

BROWN-FORMAN CORPORATION

Compensation Committee Charter

Purpose:

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors of Brown-Forman Corporation (the “Company”) is to assist the Board of Directors in fulfilling the Board's duties relating to the compensation of the Company's directors, officers and employees, by fulfilling the responsibilities of the Committee set forth in this Charter.

Committee Membership:

The Committee shall be comprised of at least three directors, each of whom shall be (a) “independent” as that term is defined by the listing standards of the New York Stock Exchange; (b) a “non-employee director” as that term is defined by Rule 16b-3 of the Securities and Exchange Commission (“SEC”); and (c) an “outside director” as that term is defined by the regulations applicable to Internal Revenue Code Section 162(m). The members of the Committee and the Chairperson shall be appointed by the Board and may be removed by the Board in its discretion.

Meetings:

The Committee shall meet at least twice each year. The Chairperson may call additional meetings as circumstances arise. A majority of the total number of members shall constitute a quorum to conduct business with the full authority of the Committee.

Committee Authority and Responsibility:

The Committee acts with the authority of the Board with respect to the areas of responsibility listed below. All employees are directed to cooperate as requested by the Committee. The Committee shall have free and unimpeded access to members of the Human Resources Department to obtain information needed to carry out its responsibilities.

The Committee endeavors to ensure that the compensation programs of the Company are designed to enable the Company to recruit, retain and motivate talented and diverse domestic and international executives, while supporting organizational objectives and shareholder interests.

The Committee is responsible for producing the Committee report on executive compensation included in the annual proxy statement or annual report as required by applicable SEC rules and regulations.

The Committee has the sole authority to determine the compensation of the Company's Chief Executive Officer (“CEO”), including the award of equity-based compensation, bonuses and other incentives. In determining the appropriate compensation to be awarded to the CEO, the Committee shall annually review and approve the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation level based on this evaluation.

On an annual basis, the Committee also reviews and approves goals and objectives relevant to the compensation of the Company's officers who are or may be "covered employees" under Section 162(m) of the Internal Revenue Code ("Designated Executive Officers"), evaluating those officers' performance in light of those goals and objectives, and determining such officers' compensation based on this evaluation.

The Committee makes and approves stock option grants and other discretionary awards under the Company's stock option or other equity incentive plans to all persons who are Board members or executive officers, as that term is defined by SEC Rule 16a-1 ("Executive Officers"). The Committee also makes and approves stock option grants and other discretionary awards under the Company's stock option or other equity incentive plans to all other eligible individuals. The Committee may delegate the authority to make awards to these individuals to the Management Compensation Review Committee or to one or more officers of the Company. Any officers to whom such authority is delegated shall periodically report to the Committee the grants so made. The Committee retains the right to change or revoke any delegation at any time.

The Committee reviews and makes recommendations to the Board with respect to the approval and adoption of incentive-compensation plans, equity-based plans and Executive Officer compensation, other than for the CEO and Designated Executive Officers.

The Committee receives and reviews recommendations from the Management Compensation Review Committee for director compensation, and then submits those recommendations to the Board for approval.

Subject to regulatory limits on delegation, the Committee has full authority to delegate its duties to such person(s) or subcommittee(s) as the Committee deems appropriate.

The Committee shall promptly inform the Board of the action taken or issues discussed at its meetings. This will generally take place at the Board meeting following a Committee meeting.

The Committee shall review this Charter on an annual basis and update it, when needed, with Board approval.

Advisors:

The Committee, as it deems necessary, shall have the exclusive authority, at the expense of the Company and without management approval, to retain persons having special competence to assist the Committee in fulfilling its responsibility.

Performance Review:

The Committee shall annually evaluate the Committee's own performance.