

CONSTELLATION BRANDS, INC.

BOARD OF DIRECTORS'

AUDIT COMMITTEE CHARTER

Composition and Member Qualifications

The Audit 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 meet the independence and other qualification requirements of the New York Stock Exchange, the Sarbanes-Oxley Act of 2002 (the "Act"), and all other applicable laws and regulations, and one of whom shall serve as Chair. Each member of the Committee shall be financially literate and at least one member of the Committee shall have accounting or related financial management expertise, as each such qualification is interpreted by the Board in its business judgment. To the extent practicable, at least one member of the Committee shall be an "audit committee financial expert" as such term is defined by the Securities and Exchange Commission (the "SEC") in its rules and regulations. The number of members of the Committee shall be determined from time to time by resolution of the Board. No member of the Committee may serve simultaneously on the audit committees of more than three public companies, including the Company.

Purposes

The primary purposes of the Committee shall be to:

1. Perform the Board's oversight responsibilities as they relate to the Company's accounting policies, internal controls and financial reporting practices, including, among other things, monitoring:
 - the integrity of the Company's financial statements,
 - the Company's compliance with legal and regulatory requirements,
 - the qualifications and independence of the independent auditors,
 - the performance of the Company's internal audit function and the Company's independent auditors,
 - the enterprise risk management process and policies with respect to risk assessment and risk management, and
 - the Company's cybersecurity function, including privacy and information security.
2. Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company's financial management, internal auditors and independent auditors; and

3. Prepare, with such assistance from management as the Committee determines is appropriate, the report to be included in the Company's annual proxy statement, as required by the SEC's rules.

Duties and Responsibilities

The Committee will:

1. Oversee the external audit coverage. The Company's independent auditors shall report directly to the Committee, which has the authority and direct responsibility to appoint, retain, compensate, oversee, evaluate and terminate the independent auditors. In connection with its oversight of the external audit coverage, the Committee will:
 - Have the direct authority to approve the engagement letter and the fees to be paid to the independent auditors;
 - Pre-approve all audit and non-audit services to be performed by the independent auditors and the related fees for such services (subject to the *de minimis* exceptions for permitted non-audit services set forth in the Act and in SEC rules thereunder);
 - Obtain confirmation and assurance as to the independent auditors' independence, including ensuring that they submit on a periodic basis (at least annually) to the Committee a formal written statement delineating all relationships between the independent auditors and the Company. The Committee is responsible for actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and for taking appropriate action in response to the independent auditors' report to satisfy itself of their independence;
 - At least annually, obtain and review a report by the independent auditors describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and, to assess the independent auditors' independence, all relationships between the independent auditors and the Company;
 - Meet with the independent auditors prior to the annual audit to discuss planning and staffing of the audit;
 - Review and evaluate the performance of the independent auditors, as the basis for any decision to reappoint or replace the independent auditors;
 - Set clear hiring policies for employees or former employees of the independent auditors, as required by applicable laws and regulations; and

- Review and evaluate the lead partner of the independent auditor and ensure the regular rotation of audit partners on the audit engagement, as required by applicable laws and regulations, and consider whether rotation of the independent auditor is required to ensure independence.
2. Meet to review and discuss the annual audited financial statements and the Company's disclosures provided in periodic annual reports including review of the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" with management, the senior internal auditing executive, and the independent auditors. In connection with such review, the Committee will:
 - Discuss with the independent auditors the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the SEC;
 - Review significant changes in accounting or auditing policies;
 - Review with the independent auditors any problems or difficulties encountered in the course of their audit, including any change in the scope of the planned audit work and any restrictions placed on the scope of such work or on access to requested information, management's response to such problems or difficulties and any significant disagreements with management;
 - Review with the independent auditors, management, and the senior internal auditing executive, the condition of the Company's internal controls, and any significant findings and recommendations with respect to such controls and any special audit steps adopted in light of material control deficiencies; and
 - Based on the Committee's review and discussion, recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
 3. Meet to review and discuss the quarterly financial statements and the Company's disclosures provided in periodic quarterly reports including review of the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" with management, the senior internal auditing executive and the independent auditors.
 4. Receive reports required to be submitted by the independent auditors concerning:
 - (a) all critical accounting policies and practices used;
 - (b) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of such alternatives, and the accounting treatment preferred by the independent auditors;
 - (c) all critical audit matters; and
 - (d) any other material written communications with management;
 and review (x) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the

Company's internal controls and any special audit steps adopted in light of material control deficiencies; (y) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative GAAP methods on the financial statements; and (z) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

5. Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee may discuss these matters generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance. Review the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted," including "comparable," "organic," or other, non-GAAP, information), as well as review any financial information and earnings guidance provided to analysts and rating agencies.
6. Review major accounting policies and significant policy decisions as they deem appropriate.
7. Obtain from management a notification of issues and responses whenever a second opinion is sought from an independent public accountant.
8. Meet periodically with the Company's Chief Legal Officer to discuss legal, regulatory and corporate compliance matters that may have a significant impact on the Company.
9. Obtain advice and assistance from outside legal, accounting, or other advisers, and determine compensation for such services, as the Committee deems necessary to carry out its duties.
10. Oversee internal audit coverage. In connection with this responsibility, the Committee will:
 - Meet periodically with management and the senior internal auditing executive to review and assess the Company's major financial risk exposures and the manner in which such risks are being monitored and controlled; and discuss guidelines and policies to govern the process by which risk assessment and management is undertaken;
 - Review and approve the internal audit department's annual audit plan and all major changes to the plan;
 - Review and discuss with the senior internal auditing executive the internal audit budget and resource plan;

- Review and discuss with the senior internal auditing executive the scope, progress, and results of executing the internal audit department’s annual audit plan;
 - Receive reports on the status of significant findings, recommendations, and management’s responses;
 - Review periodically the internal audit charter that explains the functional and organizational framework for providing services to management and to the Committee;
 - Review the reporting relationship, activities, staffing, organizational structure, and credentials of the internal audit department; and
 - Review and concur in the appointment, compensation, performance appraisal, replacement, reassignment, or dismissal of the senior internal auditing executive.
11. Resolve any differences in financial reporting between management and the independent auditors.
 12. Establish procedures for (a) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters and review with management, including the Chief Compliance Officer, the activities of the global ethics and compliance function, including its monitoring of compliance with the Company’s Code of Business Conduct and Ethics.
 13. Determine that the Company (or any of its subsidiaries or affiliates) is eligible for and may utilize the exception from the clearing requirements of sections 2(h)(1) and 2(h)(8) of the Commodity Exchange Act, such exception (the “End-User Exception”) to be made in accordance with rules promulgated by the Commodities Futures Trading Commission.
 - Authorize management to execute an Annual End-User Clearing Exception Form (in such form as determined by management) to confirm the swaps are used to hedge commercial risk, how the Company will meet its financial obligations with respect to the swaps, and provide required issuer information;
 - Authorize management to enter into swaps that rely on the End-User Exception, where available, and represent to swap counterparties that the Company is eligible for the End-User Exception; and
 - Review and approve the decision to use exempt swaps, and the policies governing the use of exempt swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company’s hedging policy.

14. Meet periodically (at least annually) in separate executive session with each of management, the senior internal auditing executive, and the independent auditors.
15. Annually review and reassess the adequacy of this Charter and recommend any appropriate changes to the Board for approval.
16. Report on Committee activities and issues to the Board regularly.
17. Prepare, with such assistance from management as the Committee determines is appropriate, the report of the Committee required by the rules of the SEC to be included in the Company's proxy statement for each annual meeting of stockholders.
18. Oversee enterprise risk management for the Company and the implementation of appropriate risk monitoring and management systems.
19. Oversee cybersecurity, including privacy and information security, for the Company, including receipt of regular reports to be submitted by the Company's Chief Information Security Officer or another designee.
20. Meet to review and discuss environmental sustainability and social responsibility disclosures in periodic annual and quarterly reports, except with respect to matters that are within the scope of responsibility of another committee of the Board or the full Board.
21. Provide for an annual performance evaluation of the Committee, including a review of its compliance with this Charter.

Procedures

1. Meetings

The Committee shall meet at least quarterly, 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 means of conference telephone 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. However, the Committee may delegate to one or more of its members the authority

to grant pre-approvals of audit and permitted non-audit services, provided the decision is reported to the full Committee at its next scheduled meeting.

3. Appointment and Removal

The members and Chair of the Committee shall be nominated by the Corporate Governance, Nominating, and Responsibility 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 this Charter and the By-laws of the Company.

5. Chair Responsibilities

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

6. Consultation and Funding

The Company shall provide for appropriate funding, as determined by the Committee: (a) for payment of compensation to outside legal, accounting, 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.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. This is the responsibility of management and the independent auditors.

Adopted: September 25, 2003

Last Revised: September 30, 2025