

COCA-COLA BOTTLING CO. CONSOLIDATED

COMPENSATION COMMITTEE CHARTER

I. Purpose

The primary purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Coca-Cola Bottling Co. Consolidated (the “Company”) is to discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers and directors.

II. Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall qualify as an “independent director” under the applicable rules of The NASDAQ Stock Market LLC and as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The members of the Committee and the Chairman of the Committee shall be appointed and removed by the Board.

III. Meetings

The Committee shall meet as frequently as necessary to assure the proper discharge of its duties. A majority of the Committee shall constitute a quorum and any action taken shall be by majority vote or by unanimous written consent. The Committee may adopt such procedures as it deems desirable for the conduct of its affairs. The Committee shall maintain a record of its meetings.

IV. Duties and Responsibilities

1. The Committee shall determine the compensation of the executive officers and directors of the Company, including the approval of all equity grants and incentive and compensation plans.
2. The Committee shall review and approve employment offers and arrangements, severance arrangements, retirement arrangements, change in control arrangements and any other special or supplemental benefits for each executive officer of the Company.
3. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters, including overseeing the Company’s policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.
4. The Committee shall review and discuss with management the Company’s disclosures under the “Compensation Discussion and Analysis” (“CD&A”) section of the Company’s proxy statement.

5. The Committee shall prepare a Compensation Committee Report for inclusion in the Company's proxy statement, stating that the Committee has (a) reviewed and discussed the CD&A with management, and (b) based on such review and discussions, recommended to the Board that the CD&A be included in the Company's proxy statement and Form 10-K.
6. The Committee shall review any shareholder proposals relating to executive compensation and recommend to the Board the Company's response to such proposals.
7. The Committee shall appoint the individuals to serve as members of the Corporate Benefits Committee for the broad-based employee health and welfare and retirement benefit plans sponsored by the Company and receive periodic reports from the Corporate Benefits Committee regarding the Corporate Benefits Committee's significant actions.
8. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any significant changes to the Board for approval.
9. The Committee shall make regular reports to the Board.