

PEPSICO, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As amended, effective November 17, 2011)

Committee Member Qualifications

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

1. The Committee shall consist entirely of independent Directors of the Board. For purposes hereof, an "independent" Director is a Director who meets the New York Stock Exchange definition of independence, as determined by the Board.
2. Each member of the Committee shall be free of any relationship that, in the judgment of the Board, would interfere with the exercise of his or her independent judgment.

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 principles and other corporate governance policies and otherwise perform a leadership role in shaping the Corporation's corporate governance.
3. Develop and monitor Board succession plans.
4. Oversee the development and implementation of succession plans for the Corporation's Chief Executive Officer ("CEO") and other executive officers.¹

Committee Responsibilities

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

1. Develop and recommend to the Board criteria and qualifications for selecting 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.

¹ The term "executive officer" has the meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.

3. Establish procedures for the consideration of Director candidates recommended for the Committee's consideration by the Corporation's shareholders.
4. Develop and recommend to the Board criteria to assess the independence of Directors and Director candidates.
5. Review and periodically make recommendations to the Board concerning the composition, size, structure and activities of the Board and its committees.
6. Oversee the process for evaluating the Board and its committees in accordance with New York Stock Exchange or other requirements.
7. Periodically review Director attendance records of the Board and the committees.
8. Annually assess and report to the Board on the performance and effectiveness of the Board, the Committee and the other committees of the Board, and other issues of corporate governance.
9. Annually review and report to the Board with respect to Director compensation and benefits, and develop, approve and oversee the Corporation's stock ownership guidelines for the Corporation's Directors.
10. Annually review succession plans for Directors, committee members, committee chairs and the Presiding Director.
11. Oversee preparation of and recommend to the Board succession plans for the CEO and other executive officer positions, including plans in the event of an emergency or retirement of the CEO. The Committee undertakes such follow-up steps with respect to succession planning as may be delegated by the Board from time to time.
12. Disclose to shareholders in the Corporation's annual proxy statement information about the Director nomination process, including criteria and qualifications for selecting Director candidates, as required by the Securities and Exchange Commission rules.
13. Review this Charter on an annual basis and update it as appropriate, and submit it for the approval of the Board when updated.
14. Develop and recommend to the Board corporate governance principles and other corporate governance policies, including the Related Person Transaction Policies and Procedures as well as the Worldwide Code of Conduct applicable to the Corporation and its consolidated subsidiaries, and on an annual basis, or more frequently if necessary, review and recommend changes to the corporate governance principles as appropriate.
15. Annually review the Corporation's key public policy issues and its engagement in the public policy process. Oversee the Corporation's Political Contributions Policy and annually review political activities and expenditures.
16. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

General

1. The 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 timing of the meetings shall be determined by the Committee and the Board.
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.