

KEURIG GREEN MOUNTAIN, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Effective as of November 13, 2014)

I. PURPOSE

The Governance and Nominating Committee (the "Committee") is a standing committee of, and appointed by, the Board of Directors (the "Board"). The purpose of the Committee of Keurig Green Mountain, Inc. and its subsidiaries (the "Company") is to assist the Board by (i) developing and implementing corporate governance guidelines, (ii) by identifying and recommending qualified individuals to serve as members of the Board, (iii) by evaluating and recommending the size and composition of the Board and its committees, and (iv) by monitoring a process to assess the effectiveness of the Board and its committees.

II. COMPOSITION

This charter governs the structure and operation of the Committee. The Committee shall consist of three or more directors as determined by the Board, based upon a recommendation by Committee, each of whom shall be independent directors as defined by the NASDAQ Marketplace Rules.

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, at least two times a fiscal year.

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, including meeting in executive session.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the following duties and responsibilities:

1. *Corporate Governance & Compliance.* Develop a set of corporate governance guidelines and related compliance or other policies for the approval of the Board and, upon approval, implement, review, and periodically recommend to the Board for approval such revisions to the corporate governance guidelines and related policies as the Committee may deem necessary or advisable.
2. *Identify Nominees.* Identify, recruit and nominate candidates for appointment or election to the Board.
3. *Nominee Criteria.* Establish criteria for the selection of nominees for election to the Board. The Committee's goal is to assemble a Board that brings to the Company a variety of perspectives and skills derived from business, non-business and professional experience. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate from time-to-time. These factors will include, at a minimum:
 - the needs of the Company and the Board taking into account the particular talents, competencies and experience of its incumbent directors;
 - diversity, in its fullest sense;
 - appreciation of the relationship of the Company's business to the changing needs of society;
 - appropriate non-business experiences so as to provide a well-rounded perspective; and
 - the desire to balance the considerable benefit of continuity with the periodic injection of a fresh perspective provided by new members.
4. *Board Composition.* Review and make recommendations to the Board about its size and composition.

5. *Committee Composition & Operations.* Review, evaluate and make recommendations to the Board about its committee structure and operations, and about its committee membership and qualifications;
6. *Charters.* Review and assess the Committee's Charter at least once each year and approve such changes as the Committee may deem appropriate. Review and approve the other Charters of the other committees to ensure that the charters reflect a commitment to effective governance, that committee activities are described fairly and accurately, and that there is no duplication of authorities and responsibilities among committees.
7. *Board Self-Evaluation Process.* Develop an annual self-evaluation process for the Board and its committees and, upon approval of the Board, implement the process and assume oversight responsibility, and review the process annually and make recommendations to the Board for improvement;
8. *Report to the Board.* Report to the Board on a regular basis on the activities of the Committee, including the results of the annual self-evaluation of the Committee and the Board.
9. *Self-Evaluation.* Evaluate the performance of the Committee on an annual basis.
10. *Continuing Education.* Evaluate the need and, if necessary create a plan for the continuing education of directors as specifically related to service on the Board and Board committees.
11. *Other Delegated Responsibilities.* Carry out such other duties as may be delegated to it by the Board of Directors from time to time.

V. RESOURCES AND AUTHORITY

The Committee shall have the authority to select, retain (which includes the authority to determine the terms, conditions and fees related to such retention), terminate and approve the fees for, at the expense of the Company, such advisors as it shall consider appropriate to carry out its duties and responsibilities. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.