



PEPSICO



Tropicana



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February 22, 2012

VIA EMAIL

(SHAREHOLDER NAME
& ADDRESS REMOVED)

Dear X X X X:

As required by Securities and Exchange Commission ("SEC") Rule 14a-8, please find below the proposal submitted by you, as well as PepsiCo's statement in response to the proposal that will appear in our 2012 Proxy Statement.

We are providing you this statement solely as a precautionary measure. By providing you this statement, the Company does not waive its right to request that the SEC staff concur that the proposal may be excluded and does not waive its right to revise the attached statement if the SEC staff requires you to revise your proposal or supporting statement.

If you have any questions, please do not hesitate to contact me at 914-253-2507 or amy.carriello@pepsico.com.

Sincerely,

PEPSICO'S RESEARCH AND DEVELOPMENT ACTIVITIES
(PROXY ITEM NO. [])

A shareholder has submitted the following resolution for the reasons stated. We will provide the name, address and share ownership of the shareholder promptly upon receiving an oral or written request to the Company's Corporate Secretary at the address and phone number listed on page [] of the Proxy Statement.

Whereas: According to "*Principles for Global Corporate Responsibility: Bench Marks for Measuring Business Performance*," which was developed by an international group of investors, "*companies must formulate policies to reduce risk to reputation in the global marketplace*" and,

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