

FRESHPET, INC.
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER

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

Purpose

The Committee’s primary purpose is to (i) develop and recommend qualification standards and other criteria for selecting new directors; (ii) identify and recommend to the Board director nominees for Board approval consistent with the qualification standards and other criteria approved by the Board; (iii) oversee evaluations of the Board, individual Board members and Board committees; and (iv) monitor the Company’s compliance with ethics policies and consider other matters of corporate governance.

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 be “independent” within the meaning of the applicable listing rules of the Nasdaq Stock Market; *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.

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 and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Duties & Responsibilities

1. The Committee shall develop and recommend for Board approval qualification standards and other criteria for selecting director nominees.
2. The Committee shall screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders.
3. The Committee shall establish procedures for, and administer, annual performance evaluations of the Board, its committees and individual Board members.
4. The Committee shall review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
5. The Committee shall monitor compliance with and review periodically the Company's General Code of Ethics; Code of Ethics for Executive Officers and Principal Accounting Personnel; confidential information and insider trading policies and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
6. The Committee shall develop and recommend to the Board for adoption policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
7. The Committee shall consider questions of possible conflicts of interest involving Board members, senior officers and key employees.
8. 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.
9. The Committee shall keep a separate book of minutes of its proceedings and actions.
10. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

Miscellaneous

This Committee charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

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