

MONSTER BEVERAGE CORPORATION
CORPORATE GOVERNANCE GUIDELINES

Purpose

The Board of Directors (the “**Board**”) of Monster Beverage Corporation (the “**Company**”), acting on the recommendation of its Nominating and Corporate Governance Committee, has adopted the following corporate governance guidelines in furtherance of its continuing efforts to enhance its corporate governance. The Board will periodically review and amend these guidelines as it deems necessary and appropriate.

Board Mission and Director Responsibilities

1. The Board is elected by the stockholders to oversee their interest in the long-term health and overall success of the business and its financial strength. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.
2. The following are the Board’s primary responsibilities, some of which may be carried out by one or more committees of the Board or the independent directors, as appropriate:
 - a. Exercise business judgment to act in what it reasonably believes to be in the best interests of the Company and its stockholders.
 - b. Fulfill its responsibilities consistent with its fiduciary duties to the stockholders, in compliance with all applicable laws and regulations.
 - c. As appropriate, take into consideration the interests of other stakeholders, including employees and the members of communities in which the Company operates.
 - d. Provide advice and counsel to the Chief Executive Officer and other senior officers of the Company.
 - e. Oversee the proper safeguarding of the assets of the Company, the maintenance of appropriate financial and other internal controls, and the Company’s compliance with applicable laws and regulations and proper governance.
 - f. Hire independent legal, financial or other advisors as it may deem necessary.
 - g. In discharging its duties, the Board may rely on the Company’s senior executives and outside advisors and auditors. Accordingly, skill and integrity will be important factors in selection of the Company’s senior executives and other advisors.
 - h. Devote the time and effort necessary to fulfill its responsibilities.

- i. Hold regularly scheduled meetings at least four times a year.
- j. The chairperson of the Board will provide information important to directors' understanding of issues to come before the Board or a committee of the Board sufficiently in advance of meetings to permit directors to inform themselves.
- k. Review meeting materials in advance of Board and Board committee meetings. Suggest additional topics to be included on meeting agendas by contacting the chairperson of the Board, the Lead Independent Director or the relevant Board committee chairperson.
- l. Directors are expected to attend all meetings of the Board and of the Board committees on which they serve.
- m. The chairperson of the Board will set the agenda for Board meetings. Any director may raise a subject that is not on the agenda at any meeting.
- n. Regularly bring to the Board certain items pertinent to the oversight and monitoring function of the Board.
- o. Review the Company's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company in at least one Board meeting each year.
- p. Non-management directors will meet in regular executive sessions. Normally, such meetings will occur during regularly scheduled Board meetings.
- q. Meetings of the non-management directors will be chaired by the Lead Independent Director.

Board Leadership

1. The Board believes that whether to have the same person occupy the offices of chairperson of the Board and Chief Executive Officer should be decided by the Board, from time to time, in accordance with the Company's bylaws and its business judgment after considering relevant factors, including the specific needs of the business and what is in the best interests of the Company's stockholders.
2. The Board annually elects one of its members to serve as chairperson of the Board.
3. The chairperson of the Board shall preside at all meetings of the Board and the stockholders, and shall perform such other duties, and exercise such powers, as prescribed in the Company's bylaws or by the Board from time to time.
4. If the offices of Chairman of the Board and Chief Executive Officer are held by the same person, the independent members of the Board will annually elect, with a majority vote, an independent director to serve in a lead capacity. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year.

5. The Lead Independent Director shall have the powers and responsibilities set forth in the Lead Independent Director charter.
6. Agendas, schedules and information distributed for meetings of Board committees are the responsibility of the respective Board committee chairpersons. All directors may request agenda items, additional information and/or modifications to schedules as they deem appropriate for the Board committees on which they serve.

Director Qualifications

1. Directors may be nominated by the Board or by stockholders in accordance with the Company's bylaws.
2. The Nominating and Corporate Governance Committee will review all nominees for the Board, including proposed nominees of stockholders, in accordance with its charter.
3. In connection with the process of selecting and nominating candidates for election to the Board, the Nominating and Corporate Governance 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 following attributes and criteria of candidates shall be considered: 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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.
4. The Nominating and Corporate Governance Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominees to join the Board.
5. The chairperson of the Board should extend the Board's invitation to join the Board.

Director Term and Tenure

1. In accordance with the Company's bylaws, directors are elected for a term of one year.
2. The Board does not believe that it should establish limits on the number of terms a director may serve. Term limits may cause the loss of experience and expertise important to the optimal operation of the Board. Directors who have served on the Board for an extended period of time can provide valuable insight into the operations and future of the

Company based on their experience with and understanding of the Company's history and objectives.

3. In accordance with the Director Resignation Policy, the Board expects that when an executive who serves on the Board resigns from his or her executive position, he or she will also simultaneously submit his or her resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion at that time with the Board.

Determination of Independence

1. The Board shall consist of a majority of independent directors.
2. In making independence determinations, the Board will observe all applicable requirements, including The Nasdaq Stock Market LLC definition of independence. The Board will carefully consider all relevant facts and circumstances in making an independence determination.
3. In addition to meeting the independence standards for directors, members of the Audit Committee and the Compensation Committee must meet the additional independence criteria set forth in their respective committee charters.

Committees of the Board

1. Currently, the Board has the following four standing committees: Audit, Compensation, Executive, and Nominating and Corporate Governance. The Board may establish additional committees as necessary or appropriate.
2. The Nominating and Corporate Governance Committee annually reviews the composition of each standing Board committee and presents recommendations for committee membership to the Board as needed. There is no strict Board committee rotation policy and changes in Board committee assignments are made based on each such committee's needs, director interests, experience and availability, and applicable regulatory and legal considerations. Only independent directors may serve on the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee.
3. Each of the Audit, Compensation, and Nominating and Corporate Governance committees has its own charter, which sets forth the responsibilities of the committee, the qualifications and procedures of the committee, and how the committee will report to the Board. Each Board committee will conduct a self-evaluation annually.
4. The chairperson of each Board committee will determine the frequency of such committee meetings, consistent with the committee's charter and the Company's needs.

Director Access to Officers, Employees and Information

1. Directors have full and free access to officers, employees, and the books and records of the Company. Any meetings or contact that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.
2. At the invitation of the Board, the Board welcomes the regular attendance at Board and Board committee meetings of non-Board members who are in the most senior management positions in the Company. The chairperson of the Board or the applicable Board committee shall extend such invitations.

Director Orientation and Continuing Education

1. To the extent requested, the Board shall make available orientation materials for newly elected directors so that they may be fully informed as to their responsibilities and the means at their disposal for the effective discharge of such responsibilities.
2. Orientation for newly elected directors may include presentations by senior management to familiarize new directors with the Company's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors.
3. Directors are required to continue educating themselves with respect to topics related to the Company's business, including international markets, accounting and finance, leadership, risk assessment, industry practices, general management and strategic planning.

Annual Performance Evaluations of the Chief Executive Officer

1. To ensure the Chief Executive Officer is providing the best leadership for the Company, the Compensation Committee will annually evaluate the Chief Executive Officer's performance.
2. The Compensation Committee will evaluate the Chief Executive Officer's performance in light of corporate goals and objectives relevant to the Chief Executive Officer's compensation package, and, based on this evaluation and the Company's performance, 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 Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
3. The full Board will review the Compensation Committee's actions. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation package.

Management Succession

1. The Board will oversee policies and principles for selection of the Chief Executive Officer and policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.
2. The Board will oversee senior management development and the planning for succession to senior positions.

Annual Board Performance Evaluation

1. The Board will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. Each Board committee will also conduct a self-evaluation annually.
2. The Nominating and Corporate Governance Committee shall establish and administer the annual assessment of the performance of both the Board as a whole and of each of its individual members.

Director Compensation

1. The form and amount of compensation paid to non-employee directors for annual retainers (including Board and Board committee chairpersons) and meeting fees, if any, shall be determined by the Nominating and Corporate Governance Committee and then recommended to the full Board for action in accordance with its committee charter.
2. In determining compensation, the Nominating and Corporate Governance Committee shall take into consideration the responsibilities of the directors and fees and other forms of compensation being paid by other corporations comparable to the Company.
3. Stock in the Company should be a significant portion of director compensation.