

FRESHPET, INC.
AUDIT COMMITTEE CHARTER

This charter adopted by the Board of Directors (the “Board”) of Freshpet, Inc. (the “Company”) governs the operations of the Audit Committee (the “Committee”) of the Board.

Purpose

The Committee’s primary purpose is to provide assistance to the Board in fulfilling its oversight responsibility relating to the integrity of the Company’s financial statements and its financial reporting process; the systems of internal accounting and financial controls; the performance of the Company’s internal audit function, if any, and independent auditor; the independent auditor’s qualifications and independence; and the Company’s compliance with legal and regulatory requirements.

Committee Membership

Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. The Committee shall consist of at least three directors, one of whom shall be designated by the Board as Chairman of the Committee. Committee members may be removed with or without cause by the Board, and all vacancies in the Committee shall be filled by the Board.

Each member of the Committee shall (i) be “independent” within the meaning of applicable listing rules of the Nasdaq Stock Market (“Nasdaq”) and Rule 10A-3 under the Securities Exchange Act of 1934; (ii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; and (iii) be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and cash flow statement; *provided, however*, that (i) upon completion of the Company’s initial public offering of common stock (the “IPO”), only one member of the Committee need be independent, (ii) within 90 days of completion of the IPO, a majority of the members of the Committee shall be independent and (iii) within one year of completion of the IPO, all members of the Committee shall be independent. Additionally, at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including a current or past position as a principal financial officer or other senior officer with financial oversight responsibilities and will otherwise qualify as an “audit committee financial expert,” as determined by the rules and regulations of the Securities and Exchange Commission (the “SEC”). The designation of the “audit committee financial expert” shall be made by the Board in its business judgment at least annually, and the existence of such member shall be disclosed in periodic filings as required by the SEC.

Meetings

The Committee shall meet, either in person or by teleconference, at least four times annually, or more frequently as circumstances dictate. To foster open communication, the Committee shall meet at least annually with management and the independent auditor in separate sessions. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

Delegation

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

Duties & Responsibilities

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditor is responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements.

The Committee, in carrying out its responsibilities, shall maintain flexibility in its policies and procedures in order to best react to changing conditions and circumstances. The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

The Committee shall:

General Duties and Powers

1. Hold regular meetings each year and such special meetings as may be called by the Chairman of the Committee or at the request of the independent auditors or management, and include in such meetings members of management to provide information as needed. The Committee shall invite the independent auditors to attend the meetings as deemed necessary, but at least once annually, by the Committee.
2. Meet with the internal auditing staff, the independent auditors, and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee, and resolve any disagreements between the parties.
3. Provide independent, direct communication between the Board, management and the independent auditors.
4. Report to the Board following the meetings of the Committee such recommendations as the Committee deems appropriate.
5. Maintain minutes or other records of meetings and activities of the Committee.
6. The Committee shall determine, recommend to the Board and have sufficient funding for payment of:
 - compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - compensation to any advisers employed by the Committee pursuant to the authority granted herein; and

- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
7. Regularly report to the Board, including the results of the annual audit, and review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the independent auditor and the independence of the independent auditor and, to the extent an internal audit function is established, the performance of the internal audit function and the independence of the internal auditor. If requested by the Board, the Committee shall invite the independent auditor to attend the full Board meeting to assist in reporting the results of the annual audit or to answer other directors' questions (alternatively, the other directors, particularly the other independent directors, may be invited to attend the Committee meeting during which the results of the annual audit are reviewed).
 8. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.

Duties and Powers Related to the Company's Relationship with the Independent Auditors

9. Be directly responsible for the appointment, retention and termination (subject, if applicable, to stockholder ratification), evaluation, compensation, review and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting and receiving the report of the independent auditor.
10. The Committee shall pre-approve all audit and permissible non-audit services provided by the independent auditor and shall not engage the independent auditor to perform the specific non-audit services proscribed by law or regulation. Alternatively, the Committee may adopt pre-approval policies and procedures detailed as to particular services and delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
11. Review and approve the independent auditors' annual engagement letter.
12. Have the independent auditors report directly to the Committee, and oversee audit partner rotation as required by law.
13. Review and discuss with the independent auditors at least annually any relationships or services that may affect their objectivity and independence.
14. At least annually, obtain and review a report by the Company's independent auditors describing the firm's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any issues.
15. Evaluate the qualifications, performance and independence of the Company's independent auditors, including considering whether the independent auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent auditors' independence. The Committee shall present its conclusions with respect to the independent auditors to the Board at least once a year.

16. The Committee shall set clear hiring policies for employees or former employees of the independent auditor and shall ensure that such policies meet SEC regulations and stock exchange listing standards.
17. Before the engagement of the independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the independent auditor and the Company that, in the independent auditor's professional judgment, may reasonably be thought to bear on its independence and affirming in writing to the Committee that the independent auditor is independent.

Duties and Powers Relating to the Company's Internal Audit Procedures

18. Obtain from the independent auditors and management their recommendations regarding internal controls and other matters relating to the accounting procedures and the books and records of the Company and its subsidiaries and review the correction of controls deemed to be deficient.
19. The Committee shall review and concur with management's appointment, termination or replacement of the head of the internal audit function.

Duties and Powers Relating to the Company's Financial Statements and Disclosure

20. Confer with the independent auditors and management concerning the scope of their examinations of the books and records of the Company and its subsidiaries; direct the attention of the auditors to specific matters or areas deemed by the Committee or management to be of special significance; and authorize the auditors to perform such supplemental review or audits as the Committee may deem desirable.
21. Discuss with the independent auditors their reports regarding (a) all critical accounting policies and practices used by the Company; (b) all material alternative accounting treatments within GAAP that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm, and (c) other material written communications between the accounting firm and management such as any management letter or schedule of "unadjusted differences".
22. Review with management and the independent auditors' significant risks and exposures, audit activities and significant audit findings.
23. Review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on management's assertion (if the preparation of such report is required by applicable law).
24. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.
25. Review and discuss with management and the independent auditors the results of the annual audit and the Company's audited annual financial statements and the independent auditors' opinion rendered with respect to such financial statements, including reviewing the nature and extent of any significant changes in accounting principles or the application thereof.

26. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
27. Prepare any reports that SEC rules require to be included by it in the Company's annual proxy statement and other filings.
28. Review the Company's disclosure in the proxy statement for its annual meeting of stockholders that describes whether the Committee has satisfied its responsibilities under this Charter for the prior year.
29. Discuss the types of information to be disclosed and types of presentations to be made in earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each release or each instance of guidance.
30. Review disclosures made by the Chief Executive Officer and Chief Financial Officer in connection with the certification of the Company's annual and quarterly reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving management or other employees who have a significant role in the Company's internal controls.
31. Cause the Company's General Counsel or outside legal counsel to present to the Committee any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements, and any material reports or inquiries from regulatory or governmental agencies.
32. Discuss with management and the independent auditor the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the acceptability and quality of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.
33. Discuss the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditor prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.

Duties and Powers Relating to Compliance Oversight

34. Obtain assurance from the independent auditors that, in the course of their audit, the auditors have not become aware that any illegal act has occurred at the Company.
35. Review reports of attorneys or others with respect to evidence of material violations of securities laws or breaches of fiduciary duty.
36. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities with full access to all books, records, facilities, personnel of the Company and the independent auditor.

37. Establish procedures to receive, retain and treat complaints, including confidential, anonymous complaints, regarding accounting, internal accounting controls, or auditing matters.
38. Discuss with management, the internal auditors (if any) and the independent auditor the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor and manage business risk, and legal and ethical compliance programs (e.g., the Company's General Code of Ethics and Code of Ethics for Executive Officers and Principal Accounting Personnel).
39. Review and investigate any matters relating to the integrity of management, potential conflicts of interest and adherence to the Company's policies.
40. Review and oversee on an ongoing basis all related-party transactions in accordance with the Company's policies.
41. Engage independent legal, accounting or other outside advisors in circumstances where the Committee determines that retaining outside advisors is in the best interests of the Company and its stockholders and determine the appropriate compensation for any advisors, which funding shall be paid by the Company.
42. Consider such other matters in relation to the financial affairs of the Company and its accounts, and in relation to the internal and external audit of the Company as the Committee may, in its discretion, determine to be advisable.

Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

On an annual basis, the Committee shall (i) evaluate and discuss its performance relative to its purpose, duties and responsibilities as described by this charter and (ii) review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

This charter is effective as of the date indicated below. Changes to this charter may only be made with the approval of the Board.

Adopted Effective as of November 13, 2014