

BROWN-FORMAN CORPORATION
Corporate Governance and Nominating Committee Charter

Purpose: The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Brown-Forman Corporation (the “Company”) is:

- i. to assist the Board in identifying, recruiting and recommending to the Board, for their recommendation to stockholders, appropriate candidates to serve as directors;
- ii. to lead the work of the Board in succession planning for the Chief Executive Officer;
- iii. to review the Company’s corporate governance principles periodically and apprise the Board of developments and best practices, taking into account the long-term best interests of all of the Company’s stockholders and the Company’s “controlled-company” status under the New York Stock Exchange rules; and
- iv. to oversee the evaluation process of the Board, its committees and management.

In performing its duties for the benefit of all stockholders, the Committee shall pay due attention to the corporate governance implications of the Brown family’s control of a majority of the Company’s outstanding voting stock and total equity, including by staying apprised of the family’s governance initiatives and by appropriately balancing the governance needs of a public company with those of a family-controlled company.

Committee Membership: The Committee shall be composed of at least five directors, including the Chair of the Board, the Lead Independent Director, the Chair of the Audit Committee and the Chair of the Compensation Committee. At least one member of the Committee shall be a member of the controlling stockholder family group, and a majority of the Committee members shall be independent in accordance with the applicable rules of the New York Stock Exchange and the Securities and Exchange Commission. The members of the Committee and the Chair shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member of the Committee at any time with or without cause in its discretion.

Meetings: The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but no fewer than three times a year. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at the meeting shall designate one of its members as the acting chairperson of the meeting. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Committee Authority and Responsibilities: The principal responsibilities and authority of the Committee are to:

1. Lead in identifying, interviewing and recruiting candidates for the Board, consistent with criteria approved by the Board.
2. From time to time, review and recommend qualifications, skills, qualities and other criteria for new directors to the Board for its approval. The criteria may change depending upon the type of director sought, but all directors will be expected to share the basic values that characterize the Company. The Committee believes that the Board's membership should reflect a diversity of experience, gender, race, ethnicity, age, religion, nationality, disability, sexual orientation and cultural background.
3. Annually present to the Board recommended candidates for election or re-election to the Board and Board committees and candidates to fill any vacancy or newly created directorship.
4. Periodically recommend the number of directors to serve on the Board.
5. Oversee and assist, as needed, in the Board's annual performance and processes evaluation of the Board, its committees and management.
6. Periodically review the Company's corporate governance guidelines (but not less frequently than every three years) and recommend changes to the Board when appropriate.
7. Assist the Board in monitoring best practices, developments and issues relating to corporate governance, in the context of the Company's stockholder profile and "controlled-company" status for New York Stock Exchange purposes.
8. Periodically review and make recommendations to the Board on policies for director retirement and service on multiple public company boards and board committees.
9. Oversee orientation program for new directors.
10. Oversee risks related to succession planning, periodically organize and coordinate Chief Executive Officer succession planning, and review with the Chief Executive Officer succession planning for the other most senior management positions of the Company.
11. Annually review and oversee the Company's political activities and contributions.
12. Review the Company's actions in furtherance of its corporate social responsibility, including environmental, social and governance matters, workforce diversity and inclusion matters, and the work of the Brown-Forman Foundation, considering the impact of the Company on its employees, stockholders and communities.

13. Oversee risks related to environmental, social and governance matters.

Resources and Ability to Delegate: The Committee, as it deems necessary, shall have the exclusive authority, at the expense of the Company and without management approval, to retain, compensate, oversee, and terminate search firms used to identify director candidates and such other experts, independent counsel, advisors and consultants as it deems appropriate to assist it in fulfilling its responsibilities.

The Committee may delegate tasks and authority to one or more subcommittees or designated members of the Committee as the Committee may deem appropriate.

Reporting: The Committee shall report its actions to the full Board from time-to-time as the Committee deems necessary or appropriate. The Committee will maintain minutes or other written records of its meetings and activities.

Annual Review of Charter and Committee Performance Review: The Committee shall annually review and evaluate its own performance. The Committee shall review this Charter at least annually and recommend any changes to the Board for approval.

January 23, 2024