 2018 8-K"\)\)](#).
- 10.30* [Form of 2021 Employee Stock Option Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended June 20, 2021 \(the "June 2021 10-Q"\)\)](#).
- 10.31* [Form of Performance-Based Restricted Stock Unit Award Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.2 to the June 2021 10-Q\)](#).

- 10.32* [Form of Restricted Stock Unit Award Agreement \(three-year vesting\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.3 to the June 2021 10-Q\).](#)
- 10.33* [Form of Restricted Stock Unit Award Agreement \(two vesting dates\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended September 12, 2021\).](#)
- 10.34* [Form of Restricted Stock Unit Award Agreement \(three vesting dates\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.6 to the registrant's quarterly report on Form 10-Q for the quarter ended March 27, 2022 \(the "March 2022 10-Q"\)\).](#)
- 10.35* [Form of Restricted Stock Unit Award Agreement \(two-year vesting with acceleration events\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended June 19, 2022 \(the "June 2022 8-K"\)\).](#)
- 10.36* [Form of Restricted Stock Unit Award Agreement \(three-year vesting with acceleration events\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.2 to the June 2022 8-K\).](#)
- 10.37* [Form of 2023 Performance-Based Restricted Stock Unit Award Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.2 to the March 2023 10-Q\).](#)
- 10.38* [Form of 2023 Restricted Stock Unit Award Agreement \(three-year vesting\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.3 to the March 2023 10-Q\).](#)
- 10.39* [Form of 2023 Employee Stock Option Agreement under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.4 to the March 2023 10-Q\).](#)
- 10.40* [Form of 2023 Restricted Stock Unit Award Agreement \(three vesting dates\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.5 to the March 2023 10-Q\).](#)
- 10.41* [Form of 2023 Restricted Stock Unit Award Agreement \(two vesting dates\) under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.6 to the March 2023 10-Q\).](#)
- 10.42* [Form of 2023 Restricted Stock Unit Award Agreement for Directors under the Amended Domino's Pizza, Inc. 2004 Equity Incentive Plan \(Incorporated by reference to Exhibit 10.7 to the March 2023 10-Q\).](#)
- 10.43* [Amended and Restated Employment Agreement dated as of February 24, 2022 between Domino's Pizza, Inc., Domino's Pizza LLC and Russell J. Weiner \(Incorporated by reference to Exhibit 10.1 to the registrant's current report on Form 8-K filed on March 1, 2022 \(the "March 2022 8-K"\)\).](#)
- 10.44* [Time Sharing Agreement dated as of February 24, 2022 by and between Domino's Pizza LLC and Russell J. Weiner \(Incorporated by reference to Exhibit 10.2 to the March 2022 8-K\).](#)
- 10.45* [Employment Agreement dated as of February 25, 2022 by and between Domino's Pizza LLC and Sandeep Reddy \(Incorporated by reference to Exhibit 10.3 to the March 2022 8-K\).](#)
- 10.46* [Employment Agreement dated as of March 14, 2011 between Domino's Pizza LLC and Richard E. Allison, Jr. \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended March 27, 2011\).](#)
- 10.47* [Employment Agreement dated as of January 8, 2018 between Domino's Pizza, Inc., Domino's Pizza LLC and Richard E. Allison, Jr. \(Incorporated by reference to Exhibit 10.1 to the January 2018 8-K\).](#)
- 10.48* [Time Sharing Agreement dated as of January 8, 2018 between Domino's Pizza LLC and Richard E. Allison, Jr. \(Incorporated by reference to Exhibit 10.3 to the January 2018 8-K\).](#)
- 10.49* [Addendum to Employment Agreement effective as of February 24, 2022 by and among Domino's Pizza, Inc., Domino's Pizza LLC and Richard E. Allison, Jr. \(Incorporated by reference to Exhibit 10.5 to the March 2022 10-Q\).](#)
- 10.50* [Addendum to Amended and Restated Employment Agreement dated as of June 22, 2018 between Domino's Pizza LLC and David A. Brandon \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended June 17, 2018 \(the "June 2018 10-Q"\)\).](#)
- 10.51* [Second Addendum to Amended and Restated Employment Agreement dated as of December 29, 2018 between Domino's Pizza LLC and David A. Brandon \(Incorporated by reference to Exhibit 10.39 to the registrant's annual report on Form 10-K for the year ended December 30, 2018 \(the "December 2018 10-K"\)\).](#)
- 10.52* [Third Addendum to Amended and Restated Employment Agreement dated as of January 30, 2020 between Domino's Pizza LLC and David A. Brandon \(Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended March 22, 2020\).](#)

- 10.53* [Amended and Restated Employment Agreement dated as of March 2, 2022 by and between Domino's Pizza LLC and Joseph H. Jordan \(Incorporated by reference to Exhibit 10.1 to the registrant's current report on Form 8-K filed on March 4, 2022\).](#)
- 10.54* [Employment Agreement dated as of September 21, 2020 by and between Domino's Pizza LLC and Kelly E. Garcia.](#)
- 10.55* [Employment Agreement dated as of July 30, 2020 by and between Domino's Pizza LLC and Arthur P. D'Elia.](#)
- 10.56 [Form of Indemnification Agreement \(Incorporated by reference to Exhibit 10.3 to the June 2022 10-Q\).](#)
- 10.57 [Amended and Restated Base Indenture dated March 15, 2012 among Domino's Pizza Master Issuer LLC, Domino's Pizza Distribution LLC, Domino's IP Holder LLC and Domino's SPV Canadian Holding Company Inc., each as Co-Issuer, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on March 19, 2012 \(the "March 2012 8-K"\)\).](#)
- 10.58 [First Supplement dated as of September 16, 2013 to the Amended and Restated Base Indenture dated as of March 15, 2012 \(Incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on October 22, 2015 \(the "October 2015 8-K"\)\).](#)
- 10.59 [Second Supplement dated as of October 21, 2015 to the Amended and Restated Base Indenture dated as of March 15, 2012 \(Incorporated by reference to Exhibit 4.2 to the October 2015 8-K\).](#)
- 10.60 [Third Supplement dated as of October 21, 2015 to the Amended and Restated Base Indenture dated as of March 15, 2012 \(Incorporated by reference to Exhibit 4.3 to the October 2015 8-K\).](#)
- 10.61 [Fourth Supplement dated as of July 24, 2017 to the Amended and Restated Base Indenture dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.1 to the Domino's Pizza, Inc. Current Report on Form 8-K, filed on July 25, 2017 \(the "July 2017 8-K"\)\).](#)
- 10.62 [Fifth Supplement dated as of November 21, 2018 to the Amended and Restated Base Indenture dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, and Citibank, N.A., as Trustee and Securities Intermediary. \(Incorporated by reference to Exhibit 10.49 to the registrant's annual report on Form 10-K for the year ended December 29, 2019\).](#)
- 10.63 [Sixth Supplement dated as of April 16, 2021 to the Amended and Restated Base Indenture dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on April 20, 2021 \(the "April 2021 8-K"\)\).](#)
- 10.64 [Seventh Supplement dated as of December 30, 2021 to the Amended and Restated Base Indenture dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 10.62 to the 2021 10-K\).](#)
- 10.65 [Series 2015-1 Supplement dated as of October 21, 2015 to the Amended and Restated Base Indenture dated March 15, 2012 among Domino's Pizza Master Issuer LLC, Domino's Pizza Distribution LLC, Domino's IP Holder LLC and Domino's SPV Canadian Holding Company Inc., each as a Co-Issuer of the Series 2015-1 3.484% Fixed Rate Senior Secured Notes, Class A-2-I, the Series 2015-1 4.474% Fixed Rate Senior Secured Notes, Class A-2-II and the Series 2015-1 Variable Funding Senior Notes, Class A-1, and Citibank, N.A., as Trustee and Series 2015-1 Securities Intermediary \(Incorporated by reference to Exhibit 4.4 to the October 2015 8-K\).](#)
- 10.66 [Series 2017-1 Supplement dated as of July 24, 2017 by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, and Citibank, N.A., as Trustee, Series 2017-1 Securities Intermediary and Calculation Agent \(Incorporated by reference to Exhibit 4.2 to the July 2017 8-K\).](#)
- 10.67 [Supplemental Indenture, dated as of April 24, 2018, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer of Series 2018-1 4.116% Fixed Rate Senior Secured Notes, Class A-2-I and Series 2018-1 4.328% Fixed Rate Senior Secured Notes, Class A-2-II, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on April 25, 2018 \(the "April 2018 8-K"\)\).](#)
- 10.68 [Supplemental Indenture, dated November 19, 2019, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP](#)

- 10.69 [Holder LLC, each as Co-Issuer of Series 2019-1 3.668% Fixed Rate Senior Secured Notes, Class A-2, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on November 19, 2019 \(the "November 2019 8-K"\)\)](#), [Supplemental Indenture, dated April 16, 2021, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer of Series 2021-1 2.662% Fixed Rate Senior Secured Notes, Class A-2-I and Series 2021-1 3.151% Fixed Rate Senior Secured Notes, Class A-2-II, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.2 to the April 2021 8-K\)](#).
- 10.70 [Series 2022-1 Supplement to the Amended and Restated Base Indenture, dated as of September 16, 2022, by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, and Citibank, N.A., as Trustee and Securities Intermediary \(Incorporated by reference to Exhibit 4.1 to the registrant's current report on Form 8-K filed on September 16, 2022 \(the "September 2022 8-K"\)\)](#).
- 10.71 [Purchase Agreement dated as of October 14, 2015 among Domino's Pizza Master Issuer LLC, Domino's IP Holder LLC, Domino's Pizza Distribution LLC and Domino's SPV Canadian Holding Company Inc. for the Series 2015-1 3.484% Fixed Rate Senior Secured Notes, Class A-2-I and the Series 2015-1 4.474% Fixed Rate Senior Secured Notes, Class A-2-II \(Incorporated by reference to Exhibit 10.1 to the October 2015 8-K\)](#).
- 10.72 [Purchase Agreement dated as of June 12, 2017 among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as Guarantor, Domino's Pizza LLC, as manager, Domino's Pizza, Inc. and Domino's Inc., as parent companies, and Guggenheim Securities, LLC and Barclays Capital Inc., as initial purchasers \(Incorporated by reference to Exhibit 10.1 to the Domino's Pizza, Inc. Current Report on Form 8-K, filed on June 14, 2017 \(the "June 2017 8-K"\)\)](#).
- 10.73 [Purchase Agreement, dated April 18, 2018, by and among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC, Domino's IP Holder LLC, Domino's Pizza, Inc., Domino's Pizza LLC, Domino's, Inc., the guarantors party thereto and Guggenheim Securities, LLC, as representative of the initial purchasers named in Schedule I thereto \(Incorporated by reference to Exhibit 1.1 to the April 2018 8-K\)](#).
- 10.74 [Purchase Agreement, dated November 6, 2019, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as Guarantor, Domino's Pizza LLC, as manager, the Company and Domino's Inc., as parent companies, and Guggenheim Securities, LLC and Barclays Capital Inc., as initial purchasers \(Incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed on November 7, 2019\)](#).
- 10.75 [Purchase Agreement, dated April 8, 2021, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as Guarantor, Domino's Pizza LLC, as manager, the Company and Domino's Inc., as parent companies, and Guggenheim Securities, LLC and Barclays Capital Inc., as initial purchasers \(Incorporated by reference to Exhibit 99.1 to the registrant's Current Report on Form 8-K filed on April 9, 2021\)](#).
- 10.76 [Class A-1 Note Purchase Agreement, dated April 16, 2021, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as Guarantor, Domino's Pizza LLC, as manager, certain conduit investors, financial institutions and funding agents, and Coöperatieve Rabobank U.A., New York Branch, as provider of letters of credit, as swingline lender and as administrative agent \(Incorporated by reference to Exhibit 10.1 to the April 2021 8-K\)](#).
- 10.77 [First Amendment dated as of May 15, 2023 to the Class A-1 Note Purchase Agreement, dated as of April 16, 2021, by and between Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC, Domino's EQ LLC and Domino's SPV Guarantor LLC,](#)

- each as Guarantor, Domino's Pizza LLC, as manager, and Coöperatieve Rabobank U.A., New York Branch, as administrative agent ((Incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the quarter ended June 18, 2023).
- 10.78 Second Amendment dated as of September 19, 2023 to the Class A-1 Note Purchase Agreement, dated as of April 16, 2021, by and between Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC, Domino's EQ LLC and Domino's SPV Guarantor LLC, each as Guarantor, Domino's Pizza LLC, as manager, and Coöperatieve Rabobank U.A., New York Branch, as administrative agent.
- 10.79 Class A-1 Note Purchase Agreement, dated September 16, 2022, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as Guarantor, Domino's Pizza LLC, as manager, certain conduit investors, financial institutions and funding agents, and Barclays Bank PLC, as provider of letters of credit, as swingline lender and as administrative agent (Incorporated by reference to Exhibit 10.1 to the September 2022 8-K).
- 10.80 Amended and Restated Guarantee and Collateral Agreement dated as of March 15, 2012 among Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as a Guarantor, in favor of Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.2 to the March 2012 8-K).
- 10.81 Amended and Restated Management Agreement dated as of March 15, 2012 among Domino's Pizza Master Issuer LLC, certain subsidiaries of Domino's Pizza Master Issuer LLC party thereto, Domino's Pizza LLC, as Manager and in its individual capacity, Domino's Pizza NS Co., and Citibank, N.A. as Trustee (Incorporated by reference to Exhibit 10.3 to the March 2012 8-K).
- 10.82 Amendment No. 1 dated as of October 21, 2015 to the Amended and Restated Management Agreement dated as of March 15, 2012 among Domino's Pizza Master Issuer LLC, certain subsidiaries of Domino's Pizza Master Issuer LLC party thereto, Domino's Pizza LLC, as Manager and in its individual capacity, Domino's Pizza NS Co., and Citibank, N.A. as Trustee (Incorporated by reference to Exhibit 10.3 to the October 2015 8-K).
- 10.83 Amendment No. 2 dated as of July 24, 2017 to the Amended and Restated Management Agreement dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, certain subsidiaries of Domino's Pizza Master Issuer LLC party thereto, Domino's SPV Guarantor LLC, Domino's Pizza LLC, as manager and in its individual capacity, Domino's Pizza NS Co., and Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.1 to the July 2017 8-K)).
- 10.84 Amendment No. 3 dated as of April 16, 2021 to the Amended and Restated Management Agreement by and among Domino's Pizza Master Issuer LLC, certain subsidiaries of Domino's Pizza Master Issuer LLC party thereto, Domino's SPV Guarantor LLC, Domino's Pizza LLC, as manager and in its individual capacity, Domino's Pizza NS Co., and Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.2 to the April 2021 8-K).
- 10.85 Amendment No. 4 dated as of December 30, 2021 to the Amended and Restated Management Agreement dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, certain subsidiaries of Domino's Pizza Master Issuer LLC party thereto, Domino's SPV Guarantor LLC, Domino's Pizza LLC, as manager and in its individual capacity, Domino's Pizza NS Co., and Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.79 to the 2021 10-K).
- 10.86 Amendment No. 5 dated as of September 16, 2022 to the Amended and Restated Management Agreement dated as of March 15, 2012 by and among Domino's Pizza Master Issuer LLC, certain subsidiaries of Domino's Pizza Master Issuer LLC party thereto, Domino's SPV Guarantor LLC, Domino's Pizza LLC, as manager and in its individual capacity, Domino's Pizza NS Co., and Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.2 to the September 2022 8-K).
- 10.87 Parent Company Support Agreement dated as of March 15, 2012 made by Domino's Pizza, Inc. in favor of Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.4 to the October 2015 8-K).
- 10.88 Amendment No. 1 dated as of October 21, 2015 to the Parent Company Support Agreement dated as of March 15, 2012 made by Domino's Pizza, Inc. in favor of Citibank, N.A., as Trustee (Incorporated by reference to Exhibit 10.5 to the October 2015 8-K).

- 10.89 [Amendment No. 2 dated April 16, 2021 to the Parent Company Support Agreement dated as of March 15, 2012 made by Domino's Pizza, Inc. in favor of Citibank, N.A., as Trustee \(Incorporated by reference to Exhibit 10.3 to the April 2021 8-K\).](#)
- 10.90 [Fixed Dollar Accelerated Share Repurchase Transaction Confirmation, dated April 30, 2021 \(Incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed on May 3, 2021\).](#)
- 10.91 [Omnibus Amendment No. 1, dated December 15, 2017, among Domino's Pizza Master Issuer LLC, Domino's SPV Canadian Holding Company Inc., Domino's Pizza Distribution LLC and Domino's IP Holder LLC, each as Co-Issuer, Domino's SPV Guarantor LLC, Domino's Pizza Franchising LLC, Domino's Pizza International Franchising Inc., Domino's Pizza Canadian Distribution ULC, Domino's RE LLC and Domino's EQ LLC, each as Guarantor, Domino's Pizza LLC, as manager, certain conduit investors, financial institutions and funding agents, and Coöperatieve Rabobank U.A., New York Branch, as provider of letters of credit, as swingline lender and as administrative agent \(Incorporated by reference to Exhibit 10.1 to the Domino's Pizza, Inc. Current Report on Form 8-K, filed on December 19, 2017\).](#)
- 10.92 [Agreement dated as of January 6, 2009 between Domino's Pizza, Inc., Blue Harbour Strategic Value Partners Master Fund, LP and Blue Harbour Institutional Partners Master Fund, L.P. \(Incorporated by reference to Exhibit 10.1 to the registrant's current report on Form 8-K filed on January 9, 2009\).](#)
- 10.93 [Board of Directors' Compensation.](#)
- 21.1 [Subsidiaries of Domino's Pizza, Inc.](#)
- 23.1 [Consent of PricewaterhouseCoopers LLP.](#)
- 31.1 [Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.](#)
- 32.1 [Certification of Chief Executive Officer pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.](#)
- 32.2 [Certification of Chief Financial Officer pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, relating to Domino's Pizza, Inc.](#)
- 97.1 [Domino's Pizza, Inc. Policy for Recoupment of Incentive Compensation Effective as of October 2, 2023.](#)
- 101.INS XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
- 101.SCH Inline XBRL Taxonomy Extension Schema Document.
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document.
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document.
- 104 Cover page Interactive Data File (formatted as Inline XBRL and contained in exhibit 101).

* A management contract or compensatory plan or arrangement required to be filed as an exhibit to this report pursuant to Item 15(b) of Form 10-K.

SCHEDULE I – CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT

Domino’s Pizza, Inc.
PARENT COMPANY CONDENSED BALANCE SHEETS
(In thousands, except share and per share amounts)

	December 31, 2023	January 1, 2023
<u>ASSETS</u>		
ASSETS:		
Cash	\$ —	\$ 6
Total assets	<u>\$ —</u>	<u>\$ 6</u>
<u>LIABILITIES AND STOCKHOLDERS’ DEFICIT</u>		
LIABILITIES:		
Equity in net deficit of subsidiaries	\$ 4,070,367	\$ 4,189,065
Due to subsidiary	—	6
Total liabilities	<u>4,070,367</u>	<u>4,189,071</u>
STOCKHOLDERS’ DEFICIT:		
Common stock, par value \$0.01 per share; 170,000,000 shares authorized; 34,726,182 in 2023 and 35,419,718 in 2022 issued and outstanding	347	354
Preferred stock, par value \$0.01 per share; 5,000,000 shares authorized, none issued	—	—
Additional paid-in capital	2,801	9,693
Retained deficit	(4,069,648)	(4,194,418)
Accumulated other comprehensive loss	(3,867)	(4,694)
Total stockholders’ deficit	<u>(4,070,367)</u>	<u>(4,189,065)</u>
Total liabilities and stockholders’ deficit	<u>\$ —</u>	<u>\$ 6</u>

See accompanying notes to the Schedule I.

Domino's Pizza, Inc.
PARENT COMPANY CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(In thousands, except share and per share amounts)

	For the Years Ended		
	December 31, 2023	January 1, 2023	January 2, 2022
REVENUES	\$ —	\$ —	\$ —
Total revenues	—	—	—
OPERATING EXPENSES	—	—	—
Total operating expenses	—	—	—
INCOME FROM OPERATIONS	—	—	—
Equity earnings in subsidiaries	519,118	452,263	510,467
INCOME BEFORE PROVISION FOR INCOME TAXES	519,118	452,263	510,467
PROVISION FOR INCOME TAXES	—	—	—
NET INCOME	<u>\$ 519,118</u>	<u>\$ 452,263</u>	<u>\$ 510,467</u>
COMPREHENSIVE INCOME	<u>\$ 519,945</u>	<u>\$ 450,389</u>	<u>\$ 510,071</u>
EARNINGS PER SHARE:			
Common Stock – basic	\$ 14.80	\$ 12.66	\$ 13.72
Common Stock – diluted	\$ 14.66	\$ 12.53	\$ 13.54

See accompanying notes to the Schedule I.

Domino's Pizza, Inc.
PARENT COMPANY CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	For the Years Ended		
	December 31, 2023	January 1, 2023	January 2, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net cash provided by operating activities	\$ 435,551	\$ 458,679	\$ 538,741
CASH FLOWS FROM INVESTING ACTIVITIES:			
Dividends from subsidiaries	—	—	908,698
Investment in subsidiaries	(6)	—	—
Net cash (used in) provided by investing activities	(6)	—	908,698
CASH FLOWS FROM FINANCING ACTIVITIES:			
Payments of common stock dividends and equivalents	(169,772)	(157,531)	(139,399)
Purchases of common stock	(269,025)	(293,740)	(1,320,902)
Other	3,246	(7,408)	12,862
Net cash used in financing activities	(435,551)	(458,679)	(1,447,439)
CHANGE IN CASH	(6)	—	—
CASH, AT BEGINNING OF PERIOD	6	6	6
CASH, AT END OF PERIOD	<u>\$ —</u>	<u>\$ 6</u>	<u>\$ 6</u>

See accompanying notes to the Schedule I.

Domino's Pizza, Inc.
NOTES TO PARENT COMPANY FINANCIAL STATEMENTS

(1) Introduction and Basis of Presentation

Domino's Pizza, Inc., on a stand-alone basis, (the "Parent Company") has accounted for majority-owned subsidiaries using the equity method of accounting. The accompanying condensed financial statements of the Parent Company should be read in conjunction with the consolidated financial statements of Domino's Pizza, Inc. and its subsidiaries (the "Company") and the notes thereto included in Item 8 of this Form 10-K. These financial statements have been provided to comply with Rule 4-08(e) of Regulation S-X.

Use of Estimates

The use of estimates is inherent in the preparation of financial statements in accordance with generally accepted accounting principles. Actual results could differ from those estimates.

(2) Supplemental Disclosures of Cash Flow Information

During 2023, 2022 and 2021, the Parent Company received dividends from its subsidiaries primarily consisting of amounts received to pay dividends and repurchase common stock, and in 2021, such amounts were received in connection with the Company's recapitalization transaction. See Note 3 to the Company's consolidated financial statements as filed in this Form 10-K for a description of the Company's recapitalization transactions. In 2021 and in connection with the Company's recapitalization, the amount of dividends received was in excess of current year equity in earnings from its subsidiaries, and thus a portion of these dividends was considered to be a return of investment and is classified as a cash inflow from investing activities.

Item 16. Form 10-K Summary.

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

DOMINO'S PIZZA, INC.

/s/ Sandeep Reddy

Sandeep Reddy
Executive Vice President, Chief Financial Officer
February 26, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrants and in the capacities and on the dates indicated.

/s/ Russell J. Weiner

Russell J. Weiner
February 26, 2024
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Sandeep Reddy

Sandeep Reddy
February 26, 2024
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)

/s/ Jessica L. Parrish

Jessica L. Parrish
February 26, 2024
Vice President, Chief Accounting Officer and Treasurer
(Principal Accounting Officer)

/s/ David A. Brandon

David A. Brandon
February 26, 2024
Executive Chairman of the Board of Directors

/s/ C. Andrew Ballard

C. Andrew Ballard
February 26, 2024
Director

/s/ Andrew B. Balson

Andrew B. Balson
February 26, 2024
Director

/s/ Corie S. Barry

Corie S. Barry
February 26, 2024
Director

/s/ Diana F. Cantor

Diana F. Cantor
February 26, 2024
Director

/s/ Richard L. Federico

Richard L. Federico
February 26, 2024
Director

/s/ James A. Goldman

James A. Goldman
February 26, 2024
Director

/s/ Patricia E. Lopez

Patricia E. Lopez
February 26, 2024
Director

CEO AND CFO CERTIFICATION

Russell J. Weiner, Chief Executive Officer, and Sandeep Reddy, Executive Vice President and Chief Financial Officer, in their respective capacities as the Company's principal executive officer and principal financial officer, have issued certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002 and applicable Securities and Exchange Commission regulations with respect to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "2023 10-K"). The full text of the certifications is set forth in Exhibits 31.1, 31.2, 32.1 and 32.2 to the 2023 10-K.

In addition, Mr. Weiner submitted his annual certification to the New York Stock Exchange (the "NYSE") on May 25, 2023, stating that he was not aware of any violations by the Company of the NYSE's corporate governance listing standards, as required by Section 303A.12(a) of the NYSE Listed Company Manual.

SHAREHOLDER INFORMATION

Investor Information

Current and prospective investors can have an annual report sent to them by going to our website, ir.dominos.com. From the home page, click on "Investors," then "DPZ Inquiries," then "Request Information" and fill out the form. You can also request a report via email to investorrelations@dominos.com.

Stock Trading Information

Domino's Pizza, Inc. common stock trades on the New York Stock Exchange under the ticker symbol **DPZ**.

Independent Registered Public Accounting Firm

PricewaterhouseCoopers LLP
500 Woodward Ave., Suite 3300
Detroit, MI 48226-3416
(313) 394-6000

Transfer Agent and Registrar

Computershare maintains our shareholder records. For assistance on matters such as lost stock certificates, name changes or transfer of ownership, please contact:

Computershare Investor Services
P.O. Box 43078
Providence, RI 02940-3078
Toll Free: (877) 272-9616
Outside U.S.: (201) 680-6578

Shareholder website:
www.computershare.com/investor

ANNUAL MEETING

2024 Annual Meeting of Shareholders (VIRTUAL ONLY)

Attend our virtual shareholder meeting online and have the option to view materials, vote and submit questions during the meeting.

When: Thursday, April 25, 2024 at 10 a.m. Eastern Time

Where: www.virtualshareholdermeeting.com/DPZ2024

How: Use the personal control number provided on your proxy card, voter instruction form or Notice of Internet Availability to enter the meeting.

INSIDE FRONT COVER

- **Most Delicious Food:** Shifting our advertising to romance our products more
- **Most Delicious Food:** Launched Loaded Tots in February
- **Operational Excellence:** Delivery times returned to pre-covid levels in 2023
- **Hungry for More:** Growing our impact with the opening of The Domino's Village at St. Jude

BACK COVER

- **Most Delicious Food:** Showcasing the deliciousness of our food
- **Operational Excellence:** Providing exceptional service and value to our customers
- **Enhanced by Best-In-Class Franchisees:** Launched innovative products around the world
- **Renowned Value:** Launched Domino's Rewards in September
- **Enhanced by Best-In-Class Franchisees:** Opened new store in Olive Branch, MS

BOARD OF DIRECTORS

David A. Brandon
Executive Chairman

Russell Weiner
Chief Executive Officer

C. Andrew Ballard
Presiding Director
Chair of the Inclusion & Diversity Committee
Member of the Compensation Committee

Andrew B. Balson
Member of the Compensation Committee
Member of the Nominating and Corporate Governance Committee

Corie S. Barry
Chair of the Compensation Committee

Diana F. Cantor
Member of the Inclusion & Diversity Committee
Member of the Nominating and Corporate Governance Committee

Richard L. Federico
Chair of the Audit Committee

James A. Goldman
Member of the Audit Committee
Member of the Inclusion & Diversity Committee

Patricia E. Lopez
Chair of the Nominating and Corporate Governance Committee
Member of the Audit Committee

LEADERSHIP

Russell Weiner
Chief Executive Officer

Joe Jordan
President,
U.S. & Global Services

Art D'Elia
Executive Vice President,
International

Kelly Garcia
Executive Vice President,
Chief Technology Officer

Frank Garrido
Executive Vice President,
Chief Restaurant Officer

Cindy Headen
Executive Vice President,
Chief Supply Chain Officer

Sam Jackson
Executive Vice President,
Human Resources

Kevin Morris
Executive Vice President,
General Counsel & Corporate Secretary

Sandeep Reddy
Executive Vice President,
Chief Financial Officer

Kirk Armstrong
Senior Vice President,
Supply Chain Services

Ross Behrman
Senior Vice President,
Team USA

Mike Davis
Senior Vice President,
U.S. Technology Enablement
& Delivery

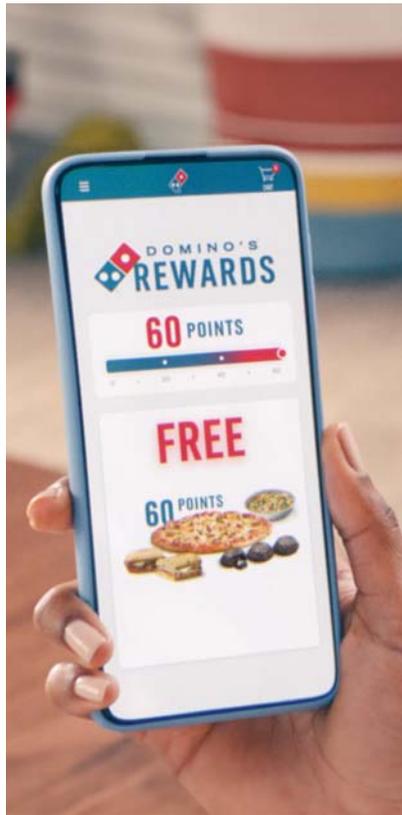
Stefania Gvillo
Senior Vice President,
Chief Analytics & Insights Officer

David Roady
Senior Vice President,
Communications & Chief of Staff

Debbie Sweeney
Senior Vice President,
Franchise Relations &
System Engagement

Christopher Thomas-Moore
Senior Vice President,
Chief Digital Officer

Kate Trumbull
Senior Vice President,
Chief Brand Officer



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Ann Arbor, MI 48106-0997
dominos.com

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