

Domino's Pizza, Inc.

Audit and Non-Audit Services Pre-Approval Policy

I. Statement of Principles

Under the Sarbanes-Oxley Act of 2002 (the "Act"), the Audit Committee of the Board of Directors (the "Committee") is responsible for the appointment, compensation and oversight of the work of the independent auditor. As part of this responsibility, the Committee is required to pre-approve the audit and non-audit services performed by Domino's Pizza, Inc.'s (the "Company") independent auditor, PricewaterhouseCoopers LLP ("PwC"), in order to assure that they do not impair the auditor's independence. To implement the provisions of the Act, the Securities and Exchange Commission (the "SEC") has issued rules specifying the types of services that an independent auditor may not provide to its audit client, as well as the Committee's administration of the engagement of the independent auditor. Accordingly, the Committee has adopted this Audit and Non-Audit Services Pre-Approval Policy (the "Policy"), which sets forth the procedures and the conditions pursuant to which services to be performed by the independent auditor are to be pre-approved.

The SEC's rules establish two different approaches to pre-approving services that the SEC considers to be equally valid. Proposed services either may be pre-approved by agreeing to a framework with descriptions of allowable services with the Committee ("General Pre-approval"), or require the specific pre-approval of the Committee ("Specific Pre-approval"). The Committee believes that the combination of these two approaches in this Policy will result in an effective and efficient procedure to pre-approve services performed by the independent auditor. As set forth in this Policy, unless a type of service has received General Pre-approval, it will require Specific Pre-approval by the Committee if it is to be provided by the independent auditor.

Exhibits I and II to this Policy describe the Audit, Audit-related, Tax and All Other Services that will be subject to the General Pre-approval of the Committee. The Committee will annually review and pre-approve the services that may be provided by the independent auditor that are subject to General Pre-approval. The Committee will add to or subtract from the list of General Pre-approved services from time to time, based on subsequent determinations. Updates to the level of fees associated with the services, subject to General Pre-approval, will be provided to the Committee at regularly scheduled Committee meetings.

The purpose of this Policy is to set forth the procedures by which the Committee intends to fulfill its responsibilities. It does not delegate the Committee's responsibilities to pre-approve services performed by the independent auditor to management.

II. Delegation

As provided in the Act, the SEC's rules and the Audit Committee Charter, the Committee may delegate either type of pre-approval authority to the Chairperson of the Committee or any other member or members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Committee at its next meeting.

In accordance with this policy, pre-approval authority has been delegated to the Chairperson of the Committee as outlined in Paragraph VIII – Procedures.

III. Audit Services

The annual Audit services engagement scope and terms will be subject to the General Pre-approval of the Committee. Audit services include the annual financial statement audit (including required quarterly reviews) and other procedures required to be performed by the independent auditor to be able to form an opinion on the Company's consolidated financial statements. Audit services also include services that are normally provided by the independent auditor in connection with statutory or regulatory filings or engagements. The Committee will monitor the Audit services engagement throughout the year and will also approve, if necessary, any changes in terms and conditions resulting from changes in audit scope, Company structure or other items.

The Committee will annually pre-approve the Audit services in Exhibit I.

IV. Audit-related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements or that are traditionally performed by the independent auditor. Because the Committee believes that the provision of Audit-related services does not impair the independence of the auditor and is consistent with the SEC's rules on auditor independence, the Committee will grant General Pre-approval to Audit-related services.

The Committee will annually pre-approve the Audit-related services in Exhibit II.

V. Tax Services

The Committee believes that the independent auditor can provide Tax services to the Company such as tax compliance, tax planning and tax advice without impairing the auditor's independence, and the SEC has stated that the independent auditor may provide such tax services since they do not impair independence. Hence, the Committee will grant General Pre-approval to those Tax services that have historically been provided by the auditor, that the Committee has reviewed and believes would not impair the independence of the auditor, and that are consistent with the SEC's rules on auditor independence.

The Committee will annually pre-approve the Tax services in Exhibit II.

VI. All Other Services

The Committee believes, based on the SEC's rules prohibiting the independent auditor from providing specific non-audit services, that other types of non-audit services are permitted. Accordingly, the Committee believes it may grant General Pre-approval to those permissible other services that it believes are routine and recurring services, would not impair the independence of the auditor and are consistent with the SEC's rules on auditor independence.

The Committee will annually pre-approve the All Other Services in Exhibit II.

PwC is permitted to assist management and the Company's Internal Audit Department with internal investigations and fact-finding into alleged improprieties; however, these services are subject to Specific Pre-approval and engagement by the Committee or its delegate (Chairperson).

VII. Prohibited Services

According to Section 201 of the Sarbanes-Oxley Act, it shall be “unlawful” for a registered public accounting firm to provide any non-audit service to an issuer contemporaneously with the audit, including: (1) bookkeeping or other services related to the accounting records or financial statements of the audit client; (2) financial information systems design and implementation; (3) appraisal or valuation services, fairness opinions, or contribution-in-kind reports; (4) actuarial services; (5) internal audit outsourcing services; (6) management functions or human resources; (7) broker or dealer, investment adviser, or investment banking services; (8) legal services and expert services unrelated to the audit; (9) any other service that the Board of Directors determines, by regulation, is impermissible.

As these services are specifically prohibited, the Committee and/or the Company will not engage the auditor to perform any such services.

VIII. Procedures

Each year, the Chief Financial Officer (the “CFO”), the Corporate Controller and PwC shall jointly submit to the Committee a schedule of Audit, Audit-related, Tax and All Other services that are subject to General Pre-approval.

This schedule referred to as Exhibit I and Exhibit II, provides a description of each type of service that is subject to General Pre-approval and, where possible, will provide projected fees (or a range of projected fees) for each service. The Committee will review and approve the types of services and review the projected fees for the fiscal year during one of the regularly scheduled meetings each year. This approval acknowledges that the Committee is in agreement with the specific types of services that PwC will be permitted to perform. The fee amounts listed on Exhibit I and Exhibit II will be updated to the extent necessary at each of the regularly scheduled meetings of the Committee.

If the Company determines that fees for Audit services as described in Exhibit I will exceed the projected fee amount in excess of \$50,000 before a regularly scheduled meeting occurs, Specific Pre-approval by the Chairperson of the Committee must be obtained before the services are provided. If the Company determines that fees for Audit services will exceed the projected fee amount by less than \$50,000, pre-approval must be obtained from the Chief Financial Officer.

If the Company determines that the fees for Audit-related, Tax or All Other services as described in Exhibit II will exceed the projected fee amount in excess of \$10,000 before a regularly scheduled meeting occurs, Specific Pre-approval by the Chairperson of the Committee must be obtained before the services are provided. If the Company determines that fees for Audit-related, Tax or All Other services will exceed the projected fee amount by less than \$10,000, pre-approval must be obtained from the Chief Financial Officer.

If the Company determines that it would like to engage PwC to perform a service not included on Exhibit I or Exhibit II, the Company will discuss such services at the next regularly scheduled Committee meeting so that Specific Pre-approval can be obtained. If the timing of the project is critical and the project needs to commence before the regularly scheduled meeting, the Specific Pre-approval by the Chairperson of the Committee must be obtained before any services are provided.

PwC must not commence any project until such approvals have been given. In addition, at the next regularly scheduled meeting of the Committee, the additional fees or services pre-approved by the Chairperson of the Committee or Chief Financial Officer will be approved by the entire Committee.