

# PepsiCo, Inc.

## Nominating and Corporate Governance Committee Charter

(As amended, effective February 5, 2018)

### Committee Membership and Qualifications

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of PepsiCo, Inc. (the “Corporation”) shall be comprised of directors with the following qualifications:

1. Except as otherwise permitted by applicable rules of The Nasdaq Stock Market LLC (“Nasdaq”), all members shall meet the Nasdaq definition of independence for directors, as determined by the Board.

### Committee Purpose

The purpose of the Committee is to:

1. Identify, review and recommend to the Board for election and/or appointment qualified candidates for membership on the Board and the committees of the Board.
2. Develop and recommend to the Board corporate governance guidelines and other corporate governance policies and otherwise perform a leadership role in shaping the Corporation’s corporate governance.
3. Oversee the evaluation of the Board and develop and monitor Board succession plans.
4. Oversee the development and implementation of succession plans for the Corporation’s Chief Executive Officer (“CEO”).

### Committee Responsibilities

In addition to the purposes set forth above, the primary responsibilities of the Committee shall be to:

#### ***Board and Committee Membership***

1. Develop and recommend to the Board criteria and qualifications, including criteria to assess independence, of Directors and Director candidates, as well as criteria and qualifications for members of the committees of the Board.
2. Identify, review and recommend to the Board Director candidates to be nominated by the Board for election at the Corporation’s Annual Meeting of Shareholders and Director candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
3. Establish procedures for the consideration of Director candidates recommended for the Committee’s consideration by the Corporation’s shareholders.

#### ***Governance***

4. Review and periodically make recommendations to the Board concerning the composition, size, structure and activities of the Board and its committees.
5. Oversee the process for evaluating the Board and its committees, including annually assessing and reporting to the Board on the performance of the Board, the Committee and the other committees of the Board, and other issues of corporate governance.
6. Review periodically succession plans for Directors, committee members, committee chairs and the Presiding Director.
7. Develop and recommend to the Board corporate governance guidelines and other corporate governance policies and periodically review and recommend changes to the corporate governance guidelines as appropriate.

### *CEO Succession Planning*

8. Oversee preparation of and recommend to the Board the process and protocols regarding succession plans for the CEO, including plans in the event of an emergency, unexpected resignation or retirement of the CEO.

### *Other Responsibilities*

9. Review and reassess the adequacy of this Charter on an annual basis, update it as appropriate and submit it for the approval of the Board when updated.
10. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

### **General**

1. The Committee Chairperson shall be appointed by the Board.
2. The Committee shall meet at least four (4) times each year, or more frequently as circumstances require.
3. The members of the Committee shall meet in executive session at the discretion of the Chairperson of the Committee, but at least once each year.
4. The Board may at any time and in its complete discretion remove any member of the Committee and may fill any vacancy in the Committee.
5. A majority of the total number of Committee members shall constitute a quorum of the Committee.
6. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.
7. The Committee shall have sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms.
8. The Committee may seek the assistance and counsel of outside advisors at the Corporation's expense, as the Committee determines is appropriate.
9. Minutes shall be kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.