

**STARBUCKS CORPORATION**  
**AUDIT AND COMPLIANCE COMMITTEE CHARTER**  
**(As amended June 23, 2015)**

**Purpose**

The primary purpose of the Audit and Compliance Committee (the “Committee”) is to oversee the accounting and financial reporting processes of Starbucks Corporation (the “Company”) and the internal and external audit processes. The Committee also assists the Board of Directors of the Company in fulfilling its oversight responsibilities by reviewing the financial information which will be provided to shareholders and others, the systems of internal control which management and the Board of Directors have established, the Company’s risk management practices, and compliance with the Company’s Standards of Business Conduct, Code of Ethics for the CEO and Finance Leaders and the Policy for the Review and Approval of Related Person Transactions Required to be Disclosed in Proxy Statements.

In fulfilling its purpose, it is the responsibility of the Committee to provide an open avenue of communication between the Board of Directors and management, the internal audit department and the independent auditors. The Committee is the Board’s principal agent in ensuring the integrity of management and the adequacy of disclosure to shareholders. The opportunity for the independent auditors to meet with the entire Board of Directors as needed is not to be restricted, however. The independent auditors are ultimately accountable to the Committee, as representatives of the Company’s shareholders; the Committee has the sole authority to determine funding for, select, evaluate, and, where appropriate, replace the independent auditors. The Committee oversees the independent auditors, including their independence and objectivity.

The Committee members are not acting as professional accountants or auditors, and their functions are not intended to duplicate or substitute for the activities of management and the independent auditors, nor can the Committee certify that the independent auditors are “independent” under applicable rules. The Committee serves a Board-level oversight role in which it provides advice, counsel and direction to management and the independent auditors on the basis of information it receives, discussions with the independent auditors, and the experience of the Committee’s members in business, financial and accounting matters.

**Composition**

The Committee is appointed by the Board of Directors and its members may be replaced or removed with or without cause by the Board of Directors. The Committee shall be comprised of at least three (3) members, all of whom shall meet the independence requirements of the Nasdaq Stock Market LLC, applicable laws, and rules and regulations of the Securities and Exchange Commission. The members of the Committee shall also meet all financial knowledge and experience qualifications required under rules promulgated by the Nasdaq Stock Market LLC, the Securities and Exchange Commission or other governing body, as may be in effect from time to time. In addition, at least one member of the Committee shall be an “audit committee financial expert” as that term is defined in applicable rules. Members and a Chair of the Committee shall be recommended by the Nominating and Corporate Governance Committee and appointed by the full Board of Directors.

**Authority**

The Committee has the authority necessary to discharge its duties and responsibilities, including to investigate any activity of the Company within its scope of responsibilities, and shall have unrestricted access to members of management and all information relevant to its responsibilities. All employees are directed to cooperate as requested by members of the Committee and the Committee shall have access to the Company’s books, records and facilities. The Committee is empowered to retain independent legal counsel and other advisors as it deems necessary or appropriate to assist the Committee in fulfilling its responsibilities. The Committee is empowered to approve the fees and other retention terms of such

advisors, the fees for all audit, review and attest services of the independent auditors, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Meetings**

The Committee shall meet at least six times per year (in person or telephonically), and may hold additional meetings as often as may be necessary or appropriate, in the discretion of the Chair of the Committee. Prior to each meeting, the Chair of the Committee may communicate with the independent auditors to review the agenda and solicit input on any additional topics that should be covered. There will be an executive session at each meeting.

### **Attendance**

Members of the Committee are expected to use all reasonable efforts to attend each meeting. As necessary or desirable, the Chair may request that members of management, the internal audit director, and representatives of the independent auditors be present at meetings of the Committee.

### **Minutes**

Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to Committee members for review and approval and filed in the Company's records. Copies are to be made available to the independent auditors.

### **Specific Duties**

The Committee shall:

1. Communicate directly with the independent auditors at any time. Instruct the independent auditors to report directly to the Committee any serious difficulties or disputes with management, and ensure they are appropriately resolved.
2. Appoint, determine funding and other retention terms for, oversee and, if the Committee determines necessary or appropriate, replace the independent auditors. This oversight includes:
  - Taking appropriate action to oversee the independence of the independent auditors. Actively engaging in dialogue with them regarding the impact of any disclosed relationships or services to the Company. Annually, receiving from the independent auditors a formal written statement delineating all relationships between the auditors and the Company, consistent with applicable requirements of the Public Company Accounting Oversight Board.
  - Reviewing a written report from the independent auditors describing (a) the firm's internal quality control procedures, (b) any material issues raised by the internal quality control review, peer review, the Public Company Accounting Oversight Board review of the firm or by any other inquiry or investigation by governmental or professional authorities regarding audits carried out by the firm and any steps taken to deal with any such issues and (c) all relationships between the firm and the Company or any of its subsidiaries; and discussing with the independent auditors such report and any relationships or services that may impact the objectivity and independence of the auditors.
  - Reviewing the experience and qualifications of the senior members of the independent auditors' team.
3. Review the scope of the independent auditor's audit examination, including their engagement letter, prior to the annual audit of the Company's consolidated financial statements. Approve in advance the engagement of the independent auditors and their fees for all audit and non-audit services. Adopt specific policies and procedures for such pre-approval, ensuring that they provide sufficient detail so that the Committee's responsibilities are not delegated to management. These policies and procedures may delegate authority to one or more members of the Committee to grant pre-approval, provided that the decision is presented to the Committee at its next scheduled meeting.

4. Review the Company's quarterly and annual financial results with management and the independent auditors. This review includes:
  - The financial statements and disclosures to be included in the Company's Annual Report to Shareholders, the Annual Report on Form 10-K, the Quarterly Reports on Form 10-Q, or similar publicly filed documents.
  - Information to be discussed in the Company's quarterly earnings announcements.
  - Significant transactions not a normal part of the Company's operations.
  - Any off-balance sheet structures.
  - The Company's critical accounting policies and the disclosure of them in "Management's Discussion and Analysis".
  - The ceo and cfo disclosure and certifications under Sections 302 and 906 of the Sarbanes-Oxley Act.
  - Significant management judgments and accounting estimates.
  - Significant changes in the Company's accounting policies or their application, or alternative GAAP treatments discussed with the independent auditor.
  - Adjustments proposed by the independent auditors.
  - The independent auditors' audit opinion, their judgment on the quality of the Company's accounting policies and financial reporting, and other matters they are required to communicate to the Committee under applicable professional standards.
5. Review the audit process with management and the independent auditors, upon completion of their annual audit, to evaluate:
  - The cooperation received by the independent auditors, including access to all requested information.
  - Any instances where management has obtained "second opinions" from other external auditors.
  - Any disagreements with management that, if not satisfactorily resolved, would have caused them to modify their report on the financial statements.
  - Management's comments regarding the audit.
6. Review management's assessment of the effectiveness of the Company's internal controls over financial reporting, and the independent auditor's related attestation. Consider with management and the internal and independent auditors whether any changes to such internal controls are appropriate.
7. Based upon the review and discussion of the quarterly and annual financial statements with management and the independent auditors, recommend to the Board that the quarterly and annual financial statements be included in the Company's Annual Report on Forms 10-Q and 10-K.
8. Report to shareholders in the Company's annual proxy statement on those matters required by the Securities and Exchange Commission.
9. Review and approve any hiring or dismissal of the vice president, internal audit. The vice president, internal audit shall report to the Committee. Review the internal audit department's staffing, budget and responsibilities. Review the internal audit plan. Enable direct communication between the Committee and the vice president, internal audit at any time, as needed, to address concerns.
10. Review periodically, with internal audit and the independent auditors, the adequacy of the Company's accounting and financial personnel and any relevant recommendations concerning internal controls, accounting principles, and accounting/reporting systems.
11. Review the effect of any important new pronouncements of the accounting profession and other regulatory bodies on the Company's accounting and reporting policies.
12. Review any inquiries related to accounting or financial reporting matters received from the Securities and Exchange Commission or other agencies, and management's response thereto. Ensure that any

complaints received by the Company regarding its accounting, internal control, or auditing matters are addressed.

13. Pursuant to the terms of the Policy for the Review and Approval of Related Person Transactions Required to be Disclosed in Proxy Statements, if applicable, review and approve or ratify all related party transactions and potential conflict of interest situations that are required to be disclosed in the Company's annual proxy statement pursuant to SEC Regulation S-K, Item 404 or that are otherwise submitted to the Committee for review, approval or ratification.
14. Review periodically and discuss with management the Company's major risk exposures, including financial, operational, privacy, security, business continuity and legal and regulatory risks, the steps the Company has taken to monitor and control such exposures, and the Company's risk assessment and risk management policies; and regularly report to the Board the substance of such reviews and discussions.
15. Review periodically matters pertaining to the Company's:
  - market risk including counterparty risk.
  - capital structure including rating agency metrics.
  - liquidity and cash shock analysis.
  - distributions, dividend and share repurchase authorizations.
  - debt profile.
  - insurance summary.
  - effective tax rate.
  - significant tax developments.
16. Review the Company's Standards of Business Conduct, the Code of Ethics for the CEO and Finance Leaders and the Policy for the Review and Approval of Related Person Transactions Required to be Disclosed in Proxy Statements. Review with management the Company's systems to monitor compliance with these standards and applicable legal requirements. As needed, establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
17. Review and approve any hiring or dismissal of the chief ethics and compliance officer. The chief ethics and compliance officer shall report to the Committee. Review the compliance office's staffing, budget and responsibilities. Enable direct communication between the Committee and the chief ethics and compliance officer at any time, as needed, to address concerns.
18. Review periodically with management, the compliance officer and the Board any legal and regulatory matters that may have a material impact on the Company's financial statements, compliance policies, and compliance programs.
19. Review and reassess the adequacy of this Charter and the Timetable of Audit and Compliance Committee Activities annually, or as circumstances dictate, and update as appropriate.
20. Review and reassess the adequacy of the Company's Internal Audit Charter every three years and update as appropriate.
21. Conduct annual self-evaluations of the Committee's performance and take steps to improve the effectiveness of the Committee in meeting its responsibilities under this Charter.

**This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may modify or amend this Charter and the authority and responsibilities of the Committee set forth herein at any time.**