

**CONSTELLATION BRANDS, INC.**  
**BOARD OF DIRECTORS’**  
**HUMAN RESOURCES COMMITTEE CHARTER**

**Composition and Member Qualifications**

The Human Resources Committee of the Board of Directors shall be composed of at least three, but not more than five, members of the Board, each of whom shall be an “Independent Director” as defined in the Company’s Corporate Governance Guidelines, and one of whom shall serve as Chairman. Each member of the Human Resources Committee shall also be a “non-employee” director as defined in Securities and Exchange Commission Rule 16b-3, and an “outside director” as defined in regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Human Resources Committee membership will benefit from a diversity of experience and viewpoints. The number of members of the Human Resources Committee shall be determined from time to time by resolution of the Board of Directors.

**Purposes**

The primary purposes of the Human Resources Committee shall be to:

1. Fulfill the Board of Directors’ responsibilities relating to compensation of the Company’s executives, including the Chief Executive Officer;
2. Monitor human resource policies and procedures as they relate to the goals and objectives of the organization and good management practices;
3. Monitor the Company’s material policies and procedures which relate to compliance with pertinent human resources laws and regulations, the ethical conduct of business as it relates to human resources matters, and the management of human resource capital;
4. Monitor procedures and internal controls which relate to personnel administration, pay practices and benefits administration; and
5. Produce, with such assistance from management as it determines is appropriate, the compensation committee report on executive compensation to be included in the Company’s annual proxy statement or annual report on Form 10-K in accordance with applicable law and regulation and as required by the Securities and Exchange Commission.

## **Duties and Responsibilities**

The Human Resources Committee will:

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “*CEO*”), evaluate the CEO’s performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board of Directors) have direct responsibility to determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Human Resources Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in prior years. The Human Resources Committee may approve awards (with or without ratification by the Board of Directors) as may be required to comply with applicable laws (i.e., Rule 162(m)).
2. Annually review and approve executive officer salaries, and review and approve all interim increases and market adjustments to executive officer salaries as proposed by management.
3. Review and approve executive benefits and perquisites.
4. Annually review total executive compensation in relation to individual executive performance, Company performance, fair market value, salary information and other parameters deemed reasonable in the assignment of executive compensation levels.
5. Make recommendations to the Board for its approval (or ratification where advisable to comply with the Human Resources Committee approval requirements of regulations promulgated under Section 162(m) of the Code) with respect to the adoption or, where required, material modification of all incentive-compensation and equity based plans of the Company that are subject to Board approval.
6. Review performance systems including performance appraisal programs and employee recognition, incentive plans and other reward programs.
7. Annually review the Company’s succession plan as it relates to the proper management of executive risk to the organization.
8. When under appointment by the Board, review and approve stock awards under the Company’s Long-Term Stock Incentive Plan, Incentive Stock Option Plan and UK Sharesave Scheme and offerings under the Company’s 1989 Employee Stock Purchase Plan and review and approve all executive annual incentive awards under the Company’s Annual Management Incentive Plan.

9. Review and approve employee benefits programs including welfare, fringe and retirement plans and programs, and any material changes thereto.
10. Biannually review the Company's international assignment policy.
11. Establish subcommittees for the purpose of evaluating special or unique matters.
12. Report on Human Resources Committee activities and issues to the Board regularly.
13. Produce, with such assistance from management as it determines is appropriate, the compensation committee report on executive officer compensation required by the rules of the SEC to be included in the proxy statement for each annual meeting of stockholders or annual report on Form 10-K filed with the SEC.
14. Prior to the beginning of each fiscal year, share with the full Board the Human Resources Committee's planned agenda for the ensuing year.
15. Conduct an annual performance evaluation of the performance of the Human Resources Committee, including a review of its compliance with this Charter.
16. The Human Resources Committee shall annually review and reassess the adequacy of this Charter and recommend any appropriate changes to the Board for approval.

## **Procedures**

### 1. Meetings

The Human Resources Committee shall meet at least four times annually or more frequently at the call of its Chairperson, preferably in conjunction with regular Board meetings. Meetings may, at the discretion of the Human Resources Committee, include members of management, independent consultants, and such other persons as the Human Resources Committee shall determine. The Human Resources Committee, in discharging its responsibilities, may meet privately for advice and counsel with independent consultants, lawyers, or any other persons, including associates of the Company, knowledgeable in the matters under consideration. The Human Resources Committee may also meet by telephone conference call or by any other means permitted by law or the Company's Bylaws.

### 2. Action

A majority of the members of the entire Human Resources Committee shall constitute a quorum. The Human Resources Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Human Resources Committee may act by unanimous written consent of all members. The Human Resources Committee shall be authorized to delegate to a

subcommittee the authority to take any action that the Human Resources Committee is permitted to take, unless as with respect to any specific action, delegation of such action is not permitted under applicable law or regulation or the Bylaws of the Company.

3. Appointment and Removal

The members and Chairperson of the Human Resources Committee shall be nominated by the Corporate Governance Committee and elected by the Board. Members shall serve until their successors are elected or until their earlier death, resignation or removal, with or without cause, in the discretion of the Board. In the event of a vacancy on the Human Resources Committee for any reason, the Board may elect a director (having the necessary qualifications) to fill the vacancy.

4. Rules

The Human Resources Committee shall determine its own rules and procedures, consistent with the Bylaws of the Company.

5. Chairperson Responsibilities

The Chairperson of the Human Resources Committee shall report to the Board on the Human Resources Committee's activities and determinations and shall present recommendations for approval, whenever necessary or desirable.

6. Consultation.

The Human Resources Committee shall have the power to retain and terminate any external consultants (such as attorneys and compensation professionals) to assist in the evaluation of CEO or senior executive officer compensation, including authority to approve the professional's fees and other retention terms.

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Adopted: December 19, 2003

Last revised: October 6, 2005