



**Purpose**

The Nominating Committee and its Subcommittees of Molson Coors Brewing Company (the “Company”) have two distinct purposes. The first purpose is to carry out authorities and responsibilities set forth in Article Tenth (c) – (f) (i) of the Company’s Restated Certificate of Incorporation (as amended from time to time, the “Certificate”). Those duties and authorities are not subject to review or approval by the Company’s Board of Directors (the “Board”). The second purpose is to carry out authorities and responsibilities delegated by the Board.

**Composition**

Nominating Committee (the “Committee”): Pursuant to the Certificate, the Committee shall consist of five members, two of whom shall also constitute the Class A-C Nominating Subcommittee, two of whom shall also constitute the Class A-M Nominating Subcommittee and one of whom shall be an independent director. The non-independent Committee members hold office until their earlier resignation or removal by the Class A-C or Class A-M Nominating Subcommittee, respectively. The independent director holds office until his or her earlier resignation or removal by the other members of the Nominating Committee and shall have the responsibilities set forth herein and in the Board of Directors Charter and Corporate Governance Guidelines. Vacancies in the independent director position shall be filled by the other members of the Committee.

Class A-C Nominating Subcommittee: Pursuant to the Certificate, the Class A-C Nominating Subcommittee consists of two individuals designated from time to time by the Adolph Coors, Jr. Trust.

Class A-M Nominating Subcommittee: Pursuant to the Certificate, the Class A-M Nominating Subcommittee consists of two individuals designated from time to time by Pentland Securities (1981) Ltd.

The A-C Nominating Subcommittee shall have the power and authority to appoint the Chair of the Committee (the “Chair”) for the periods during which the A-M Nominating Subcommittee has the power and authority to appoint the Chairman of the Board of Directors of the company pursuant to Section 4.6 of the Bylaws. The A-M Nominating Subcommittee shall have the power and authority to appoint the Chair for the periods during which the A-C Nominating Subcommittee has the power and authority to appoint the Chairman of the Board of Directors of the company pursuant to Section 4.6 of the Bylaws.

**Meetings**

In accordance with the Certificate and as further detailed below, the Class A-C Nominating Subcommittee, Class A-M Nominating Subcommittee and the Committee each year will meet and: (1) nominate candidates for election as directors by the holders of the Class A Common Stock and the Special Class A Voting Stock (the “Class A Holders”); and (2) recommend to the Board candidates for election as directors by the holders of the Class B Common Stock and the Special Class B Voting Stock (the “Class B Holders”), each to be included in the Proxy Statement for election at the Company’s Annual Stockholders’ Meeting.

The Committee shall meet at least four times annually or more frequently as necessary to carry out its corporate governance functions described below and at such other times as determined by the Chairman (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.

**Authority and Responsibilities**

Authorities and Responsibilities Pursuant to the Certificate.

1. The Class A-C Nominating Subcommittee and Class A-M Nominating Subcommittee each nominate up to five candidates for election as directors by the Class A Holders.
2. The Nominating Committee nominates up to two candidates for election as directors by the Class A Holders, one of which is the Company’s Chief Executive Officer and the second, if nominated by the Committee, another member of management of the Company.

Authorities and Responsibilities Pursuant to Delegation from the Board.

To carry out its primary purposes, the Committee shall:

1. Recommend to the full Board up to three candidates for the Board to consider as nominees for election as directors by the Class B Holders voting separately as a class.
2. Review and prepare for approval by the Board as part of the Company’s annual operating plan, the annual budget for the activities and operations of the Board.
3. Periodically evaluate and recommend to the Board policies for retirement, resignation and retention of directors.
4. Recommend for approval by the Board, memberships and chairmanships of Board committees, including new appointments to fill vacancies on Board committees (other than with regard to the Committee, whose membership and chairmanship shall be decided by the Committee, in accordance with and subject to the provisions of the Certificate and this Charter).
5. Periodically evaluate and recommend criteria for selection of Board members to be adopted by the Committee and the Board.
6. Identify and recommend for approval by the Board, candidates for Chief Executive Officer of the Company.
7. Monitor and oversee the annual evaluation of the Board.
8. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any modifications to this Charter that the Committee considers necessary or appropriate.
9. Annually review its own performance against the requirements of this Charter.
10. Review and recommend for approval by the Board, changes to the Company’s Board of Directors Charter and Corporate Governance Guidelines.



**Resources and Authority**

The Committee shall have full authority and discretion to fund any expenses determined by the Committee, in its discretion, to be necessary for its operations and activities as contemplated by this Charter and the Company shall fund such amounts. The Committee may select and retain its own advisors and consultants as required to assist it in the fulfilment of its duties under this Charter.