
MOLSON COORS BREWING COMPANY

Compensation and Human Resources Committee Charter

I. **Purposes**

The purposes of the Compensation and Human Resources Committee of Molson Coors Brewing Company are to:

- Review and approve compensation levels for the Company's executive officers;
- Review and approve incentive compensation policies and programs;
- Review and approve equity compensation programs for the Company's employees, and exercise discretion in the administration of such programs; and
- Produce an annual report on executive compensation required by the rules and regulations of the Securities and Exchange Commission.

II. **Composition**

The Committee shall consist of at least three directors, each of whom the Board has determined is an "Independent Director" as such term is defined in the Company's Certificate of Incorporation as well as under the applicable rules of the New York Stock Exchange. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal.

III. **Meetings**

The Committee shall meet at least four times annually or more frequently per the annual agenda and at such other times as determined by the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting. The Committee shall keep a separate book of minutes of their proceedings and actions.

IV. **Responsibilities and Duties**

To carry out its primary purposes, the Committee shall:

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and recommend to the full Board the Chief Executive Officer's compensation.
2. Set the compensation of the other executive officers (defined pursuant to Section 16 of the Securities Exchange Act of 1934 and the rules promulgated there under) of the Company.
3. Recommend to the Board of Directors adoption, termination or modifications to the Company's compensation, pension and other benefit plans, incentive or special compensation or equity-based plans or programs for officers and employees.
4. Oversee the activities of individuals or committees responsible for plan design, benefit levels and plan compliance with applicable pension law. It is noted that the Finance Committee shall have oversight of plan investment performance and funding.

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5. Review and monitor compensation policies and practices, perquisites and other fringe benefits.
6. Make awards under, review, interpret and make decisions regarding the Company's compensation, incentive, equity and other benefit plans and programs for executive officers (in the case of the Chief Executive Officer, in conjunction with the Nominating Committee).
7. Perform succession planning for executive officer positions and monitor the succession planning process for other members of management.
8. Submit the Committee's report on executive compensation included in the Company's annual proxy statement and generally oversee compliance with the compensation reporting requirements of the U.S. Securities and Exchange Commission.
9. Periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

V. Resources and Authority

Consistent with the applicable laws and with rules of the New York Stock Exchange, the Committee shall have the authority, to select, retain and approve the fees of compensation consultants, outside counsel and other advisors necessary and appropriate to assist or advise the Committee in carrying out its duties and obligations. The Company shall fund all such expenses of the Committee. The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.