



Compensation Committee Charter

(As amended and restated on May 19, 2010)

Purpose

The Compensation Committee (the "Committee") is established by the Board of Directors (the "Board") of Dr Pepper Snapple Group, Inc. and its subsidiaries (the "Company") primarily for the purposes of (i) setting the compensation of the Company's Chief Executive Officer ("CEO"), after consideration of the Board's evaluation of the performance of the CEO; (ii) determining the compensation levels of the Company's other executive officers, after consultation with the CEO; (iii) approving and administering the Company's executive compensation program; (iv) administering the Company's employee benefit plans, including equity-based and incentive compensation plans; (v) reviewing and discussing with management the Company's Compensation Discussion and Analysis for inclusion in the Company's proxy statement or annual report, in accordance with applicable regulations; (vi) assisting the Company in connection with management succession planning; and (vii) supporting the Board in carrying out its overall responsibilities relating to executive compensation.

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.** Each member of the Committee shall satisfy all applicable independence and other requirements of law, the Securities and Exchange Commission ("SEC"), the New York Stock Exchange and as set forth in the Company's Corporate Governance Guidelines. It is intended that (i) each member of the Committee will satisfy the "Non-Employee Director" definition contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended and (ii) Committee members must also satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended, (the "Code").
3. **Chair.** The Chair of the Committee shall be appointed by the Board, upon 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 periodically meet in executive session without management. Minutes will be kept for each meeting of the Committee.
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 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.
3. **Agenda.** The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. Each member of the Board and members of 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 provided 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 this 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:

1. Review and approve, at least annually, corporate goals and objectives relevant to compensation of the CEO, and, taking into account the Board's evaluation of the overall performance of the CEO and the Committee's evaluation of the achievement of the goals and objectives, set the CEO's compensation level based on that evaluation. In determining the long-term incentive compensation component of the Company's CEO compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's CEO in the past.

2. Review and oversee the process regarding succession planning of the CEO and senior management. In doing so, the Committee shall review the process for identifying key managers in the Company and periodically present a senior management evaluation and succession plan to the Board. The Committee shall review the Company's succession plan for the CEO and periodically review such plan with the Board, including plans regarding succession in the event of an emergency or retirement of the CEO.

3. Review, approve and administer the Company's executive compensation program, including, after consultation with the CEO, awards of any base salaries and the grants of incentive compensation and equity-based compensation. In doing so, the Committee shall review and approve corporate and individual performance goals and objectives relevant to the compensation provided to the executive officers and any other factors that the Committee deems appropriate in the best interests of the Company, and shall evaluate the performance of the executive officers in light of such goals and objectives.

4. Recommend to the Board the form and amount of compensation to be paid to independent directors. The Committee will conduct an annual review of Board compensation, which will include information obtained from one or more third-party reports or surveys in order to compare the Company's Board compensation practices with those of other public companies in the Company's peer group or of comparable size.

5. Review and recommend for Board approval (or approve, where applicable) the adoption, termination and material amendment of any significant employee benefit plan of the Company, including incentive-compensation plans and equity-based plans.

6. Oversee employee benefit plans of the Company, to the extent provided in those plans, or otherwise delegate such responsibility to any subcommittee formed pursuant to the authority granted herein.

7. Review and approve grants and awards under the Company's equity incentive based plans and the terms of, and awards under, incentive compensation plans that the Company establishes for, or makes available to, the Company's officers and other employees.

8. Oversee regulatory compliance, in consultation with management, with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.

9. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required by the SEC rules

and regulations. The Committee shall recommend to the Board whether the CD&A should be included in the Company's proxy statement, annual report or other applicable SEC filings. The Committee shall review and approve a Compensation Committee Report for inclusion in the Company's applicable filings with the SEC. The report will state whether the Committee reviewed and discussed with management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's proxy statement, annual report or other applicable SEC filings.

10. Approve any employment agreements, severance agreements, change of control agreements or similar agreements that are entered into between the Company and its executive officers.

11. Form subcommittees consisting of one or more employees of the Company, and delegate the committee's power, authority and rights (with authority to redelegate) with respect to the employee benefit plans, including but not limited to committees formed for the administration and investment of pension and other benefit plans, as it deems appropriate, to the extent not otherwise inconsistent with its obligations and responsibilities and applicable law (including, without limitation, Section 162(m) of the Code). Any such subcommittee shall periodically report its activities to the full Committee.

12. Perform such other activities consistent with this charter, as the Committee or the Board may deem necessary or appropriate.

13. 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 compensation 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, experts or consultants 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 delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.