

# DOMINO'S PIZZA, INC.



## CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS, OFFICERS AND EMPLOYEES

The stockholders, team members, customers, vendors and other business partners of Domino's Pizza, Inc. (the "Company") rely on the honesty and integrity of the Company's Board of Directors. To support this trust, the Directors, officers and employees of Domino's Pizza, Inc. must commit themselves to the following Code of Business Conduct and Ethics for Directors.

**Conflicts of Interest.** Directors, officers and employees must avoid conflicts of interest. A conflict of interest occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of Domino's Pizza, Inc. as a whole. A conflict situation can arise when a Director, officer or employee takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when a Director, officer or employee, or member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

Any questions about a Director's, officer's or employee's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Nominating and Corporate Governance Committee, which will review the question and determine an appropriate course of action, including whether consideration or action by the full board is necessary. Directors involved in any conflict or potential conflict shall recuse themselves from any decisions relating thereto.

**Corporate Opportunities.** A Director, officer or employee must not take for himself or herself personally any opportunity that he or she discovers through the use of Company property or information or because of his or her position at the Company. A Director, officer or employee cannot use Company property or information or his or her position at the Company for personal gain. A Director, officer or employee is prohibited from competing with the Company. Directors, officer and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

**Confidentiality.** Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information acquired in the course of one's directorship shall not be used for personal advantage.

**Fair Dealing.** Directors, officers and employees shall deal fairly with the Company's customers, suppliers, competitors and employees. No Director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

**Protection and Proper Use of Company Assets.** All Directors, officers and employees shall protect the Company's assets and ensure that they are used efficiently. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets are to be used for legitimate business purposes.

**Compliance with Laws, Rules and Regulations.** The Company requires strict compliance by its Directors, officers and employees with applicable laws, rules and regulations, including insider trading laws. The Company prohibits its Directors, officers and employees from trading, either personally or on behalf of others, in securities on the basis of material non-public information. The Company also prohibits Directors, officers and employees from communicating material, non-public information to others so they may trade in securities on the basis of that information.

**Reporting Illegal or Unethical Behavior.** Directors, officers and employees should communicate any suspected violations of laws, rules, regulations or this Code to the Chair of the Nominating and Corporate Governance Committee or the Chairman of the Board of Directors. The Company will not allow retaliation for any such reports that are made in good faith.

**Waiver.** Any waiver of this Code for Directors or executive officers must be made by the Nominating and Corporate Governance Committee or the full Board of Directors and must be promptly disclosed to the Company's stockholders.