

## **PEPSICO, INC.**

### **PUBLIC POLICY AND SUSTAINABILITY COMMITTEE CHARTER**

(Effective February 2, 2017)

#### **Committee Membership and Qualifications**

The Public Policy and Sustainability 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. All members shall meet the New York Stock Exchange definition of independence for directors, as determined by the Board.

#### **Committee Purpose**

The purpose of the Committee is to assist the Board in its oversight of the Corporation's policies, programs and related risks that concern key public policy and sustainability matters, including public issues of significance to the Corporation and its stakeholders that may affect the Corporation's business, strategy, operations, performance or reputation.

#### **Committee Responsibilities**

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

1. Review and monitor key public policy trends, issues, regulatory matters and other concerns that may affect the Corporation's business, strategies, operations, performance or reputation, and its engagement in the public policy process.
2. Oversee the Corporation's Political Contributions Policy and, at least annually, review the Corporation's political activities and expenditures.
3. Review and discuss the Corporation's sustainability initiatives and engagement.
4. Assist in the Board's oversight of risks relating to matters overseen by the Committee.
5. Annually assess and report to the Board on the performance of the Committee.
6. Review this Charter on an annual basis, update it as appropriate and submit it for the approval of the Board when updated.
7. 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 members of the Committee shall meet periodically in executive session at the discretion of the Chairperson of the Committee.

3. 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.
4. A majority of the total number of Committee members shall constitute a quorum of the Committee.
5. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.
6. The Committee may seek the assistance and counsel of outside advisors at the Corporation's expense, as the Committee determines is necessary and appropriate.
7. Minutes shall be kept of each meeting of the Committee, and the Committee shall regularly provide reports of its actions to the Board.