

STARBUCKS CORPORATION
COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE CHARTER

Purpose

The Compensation and Management Development Committee (the “Committee”) is responsible for working with management to establish appropriate compensation practices for Starbucks Corporation (the “Company”) and determining the compensation and other benefits for Officers¹ of the Company. In addition, the Committee is responsible for overseeing the development and implementation of management development plans and succession planning practices to ensure that the Company has sufficient management depth to support its continued growth and the talent needed to execute long-term strategies even in the event that one or more members of senior management retire or otherwise leave the Company.

Composition

The Committee shall be comprised of at least three (3) members, each of whom shall (1) be a member of the Company’s Board of Directors (the “Board of Directors”), (2) meet the independence requirements of The Nasdaq Stock Market, LLC and applicable law, (3) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code, and (4) qualify as a “non-employee director” under Rule 16b-3 promulgated under the Exchange Act. Notwithstanding the foregoing sentence, the Committee may include one or more persons who do not qualify as outside directors under Section 162(m) of the Internal Revenue Code if the Committee establishes a subcommittee that is comprised solely of members that meet all of the requirements set forth above that will be responsible for determining performance-based compensation as such term is used in Section 162(m) of the Internal Revenue Code. Members of the Committee and a Chair shall be appointed, and may be removed, with or without cause, by the Board of Directors on the recommendation of the Nominating and Corporate Governance Committee. The Board of Directors, on the recommendation of the Nominating and Corporate Governance Committee, shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three (3), or in the event that the Board of Directors determines that the number of members on the Committee should be increased.

Delegation

In fulfilling its responsibilities, the Committee may form and delegate any or all of its responsibilities to a subcommittee or subcommittees of the Committee, as may be necessary or appropriate. While acting within the scope of the powers and responsibilities delegated to it, any subcommittee of the Committee shall have and may exercise all the powers and authority of the Committee.

Notwithstanding the foregoing paragraph, if at any time the Committee includes a member who is not an “outside director” under Section 162(m) of the Internal Revenue Code, then a

¹ For purposes of this Charter, “Officers” shall have the same definition as “officer” as defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as “senior officer” as designated by the Board of Directors.

subcommittee comprised entirely of at least two members of the Committee who are “outside directors” and meet all of the other criteria for membership on the Committee shall make any award intended to qualify for the “performance-based compensation” exception of Section 162(m) of the Code, notwithstanding any other provision of this Charter.

Meetings

The Committee shall meet at least four times each fiscal year, and may hold additional meetings in person or telephonically as often as may be necessary or appropriate, at the discretion of the Chair of the Committee. Prior to each meeting, the Chair of the Committee will circulate or discuss the agenda for the meeting with each member of the Committee. When appropriate, the Committee may meet in separate executive sessions with its advisors, management, partners (employees), general counsel, internal audit, and the independent auditor to discuss matters that the Committee or the other groups believe warrant Committee attention.

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The Chair of the Committee may also request that members of management, legal counsel, or other advisors attend the meetings of the Committee.

Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to each member of the Committee for review and approval, and then circulated to the members of the Board of Directors who are not members of the Committee. The Secretary of the Company shall archive the approved minutes.

Committee Authority and Responsibilities

Subject to any applicable limitations set forth under “Delegation” above, the specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Sole authority to retain or terminate, at the Company’s expense, an independent compensation consultant or firm to be used to assist the Committee in benchmarking and setting appropriate compensation levels and policies and to approve such consultant’s or firm’s fees and other retention terms.
2. Retain, at the Company’s expense, legal counsel, accounting or other advisors as appropriate to assist in the performance of its duties hereunder, and approve the fees and other retention terms of such advisors.
3. Conduct an annual review of and recommend the Company’s compensation package for the chairman, president and chief executive officer. In connection therewith, the Committee shall review and recommend (a) the annual base salary level, (b) the annual cash bonus opportunity level under the applicable annual incentive bonus plan, and (c) the long-term incentive opportunity level for the chairman, president and chief executive officer. The Committee’s recommendations shall be reviewed and approved by a panel consisting solely of the independent directors of the Board (and with respect to any performance-based compensation, a panel consisting solely of independent directors that are also “outside directors” under Section 162(m) of the Internal Revenue Code). Directors who do not meet

all of the applicable independence requirements may participate in such panel discussions, but shall not vote on whether to approve the Committee's recommendations.

4. Conduct an annual review of and approve the Company's compensation packages for Officers of the Company (other than the chairman, president and chief executive officer). In connection therewith, the Committee shall review and approve (a) the annual base salary level, (b) the annual cash bonus opportunity level under the applicable annual incentive bonus plan, and (c) the long-term incentive opportunity level for each Officer (other than the chairman, president and chief executive officer).
5. Annually review and approve the objective performance measures and the performance targets for Officers participating in the Company's annual incentive bonus plans and long-term incentive plans and certify the performance of such Officers at the end of each fiscal year.
6. As part of the Committee's review of compensation packages for Officers, the Committee will annually approve the Company's comparator group companies and may review market data.
7. Annually review the performance of the Officers and the succession plans for each such Officer's position and discuss with the panel of independent directors of the Board.
8. After discussing with the panel of independent directors of the Board, together with the Chair of the Nominating and Corporate Governance Committee, the Chair of the Committee shall annually review the performance of the chairman, president and chief executive officer and meet with such Officer to share the findings of such review.
9. Conduct an annual review of and approve the Company's management development and succession planning practices and strategies.
10. Review and approve employment terms and agreements for new Officers (other than the chairman, president and chief executive officer), any severance arrangements for Officers (other than the chairman, president and chief executive officer), and any change of control, indemnification, or other employment or compensation-related agreements to be entered into with Officers (other than the chairman, president and chief executive officer).
11. Approve, modify, and administer partner (employee)-based equity plans, deferred stock plans, the Executive Management Bonus Plan, Internal Revenue Service tax-qualified plans, nonqualified benefit plans, and deferred compensation plans.
12. Review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and related disclosures, recommend to the Board of Directors based on this review and these discussions whether the CD&A should be included in the Company's annual report and proxy statement, and prepare and approve the compensation committee report that is also required to be included in the annual report and proxy statement.

13. Provide recommendations to the Board of Directors on compensation-related proposals to be considered at the Company's annual meeting, including Say-on-Pay and any related shareholder feedback.
14. Periodically review other human resources programs and initiatives, such as diversity, healthcare and other benefits.
15. Determine management stock ownership guidelines and periodically review ownership levels for compliance.
16. Annually review a report from management regarding potential material risks, if any, created by the Company's compensation policies and practices (including compensation policies and practices for non-Officers) and inform the Board of any necessary actions.
17. Make regular reports to the full Board of Directors.
18. Review and assess the adequacy of this Charter and the Timetable for Committee Activities annually or more often as circumstances dictate, and update or revise the Charter and Timetable as appropriate.
19. Periodically evaluate 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.

Revision History

Approved by the Committee on March 29, 2004

(Revised September 20, 2005; September 19, 2006; September 18, 2007; September 16, 2008; September 15, 2009; March 23, 2010; September 14, 2010; June 7, 2011)