

MONSTER BEVERAGE CORPORATION
COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “*Committee*”) of Monster Beverage Corporation (the “*Company*”) is to (i) discharge the responsibilities of the Board of Directors of the Company (the “*Board*”) relevant to compensation of the Company's Chief Executive Officer; (ii) review, approve and determine remuneration, including compensation, incentive compensation and equity-based compensation, for the Company's other executive officers, as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”); (iii) produce a Committee report on executive compensation and review the disclosures in the Compensation Discussion and Analysis to be included in the Company’s annual proxy statement filed with the United States Securities and Exchange Commission (the “*Commission*”), as required by the Commission (the “*Annual Proxy Statement*”); (4) administer the Company’s equity-based compensation plans; and (5) have such other powers and perform such other duties as the Board may from time to time delegate to it.

The Committee shall have the authority to undertake the specific duties and responsibilities described hereinafter and the authority to undertake such other duties as are assigned by law, the Company’s certificate of incorporation or bylaws, or the Board.

Committee Membership

The Committee shall consist of at least two independent members of the Board, the exact number to be determined from time to time by resolution of the Board. The members shall be appointed by action of the Board and shall serve at the discretion of the Board and for such terms as the Board shall determine. The Board may designate one or more independent directors who meet the requirements for membership on the Committee as alternate members of the Committee who may replace any absent or disqualified member or members at any meetings of the Committee. The Board shall select the Chairperson of the Committee on the recommendation of the Nominating Committee.

Each Committee member shall satisfy the “independence” requirements of the Nasdaq Stock Market Listing Rules and the Commission and the Board shall determine that the judgment of each Committee member will not be impaired by affiliate relationships to the Company, its subsidiaries or affiliates of the Company's subsidiaries. In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Exchange Act and an “outside director” as defined by Section 162(m) of the Internal Revenue Code (“*Section 162(m)*”).

Committee members shall not accept, directly or indirectly, any compensation or any consulting, advisory or other compensatory fee from the Company or its subsidiaries while serving on the Committee, except for (a) fees received as a member of the Committee, the Board or any other committee of the Board, and (b) fixed amounts of compensation under a retirement

plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

Committee Authority and Responsibilities

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee, to the extent it deems necessary or appropriate, shall:

1. in consultation with the Company's executive officers, establish and review the general compensation and benefits objectives, philosophies, policies and practices of the Company and its subsidiaries, including those with respect to incentive-compensation plans and equity-based plans;
2. oversee the administration of such policies, plans and programs and, on an ongoing basis, monitor them to assure that they remain competitive and within the compensation objectives for executive officers and such other executive officers;
3. review and approve contractual employment and compensation arrangements with the Chief Executive Officer, the Company's other executive officers and other persons whose compensation the Chief Executive Officer requests the Committee to review and affirm;
4. review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation package, evaluate the Chief Executive Officer's performance in light of those goals and objectives and based on this evaluation determine the Chief Executive Officer's compensation level, including base salary and annual and long-term incentive compensation, as well as perquisites; provided that, in evaluating and determining Chief Executive Officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act;
5. review and set the base salary and annual and long-term incentive compensation of the Company's executive officers or persons whose compensation the Chief Executive Officer requests the Committee to review and affirm, in light of the goals and objectives of the Company's executive compensation structure; provided that, in evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
6. review and discuss with management the disclosures made in the Compensation Discussion and Analysis, and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's Annual Report on Form 10-K and/or Annual Proxy Statement;

7. prepare an annual executive compensation report for the shareholders of the Company in accordance with the rules and regulations of the Commission to be included in the Company's Annual Proxy Statement;
8. review the Company's compensation practices and discern, at least annually, the relationship among risk, risk management and compensation in light of the Company's objectives, including the avoidance of practices that encourage excessive risk taking;
9. discuss with management reports from management relating to the Company's regulatory compliance with respect to compensation matters and review the Company's policy on tax deductibility of compensation paid to "covered employees" (as defined by Section 162(m)) and, as and when required, administer plans, establish performance goals and verify that such performance goals have been attained for purposes of Section 162(m);
10. review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's Annual Proxy Statement; and
11. establish, review and approve guidelines for ownership of the Company's shares by management or directors.

Outside Advisors

The Committee has the authority to retain and receive appropriate funding, as determined by the Committee and at the Company's expense, for independent counsel and other advisers as it determines necessary or appropriate to carry out its duties, and for ordinary administrative expenses that are necessary or appropriate in carrying out its duties. The Committee may conduct or authorize studies of matters within the Committee's scope of responsibilities, and may retain, at the expense of the Company, independent counsel or other consultants necessary to assist the Committee in any such studies.

The Committee shall have sole authority to retain and terminate any compensation consultant, independent legal counsel or other adviser to the Committee to be used to survey the compensation practices in the Company's industry and to provide advice so that the Company can maintain its competitive ability to recruit and retain highly qualified executive officers. The Committee shall have the sole authority to negotiate and approve the fees and retention terms of any such compensation consultant, independent legal counsel or other adviser so retained.

Prior to retaining independent counsel, compensation consultants and other advisers, the Committee shall take into consideration factors identified by the Commission as affecting the independence of such advisers and any other factors identified in the Nasdaq Stock Market Listing Rules, including (i) the provision of other services to the Company by the person that employs such adviser (the "**employer**"); (ii) the amount of fees the employer receives as a percentage of the employer's total revenue from (x) the Committee and (y) the Company for other services; (iii) the policies and procedures of the employer designed to prevent conflicts of interest; (iv) any business or personal relationship of the adviser with a member of the Committee; (v) any stock of the Company owned by the adviser; and (vi) any business or personal relationship of the adviser or the employer with an executive officer of the Company.

Notwithstanding the foregoing, the Committee may rely on an adviser without considering such adviser's independence if such adviser is the Company's in-house counsel, limited to consulting on plans generally available to salaried employees that do not discriminate in favor of executive officers or directors or limited to providing information only, not advice, which is generalized or based on parameters not set by the adviser. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Meetings and Procedures

1. The Committee shall meet at least one time in each fiscal year and more frequently as the Committee in its discretion deems desirable.
2. The Chairperson of the Committee will, in consultation with the other members of the Committee, be responsible for calling meetings of the Committee, establishing an agenda therefor and supervising the conduct thereof. The Chairperson is also responsible for regularly reporting the Committee's actions to the Board.
3. The Committee shall have the authority to establish its own rules and procedures consistent with the Company's bylaws for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary.
4. Subject to paragraph 3 above, the Committee is governed by the same rules regarding meetings (including meetings by means of conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
5. Minutes of each meeting will be maintained by the Committee. Minutes will also be recorded or filed with the books and records of the Company.
6. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend all or a portion of any meeting of the Committee and to provide such pertinent information as the Committee may request, or to meet with any members of, or consultants to, the Committee. Neither the Chief Executive Officer nor the Chief Financial Officer may be present during voting or deliberations on their respective compensation.
7. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.

Annual Evaluation Procedures

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually evaluate the Committee's own performance and report to the Board the results of its evaluation.

Limitation of Committee's Role

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.