

PEPSICO, INC.
COMPENSATION COMMITTEE CHARTER
(As amended, effective February 5, 2010)

Committee Member Qualifications

The Compensation Committee (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 who also are outside directors for purposes of Section 162(m) of the Internal Revenue Code ("Section 162(m)") and non-employee directors for purposes of Section 16 of the Securities Exchange Act of 1934 ("Section 16").
2. Each member of the Committee shall also satisfy, in the judgment of the Board, the applicable independence requirements.
3. Each member shall be free of any relationship that, in the judgment of the Board from time to time, would interfere with the exercise of his or her independent judgment.

Committee Purpose

The purpose of the Compensation Committee is to:

1. Oversee the policies of the Corporation relating to compensation of the Corporation's executives and make recommendations to the Board with respect to such policies.
2. Produce a report on executive compensation for inclusion in the Corporation's proxy statement, in accordance with applicable rules and regulations.
3. Oversee the development and implementation of succession plans for the Corporation's Chief Executive Officer ("CEO") and other key executives.

Committee Responsibilities

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

1. Ensure that the Corporation's executive compensation programs are designed to enable it to recruit, retain and motivate a large group of talented and diverse domestic and international executives.
2. Ensure that the Corporation's executive compensation programs are appropriately competitive, support organization objectives and shareholder interests, and ensure a pay for performance linkage.
3. Periodically review and approve a group of companies for executive compensation competitive comparisons, approve target pay and performance objectives against this group (and broader industry references), and monitor the Corporation's executive compensation levels and its performance relative to this group.
4. Develop and recommend to the Board for its consideration any cash incentive compensation plans and equity-based plans, subject to any approvals required by the shareholders of the Corporation, and administer such plans with such authority and powers as are set forth in the respective plans' instruments, including granting equity awards, establishing performance metrics and determining payouts.
5. Oversee the design of all employee benefit plans and programs of the Corporation, its subsidiaries and divisions, including the authority to adopt, amend and terminate such plans and programs (unless approval by the Board or shareholders of the Corporation is required by law), except that the Audit Committee has been assigned the responsibility to appoint and oversee the investment and administrative fiduciaries for such employee benefits plans and programs.
6. Review and approve annual corporate performance goals and other objectives relevant to the CEO's compensation; evaluate the CEO's performance in light of those goals and objectives; and recommend, for approval by the independent members of the Board, the CEO's compensation level based on this evaluation.

7. Meet annually with the CEO to discuss corporate goals and performance results.
8. Evaluate and approve the individual elements of total compensation on an annual basis, including special benefit and perquisite practices, and the hiring and termination terms for the executive officers (within the meaning of Section 16) and other key executives deemed to be under the Committee's purview.
9. Periodically review the Corporation's compensation policies and practices for employees to assess whether the risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Corporation.
10. Develop, approve and oversee the Corporation's stock ownership guidelines for the Corporation's executives.
11. Oversee preparation of succession plan presentations to the Board, including plans in the event of an emergency or retirement of the CEO. The Committee Chairman works with the CEO in preparation of the succession plan presentations. The Committee undertakes such follow-up steps with respect to succession planning as may be delegated by the Board from time to time.
12. Review and discuss with management the Compensation Discussion and Analysis, and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the Corporation's proxy statement.
13. Annually assess and report to the Board on the performance and effectiveness of the Committee.
14. Review this Charter on an annual basis, update it as appropriate, and submit it for the approval of the Board when updated.
15. 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 two (2) 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 Committee may delegate any of its duties to subcommittees comprised of Committee members or officers of the Corporation as the Committee may deem appropriate in its sole discretion.
5. 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.
6. A majority of the total number of members shall constitute a quorum of the Committee.
7. A majority of the members of the Committee shall be empowered to act on behalf of the Committee.
8. The Committee may seek the assistance and counsel of legal, compensation or other external advisors, and shall have sole authority to retain and terminate such advisors and to approve such advisors' fees and other retention terms 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.