Keurig Green Mountain, Inc.

Compensation and Organizational Development Committee Charter

(Effective as of November 13, 2014)

I. PURPOSE

The Compensation and Organizational Development Committee (the “Committee”) is a standing committee of, and appointed by, the Board of Directors (the “Board”). The Board has delegated to the Committee its responsibilities with respect to the compensation of the Chief Executive Officer (the “CEO”) and other executive officers of Keurig Green Mountain, Inc. and its subsidiaries (the “Company”). The Committee is responsible for (i) the establishment, implementation and periodic review and evaluation of an executive compensation program for such executive officers (the “executive compensation program”), which is designed to be competitive with similar programs adopted by comparable companies; (ii) reviewing and evaluating the amount, nature and structure of the compensation paid to non-employee members of the Board for their service as members and for recommending such changes as it may deem appropriate to the Board; and (iii) overseeing talent management and succession planning.

II. COMPOSITION

This Charter governs the operations of the Committee. The Committee shall consist of at least three or more directors as determined by the Board, based upon a recommendation by the Governance and Nominating Committee, each of whom shall be independent as defined by the NASDAQ Marketplace Rules and qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code and a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. Additionally, the Board will consider whether the affiliations, if any, of the Committee members with the Company, its subsidiaries or affiliates of its subsidiaries would impair such person’s judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board or at such other times as the Board may deem appropriate. Unless a Chair of the Committee is appointed by the 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 three times each 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. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. *Executive Compensation Program.* Review and approve the Company's executive compensation program to determine whether the overall program remains competitive and serves its intended purposes.

2. *Executive Compensation Trends.* Review and approve trends in executive compensation, oversee the development of new compensation plans (including annual, multi-year cash and equity-based incentive programs) and revisions to existing plans.

3. *Annual CEO Compensation.* Review with the assistance of the Chairman and all other independent members of the Board, the CEO's compensation, including salary, cash and equity-based incentive awards, and make recommendations to the Board as appropriate. In determining the CEO compensation, the Committee should consider the Company's financial performance and objectives and other strategic initiatives, as well as, CEO compensation at comparable companies and such other factors as it deems necessary or advisable. The CEO may not be present during voting or deliberations concerning his or her compensation.

4. *Annual Other Executive Officers Compensation.* Review and approve the compensation program, including salary, cash and equity-based incentive awards for other executive officers. In determining the incentive component, the Committee should consider factors similar to those considered for CEO incentives.

5. *Non-Employee Director Compensation.* Evaluate the compensation of non-employee members of the Board on an annual basis and recommend adjustments as necessary consistent with the Company's compensation policy and competitive conditions to the Board for approval.

6. *Management Succession Planning.* Review the Company's management succession plan for the CEO and other key executive officers and discuss with other non-employee members of the Board on an annual basis.

7. *Compensation Discussion & Analysis ("CD&A").* Review and discuss the CD&A, which is to be included in the Company's annual proxy statement, with management, and based on that review, recommend to the Board whether to include the CD&A in the proxy statement in accordance with applicable Securities and Exchange Commission ("SEC") rules and regulations.

8. *Compensation Committee Report.* Prepare the disclosure required by the rules of the SEC (including Item 407(e)(5) of Regulation S-K and any successor rule) regarding the CD&A for inclusion in the Company's annual proxy statement.

9. *Organizational Development.* Review organizational development initiatives, including succession and material welfare plans.

10. *Self-Evaluation.* Evaluate the performance of the Committee on an annual basis.

11. *Reporting to the Board.* Report on the activities of the Committee to the Board on a regular basis, including the results of the annual self-evaluation.

12. *Charter.* Review and assess the Committee's Charter at least once each year and recommend such changes as the Committee may deem appropriate to the Governance and Nominating Committee for approval.

13. *Other Delegated Responsibilities.* Perform such other duties and responsibilities as may be delegated to the Committee from time to time by the Board.

V. RESOURCES AND AUTHORITY

The Committee shall have the authority, in its sole discretion, 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.

Prior to retaining or obtaining the advice of any compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee must consider all factors relevant to their independence, including the following factors: (1) the provision of other services to the Company by the person that employs such advisor (the "Employer"); (2) the amount of fees received from the Company by the Employer, as a percentage of total revenue of the Employer; (3) the policies and procedures of the Employer that are designed to prevent conflicts of interest; (4) any business or personal relationship of such advisor with a member of the Compensation Committee; (5) any stock of the Company owned by such advisor and (6) any business or personal relationship of such advisor or the Employer with an executive officer of the Company.