



## Audit Committee Charter

(As amended and restated on May 19, 2010)

### Purpose

The Audit Committee (the "Committee") is established by the Board of Directors of Dr Pepper Snapple Group, Inc. and its subsidiaries (the "Company") primarily for the purpose of overseeing the accounting and financial reporting processes of the Company, and audits of the financial statements of the Company.

The Committee is responsible for (A) assisting the Board's oversight of (1) the quality and integrity of the Company's financial statements and related disclosure, (2) the Company's compliance with all legal and regulatory requirements, (3) the independent registered public accountant's performance, qualifications and independence, and (4) the performance of the Company's internal audit function, and (B) reviewing and approving an audit committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or, if the Company does not file a proxy statement, in the Company's Annual Report on Form 10-K filed with the SEC.

While the Committee has the responsibilities and powers set forth in this Charter, the responsibility of the Committee is oversight. It is not the responsibility of the Committee to prepare the Company's financial statements, to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") and other applicable accounting principles and applicable rules and regulations. It is the responsibility of the Company's management to prepare consolidated financial statements in accordance with GAAP and applicable law and regulations and of the Company's independent registered public accountant to audit those financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Committee by such persons or organizations.

### Composition

1. **Members.** The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Corporate Governance and Nominating Committee.
2. **Qualifications.** All Committee members must be financially literate, as such qualification is determined by the Board in its judgment, and at least one member of the Committee shall be an "audit committee financial expert." The Board shall make a good faith determination that each member of the Committee meets all applicable independence, financial literacy and other requirements of law, the SEC, the New York Stock Exchange ("NYSE") and as set forth in the Company's Corporate Governance Guidelines. The Board shall also designate one member of the Committee as an "audit committee financial expert" as defined by the SEC. The Committee members shall not simultaneously serve on the audit committees of more than two other public companies.
3. **Chair.** The Chair of the Committee shall be appointed by the Board, upon the recommendation of the Corporate Governance and Nominating Committee.
4. **Removal and Replacement.** The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Corporate Governance and Nominating Committee.

### Operations

1. **Meetings.** Committee meetings are generally held pursuant to a pre-determined schedule, with additional meetings scheduled as necessary. The length of Committee meetings, and the time devoted to each item on a meeting agenda, depends upon the number and the nature of the items to be discussed at the meeting. In general, directors who are not Committee members may attend meetings of the Committee, except when the Chair of the Committee determines otherwise. The Committee shall meet separately, periodically (but at least annually), with management, the chief accounting officer or controller, the internal auditors and the independent registered public accountant. The Committee shall meet separately with the General Counsel of the Company when the Committee meets to approve the Company's Annual Report on Form 10-K. In addition, the Committee may, if it deems necessary or appropriate, meet separately with the independent registered public accountant at any meeting of the Committee at which the independent registered public accountant is present. Minutes of the

meetings of the Committee shall be maintained.

2. Quorum. A majority of the total number of members constitutes a quorum of the Committee. A majority of the members of the Committee in attendance at a meeting, where a quorum is present, is empowered to act on behalf of the Committee, except as may be provided otherwise in this Charter. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee composed of one or more members. Minutes will be kept of each meeting of the Committee.

3. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee and the Board and senior management. Each member of the Board and members of senior management are free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

4. Report to Board. The Committee shall report regularly to the entire Board and shall submit to the Board the minutes of its meetings.

5. Action in lieu of a Meeting; Telephonic Participation. Unless otherwise required by law or as provided by the By-Laws or the Certificate of Incorporation of the Company: (i) any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of the members of the Committee consent thereto (a) in writing or (b) by electronic transmission and such writings or transmissions are filed with the minutes, of the Committee; and (ii) members of the Committee may participate in a meeting by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence at such a meeting. The Chair of the Committee shall determine whether participation in the meeting by teleconference or videoconference will be permitted.

6. Self Evaluation. The Committee shall prepare and review with the Board an annual performance evaluation of the Committee. The evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate, with the oversight and assistance of the Corporate Governance and Nominating Committee.

7. Assessment of Charter. The Committee shall review this Charter annually and recommend to the Board any improvements to this Charter that the Committee deems necessary or desirable.

### **Authority and Duties**

In furtherance of the Committee's purpose, and in addition to any other responsibilities which may be properly assigned by the Board from time to time hereunder, the Committee shall have the following authorities and duties:

#### **Independent Registered Public Accountant's Performance, Qualifications and Independence**

1. Sole authority for the appointment, retention, compensation, evaluation, oversight and termination of the work of the independent registered public accountant of the Company (including resolution of disagreements between management and the independent registered public accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent registered public accountant shall report directly to the Committee.

2. Sole authority to pre-approve all auditing services, internal control-related audit services and permitted non-audit services to be provided by the independent registered public accountant. The Committee may delegate to the Chair of the Committee the authority to pre-approve certain auditing services and non-audit services, provided that the Chair shall present such approvals at the next regularly scheduled Committee meeting.

3. Review with the lead audit partner whether any of the audit team members receive any discretionary compensation from the audit firm with respect to non-audit services performed by the independent registered public accountant.

4. Obtain and review with the lead audit partner and a more senior representative of the independent registered public accountant, annually or more frequently as the Committee considers appropriate, a report by the independent registered public accountant describing: the independent registered public accountant's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accountant, or by any inquiry, review or investigation by governmental, professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the independent registered public accountant, and any steps taken to deal with these issues; and (to assess the independent registered public accountant's independence) all relationships between the independent registered public accountant and the Company. The Committee shall, in addition to assuring the regular rotation of the lead (or coordinating) audit partner and the audit partner responsible for reviewing the audit, consider whether there should be regular rotation of the audit firm.

5. Determine the compensation payable to the independent registered public accountant for the purpose of rendering or issuing an audit report or performing another audit, review or attest services for the Company, and to any advisors employed by the Committee.
6. Review the experience, qualifications and performance of the senior members of the independent registered public accountant team.
7. Pre-approve the hiring of any employee or former employee of the independent registered public accountant, who has previously participated in any capacity in the audit of the Company.
8. Regularly report its conclusions with respect to the independent registered public accountant to the Board.

#### Financial Statements and Related Disclosure

1. Review the annual audited financial statements and quarterly financial statements with management and the independent registered public accountant, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," before the filing of the Company's reports on Form 10-K and Form 10-Q.
2. Review with management, the internal auditor and the independent registered public accountant the quality, adequacy and effectiveness of the Company's internal controls and any significant deficiencies or material weaknesses in internal controls.
3. Review disclosures made by the Company's Chief Executive Officer and Chief Financial Officer ("CFO") during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls.
4. Review the Company's policies and process with respect to risk assessment and risk management, including the identification of potential fraud risk, fraud protection and fraud detection methods.
5. Review with management and the independent registered public accountants comment letters and other correspondence from the SEC or the NYSE or any other regulatory authority regarding material issues relating to the Company's financial statements and responses of the Company to such comment letters and other correspondence.
6. Review with management earnings press releases before they are issued.
7. Review with management the nature of the financial information and earnings guidance provided to analysts and rating agencies.
8. Review with the independent registered public accountant: (a) all critical accounting policies and practices to be used by the Company in preparing its financial statements, (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent registered public accountant, and (c) other material communications between the independent registered public accountant and management, such as any management letter or schedule of unadjusted differences. In addition, the Committee shall review with the independent registered public accountant any audit problems or difficulties and management's response, and any significant disagreements with management.
9. Review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures.
10. Review with management and any outside professionals as the Committee considers appropriate, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.
11. Review with management and the independent registered public accountant the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
12. Review with the independent registered public accountant the matters required to be discussed by Statement on AU Section 380 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work and any restrictions on the scope of disagreements with management.
13. Review and approve the report required by the SEC to be included in the Company's annual proxy statement.

#### Performance of the Internal Audit Function

1. Supervise directly the internal audit department in the conduct of its operational responsibilities, while ensuring the department reports administratively to the CFO or to a senior financial person designated by the CFO. Management shall obtain the Committee's approval prior to the appointment, replacement, reassignment or dismissal of the principal internal auditor.
2. Review with management, the internal auditor and the independent registered public accountant the scope, planning and staffing of the proposed internal audits for the current year or such other period as the Committee shall determine. The Committee shall also review the internal audit function's organization, responsibilities, plans, results, budget and staffing.
3. Review the regular internal reports to management prepared by the internal auditor and management's response thereto.

#### Compliance with Legal and Regulatory Requirements

1. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.
2. Review with management and any internal or external counsel as the Committee considers appropriate, any legal matters (including the status of pending litigation) that may have a material impact on the Company and any material reports or inquiries from regulatory or governmental agencies.
3. Review with the Company's General Counsel the adequacy and effectiveness of the Company's procedures to ensure compliance with its legal and regulatory responsibilities. The Committee shall also review the compliance function's organization, responsibilities and plans.
4. Obtain from the independent registered public accountant assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.
5. Discuss with management and the independent registered public accountant any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
6. Consider issues involving related person transactions and approve such transactions in accordance with the Company's Related Person Transaction Policy.
7. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or potential violations of law and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or potential violations of law.
8. Obtain reports from management, the internal auditor and the independent registered public accountant regarding compliance with all applicable legal and regulatory requirements, including but not limited to the Foreign Corrupt Practices Act.
9. Establish, review and update periodically a Code of Business Conduct and Ethics (the "Code") and ensure management has a system to enforce this Code. The Committee shall review the Company's compliance with the Code.
10. Ensure that management has an appropriate review system in place to guarantee that the Company's financial statements, reports and other financial information disseminated outside the Company meet appropriate legal requirements.
11. Review the Company's compliance and securities trading policies to ensure that such policies meet the requirements of the SEC and the NYSE.
12. Review with management the Company's policies and procedures regarding its tax strategy, insurance programs, equity and debt strategies (consistent with the authority granted by the Board), financial derivative products and hedging.
13. Conduct or authorize investigations into any matters within its scope of responsibilities.
14. Have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of counsel or other advisors, experts or consultants, as it deems appropriate, in its sole discretion, without seeking approval of the Board or management. The Company shall pay all fees and expenses for any such advisors retained by the Committee. With respect to consultants or search firms used to identify director candidates, the authority to retain, terminate and approve the fees and other retention terms of such firms shall

be vested solely in the Committee.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function.

The Committee shall have the power to form subcommittees consisting of one or more employees of the Company, and delegate the committee's power, authority and rights (with authority to re-delegate) as it deems appropriate, to the extent not otherwise inconsistent with its obligations and responsibilities and applicable law. Any such subcommittee shall periodically report its activities to the full Committee. Additionally, the Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.