PepsiCo, Inc.
2026 Annual Meeting of Shareholders

May 6, 2026
9:00 AM Eastern Daylight Time

Corporate Participants

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*
David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Other Participants

Paul Chesser – *Representative for National Legal and Policy Center*
Caroline Boden – *Representative for Mercy Investment Services, Inc. and co-filers*
Jacqueline Sadashige – *Representative for People for the Ethical Treatment of Animals on behalf of Kerry Masters*

Presentation

Operator

Good morning. Before we begin, please take note of our cautionary statement posted on the meeting site. The presentation today will include forward-looking statements based on currently available information. Forward-looking statements inherently involve risks and uncertainties that could cause our actual results to differ materially from those predicted in such forward-looking statements. Statements made in this presentation should be considered together with the cautionary statements and other information contained in our 2025 Annual Report, 2025 Form 10-K, first quarter 2026 Form 10-Q, and subsequent filings with the SEC.

And now, please welcome the Chairman and Chief Executive Officer of PepsiCo, Ramon Laguarta.

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Good morning, everyone. Welcome to PepsiCo's 2026 Annual Meeting of Shareholders.

Let's begin by introducing each one of my fellow directors who are on the line. Segun Agbaje, Jennifer Bailey, Cesar Conde, Ian Cook, Edith Cooper, Susan Diamond, Dina Dublon, Michelle Gass, Sir Dave Lewis, Bob Pohlad, Dan Vasella and Alberto Weisser.

I want to thank directors Segun Agbaje and David Page, who are not standing for re-election. For their many years of service and valuable contributions to the Company, Segun and David have been key advisors on many complex issues over the years, and they leave the Board and our Company stronger and more resilient. I'm also excited that we're joined today by a new director nominee, David Gibbs. David brings extensive strategic, operational, and global management knowledge, as well as financial expertise gained from over three decades of experience at Yum! Brands, including as chief executive officer, chief operating officer, and chief financial officer. I know David will make a fantastic addition to our Board, and we look forward to welcoming him. He will join an outstanding group of directors, and I would like to thank the Board for their critical guidance and their partnership throughout 2025.

Last year marked a milestone for our Company. It was 60 years ago that Don Kendall and Herman Lay sat down to discuss a merger between Pepsi-Cola and Frito-Lay. By the time they shook hands, they formed the blueprint for one of the greatest business success stories in history. I've had the privilege of being part of PepsiCo's journey for three decades, half its lifetime. And in all my years, I've never seen us more focused and aligned around a single purpose.

PepsiCo is hungry and thirsty for growth, and over the past year, we laid the groundwork for a future even brighter than our past: A future where we accelerate our momentum, elevate our ambition, sharpen our execution, and set ourselves up to perform to our potential for many years to come. In many ways, 2025 was a pivot point. More than ever, consumers are seeking value, convenience and new experiences. Retailers are blending physical stores with e-commerce and digital engagement, reshaping the way we connect with our shoppers.

The developing world is set to drive the next wave of population and economic growth. Geopolitical disruptions have become the new normal for global businesses, and artificial intelligence is transforming every aspect of our industry. Against this backdrop, we have a clear set of priorities: reigniting our North America business, including by combining operations where it makes the most sense; increasing the size, presence, and scale of our already large and successful international business, with a focus on capturing growth in large and developing markets; and working to grow our Away From Home business by expanding our availability and extending into new locations.

We've been preparing for this moment for a while. Since 2018, we've made significant investments in the business to adapt to the changing landscape. This includes:

- Investing to strengthen our brands;
- Transforming our portfolio through innovation and acquisitions;
- Foundational investments in technology and AI to position ourselves to be fit for the future, building a set of high-impact commercial, operational and digital capabilities;
- Expanding and updating our manufacturing footprint to enable geographic growth and capture future demand;
- Rightsizing and modernizing our warehousing and distribution capacity;
- And transforming an operating model to become more agile, more efficient and more responsive to the consumer.

In 2025, we took our ambition to a whole new level. We didn't just make tweaks around the edges. In many ways, we reinvented ourselves. We're reshaping our portfolio to fit today's world. That includes:

- Relaunching some of our biggest brands, like Lay's, with no artificial flavors or colors, options with new oils and a refreshed look;
- Removing artificial colors and flavors in brands like Simply Cheetos and Doritos Naked;
- Adding new products with functional benefits, such as Pepsi Prebiotic Cola;
- Expanding and strengthening our long-term strategic partnerships with Celsius Holdings;
- and welcoming popular brands like Siete and poppi.

We continue to expand our Away From Home business into new occasions through platforms like Doritos Loaded and The Walking Taco, which is thriving in stadiums, arenas and parks. Our Food Deserves Pepsi campaign and the Pepsi Zero Sugar Taste Challenge have driven higher brand awareness and contributed positively to our performance. We are becoming a more deeply integrated, more productive organization. From sharing global services to streamlining processes, we're making one PepsiCo real.

In North America, we're carefully evaluating an integrated model for our food and beverage supply chain, go-to-market, and commercial capabilities. Our global capability centers now support multiple functions, enabling us to centralize information, reduce duplicative work, and share best practices across the whole organization. We're building smarter systems with technologies like AI to better serve our customers and consumers, so we have the right products at the right place, at the right price.

We're also using AI to reimagine our go-to-market model, enhancing customer support and empowering our sales teams to focus on strategic growth. This allows us to unify data, gain real-time inventory visibility and provide faster, more responsive customer service. At the same time, we're becoming more resilient through pep+. pep+ remains central to our strategy, ensuring that we continue to create value for shareholders, customers and consumers, while doing what's right for communities and the planet.

In 2025, we stepped up our efforts around key pillars like regenerative agriculture and water use efficiency, with the aim to make a positive impact in markets all around the world.

Finally, we launched a new corporate brand identity for PepsiCo, our first in nearly 25 years. This new identity boldly reflects who we are today: a food and drinks Company with expansive reach, aiming for positive impact across the globe, and an unmatched family of beloved food and drink brands made with high-quality ingredients and including functional benefits like protein and superior hydration, bringing smiles to our consumers all around the world. Looking ahead, I'm confident we have the right people, plan and resources to succeed. Now we will continue to execute with agility and with speed.

From the way we develop innovations, to the way we market our products, to the way we invest in our brands and show up on shelves all around the world, all the pieces matter. We have the ability to create more smiles with every sip and every bite. Bringing together more than a billion people each day through the joy of foods and drinks. Sixty years in, we're primed for the next phase of our growth. And together, we will continue to stay focused and relentless until our vision becomes a reality.

Thank you for trusting us with your investment and for your participation in this year's Annual Meeting.

I will now turn it over to David Flavell, Executive Vice President, General Counsel and Corporate Secretary, who will serve as Secretary for the meeting and guide us through the agenda.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Thank you, Mr. Chairman. We have designed the format of this virtual meeting to provide shareholders with similar rights and opportunities to participate as they would at an in-person meeting. As is our custom, we will conduct the formal business portion of our meeting first and answer appropriate questions as time allows after the formal portion of this meeting adjourns.

The Meeting Agenda and Rules of Conduct are available on the meeting website. We ask that all review those items, and we appreciate your cooperation with the Rules of Conduct.

As a reminder, shareholders attending the virtual meeting can vote their shares online from now through the closing of the polls by logging into the meeting website as a shareholder and clicking the “Vote Here” button at the bottom of their screen. If you have previously voted by proxy and do not wish to change your vote, your vote will be cast as you previously instructed, and no further action is required.

We've received questions that were submitted by shareholders in advance of today's meeting that we will address during the Q&A session as time permits. If you have logged into the meeting website as a shareholder, you may submit a question by selecting a topic and typing your question in the field labeled “Enter question." To ensure that we receive your questions before the Q&A session, we encourage you to submit your questions now. Though we may not be able to answer every question, we will do our best to provide a response to as many questions as time permits. To give everyone a chance to ask a question, we will limit each shareholder to one question. Questions on the same topic or that are otherwise related may be grouped, summarized, or answered together.

Consistent with state law and our By-Laws, a list of shareholders entitled to notice of this meeting has been available for inspection at our Principal Office since March 31, 2026, and is available on the meeting website.

The inspectors of election, Beth VanDerbeck and Kenneth Engelhardt, from Broadridge Investor Communications Solutions, are attending the meeting today and have previously taken the oath as Inspectors of Election at this meeting.

I've been informed by the Inspectors of Election that a majority of the votes entitled to be cast at this meeting are represented by proxy, and therefore we have the necessary quorum under state law and our By-Laws.

Now that we have a quorum, I declare this meeting to be duly convened for purposes of transacting business as may properly come before it in accordance with state law and our By-Laws. The polls are open for voting. We will close the polls after the proposals have been presented.

We will now proceed with the formal business of this meeting. Because we did not receive notice of any additional matters to be considered beyond those in the Proxy Statement, no other proposals or nominations may be introduced at this meeting.

We'll begin with our first agenda item, which is the election of Directors. I place before the meeting, to serve as Directors for the coming year, the 13 individuals whose names and biographies appear in our Proxy Statement. Our Board recommends a vote "FOR" each of the nominees for Director.

The second agenda item is the ratification of the appointment of KPMG as the Company's independent registered public accounting firm for 2026, which I now place before the meeting. Allan Colaco and Karmen Ward are also present today representing KPMG and will be available to answer any questions during the question-and-answer session at the meeting. Our Board recommends a vote "FOR" the ratification of the appointment of KPMG as PepsiCo's independent registered public accounting firm for 2026.

The third agenda item is the advisory vote to approve the compensation of the named executive officers identified in our Proxy Statement, which I now place before the meeting. Our Board recommends a vote "FOR" the advisory resolution to approve executive compensation.

We'll now move on to the shareholder proposals in the order that they appear in the Agenda. Each of the shareholders, or their representatives, will have three minutes to present their respective proposals.

Now we'll turn to the fourth agenda item, the shareholder proposal requesting that the Company adopt a policy and amend its governing documents as necessary to require the separation of the offices of the Chairman of the Board and the Chief Executive Officer, which is submitted by the National Legal and Policy Center. Mr. Paul Chesser will be presenting the proposal as its representative.

Operator, please play the pre-recorded audio presentation.

Paul Chesser – *Representative for the National Legal and Policy Center*

Good morning. I'm Paul Chesser of the National Legal and Policy Center, presenting proxy item number four, which requests that PepsiCo adopt a policy requiring an independent Chair of the Board of Directors.

Pepsi's recently reported first quarter 2026 results showed meaningful improvement. We're genuinely pleased to see that. But here is the important question shareholders should ask: Why did it take a $4 billion outside activist campaign to make this happen?

In September 2025, Elliott Investment Management disclosed a $4 billion stake in this Company and delivered a pointed critique of Pepsi's strategic drift. The kind of critique that a truly independent, structurally empowered Board should have delivered to management long ago.

Only after Elliott's intervention did Pepsi commit to cut its U.S. product line-up by nearly 20 percent, closing plants, reducing its workforce and pursuing the margin improvements that shareholders have long been owed.

That is not a governance success story. That is a governance failure that required a $4 billion outside correction.

The reason this Board failed to provide that accountability on its own is a structural governance deficiency. When the same person holds both the Chairman and the CEO title, the Board is asked to evaluate the very individual who presides over it. That is not independence; it is a conflict of interest built directly into the governance architecture. An independent Chair does not need to be an activist investor with billions of dollars at stake. An independent Chair simply needs to be structurally free to ask the hard questions about strategy, about capital allocation, about whether management's priorities are aligned with shareholder interests, without the conflict of being the same person wearing both hats.

Pepsi's Board has cited flexibility to resist this proposal at three prior Annual Meetings. What that flexibility produced was a Pepsi-Cola brand that fell out of America's top three sodas for the first time in recorded industry history. That alleged flexibility also gave us a stock with near-zero three-year returns and a restructuring that outside activists had to force.

These belated signs of a turnaround are welcome, but shareholders deserve a governance structure that produces accountability before a crisis, not one that requires a $4 billion outside intervention to generate urgency that an independent Board chair should have provided all along.

Therefore, we urge shareholders to vote "FOR" proxy item number four. Thank you.

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thank you, Mr. Chesser. Our Board carefully considered this proposal, including a review of feedback from our shareholders on similar and unsuccessful proposals in 2019, 2022 and 2023, and believes that it is important to have the flexibility to determine whether the roles of the Chairman and CEO should be separate or combined based on the Company's needs.

The Board has deep knowledge of the strategic goals of the Company, the unique opportunities and challenges it faces, and the various capabilities of our directors and the Company's senior management. Therefore, it is best positioned to determine the most effective leadership structure to protect and enhance long-term shareholder value.

In concert with our Q2 '25 earnings results in July of last year, we communicated additional commercial and productivity initiatives, which aim to improve both marketplace and financial performance. These proactive plans were discussed and analyzed by our management team and our Board prior to any public communication during the first half of 2025. Following these announcements and the actions, PepsiCo's net revenue and core USD EPS growth improved during the second half of 2025 and during the first quarter of 2026. On April 16, 2026, we reported strong Q1 results and affirmed fiscal 2026 financial guidance, with fiscal 2026 organic and net revenue growth and EPS growth, both core and constant currency, expected to accelerate versus 2025 growth rate.

The Board continues to believe that a combined chairman and CEO role, together with a strong, independent Presiding Director, provides effective leadership and accountability. As part of the Board's ongoing commitment to thoughtful Board refreshment and robust succession planning, the independent directors in February 2026 elected Cesar Conde to serve as the next Presiding Director, effective today. This election followed the Board's extensive reviews of its leadership, structure, and governance practices, including an assessment of future Board leadership needs and the skills required to support the Company's strategic priorities.

The Board believes this planned transition further reinforces the effectiveness of the Company's governance structure. The Board also believes that our strong corporate governance policies and practices support the objective and independent Board leadership structure necessary to effectively challenge and oversee management, and to effectively oversee key risks and opportunities facing the Company.

Among other things, we have an experienced Board comprised entirely of independent directors, except for the Chairman and CEO. All Board Committees are comprised solely of and chaired by independent directors, and regular executive sessions of the Board and the Committees without the presence of the CEO and other members of management.

The Nominating and Corporate Governance Committee revisits the leadership structure regularly as part of its ongoing Board assessment process to determine whether it remains in the best interest of our shareholders. For these reasons, the Board believes that the action requested by the proposal is neither necessary nor in the best interest of PepsiCo or our shareholders, and recommends that shareholders do not support this proposal.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

The fifth agenda item is a shareholder proposal requesting a report on human rights oversight, submitted by Mercy Investment Services, Inc. and co-filers. Ms. Caroline Boden will be presenting the proposal as their representative. Operator, please play the pre-recorded audio presentation.

Caroline Boden – *Representative for Mercy Investment Services, Inc. and co-filers*

Fellow shareholders and members of the Board. My name is Caroline Boden, and I'm a Director of Shareholder Advocacy with Mercy Investment Services. On behalf of Mercy Investment Services and the 14 co-filers, I hereby move proposal number five, asking PepsiCo to publish a report detailing the effectiveness of the Company's efforts to uphold its human rights policy across its direct franchise and value chain relationships.

PepsiCo's business model exposes it to elevated human rights risks through its global agriculture supply chains, franchise relationships and operations in high-risk jurisdictions. As one of the world's largest food and beverage companies and a major agricultural buyer, PepsiCo relies on complex global supply chains involving commodities and regions that are widely recognized as high risk for human rights abuses.

For example, PepsiCo's largest international franchisee, Varun Beverages, sources sugarcane in India, a sector where systemic labor and human rights abuses have been well documented, including debt bondage, child labor and coerced hysterectomy. PepsiCo's palm oil suppliers in Latin America and Malaysia are also linked to wage violations and inadequate worker protections.

Additionally, PepsiCo continues to operate in conflict-affected and high-risk areas, including the Russian Federation. The Company has expanded its presence in Russia, generating additional revenue for the country's illegal invasion and occupation of Ukraine, and exposing PepsiCo to risks of government expropriation of assets and evolving sanctions regimes against state and state-owned entities. Despite ongoing risks, the Company removed its website statement on the Russian invasion and reduced Annual Report disclosures between 2024 and 2025. Exposures to human and labor rights violations create potential legal, regulatory, reputational and operational risks that may affect brand value and growth in priority markets.

PepsiCo's financial disclosures acknowledge the importance of several higher-risk markets and identify the ability to effectively operate in and manage risks in these markets as a possible risk factor to growth. We welcome PepsiCo's commitment to respect and protect human rights, as outlined in the Global Human Rights Policy and Supplier Code of Conduct, and its pledged to extend that code of conduct to all franchisees and joint ventures by 2025. However, for PepsiCo shareholders, the key question is not whether such policies and processes exist, but whether they function effectively in practice.

Under the UN Guiding Principles for Business and Human Rights, effectiveness means that due diligence can identify salient human rights risks, integrate mitigation measures, provide remedy when harm occurs, and track outcomes over time. Despite describing various due diligence processes, PepsiCo provides insufficient evidence of how the Company is mitigating specific instances of forced labor and other salient human rights issues within its global supply chain, including in India, Malaysia and elsewhere.

Therefore, shareholders would benefit from a report evaluating PepsiCo's effectiveness in upholding its human rights policy across its direct franchise and value chain relationships. For these reasons, we urge support for proposal number five.

Thank you.

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thank you, Ms. Boden. We believe that human rights abuses of any kind are unacceptable. PepsiCo's approach to human rights is guided by the United Nations Guiding Principles on Business and Human Rights, and our existing public disclosures already provide significant transparency regarding our policies, practices, and actions in this area.

This includes our Global Human Rights Policy, which is incorporated into our Global Code of Conduct; our Global Supplier Code of Conduct, which sets forth our expectations of suppliers, including with respect to human rights and labor practices; our annual Modern Slavery and Human Trafficking Statement, which details the actions we have taken to help prevent modern slavery and human trafficking in our operations and supply chain; and extensive website disclosures outlining our approach to human rights matters, salient issues, human rights due diligence processes, strategic collaborations and related resources.

PepsiCo has also established a multidimensional human rights due diligence program designed to help identify and mitigate potential risks. This program incorporates external risk indexes, scores self-assessments, independent third-party audits, and input from internal and external experts. In addition, recognizing that our independent third-party franchisees manage their own procurement production activities, we have introduced a new assessment process to enhance our understanding of their approaches to mitigating human rights risks.

Beyond our internal programs, we actively participate in multi-stakeholder groups and collaborative initiatives aimed at deepening our understanding of specific issues, driving industry-wide progress, and helping address systemic challenges facing our industry. We acknowledge that our policies and programs may not prevent all adverse impacts across our operations and supply chain. Accordingly, we have established multiple channels, such as our independently operated Speak Up hotline, through which our employees, suppliers, and other stakeholders can raise concerns.

The Board considers sustainability issues, including human rights, to be an integral part of our business strategy oversight. The Sustainability and Public Policy Committee of the Board assists with oversight of PepsiCo's human rights-related policies, practices, and risks. The Committee receives and provides feedback on regular updates from management, including our General Counsel and Chief Human Rights Officer, regarding emerging human rights risks and external developments.

For these reasons, while PepsiCo has a long-standing commitment to respecting human rights and working with partners to help catalyze action where concerns are directly linked to our business, the Board does not believe the requested report is necessary and therefore recommends that shareholders do not support this proposal.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

The sixth agenda item is a shareholder proposal requesting a report evaluating the treatment of animals in the Company's supply chain, submitted by People for the Ethical Treatment of Animals, on behalf of Kerry Masters. Miss Jacqueline Sadashige will be presenting the proposal as its representative. Operator, please open the line.

Jacqueline Sadashige – *Representative of People for the Ethical Treatment of Animals, on behalf of Kerry Masters*

Good morning. In the region of India, where a PepsiCo bottling partner sources sugar, bulls are used to haul sugarcane for Pepsi-branded beverages. As reported by The New York Times, this region is also associated with serious human rights concerns, including child labor and forced hysterectomies among sugarcane workers, which are linked to the reliance on inefficient, slow bulls to haul sugar cane. Animal and human rights are not separate. They are two sides of the same cruel coin.

Because sugar factories pay by volume, the pressure to earn leads workers to illegally overload carts, sometimes with up to four tons of sugarcane. Bulls bear the cost.

The excessive weight causes painful abscesses, muscle injuries, and lasting damage, often ultimately leaving the desperate workers without a means for income. Nevertheless, for a daily wage, bulls are beaten with sticks and whips, and spike devices dig into their bodies to force them to move forward, causing wounds and infections. These practices also violate local animal welfare laws. When bulls become sick, injured or collapsed in the street, workers fall deeper into debt. PepsiCo's policies are meant to protect animals and humans, but there's a clear disconnect between PepsiCo's principles and current practices.

When companies fail to uphold their own stated values, consumer trust can erode, and that erosion may ultimately affect shareholder value. What makes this especially concerning is that humane and efficient alternatives already exist. Eco-tractors and trucks are increasingly and widely used in India's sugar industry. They can eliminate suffering among animals, improve worker income opportunities, and increase efficiency by carrying two to six times more than a cart pulled by bulls.

PepsiCo has an opportunity to lead. All that's needed is to require its bottling partner to source sugar from mills that either use only mechanized transport, and/or are moving towards complete mechanization.

Continuing to rely on outdated and inhumane transport methods exposes the Company to reputational, legal and operational risks. Therefore, shareholders request that PepsiCo issue a report evaluating whether the treatment of animals within its supply chain complies with Company policies and applicable local animal welfare laws.

Accordingly, we call on all shareholders to vote "FOR" this financially and ethically responsible resolution. Thank you.

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thank you, Ms. Sadashige. We believe in the ethical and humane treatment of animals and aim to meet the expectations of our consumers, customers and stakeholders for high standards of animal welfare. Our approach is set out in our publicly available Global Policy on Animal Welfare, which is grounded in the internationally recognized five freedoms for animal welfare. We also maintain a Sustainable Agriculture Policy that outlines our broader expectations for responsible agricultural practices across our supply chain. Additionally, our Global Supplier Code of Conduct requires suppliers to operate responsibly and to comply with applicable animal welfare laws in the countries where they operate.

Independent third-party franchise bottlers are likewise required to comply with all applicable local laws and regulations. We recognize that our policies and programs may not prevent all adverse impacts across our operations and supply chain. For that reason, PepsiCo maintains grievance mechanisms that allow stakeholders to raise concerns, including those related to animal welfare. When concerns are raised, we assess the allegations, engage relevant stakeholders and seek appropriate corrective actions where issues are connected to our business. PepsiCo takes shareholder concerns seriously, and we have actively engaged with PETA since spring of 2025.

The Board believes that this combination of clear policies, lawful expectations, grievance mechanisms and stakeholder engagement represents a reasonable and appropriate framework for overseeing animal welfare risks. We also believe that our existing public disclosures already provide meaningful transparency.

For these reasons, the Board does not believe that the requested report is necessary or in the best interests of PepsiCo or our shareholders, and we recommend a vote against this proposal.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Thank you, Mr. Chairman. We will now address questions submitted about the proposals that we just reviewed. I remind you that there will be an opportunity for general questions not related to the proposals after the formal business portion of the meeting has concluded. Also, we are limiting each shareholder to one question to give everyone a chance to ask a question.

Mr. Chairman, the first question we received is, "How does PepsiCo verify that its suppliers, franchisees, and other business partners address and remediate identified human and labor rights harms?"

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thank you. Well, PepsiCo takes a multidimensional approach to identifying potential human rights risks across our operations and supply chain that considers a variety of sources, including external risk indexes; assessment and audit findings; and input from internal and external experts. We've established regular communication channels and training programs for our employees and strategic Tier 1 suppliers of key ingredients and materials to help raise awareness of and communicate our expectations and provide guidance on how to mitigate potential human rights risks.

Our Global Human Rights Due Diligence program utilizes desk-based risk monitoring, scored self-assessments and onsite third-party audits to identify and proactively assess potential risks across our direct manufacturing operations, strategic Tier 1 suppliers of key ingredients and materials, and contract manufacturing and co-packing locations worldwide. Given our independent third-party franchisees directly manage their own procurement of raw materials and procurement production, we've established a new assessment process to help us better understand their policies and management systems for mitigating potential human rights risks across their operations and their supply chain.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Thank you, Mr. Chairman. We have no further questions pertaining to the shareholder proposals. That concludes the presentation of the items of business that you've been asked to vote on at today's meeting. For those shareholders who have not yet voted, we are preparing to close the polls and will give you only a few more moments to cast your vote using the "Vote Here" button on the virtual meeting website, as I noted earlier. If you have previously voted, you do not need to take any further action.

Now that everyone has had the opportunity to vote, I declare the polls closed.

I have received the preliminary voting results from the Inspectors of Election, and the preliminary voting results show that:

All Director nominees have been duly elected by the affirmative vote of a majority of the votes cast.

Ballot item number two, the appointment of KPMG LLP as our independent registered public accounting firm for 2026, has been ratified by the affirmative vote of approximately 92.6% of the votes cast.

Ballot item number three, the advisory vote on executive compensation, has been approved on an advisory basis by the affirmative vote of approximately 89% of the votes cast.

Ballot item number four, the shareholder proposal regarding an independent Board chair, received support of approximately 25.8% of the votes cast and did not receive enough votes to pass.

Ballot item number five, a shareholder proposal for a report on human rights oversight, received the support of approximately 16.5% of the votes cast and did not receive enough votes to pass.

Ballot item number six, a shareholder proposal for a report evaluating the treatment of animals within the Company's supply chain, received the support of approximately 8.8% of votes cast and did not receive enough votes to pass.

We'll be reporting the final vote results in a Form 8-K that will be filed with the U.S. Securities and Exchange Commission within four business days.

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thank you, David. There being no further business to come before this meeting, the formal business portion of the meeting is now adjourned. We'll now address general questions.

Also joining on the line with me and David to answer these questions are Steve Schmitt, Executive Vice President and Chief Financial Officer, and Becky Schmitt, Executive Vice President and Chief People Officer.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

We will begin with the questions that we received in advance of today's meeting. Then we'll take shareholder questions that were entered today on the meeting website. Please note that we will attempt to answer as many questions during this meeting as time allows, but only questions that are in accordance with the Rules of Conduct posted on the meeting website will be addressed.

Questions on the same topic or that are otherwise related may be grouped, summarized, and answered together. For appropriate questions that are not otherwise addressed during the meeting, we will publish our responses on our Investor Relations site after the meeting or communicate the relevant response directly to the submitting shareholder.

Let's begin. The first question we received is, “How is the Company adjusting to the current administration's position on food additives that have very directly impacted most of the Company's products?”

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thanks, David. What I would emphasize is that this is not, by any means, a new direction for PepsiCo.

We've been transforming our food and beverage portfolio for decades, guided by science, by regulation and by evolving consumer preferences. As consumer expectations evolve, we continue to evolve our portfolio. We stand by the safety of our ingredients across our portfolio, while responding to growing consumer preference for simpler ingredient profiles. That includes work to reduce or remove certain additives, such as artificial colors and flavors, wherever it makes sense.

As one example, today more than 60% of our U.S. food and beverage portfolio does not contain synthetic colors, and we're continuing to prioritize responsible transitions across our brands. Large brands like Lay's and Tostitos no longer contain these colors in the U.S., and with Gatorade, we've expanded offerings that use colors derived from fruits and vegetables, alongside lower sugar options.

Given our scale, these changes need to be done thoughtfully and responsibly, working in partnership with regulators and partners so we can maintain the safety, quality, affordability and supply chain integrity, whilst we continue to offer choice across our very diverse portfolio that is aligned with consumer expectations.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Mr. Chairman, the next question we received is, "Will you report against an externally recognized nutrient profiling model, rather than outsourcing material disclosure to ATNi? And explain how you intend to manage nutrition risks transparently?"

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Yes. We offer a wide variety of products that meet many dietary needs and preferences of our consumers, and we're very proud of our progress informing our portfolio. With pep+, we're evolving our portfolio of foods and beverages to provide consumers with even more choices, with specific goals to reduce added sugars in beverages, and saturated fat and sodium in our convenient foods portfolio.

In addition, we've added a new goal to incorporate more diverse ingredients in both new and existing food products which deliver nutritional benefits. We believe reporting systems should acknowledge portfolio renovation efforts such as these, and the role a product or portfolio plays in the diet to ensure suitable context. We plan to continue to utilize independent groups such as Access to Nutrition Initiative (ATNi) to assess our portfolio.

We will continue to focus our resources to advance our stated evidence-based nutrition goals and look for other areas to make progress, and we plan to continue our annual reporting and independent verification process. We disclose our progress toward these goals, our nutrition ambitions, on our website.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Mr. Chairman, our next question: "Do you think we'll raise the dividend this year?"

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

We view dividends as a very important component of total shareholder returns and take many factors into account when considering dividends. Earlier this year, we announced a 4% increase in our annual dividend per share, which represents our 54th consecutive annual increase, effective with the expected June ‘26 dividend payment.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Mr. Chairman, our next question: “Is now a great time to consider looking at companies that have products that would fit with Pepsi product line? Are you looking at anything now?”

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

While we cannot comment on acquisition plans, we're always evaluating opportunities and white spaces. We have a long history of transforming our portfolio, both organically and through certain acquisitions. When it comes to acquisitions, we expect to remain highly disciplined and selective. Key considerations will continue to include strategic fit, growth opportunities, capability building, potential synergies and financial value.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Now we have a question, Mr. Chairman: “What is the status of the Pepsi Museum in New Bern, North Carolina?”

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

We firmly support the idea of a museum that will celebrate Pepsi in its birthplace. The project is still in early stages, but continues to work with local community and New Bern officials, as well as Pepsi independent bottlers in support of the project.

David Flavell – *PepsiCo, Inc. – Executive Vice President, General Counsel and Corporate Secretary*

Thank you, Mr. Chairman. Let me check if we've received any other questions.

We have no other questions. To our shareholders, thank you for your questions. That concludes the Q and A session. Any questions that we did not get to that are in accordance with the Rules of Conduct will be addressed on our Company website or directly with the submitting shareholder.

If you have any other questions, please send a note to our Investor Relations team at investor@pepsico.com.

Ramon Laguarta – *PepsiCo, Inc. – Chairman of the Board of Directors and Chief Executive Officer*

Thank you for your time and for attending PepsiCo's Annual Meeting of Shareholders.

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