

## PEPSICO, INC.

### CORPORATE GOVERNANCE GUIDELINES

As of November 17, 2011

The Board of Directors (the "Board") of PepsiCo, Inc. (the "Corporation"), acting on the recommendation of its Nominating and Corporate Governance Committee, has developed and adopted the following corporate governance principles (the "Guidelines") to establish a common set of expectations to assist the Board and its Committees in performing their duties. These Guidelines should be interpreted in the context of all applicable laws and the Corporation's Articles of Incorporation and By-Laws and other corporate governance documents and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board will review and, if appropriate, revise these Guidelines annually, or more frequently if necessary.

#### **A. Director Responsibilities**

1. Represent the interests of the Corporation's shareholders in maintaining and enhancing the success of the Corporation's business, including optimizing long-term returns to increase shareholder value.
2. Select a Chief Executive Officer ("CEO") in a way that it considers in the best interests of the Corporation. Formally evaluate the performance of the CEO, the executive officers<sup>1</sup> and other key executives each year.
3. Oversee and interact with senior management with respect to key aspects of the Corporation's business including strategic planning, compliance, risk assessment and mitigation, senior management development and succession, operating performance, and shareholder returns.
4. Provide general advice and counsel to the Corporation's CEO and senior management team.
5. Adopt and oversee compliance with the Corporation's Worldwide Code of Conduct.
6. Hold regularly scheduled executive sessions of independent directors.
7. Attend all Board and applicable Committee meetings. Any extraordinary circumstance that would cause a Director to be unable to attend a Board or Committee meeting should be discussed with the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee as far in advance as possible.
8. Review meeting materials in advance of Board and Committee meetings. Suggest additional topics to be included on meeting agendas by contacting the Chairman of the Board, the Presiding Director or the relevant Committee Chair.
9. Discharge duties as a Director and Committee member under applicable law. North Carolina law requires that a Director shall act: (1) in good faith; (2) with care an ordinary prudent person in a like position would exercise under similar circumstances; and (3) in a manner he or she believes to be in the best interests of the Corporation.

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

## **B. Board Leadership.**

1. Chairman of the Board. The Board will annually elect one Director to serve as Chairman of the Board. The Chairman of the Board may also be the CEO or any other officer of the Corporation. The Board does not have a policy on whether the roles of Chairman of the Board and CEO should be separate or combined. This allows the Board flexibility to determine whether the two roles should be separated or combined based upon the Company's needs and the Board's assessment of the Company's leadership from time to time.
2. Presiding Director.
  - (a) If the Chairman of the Board is not an independent director, the independent members of the Board will designate an independent Director to act as Presiding Director based on the recommendation of the Nominating and Corporate Governance Committee. Such position of Presiding Director shall rotate among the independent directors of the Board for a three-year term. The Nominating and Corporate Governance Committee shall oversee the process for selecting the Presiding Director.
  - (b) The Board will evaluate the Presiding Director's performance annually under the guidance of the Nominating and Corporate Governance Committee.
  - (c) The Presiding Director shall assume the following responsibilities:
    - Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors;
    - Serve as a liaison between the Chairman and the independent Directors;
    - Provide advice regarding information sent to the Board;
    - Approve meeting agendas for the Board;
    - Approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
    - Have the authority to call meetings of the independent Directors; and
    - If requested by major shareholders, ensure that he or she is available for consultation and direct communication.

## **C. Director Qualification Standards**

1. The Nominating and Corporate Governance Committee, is responsible for recommending to the Board: (1) candidates to fill vacancies and newly created directorships and (2) candidates to be nominated by the Board for election as Directors at the Corporation's Annual Meeting of Shareholders.
2. In connection with the selection and nomination process, the Nominating and Corporate Governance Committee shall review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Corporation and the Board. The Nominating and Corporate Governance Committee considers the following attributes of candidates for the Board of Directors: (1) relevant knowledge, diversity of background and experience in areas including business, finance, accounting, technology, marketing, international business and government; (2) personal qualities of leadership, character, judgment and whether the candidate possesses a reputation in the community at large of integrity, trust,

respect, competence and adherence to the highest ethical standards; (3) roles and contributions valuable to the business community; and (4) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at meetings. In addition, the Nominating and Corporate Governance Committee seeks to achieve diversity within the Board and adheres to the Corporation's philosophy of maintaining an environment free from discrimination based upon race, color, religion, national origin, sex, age, disability, sexual orientation, marital status or any unlawful factor. This process is designed to provide that the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Corporation.

3. Independent Directors must comprise a majority of the Board.
4. An independent Director of the Corporation is a Director who meets the New York Stock Exchange definition of independence, as determined by the Board. Consistent with this definition, an independent director is a director who:
  - (a) is not and has not been an employee of the Corporation, and does not have an immediate family member<sup>2</sup> who is or has been an executive officer of the Corporation, or any of its consolidated subsidiaries, during the last three years;
  - (b) has not received, and does not have an immediate family member who has received, more than \$120,000 in direct compensation from the Corporation, or any of its consolidated subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) during any twelve month period within the last three years;
  - (c) (i) is not a current partner or employee of a firm that is the Corporation's, or any of its consolidated subsidiaries', internal or external auditor; (ii) does not have an immediate family member who is a current partner of a firm that is the Corporation's, or any of its consolidated subsidiaries', internal or external auditor; (iii) does not have an immediate family member who is a current employee of such internal or external audit firm who personally works on the Corporation's, or any of its consolidated subsidiaries', audit; and (iv) was not, and does not have an immediate family member that was, within the last three years a partner or employee of such firm who personally worked on the Corporation's, or any of its consolidated subsidiaries', audit within that time;
  - (d) is not and has not been, and does not have an immediate family member who is or has been, within the last three years, employed as an executive officer of another company where any of the Corporation's, or any of its consolidated subsidiaries', present executive officers at the same time serves or served on such other company's compensation committee;
  - (e) is not a current employee of, and does not have an immediate family member who is a current executive officer of, another company that has made payments to, or has received payments from, the Corporation, or any of its consolidated subsidiaries, for property or services in an amount which, in any of the last three fiscal years, exceeds

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<sup>2</sup> An "immediate family member" is defined to include a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares such person's home. In considering a director's independence, the Corporation need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

the greater of \$1 million or 2% of the consolidated gross revenues of such other company; and

- (f) has no other material relationship with the Corporation, or any of its consolidated subsidiaries, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation or any of its consolidated subsidiaries.
5. In making a determination regarding a Director's independence, the Board shall consider all relevant facts and circumstances, including the Director's commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships and such other criteria as the Board may determine from time to time. If a Director serves as an executive officer, director or trustee of a tax exempt organization, such relationship will not be considered to be a material relationship that would impair a Director's independence if contributions from the Corporation, or any of its consolidated subsidiaries, to such tax exempt organization in any of the last three fiscal years are less than the greater of (i) \$1 million or (ii) 2% of the consolidated gross revenues of such tax exempt organization for its last completed fiscal year.
  6. In addition to satisfying all of the independence criteria set forth in paragraphs 4 and 5 of this Section C, all members of the Audit Committee must also meet the following requirements:
    - (a) Director's fees are the only compensation that members of the Audit Committee may receive from the Corporation or any of its consolidated subsidiaries. Audit Committee members may not receive consulting, advisory or other compensatory fees from the Corporation or any of its consolidated subsidiaries (other than in his or her capacity as a member of the Audit Committee, the Board of Directors, or any other committee of the Board).
    - (b) No member of the Audit Committee may be an "affiliated person" of the Corporation, or any of its consolidated subsidiaries, as such term is defined by the Securities and Exchange Commission.
  7. Directors must retire from the Board when they reach the age of 72, effective upon the expiration of their annual term at the next Annual Meeting of Shareholders.
  8. Directors generally will serve on no more than four other boards of public companies in addition to the Corporation's Board. Current positions in excess of this limit may be maintained unless the Board determines that doing so would impair the Director's service on the Corporation's Board. Prior to accepting any position on the board of directors of any non-profit or for-profit organization, the Director shall notify the Corporation's Secretary. The Corporation's Audit Committee members may not sit concurrently on the audit committees of more than two other public companies.
  9. The Board has not established term limits for Directors. The process described in paragraph 2 of this Section C can, like term limits, promote the inclusion on the Board of people with diverse perspectives. Moreover, term limits have the disadvantage of causing the Corporation to lose the contributions of Directors who have been able to develop over a period of time, increasing insight into the Corporation and its operations, thereby increasing their contributions to the Corporation.
  10. A Director shall offer, in writing, to resign if there is any significant change in his or her personal circumstances, including a significant change in his or her job responsibilities. The Chairman of the Nominating and Corporate Governance Committee may recommend, to the full Board, acceptance or rejection of such an offer after consultation with the Committee members and the Chairman of the Board.

#### **D. Annual Election of Directors**

1. Any nominee for Director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of Directors to be elected) who receives a greater number of votes “against” his or her election than votes “for” such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board. The resignation offer shall be made promptly and in writing, and shall be an irrevocable resignation offer pending acceptance or rejection as provided herein.
2. The Nominating and Corporate Governance Committee shall consider the resignation offer and make a recommendation to the Board. The independent members of the Board will act on the Nominating and Corporate Governance Committee’s recommendation within 90 days following certification of the shareholder vote.
3. In deciding the action to be taken with respect to any such resignation offer, the independent members of the Board shall limit their consideration to determining what is in the best interests of the Corporation and its shareholders. In this regard, the Board should consider all factors deemed relevant, including but not limited to:
  - (a) any stated reasons why shareholders voted against such Director;
  - (b) any alternatives for curing the underlying cause of the “against” votes;
  - (c) the Director’s tenure;
  - (d) the Director’s qualifications;
  - (e) the Director’s past and expected future contributions to the Corporation; and
  - (f) the overall composition of the Board, including whether accepting the resignation offer would cause the Corporation to be in violation of its constituent documents or fail to meet any applicable regulatory or contractual requirements.
4. The Board’s actions with respect to any resignation offer may include:
  - (a) accepting the resignation offer;
  - (b) deferring acceptance of the resignation offer until a replacement Director with the appropriate qualifications similar to those held by the subject Director (e.g., Audit Committee financial expertise) can be identified and elected to the Board;
  - (c) refusing to accept the Director resignation and, if appropriate, addressing any concerns that may have led to the “against” votes;
  - (d) resolving that the Director will not be re-nominated for election at the next Annual Meeting of Shareholders; or
  - (e) rejecting the resignation offer as not in the best interest of the Corporation.
5. An accepted resignation offer will become effective immediately upon acceptance or upon such other time as determined by the independent members of the Board consistent with these Guidelines.
6. Following the determination by the independent members of the Board, the Corporation shall promptly disclose publicly in a document furnished or filed with the Securities and Exchange Commission the decision of whether or not to accept the resignation offer.

The disclosure shall include the basis for the decision, including, if applicable, the reasons for rejecting the resignation offer.

7. A Director who offers to resign in accordance with this Section D shall not be present during the deliberations or voting by the Nominating and Corporate Governance Committee or the Board as to whether to recommend or accept his or her resignation offer or during the deliberations or voting with respect to any other Director who has also offered to resign in accordance with this Section D. However, if enough members of the Nominating and Corporate Governance Committee do not receive more “for” votes than “against” votes in the same uncontested election such that a quorum of the Nominating and Corporate Governance Committee cannot be attained, then the other independent Directors who received a greater number of “for” votes than “against” votes in that election will be asked to consider and decide whether to accept the resignation offers of the affected Directors. If only three or fewer independent Directors did not receive more “for” votes than “against” votes in the same uncontested election, then all independent Directors may participate in any discussions or actions with respect to accepting or turning down the resignation offers (except that no Director will vote to accept or turn down his or her own resignation offer). Any affected Director will be afforded the opportunity to provide any information or statement that he or she deems relevant.

#### ***E. Board Committees***

1. The Board shall at all times have a Nominating and Corporate Governance Committee, an Audit Committee and a Compensation Committee, each comprised solely of independent Directors.
2. The Board shall evaluate and determine the circumstances under which to form or disband new Committees, subject to applicable laws and regulations.
3. The Nominating and Corporate Governance Committee shall annually review succession plans for the members of the Board, the members of the Committees of the Board, the Chair of the Committees of the Board and the Presiding Director.

#### ***F. Director Compensation***

1. Non-employee Directors, Chairs of the Committees of the Board and the Presiding Director shall receive reasonable compensation for their services, as may be determined from time to time by the Board upon recommendation of the Nominating and Corporate Governance Committee.
2. Compensation for non-employee Directors, Chairs of the Committees of the Board and the Presiding Director shall be consistent with the market practices of other similarly situated companies but shall not be at a level or in a form that would call into question the Board’s objectivity.
3. The Nominating and Corporate Governance Committee of the Board shall annually review and report to the Board with respect to Director compensation and benefits.
4. Directors who are employees of the Corporation shall receive no additional pay, other than reimbursement of reasonable expenses incurred to attend Board and Committee meetings, for serving as Directors of the Corporation.
5. Directors who are members of the Audit Committee (other than the Chair of the Audit Committee) may receive no compensation from the Corporation other than the fees they receive for serving as Directors of the Corporation and Chairs of the Committees of the Board.

#### **G. Director Access to Senior Management and Independent Advisors**

1. The Board is expected to be highly interactive with senior management.
2. It is Board policy that executive officers and other members of senior management who report directly to the CEO be present at Board meetings at the invitation of the Board. The Board encourages such executive officers and senior management to make presentations, or to include in discussions at Board meetings managers and other employees who:
  - (a) can provide insight into the matters being discussed because of their functional expertise and/or personal involvement in such matters; and/or
  - (b) are individuals with high potential whom such executive officers and senior management believe the Directors should have the opportunity to meet and evaluate.
3. The Board and its Committees are authorized to consult with independent advisors at the expense of the Corporation, as is necessary and appropriate, without consulting management of the Corporation.

#### **H. Director Orientation and Continuing Education**

1. The Board shall implement and maintain an orientation program for newly elected Directors and shall periodically offer continuing education presentations to Board members.
2. Directors are required to continue educating themselves with respect to topics related to the Corporation's business, including international markets, accounting and finance, leadership, risk assessment, industry practices, general management, and strategic planning.

#### **I. Senior Management Succession and CEO Compensation**

1. The CEO shall provide an annual report to the Board assessing senior managers and their potential to succeed him or her, and such report shall be developed in consultation with the Chairman of the Nominating and Corporate Committee and include plans in the event of an emergency or retirement of the CEO.
2. The Board has the primary responsibility for plans for succession to the position of CEO.
3. The Nominating and Corporate Governance Committee oversees preparation of and recommends to the Board succession plans for the CEO and other executive officer positions, including plans in the event of an emergency or unexpected resignation or retirement of the CEO. The Nominating and Corporate Governance Committee undertakes such follow-up steps with respect to succession planning as may be delegated by the Board from time to time.
4. The Compensation Committee is responsible for reviewing and approving annual and long-term individual and corporate performance goals and other objectives relevant to the CEO's compensation and for evaluating and discussing with the independent members of the Board the CEO's performance, as well as the Corporation's performance, in light of such goals and objectives.
5. The independent members of the Board set the CEO's compensation level based on the evaluation and recommendation of the Compensation Committee.

**J. Stock Ownership Requirements**

1. Directors and executive officers are expected to own a meaningful number of shares of stock in the Corporation to more closely align their economic interests with those of other shareholders. Specific stock ownership guidelines are established by the Nominating and Corporate Governance Committee for Directors and by the Compensation Committee for executive officers.
2. Executive officers are prohibited from using any strategies or products (such as derivative securities or short-selling techniques) to hedge against the potential changes in the value of the Corporation's common stock.

**K. Annual Performance Evaluation of the Board**

1. The Board and each of its Committees will conduct a self-evaluation at least annually in accordance with New York Stock Exchange requirements.
2. The Board will also review the Nominating and Corporate Governance Committee's periodic recommendations concerning the performance and effectiveness of the Board, each of its Committees and the Presiding Director.