

**THE PEPSI BOTTLING GROUP, INC.**

**REVISED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**(ADOPTED ON JANUARY 23, 2004)**

**A. Statement of Purpose**

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of The Pepsi Bottling Group, Inc. (the "Company") is to identify and recommend to the Board for election at the annual meeting of shareholders (the "Annual Meeting") and/or appointment qualified candidates for membership on the Board and its committees, consistent with criteria approved by the Board, and to oversee the evaluation of the Board and the Company's corporate governance practices.

**B. Organization**

1. All of the members of the Committee will be independent in accordance with the applicable listing standards of the New York Stock Exchange ("NYSE") and any other applicable laws and regulations, as of the effective date of such standards, laws and regulations.
2. The members of the Committee, including the Chairperson, are appointed by the Board. The Board may, at any time and in its complete discretion, add or remove any member of the Committee and may fill any vacancy in the Committee.
3. The Committee will meet at least two times each year, or more frequently as circumstances require. The timing of the meetings will be determined by the Committee. The Committee may meet periodically in executive session with the General Counsel. Any action required or permitted to be taken at a meeting may be taken without a meeting in accordance with the Company's By-laws and applicable law.
4. A majority of the total number of members constitutes a quorum of the Committee. A majority of the members of the Committee is empowered to act on behalf of the Committee. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee composed of one or more members. Minutes will be kept of each meeting of the Committee.

**C. Responsibilities**

The primary responsibilities of the Committee are as follows:

1. Periodically review the appropriate skills and characteristics required of directors and develop criteria for selecting new directors.
2. Retain and, where appropriate, terminate any search firm engaged to assist in identifying new directors. Seek the assistance and counsel of any other independent advisors, at the Company's expense, as the Committee or Committee Chair determines is necessary to carry out its duties. The Committee will approve related fees and retention terms for such search firm and any other advisors.

3. Identify and screen candidates for future Board membership. Propose to the Board candidates to fill Board vacancies as they occur and candidates for election by the shareholders at the Annual Meeting.
4. Establish policies and procedures for receipt and consideration of director nominations by shareholders, as required by applicable laws and regulations.
5. Recommend to the Board whether a director should continue to serve following a material change in job circumstances or upon reaching a designated retirement age, as provided in the Company's Corporate Governance Principles and Practices.
6. Review and recommend to the Board the appointment of directors to Board committees and the selection of the chairpersons of each of the Board committees.
7. Periodically review the Company's Corporate Governance Principles and Practices and recommend to the Board any modifications that the Committee deems appropriate.
8. Periodically review the Company's Director Independence Policy and recommend to the Board any modifications that the Committee deems appropriate.
9. Annually assess and report to the Board on the performance and effectiveness of the Board and its committees, and other issues of corporate governance. Based on the results of such assessment, make recommendations to the Board concerning the composition, size, structure and activities of the Board and the committees of the Board as appropriate.
10. Periodically review and report to the Board with respect to director compensation and benefits and make recommendations to the Board as appropriate.
11. In cooperation with the Compensation and Management Development Committee, advise the Board in its periodic evaluation of the performance of the Chairman and Chief Executive Officer and report the Board's findings and recommendations to the Chairman and Chief Executive Officer.
12. Report to shareholders in the Company's annual proxy statement on those Committee matters required by the Securities and Exchange Commission rules.
13. Annually assess the performance and effectiveness of the Committee. Periodically review this Charter, update it as appropriate, and submit it to the Board for approval when updated.
14. Regularly report Committee actions to the Board, with such recommendations as the Committee deems appropriate.
15. Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.