Purpose

The Nominating Committee and Subcommittees have two distinct purposes. The first purpose is to carry out authorities and responsibilities set forth in Article Tenth (c) – (f) (i) of the Restated Certificate of Incorporation. Those duties and authorities are not subject to Board review or approval. The second purpose is to carry out authorities and responsibilities delegated by the Board of Directors.

Composition

Nominating Committee: Pursuant to the Restated Certificate of Incorporation, the Committee shall consist of five members, two of which shall also constitute the Class A-C Nominating Subcommittee, two of which shall also constitute the Class A-M Nominating Subcommittee and the remaining member shall be an Independent Director. The non-independent Committee members hold office until their resignation or replacement by the Class A-C or Class A-M Nominating Subcommittee, respectively. The independent director holds office until his resignation or replacement by the other members of the Committee.

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

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

Meetings

The Class A-C Nominating Subcommittee, Class A-M Nominating Subcommittee and the Nominating Committee at the first meeting each year will nominate candidates for election as directors to be included in the Proxy Statement for election at the Company's Annual Stockholders' Meeting. The Nominating Committee meets at least quarterly and further as necessary to carry out its corporate governance functions described below.

Authority and Responsibilities

Authorities and Responsibilities Pursuant to the Restated Certificate of Incorporation.

1. The Class A-C Nominating Subcommittee and Class A-M Nominating Subcommittee each nominate five candidates for election as Class A Directors.

2. The Nominating Committee nominates two candidates for election as Class A Directors, one of which is the Company's Chief Executive Officer and the second another member of management.

Authorities and Responsibilities Pursuant to Delegation from the Board of Directors.

1. Recommend to the full Board of Directors three candidates for the Board to consider as nominees for election as directors by the Class B stockholders voting separately as a class.

2. Prepare for approval by the Board the annual budget for the activities and operations of the Board of Directors and the Offices of the Chairman and Vice Chairman of the Board.

3. Periodically evaluate and recommend to the Board policies for retirement, resignation and retention of directors.

4. Recommend to the Board Committees memberships and chairmanships.

5. Periodically evaluate and recommend guidelines for the composition of the Board to be adopted by the Nominating Committee and the Board.

6. Identify and recommend to the full Board of Directors candidates for Chief Executive Officer of the Company.

7. Monitor and oversee the annual evaluation of the Board of Directors.

8. Review and reassess, at least annually, the adequacy of this Charter and to 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 changes to the MCBC Board of Directors Charter and Corporate Governance Guidelines.

11. Recommend disposition of Special Matters to the Board of Directors, as that term is defined in the Miller Coors Director Consultation Policy.

Resources

The Nominating 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 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.