

CONSTELLATION BRANDS, INC.

BOARD OF DIRECTORS'

CORPORATE GOVERNANCE COMMITTEE CHARTER

Composition and Member Qualifications

The Corporate Governance 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 that term is defined in the Company's Corporate Governance Guidelines) and one of whom shall serve as Chairperson. The Corporate Governance Committee membership will benefit from a diversity of experience and viewpoints. The number of members of the Corporate Governance Committee shall be determined from time to time by resolution of the Board of Directors.

Purposes

The primary purposes of the Corporate Governance Committee shall be to:

1. Advise the Board concerning appropriate composition of the Board and its committees.
2. Identify individuals qualified to become Board members, consistent with criteria approved by the Board.
3. Select, or recommend that the Board select, the director nominees for the next annual meeting of the Company's stockholders
4. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
5. Advise the Board regarding appropriate corporate governance practices and assist the Board in achieving them.
6. Oversee the evaluation of the Board and management.
7. Perform such other functions as the Board may assign the Corporate Governance Committee from time to time.

Duties and Responsibilities

A. General

The Committee has developed, and the Board has adopted, written “Board of Directors’ Corporate Governance Guidelines” (the “*Guidelines*”). Those Guidelines include provisions relating to:

- (1) Composition of the Board,
- (2) Operation of the Board, and
- (3) Board Interaction with Management.

On an ongoing basis, the Committee shall assist the Board in carrying out the specific elements included in the Guidelines, and propose, as appropriate, revisions to the Guidelines.

B. Specific

In addition to its general duties, the Committee also shall have certain specific responsibilities. These shall be to:

1. Recommend to the Board whether or not a director or a prospective director qualifies as an Independent Director (as such term is defined in the Guidelines). (See Guideline 1.)
2. Bring to the Board’s attention any current relationship between any Independent Director and the Company that it becomes aware of and which it believes adversely affects the independent judgment or actions of such director. (See Guideline 1.)
3. Assess the appropriate balance of skills and characteristics required of Board members. (See Guideline 4.)
4. Monitor the size and composition of the Board with respect to the Guidelines.
5. When appropriate, develop lists of desirable director candidates, screen prospective candidates, and share information concerning the candidates and the process with the Board, soliciting input from other members of the Board. (See Guideline 6.)
6. In consultation with the Chief Executive Officer and the Chairman, identify, consider, recommend, recruit or select, or recommend that the Board select, candidates to fill open positions on the Board consistent with the Board approved criteria and qualifications for membership. Recommend director nominees for approval by the Board and stockholders.

7. Establish a process for identifying and evaluating nominees for director, including nominees recommended by stockholders.
8. Conduct appropriate inquiries into the backgrounds and qualifications of possible candidates.
9. Establish and maintain an orientation process for, and guidelines for continuing education of, directors. Oversee the orientation and continuing education programs of directors. (See Guideline 7.)
10. In the event that a director's principal employment responsibilities change (except for internal promotions within his or her organization) and that director tenders his or her resignation from the Board pursuant to Guideline 8, the Committee shall recommend to the Board whether or not such resignation should be accepted. If the director fails to tender his or her resignation under these circumstances, the Corporate Governance Committee shall remind that director of the provisions of Guideline 8. (See Guideline 8.)
11. Review the contribution made by each director from time to time. No member of the Corporate Governance Committee, however, will participate in deliberations about his or her own performance. (See Guideline 9.)
12. Review the need for any changes in the number, charters, or titles of Board committees, discuss the recommendations arising from this review with the full Board, and ensure appropriate committee action. (See Guideline 12.)
13. Recommend to the full Board the composition of each committee of the Board and the individual director to serve as chairperson of each committee. (See Guideline 13.)
14. Prior to the beginning of each fiscal year, share with the full Board the Corporate Governance Committee's planned agenda for the ensuing year. (See Guideline 15.)
15. Prior to the beginning of each fiscal year, recommend to the full Board a "Board Calendar" for the year. (See Guideline 17.)
16. Recommend to the full Board an officer to be designated as Chief Executive Officer, a director to serve as Chairman of the Board, and an Independent Director to be designated as the Lead Director, if the Chairman of the Board is a Management Director as defined in the Guidelines. (See Guidelines 19 and 20.)
17. Recommend annually to the Board compensation for the Non-Management Directors as defined in the Guidelines. (See Guideline 21.)
18. Establish the evaluation criteria for the annual self-evaluation of the Board and implement the process for such self-evaluation. Conduct an annual self-evaluation of the performance of the Corporate Governance Committee. (See Guidelines 22 and 23.)

19. Review the extent to which the Guidelines are being carried out.
20. Coordinate the annual evaluation of the Chief Executive Officer of the Company; assist the Chief Executive Officer to establish appropriate goals and objectives and evaluate the performance of the Chief Executive Officer in meeting those goals and objectives. (See Guideline 26.)
21. Establish subcommittees for the purpose of evaluating special or unique matters.
22. Report on Corporate Governance activities and issues to the Board regularly.
23. The Corporate Governance Committee shall annually review and reassess the adequacy of the Guidelines and recommend any appropriate changes to the Board for approval.
24. The Corporate Governance Committee shall annually review and reassess the adequacy of this Charter and recommend any appropriate changes to the Board for approval.
25. The Corporate Governance Committee shall conduct an annual evaluation of its performance, including a review of its compliance with this Charter.

Procedures

1. Meetings

The Corporate Governance Committee shall meet at least two 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 Corporate Governance Committee, include members of management, independent consultants, and such other persons as the Corporate Governance Committee shall determine. The Corporate Governance 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 Corporate Governance 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 Corporate Governance Committee shall constitute a quorum. The Corporate Governance 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 Corporate Governance Committee may act by unanimous written consent of all members. The Corporate Governance Committee shall be authorized to delegate to a subcommittee the authority to take any action that the Corporate Governance 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 Corporate Governance 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 Corporate Governance Committee for any reason, the Board may elect a director (having the necessary qualifications) to fill the vacancy.

4. Rules

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

5. Chairperson Responsibilities

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

6. Consultation

The Corporate Governance Committee shall have the power to retain and terminate any external consultants used to identify director candidates (such as search firms) and to assist in the evaluation of director compensation (such as compensation professionals), including authority to approve the professional's fees and other retention terms.

Adopted: December 19, 2003

Last revised: October 6, 2005