

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, one of whom shall serve as Chairperson. Each member of the Human Resources Committee shall be (a) an "Independent Director" as defined in the Company's Corporate Governance Guidelines (and the corporate governance listing standards of the New York Stock Exchange including any independence requirements specific to compensation committee membership), (b) a "non-employee" director as defined in Securities and Exchange Commission Rule 16b-3, and (c) 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. Discharge the Board of Directors' responsibilities relating to compensation of executives, including the Chief Executive Officer and other "executive officers;"
2. Monitor the Company's human resources policies and procedures as they relate to the goals and objectives of the Company 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 the Company's procedures and internal controls which relate to personnel administration, pay practices and benefits administration;
5. Monitor the Company's program for senior management development and the Company's succession plans regarding senior management and other key positions; and
6. Review and discuss with management any Compensation Discussion and Analysis ("CD&A") as may be required to be included in a Company filing with the Securities and Exchange Commission ("SEC"), recommend to the Board that each such CD&A be included in the Company's applicable filings with the SEC, and produce any Compensation Committee Report as may be required to be included in any Company filing with the SEC in accordance with applicable law and regulation.

Duties and Responsibilities

The Human Resources Committee will:

1. Coordinate the annual evaluation of the Chief Executive Officer of the Company; assist the Chief Executive Officer to establish appropriate goals and objectives; evaluate the performance of the Chief Executive Officer in meeting those goals and objectives.
2. 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) determine and approve the CEO's compensation level based on this evaluation.
3. Annually review and, as appropriate, approve or recommend that the Board approve each element of compensation including salaries, bonuses, benefits, and perquisites for the Chief Executive Officer and each other "executive officer" of the Company. While the Human Resources Committee may consider any factors as it deems reasonable in the assignment of executive compensation levels, such factors with respect to the assignment of long-term incentive compensation should include, but need not necessarily be limited to, the Company's performance and relative stockholder return, the value of similar incentive awards to comparable "executive officers" at comparable companies, and the awards given to such "executive officers" in prior years.
4. 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 or stockholder approval.
5. Review performance systems including performance appraisal programs and employee recognition, incentive plans and other reward programs.
6. Annually review the Company's executive and other compensation policies and practices as they relate to risk management practices and risk-taking incentives.
7. Annually review the Company's succession plan as it relates to senior management and other key positions and periodically review the Company's plans for the education, development and orderly succession of senior and mid-level managers throughout the Company.
8. Consistent with the terms thereof and the applicable appointments by the Board, oversee and approve awards and/or offerings, as applicable, under the Company's Long-Term Stock Incentive Plan, and the Company's 1989 Employee Stock Purchase Plan.
9. Review and, as appropriate, approve the Company's material welfare, retirement, and other benefits plans and programs, and any material changes thereto. Nothing in this Charter shall be interpreted to confer fiduciary status on the Committee or any Committee member with respect to such plans and programs.

10. Establish subcommittees for the purpose of evaluating special or unique matters.
11. Report on Human Resources Committee activities and issues to the Board regularly.
12. Review and discuss with management any CD&A as may be required to be included in a Company filing with the SEC, recommend to the Board that each such CD&A be included in the Company's applicable filings with the SEC, and produce any Compensation Committee Report as may be required to be included in any Company filing with the SEC in accordance with applicable law and regulation.
13. Prior to the beginning of each fiscal year, share with the full Board the Human Resources Committee's planned agenda for the ensuing year.
14. Conduct an annual performance evaluation of the performance of the Human Resources Committee, including a review of its compliance with this Charter.
15. Annually review and reassess the adequacy of this Charter and recommend any appropriate changes to the Board for approval.
16. Consider the results of the most recent stockholder advisory vote on the compensation of the Company's named executive officers (a "Say on Pay Vote") when considering executive compensation policies and decisions, to the extent that the Committee deems the outcome of such vote to be relevant.
17. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes, and review and recommend to the Board the inclusion of proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote in any Company filing with the SEC in accordance with applicable law and regulation.

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 By-Laws.

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 consent, in writing or by electronic transmission, 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 By-Laws 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 this Charter and the By-Laws 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 and Funding.

The Human Resources Committee shall have the power to directly retain, or obtain the advice of, and terminate any external advisors (including compensation consultants, independent legal counsel, or other advisors) as it may deem necessary to fulfill its responsibilities hereunder after considering all factors relevant to the advisor's independence from management, including the factors specified by applicable New York Stock Exchange listing standards. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company shall provide for funding, as determined by the Human Resources Committee: (a) for payment of reasonable compensation to outside legal, compensation or other advisors retained by the Human Resources Committee and (b) for ordinary administrative expenses of the Human Resources Committee that are necessary or appropriate in carrying out its duties.

Adopted: December 19, 2003

Last revised: October 3, 2018