

BROWN-FORMAN CORPORATION

Charter of the Executive Committee of the Board of Directors

Purpose: The primary purpose of the Executive Committee of the Board of Directors (“Board Executive Committee”) is to act on behalf of the Board between regularly scheduled meetings of the Board so that the Board can fulfill its responsibilities effectively and efficiently.

Committee Membership: Pursuant to the by-laws of the Company, the Board by resolution designates the members of the Board Executive Committee, which shall consist of the Chief Executive Officer, the Chairman or Presiding Chairman of the Board (if separate from the Chief Executive Officer), and one or more other directors as determined by the Board from time to time. The Board can change the Committee’s membership, fill vacancies in it, and dissolve the Committee at any time.

Quorum: A majority of the Board Executive Committee members constitutes a quorum.

Responsibilities: The Board Executive Committee is responsible for evaluating and approving corporate actions requiring Board approval when the Board is not in session. The Board has delegated to the Committee all powers to act on its behalf when it is not in session, other than powers that may not be delegated pursuant to Delaware law or the by-laws of the Company. However, traditionally, the Board Executive Committee acts only when:

- exercising a power the Board has previously delegated
- there is an emergency, or
- the action is fairly pro forma and does not warrant the full Board’s attention

Reporting: The Committee will report its actions to the full Board.

Performance Review: The full Board will review the performance of the Board Executive Committee periodically, giving consideration to the frequency and character of actions the Committee has been called upon to review since the most recent assessment.