

### **Purpose**

The primary purposes of the Finance Committee (the “Committee”) of Molson Coors Brewing Company (the “Company”) are to oversee and review the Company’s financial position and policies and to approve financing activities, on behalf of the Company’s Board of Directors (the “Board”).

### **Composition**

The Committee shall consist of at least three directors, each of whom shall meet the director independence definition under the rules and regulations of the New York Stock Exchanges. The members of the Committee shall be determined by the Board, following recommendation of the Nominating Committee. Committee members shall hold their offices for one year and until their successors are elected and qualified, or until their earlier resignation or removal from the Committee. All vacancies in the Committee shall be filled by the Board, following recommendation of the Nominating Committee.

### **Meetings**

The Committee shall meet periodically, as deemed necessary by the Chair of the Committee. All meetings shall be at the call of the Chair of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chair of the Committee shall prepare or approve an agenda in advance of each meeting. The Committee shall keep a separate record of the minutes of their proceedings and actions.

### **Responsibilities and Duties**

To carry out its primary purposes, the Committee shall:

1. Monitor the Company’s financial, hedging and investment policies and strategies, as well as the Company’s tax strategies and legal entity structure; provided, however, the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company by joint action may approve, without further action or approval of the Committee, (i) capital contributions, distributions, share purchases and intercompany loans to and from the Company’s direct and indirect, majority-owned subsidiaries for liquidity, capital financing purposes; and (ii) the Company entering into a guarantee on behalf of one or more of the Company’s direct or indirect, majority-owned subsidiaries in an amount up to \$250 million USD with respect to any individual guarantee.
2. Monitor the Company’s financial condition and its requirements for funds, including with respect to acquisitions and divestitures.
3. Monitor investment performance and funding of the Company’s pension funds; provided, that nothing herein shall impose on the Committee any fiduciary duties with regard to such pension funds or authority or responsibility for underlying investment decisions by such pension funds.

4. Monitor the Company's debt portfolio, interest rate risk and expense management, credit facilities and liquidity.
5. Review and approve:
  - (a) the amounts, timing, types, issuances, incurrence and terms of debt facilities, indentures or other arrangements for indebtedness of the Company (including, but not limited to, public and private debt securities, commercial paper facilities, overdraft facilities, revolving credit loans, term loans, notes, debentures, bonds, receivables financing, or letters of credit) ("Debt Instruments"); and
  - (b) liability management transactions, including amendments, purchases, and repayments prior to maturity, related to the Company's then-outstanding Debt Instruments;

provided that any transaction (or a series of related transactions) contemplated by the foregoing paragraphs 5(a) and 5(b): (i) that involve Debt Instruments not exceeding the aggregate principal amount of \$250 million USD and is consistent with, or similar to, prior financing activities of the Company may instead be approved by joint action of the CEO and CFO of the Company; and (ii) that involve Debt Instruments exceeding the aggregate principal amount of \$2 billion USD shall instead require recommendation by the Committee to the Board, and final approval by the Board. For avoidance of doubt, any swap transaction related to outstanding Debt Instruments is not subject to the approval requirements set forth herein, provided that such transaction would not cause the Company's fixed-to-floating rate debt mix to deviate from the range set forth in the Company's Corporate Finance Operating Guidelines, as reviewed and ratified by the Committee from time to time.

6. Monitor relationships with credit rating agencies and the ratings given to the Company.
7. Review periodically the results of the Company's investment and hedging activities.
8. Monitor and approve the Company's dividend and share repurchase policies and programs, provided that: (1) any proposed dividends, where the amount of the dividend differs from the amount of a dividend approved by the Board for the preceding quarter; and (2) any share repurchase programs, shall each require recommendation by the Committee to the Board and final approval by the Board.