

FRESHPET, INC.
COMPENSATION COMMITTEE CHARTER

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

Purpose

The Committee’s primary purpose is to evaluate and approve the Company’s compensation plans, policies and programs as they affect the Company’s executive officers and Board members.

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 two 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 qualify (i) as an independent director under the standards established by the Nasdaq Stock Market (“Nasdaq”), (ii) as a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under Nasdaq rules and federal securities and tax laws; *provided, however*, that upon completion of the Company’s initial public offering of common stock (the “IPO”), only one member of the Committee need be independent, and from the date that is 90 days from the date of the completion of the IPO to the date that is one year after the completion of the IPO, only a majority of the members of the Committee need be independent.

Meetings

The Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chairman of the Committee. 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.

The Committee may meet in executive session outside the presence of the Company’s executive officers. The Chief Executive Officer and other executive officers shall not be present during the Committee’s voting or deliberations on such officer’s compensation. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

Delegation

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

Advisors

The Committee may, in its sole discretion, retain or obtain the advice from such legal, accounting or other consultants or experts, including compensation consultants, as it deems necessary in the performance of its duties and without having to seek the approval of the Board. In selecting any counsel, compensation consultant or other advisor (other than in-house legal counsel), the Committee must take into consideration the specific independence factors identified in Nasdaq Listing Rule 5605(d)(3). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisor retained by the Committee.

Duties & Responsibilities

1. The Committee shall review and approve the total compensation package (including base pay and any annual and long-term incentive payouts) provided to the executive officers of the Company.
2. Specifically, with respect to the Chief Executive Officer, the Committee shall review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance according to these goals and objectives and determine and approve the Chief Executive Officer's compensation level based on this evaluation.
3. The Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act when evaluating and determining executive compensation.
4. The Committee shall review and recommend to the Board for approval the total compensation for the directors of the Company, and develop guidelines for non-employee directors to own designated amounts of Company stock.
5. The Committee shall review and recommend to the Board for approval the creation or revision of benefit plans, incentive compensation plans and equity-based plans pertaining to directors and executive officers.
6. The Committee shall review and recommend to the Board for approval changes to or adoption of retirement plans and periodically recommend to the Board for approval funding guidelines, including any matching contributions under the Company's 401(k) plan, if any.
7. The Committee shall administer all plans entitled to the exemption under Rule 16b-3 of the Exchange Act, including all stock option, restricted stock and deferred stock plans.
8. The Committee shall approve employment agreements, severance agreements and change of control agreements between the Company and its senior executive officers.
9. The Committee shall develop and review periodically succession plans of the Chief Executive Officer, and screen and recommend to the Board for approval candidate(s) for Chief Executive Officer.
10. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis, or "CD&A," and, based on such review and discussion, determine

whether or not to recommend to the Board that the CD&A be included in the Company's annual reports on Form 10-K and proxy statements.

11. The Committee shall produce and approve the Compensation Committee Report to be included in the Company's proxy statements or other reports filed with the SEC and generally oversee compliance with the compensation reporting requirements of the SEC.
12. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.
13. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
14. On an annual basis, the Committee shall (i) evaluate and discuss the Committee's 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.
15. The Committee shall keep a separate book of minutes of its proceedings and actions.
16. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

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