

KEURIG GREEN MOUNTAIN, INC.

AUDIT AND FINANCE COMMITTEE CHARTER

(Effective as of November 13, 2014)

I. PURPOSE

The Audit and Finance Committee (the "Committee") is a standing committee of, and appointed by, the Board of Directors (the "Board"). The purpose of the Committee is to assist the Board in fulfilling its oversight responsibility relating to: (i) the integrity of Keurig Green Mountain, Inc.'s and its subsidiaries' (the "Company's") financial statements and other financial information of the Company, the financial reporting process and the systems of internal accounting and financial controls; (ii) the performance of the Company's internal audit function; (iii) the appointment, engagement, independence and performance of the Company's registered public accounting firm engaged to audit and review the Company's financial statements (the "Auditors") and the evaluation of the Auditors qualifications and independence; (iv) the Company's compliance with its disclosure controls and procedures; and (v) the evaluation of enterprise risk issues. In so doing, it is the responsibility of the Committee to maintain free and open communication between the Committee, the Auditors, the internal audit function and management of the Company and to resolve any disagreements between management and the Auditors regarding financial reporting. Consistent with this responsibility, the Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels.

The Company's management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The Auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements. Consistent with its oversight role, the Committee is responsible for reviewing and understanding the Company's financial statements and for seeking an understanding of the Company's critical accounting policies and their application, including the key assumptions underlying the estimates and judgments on which the Company's financial statements are based. The Auditors report directly to the Committee and are ultimately accountable to the Committee and the Board for their audits and reviews of the Company's financial statements.

The Committee is also responsible for the preparation of the audit committee report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

II. COMPOSITION

This charter governs the operations of the Committee. The Committee shall be comprised of three or more directors as determined by the Board, upon recommendation by the Governance and Nominating Committee, each of whom shall be independent directors as defined by the NASDAQ Marketplace Rules and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Act"). Furthermore, no director shall be appointed to serve on the Audit Committee if they have participated in the preparation of the financial statements of the Company at any time during the past three years. All members of the Committee shall have a working familiarity with basic finance and accounting practices and be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Committee shall be an "audit committee financial expert" as that term is defined by the SEC.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in any case, not less frequently than quarterly. As part of its job to foster open communication, the Committee should meet periodically with management, the head of the internal auditing function and representatives from the Auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee should meet with the Auditors and management quarterly to review the Company's financials consistent with the responsibilities and duties of the Committee set forth herein. The Committee shall commit the time at each meeting to meet in Executive Session.

Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting (provided that

participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice). Any action of the Committee shall be taken by the affirmative vote of a majority of the members and may be taken without a meeting if all members of the Committee consent in writing. The Committee may delegate its authority to a subcommittee or to such other person that the Committee determines is appropriate and is permitted by law. The Committee may establish such other procedures to govern its operation as it determines are appropriate.

IV. RESPONSIBILITIES AND DUTIES

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee shall have the following duties and responsibilities:

1. *Review of Annual SEC Filings.* The Committee shall meet to review and discuss with management and the Auditors the financial information to be included in the Company's Annual Report on SEC Form 10-K, including management's discussion and analysis, and (i) the Auditors' judgment about the quality, not just the acceptability, of the accounting principles used in the preparation of the financial statements, (ii) any changes in the accounting policies or principles applied by the Company, (iii) the reasonableness of significant judgments, (iv) the clarity of the disclosures in the financial statements, (v) any material correcting adjustments that have been identified by the Auditors, and any material unadjusted differences, (vi) any major issues as to the adequacy of the Company's internal controls, and (vii) any special steps taken in light of material control deficiencies. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the Auditors under generally accepted auditing standards, applicable law or listing standards, including matters required to be discussed by Statement on Auditing Standards No.61, as modified or superseded (see Codification of Statements on Auditing Standards, AU 380, as adopted by the Public Company Accounting Oversight Board in Rule 3200T). The Committee may discuss with the national office of the Auditors issues on which it was consulted by the Company's audit team and matters of audit quality and consistency. Based on such review and discussion, the Committee shall make a determination whether to recommend to the Board of Directors that the audited financial statements should be included in the Company's Annual Report to Stockholders.

2. *Review of Quarterly SEC Filings and Related Communications.* The Committee shall meet to review and discuss with management and the Auditors the quarterly financial information to be included in the Company's quarterly reports on Form 10-Q, including the disclosures under management's discussion and analysis. The Auditors shall report to the Committee on all critical accounting policies and practices used and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of using such alternative treatments, and the treatment preferred by the Auditors. The Auditors shall also discuss any other matters required to be communicated to the Committee by the Auditors under generally accepted auditing standards, applicable law or listing standards. The Committee shall also discuss the Company's earnings releases and the types of financial information and earnings guidance periodically presented to analysts and rating agencies. The Committee shall also discuss the results of the Auditors' review of the Company's quarterly financial information conducted in accordance with Statement of Auditing Standards No.100.
3. *Review of Disclosure Controls and Procedures.* The Committee shall review with the Chief Executive Officer and the Chief Financial Officer, and other Company officers, the Company's disclosure controls and procedures and shall review periodically, but not less frequently than quarterly, management's conclusions about the efficacy of such disclosure controls and procedures, including any deficiencies in, or material non-compliance with, such controls and procedures.
4. *Engagement/Oversight of Independent Auditors.* The Committee shall be solely responsible for the appointment of the Auditors and, where appropriate, for their termination and replacement (subject to shareholder ratification). The Committee shall also be responsible for the oversight of the work performed by the Auditors, and for resolution of any disagreements between management and the auditor regarding financial reporting. The Auditors shall report directly to the Committee. The Committee shall pre-approve all audit services and permitted non-audit services to be performed for the Company by its Auditors. The Committee shall obtain at least annually a formal written report from the independent auditor that describes (i) the independent auditors' internal quality-control procedures; (ii) any material issues raised pursuant to the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review, of the independent auditors or by any other inquiry, or investigation of any governmental or professional authority, and (iii) any steps taken by the independent auditor to address any findings in the forgoing reviews. The

- Committee shall also be solely responsible for approving the compensation to be paid to the Auditors for their services. The Committee may delegate authority to one or more members of the Committee to pre-approve audit and permitted non-audit services (including pre-approval of fees), provided that the approvals granted by such persons are disclosed to the full Committee at its next scheduled meeting. The Auditors shall not be engaged to perform any non-audit services proscribed by law or SEC regulation.
5. *Independence/Performance of Independent Auditors.* The Committee shall receive a report from the Auditors at least annually regarding their independence. The Committee shall discuss such report with the Auditors and take such action as it may deem necessary to satisfy itself that the Auditors are independent. The Committee shall also evaluate the performance of the Auditors annually. In doing so, the Committee shall consult with management and shall obtain and review a report from the Auditors describing: (a) all relationships between the Auditors and the Company, (b) their internal quality control procedures, and (c) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years in respect of one or more independent audits conducted by the firm, and any steps taken to deal with such issues.
 6. *Performance of Internal Auditors.* The Committee shall annually review the experience and qualifications of senior management personnel involved in the Company's internal audit activity, as well as the internal audit function's annual plan and scope of work.
 7. *Audits by Internal and Independent Auditors.* The Committee shall discuss with the internal audit function and the Auditors the overall scope and plans for their respective audits, including the adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audits. In this connection, the Committee shall discuss with management, the internal audit function and the Auditors the Company's major risk exposures (whether financial, operating or otherwise), the adequacy and effectiveness of the Company's accounting, financial, and disclosure controls, and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. The Committee shall review with management and the Auditors management's annual internal control report, and the attestation of such report by the Auditors. Management and the internal audit function shall report promptly to the Committee regarding any significant deficiencies in the design or operation of the Company's internal controls, material weaknesses in

- internal controls and any fraud (regardless of materiality) involving persons having a significant role in the internal controls, as well as any significant changes in internal controls implemented by management during the most recent reporting period of the Company.
8. *Review of Certain Matters with Management, Internal Auditors and Independent Auditors.* The Committee shall meet separately, periodically, with management, the internal audit function and the Auditors, and will review periodically the effect of new or proposed regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements and other public disclosures.
 9. *Consultation with Independent Auditors.* The Committee shall regularly review with the Auditors (a) any problems or difficulties the auditors may have encountered in connection with the annual audit or otherwise, and (b) any management or internal control letter issued or proposed to be issued by the auditors to the Company, and the Company's response to that letter. Such review shall also include a description of the difficulties encountered, including any restrictions on the scope of the Auditor's activities or access to requested information, any significant disagreements with management regarding generally accepted accounting principles and other matters, any material adjustments to the financial statements recommended by the Auditors, any accounting adjustments that were proposed by the auditor but "passed," regardless of materiality, and any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement.
 10. *Oversight of Enterprise Risk Management.* The Committee shall take the lead in overseeing the Company's enterprise risk management process and shall report periodically to the Board on briefings by management and advisors, as well as its own analysis and conclusions, regarding the adequacy of the process. It is recognized that the primary responsibility for (a) assessing the relationship between the Company's compensation policies and practices and risk shall reside with the Compensation Committee, and (b) overseeing risks related to corporate governance and Board composition shall reside with the Nominating/Corporate Governance Committee.
 11. *Preparation of Disclosure for Proxy Statement.* The Committee shall prepare the disclosure required to be included in the Company's annual proxy statement, all in accordance with applicable rules and regulations.

12. *Policies for Employment of Former Audit Staff.* The Committee shall approve guidelines for the Company's hiring of former employees of the Auditors, which shall meet the requirements of applicable law and listing standards.
13. *"Whistleblowing" Procedures.* The Committee shall review and monitor the procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Concerns regarding accounting, internal accounting controls, or auditing matters may be sent to the Audit Committee via the Corporate Secretary at Keurig Green Mountain, Inc., 33 Coffee Lane, Waterbury, Vermont, 05676.
14. *Related Party Transactions.* The Committee shall review and approve or ratify any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Related Party Transaction Policy.
15. *Access to Records, Consultants and Others.* The Committee shall have full authority (a) to investigate any matter brought to its attention with full access to all books, records, facilities and employees of the Company; (b) to retain outside legal, accounting or other consultants to advise the Committee; (c) to request any officer or employee of the Company, the Company's outside counsel, internal auditor, internal audit function or Auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
16. *Review of Legal and Regulatory Compliance.* The Committee shall periodically review with management and the Auditors any correspondence with, or action by, regulators or government agencies and any employee complaints or published reports that raise concerns regarding the Company's financial statements, accounting or auditing matters, or compliance with the Company's Code of Ethics, Insider Trading and Information Security Policies.
17. *Capital Structure.* Review at least annually the capital structure of the Company.
18. *Reporting to the Board.* The Committee shall make regular reports to the Board, including the results of the annual self-evaluation.
19. *Self-Evaluation.* The Committee shall be responsible for evaluating its performance no less frequently than annually.

20. *Charter.* Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Governance and Nominating Committee for approval.
21. *Delegation.* The Committee may delegate any of its responsibilities to one or more members of the Committee unless delegation is prohibited by any law, rule, regulation or listing standard.
22. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

V. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and the Company will provide appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for the payment of: (1) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation to any advisers employed by the Committee pursuant to this Charter; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.