

MONSTER BEVERAGE CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of Monster Beverage Corporation (the “*Company*”) is to recommend to the Board of Directors of the Company (the “*Board*”) director nominees for the annual meeting of stockholders, to identify and recommend candidates to fill vacancies occurring between annual stockholder meetings.

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 charter or bylaws, or by the Board.

Specified Duties

1. The Committee shall be responsible for:
 - (1) making recommendations to the Board regarding the size and composition of the Board;
 - (2) establishing procedures for the nomination process;
 - (3) screening and recommending candidates for election to the Board;
 - (4) developing and recommending to the Board criteria to identify and evaluate prospective candidates for the Board;
 - (5) considering nominations of candidates for election to the Board validly made by stockholders in accordance with applicable laws, rules and regulations and provisions of the Company's charter documents;
 - (6) reviewing and making recommendations to the Board regarding the status of emeritus directors;
 - (7) establishing and administering an annual assessment procedure relating to the performance of both the Board as a whole and its individual members;
 - (8) annually reviewing the composition of each committee and presenting recommendations for committee memberships to the Board as needed;
 - (9) reviewing the compensation paid to non-employee directors for annual retainers (including Board and committee chairpersons) and meeting fees, if any, and making recommendations to the Board for any adjustments; provided that no member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as such;
 - (10) developing and recommending to the Board corporate governance guidelines and other corporate governance policies, and periodically reviewing these guidelines and

policies, identifying best practices and recommending any changes to documents, policies and procedures in the Company's corporate governance framework, including to the Company's charter and bylaws; and

2. In connection with the process of selecting and nominating candidates for election to the Board, the Committee shall review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. Among the qualifications to be considered in the selection of candidates, the Committee shall consider the following attributes and criteria of candidates: experience, knowledge, skills, expertise, diversity, personal and professional integrity, character, business judgment, time available in light of other commitments, dedication, independence and such other factors that the Committee considers appropriate so that the Board includes members, where appropriate, with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the business of the Company. Diversity of race, ethnicity, gender, sexual orientation and gender identity are factors in evaluating suitable candidates for Board membership. The Committee will consider diverse candidates in the pool from which Board nominees are chosen, including, without limitation, nominees from both corporate positions beyond the executive suite and non-traditional environments.

Membership

The Committee shall consist of at least two independent members 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. Each Committee member shall satisfy the "independence" requirements of The Nasdaq Stock Market LLC and the Securities and Exchange Commission. The Board shall designate one of the members of the Committee to serve as the chairperson of the Committee (the "*Chairperson*").

Meetings and Procedures

1. The Committee shall meet at least two times in each fiscal year and more frequently as the Committee in its discretion deems desirable.
2. The Chairperson 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.
3. 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.
4. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the secretary of the Company.

5. 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.
6. Subject to the approval of the Board, the Committee will have the authority to retain and terminate any director search firm, outside counsel, consultants, experts and other advisors as it determines appropriate to assist it in the performance of its functions. The Committee shall have appropriate funding from the Company and the sole authority to approve such director search firm's, outside counsel's, consultants', experts' and other advisors' fees and other retention terms.
7. The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Other Responsibilities

1. The Committee shall evaluate its performance on an annual basis and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee.
2. The Committee shall report to the Board from time to time, or whenever it shall be called upon to do so.
3. The Committee shall form and delegate authority to subcommittees when appropriate.
4. The Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes.