

**CONSTELLATION BRANDS, INC.**

**BOARD OF DIRECTORS'**

**CORPORATE GOVERNANCE, NOMINATING, AND RESPONSIBILITY  
COMMITTEE CHARTER**

**Composition and Member Qualifications**

The Corporate Governance, Nominating, and Responsibility Committee (the "Committee") of the Board of Directors (the "Board") 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 Chair of the Committee. The Committee membership will benefit from a diversity of experience and viewpoints. The number of members of the Committee shall be determined from time to time by resolution of the Board.

**Purposes**

The primary purposes of the Committee shall be to shape the corporate governance of the Company, and by doing so shall:

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. 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.
7. Oversee the Company's environmental, sustainability, and social responsibility programs.
8. Perform such other functions as the Board may assign the 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:

- Composition of the Board,
- Operation of the Board, and
- 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 duty of shaping the corporate governance of the Company, the Committee also shall have certain specific responsibilities. When carrying out its responsibilities, the Committee shall oversee risks related to the Company’s governance structure and processes. 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. (See Guideline 3.)
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 Chair of the Board, identify, consider, recruit, and recommend that the Board approve, 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. (See Guideline 6.)

7. Establish and maintain 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 such director's organization) and that director tenders a 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 a resignation under these circumstances, the Committee shall remind that director of the provisions of Guideline 8. (See Guideline 8.)
11. Act on an expedited basis to determine whether to accept a director's resignation in the event an incumbent director fails to receive the required vote for re-election at a meeting of the Company's stockholders and submit such recommendation for prompt consideration by the Board. (See Guideline 9).
12. Review the contribution made by each director from time to time. No member of the Committee, however, will participate in deliberations about such member's own performance. (See Guideline 10.)
13. 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 13.)
14. Recommend to the full Board the composition of each committee of the Board and the individual director to serve as chair of each committee. (See Guideline 14.)
15. Prior to the beginning of each fiscal year, share with the full Board the Committee's planned agenda for the ensuing year. (See Guideline 16.)
16. Prior to the beginning of each fiscal year, recommend to the full Board a "Board Calendar" for the year. (See Guideline 18.)
17. Recommend to the full Board an officer to be designated as Chief Executive Officer and a director to serve as Chair of the Board. When the positions of Chair of the Board and Chief Executive Officer are combined, or if the Chair of the Board is not otherwise an Independent Director, the Committee shall make a recommendation to the Board on an Independent Director to be elected as Lead Director. (See Guidelines 20 and 21.)
18. Recommend annually to the Board compensation for the Non-Management Directors as defined in the Guidelines. (See Guideline 22.)

19. Periodically, as appropriate, discuss legal, regulatory, and other corporate governance matters with management.
20. Establish the evaluation criteria for the annual self-evaluation of the Board and each committee of the Board and for periodic individual director evaluations of each member of the Board and implement the processes for such self-evaluations and individual director evaluations. Conduct an annual self-evaluation of the performance of the Committee. (See Guidelines 23 and 24.)
21. Review the extent to which the Guidelines are being carried out.
22. Coordinate the annual evaluation of the Chair of the Board; assist the Chair to establish appropriate goals and objectives and evaluate the performance of the Chair in meeting those goals and objectives.
23. Establish subcommittees for the purpose of evaluating special or unique matters.
24. Report on Committee activities and issues to the Board regularly.
25. Annually review and reassess the adequacy of the Guidelines and recommend any appropriate changes to the Board for approval.
26. Annually review and reassess the adequacy of this Charter and recommend any appropriate changes to the Board for approval.
27. Conduct an annual evaluation of the Committee's performance, including a review of its compliance with this Charter.
28. Administer and annually review and reassess the adequacy of the Related Person Transactions Policy and adopt any changes it deems necessary.
29. Annually review and reassess the adequacy of the Company's Stock Ownership Guidelines and adopt any changes it deems necessary.
30. Ensure compliance with the Company's stated policy on the prohibition of pledging of the Company's stock and monitor any continued pledging by permitted persons to ensure that there are no violations of such permitted pledging.
31. Review and make recommendations to the Board regarding stockholder proposals.
32. Review the Company's environmental, sustainability, and social responsibility programs and goals, and the Company's progress toward achieving those goals.

## **Procedures**

### 1. Meetings

The Committee shall meet at least four times annually or more frequently at the call of its

Chair, preferably in conjunction with regular Board meetings. Meetings may, at the discretion of the Committee, include members of management, independent consultants, and such other persons as the Committee shall determine. The 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 Committee may also meet by telephone conference call, other communications equipment, or by any other means permitted by law or the Company's By-Laws.

2. Action

A majority of the members of the entire Committee shall constitute a quorum. The 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 Committee may act by unanimous consent, in writing or by electronic transmission, of all members. The Committee shall be authorized to delegate to a subcommittee the authority to take any action that the 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. The Committee delegates its responsibility to oversee the evaluation of management to the Human Resources Committee.

3. Appointment and Removal

The members and Chair of the Committee shall be nominated by the 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 Committee for any reason, the Board may elect a director (having the necessary qualifications) to fill the vacancy.

4. Rules

The Committee shall determine its own rules and procedures, consistent with the By-Laws of the Company.

5. Chair Responsibilities

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

6. Consultation and Funding

The Committee shall have the power to retain and terminate any external advisors 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. The Company shall provide appropriate funding, as determined by the Committee: (a) for payment of search firms, compensation professionals or other advisors employed by the Committee; and (b) for

ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In amplification and not in limitation of the foregoing, the Committee shall have the sole authority to retain and terminate any of its search firms and compensation professionals, including sole authority to approve any such firm's or professional's fees and other retention terms.

Adopted: December 19, 2003

Last revised: October 1, 2024