

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended February 28, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-08495



Constellation Brands

CONSTELLATION BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
State or other jurisdiction of  
incorporation or organization  
  
207 High Point Drive, Building 100  
Victor, New York  
(Address of principal executive offices)

16-0716709  
(I.R.S. Employer  
Identification No.)

14564  
(Zip Code)

Registrant's telephone number, including area code (585) 678-7100

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock (par value \$.01 per share)	New York Stock Exchange
Class B Common Stock (par value \$.01 per share)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based upon the closing sales prices of the registrant's Class A and Class B Common Stock as reported on the New York Stock Exchange as of the last business day of the registrant's most recently completed second fiscal quarter was \$32,990,201,563.

The number of shares outstanding with respect to each of the classes of common stock of Constellation Brands, Inc., as of April 17, 2018, is set forth below:

<u>Class</u>	<u>Number of Shares Outstanding</u>
Class A Common Stock, par value \$.01 per share	168,057,947
Class B Common Stock, par value \$.01 per share	23,326,443
Class 1 Common Stock, par value \$.01 per share	7,088

DOCUMENTS INCORPORATED BY REFERENCE

The Proxy Statement of Constellation Brands, Inc. to be issued for the Annual Meeting of Stockholders which is expected to be held July 17, 2018 is incorporated by reference in Part III to the extent described therein.

---

## TABLE OF CONTENTS

	<u>Page</u>
<b>PART I</b>	
Item 1. <a href="#">Business</a>	<a href="#">1</a>
Item 1A. <a href="#">Risk Factors</a>	<a href="#">10</a>
Item 1B. <a href="#">Unresolved Staff Comments</a>	<a href="#">19</a>
Item 2. <a href="#">Properties</a>	<a href="#">20</a>
Item 3. <a href="#">Legal Proceedings</a>	<a href="#">21</a>
Item 4. <a href="#">Mine Safety Disclosures</a>	<a href="#">21</a>
<b>PART II</b>	
Item 5. <a href="#">Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">22</a>
Item 6. <a href="#">Selected Financial Data</a>	<a href="#">24</a>
Item 7. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">25</a>
Item 7A. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">48</a>
Item 8. <a href="#">Financial Statements and Supplementary Data</a>	<a href="#">51</a>
Item 9. <a href="#">Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</a>	<a href="#">108</a>
Item 9A. <a href="#">Controls and Procedures</a>	<a href="#">109</a>
Item 9B. <a href="#">Other Information</a>	<a href="#">109</a>
<b>PART III</b>	
Item 10. <a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">109</a>
Item 11. <a href="#">Executive Compensation</a>	<a href="#">110</a>
Item 12. <a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">110</a>
Item 13. <a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">111</a>
Item 14. <a href="#">Principal Accounting Fees and Services</a>	<a href="#">111</a>
<b>PART IV</b>	
Item 15. <a href="#">Exhibits, Financial Statement Schedules</a>	<a href="#">112</a>
Item 16. <a href="#">Form 10-K Summary</a>	<a href="#">112</a>

---

## [Table of Contents](#)

*This Annual Report on Form 10-K contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those set forth in, or implied by, such forward-looking statements. All statements other than statements of historical fact included in this Annual Report on Form 10-K, including without limitation (I) the statements under Item 1 “Business” and Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” regarding (i) our business strategy, future operations, future financial position, expected effective tax rates and anticipated tax liabilities and adjustments to recorded provisional income tax amounts, prospects, plans and objectives of management, (ii) information concerning expected or potential actions of third parties, including insurance carrier reimbursements or potential changes to international trade agreements, tariffs, taxes and other governmental rules and regulations, (iii) information concerning the future expected balance of supply and demand for our products, (iv) timing and source of funds for operating activities, (v) the manner, timing and duration of the share repurchase program and source of funds for share repurchases, (vi) the amount and timing of future dividends, and (vii) the volatility of the fair value of the Canopy Investment and the Canopy Warrants, (II) the statements regarding our beer operations expansion activities, including Mexicali Brewery construction, and the expansions of the Nava and Obregon breweries and glass plant, including anticipated costs and timeframes for completion, and (III) the projections regarding the expected gain on the sale of a retained interest are forward-looking statements. When used in this Annual Report on Form 10-K, the words “anticipate,” “intend,” “expect,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. All forward-looking statements speak only as of the date of this Annual Report on Form 10-K. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. In addition to the risks and uncertainties of ordinary business operations and conditions in the general economy and markets in which we compete, our forward-looking statements contained in this Annual Report on Form 10-K are also subject to the risk and uncertainty that (i) the actual balance of supply and demand for our products will vary from current expectations due to, among other reasons, actual raw material supply, actual shipments to distributors and actual consumer demand, (ii) the actual demand for our products will vary from current expectations due to, among other reasons, actual shipments to distributors and actual consumer demand, (iii) the amount and timing of and source of funds for any share repurchases may vary due to market conditions, our cash and debt position, the impact of the beer operations expansion activities, and other factors as determined by management from time to time, (iv) the amount and timing of future dividends may differ from our current expectations if our ability to use cash flow to fund dividends is affected by unanticipated increases in total net debt, we are unable to generate cash flow at anticipated levels, or we fail to generate expected earnings, (v) the fair value of the Canopy Investment and Canopy Warrants may vary due to market and economic conditions in Canopy Growth Corporation’s locations, (vi) the sale of a retained interest is subject to certain closing conditions and the receipt of any required regulatory approvals, and (vii) the timeframe and actual costs associated with the beer operations expansion activities may vary from management’s current expectations due to market conditions, our cash and debt position, receipt of all required regulatory approvals by the expected dates and on the expected terms and other factors as determined by management. Additional important factors that could cause actual results to differ materially from those set forth in or implied by our forward-looking statements contained in this Annual Report on Form 10-K are those described in Item 1A “Risk Factors” and elsewhere in this report and in our other filings with the Securities and Exchange Commission.*

*Unless the context otherwise requires, the terms “Company,” “CBI,” “we,” “our,” or “us” refer to Constellation Brands, Inc. and its subsidiaries. All references to “net sales” refer to gross sales less promotions, returns and allowances, and excise taxes consistent with the Company’s method of classification. All references to “Fiscal 2018,” “Fiscal 2017” and “Fiscal 2016” refer to the Company’s fiscal year ended the last day of February of the indicated year. All references to “Fiscal 2019” refer to our fiscal year ending February 28, 2019. All references to “\$” are to U.S. dollars, all references to “C\$” are to Canadian dollars and all references to “A\$” are to Australian dollars. Unless otherwise defined herein, refer to the Notes to the Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K for the definition of capitalized terms used herein.*

*Market positions and industry data discussed in this Annual Report on Form 10-K are as of calendar 2017 and have been obtained or derived from industry and government publications and our estimates. The industry and government publications include: Beer Marketers Insights; Beverage Information Group; Growers Network; Impact Databank Review and Forecast; International Wine and Spirits Research (IWSR); IRI; and National Alcohol Beverage Control Association. We have not independently verified the data from the industry and government publications. Unless otherwise noted, all references to market positions are based on equivalent unit volume.*

---

## PART I

### Item 1. Business.

#### Introduction

We are an international producer and marketer of beer, wine and spirits with operations in the U.S., Mexico, New Zealand, Italy and Canada and more than 100 brands in our portfolio. In the U.S., we are the largest multi-category supplier (beer, wine and spirits) (“Multi-category Supplier”) of beverage alcohol. We are the third-largest beer company in the U.S. market and the world’s leading premium wine company. Many of our products are recognized as leaders in their respective categories. This, combined with our strong market positions, makes us a supplier of choice to many of our customers, who include wholesale distributors, retailers and on-premise locations.

Our vision is to elevate life with every glass raised and our mission is to build brands that people love. We are committed to brand building, our trade partners, the environment, our investors and to consumers around the world who choose our products when celebrating big moments or enjoying quiet ones.

Our key values are:

- people;
- customer focus;
- entrepreneurship;
- quality; and
- integrity.

The Company is a Delaware corporation incorporated on December 4, 1972, as the successor to a business founded in 1945. We have approximately 9,600 employees located primarily in the U.S. and Mexico, with our corporate headquarters located in Victor, New York. We conduct our business through entities we wholly own as well as through a variety of joint ventures and other entities.

#### Strategy

Our overall strategy is to create industry-leading growth and shareholder value by building premium brands that people love. We position our portfolio to benefit from industry premiumization trends, which we believe will continue to result in faster growth rates in the high-end of the beer, wine and spirits categories.

Certain key U.S. industry trends include:

- high-end beer (led by imported, craft and domestic super premium) growing faster than total beer;
- growth in U.S. per capita consumption of wine and spirits and volume of premium and above wine and spirits growing faster than value-priced wine and spirits; and
- consolidation of suppliers, wholesalers and retailers.

To capitalize on these trends, become more competitive and grow our business, we have generally employed a strategy focused on a combination of organic growth and acquisitions, with an increasing focus on the higher-growth, higher-margin premium and above categories of the beverage alcohol industry. Key elements of our strategy include:

- leveraging our leading position in total beverage alcohol and our scale with wholesalers and retailers to expand distribution of our product portfolio and cross promotional opportunities;
- strengthening relationships with wholesalers and retailers by providing consumer and beverage alcohol insights;
- investing in brand building activities;
- positioning ourselves for success with consumer-led innovation capabilities that identify, meet and stay ahead of evolving consumer trends and market dynamics;
- realizing operating efficiencies through expanding and enhancing production capabilities and maximizing asset utilization; and
- developing employees to enhance performance in the marketplace.

In the beer business, we completed the acquisition of the imported beer business in June 2013, which solidified our position in the U.S. beer market over the long-term; diversified our profit base and enhanced our margins, results of operations and operating cash flow; and provided new avenues for growth. Since completing this transformational acquisition, we have made capital investments and acquisitions to increase beer production capacity to secure independence from a supply standpoint and to support the growth of the business. We enhanced our position in the high-end segment of the U.S. beer market with the acquisition of Ballast Point, a highly-awarded craft brewer, which provided us with a premium platform to compete in the growing craft beer category.

In our wine and spirits business, we have acquired higher-growth, higher-margin premium and above wine brands including Meiomi, Prisoner and Charles Smith wine brands, and divested the lower-margin Canadian wine business, as part of our efforts to increase our mix of premium and above brands, improve margins and create operating efficiencies. In addition, we have added high-end brands to our spirits portfolio through the acquisitions of Casa Noble and High West.

For further information on our strategy, see Management's Discussion and Analysis of Financial Condition and Results of Operations under Item 7 of this Annual Report on Form 10-K ("MD&A").

### Acquisitions, Investments and Divestitures

As part of our strategy to improve margins, enhance production capabilities and keep an increased focus on the higher-growth, higher-margin premium and above categories of the beverage alcohol industry, we have completed the following acquisitions, investments and divestitures:

<b>Transaction</b>	<b>Date</b>	<b>Strategic Contribution</b>
<b><i>Beer Segment</i></b>		
Funky Buddha acquisition	August 2017	Portfolio of high-quality, Florida-based craft beers; strengthened our position in the high-end segment of the U.S. beer market.
Obregon Brewery acquisition	December 2016	Provided immediate functioning brewery capacity to support our fast-growing, high-end Mexican beer portfolio; provided flexibility for future innovation initiatives; enabled us to become fully independent from an interim supply agreement with Modelo.
Ballast Point acquisition	December 2015	Provided a premium platform to compete in the growing craft beer category; further strengthened our position in the high-end segment of the U.S. beer market.
Glass production plant acquisition through joint venture with Owens-Illinois	December 2014	State-of-the-art glass production plant located adjacent to our Nava Brewery in Mexico; solidified our long-term glass sourcing strategy under favorable terms.
Imported beer business acquisition	June 2013	Provided complete, independent control of our U.S. commercial beer business, the state-of-the-art Nava Brewery and the exclusive perpetual brand rights to import, market and sell Corona and certain other Mexican beer brands in the U.S. market; solidified our position in the U.S. beer market for the long term; made us the third-largest brewer and seller of beer for the U.S. market; combined with our strong position in wine and spirits, solidified us as the largest Multi-category Supplier of beverage alcohol in the U.S.
<b><i>Wine and Spirits Segment</i></b>		
Schrader Cellars acquisition	June 2017	Collection of highly-rated, limited-production fine wines; aligned with our portfolio premiumization strategy; strengthened our position in the fine wine category.
Canadian Divestiture	December 2016	Divestiture of the lower-margin Canadian wine business.
Charles Smith acquisition	October 2016	Collection of five fast-growing, high-quality super and ultra-premium Washington State wine brands; strong consumer affinity and demand.
High West acquisition	October 2016	Portfolio of distinctive, award-winning, fast-growing and high-end craft whiskeys and other select spirits.
Prisoner acquisition	April 2016	Portfolio of five fast-growing, higher-margin, super-luxury wine brands; strengthened our position in the super-luxury wine category.

<b>Transaction</b>	<b>Date</b>	<b>Strategic Contribution</b>
Meiomi acquisition	August 2015	Higher-margin, luxury growth brand; further strengthened our position in the U.S. pinot noir category.
Casa Noble acquisition	September 2014	Higher-margin, super-premium tequila business; complemented our Mexican beer portfolio; further strengthened both our on and off-premise presence as tequila and Mexican beer share similar target consumers and drinking occasions.
<b>Corporate Operations and Other Segment</b>		
Canopy Growth Corporation investment	November 2017	Investment in Ontario, Canada-based public company; leading provider of medicinal cannabis products; supported our long-term strategy to identify, meet and stay ahead of evolving consumer trends and market dynamics.

For further information about our Fiscal 2018, Fiscal 2017 and Fiscal 2016 transactions, refer to (i) MD&A and (ii) Note 2 of the Notes to the Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K (“Notes to the Financial Statements”).

## Business Segments

We report our operating results in three segments: (i) Beer, (ii) Wine and Spirits, and (iii) Corporate Operations and Other. The business segments reflect how our operations are managed, how resources are allocated, how operating performance is evaluated by senior management and the structure of our internal financial reporting. We report net sales in two reportable segments, as follows:

	For the Year Ended February 28, 2018	% of Net Sales	For the Year Ended February 28, 2017	% of Net Sales	For the Year Ended February 29, 2016	% of Net Sales
<i>(in millions)</i>						
Beer	\$ 4,658.5	61.4%	\$ 4,229.3	57.7%	\$ 3,622.6	55.3%
Wine and Spirits:						
Wine	2,559.5	33.8%	2,739.3	37.4%	2,591.4	39.6%
Spirits	367.0	4.8%	362.9	4.9%	334.4	5.1%
Total Wine and Spirits	2,926.5	38.6%	3,102.2	42.3%	2,925.8	44.7%
Consolidated Net Sales	\$ 7,585.0		\$ 7,331.5		\$ 6,548.4	

### Beer Segment

We are the leader in the high-end segment of the U.S. beer market. We sell a number of brands in the imported and craft beer categories.

Within the imported beer category, we have the exclusive right to import, market and sell these Mexican beer brands in all 50 states of the U.S.:

- Corona Extra
- Corona Light
- Modelo Especial
- Modelo Negra
- Modelo Chelada
- Pacifico
- Victoria

In the U.S., we are the leading imported beer company and have six of the 15 top-selling imported beer brands. Corona Extra is the best-selling imported beer and the fifth best-selling beer overall in the U.S.; Corona Light is the leading imported light beer; and Modelo Especial is the second-largest and the fastest-growing major imported beer brand.

Since the acquisition of the imported beer business, we have increased our production capacity in Mexico from 10 million to approximately 31.5 million hectoliters. Our current production capacity provides us the opportunity to further expand our leadership position in the high-end segment of the U.S. beer market by increasing our investment behind on-trend innovation. As part of these efforts, we're launching Corona Premier, a lower-calorie, lower-carbohydrate offering in the high-end U.S. beer market segment. Additionally, we are continuing efforts focused on increasing sales penetration of products in can, draft and larger package size formats.

Expansion and construction efforts continue under our Mexico Beer Expansion Projects. Since the acquisition of the imported beer business, we have invested approximately \$2.9 billion for the Mexico Beer Expansion Projects, with approximately \$800 million during Fiscal 2018. To align with our anticipated future growth expectations, we're targeting an additional 12.5 million hectoliters of production capacity expansion activities to be completed over the next five fiscal years.

Prior to the acquisition of the imported beer business, we and Modelo, indirectly, each had an equal interest in Crown Imports LLC, which had the exclusive right to import, market and sell primarily Modelo's Mexican beer portfolio in the U.S. as of the date of the acquisition.

Our craft beer products are primarily sold under the Ballast Point brand. Ballast Point is led by its popular Sculpin IPA and has excellent innovation capabilities. The Funky Buddha acquisition allows us to leverage our craft beer platform, capitalizing on the growth of high-quality, regional craft beer brands.

### *Wine and Spirits Segment*

We are the world's leading premium wine company. We sell a large number of wine brands across all categories – table wine, sparkling wine and dessert wine – and across all price points – popular, premium and luxury categories, primarily within the \$5 to \$25 price range at U.S. retail – and we have a leading market position in the U.S. Our wine portfolio is supported by grapes purchased from independent growers, primarily in the U.S., New Zealand and Chile, and vineyard holdings in the U.S., New Zealand and Italy.

Our wine produced in the U.S., New Zealand and Italy is primarily marketed in the U.S. In addition, we export our wine products to Canada and other major world markets.

In our spirits business, SVEDKA Vodka is imported from Sweden and is the largest imported vodka brand in the U.S. Black Velvet Canadian Whisky is the second-largest Canadian whisky brand in the U.S. Our high-end spirits brands include Casa Noble tequila and High West craft whiskeys.

In the U.S., we sell 19 of the 100 top-selling wine brands and are a leading premium wine company. Some of our well-known wine and spirits brands sold in the U.S., which comprised our Fiscal 2018 U.S. Focus Brands ("Focus Brands"), included:

Wine Brands			Spirits Brands
7 Moons	Kung Fu Girl	Robert Mondavi	Casa Noble
Black Box	Mark West	Ruffino	High West
Clos du Bois	Meiomi	Simi	SVEDKA Vodka
Estancia	Mount Veeder	The Dreaming Tree	
Franciscan Estate	Nobilo	The Prisoner	
Kim Crawford	Ravage	The Velvet Devil	

We dedicate a large share of sales and marketing resources to our Focus Brands as they represent a majority of our U.S. wine and spirits revenue and profitability, and generally have strong positions in their respective price categories.

## [Table of Contents](#)

We have been increasing resources in support of on-trend product innovation as we believe this is one of the key drivers of overall beverage alcohol category growth. In wine, we have launched varietal line extensions behind many of our Focus Brands, such as Bourbon Barrel Aged Robert Mondavi Private Selection and Meiomi Rosé, and we have introduced newer brands like Derange, 7 Moons and Cooper & Thief. In spirits, we are leveraging our existing brand equity established with Black Box Wines with the introduction of Black Box Spirits, initially offered in whiskey, tequila and vodka formats.

In addition, as part of our efforts to increase focus on higher-growth, higher-margin premium and above brands, we continue to rationalize lower-growth, lower-margin products mostly within the popular price category.

### ***Corporate Operations and Other***

The Corporate Operations and Other segment includes traditional corporate-related items including executive management, corporate development, corporate finance, human resources, internal audit, investor relations, legal, public relations and information technology.

Further information regarding net sales, operating income and total assets of each of our business segments and information regarding geographic areas is set forth in Note 21 of the Notes to the Financial Statements.

### **Marketing and Distribution**

To focus on their respective product categories, build brand equity and increase sales, our segments employ full-time, in-house marketing, sales and customer service functions. These functions engage in a range of marketing activities and strategies, including market research, consumer and trade advertising, price promotions, point-of-sale materials, event sponsorship, on-premise promotions and public relations. Where opportunities exist, particularly with national accounts in the U.S., we leverage our sales and marketing skills across the organization.

In the U.S., our products are primarily distributed by wholesale distributors, with separate distribution networks utilized for (i) our beer portfolio and (ii) our wine and spirits portfolio, as well as state alcohol beverage control agencies. As is the case with all other beverage alcohol companies, products sold through these agencies are subject to obtaining and maintaining listings to sell our products in that agency's state. State governments can affect prices paid by consumers of our products through the imposition of taxes or, in states in which the government acts as the distributor of our products through an alcohol beverage control agency, by directly setting the retail prices.

### **Trademarks and Distribution Agreements**

Trademarks are an important aspect of our business. We sell products under a number of trademarks, which we own or use under license. Throughout our segments, we also have various licenses and distribution agreements for the sale, or the production and sale, of our products and products of third parties. These licenses and distribution agreements have varying terms and durations.

Within the Beer segment, we have an exclusive sub-license to use trademarks related to our Mexican beer brands in the U.S. This sub-license agreement is perpetual. Prior to our acquisition of the imported beer business, Crown Imports had exclusive importation agreements with the suppliers of certain imported beer products and had an exclusive renewable sub-license to use certain trademarks related to the imported beer brands in the U.S.

## Competition

The beverage alcohol industry is highly competitive. We compete on the basis of quality, price, brand recognition and distribution strength. Our beverage alcohol products compete with other alcoholic and non-alcoholic beverages for consumer purchases, as well as shelf space in retail stores, restaurant presence and wholesaler attention. We compete with numerous multinational producers and distributors of beverage alcohol products, some of which have greater resources than we do. Our principal competitors include:

Beer	Anheuser-Busch InBev, Molson Coors, Heineken, Pabst Brewing Company, The Boston Beer Company
Wine	E&J Gallo Winery, The Wine Group, Trinchero Family Estates, Treasury Wine Estates, Ste. Michelle Wine Estates, Deutsch Family Wine & Spirits, Jackson Family Wines
Spirits	Diageo, Beam Suntory, Brown-Forman, Sazerac Company, Pernod Ricard

## Production

Our current production capacity in Mexico at our Nava and Obregon breweries is approximately 31.5 million hectoliters. Prior to the acquisition of the Obregon Brewery, we entered into a three-year interim supply agreement with Modelo in June 2013, which was initially extended for one additional year through June 2017. However, the purchase of the Obregon Brewery enabled us to become fully independent from this interim supply agreement, which was terminated at the time of this acquisition. In addition, we are constructing the Mexicali Brewery, located near California, which is our largest imported beer market in the U.S. Based on our anticipated future growth expectations, we intend to expand our production capacity in Mexico to approximately 44 million hectoliters over the next five fiscal years.

Our craft beer production requirements are primarily fulfilled by our Miramar and Daleville facilities, located in the greater San Diego, California, and Roanoke, Virginia, areas, respectively. These facilities can be expanded to accommodate future growth. We also operate multiple tap rooms with smaller scale production and innovation capabilities.

In the U.S., we operate 18 wineries using many varieties of grapes grown principally in the Napa, Sonoma, Monterey and San Joaquin regions of California. We also operate three wineries in New Zealand and five wineries in Italy. Grapes are crushed at most of our wineries and stored as wine until packaged for sale under our brand names or sold in bulk. The inventories of wine are usually at their highest levels during and after the crush of each year's grape harvest, and are reduced prior to the subsequent year's crush. Wine inventories are usually at their highest levels in September through November in the U.S. and Italy, and in March through May in New Zealand.

Our Canadian whisky requirements are produced and aged at our Canadian distillery in Lethbridge, Alberta. We currently operate two facilities in the U.S. for the production of our High West whiskey brand. The requirements for grains and bulk spirits used in the production of our spirits are purchased from various suppliers.

Certain of our wines and spirits must be aged for more than one year up to multiple years. Therefore, our inventories of wines and spirits may be larger in relation to sales and total assets than in many other businesses.

## Sources and Availability of Production Materials

The principal components in the production of our Mexican and craft beer brands include water; agricultural products, such as yeast and grains; and packaging materials, which include glass, aluminum and cardboard.

For our Mexican beer brands, packaging materials represent the largest cost component of production, with glass bottles representing the largest cost component of our packaging materials. For Fiscal 2018, the package format mix of our Mexican beer volume sold in the U.S. was 70% glass bottles, 27% aluminum cans and 3% in stainless steel kegs.

[Table of Contents](#)

The Nava and Obregon breweries receive water originating from aquifers. We believe we have adequate access to water to support the breweries' on-going requirements, as well as future requirements after the completion of planned expansion activities.

As part of our efforts to solidify our beer glass sourcing strategy over the long-term, we formed an equally-owned joint venture with Owens-Illinois, the world's largest glass container manufacturer. The joint venture acquired a state-of-the-art glass production plant that is located adjacent to our Nava Brewery in Mexico, in December 2014. The glass plant currently has four operational glass furnaces and the joint venture intends to increase it to five furnaces by the end of calendar 2019. When fully operational with five furnaces, the glass plant is expected to supply approximately 60% – 65% of our glass requirements for the Nava Brewery. We also have long-term glass supply agreements with other glass producers.

The principal components in the production of our wine and spirits products are agricultural products, such as grapes and grain, and packaging materials (primarily glass).

Most of our annual grape requirements are satisfied by purchases from each year's harvest which normally begins in August and runs through October in the U.S. and Italy, and begins in February and runs through May in New Zealand. We receive grapes from approximately 910 independent growers in the U.S. and approximately 170 independent growers located primarily in New Zealand and Chile. We enter into purchase agreements with a majority of these growers with pricing that generally varies year-to-year and is largely based on then-current market prices.

As of February 28, 2018, we owned or leased approximately 21,300 acres of land and vineyards, either fully bearing or under development, in the U.S., New Zealand and Italy. This acreage supplies only a small percentage of our overall total grape needs for wine production. However, most of this acreage is used to supply a large portion of the grapes used for the production of certain of our higher-end wines. We continue to consider the purchase or lease of additional vineyards, and additional land for vineyard plantings, to supplement our grape supply.

We believe that we have adequate sources of grape supplies to meet our sales expectations. However, when demand for certain wine products exceeds expectations, we look to source the extra requirements from the bulk wine markets around the world.

The distilled spirits manufactured and imported by us require various agricultural products, neutral grain spirits and bulk spirits which we fulfill through purchases from various sources by contractual arrangement and through purchases on the open market. We believe that adequate supplies of the aforementioned products are available at the present time.

We utilize glass and polyethylene terephthalate ("PET") bottles and other materials such as caps, corks, capsules, labels, wine bags and cardboard cartons in the bottling and packaging of our wine and spirits products. After grape purchases, glass bottle costs are the largest component of our cost of product sold. In the U.S., the glass bottle industry is highly concentrated with only a small number of producers. We have traditionally obtained, and continue to obtain, our glass requirements from a limited number of producers under long-term supply arrangements. Currently, one producer supplies most of our glass container requirements for our U.S. operations. We have been able to satisfy our requirements with respect to the foregoing and consider our sources of supply to be adequate at this time.

## **Government Regulation**

We are subject to a range of laws and regulations in the countries in which we operate. Where we produce products, we are subject to environmental laws and regulations, and may be required to obtain environmental and alcohol beverage permits and licenses to operate our facilities. Where we market and sell products, we may be subject to laws and regulations on brand registration, packaging and labeling, distribution methods and relationships, pricing and price changes, sales promotions, advertising and public relations. We are also subject to rules and regulations relating to changes in officers or directors, ownership or control.

[Table of Contents](#)

We believe we are in compliance in all material respects with all applicable governmental laws and regulations in the countries in which we operate. We also believe that the cost of administration and compliance with, and liability under, such laws and regulations does not have, and is not expected to have, a material adverse impact on our financial condition, results of operations or cash flows.

### Seasonality

The beverage alcohol industry is subject to seasonality in each major category. As a result, in response to wholesaler and retailer demand which precedes consumer purchases, our beer sales are typically highest during the first and second quarters of our fiscal year, which correspond to the Spring and Summer periods in the U.S. Our wine and spirits sales are typically highest during the third quarter of our fiscal year, primarily due to seasonal holiday buying.

### Employees

As of February 28, 2018, we had approximately 9,600 employees. Approximately 4,800 employees were in the U.S. and approximately 4,800 employees were outside of the U.S., primarily in Mexico. We may employ additional workers during the grape crushing seasons. Approximately 23% of our employees are covered by collective bargaining agreements. There are no collective bargaining agreements expiring within one year. We consider our employee relations generally to be good.

### Executive Officers of the Company

Information with respect to our current executive officers is as follows:

<u>NAME</u>	<u>AGE</u>	<u>OFFICE OR POSITION HELD</u>
Richard Sands	67	Chairman of the Board
Robert Sands	59	Chief Executive Officer
William A. Newlands	59	President and Chief Operating Officer
James O. Bourdeau	53	Executive Vice President, General Counsel and Secretary
F. Paul Hetterich	55	Executive Vice President and President, Beer Division
Thomas M. Kane	57	Executive Vice President and Chief Human Resources Officer
David Klein	54	Executive Vice President and Chief Financial Officer
Christopher Stenzel	50	Executive Vice President and President, Wine & Spirits Division

**Richard Sands**, Ph.D., is the Chairman of the Board of the Company. He has been employed by the Company in various capacities since 1979. He has served as a director since 1982. In September 1999, Mr. Sands was elected Chairman of the Board. He served as Chief Executive Officer from October 1993 to July 2007, as Executive Vice President from 1982 to May 1986, as President from May 1986 to December 2002 and as Chief Operating Officer from May 1986 to October 1993. He is the brother of Robert Sands.

**Robert Sands** has served as Chief Executive Officer of the Company since July 2007 and as a director since January 1990. Mr. Sands also served as President from December 2002 to February 2018, as Chief Operating Officer from December 2002 to July 2007, as Group President from April 2000 through December 2002, as Chief Executive Officer, International from December 1998 through April 2000, as Executive Vice President from October 1993 through April 2000, as General Counsel from June 1986 through May 2000 and as Vice President from June 1990 through October 1993. He is the brother of Richard Sands.

**William A. Newlands** is President and Chief Operating Officer of the Company. He was appointed President in February 2018 and has served as Chief Operating Officer since January 2017. He served as Executive Vice President of the Company from January 2015 until February 2018. From January 2016 to January 2017 he performed the role of President, Wine & Spirits Division and from January 2015 through January 2016 he performed the role of Chief Growth Officer. Mr. Newlands joined the Company in January 2015. Prior to that he served from October 2011 until August 2014 as Senior Vice President and President, North America of Beam Inc.,

as Senior Vice President and President, North America of Beam Global Spirits & Wine, Inc. from December 2010 to October 2011 and as Senior Vice President and President, USA of Beam Global Spirits & Wine, Inc. from February 2008 to December 2010. Beam Inc., a producer and seller of branded distilled spirits products, merged with a subsidiary of Suntory Holding Limited, a Japanese company, in 2014. Prior to October 2011, Beam Global Spirits & Wine, Inc. was the spirits operating segment of Fortune Brands, Inc., which was a leading consumer products company that made and sold branded consumer products worldwide in the distilled spirits, home and security, and golf markets.

**James O. Bourdeau** has served as the Company's Executive Vice President and General Counsel since December 2017 and as the Company's Secretary since April 2017. Prior to that, Mr. Bourdeau was the Company's Senior Vice President and General Counsel, Corporate Development, having performed that role from September 2014 until December 2017. Before joining the Company in September 2014, Mr. Bourdeau was an attorney with the law firm of Nixon Peabody LLP from July 2000 through September 2014, and a partner from February 2005 through September 2014. Mr. Bourdeau was associated with another law firm from 1995 to 2000.

**F. Paul Hetterich** has been an Executive Vice President of the Company since June 2003. Since January 2016 Mr. Hetterich has performed the role of President, Beer Division and President of Crown Imports LLC, a wholly-owned indirect subsidiary of the Company. From January 2015 through January 2016 he performed the role of Executive Vice President, Corporate Development & Beer Operations. From June 2011 until January 2015 he served as Executive Vice President, Business Development and Corporate Strategy, from July 2009 until June 2011 he served as Executive Vice President, Business Development, Corporate Strategy and International and from June 2003 until July 2009 he served as Executive Vice President, Business Development and Corporate Strategy. From April 2001 to June 2003 Mr. Hetterich served as the Company's Senior Vice President, Corporate Development. Prior to that, Mr. Hetterich held several increasingly senior positions in the Company's marketing and business development groups. Mr. Hetterich has been with the Company since 1986.

**Thomas M. Kane** joined the Company in May 2013 as Executive Vice President and Chief Human Resources Officer. Mr. Kane previously served as Senior Vice President, Human Resources and Government Relations of Armstrong World Industries, Inc., a global producer of flooring products and ceiling systems, from February 2012 to May 2013, he served as its Senior Vice President, Human Resources from August 2010 to February 2012 and served as its Chief Compliance Officer from February 2011 to February 2012. Prior to that, Mr. Kane served as Global Vice President, Human Resources for Black & Decker Power Tools, a manufacturer of power and hand tools, from 2002 to 2010. From 1999 to 2002 Mr. Kane served as Global HR leader of GE Specialty Materials, a large manufacturer of silicone products.

**David Klein** has been the Company's Executive Vice President and Chief Financial Officer since June 2015. Prior to that, Mr. Klein served as the Company's Senior Vice President Finance, Beer Division, having held that position from May 2014 until June 2015. He served as the Company's Senior Vice President and Treasurer from April 2009 to July 2014 and assumed the additional responsibilities of Controller in October 2013, also serving in that role to July 2014. From March 2007 to March 2009 Mr. Klein served as chief financial officer for the Company's former United Kingdom operations. Mr. Klein joined the Company in 2004 as Vice President of Business Development.

**Christopher Stenzel** has been the Company's Executive Vice President and President, Wine & Spirits Division since January 2017. Prior to that, Mr. Stenzel was Senior Vice President-Finance of the Company's Beer Division, having performed that role from July 2015 through January 2017, and was the Company's Senior Vice President, Treasurer and Controller from July 2014 through July 2015. Mr. Stenzel joined the Company with the Company's acquisition of Beam Wine Estates, Inc. in December 2007, serving as a Senior Vice President-Finance in the Company's Wine Division until July 2014. Before that, he held various financial positions of increasing responsibility with other beverage alcohol companies.

Executive officers of the Company are generally chosen or elected to their positions annually and hold office until the earlier of their removal or resignation or until their successors are chosen and qualified.

## Company Information

Our Internet website is <https://www.cbrands.com>. Our filings with the Securities and Exchange Commission (“SEC”), including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, are accessible free of charge at <https://www.cbrands.com> as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers, such as ourselves, that file electronically with the SEC. The Internet address of the SEC’s site is <https://www.sec.gov>. Also, the public may read and copy any materials that we file with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-732-0330.

We have adopted a Chief Executive Officer and Senior Financial Executive Code of Ethics that specifically applies to our chief executive officer, our principal financial officer and our controller, and is available on our Internet site at <https://www.cbrands.com/investors>. This Chief Executive Officer and Senior Financial Executive Code of Ethics meets the requirements as set forth in the Securities Exchange Act of 1934, Item 406 of Regulation S-K.

We also have adopted a Code of Business Conduct and Ethics that applies to all employees, directors and officers, including each person who is subject to the Chief Executive Officer and Senior Financial Executive Code of Ethics. The Code of Business Conduct and Ethics is available on our Internet website, together with our Global Code of Responsible Practices for Beverage Alcohol Advertising and Marketing at <https://www.cbrands.com/story/policies>. Our Board of Directors Corporate Governance Guidelines and the Charters of the Board’s Audit Committee, Human Resources Committee (which serves as the Board’s compensation committee) and Corporate Governance Committee (which serves as the Board’s nominating committee) are accessible on our Internet website at <https://www.cbrands.com/investors>. Amendments to, and waivers granted to our directors and executive officers under our codes of ethics, if any, will be posted in this area of our website. Copies of these materials are available in print to any shareholder who requests them. Shareholders should direct such requests in writing to Investor Relations Department, Constellation Brands, Inc., 207 High Point Drive, Building 100, Victor, New York 14564, or by telephoning our Investor Center at 1-888-922-2150.

The information regarding our website and its content is for your convenience only. The content of our website is not deemed to be incorporated by reference in this report or filed with the SEC.

### Item 1A. Risk Factors.

*In addition to information discussed elsewhere in this report, you should carefully consider the following factors which could materially affect our business, liquidity, financial condition and/or results of operations. The risks described below are not the only risks we face. Additional factors not presently known to us or that we currently deem to be immaterial may also have a material adverse effect on our business, liquidity, financial condition and/or results of operations in future periods.*

#### Operational Risks

***International operations, worldwide and domestic economic trends and financial market conditions, geopolitical uncertainty, or changes to international trade agreements and tariffs, import and excise duties, other taxes, or other governmental rules and regulations***

Our products are produced and sold in numerous countries, we have employees in various countries and we have production facilities currently in the U.S., Mexico, New Zealand, Italy and Canada.

Risks associated with international operations, any of which could have a material adverse effect on our business, liquidity, financial condition and/or results of operations, include:

- changes in local political, economic, social and labor conditions;
- potential disruption from socio-economic violence, including terrorism and drug-related violence;
- restrictions on foreign ownership and investments or on repatriation of cash earned in countries outside the U.S.;
- import and export requirements;
- currency exchange rate fluctuations;
- a less developed and less certain legal and regulatory environment in some countries, which, among other things, can create uncertainty regarding contract enforcement, intellectual property rights and liability issues; and
- inadequate levels of compliance with applicable anti-bribery laws, including the Foreign Corrupt Practices Act.

Unfavorable global or regional economic conditions, including economic slowdown, inflation, and the disruption, volatility and tightening of credit and capital markets, as well as unemployment, tax increases, governmental spending cuts or a return of high levels of inflation, could affect consumer spending patterns and purchases of our products. These could also create or exacerbate credit issues, cash flow issues and other financial hardships for us and our suppliers, distributors, retailers and consumers. The inability of suppliers, distributors and retailers to access liquidity could impact our ability to produce and distribute our products.

We are also exposed to risks associated with interest rate fluctuations. We could experience changes in our ability to manage fluctuations in interest rates and, accordingly, there can be no assurance that we will be successful in reducing those risks.

We could also be affected by nationalization of our international operations, unstable governments, unfamiliar or biased legal systems or intergovernmental disputes. Any determination that our operations or activities did not comply with applicable U.S. or foreign laws or regulations could result in the imposition of fines and penalties, interruptions of business, terminations of necessary licenses and permits, and other legal and equitable sanctions.

The U.S. and other countries in which we operate impose import and excise duties, tariffs, and other taxes on beverage alcohol products in varying amounts. The U.S. federal government or other governmental bodies may propose changes to international trade agreements, tariffs, taxes and other government rules and regulations. Significant increases in import and excise duties or other taxes on beverage alcohol products could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

In addition, federal, state, provincial, local and foreign governmental agencies extensively regulate the beverage alcohol products industry concerning such matters as licensing, warehousing, trade and pricing practices, permitted and required labeling, advertising and relations with wholesalers and retailers. Certain federal, state or local regulations also require warning labels and signage. New or revised regulations or increased licensing fees, requirements or taxes could have a material adverse effect on our business, liquidity, financial condition or results of operations. Additionally, various jurisdictions may seek to adopt significant additional product labeling or warning requirements or limitations on the marketing or sale of our products because of what our products contain or allegations that our products cause adverse health effects. If these types of requirements become applicable to one or more of our major products under current or future environmental or health laws or regulations, they may inhibit sales of such products.

These international, economic and political uncertainties and regulatory changes could have a material adverse effect on our business, liquidity, financial condition and/or results of operations, especially to the extent these matters, or the decisions, policies or economic strength of our suppliers and distributors, affect our business, liquidity, financial condition and/or results of operations.

***Dependence on limited facilities for production of our Mexican beer brands, and expansion and construction issues***

We are dependent on our Nava and Obregon breweries as our sole sources of supply to fulfill our Mexican beer brands product requirements, both now as well as for the near term.

We are currently expanding our Nava and Obregon breweries and constructing our Mexicali Brewery, and our joint venture with Owens-Illinois is expanding its glass plant. While these multi-million-dollar expansion and construction activities are progressing consistent with our plans, there is always the potential risk of completion delays and cost overruns.

Expansion of current production facilities and construction of new production facilities are subject to various regulatory and developmental risks, including but not limited to: (i) our ability to obtain timely certificate authorizations, necessary approvals and permits from regulatory agencies and on terms that are acceptable to us; (ii) potential changes in federal, state and local statutes and regulations, including environmental requirements, that prevent a project from proceeding or increase the anticipated cost of the project; (iii) inability to acquire rights-of-way or land or water rights on a timely basis on terms that are acceptable to us; and (iv) inability to acquire the necessary energy supplies, including electricity, natural gas and diesel fuel. Any of these events could delay the expansion or construction of our production facilities.

We may not be able to satisfy our product supply requirements for the Mexican beer brands in the event of a significant disruption, partial destruction or total destruction of the Nava or Obregon breweries or the glass plant. Also, if the contemplated expansions of the Nava and Obregon breweries and glass plant and construction of the Mexicali Brewery are not completed by their targeted completion dates, we may not be able to produce sufficient quantities of our Mexican beer to satisfy our needs. Under such circumstances, we may be unable to obtain our Mexican beer at a reasonable price from another source, if at all. A significant disruption at our Nava or Obregon breweries, or the glass plant, even on a short-term basis, could impair our ability to produce and ship products to market on a timely basis. Alternative facilities with sufficient capacity or capabilities may not readily be available, may cost substantially more or may take a significant time to start production, any of which could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

***Operational disruptions or catastrophic loss to breweries, wineries, other production facilities or distribution systems***

All of our Mexican beer brands product supply is currently produced at our breweries in Nava, Coahuila, Mexico and Obregon, Sonora, Mexico. Many of the workers at these breweries are covered by collective bargaining agreements. In addition, three of our largest wineries in the U.S. produce approximately 60% of our total annual wine and spirits product volume globally. The glass plant currently produces approximately 40% of the total annual glass bottle supply for our Mexican beer brands. Several of our vineyards and production and distribution facilities, including certain California wineries and breweries and our planned Mexicali Brewery, are in areas prone to seismic activity. Additionally, we have various vineyards, wineries and breweries in the state of California which has recently experienced wildfires and landslides.

If any of these or other of our properties and production facilities were to experience a significant operational disruption or catastrophic loss, it could delay or disrupt production, shipments and revenue, and result in potentially significant expenses to repair or replace these properties. Also, our production facilities are asset intensive. As our operations are concentrated in a limited number of production and distribution facilities, we are more likely to experience a significant operational disruption or catastrophic loss in any one location from acts of war or terrorism, fires, floods, earthquakes, hurricanes, labor strike or other labor activities, cyber-attacks and other attempts to penetrate our information technology systems, unavailability of raw or packaging materials, or other natural or man-made events. If a significant operational disruption or catastrophic loss were to occur, we could breach agreements, our reputation could be harmed, and our business, liquidity, financial condition and/or results of operations could be adversely affected due to higher maintenance charges, unexpected capital spending or product supply constraints.

Our insurance policies do not cover certain types of catastrophes. Economic conditions and uncertainties in global markets may adversely affect the cost and other terms upon which we are able to obtain property damage and business interruption insurance. If our insurance coverage is adversely affected, or to the extent we have elected to self-insure, we may be at greater risk that we may experience an adverse impact to our business, liquidity, financial condition and/or results of operations. If one or more significant uninsured or under-insured events occur, we could suffer a major financial loss.

***Supply of quality water, agricultural and other raw materials, certain raw materials and packaging materials purchased under short-term supply contracts, limited group of suppliers of glass bottles***

The quality and quantity of water available for use is important to the supply of our agricultural raw materials and our ability to operate our business. Water is a limited resource in many parts of the world and if climate patterns change and droughts become more severe, there may be a scarcity of water or poor water quality which may affect our production costs or impose capacity constraints. We are dependent on sufficient amounts of quality water for operation of our breweries, our wineries and our distilleries, as well as to irrigate our vineyards and conduct our other operations. The suppliers of the agricultural raw materials we purchase are also dependent upon sufficient supplies of quality water for their vineyards and fields. If water available to our operations or the operations of our suppliers becomes scarcer or the quality of that water deteriorates, we may incur increased production costs or face manufacturing constraints. In addition, water purification and waste treatment infrastructure limitations could increase costs or constrain operation of our production facilities and vineyards. A substantial reduction in water supplies could result in material losses of grape crops and vines or other crops, such as barley or hops, which could lead to a shortage of our product supply.

We have substantial wine operations as well as brewery operations in the state of California and substantial brewery operations in the country of Mexico. Although certain areas in California recently experienced flooding, the state had endured an extended period of drought and instituted restrictions on water usage. A recurrence of severe drought conditions in California could have an adverse effect upon those operations, which effect could become more significant depending upon actual future drought conditions. Our Nava Brewery and glass plant receive water originating from a mountain aquifer. Our Obregon Brewery receives its allocation of water originating from an aquifer and we expect our Mexicali Brewery will receive an allocation of water originating from an aquifer. Although we anticipate our operations will have adequate sources of water to support their on-going requirements, there is no guarantee that the sources of water, methods of water delivery, or water requirements will not change materially in the future.

Our breweries, the glass plant, our wineries and our distilleries use a large volume of agricultural and other raw materials to produce their products. These include corn starch and sugars, malt, hops, fruits, yeast and water for our breweries; soda ash and silica sand for the glass plant; grapes and water for our wineries; and grain and water for our distilleries. Our breweries, wineries and distilleries all use large amounts of various packaging materials, including glass, aluminum, cardboard and other paper products. Our production facilities also use electricity, natural gas and diesel fuel in their operations. Certain raw materials and packaging materials are purchased under contracts of varying maturities. The supply and price of raw materials, packaging materials and energy can be affected by many factors beyond our control, including market demand, global geopolitical events (especially as to their impact on crude oil prices), droughts and other weather conditions or natural or man-made events, economic factors affecting growth decisions, inflation, plant diseases and theft.

Our breweries, wineries and distilleries are also dependent upon an adequate supply of glass bottles. Glass bottle costs are one of our largest components of cost of product sold. We currently have a small number of suppliers of glass bottles for our Mexican beer brands. In the U.S., glass bottles have only a small number of producers. Currently, one producer supplies most of our glass container requirements for our U.S. wine and spirits operations and two producers supply our glass bottles for our craft beer.

To the extent any of the foregoing factors increases the costs of our finished products or lead to a shortage of our product supply, we could experience a material adverse effect on our business, liquidity, financial condition and/or results of operations.

***Reliance on wholesale distributors, major retailers and government agencies***

Local market structures and distribution channels vary worldwide. Within our primary market in the U.S., we offer a range of beverage alcohol products across the beer, wine and spirits categories, with separate distribution networks utilized for our beer portfolio and our wine and spirits portfolio. In the U.S., we sell our products principally to wholesalers for resale to retail outlets and directly to government agencies, and we have entered into exclusive arrangements with certain wholesalers that generate a large portion of our U.S. wine and spirits net sales. Wholesalers and retailers of our products offer products which compete directly with our products for retail shelf space, promotional support and consumer purchases, and wholesalers or retailers may give higher priority to products of our competitors. The replacement or poor performance of our major wholesalers, retailers or government agencies could result in temporary or longer-term sales disruptions or could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

***Reliance upon complex information systems and third party global networks, cyber-attacks, and design or implementation of our new global enterprise resource planning system (ERP)***

We depend on information technology to enable us to operate efficiently and interface with customers and suppliers, as well as maintain financial accuracy and efficiency and effect accurate and timely governmental reporting. If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure, we could be subject to transaction errors, processing inefficiencies, the loss of customers, business disruptions, the loss of or damage to intellectual property through security breach, or penalties associated with the failure to timely file governmental reports. We recognize that many groups on a world-wide basis have experienced increases in security breaches, cyber-attacks, and other hacking activities such as denial of service, malware, and ransomware. As with all large information technology systems, our systems could be penetrated by increasingly sophisticated outside parties' intent on extracting confidential or proprietary information, corrupting our information, disrupting our business processes, or engaging in the unauthorized use of strategic information about us or our employees, customers or consumers. Such unauthorized access could disrupt our operations and could result in the loss of assets or revenues, litigation, remediation costs, damage to our reputation, or the failure by us to retain or attract customers following such an event.

We have outsourced various functions to third-party service providers and may outsource other functions in the future. We rely on those third-party service providers to provide services on a timely and effective basis. However, we do not ultimately control their performance. Their failure to perform as expected or as required by contract could result in significant disruptions and costs to our operations.

We are in the process of a multi-year implementation of a new ERP system which we intend to replace our existing operating and financial systems. We are designing the ERP system to accurately maintain our financial records, enhance operational functionality and provide timely information to our management team related to the operation of the business. We expect the implementation process will require the investment of significant personnel and financial resources. Companies which implement new ERP systems may experience delays, increased costs and other difficulties. If we are not successful in designing and implementing our ERP system as planned or if it does not operate as intended, the effectiveness of our internal control over financial reporting could be adversely affected, or our ability to assess those controls adequately could be delayed.

To the extent any of the foregoing factors result in significant disruptions and costs to our operations, or reduce the effectiveness of our internal control over financial reporting, we could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

***Contamination and degradation of product quality from diseases, pests and weather conditions***

Our success depends upon the positive image that consumers have of our brands and of the safety and quality of our products. Contamination, whether arising accidentally or through deliberate third-party action, or other events that harm the integrity or consumer support for our brands, could adversely affect their sales. Various diseases, pests, fungi, viruses, drought, frosts and certain other weather conditions could affect the quality and quantity of barley, hops, grapes and other agricultural raw materials available, decreasing the supply and quality of our products. We cannot guarantee that our grape suppliers or our suppliers of other agricultural raw materials will

succeed in preventing contamination in existing vineyards or fields or that we will succeed in preventing contamination in our existing vineyards or future vineyards we may acquire. Future government restrictions regarding the use of certain materials used in growing grapes or other agricultural raw materials may increase vineyard costs and/or reduce production of grapes or other crops. It is also possible that a supplier may not provide materials or product components which meet our required standards or may falsify documentation associated with the fulfillment of those requirements.

Product contamination or tampering or the failure to maintain our standards for product quality, safety and integrity, including with respect to raw materials, naturally occurring compounds, packaging materials or product components obtained from suppliers, may also reduce demand for our products or cause production and delivery disruptions. Contaminants or other defects in raw materials, packaging materials or product components purchased from third parties and used in the production of our beer, wine or spirits products or defects in the fermentation or distillation process could lead to low beverage quality as well as illness among, or injury to, consumers of our products and may result in reduced sales of the affected brand or all our brands.

If any of our products become unsafe or unfit for consumption, are misbranded, or cause injury, we may have to engage in a product recall and/or be subject to liability and incur additional costs. A widespread product recall, multiple product recalls, or a significant product liability judgment could cause our products to be unavailable for a period, which could further reduce consumer demand and brand equity.

### ***Climate change and environmental regulatory compliance***

Our business depends upon agricultural activity and natural resources. There has been much public discussion related to concerns that carbon dioxide and other greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. Severe weather events, such as drought or flooding in California or a prolonged cold winter in New York, and climate change may negatively affect agricultural productivity in the regions from which we presently source our various agricultural raw materials. Decreased availability of our raw materials may increase the cost of goods for our products. Severe weather events or changes in the frequency or intensity of weather events can also disrupt our supply chain, which may affect production operations, insurance cost and coverage, as well as delivery of our products to wholesalers, retailers and consumers. Natural disasters such as floods and earthquakes may also negatively impact the ability of consumers to purchase our products.

We may experience significant future increases in the costs associated with environmental regulatory compliance, including fees, licenses, and the cost of capital improvements for our operating facilities to meet environmental regulatory requirements. In addition, we may be party to various environmental remediation obligations arising in the normal course of our business or relating to historical activities of businesses we acquire. Due to regulatory complexities, uncertainties inherent in litigation and the risk of unidentified contaminants in our current and former properties, the potential exists for remediation, liability and indemnification costs to differ materially from the costs that we have estimated. We may incur costs associated with environmental compliance arising from events we cannot control, such as unusually severe floods, hurricanes, earthquakes or fires. We cannot assure you that our costs in relation to these matters will not exceed our projections or otherwise have a material adverse effect upon our business, liquidity, financial condition or results of operations.

## **Strategic Risks**

### ***Competition***

We are in a highly competitive industry and our sales could be negatively affected by numerous factors including:

- our inability to maintain or increase prices;
- new entrants in our market or categories;
- the decision of wholesalers, retailers or consumers to purchase competitors' products instead of ours; or
- a general decline in beverage alcohol consumption due to consumer dietary preference changes or consumers substituting legalized marijuana or other similar products in lieu of beverage alcohol.

Sales could also be affected by pricing, purchasing, financing, operational, advertising or promotional decisions made by wholesalers, state and other local agencies, and retailers which could affect their supply of, or consumer demand for, our products. We could also experience higher than expected selling, general and administrative expenses if we find it necessary to increase the number of our personnel or our advertising or marketing expenditures to maintain our competitive position or for other reasons. We cannot guarantee that we will be able to increase our prices to pass along to our customers any increased costs we incur.

***Potential decline in the consumption of products we sell; dependence on sales of our Mexican beer brands***

Our business depends upon consumers' consumption of our beer, wine and spirits brands, and sales of our Mexican beer brands in the U.S. are a significant portion of our business. Accordingly, a decline in the growth rate, amount or profitability of our sales of the Mexican beer brands in the U.S. could adversely affect our business. Further, consumer preferences and tastes may shift due to, among other reasons, changing taste preferences, demographics or perceived value. Consequently, any material shift in consumer preferences and taste in our major markets away from our premium beer, wine and spirits brands, and our Mexican beer brands in particular, from the categories in which they compete could have a negative impact on our business, liquidity, financial condition and/or results of operations. Consumer preferences may shift due to a variety of factors, including changes in demographic or social trends, public health policies, and changes in leisure, dining and beverage consumption patterns. A limited or general decline in consumption in one or more of our product categories could occur in the future due to a variety of factors, including:

- a general decline in economic or geopolitical conditions;
- concern about the health consequences of consuming beverage alcohol products and about drinking and driving;
- a general decline in the consumption of beverage alcohol products in on-premise establishments, such as may result from stricter laws relating to driving while under the influence of alcohol;
- the increased activity of anti-alcohol groups;
- increased federal, state, provincial and foreign excise or other taxes on beverage alcohol products and possible restrictions on beverage alcohol advertising and marketing;
- increased regulation placing restrictions on the purchase or consumption of beverage alcohol products or increasing prices due to the imposition of duties or excise tax or changes to international trade agreements or tariffs;
- inflation; and
- wars, pandemics, weather and natural or man-made disasters.

***Acquisition, divestiture, investment, and new product development strategies***

From time to time, we acquire businesses, assets or securities of companies that we believe will provide a strategic fit with our business. We integrate acquired businesses with our existing operations; our overall internal control over financial reporting processes; and our financial, operations and information systems. If the financial performance of our business, as supplemented by the assets and businesses acquired, does not meet our expectations, it may make it more difficult for us to service our debt obligations and our results of operations may fail to meet market expectations. We may not effectively assimilate the business or product offerings of acquired companies into our business or within the anticipated costs or timeframes, retain key customers and suppliers or key employees of acquired businesses, or successfully implement our business plan for the combined business. In addition, our final determinations and appraisals of the estimated fair value of assets acquired and liabilities assumed in our acquisitions may vary materially from earlier estimates and we may fail to realize fully anticipated cost savings, growth opportunities or other potential synergies. We cannot assure you that the fair value of acquired businesses or investments will remain constant.

We may also divest ourselves of businesses, assets or securities of companies that we believe no longer provide a strategic fit with our business. We may provide various indemnifications in connection with the divestiture of businesses or assets.

We have also acquired or retained ownership interests in companies which we do not control, such as our joint venture to operate a glass plant adjacent to our Nava Brewery and investments recently made through our Constellation Ventures function. Our joint venture partners or the other parties that hold the remaining ownership interests in companies which we do not control may at any time have economic, business or legal interests or goals that are inconsistent with our goals or the goals of the joint ventures or those companies. Our joint venture arrangements and the arrangements through which we acquired or hold our other equity or membership interests may require us, among other matters, to pay certain costs, to make capital investments, to fulfill alone our joint venture partners' obligations, or to purchase other parties' interests.

We have also recently invested in a Canadian company that manufactures and supplies medicinal cannabis. While we will not develop, distribute, manufacture or sell cannabis products in the U.S., or anywhere else in the world, unless it is legally permissible to do so at all governmental levels in the particular jurisdiction, this investment could affect consumer perception of our existing brands and our reputation with various constituencies.

In addition, our continued success depends, in part, on our ability to develop new products. The launch and ongoing success of new products are inherently uncertain, especially with respect to consumer appeal. The launch of a new product can give rise to a variety of costs and an unsuccessful launch, among other things, can affect consumer perception of existing brands and our reputation. Unsuccessful implementation or short-lived popularity of our product innovations may result in inventory write-offs and other costs.

We cannot assure you that we will realize the expected benefits of acquisitions, divestitures or investments. We also cannot assure you that our acquisitions, investments or joint ventures will be profitable or that forecasts regarding acquisition, divestiture or investment activities will be accurate. Our failure to adequately manage the risks associated with acquisitions or divestitures, or the failure of an entity in which we have an equity or membership interest, could have a material adverse effect on our business, liquidity, financial condition or results of operations.

***Dependence upon trademarks and proprietary rights, failure to protect our intellectual property rights***

Our future success depends significantly on our ability to protect our current and future brands and products and to defend our intellectual property rights. We have been granted numerous trademark registrations covering our brands and products and have filed, and expect to continue to file, trademark applications seeking to protect newly-developed brands and products. We cannot be sure that trademark registrations will be issued with respect to any of our trademark applications. We could also, by omission, fail to timely renew or protect a trademark and our competitors could challenge, invalidate or circumvent any existing or future trademarks issued to, or licensed by, us.

**Financial Risks**

***Indebtedness***

We have incurred indebtedness to finance acquisitions, fund beer operations expansion and construction activities and repurchase shares of our common stock. In the future, we may continue to incur additional indebtedness to finance acquisitions, repurchase shares of our stock and fund other general corporate purposes, including beer operations expansion and construction activities. We cannot assure you that our business will generate sufficient cash flow from operations to meet all our debt service requirements, pay dividends, repurchase shares of our common stock, and fund our general corporate and capital requirements.

Our current and future debt service obligations and covenants could have important consequences. These consequences include, or may include, the following:

- our ability to obtain financing for future working capital needs or acquisitions or other purposes may be limited;
- our funds available for operations, expansions and construction, dividends or other distributions, or stock repurchases may be reduced because we dedicate a significant portion of our cash flow from operations to the payment of principal and interest on our indebtedness;

- our ability to conduct our business could be limited by restrictive covenants; and
- our vulnerability to adverse economic conditions may be greater than less leveraged competitors and, thus, our ability to withstand competitive pressures may be limited.

Additionally, any failure to meet required payments on our debt, or failure to comply with any covenants in the instruments governing our debt, could result in an event of default under the terms of those instruments and a downgrade to our credit ratings. A downgrade in our credit ratings would increase our borrowing costs and could affect our ability to issue commercial paper. Certain of our debt facilities also contain change of control provisions which, if triggered, may result in an acceleration of our obligation to repay the debt.

If we fail to comply with the obligations contained in our senior credit facility, our existing or future indentures, or other loan agreements, we could be in default under such debt facilities or agreements. In the event of a default, the holders of our debt could elect to declare all amounts outstanding under such instrument to be due and payable. A default could also require the immediate repayment of outstanding obligations under other debt facilities or agreements that contain cross-acceleration or cross-default provisions. If that were to occur, we might not have available funds to satisfy such repayment obligations.

***Intangible assets, such as goodwill and trademarks***

We have a significant amount of intangible assets such as goodwill and trademarks and may acquire more intangible assets in the future. Intangible assets are subject to a periodic impairment evaluation under applicable accounting standards. The write-down of any of these intangible assets could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

***Changes to tax laws, fluctuations in our effective tax rate, accounting for tax positions and the resolution of tax disputes, and changes to accounting standards, elections or assertions***

The U.S. federal budget and individual state, provincial, local municipal budget deficits, or deficits in other governmental entities, could result in increased taxes on our products, business, customers or consumers. Various proposals to increase taxes on beverage alcohol products have been made at the federal and state levels or at other governmental bodies in recent years. Federal, state, provincial, local or foreign governmental entities may consider increasing taxes upon beverage alcohol products as they explore available alternatives for raising funds.

On December 22, 2017, the TCJ Act was signed into law in the United States. The changes in the TCJ Act are broad and complex and we continue to examine the impact the TCJ Act may have on our business and financial results. We recorded a provisional net income tax benefit in the fourth quarter of fiscal 2018 associated with the enactment of the TCJ Act. This provisional benefit is subject to change, possibly materially, due to, among other things, changes in estimates, interpretations and assumptions we have made, and additional guidance and interpretations from the U.S. Treasury Department, the IRS or other standard-setting bodies, legislative actions, changes in accounting standards or related interpretations in response to the TCJ Act, and future actions by states within the United States that have not currently adopted the TCJ Act.

In addition, significant judgment is required to determine our effective tax rate and evaluate our tax positions. Our provision for income taxes includes a provision for uncertain tax positions. Fluctuations in federal, state, local and foreign taxes or a change to uncertain tax positions, including related interest and penalties, may impact our effective tax rate and our financial results. When tax matters arise, several years may elapse before such matters are audited and finally resolved. Unfavorable resolution of any tax matter could increase our effective tax rate and resolution of a tax issue may require the use of cash in the year of resolution.

Additional U.S. tax changes or in how international corporations are taxed, including changes in how existing tax laws are interpreted or enforced, or changes to accounting standards, elections or assertions could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

## Other Risks

### *Damage to our reputation*

The success of our brands depends upon the positive image that consumers have of those brands and maintaining a good reputation is critical to selling our branded products. Contamination, whether arising accidentally or through deliberate third-party action, or other events that harm the integrity or consumer support for our brands, could adversely affect their sales and our reputation. Our reputation could also be impacted negatively by public perception, adverse publicity (whether or not valid), negative comments in social media, or our responses relating to:

- a perceived failure to maintain high ethical, social and environmental standards for all our operations and activities;
- a perceived failure to address concerns relating to the quality, safety or integrity of our products;
- allegations that we, or persons associated with us or formerly associated with us, have violated applicable laws or regulations, including but not limited to those related to safety, employment, discrimination, harassment, whistle-blowing, privacy, or cyber-security;
- our environmental impact, including use of agricultural materials, packaging, water and energy use, and waste management; or
- efforts that are perceived as insufficient to promote the responsible use of alcohol or cannabis.

Failure to comply with federal, state, or local laws and regulations, maintain an effective system of internal controls, provide accurate and timely financial statement information, or protect our information systems against service interruptions, misappropriation of data or breaches of security, could also hurt our reputation. Damage to our reputation or loss of consumer confidence in our products for any of these or other reasons could result in decreased demand for our products and could have a material adverse effect on our business, liquidity, financial condition and/or results of operations, as well as require additional resources to rebuild our reputation, competitive position and brand equity.

### *Class action or other litigation relating to abuse of our products, the misuse of our products, product liability, or marketing or sales practices*

There has been public attention directed at the beverage alcohol industry, which we believe is due to concern over problems related to harmful use of alcohol, including drinking and driving, underage drinking and health consequences from the misuse of alcohol. We could be exposed to lawsuits relating to product liability or marketing or sales practices. Adverse developments in lawsuits concerning these types of matters or a significant decline in the social acceptability of beverage alcohol products that may result from lawsuits could have a material adverse effect on our business, liquidity, financial condition and/or results of operations.

### *Control by the Sands Family*

Our Class B Common Stock is principally held by members of the Sands family, either directly or through entities controlled by members of the Sands family. Holders of Class A Common Stock are entitled to one vote per share and holders of Class B Common Stock are entitled to 10 votes per share. Holders of Class 1 Common Stock generally do not have voting rights. The stock ownership of the Sands family and entities controlled by members of the Sands family represents a majority of the combined voting power of all classes of our common stock as of April 17, 2018, voting as a single class. Consequently, the Sands family has the power to elect a majority of our directors and approve actions requiring the approval of the stockholders of the Company voting as a single class.

## **Item 1B. Unresolved Staff Comments.**

Not Applicable.

**Item 2. Properties.**

We operate breweries, wineries, distilling plants and bottling plants, many of which include warehousing and distribution facilities on the premises, and through a joint venture, we operate a glass production plant. In addition to our properties described below, certain of our businesses maintain office space for sales and similar activities and offsite warehouse and distribution facilities in a variety of geographic locations.

Our corporate headquarters are located in leased offices in Victor, New York. Our segments also maintain leased office spaces in other locations in the U.S. and internationally.

We believe that our facilities, taken as a whole, are in good condition and working order. Within the Wine and Spirits segment, we have adequate capacity to meet our needs for the foreseeable future. Within the Beer segment, we have adequate capacity to meet our current needs and we have undertaken activities to increase our production capacity to address our anticipated future needs. As of February 28, 2018, our properties include the following:

	Owned	Leased
<b>Beer Segment</b>		
Breweries		
U.S.	1	6
Mexico	2	
Total breweries	3	6
Glass production plant <sup>(1)</sup>		
Mexico	1	
Warehouse, distribution and other production facilities		
U.S.		35
Mexico	1	5
Total warehouse, distribution and other production facilities	1	40
<b>Total Beer Segment</b>	5	46
<b>Wine and Spirits Segment</b>		
Wineries		
U.S.		
California	15	1
New York	1	
Washington	1	
New Zealand	3	
Italy		5
Total wineries	20	6
Distilleries		
U.S.	1	1
Canada	1	
Total distilleries	2	1
Warehouse, distribution and other production facilities		
U.S.		6
Canada		1
Italy	1	8
Total warehouse, distribution and other production facilities	1	15
<b>Total Wine and Spirits Segment</b>	23	22

<sup>(1)</sup> The glass production plant in Nava, Coahuila, Mexico is owned and operated by an equally-owned joint venture with Owens-Illinois and is located adjacent to our Nava Brewery.

Within our Wine and Spirits segment, as of February 28, 2018, we owned, leased or had interests in approximately 13,700 acres of vineyards in California (U.S.), 6,700 acres of vineyards in New Zealand and 900 acres of vineyards in Italy.

As of February 28, 2018, our principal facilities, all of which are owned, consist of:

- the Nava Brewery in Nava, Coahuila, Mexico;
- the Obregon Brewery in Obregon, Sonora, Mexico;
- the glass production plant in Nava, Coahuila, Mexico;
- two wineries in California: the Woodbridge Winery in Acampo and the Mission Bell winery in Madera;
- the Canandaigua winery in Canandaigua, New York; and
- the distillery in Lethbridge, Alberta, Canada.

### **Item 3. Legal Proceedings.**

In the ordinary course of their business, the Company and its subsidiaries are subject to lawsuits, arbitrations, claims and other legal proceedings in connection with their business. Some of the legal actions include claims for substantial or unspecified compensatory and/or punitive damages. A substantial adverse judgment or other unfavorable resolution of these matters could have a material adverse effect on the Company's financial condition, results of operations and cash flows. Management believes that the Company has adequate legal defenses with respect to the legal proceedings to which it is a defendant or respondent and that the outcome of these pending proceedings is not likely to have a material adverse effect on the financial condition, results of operations or cash flows of the Company. However, the Company is unable to predict the outcome of these matters.

Regulatory Matters – The Company and its subsidiaries are in discussions with various governmental agencies concerning matters raised during regulatory examinations or otherwise subject to such agencies' inquiry. These matters could result in censures, fines or other sanctions. Management believes the outcome of any pending regulatory matters will not have a material adverse effect on the Company's financial condition, results of operations or cash flows. However, the Company is unable to predict the outcome of these matters.

As previously reported in the Company's Form 10-K for the fiscal year ended February 28, 2014, the United States District Court for the District of Columbia ("District Court") signed the Stipulation and Order filed by the Antitrust Division of the United States Department of Justice ("DOJ"), permitting the Company and Anheuser-Busch InBev SA/NV to consummate our acquisition of the imported beer business. After expiration of the 60-day public comment period as required under the Antitrust Procedures and Penalties Act, the DOJ moved the District Court for entry of the Final Judgment. The Final Judgment was signed on October 21, 2013, and entered into the District Court's docket on October 24, 2013, without modification to the terms included in the Proposed Final Judgment. The Company is operating in accordance with the requirements of the Final Judgment.

### **Item 4. Mine Safety Disclosures.**

Not Applicable.

**PART II****Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Our Class A Common Stock and Class B Common Stock trade on the New York Stock Exchange® (“NYSE”) under the symbols STZ and STZ.B, respectively. There is no public trading market for our Class 1 Common Stock. The following table sets forth, for the periods indicated, the high and low sales prices of our Class A Common Stock and Class B Common Stock as reported on the NYSE, and cash dividends declared for those classes of common stock. For all periods presented, the cash dividends declared for our Class 1 Common Stock are the same as those declared for our Class B Common Stock.

	Fiscal 2018			Fiscal 2017		
	High	Low	Dividends	High	Low	Dividends
<b><u>Class A Common Stock</u></b>						
1st Quarter	\$ 186.06	\$ 155.11	\$ 0.52	\$ 165.81	\$ 137.85	\$ 0.40
2nd Quarter	\$ 200.64	\$ 176.21	\$ 0.52	\$ 168.68	\$ 149.26	\$ 0.40
3rd Quarter	\$ 227.20	\$ 197.32	\$ 0.52	\$ 173.55	\$ 146.90	\$ 0.40
4th Quarter	\$ 229.50	\$ 204.60	\$ 0.52	\$ 162.48	\$ 144.00	\$ 0.40
<b><u>Class B Common Stock</u></b>						
1st Quarter	\$ 182.10	\$ 156.97	\$ 0.47	\$ 162.68	\$ 140.00	\$ 0.36
2nd Quarter	\$ 199.16	\$ 180.00	\$ 0.47	\$ 171.00	\$ 151.60	\$ 0.36
3rd Quarter	\$ 221.28	\$ 198.11	\$ 0.47	\$ 175.50	\$ 150.91	\$ 0.36
4th Quarter	\$ 229.27	\$ 205.48	\$ 0.47	\$ 161.91	\$ 147.95	\$ 0.36

At April 17, 2018, the number of holders of record of our Class A Common Stock, Class B Common Stock and Class 1 Common Stock were 553, 100 and 4, respectively.

In April 2015, our Board of Directors approved the initiation of a dividend program under which we paid quarterly cash dividends during Fiscal 2018, Fiscal 2017 and Fiscal 2016. Prior to Fiscal 2016, we had not paid any cash dividends on our common stock since our initial public offering in 1973 as we had retained all earnings to finance the development and expansion of our business. On March 28, 2018, we declared an increased regular quarterly cash dividend of \$0.74 per share of Class A Common Stock, \$0.67 per share of Class B Common Stock and \$0.67 per share of Class 1 Common Stock payable on May 24, 2018, to stockholders of record of each class on May 10, 2018.

We currently expect to continue to pay a regular quarterly cash dividend to stockholders of our common stock in the future, but such payments are subject to approval of our Board of Directors and are dependent upon our financial condition, results of operations, capital requirements and other factors, including those set forth under Item 1A “Risk Factors” of this Annual Report on Form 10-K. In addition, the terms of our 2017 Credit Agreement may restrict the payment of cash dividends on our common stock under certain circumstances. Any indentures for debt securities issued in the future, the terms of any preferred stock issued in the future and any credit agreements entered into in the future may also restrict or prohibit the payment of cash dividends on our common stock.

## ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program <sup>(1)</sup> <sup>(2)</sup> <sup>(3)</sup>
December 1 – 31, 2017	—	\$ —	—	\$ 307,696,518
January 1 – 31, 2018	1,854,109	\$ 219.30	1,854,109	\$ 2,901,088,168
February 1 – 28, 2018	1,832,468	\$ 214.31	1,832,468	\$ 2,508,369,668
Total	<u>3,686,577</u>	\$ 216.82	<u>3,686,577</u>	

- <sup>(1)</sup> In November 2016, we announced that our Board of Directors authorized the repurchase of up to an aggregate amount of \$1.0 billion of our Class A Common Stock and Class B Convertible Common Stock under the 2017 Authorization. The Board of Directors did not specify a date upon which the 2017 Authorization would expire. In January 2018, we utilized the remaining \$307.7 million available under the 2017 Authorization to repurchase 1,406,710 shares of Class A Common Stock at an average cost of \$218.73 per share, through open market transactions, thereby completing the 2017 Authorization.
- <sup>(2)</sup> In January 2018, we announced that our Board of Directors authorized the repurchase of up to an aggregate amount of \$3.0 billion of our Class A Common Stock and Class B Convertible Common Stock under the 2018 Authorization. The Board of Directors did not specify a date upon which the 2018 Authorization would expire.
- <sup>(3)</sup> Subsequent to February 28, 2018, we repurchased 93,287 shares of Class A Common Stock pursuant to the 2018 Authorization at an average cost of \$227.06 per share through open market transactions.

**Item 6. Selected Financial Data.**

The following selected financial data should be read in conjunction with MD&A and our consolidated financial statements and notes thereto under Item 8 of this Annual Report on Form 10-K (the “Financial Statements”).

	For the Years Ended				
	February 28, 2018	February 28, 2017 (1)	February 29, 2016	February 28, 2015	February 28, 2014 (2)
<i>(in millions, except per share data)</i>					
Sales	\$ 8,326.8	\$ 8,061.6	\$ 7,223.8	\$ 6,672.1	\$ 5,411.0
Excise taxes	(741.8)	(730.1)	(675.4)	(644.1)	(543.3)
Net sales	7,585.0	7,331.5	6,548.4	6,028.0	4,867.7
Cost of product sold	(3,767.8)	(3,802.1)	(3,606.1)	(3,449.4)	(2,876.0)
Gross profit	3,817.2	3,529.4	2,942.3	2,578.6	1,991.7
Selling, general and administrative expenses (3)	(1,532.7)	(1,392.4)	(1,177.2)	(1,078.4)	(1,196.0)
Gain on sale of business	—	262.4	—	—	—
Gain on remeasurement to fair value of equity method investment	—	—	—	—	1,642.0
Operating income	2,284.5	2,399.4	1,765.1	1,500.2	2,437.7
Income from unconsolidated investments (4)	487.2	27.3	51.1	21.5	87.8
Interest expense	(332.0)	(333.3)	(313.9)	(337.7)	(323.2)
Loss on extinguishment of debt (5)	(97.0)	—	(1.1)	(4.4)	—
Income before income taxes	2,342.7	2,093.4	1,501.2	1,179.6	2,202.3
Provision for income taxes (6)	(11.9)	(554.2)	(440.6)	(343.4)	(259.2)
Net income	2,330.8	1,539.2	1,060.6	836.2	1,943.1
Net (income) loss attributable to noncontrolling interests	(11.9)	(4.1)	(5.7)	3.1	—
Net income attributable to CBI	\$ 2,318.9	\$ 1,535.1	\$ 1,054.9	\$ 839.3	\$ 1,943.1
Net income per common share attributable to CBI:					
Basic – Class A Common Stock	\$ 12.04	\$ 7.79	\$ 5.42	\$ 4.40	\$ 10.45
Basic – Class B Convertible Common Stock	\$ 10.93	\$ 7.07	\$ 4.92	\$ 4.00	\$ 9.50
Diluted – Class A Common Stock	\$ 11.55	\$ 7.52	\$ 5.18	\$ 4.17	\$ 9.83
Diluted – Class B Convertible Common Stock	\$ 10.66	\$ 6.93	\$ 4.79	\$ 3.83	\$ 9.04
Cash dividends declared per common share:					
Class A Common Stock	\$ 2.08	\$ 1.60	\$ 1.24	\$ —	\$ —
Class B Convertible Common Stock	\$ 1.88	\$ 1.44	\$ 1.12	\$ —	\$ —
Total assets	\$ 20,538.7	\$ 18,602.4	\$ 16,965.0	\$ 15,093.0	\$ 14,302.1
Long-term debt, including current maturities	\$ 9,439.9	\$ 8,631.6	\$ 7,672.9	\$ 7,244.1	\$ 6,963.3

(1) In December 2016, we completed the Canadian Divestiture and recognized a gain on sale of business (refer to Note 2 of the Notes to the Financial Statements for additional discussion).

## [Table of Contents](#)

- (2) In June 2013, we completed the acquisition of the imported beer business. In connection with this acquisition, our preexisting 50% equity interest in Crown Imports LLC was remeasured to its estimated fair value based upon the estimated fair value of the acquired 50% equity interest, and a gain was recognized.
- (3) Includes impairment of intangible assets of \$86.8 million and \$46.0 million for the years ended February 28, 2018, and February 28, 2017, respectively (refer to Note 7 of the Notes to the Financial Statements for additional discussion). Includes impairment of goodwill and intangible assets of \$300.9 million for the year ended February 28, 2014, representing impairment losses recorded for certain goodwill and trademarks associated with our Wine and Spirits segment.
- (4) Includes an unrealized gain from the changes in fair value of the Canopy Investment and the Canopy Warrants, net of losses from hedging activities to reduce the associated foreign currency risk, of \$452.6 million for the year ended February 28, 2018 (refer to Note 7 of the Notes to the Financial Statements for additional discussion).
- (5) Includes a make-whole payment in connection with the early redemption of our April 2012 Senior Notes and the write-off of debt issuance costs in connection with prior-to-maturity repayments of various debt obligations (refer to Note 12 of the Notes to the Financial Statements for additional discussion).
- (6) Includes a provisional net income tax benefit of \$363.0 million for the year ended February 28, 2018, associated with the December 2017 enactment of the TCJ Act (refer to Note 13 of the Notes to the Financial Statements for additional discussion).

## **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

### **Introduction**

This MD&A, which should be read in conjunction with our Financial Statements, provides additional information on our businesses, current developments, financial condition, cash flows and results of operations. It is organized as follows:

- *Overview.* This section provides a general description of our business, which we believe is important in understanding the results of our operations, financial condition and potential future trends.
- *Strategy.* This section provides a description of our strategy and a discussion of acquisitions, divestitures and investments.
- *Results of operations.* This section provides an analysis of our results of operations presented on a business segment basis. In addition, a brief description of transactions and other items that affect the comparability of the results is provided.
- *Financial liquidity and capital resources.* This section provides an analysis of our cash flows and our outstanding debt and commitments. Included in the analysis of outstanding debt is a discussion of the amount of financial capacity available to fund our ongoing operations and future commitments, as well as a discussion of other financing arrangements.
- *Critical accounting estimates.* This section identifies those accounting policies that are considered important to our results of operations and financial condition, require significant judgment and involve significant management estimates. Our significant accounting policies, including those considered to be critical accounting policies, are summarized in Note 1 of the Notes to the Financial Statements.

### **Overview**

We are an international beverage alcohol company with a broad portfolio of consumer-preferred high-end imported and craft beer brands, and premium wine and spirits brands. We are the third-largest producer and marketer of beer for the U.S. market and the world’s leading premium wine company. We are the largest multi-category supplier (beer, wine and spirits) of beverage alcohol in the U.S., and a leading supplier of wine from New Zealand and Italy to North America.

Our internal management financial reporting consists of two business divisions: (i) Beer and (ii) Wine and Spirits, and we report our operating results in three segments: (i) Beer, (ii) Wine and Spirits, and (iii) Corporate Operations and Other. In the Beer segment, our portfolio consists of high-end imported and craft beer brands. We have an exclusive perpetual brand license to import, market and sell in the U.S. our Mexican beer portfolio. In the Wine and Spirits segment, we sell a large number of wine brands across all categories – table wine, sparkling wine and dessert wine – and across all price points – popular, premium and luxury categories, primarily within the \$5 to \$25 price range at U.S. retail – complemented by certain premium spirits brands. Amounts included in the Corporate Operations and Other segment consist of costs of executive management, corporate development, corporate finance, human resources, internal audit, investor relations, legal, public relations and information technology. The amounts included in the Corporate Operations and Other segment are general costs that are applicable to the consolidated group and are therefore not allocated to the other reportable segments. All costs reported within the Corporate Operations and Other segment are not included in our chief operating decision maker’s evaluation of the operating income performance of the other reportable segments. The business segments reflect how our operations are managed, how resources are allocated, how operating performance is evaluated by senior management and the structure of our internal financial reporting.

## **Strategy**

Our overall strategy is to create industry-leading growth and shareholder value by building premium brands that people love. We position our portfolio to benefit from industry premiumization trends, which we believe will continue to result in faster growth rates in the high-end of the beer, wine and spirits categories. We focus on developing our expertise in consumer insights and category management as well as our strong distributor network, which provides an effective route-to-market. Additionally, we leverage our scale across the total beverage alcohol market and our level of diversification hedges our portfolio risk. In addition to growing our existing business, we seek targeted acquisitions of businesses that are premium, growing, high-margin, consumer-led, have a low integration risk and/or fill a gap in our portfolio. We also strive to identify, meet and stay ahead of evolving consumer trends and market dynamics.

We strive to strengthen our portfolio of premium beer, wine and spirits brands and differentiate ourselves through:

- leveraging our leading position in total beverage alcohol and our scale with wholesalers and retailers to expand distribution of our product portfolio and cross promotional opportunities;
- strengthening relationships with wholesalers and retailers by providing consumer and beverage alcohol insights;
- investing in brand building activities;
- positioning ourselves for success with consumer-led innovation capabilities that identify, meet and stay ahead of evolving consumer trends and market dynamics;
- realizing operating efficiencies through expanding and enhancing production capabilities and maximizing asset utilization; and
- developing employees to enhance performance in the marketplace.

Our business strategy in the Beer segment focuses on leading the high-end segment of the U.S. beer market and includes continued focus on growing our beer portfolio in the U.S. through expanding distribution for key brands, as well as new product development and innovation within the existing portfolio of brands, and continued expansion and construction activities for our Mexico beer operations. In an effort to capitalize on one of the growth segments within the U.S. beer market, we established the high-end craft and specialty beer platform in order to fully leverage our craft beer expertise with that of the capabilities and infrastructure of our broader Beer segment.

In connection with this strategy, we have almost tripled the production capacity of our Nava Brewery since its June 2013 acquisition. In addition, construction of the Mexicali Brewery is underway and we are continuing to invest to increase the output from the Obregon Brewery, which was acquired in December 2016. Expansion and

construction efforts continue under our previously-announced Mexico Beer Expansion Projects to align with our anticipated future growth expectations. Refer to “Capital Expenditures” below for additional discussion.

Our business strategy in the Wine and Spirits segment is to build an industry-leading portfolio of premium wine and spirits brands. We are investing to meet the evolving needs of consumers and building brands through consumer insights, sensory expertise, innovation and refreshing existing brands as we continue to focus on the premiumization of our branded wine and spirits portfolio. We dedicate a large share of our sales and marketing resources to our U.S. Focus Brands as they represent a majority of our U.S. wine and spirits revenue and profitability, and generally have strong positions in their respective price categories. In markets where it is feasible, we entered into contractual arrangements to consolidate our U.S. distribution network in order to obtain dedicated distributor selling resources which focus on our U.S. wine and spirits portfolio to drive organic growth. This consolidated U.S. distribution network currently represents about 70% of our branded wine and spirits volume in the U.S. Throughout the terms of these contracts, we generally expect shipments on an annual basis to these distributors to essentially equal the distributors’ shipments to retailers.

Marketing, sales and distribution of our products are managed on a geographic basis in order to fully leverage leading market positions. In addition, market dynamics and consumer trends vary across each of our markets. Within our primary market in the U.S., we offer a range of beverage alcohol products across the imported beer, craft beer, branded wine and spirits categories, with separate distribution networks utilized for (i) our beer portfolio and (ii) our wine and spirits portfolio. The environment for our products is competitive in each of our markets.

We remain committed to our long-term financial model of growing sales, expanding margins and increasing cash flow in order to achieve earnings per share growth, maintain our targeted leverage ratio and pay quarterly cash dividends.

## **Recent Developments**

In April 2018, we entered into an agreement to sell our remaining interest in our previously-owned Australian and European business for approximately A\$130 million, or \$100 million, subject to closing adjustments. We expect to recognize a gain of approximately \$85 million in connection with this transaction for the first quarter of fiscal 2019.

## **Acquisitions, Divestitures and Investments**

### ***Beer Segment***

#### ***Funky Buddha Acquisition***

In August 2017, we acquired Funky Buddha, which primarily included the acquisition of operations, goodwill and trademarks. This acquisition included a portfolio of high-quality, Florida-based craft beers which further strengthened our position in the high-end segment of the U.S. beer market. The results of operations of Funky Buddha are reported in the Beer segment and have been included in our consolidated results of operations from the date of acquisition.

#### ***Obregon Brewery Acquisition***

In December 2016, we acquired the Obregon Brewery, which primarily included the acquisition of operations, goodwill, property, plant and equipment and inventories. This acquisition provided us with immediate functioning brewery capacity to support our fast-growing, high-end Mexican beer portfolio and flexibility for future innovation initiatives. It also enabled us to become fully independent from an interim supply agreement with Modelo, which was terminated at the time of this acquisition. The results of operations of the Obregon Brewery are reported in the Beer segment and have been included in our consolidated results of operations from the date of acquisition.

*Ballast Point Acquisition*

In December 2015, we acquired Ballast Point for \$998.5 million, net of cash acquired. The transaction primarily included the acquisition of operations, goodwill, trademarks and property, plant and equipment. This acquisition provided us with a premium platform that enabled us to compete in the growing craft beer category and further strengthened our position in the high-end segment of the U.S. beer market. The results of operations of Ballast Point are reported in the Beer segment and have been included in our consolidated results of operations from the date of acquisition.

*Wine and Spirits Segment**Schrader Cellars Acquisition*

In June 2017, we acquired Schrader Cellars, which primarily included the acquisition of goodwill, inventories, trademarks and certain grape supply contracts. This acquisition included a collection of highly-rated, limited-production fine wines which aligned with our portfolio premiumization strategy and strengthened our position in the fine wine category. The results of operations of Schrader Cellars are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

*Canadian Divestiture*

In December 2016, we sold our Canadian wine business, which included Canadian wine brands such as Jackson-Triggs and Inniskillin, wineries, vineyards, offices, facilities and Wine Rack retail stores, at a transaction value of C\$1.03 billion, or \$775.1 million. Accordingly, our consolidated results of operations include the results of operations of our Canadian wine business through the date of divestiture. We received cash proceeds of \$570.3 million, net of outstanding debt and direct costs to sell. We will continue to export certain of our brands into the Canadian market, which remains our largest export market. This transaction is consistent with our strategic focus on premium, high-margin and high-growth brands. We recognized a net gain on the sale of the business in the fourth quarter of fiscal 2017 of \$262.4 million.

The following table presents selected financial information included in our historical consolidated financial statements for the prior year comparable periods that are no longer part of our consolidated results after the Canadian Divestiture.

<i>(in millions)</i>	Fiscal 2017	Fiscal 2016
Net sales	\$ 311.2	\$ 365.1
Gross profit	\$ 131.2	\$ 152.9
Depreciation and amortization	\$ 9.1	\$ 11.1
Operating income	\$ 49.8	\$ 62.5
Income before income taxes	\$ 46.6	\$ 61.9
Cash flow from operating activities	\$ 47.2	\$ 80.0

Additionally, the impact on our historical Wine and Spirits segment results is the same as the impact on the historical consolidated results for the prior year comparable periods for net sales, gross profit, and depreciation and amortization. However, as segment results do not include the impact of Comparable Adjustments, amounts reported for our historical Wine and Spirits segment operating income that are no longer part of the segment's results after the Canadian Divestiture are \$50.1 million and \$63.3 million for Fiscal 2017 and Fiscal 2016, respectively.

*Charles Smith Acquisition*

In October 2016, we acquired Charles Smith, which primarily included the acquisition of goodwill, trademarks, inventories and certain grape supply contracts. This acquisition included a collection of five super and

ultra-premium wine brands and solidified our position as the second leading supplier of Washington State wines with this collection of fast-growing, high quality wines that have strong consumer affinity and demand. The results of operations of Charles Smith are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

*High West Acquisition*

In October 2016, we acquired High West, which primarily included the acquisition of operations, goodwill, trademarks, inventories and property, plant and equipment. This acquisition included a portfolio of distinctive, award-winning, fast-growing and high-end craft whiskeys and other select spirits. The results of operations of High West are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

*Prisoner Acquisition*

In April 2016, we acquired Prisoner, which primarily included the acquisition of goodwill, inventories, trademarks and certain grape supply contracts. This acquisition, which included a portfolio of five fast-growing, higher-margin, super-luxury wine brands, aligned with our portfolio premiumization strategy and strengthened our position in the super-luxury wine category. The results of operations of Prisoner are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

*Meiomi Acquisition*

In August 2015, we acquired Meiomi, which primarily included the acquisition of goodwill, inventories, the trademark and certain grape supply contracts. The acquisition of this higher-margin, luxury growth brand has complemented our existing portfolio and further strengthened our position in the U.S. pinot noir category. The results of operations of Meiomi are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

***Corporate Operations and Other Segment***

*Canopy Investment and Canopy Warrants*

In November 2017, we acquired a 9.9% investment in Canopy Growth Corporation, an Ontario, Canada-based public company and leading provider of medicinal cannabis products, and warrants which give us the option to purchase an additional ownership interest in Canopy Growth Corporation. This transaction is consistent with our long-term strategy to identify, meet and stay ahead of evolving consumer trends and market dynamics.

For Fiscal 2018 (as defined below), we recognized an unrealized gain of \$464.3 million from the changes in fair value of the Canopy Investment and the Canopy Warrants, which is included in income from unconsolidated investments. We expect the fair value of these investments to continue to be volatile in future periods.

For additional information on these acquisitions, divestitures and investments, refer to Notes 2 and 7 of the Notes to the Financial Statements.

**Results of Operations****Financial Highlights**

References to organic throughout the following discussion exclude the impact of acquired brand activity in connection with our more significant acquisitions, consisting of Meiom, Prisoner, High West and Charles Smith (wine and spirits), and the acquisition of Ballast Point (beer), and divested brand activity in connection with the Canadian Divestiture (wine and spirits), as appropriate.

Financial Highlights for Fiscal 2018:

- Our results of operations benefited from improvements in both the Beer and Wine and Spirits segments.
- Net sales increased 3% primarily due to an increase in Beer net sales driven predominantly by volume growth within our Mexican beer portfolio, partially offset by a decrease in Wine and Spirits net sales due largely to the Canadian Divestiture.
- Operating income decreased 5% largely due to an unfavorable change in Comparable Adjustments, partially offset by the net sales volume growth and benefits from lower cost of product sold within our Mexican beer portfolio, and a favorable product mix shift within the Wine and Spirits segment.
- Net income attributable to CBI and diluted net income per common share attributable to CBI increased 51% and 54%, respectively, driven largely by a net income tax benefit recorded in the fourth quarter of fiscal 2018 associated with the TCJ Act.

**Comparable Adjustments**

Management excludes items that affect comparability from its evaluation of the results of each operating segment as these Comparable Adjustments are not reflective of core operations of the segments. Segment operating performance and segment management compensation are evaluated based on core segment operating income (loss). As such, the performance measures for incentive compensation purposes for segment management do not include the impact of these Comparable Adjustments.

As more fully described herein and in the related Notes to the Financial Statements, the Comparable Adjustments that impacted comparability in our segment results for each period are as follows:

	Fiscal 2018	Fiscal 2017	Fiscal 2016
<i>(in millions)</i>			
<b>Cost of product sold</b>			
Loss on inventory write-down	\$ (19.1)	\$ —	\$ —
Flow through of inventory step-up	(18.7)	(20.1)	(18.4)
Net gain (loss) on undesignated commodity derivative contracts	7.4	16.3	(48.1)
Settlements of undesignated commodity derivative contracts	2.3	23.4	29.5
Amortization of favorable interim supply agreement	—	(2.2)	(31.7)
<b>Total cost of product sold</b>	<b>(28.1)</b>	<b>17.4</b>	<b>(68.7)</b>

[Table of Contents](#)

<i>(in millions)</i>	Fiscal 2018	Fiscal 2017	Fiscal 2016
<b><u>Selling, general and administrative expenses</u></b>			
Impairment of intangible assets	(86.8)	(37.6)	—
Loss on contract termination	(59.0)	—	—
Restructuring and other strategic business development costs	(14.0)	(0.9)	(16.4)
Transaction, integration and other acquisition-related costs	(8.1)	(14.2)	(15.4)
Costs associated with the Canadian Divestiture and related activities	(3.2)	(20.4)	—
Other gains (losses)	10.5	(2.6)	—
Total selling, general and administrative expenses	(160.6)	(75.7)	(31.8)
Gain on sale of business	—	262.4	—
Comparable Adjustments, Operating income (loss)	\$ (188.7)	\$ 204.1	\$ (100.5)
Income (loss) from unconsolidated investments	\$ 452.6	\$ (1.7)	\$ 24.5

***Cost of Product Sold***

***Loss on Inventory Write-Down***

We recorded a loss on the write-down of certain bulk wine inventory as a result of smoke damage sustained during the Fall 2017 California wildfires.

***Inventory Step-Up***

In connection with acquisitions, the allocation of purchase price in excess of book value for certain inventories on hand at the date of acquisition is referred to as inventory step-up. Inventory step-up represents an assumed manufacturing profit attributable to the acquired business prior to acquisition.

***Undesignated Commodity Derivative Contracts***

Net gain (loss) on undesignated commodity derivative contracts represents a net gain (loss) from the changes in fair value of undesignated commodity derivative contracts. The net gain (loss) is reported outside of segment operating results until such time that the underlying exposure is recognized in the segment operating results. At settlement, the net gain (loss) from the changes in fair value of the undesignated commodity derivative contracts is reported in the appropriate operating segment, allowing the results of our operating segments to reflect the economic effects of the commodity derivative contracts without the resulting unrealized mark to fair value volatility.

***Favorable Interim Supply Agreement***

In connection with the June 2013 acquisition of the imported beer business, a temporary supply agreement was negotiated under a favorable pricing arrangement for the required volume of beer needed to fulfill expected U.S. demand in excess of the Nava Brewery's capacity. Amortization of favorable interim supply agreement reflects amounts associated with non-Nava Brewery product purchased from the date of acquisition which has been sold to our U.S. customers during the respective period.

***Selling, General and Administrative Expenses***

***Impairment of Intangible Assets***

We recorded trademark impairment losses related to our Beer segment's craft beer trademark asset (Fiscal 2018) and certain of our Wine and Spirits trademark assets associated with our decision to discontinue certain small-

scale, low-margin U.S. brands (Fiscal 2017). In addition, refer to “Costs Associated with the Canadian Divestiture and Related Activities” below for information about an additional impairment of intangible assets recognized in connection with the Canadian Divestiture.

***Loss on Contract Termination***

We recorded a loss in connection with the early termination of a beer glass supply contract with Owens-Illinois, a related-party entity with which we have an equally-owned joint venture which owns and operates a glass production plant located adjacent to our Nava Brewery.

***Restructuring and Other Strategic Business Development Costs***

We recorded costs primarily in connection with the development of a program specifically intended to identify opportunities for further streamlining of processes and improving capabilities, linking strategy with execution, prioritizing resources and enabling an integrated digital platform (Fiscal 2018) and employee termination benefit costs recognized in connection with our plan initiated in May 2015 to streamline and simplify processes, and shift resources and investment to long-term, profitable growth opportunities across the business (Fiscal 2017 and Fiscal 2016).

***Costs Associated with the Canadian Divestiture and Related Activities***

We recorded costs in connection with the evaluation of the merits of executing an initial public offering for a portion of our Canadian wine business (Fiscal 2017) and net costs incurred in connection with the sale of the Canadian wine business (Fiscal 2018 and Fiscal 2017). In addition, in connection with the Canadian Divestiture, we recorded a trademark impairment loss for trademarks associated with certain U.S. brands within our Wine and Spirits portfolio sold exclusively through the Canadian wine business, for which future sales of these brands were expected to be minimal subsequent to the Canadian Divestiture (Fiscal 2017).

***Other Gains (Losses)***

Other gains (losses) consist primarily of a gain in connection with the reduction in estimated fair value of a contingent liability associated with a prior period acquisition (Fiscal 2018).

***Gain on Sale of Business***

We recognized a net gain on sale of the Canadian wine business.

***Income (Loss) from Unconsolidated Investments***

We recorded an unrealized gain from the changes in fair value of the Canopy Investment and the Canopy Warrants, net of losses from hedging activities to reduce the associated foreign currency risk (Fiscal 2018), and dividend income from a retained interest in a previously divested business (Fiscal 2016).

**Fiscal 2018 Compared to Fiscal 2017**
***Net Sales***

	Fiscal 2018	Fiscal 2017	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 4,658.5	\$ 4,229.3	\$ 429.2	10%
Wine and Spirits:				
Wine	2,559.5	2,739.3	(179.8)	(7%)
Spirits	367.0	362.9	4.1	1%
Total Wine and Spirits	2,926.5	3,102.2	(175.7)	(6%)
Consolidated net sales	\$ 7,585.0	\$ 7,331.5	\$ 253.5	3%

***Beer Segment***

	Fiscal 2018	Fiscal 2017	Dollar Change	Percent Change
<i>(in millions, branded product, 24-pack, 12-ounce case equivalents)</i>				
Net sales	\$ 4,658.5	\$ 4,229.3	\$ 429.2	10%
Shipment volume	268.0	246.4		8.8%
Depletion volume <sup>(1)</sup>				9.8%

<sup>(1)</sup> Depletions represent distributor shipments of our respective branded products to retail customers, based on third-party data, including acquired brands from the date of acquisition and for the comparable prior year period.

The increase in Beer net sales is primarily due to (i) the volume growth within our Mexican beer portfolio of \$371.4 million, which benefited from continued consumer demand and increased marketing spend, and (ii) a favorable impact from pricing in select markets within our Mexican beer portfolio of \$74.2 million.

***Wine and Spirits Segment***

	Fiscal 2018	Fiscal 2017	Dollar Change	Percent Change
<i>(in millions, branded product, 9-liter case equivalents)</i>				
Net sales	\$ 2,926.5	\$ 3,102.2	\$ (175.7)	(6%)
Shipment volume				
Total	59.0	69.2		(14.7%)
Organic	58.6	59.3		(1.2%)
U.S. Domestic	54.7	55.0		(0.5%)
Organic U.S. Domestic	54.4	55.0		(1.1%)
U.S. Domestic Focus Brands	33.6	31.8		5.7%
Organic U.S. Domestic Focus Brands	33.4	31.8		5.0%
Depletion volume <sup>(1)</sup>				
U.S. Domestic				0.9%
U.S. Domestic Focus Brands				6.6%

The decrease in Wine and Spirits net sales is due to the Canadian Divestiture of \$311.2 million, partially offset by net sales from acquired brands of \$50.4 million and organic net sales growth of \$85.1 million. The organic growth is due largely to favorable product mix shift of \$129.5 million, partially offset by lower branded wine and

[Table of Contents](#)

spirits volume of \$39.9 million driven predominantly by brands within our wine and spirits portfolio other than our Focus Brands.

**Gross Profit**

	Fiscal 2018	Fiscal 2017	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 2,529.3	\$ 2,151.3	\$ 378.0	18%
Wine and Spirits	1,316.0	1,360.7	(44.7)	(3%)
Comparable Adjustments	(28.1)	17.4	(45.5)	NM
Consolidated gross profit	<u>\$ 3,817.2</u>	<u>\$ 3,529.4</u>	<u>\$ 287.8</u>	8%

NM = Not meaningful

The increase in Beer is primarily due to (i) the volume growth and the favorable impact from pricing in select markets within our Mexican beer portfolio of \$190.2 million and \$74.2 million, respectively, and (ii) lower cost of product sold for our Mexican beer business of \$140.5 million. The lower cost of product sold is primarily due to operational and foreign currency transactional benefits within our Mexican beer portfolio of \$89.6 million and \$30.3 million, respectively.

The decrease in Wine and Spirits is due to the Canadian Divestiture of \$131.2 million, partially offset by organic gross profit growth of \$60.4 million and gross profit from the acquired brands of \$26.1 million. The organic growth is due largely to favorable product mix shift of \$93.2 million, partially offset by higher branded wine and spirits cost of product sold of \$25.9 million.

Gross profit as a percent of net sales increased to 50.3% for Fiscal 2018 compared with 48.1% for Fiscal 2017 primarily due to (i) lower cost of product sold for the Beer segment, (ii) the favorable impact from Beer pricing in select markets and (iii) the favorable Wine and Spirits product mix shift, which contributed approximately 185 basis points, 50 basis points and 40 basis points of rate growth, respectively; partially offset by an unfavorable change in Comparable Adjustments, which resulted in approximately 60 basis points of rate decline.

**Selling, General and Administrative Expenses**

	Fiscal 2018	Fiscal 2017	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 691.0	\$ 616.9	\$ 74.1	12%
Wine and Spirits	515.3	559.9	(44.6)	(8%)
Corporate Operations and Other	165.8	139.9	25.9	19%
Comparable Adjustments	160.6	75.7	84.9	NM
Consolidated selling, general and administrative expenses	<u>\$ 1,532.7</u>	<u>\$ 1,392.4</u>	<u>\$ 140.3</u>	10%

The increase in Beer is primarily due to increases in marketing spend of \$46.1 million and general and administrative expenses of \$27.9 million. The increase in marketing spend is due largely to planned investment to support the growth of our Mexican beer portfolio. The increase in general and administrative expenses is predominantly driven by higher expenses supporting the growth of the business. The decrease in Wine and Spirits is primarily driven by the Canadian Divestiture of \$81.1 million, partially offset by an increase in marketing spend primarily due to planned investment to support our organic growth and acquired businesses of \$32.4 million. The increase in Corporate Operations and Other is due to higher general and administrative expenses primarily attributable to increases in consulting of \$12.8 million and compensation and benefits of \$11.0 million, both largely attributable to supporting the growth of the business.

Selling, general and administrative expenses as a percent of net sales increased to 20.2% for Fiscal 2018 as compared with 19.0% for Fiscal 2017. The increase is primarily attributable to the unfavorable change in

[Table of Contents](#)

Comparable Adjustments and the growth in Corporate Operations and Other general and administrative expenses, which resulted in approximately 135 basis points of rate growth, partially offset by a benefit of approximately 25 basis points from the divestiture of the Canadian wine business, which had a higher rate of selling, general and administrative expenses as a percent of net sales as compared with the rest of the Wine and Spirits business.

### ***Operating Income***

	Fiscal 2018	Fiscal 2017	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 1,838.3	\$ 1,534.4	\$ 303.9	20%
Wine and Spirits	800.7	800.8	(0.1)	—%
Corporate Operations and Other	(165.8)	(139.9)	(25.9)	(19%)
Comparable Adjustments	(188.7)	204.1	(392.8)	NM
Consolidated operating income	<u>\$ 2,284.5</u>	<u>\$ 2,399.4</u>	<u>\$ (114.9)</u>	(5%)

Operating income growth in our Beer segment was driven predominantly by the factors discussed above. Wine and Spirits remained relatively flat as the loss of operating income in connection with the divestiture of the Canadian wine business was offset by the growth factors discussed above.

### ***Income from Unconsolidated Investments***

Income from unconsolidated investments increased to \$487.2 million for Fiscal 2018 from \$27.3 million for Fiscal 2017, an increase of \$459.9 million. This increase is driven largely by an unrealized gain from the changes in fair value of the Canopy Investment and the Canopy Warrants, net of losses from hedging activities to reduce the associated foreign currency risk, of \$452.6 million.

### ***Interest Expense***

Interest expense remained relatively flat for Fiscal 2018 as compared to Fiscal 2017 as a lower average interest rate of approximately 30 basis points was offset by higher average borrowings of approximately \$645 million. The lower average interest rate is predominantly due to the issuance of the lower rate December 2016 Senior Notes, May 2017 Senior Notes and November 2017 Senior Notes and the repayment of the higher rate August 2006 senior notes and January 2008 Senior Notes. The higher average borrowings are primarily attributable to the purchases of businesses and treasury stock, net of proceeds from the Canadian Divestiture, during Fiscal 2017.

### ***Loss on Extinguishment of Debt***

Loss on extinguishment of debt for Fiscal 2018 consists of a make-whole payment of \$73.6 million in connection with the early redemption of our April 2012 Senior Notes and the write-off of debt issuance costs of \$23.4 million in connection with the May and November 2017 repayments of outstanding obligations under the European Term A loan facility and the U.S. Term A loan facility under our applicable senior credit facility, the July 2017 amendment and restatement of the 2016 Credit Agreement and the early redemption of our April 2012 Senior Notes.

### ***Provision for Income Taxes***

Our effective tax rate for Fiscal 2018 and Fiscal 2017 was 0.5% and 26.5%, respectively. For Fiscal 2018, our effective tax rate was lower than the federal statutory rate of 32.7% primarily due to a net income tax benefit associated with the TCJ Act, lower effective tax rates applicable to our foreign businesses and the recognition of the income tax effect of stock-based compensation awards in the income statement when the awards vest or are settled in connection with our March 1, 2017, adoption of the FASB amended share-based compensation guidance. For Fiscal 2017, our effective tax rate was lower than the federal statutory rate of 35% primarily due to lower effective

[Table of Contents](#)

tax rates applicable to our foreign businesses, including a change in our assertion regarding indefinitely reinvesting earnings of certain foreign subsidiaries and the tax effects of the Canadian Divestiture.

On December 22, 2017, the TCJ Act was signed into law. The TCJ Act significantly changes U.S. corporate income taxes. For Fiscal 2018, we recorded a provisional net income tax benefit of \$363.0 million associated with the enactment of the TCJ Act. This amount is comprised primarily of benefits from (i) the remeasurement of our deferred tax assets and liabilities to the new, lower federal statutory rate and (ii) the reversal of deferred tax liabilities previously provided for unremitted earnings of foreign subsidiaries which were not considered to be indefinitely reinvested; partially offset by the recording of the mandatory one-time transition tax on unremitted earnings of our foreign subsidiaries. As we complete our analysis of the TCJ Act and incorporate additional guidance that may be issued by the U.S. Treasury Department, the IRS and other standard-setting bodies, we may adjust the recorded provisional amounts in subsequent reporting periods. Those adjustments may materially impact our provision for income taxes and effective tax rate in the period in which the adjustments are made.

Prior to Fiscal 2017, we had historically provided deferred income taxes for the repatriation to the U.S. of earnings from our foreign subsidiaries. During the third quarter of fiscal 2017, in connection with the agreement to divest the Canadian wine business and the ongoing Beer capacity expansion activities in Mexico, including the agreement to acquire the Obregon Brewery, we changed our assertion regarding our ability and intent to indefinitely reinvest unremitted earnings of certain foreign subsidiaries. Approximately \$420 million of our Fiscal 2017 earnings and all future earnings for these foreign subsidiaries were expected to be indefinitely reinvested. Therefore, no deferred income taxes had been provided on these applicable unremitted earnings. Although we expect to continue to reinvest these foreign earnings, as the TCJ Act reduces the tax impact of repatriation, beginning in the fourth quarter of fiscal 2018, we have provided deferred income taxes, consisting primarily of foreign withholding and state taxes, on all applicable unremitted earnings of our foreign subsidiaries.

For additional information, refer to Note 13 of the Notes to the Financial Statements.

We expect our effective tax rate for the next fiscal year to be in the range of 18% to 20%. This includes the impact of an estimated benefit related to the recognition of the income tax effect of stock based compensation awards in the income statement when the awards vest or are settled and lower effective tax rates applicable to our foreign businesses.

#### ***Net Income Attributable to CBI***

Net income attributable to CBI increased to \$2,318.9 million for Fiscal 2018 from \$1,535.1 million for Fiscal 2017, an increase of \$783.8 million, or 51%, driven largely by the factors discussed above, including the net unrealized gain primarily from the changes in fair value of the Canopy Investment and the Canopy Warrants of \$452.6 million, the net income tax benefit of \$363.0 million resulting from the TCJ Act and the strong operating performance for the Beer segment of \$303.9 million.

#### **Fiscal 2017 Compared to Fiscal 2016**

##### ***Net Sales***

<i>(in millions)</i>	Fiscal 2017	Fiscal 2016	Dollar Change	Percent Change
Beer	\$ 4,229.3	\$ 3,622.6	\$ 606.7	17%
Wine and Spirits:				
Wine	2,739.3	2,591.4	147.9	6%
Spirits	362.9	334.4	28.5	9%
Total Wine and Spirits	3,102.2	2,925.8	176.4	6%
Consolidated net sales	\$ 7,331.5	\$ 6,548.4	\$ 783.1	12%

[Table of Contents](#)

**Beer Segment**

	Fiscal 2017	Fiscal 2016	Dollar Change	Percent Change
<i>(in millions, branded product, 24-pack, 12-ounce case equivalents)</i>				
Net sales	\$ 4,229.3	\$ 3,622.6	\$ 606.7	17%
<b>Shipment volume</b>				
Total	246.4	218.0		13.0%
Organic	242.3	218.0		11.1%
Depletion volume <sup>(1)</sup>				10.4%

<sup>(1)</sup> Depletions represent distributor shipments of our respective branded products to retail customers, based on third-party data, including acquired brands from the date of acquisition and for the comparable prior year period.

The increase in Beer net sales is primarily due to (i) the volume growth within our Mexican beer portfolio of \$404.4 million, which benefited from continued consumer demand and increased marketing spend; (ii) net sales from the acquired Ballast Point brand of \$124.9 million and (iii) a favorable impact from pricing in select markets within our Mexican beer portfolio of \$92.2 million.

**Wine and Spirits Segment**

	Fiscal 2017	Fiscal 2016	Dollar Change	Percent Change
<i>(in millions, branded product, 9-liter case equivalents)</i>				
Net sales	\$ 3,102.2	\$ 2,925.8	\$ 176.4	6%
<b>Shipment volume</b>				
Total	69.2	68.2		1.5%
Organic	68.4	66.2		3.3%
U.S. Domestic	55.0	51.9		6.0%
Organic U.S. Domestic	54.2	51.9		4.4%
U.S. Domestic Focus Brands	32.0	28.4		12.7%
Organic U.S. Domestic Focus Brands	31.4	28.4		10.6%
<b>Depletion volume <sup>(1)</sup></b>				
U.S. Domestic				2.9%
U.S. Domestic Focus Brands				8.9%

The increase in Wine and Spirits net sales is largely driven by net sales from acquired brands, primarily the Meiom and Prisoner brands, of \$124.0 million and organic branded wine and spirits volume growth of \$95.9 million, partially offset by a decrease in net sales due to the Canadian Divestiture of \$62.6 million.

**Gross Profit**

	Fiscal 2017	Fiscal 2016	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 2,151.3	\$ 1,776.0	\$ 375.3	21%
Wine and Spirits	1,360.7	1,235.0	125.7	10%
Comparable Adjustments	17.4	(68.7)	86.1	NM
Consolidated gross profit	<u>\$ 3,529.4</u>	<u>\$ 2,942.3</u>	<u>\$ 587.1</u>	20%

[Table of Contents](#)

The increase in Beer is primarily due to (i) the volume growth and the favorable impact from pricing in select markets within our Mexican beer portfolio of \$192.9 million and \$92.2 million, respectively, (ii) gross profit from the acquired Ballast Point brand of \$53.4 million and (iii) lower cost of product sold for our Mexican beer business of \$41.7 million. The lower cost of product sold is primarily due to foreign currency transactional benefits within our Mexican beer portfolio of \$54.6 million and brewery sourcing benefits of \$35.3 million, partially offset by higher depreciation expense of \$46.9 million.

The increase in Wine and Spirits is primarily due to gross profit from the acquired brands of \$69.4 million and growth from the organic wine and spirits business driven primarily by branded wine and spirits volume growth and favorable product mix shift of \$48.8 million and \$33.1 million, respectively, partially offset by a decrease in gross profit due to the Canadian Divestiture of \$27.2 million.

Gross profit as a percent of net sales increased to 48.1% for Fiscal 2017 compared with 44.9% for Fiscal 2016 primarily due to (i) a favorable change in Comparable Adjustments, (ii) lower cost of product sold across both segments, (iii) the favorable impact from Beer pricing in select markets and (iv) the favorable impact from the acquired higher-margin wine and spirits brands and divestiture of the lower-margin Canadian wine business, which contributed approximately 120 basis points, 75 basis points, 65 basis points and 25 basis points, respectively.

### ***Selling, General and Administrative Expenses***

	Fiscal 2017	Fiscal 2016	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 616.9	\$ 511.9	\$ 105.0	21%
Wine and Spirits	559.9	508.0	51.9	10%
Corporate Operations and Other	139.9	125.5	14.4	11%
Comparable Adjustments	75.7	31.8	43.9	138%
Consolidated selling, general and administrative expenses	<u>\$ 1,392.4</u>	<u>\$ 1,177.2</u>	<u>\$ 215.2</u>	18%

The increase in Beer is due to increases in marketing spend of \$58.8 million and general and administrative expenses of \$46.2 million. The increase in marketing spend is due largely to planned investment to support the growth of our Mexican beer portfolio. The increase in general and administrative expenses is predominantly driven by higher compensation and benefits supporting the organic growth of the business of \$22.2 million and general and administrative expenses associated with the acquired Ballast Point business of \$19.7 million.

The increase in Wine and Spirits is primarily due to an increase in marketing spend of \$25.7 million and general and administrative expenses of \$25.0 million. The increase in marketing spend is due largely to planned investment to support the growth of our branded wine and spirits portfolio. The increase in general and administrative expenses is predominantly driven by (i) higher compensation and benefits of \$24.5 million and higher consulting expenses supporting the growth of the business and (ii) an unfavorable overlap of prior year foreign currency transaction gains with current year foreign currency transaction losses, partially offset by a decrease in general and administrative expenses due to the Canadian Divestiture of \$16.4 million.

The increase in Corporate Operations and Other is due to higher general and administrative expenses primarily attributable to (i) higher consulting and information technology expenses, (ii) higher travel and entertainment expenses and (iii) an unfavorable overlap of prior year foreign currency transaction gains with current year foreign currency transaction losses. The increases in consulting, information technology and travel and entertainment expenses are all largely attributable to supporting the growth of the business.

Selling, general and administrative expenses as a percent of net sales increased to 19.0% for Fiscal 2017 as compared with 18.0% for Fiscal 2016. The increase is primarily attributable to the growth in Comparable Adjustments and Corporate Operations and Other selling, general and administrative expenses, which resulted in approximately 70 basis points of rate growth. Additionally, the growth in Wine and Spirits selling, general and

[Table of Contents](#)

administrative expenses having exceeded the growth in Wine and Spirits net sales resulted in approximately 25 basis points to the rate growth.

### ***Operating Income***

	Fiscal 2017	Fiscal 2016	Dollar Change	Percent Change
<i>(in millions)</i>				
Beer	\$ 1,534.4	\$ 1,264.1	\$ 270.3	21%
Wine and Spirits	800.8	727.0	73.8	10%
Corporate Operations and Other	(139.9)	(125.5)	(14.4)	(11%)
Comparable Adjustments	204.1	(100.5)	304.6	NM
Consolidated operating income	<u>\$ 2,399.4</u>	<u>\$ 1,765.1</u>	<u>\$ 634.3</u>	36%

The increase in Beer is primarily attributable to the growth in the Mexican beer business of \$238.9 million driven largely by the factors discussed above. The increase in Wine and Spirits is due to operating income from the acquired brands of \$63.0 million and growth from the organic wine and spirits business driven primarily by the factors discussed above.

### ***Income from Unconsolidated Investments***

Income from unconsolidated investments decreased to \$27.3 million for Fiscal 2017 from \$51.1 million for Fiscal 2016, a decrease of \$23.8 million. This decrease is primarily attributable to an unfavorable change in Comparable Adjustments for Fiscal 2017.

### ***Interest Expense***

Interest expense increased to \$333.3 million for Fiscal 2017 from \$313.9 million for Fiscal 2016, an increase of \$19.4 million, or 6%. This increase was primarily due to higher average borrowings of \$1.0 billion and lower average interest rates of 25 basis points, both driven largely by the \$1.1 billion in new term loan facilities under our senior credit facility for Fiscal 2017 and issuance of the December 2015 Senior Notes and December 2016 Senior Notes, partially offset by the repayment of the August 2006 senior notes.

### ***Provision for Income Taxes***

Our effective tax rate for Fiscal 2017 and Fiscal 2016 was 26.5% and 29.3%, respectively. For Fiscal 2017, our effective tax rate was lower than the federal statutory rate of 35% primarily due to lower effective tax rates applicable to our foreign businesses, including the change in our assertion regarding indefinitely reinvesting earnings of certain foreign subsidiaries and the tax effects of the Canadian Divestiture. For Fiscal 2016, our effective tax rate was lower than the federal statutory rate primarily due to a decrease in uncertain tax positions and lower effective tax rates applicable to our foreign businesses.

### ***Net Income Attributable to CBI***

As a result of the above factors, net income attributable to CBI increased to \$1,535.1 million for Fiscal 2017 from \$1,054.9 million for Fiscal 2016, an increase of \$480.2 million, or 46%.

## **Financial Liquidity and Capital Resources**

### **General**

Our ability to consistently generate cash flow from operating activities is one of our most significant financial strengths. Our strong cash flows enable us to invest in our people and our brands, make appropriate

[Table of Contents](#)

capital investments, provide a quarterly cash dividend program, and from time-to-time, repurchase shares of our common stock and make strategic acquisitions that we believe will enhance shareholder value. Our primary source of liquidity has been cash flow from operating activities. Our principal use of cash in our operating activities is for purchasing and carrying inventories and carrying seasonal accounts receivable. Historically, we have used cash flow from operating activities to repay our short-term borrowings and fund capital expenditures. In October 2017, we implemented a commercial paper program which we intend to use to fund our short-term borrowing requirements and to maintain our access to the capital markets. We will continue to use our short-term borrowings, including our commercial paper program and our accounts receivable securitization facilities, to support our working capital requirements and capital expenditures.

We have maintained adequate liquidity to meet working capital requirements, fund capital expenditures and repay scheduled principal and interest payments on debt. Absent deterioration of market conditions, we believe that cash flows from operating activities and financing activities, primarily short-term borrowings, will provide adequate resources to satisfy our working capital, scheduled principal and interest payments on debt, anticipated dividend payments and anticipated capital expenditure requirements for both our short-term and long-term capital needs.

## Cash Flows

	Fiscal 2018	Fiscal 2017	Fiscal 2016
<i>(in millions)</i>			
Net cash provided by (used in):			
Operating activities	\$ 1,931.4	\$ 1,696.0	\$ 1,413.7
Investing activities	(1,423.1)	(1,461.8)	(2,207.4)
Financing activities	(601.2)	(134.8)	776.0
Effect of exchange rate changes on cash and cash equivalents	5.8	(5.1)	(9.3)
Net increase (decrease) in cash and cash equivalents	<u>\$ (87.1)</u>	<u>\$ 94.3</u>	<u>\$ (27.0)</u>

### *Operating Activities*

#### *Fiscal 2018 Compared to Fiscal 2017*

Net cash provided by operating activities increased \$235.4 million for Fiscal 2018 primarily due to strong cash flow from the Beer segment driven largely by the segment's strong operating results, partially offset by (i) the timing of collections for recoverable value-added taxes and (ii) an increase in cash outflow from accounts payable primarily attributable to the timing of payments. Net cash provided by operating activities also benefited from our March 1, 2017, adoption of the FASB amended share-based compensation guidance, which resulted in the classification of excess tax benefits (resulting from an increase in the fair value of an award from grant date to the vesting or settlement date) as an operating activity in the statement of cash flows instead of as a financing activity where they were previously presented prior to March 1, 2017. Refer to Note 2 of the Notes to the Financial Statements for additional information.

#### *Fiscal 2017 Compared to Fiscal 2016*

Net cash provided by operating activities increased \$282.3 million for Fiscal 2017 driven largely by strong cash flow from the Beer and Wine and Spirits segments. The increase in Beer was primarily due to the strong volume growth and the favorable pricing in the Mexican beer portfolio, partially offset by (i) the timing of collections for recoverable value-added taxes and (ii) an increase in beer inventory levels to support the continuing growth within the Mexican beer portfolio. The increase in Wine and Spirits resulted primarily from (i) cash collections from strong net sales in the fourth quarter of fiscal 2016, (ii) a benefit from accounts payable due largely to timing of payments and (iii) a benefit from the timing of receipt of distributor payments for Fiscal 2017; partially offset by an increase in wine and spirits inventory levels due predominantly to a larger calendar year grape harvest for Fiscal 2017 compared with Fiscal 2016.

***Investing Activities***

***Fiscal 2018 Compared to Fiscal 2017***

Net cash used in investing activities decreased \$38.7 million for Fiscal 2018. This decrease resulted primarily from a lower level of Fiscal 2018 net business acquisition and divestiture activity of \$380.6 million, partially offset by the investments in Canopy Growth Corporation of \$191.3 million and higher capital expenditures of \$150.2 million for Fiscal 2018.

***Fiscal 2017 Compared to Fiscal 2016***

Net cash used in investing activities decreased \$745.6 million for Fiscal 2017. This decrease resulted primarily from proceeds from the sale of the Canadian wine business in December 2016 of \$575.3 million and a lower level of Fiscal 2017 business acquisition activity of \$205.4 million.

Business acquisitions consist primarily of the following:

Fiscal 2018	Fiscal 2017	Fiscal 2016
• Schrader Cellars (June 2017)	• Prisoner (April 2016)	• Meiommi (August 2015)
• Funky Buddha (August 2017)	• High West (October 2016)	• Ballast Point (December 2015)
	• Charles Smith (October 2016)	
	• Obregon Brewery (December 2016)	

***Financing Activities***

***Fiscal 2018 Compared to Fiscal 2017***

The increase in net cash used in financing activities consists of:

<i>(in millions)</i>	Fiscal 2018	Fiscal 2017	Dollar Change
Purchases of treasury stock	\$ (1,038.5)	\$ (1,122.7)	\$ 84.2
Dividends paid	(400.1)	(315.1)	(85.0)
Net proceeds from debt, current and long-term, and related activities	819.7	1,176.8	(357.1)
Net cash provided by stock-based compensation activities	17.7	126.2	(108.5)
Net cash used in financing activities	<u>\$ (601.2)</u>	<u>\$ (134.8)</u>	<u>\$ (466.4)</u>

The decrease in net proceeds from debt for Fiscal 2018 is due largely to our strong operating cash flow. The reduction in net cash provided by stock-based compensation activities is primarily due to our March 1, 2017, adoption of the FASB amended share-based compensation guidance, which resulted in the classification of excess tax benefits as an operating activity in the statement of cash flows instead of as a financing activity where they were previously presented prior to March 1, 2017.

*Fiscal 2017 Compared to Fiscal 2016*

The increase in net cash used in financing activities consists of:

	Fiscal 2017	Fiscal 2016	Dollar Change
<i>(in millions)</i>			
Purchases of treasury stock	\$ (1,122.7)	\$ (33.8)	\$ (1,088.9)
Dividends paid	(315.1)	(241.6)	(73.5)
Net proceeds from debt, current and long-term, and related activities	1,176.8	748.6	428.2
Net cash provided by stock-based compensation activities	126.2	277.8	(151.6)
Other financing activities	—	25.0	(25.0)
Net cash provided by (used in) financing activities	<u>\$ (134.8)</u>	<u>\$ 776.0</u>	<u>\$ (910.8)</u>

The increase in net proceeds from debt for Fiscal 2017 is due largely to required funding for Fiscal 2017 business acquisition activity and to finance the significant increase in share repurchases for Fiscal 2017. The reduction in cash provided by stock-based compensation activities is primarily due to decreased Fiscal 2017 employee equity award exercise activity.

**Debt**

Total debt outstanding as of February 28, 2018, amounted to \$10.2 billion, an increase of \$948.6 million from February 28, 2017. This increase was largely due to the issuance of the February 2018 Senior Notes (refer to “Senior Notes” below).

*Senior Credit Facility*

In July 2017, we entered into the 2017 Restatement Agreement that amended and restated our 2016 Credit Agreement. Among other things, the 2017 Restatement Agreement increased our revolving credit facility by \$350.0 million to \$1.5 billion and extended its maturity to July 14, 2022. Proceeds from borrowings under the 2017 Credit Agreement were primarily used to refinance outstanding obligations under the 2016 Credit Agreement.

*Senior Notes*

In May 2017, we issued the May 2017 Senior Notes. Proceeds from this offering, net of discount and debt issuance costs, of \$1,482.5 million were used for the repayment of our January 2008 Senior Notes and a portion of the outstanding obligations under the U.S. Term A loan facility under our 2016 Credit Agreement. The remaining outstanding obligations under the U.S. Term A loan facility were repaid in May 2017 primarily with revolver borrowings under our 2016 Credit Agreement.

In November 2017, we issued the November 2017 Senior Notes. Proceeds from this offering, net of discount and debt issuance costs, of \$1,982.5 million were used for the repayment of our outstanding obligations under the European Term A loan facility under our 2017 Credit Agreement.

In February 2018, we issued the February 2018 Senior Notes. Proceeds from this offering, net of discount and debt issuance costs, of \$1,879.9 million were used to redeem prior to maturity our outstanding April 2012 Senior Notes in the aggregate principal amount of \$600.0 million and for general corporate purposes, including the repurchase of shares of our Class A Common Stock and the repayment of short-term borrowings.

### **General**

The majority of our outstanding borrowings as of February 28, 2018, consisted of fixed-rate senior unsecured notes with maturities ranging from calendar 2019 to calendar 2048, and a variable-rate senior unsecured term loan facility under our 2017 Credit Agreement with a calendar 2024 maturity.

In October 2017, we implemented a commercial paper program which provides for the issuance of up to an aggregate principal amount of \$1.0 billion of commercial paper. Our commercial paper program is backed by unused commitments under our revolving credit facility under our 2017 Credit Agreement. Accordingly, outstanding borrowings under our commercial paper program reduce the amount available under our revolving credit facility under our 2017 Credit Agreement.

We do not have purchase commitments from buyers for our commercial paper and, therefore, our ability to issue commercial paper is subject to market demand. If the commercial paper market is not available to us for any reason when outstanding commercial paper borrowings mature, we will utilize unused commitments under our revolving credit facility under our 2017 Credit Agreement to repay commercial paper borrowings. We do not expect that fluctuations in demand for commercial paper will affect our liquidity given our borrowing capacity available under our revolving credit facility under our 2017 Credit Agreement.

We had the following borrowing capacity available under our 2017 Credit Agreement and our accounts receivable securitization facilities:

	Remaining Borrowing Capacity	
	February 28, 2018	April 17, 2018
<i>(in millions)</i>		
Revolving Credit Facility <sup>(1)</sup>	\$ 1,140.3	\$ 1,200.3
CBI Facility	\$ 13.1	\$ 139.7
Crown Facility	\$ —	\$ 32.0

<sup>(1)</sup> Net of outstanding revolving credit facility borrowings and outstanding letters of credit under our 2017 Credit Agreement and outstanding borrowings under our commercial paper program.

The financial institutions participating in our 2017 Credit Agreement and our accounts receivable securitization facilities have complied with prior funding requests and we believe such financial institutions will comply with any future funding requests. However, there can be no assurances that any particular financial institution will continue to do so.

As of February 28, 2018, we also have additional credit arrangements totaling \$503.5 million, with \$277.0 million outstanding under these arrangements. These arrangements primarily support the financing needs of our domestic and foreign subsidiary operations, as well as our glass production plant joint venture.

We and our subsidiaries are subject to covenants that are contained in the 2017 Credit Agreement, including those restricting the incurrence of additional indebtedness (including guarantees of indebtedness) by subsidiaries that are not guarantors, additional liens, mergers and consolidations, transactions with affiliates, and sale and leaseback transactions, in each case subject to numerous conditions, exceptions and thresholds. The financial covenants are limited to a minimum interest coverage ratio and a maximum net leverage ratio, both as defined in the 2017 Credit Agreement. As of February 28, 2018, the minimum interest coverage ratio was 2.5x and the maximum net leverage ratio was 4.0x.

Our indentures relating to our outstanding senior notes contain certain covenants, including, but not limited to: (i) a limitation on liens on certain assets, (ii) a limitation on certain sale and leaseback transactions, and (iii) restrictions on mergers, consolidations and the transfer of all or substantially all of our assets to another person.

[Table of Contents](#)

As of February 28, 2018, we were in compliance with all of our covenants under both our senior credit facility and our indentures, and have met all debt payment obligations.

For a complete discussion and presentation of all borrowings and available sources of borrowing, refer to Note 12 of the Notes to the Financial Statements.

### Common Stock Dividends

On March 28, 2018, our Board of Directors declared a quarterly cash dividend of \$0.74 per share of Class A Common Stock, \$0.67 per share of Class B Convertible Common Stock and \$0.67 per share of Class 1 Common Stock payable on May 24, 2018, to stockholders of record of each class on May 10, 2018. We expect to return approximately \$560 million to stockholders in Fiscal 2019 through cash dividends.

We currently expect to continue to pay a regular quarterly cash dividend to stockholders of our common stock in the future, but such payments are subject to approval of our Board of Directors and are dependent upon our financial condition, results of operations, capital requirements and other factors, including those set forth under Item 1A “Risk Factors” of this Annual Report on Form 10-K.

### Share Repurchase Program

Our Board of Directors have authorized the repurchase of up to \$3.0 billion of our Class A Common Stock and Class B Convertible Common Stock under the 2018 Authorization. Shares repurchased under this authorization have become treasury shares.

As of April 23, 2018, total shares repurchased under this authorization are as follows:

	Repurchase Authorization	Class A Common Shares	
		Dollar Value of Shares Repurchased	Number of Shares Repurchased
<i>(in millions, except share data)</i>			
2018 Authorization	\$ 3,000.0	\$ 512.8	2,373,154

Share repurchases under the 2018 Authorization may be accomplished at management’s discretion from time to time based on market conditions, our cash and debt position, and other factors as determined by management. Shares may be repurchased through open market or privately negotiated transactions. We may fund future share repurchases with cash generated from operations and/or proceeds from borrowings. Any repurchased shares will become treasury shares.

For additional information, refer to Note 15 of the Notes to the Financial Statements.

### Contractual Obligations and Commitments

The following table sets forth information about our contractual obligations outstanding at February 28, 2018. It brings together data for easy reference from our balance sheet and Notes to the Financial Statements. For a detailed discussion of the items noted in the following table, refer to Notes 11, 12, 13 and 14 of the Notes to the Financial Statements.

## PAYMENTS DUE BY PERIOD

	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
<i>(in millions)</i>					
Short-term borrowings	\$ 746.8	\$ 746.8	\$ —	\$ —	\$ —
Long-term debt (excluding unamortized debt issuance costs and unamortized discounts)	9,516.8	22.3	1,727.7	2,312.5	5,454.3
Interest payments on long-term debt <sup>(1)</sup>	2,996.1	323.7	606.9	508.8	1,556.7
Operating leases	559.2	53.6	104.0	85.3	316.3
Other long-term liabilities <sup>(2)(3)</sup>	462.0	76.9	166.5	46.6	172.0
Purchase obligations <sup>(4)</sup>	7,701.7	1,686.0	2,615.1	1,616.7	1,783.9
<b>Total contractual obligations</b>	<b>\$ 21,982.6</b>	<b>\$ 2,909.3</b>	<b>\$ 5,220.2</b>	<b>\$ 4,569.9</b>	<b>\$ 9,283.2</b>

- (1) Interest rates on long-term debt obligations range from 2.0% to 4.8% as of February 28, 2018. Interest payments on long-term debt do not include interest related to capital lease obligations or certain foreign credit arrangements, which represent approximately 2.8% of our total long-term debt, as amounts are not material.
- (2) Includes \$86.7 million associated with expected payments for unrecognized tax benefit liabilities as of February 28, 2018, \$0.3 million of which is expected to be paid in the less than one year period. The payments are reflected in the period in which we believe they will ultimately be settled based on our experience in these matters. Other long-term liabilities do not include payments for unrecognized tax benefit liabilities of \$2.6 million due to the uncertainty of the timing of future cash flows associated with these unrecognized tax benefit liabilities. In addition, other long-term liabilities do not include expected payments for interest and penalties associated with unrecognized tax benefit liabilities as amounts are not material. For a detailed discussion of these items, refer to Note 13 of the Notes to the Financial Statements.
- (3) Includes the recording of a mandatory one-time transition tax liability of \$180.0 million on unremitted earnings of our foreign subsidiaries associated with the December 2017 enactment of the TCJ Act. As of February 28, 2018, \$14.4 million is in other accrued expenses and liabilities and \$165.6 million is in other liabilities. In accordance with the provisions of the TCJ Act, this amount is to be paid over eight years. For a detailed discussion of this item, refer to Note 13 of the Notes to the Financial Statements.
- (4) Consists primarily of \$6,622.1 million for contracts to purchase certain raw materials and supplies over the next fourteen fiscal years and \$590.3 million for contracts to purchase equipment and services over the next four fiscal years. For a detailed discussion of our purchase obligations, refer to Note 14 of the Notes to the Financial Statements.

### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that either have, or are reasonably likely to have, a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### Capital Expenditures

During Fiscal 2018, we incurred \$1.058 billion for capital expenditures, including \$882.6 million for the Beer segment primarily for (i) our Nava Brewery and glass production plant expansions, (ii) our Mexicali Brewery construction and (iii) our Obregon Brewery optimization and expansion (collectively, the “Mexico Beer Expansion Projects”). Management reviews the capital expenditure program periodically and modifies it as required to meet current business needs. We plan to spend from \$1.15 billion to \$1.25 billion for capital expenditures for Fiscal 2019, including from \$975.0 million to \$1.075 billion for the Beer segment associated primarily with the Mexico Beer Expansion Projects. The remaining Fiscal 2019 capital expenditures consist of improvements of existing operating facilities and replacements of existing equipment and/or buildings. The Mexico Beer Expansion Projects are expected to be completed over the next five fiscal years.

## Effects of Inflation and Changing Prices

Our results of operations and financial condition have not been significantly affected by inflation and changing prices. We intend to pass along rising costs through increased selling prices, subject to normal competitive conditions. There can be no assurances, however, that we will be able to pass along rising costs through increased selling prices. In addition, we continue to identify on-going cost savings initiatives.

## Critical Accounting Estimates

Our significant accounting policies are more fully described in Note 1 of the Notes to the Financial Statements. However, certain of our accounting policies are particularly important to the portrayal of our financial position and results of operations and require the application of significant judgment by management; as a result, they are subject to an inherent degree of uncertainty. In applying those policies, management uses its judgment to determine the appropriate assumptions to be used in the determination of certain estimates. Those estimates are based on our historical experience, our observance of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate. On an ongoing basis, we review our estimates to ensure that they appropriately reflect changes in our business. Our critical accounting estimates include:

- *Goodwill and other intangible assets.* We account for goodwill and other intangible assets by classifying intangible assets into three categories: (i) intangible assets with definite lives subject to amortization, (ii) intangible assets with indefinite lives not subject to amortization and (iii) goodwill. For intangible assets with definite lives, impairment testing is required if conditions exist that indicate the carrying value may not be recoverable. For intangible assets with indefinite lives and for goodwill, impairment testing is required at least annually or more frequently if events or circumstances indicate that these assets might be impaired. We perform annual impairment tests and re-evaluate the useful lives of other intangible assets with indefinite lives at the annual impairment test measurement date of January 1 or when circumstances arise that indicate a possible impairment or change in useful life might exist. The guidance for goodwill impairment testing allows an entity to assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the estimated fair value of a reporting unit is less than its carrying amount or to proceed directly to performing the two-step impairment test. In the first step, the estimated fair value of each reporting unit is compared to the carrying value of the reporting unit, including goodwill. The estimate of fair value of the reporting unit is generally calculated based on an income approach using the discounted cash flow method supplemented by the market approach. If the estimated fair value of the reporting unit is less than the carrying value of the reporting unit, a second step is performed to determine the amount of goodwill impairment we should record. In the second step, an implied fair value of the reporting unit's goodwill is determined by allocating the reporting unit's fair value to all of its assets and liabilities other than goodwill (including any unrecognized intangible assets). The resulting implied fair value of the goodwill is compared to the carrying value of the goodwill. The amount of impairment charge for goodwill is equal to the excess of the carrying value of the goodwill over the implied fair value of the goodwill. Our reporting units include the Beer segment and the Wine and Spirits segment. In estimating the fair value of the reporting units, management must make assumptions and projections regarding such items as future cash flows, future revenues, future earnings and other factors. The assumptions used in the estimate of fair value are based on historical trends and the projections and assumptions that are used in current strategic operating plans. These assumptions reflect management's estimates of future economic and competitive conditions and are, therefore, subject to change as a result of changing market conditions. If these estimates or their related assumptions change in the future, we may be required to record an impairment loss for these assets. The recording of any resulting impairment loss could have a material adverse impact on our financial statements.

In the fourth quarter of fiscal 2018, we performed our annual goodwill impairment analysis. No indication of impairment was noted for any of our reporting units, as the estimated fair value of each of our reporting units with goodwill exceeded their carrying value. Based on this analysis, the reporting

unit with the lowest amount of estimated fair value in excess of its carrying value was the Wine and Spirits reporting unit with approximately 126% excess fair value. For Fiscal 2017 and Fiscal 2016, as a result of our annual goodwill impairment analyses, we concluded that there were no indications of impairment for any of our reporting units.

The most significant assumptions used in the discounted cash flows calculation to determine the estimated fair value of our reporting units in connection with impairment testing are: (i) the discount rate, (ii) the expected long-term growth rate and (iii) the annual cash flow projections. As of January 1, 2018, if we used a discount rate that was 50 basis points higher or used an expected long-term growth rate that was 50 basis points lower or used annual cash flow projections that were 100 basis points lower in our impairment testing of goodwill, then the changes individually would not have resulted in the carrying value of the respective reporting unit's net assets, including its goodwill, exceeding its estimated fair value, which would indicate the potential for impairment and the requirement to measure the amount of impairment, if any.

Our other intangible assets consist primarily of customer relationships and trademarks obtained through business acquisitions. Customer relationships are amortized over their estimated useful lives. The trademarks that were determined to have indefinite useful lives are not amortized. The guidance for indefinite lived intangible asset impairment testing allows an entity to assess qualitative factors to determine whether the existence of events or circumstances indicates that it is more likely than not that the indefinite lived intangible asset is impaired or to proceed directly to performing the quantitative impairment test. Our trademarks are evaluated for impairment by comparing the carrying value of the trademarks to their estimated fair value. The estimated fair value of trademarks is calculated based on an income approach using the relief from royalty method. The estimate of fair value is then compared to the carrying value of each trademark. If the estimated fair value is less than the carrying value of the trademark, then an impairment charge is recorded by us to reduce the carrying value of the trademark to its estimated fair value. In estimating the fair value of the trademarks, management must make assumptions and projections regarding future cash flows based upon future revenues and other factors. The assumptions used in the estimate of fair value are consistent with historical trends and the projections and assumptions that are used in current strategic operating plans. These assumptions reflect management's estimates of future economic and competitive conditions and are, therefore, subject to change as a result of changing market conditions. If these estimates or their related assumptions change in the future, we may be required to record an impairment loss for these assets. The recording of any resulting impairment loss could have a material adverse impact on our financial statements.

In the first quarter of fiscal 2018, the Beer segment's Ballast Point business recognized a trademark impairment loss of \$86.8 million in connection with certain negative trends within its craft beer portfolio. In the fourth quarter of fiscal 2017, the Wine and Spirits' U.S. business recognized a trademark impairment loss of \$37.6 million in connection with our decision to discontinue certain small-scale, low-margin U.S. brands. Additionally, in the fourth quarter of fiscal 2017, the Wine and Spirits' U.S. business recognized a trademark impairment loss of \$8.4 million in connection with certain U.S. brands sold exclusively through the Canadian wine business, for which we expect future sales of these brands to be minimal subsequent to the Canadian Divestiture (refer to Note 7 of the Notes to the Financial Statements for further discussion). No indication of impairment was noted for any of our indefinite lived intangible assets for Fiscal 2016.

The most significant assumptions used in the relief from royalty method to determine the estimated fair value of intangible assets with indefinite lives in connection with impairment testing are: (i) the estimated royalty rate, (ii) the discount rate, (iii) the expected long-term growth rate and (iv) the annual revenue projections. As of January 1, 2018, if we used a royalty rate that was 50 basis points lower or used a discount rate that was 50 basis points higher or used an expected long-term growth rate that was 50 basis points lower or used annual revenue projections that were 100 basis points lower in our impairment testing of intangible assets with indefinite lives, then each change individually would not have resulted in any unit of accounting's carrying value exceeding its estimated fair value.

- *Accounting for promotional activities.* Sales reflect reductions attributable to consideration given to customers in various customer incentive programs, including pricing discounts on single transactions, volume discounts, promotional and advertising allowances, coupons and rebates. Certain customer incentive programs require management to estimate the cost of those programs. The accrued liability for these programs is determined through analysis of programs offered, historical trends, expectations regarding customer and consumer participation, sales and payment trends, and experience with payment patterns associated with similar programs that have been offered previously. If assumptions included in our estimates were to change or market conditions were to change, then material incremental reductions to revenue could be required, which could have a material adverse impact on our financial statements (refer to Note 1 of the Notes to the Financial Statements, “Accounting guidance not yet adopted – Revenue recognition”).
- *Accounting for income taxes.* We estimate our income tax expense, deferred tax assets and liabilities and reserves for unrecognized tax benefits based upon various factors including, but not limited to, historical pretax operating income, future estimates of pretax operating income, differences between book and tax treatment of items of income and expense, and tax planning strategies. We are subject to income taxes in Canada, Luxembourg, Mexico, New Zealand, the U.S. and other jurisdictions. We recognize our deferred tax assets and liabilities based upon the expected future tax outcome of amounts recognized in our results of operations. If necessary, we record a valuation allowance on deferred tax assets when it is more likely than not that they will not be realized. We believe that all tax positions are fully supported; however, we record tax liabilities in accordance with the FASB’s guidance for income tax accounting. We recognize a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. In addition, changes in existing tax laws or rates could significantly change our current estimate of our tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which they are determined. Changes in current estimates, if significant, could have a material adverse impact on our financial statements.

On December 22, 2017, the TCJ Act was signed into law. The TCJ Act significantly changes U.S. corporate income taxes. Due to the timing of the enactment and the complexity involved in applying the provisions of the TCJ Act, we have made reasonable estimates of the effects and recorded provisional amounts in our financial statements as of and for the year ended February 28, 2018, based on currently available information. As we complete our analysis of the TCJ Act and incorporate additional guidance that may be issued by the U.S. Treasury Department, the IRS and other standard-setting bodies, we may adjust the recorded provisional amounts in subsequent reporting periods. Those adjustments may materially impact our provision for income taxes and effective tax rate in the period in which the adjustments are made.

## **Accounting Guidance**

Accounting guidance adopted for Fiscal 2018 did not have a material impact on our consolidated financial statements. For further information on accounting guidance not yet adopted, refer to Note 1 in the Notes to the Financial Statements.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

As a result of our global operating, acquisition and financing activities, we are exposed to market risk associated with changes in foreign currency exchange rates, commodity prices and interest rates. To manage the volatility relating to these risks, we periodically purchase and/or sell derivative instruments including foreign currency forward and option contracts, commodity swap contracts and interest rate swap contracts. We use derivative instruments to reduce earnings and cash flow volatility resulting from shifts in market rates, as well as to hedge economic exposures. We do not enter into derivative instruments for trading or speculative purposes.

**Foreign Currency and Commodity Price Risk**

Foreign currency derivative instruments are or may be used to hedge existing foreign currency denominated assets and liabilities, forecasted foreign currency denominated sales/purchases to/from third parties as well as intercompany sales/purchases, intercompany principal and interest payments, and in connection with acquisitions, divestitures or investments outside the U.S. As of February 28, 2018, we had exposures to foreign currency risk primarily related to the Mexican peso, euro, New Zealand dollar and Canadian dollar. Approximately 79% of our balance sheet exposures and forecasted transactional exposures for the year ending February 28, 2019, were hedged as of February 28, 2018.

Commodity derivative instruments are or may be used to hedge forecasted commodity purchases from third parties as either economic hedges or accounting hedges. As of February 28, 2018, exposures to commodity price risk which we are currently hedging primarily include aluminum, natural gas and diesel fuel prices. Approximately 58% of our forecasted transactional exposures for the year ending February 28, 2019, were hedged as of February 28, 2018.

We have performed a sensitivity analysis to estimate our exposure to market risk of foreign exchange rates and commodity prices reflecting the impact of a hypothetical 10% adverse change in the applicable market. The volatility of the applicable rates and prices is dependent on many factors which cannot be forecasted with reliable accuracy. Losses or gains from the revaluation or settlement of the related underlying positions would substantially offset such gains or losses on the derivative instruments. The aggregate notional value, estimated fair value and sensitivity analysis for our open foreign currency and commodity derivative instruments are summarized as follows:

	Aggregate Notional Value		Fair Value, Net Asset (Liability)		Increase (Decrease) in Fair Value – Hypothetical 10% Adverse Change	
	February 28, 2018	February 28, 2017	February 28, 2018	February 28, 2017	February 28, 2018	February 28, 2017
<i>(in millions)</i>						
Foreign currency contracts	\$ 1,906.0	\$ 1,371.6	\$ 20.4	\$ (57.2)	\$ (107.1)	\$ 88.6
Commodity derivative contracts	\$ 177.5	\$ 153.2	\$ 3.5	\$ (5.8)	\$ (15.0)	\$ 13.1

**Interest Rate Risk**

The estimated fair value of our fixed interest rate debt is subject to interest rate risk, credit risk and foreign currency risk. In addition, we also have variable interest rate debt outstanding (primarily LIBOR-based), certain of which includes a fixed margin subject to the same risks identified for our fixed interest rate debt.

As of February 28, 2017, we had outstanding cash flow designated interest rate swap contracts which fixed LIBOR interest rates (to minimize interest rate volatility) on \$250.0 million of our floating LIBOR rate debt. We had no cash flow designated interest rate swap contracts outstanding as of February 28, 2018.

[Table of Contents](#)

We have performed a sensitivity analysis to estimate our exposure to market risk of interest rates reflecting the impact of a hypothetical 1% increase in the prevailing interest rates. The volatility of the applicable rates is dependent on many factors which cannot be forecasted with reliable accuracy. The aggregate notional value, estimated fair value and sensitivity analysis for our outstanding fixed and variable interest rate debt, including current maturities, and open interest rate derivative instruments are summarized as follows:

	Aggregate Notional Value		Fair Value, Net Asset (Liability)		Increase (Decrease) in Fair Value – Hypothetical 1% Rate Increase	
	February 28, 2018	February 28, 2017	February 28, 2018	February 28, 2017	February 28, 2018	February 28, 2017
<i>(in millions)</i>						
Fixed interest rate debt	\$ 8,787.5	\$ 4,693.6	\$ (8,682.9)	\$ (4,933.8)	\$ (524.3)	\$ (234.8)
Variable interest rate debt	\$ 1,476.1	\$ 4,596.1	\$ (1,460.7)	\$ (4,515.6)	\$ (29.6)	\$ (124.4)
Interest rate swap contracts	\$ —	\$ 250.0	\$ —	\$ 4.4	\$ —	\$ 7.7

For additional discussion on our market risk, refer to Notes 6 and 7 of the Notes to the Financial Statements.

**Item 8. Financial Statements and Supplementary Data.**

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS  
FEBRUARY 28, 2018

The following information is presented in this Annual Report on Form 10-K:

	<u>Page</u>
<a href="#">Management's Annual Report on Internal Control Over Financial Reporting</a>	<a href="#">52</a>
<a href="#">Report of Independent Registered Public Accounting Firm – KPMG LLP</a>	<a href="#">53</a>
<a href="#">Report of Independent Registered Public Accounting Firm – KPMG LLP</a>	<a href="#">55</a>
<a href="#">Consolidated Balance Sheets as of February 28, 2018, and February 28, 2017</a>	<a href="#">56</a>
<a href="#">Consolidated Statements of Comprehensive Income for the years ended February 28, 2018, February 28, 2017, and February 29, 2016</a>	<a href="#">57</a>
<a href="#">Consolidated Statements of Changes in Stockholders' Equity for the years ended February 28, 2018, February 28, 2017, and February 29, 2016</a>	<a href="#">58</a>
<a href="#">Consolidated Statements of Cash Flows for the years ended February 28, 2018, February 28, 2017, and February 29, 2016</a>	<a href="#">59</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">61</a>
<a href="#">Selected Quarterly Financial Information (unaudited)</a>	<a href="#">108</a>

## Management's Annual Report on Internal Control Over Financial Reporting

Management of Constellation Brands, Inc. and subsidiaries (the "Company") is responsible for establishing and maintaining an adequate system of internal control over financial reporting. This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Further, because of changes in conditions, effectiveness of internal controls over financial reporting may vary over time.

Management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on that evaluation, management concluded that the Company's internal control over financial reporting was effective as of February 28, 2018.

The effectiveness of the Company's internal control over financial reporting has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which is included herein.

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
Constellation Brands, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Constellation Brands, Inc. and subsidiaries' (the Company) internal control over financial reporting as of February 28, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of February 28, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of February 28, 2018 and 2017, the related consolidated statements of comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended February 28, 2018, and the related notes (collectively, the consolidated financial statements), and our report dated April 23, 2018 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

[Table of Contents](#)

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Rochester, New York  
April 23, 2018

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors  
Constellation Brands, Inc.:

*Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Constellation Brands, Inc. and subsidiaries (the Company) as of February 28, 2018 and 2017, the related consolidated statements of comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended February 28, 2018, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of February 28, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended February 28, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of February 28, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated April 23, 2018 expressed an unqualified opinion on the effectiveness of Constellation Brands, Inc.'s internal control over financial reporting.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

Rochester, New York  
April 23, 2018

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
*(in millions, except share and per share data)*

	February 28, 2018	February 28, 2017
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 90.3	\$ 177.4
Accounts receivable	776.2	737.0
Inventories	2,084.0	1,955.1
Prepaid expenses and other	523.5	360.5
Total current assets	3,474.0	3,230.0
Property, plant and equipment	4,789.7	3,932.8
Goodwill	8,083.1	7,920.5
Intangible assets	3,304.8	3,377.7
Other assets	887.1	141.4
Total assets	\$ 20,538.7	\$ 18,602.4
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term borrowings	\$ 746.8	\$ 606.5
Current maturities of long-term debt	22.3	910.9
Accounts payable	592.2	559.8
Other accrued expenses and liabilities	583.4	620.4
Total current liabilities	1,944.7	2,697.6
Long-term debt, less current maturities	9,417.6	7,720.7
Deferred income taxes	718.3	1,133.6
Other liabilities	395.4	165.7
Total liabilities	12,476.0	11,717.6
Commitments and contingencies (Note 14)		
CBI stockholders' equity:		
Preferred Stock, \$.01 par value – Authorized, 1,000,000 shares; Issued, none	—	—
Class A Common Stock, \$.01 par value – Authorized, 322,000,000 shares; Issued, 258,718,356 shares and 257,506,184 shares, respectively	2.6	2.6
Class B Convertible Common Stock, \$.01 par value – Authorized, 30,000,000 shares; Issued, 28,335,387 shares and 28,358,527 shares, respectively	0.3	0.3
Class 1 Common Stock, \$.01 par value – Authorized, 25,000,000 shares; Issued, 1,970 shares and 2,080 shares, respectively	—	—
Additional paid-in capital	2,825.3	2,755.8
Retained earnings	9,228.2	7,310.0
Accumulated other comprehensive loss	(202.9)	(399.8)
	11,853.5	9,668.9
Less: Treasury stock –		
Class A Common Stock, at cost, 90,743,239 shares and 86,262,971 shares, respectively	(3,805.2)	(2,775.5)
Class B Convertible Common Stock, at cost, 5,005,800 shares	(2.2)	(2.2)
	(3,807.4)	(2,777.7)
Total CBI stockholders' equity	8,046.1	6,891.2
Noncontrolling interests	16.6	(6.4)
Total stockholders' equity	8,062.7	6,884.8
Total liabilities and stockholders' equity	\$ 20,538.7	\$ 18,602.4

The accompanying notes are an integral part of these statements.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
*(in millions, except per share data)*

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
Sales	\$ 8,326.8	\$ 8,061.6	\$ 7,223.8
Excise taxes	(741.8)	(730.1)	(675.4)
Net sales	7,585.0	7,331.5	6,548.4
Cost of product sold	(3,767.8)	(3,802.1)	(3,606.1)
Gross profit	3,817.2	3,529.4	2,942.3
Selling, general and administrative expenses	(1,532.7)	(1,392.4)	(1,177.2)
Gain on sale of business	—	262.4	—
Operating income	2,284.5	2,399.4	1,765.1
Income from unconsolidated investments	487.2	27.3	51.1
Interest expense	(332.0)	(333.3)	(313.9)
Loss on extinguishment of debt	(97.0)	—	(1.1)
Income before income taxes	2,342.7	2,093.4	1,501.2
Provision for income taxes	(11.9)	(554.2)	(440.6)
Net income	2,330.8	1,539.2	1,060.6
Net income attributable to noncontrolling interests	(11.9)	(4.1)	(5.7)
Net income attributable to CBI	\$ 2,318.9	\$ 1,535.1	\$ 1,054.9
Net income per common share attributable to CBI:			
Basic – Class A Common Stock	\$ 12.04	\$ 7.79	\$ 5.42
Basic – Class B Convertible Common Stock	\$ 10.93	\$ 7.07	\$ 4.92
Diluted – Class A Common Stock	\$ 11.55	\$ 7.52	\$ 5.18
Diluted – Class B Convertible Common Stock	\$ 10.66	\$ 6.93	\$ 4.79
Weighted average common shares outstanding:			
Basic – Class A Common Stock	171.457	175.934	173.383
Basic – Class B Convertible Common Stock	23.336	23.353	23.363
Diluted – Class A Common Stock	200.745	204.099	203.821
Diluted – Class B Convertible Common Stock	23.336	23.353	23.363
Cash dividends declared per common share:			
Class A Common Stock	\$ 2.08	\$ 1.60	\$ 1.24
Class B Convertible Common Stock	\$ 1.88	\$ 1.44	\$ 1.12
Comprehensive income:			
Net income	\$ 2,330.8	\$ 1,539.2	\$ 1,060.6
Other comprehensive income (loss), net of income tax effect:			
Foreign currency translation adjustments	153.8	22.1	(323.3)
Unrealized gain (loss) on cash flow hedges	55.5	7.8	(17.2)
Unrealized gain (loss) on available-for-sale debt securities	(0.2)	0.5	(0.3)
Pension/postretirement adjustments	(1.1)	11.6	0.1
Other comprehensive income (loss), net of income tax effect	208.0	42.0	(340.7)
Comprehensive income	2,538.8	1,581.2	719.9
Comprehensive (income) loss attributable to noncontrolling interests	(23.0)	6.6	13.4
Comprehensive income attributable to CBI	\$ 2,515.8	\$ 1,587.8	\$ 733.3

The accompanying notes are an integral part of these statements.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
*(in millions)*

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non- controlling Interests	Total
	Class A	Class B						
Balance at February 28, 2015	\$ 2.5	\$ 0.3	\$ 2,269.8	\$ 5,277.5	\$ (130.9)	\$ (1,648.5)	\$ 110.6	\$ 5,881.3
Comprehensive income:								
Net income	—	—	—	1,054.9	—	—	5.7	1,060.6
Other comprehensive loss, net of income tax effect	—	—	—	—	(321.6)	—	(19.1)	(340.7)
Comprehensive income								719.9
Repurchase of shares	—	—	—	—	—	(33.8)	—	(33.8)
Dividends declared	—	—	—	(241.9)	—	—	—	(241.9)
Contributions from noncontrolling interests	—	—	—	—	—	—	35.0	35.0
Shares issued under equity compensation plans	0.1	—	62.3	—	—	12.0	—	74.4
Stock-based compensation	—	—	53.5	—	—	—	—	53.5
Tax benefit on stock-based compensation	—	—	203.4	—	—	—	—	203.4
Balance at February 29, 2016	2.6	0.3	2,589.0	6,090.5	(452.5)	(1,670.3)	132.2	6,691.8
Comprehensive income:								
Net income	—	—	—	1,535.1	—	—	4.1	1,539.2
Other comprehensive income (loss), net of income tax effect	—	—	—	—	52.7	—	(10.7)	42.0
Comprehensive income								1,581.2
Repurchase of shares	—	—	—	—	—	(1,122.7)	—	(1,122.7)
Dividends declared	—	—	—	(315.6)	—	—	—	(315.6)
Conversion of noncontrolling equity interests to long-term debt	—	—	—	—	—	—	(132.0)	(132.0)
Shares issued under equity compensation plans	—	—	(20.1)	—	—	15.3	—	(4.8)
Stock-based compensation	—	—	55.5	—	—	—	—	55.5
Tax benefit on stock-based compensation	—	—	131.4	—	—	—	—	131.4
Balance at February 28, 2017	2.6	0.3	2,755.8	7,310.0	(399.8)	(2,777.7)	(6.4)	6,884.8
Comprehensive income:								
Net income	—	—	—	2,318.9	—	—	11.9	2,330.8
Other comprehensive income, net of income tax effect	—	—	—	—	196.9	—	11.1	208.0
Comprehensive income								2,538.8
Repurchase of shares	—	—	—	—	—	(1,038.5)	—	(1,038.5)
Dividends declared	—	—	—	(400.7)	—	—	—	(400.7)
Shares issued under equity compensation plans	—	—	8.3	—	—	8.8	—	17.1
Stock-based compensation	—	—	61.2	—	—	—	—	61.2
Balance at February 28, 2018	\$ 2.6	\$ 0.3	\$ 2,825.3	\$ 9,228.2	\$ (202.9)	\$ (3,807.4)	\$ 16.6	\$ 8,062.7

The accompanying notes are an integral part of these statements.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
*(in millions)*

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<b>Cash flows from operating activities:</b>			
Net income	\$ 2,330.8	\$ 1,539.2	\$ 1,060.6
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>			
Unrealized gain on equity securities	(464.3)	—	—
Net income tax benefit related to the Tax Cuts and Jobs Act	(363.0)	—	—
Depreciation	293.8	237.5	180.3
Loss on extinguishment of debt and amortization of debt issuance costs	108.7	12.7	13.1
Deferred tax provision	114.9	128.7	251.0
Impairment and amortization of intangible assets	92.7	56.4	40.7
Stock-based compensation	60.9	56.1	54.0
Loss on contract termination	59.0	—	—
Gain on sale of business	—	(262.4)	—
<b>Change in operating assets and liabilities, net of effects from purchases of businesses:</b>			
Accounts receivable	(34.1)	(49.4)	(129.8)
Inventories	(123.8)	(151.0)	10.1
Prepaid expenses and other current assets	(111.5)	(71.6)	45.9
Accounts payable	12.8	115.9	24.7
Other accrued expenses and liabilities	(71.6)	122.2	(111.7)
Other	26.1	(38.3)	(25.2)
Total adjustments	(399.4)	156.8	353.1
Net cash provided by operating activities	1,931.4	1,696.0	1,413.7
<b>Cash flows from investing activities:</b>			
Purchases of property, plant and equipment	(1,057.6)	(907.4)	(891.3)
Investment in equity securities	(191.3)	—	—
Purchases of businesses, net of cash acquired	(150.1)	(1,111.0)	(1,316.4)
Proceeds from (payments related to) sale of business	(5.0)	575.3	—
Other investing activities	(19.1)	(18.7)	0.3
Net cash used in investing activities	(1,423.1)	(1,461.8)	(2,207.4)
<b>Cash flows from financing activities:</b>			
Principal payments of long-term debt	(7,128.7)	(971.8)	(208.7)
Purchases of treasury stock	(1,038.5)	(1,122.7)	(33.8)
Dividends paid	(400.1)	(315.1)	(241.6)
Payments of debt extinguishment, debt issuance and other financing costs	(122.2)	(14.1)	(13.3)
Payments of minimum tax withholdings on stock-based payment awards	(31.7)	(64.9)	(38.6)
Proceeds from issuance of long-term debt	7,933.4	1,965.6	610.0
Net proceeds from short-term borrowings	137.2	197.1	360.6
Proceeds from shares issued under equity compensation plans	49.4	59.7	113.0
Excess tax benefits from stock-based payment awards	—	131.4	203.4
Proceeds from noncontrolling interests	—	—	25.0
Net cash provided by (used in) financing activities	(601.2)	(134.8)	776.0
Effect of exchange rate changes on cash and cash equivalents	5.8	(5.1)	(9.3)
Net increase (decrease) in cash and cash equivalents	(87.1)	94.3	(27.0)
Cash and cash equivalents, beginning of year	177.4	83.1	110.1
Cash and cash equivalents, end of year	\$ 90.3	\$ 177.4	\$ 83.1

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
*(in millions)*

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during the year:			
Interest, net of interest capitalized	\$ 322.2	\$ 300.4	\$ 310.4
Income taxes, net of refunds received	\$ 238.6	\$ 219.6	\$ 80.2
Noncash investing and financing activities:			
Additions to property, plant and equipment	\$ 170.0	\$ 190.3	\$ 158.0
Conversion of noncontrolling equity interest to long-term debt	\$ —	\$ 132.0	\$ —

The accompanying notes are an integral part of these statements.

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
February 28, 2018

1. DESCRIPTION OF BUSINESS, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Description of business –*

Constellation Brands, Inc. and its subsidiaries operate primarily in the beverage alcohol industry. Unless the context otherwise requires, the terms “Company,” “CBI,” “we,” “our,” or “us” refer to Constellation Brands, Inc. and its subsidiaries. We are an international beverage alcohol company with a broad portfolio of consumer-preferred high-end imported and craft beer brands, and premium wine and spirits brands.

*Basis of presentation –*

*Principles of consolidation:*

Our consolidated financial statements include our accounts and our majority-owned and controlled domestic and foreign subsidiaries. In addition, we have an equally-owned joint venture with Owens-Illinois. The joint venture owns and operates a state-of-the-art glass production plant which provides bottles exclusively for our brewery located in Nava, Coahuila, Mexico (the “Nava Brewery”). We have determined that we are the primary beneficiary of this variable interest entity and accordingly, the results of operations of the joint venture are reported in the Beer segment and are included in our consolidated results of operations. All intercompany accounts and transactions are eliminated in consolidation.

*Equity method investments:*

If we are not required to consolidate our investment in another entity, we use the equity method when we (i) can exercise significant influence over the other entity and (ii) hold common stock and/or in-substance common stock of the other entity. Under the equity method, investments are carried at cost, plus or minus our equity in the increases and decreases in the investee’s net assets after the date of acquisition. Dividends received from the investee reduce the carrying amount of the investment.

*Management’s use of estimates:*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

*Summary of significant accounting policies –*

*Revenue recognition:*

We record revenue (referred to in our financial statements as “sales”) when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed or determinable, and collectability is reasonably assured. Delivery is not considered to have occurred until risk of loss passes to the customer according to the terms of the contract between us and our customer. Risk of loss is usually transferred upon shipment to or receipt at our customers’ locations, as determined by the specific sales terms of the transactions. Our sales terms do not allow for a right of return except for matters related to any manufacturing defects on our part. Amounts billed to customers for shipping and handling are included in sales. Sales reflect reductions attributable to consideration given to customers in various customer incentive programs, including pricing discounts on single transactions, volume discounts, promotional and advertising allowances, coupons and rebates (see “Accounting guidance not yet adopted – Revenue recognition” below).

Excise taxes remitted to governmental tax authorities are shown on a separate line item as a reduction of sales. Excise taxes are recognized in our results of operations when the related sale is recorded.

*Cost of product sold:*

The types of costs included in cost of product sold are raw materials, packaging materials, manufacturing costs, plant administrative support and overheads, and freight and warehouse costs (including distribution network

costs). Distribution network costs include inbound freight charges and outbound shipping and handling costs, purchasing and receiving costs, inspection costs, warehousing and internal transfer costs.

*Selling, general and administrative expenses:*

The types of costs included in selling, general and administrative expenses consist predominately of advertising and non-manufacturing administrative and overhead costs. Distribution network costs are included in cost of product sold. We expense advertising costs as incurred, shown or distributed. Advertising expense for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, was \$615.7 million, \$552.8 million and \$468.3 million, respectively.

*Foreign currency translation:*

The functional currency of our foreign subsidiaries is generally the respective local currency. The translation from the applicable foreign currencies to U.S. dollars is performed for balance sheet accounts using exchange rates in effect at the balance sheet date and for revenue and expense accounts using a weighted average exchange rate for the period. The resulting translation adjustments are recorded as a component of Accumulated Other Comprehensive Income (Loss) ("AOCI"). Gains or losses resulting from foreign currency denominated transactions are included in selling, general and administrative expenses.

*Cash and cash equivalents:*

Cash equivalents consist of highly liquid investments with an original maturity when purchased of three months or less and are stated at cost, which approximates fair value.

*Fair value of financial instruments:*

We calculate the estimated fair value of financial instruments using quoted market prices whenever available. When quoted market prices are not available, we use standard pricing models for various types of financial instruments (such as forwards, options and swaps) which take into account the present value of estimated future cash flows (see Note 7).

*Derivative instruments:*

We enter into derivative instruments to manage our exposure to fluctuations in foreign currency exchange rates, commodity prices and interest rates. We enter into derivatives for risk management purposes only, including derivatives designated in hedge accounting relationships as well as those derivatives utilized as economic hedges. We do not enter into derivatives for trading or speculative purposes. We recognize all derivatives as either assets or liabilities and measure those instruments at estimated fair value (see Note 6, Note 7). We present our derivative positions gross on our balance sheets.

Changes in fair values (to the extent of hedge effectiveness) of outstanding cash flow hedges are deferred in stockholders' equity as a component of AOCI. These deferred gains or losses are recognized in our results of operations in the same period in which the hedged items are recognized and on the same financial statement line item as the hedged items. Any ineffectiveness associated with these derivative instruments is recognized immediately in our results of operations. Effective March 1, 2018, we adopted FASB guidance which amends, among other items, the requirement to separately measure and report hedge ineffectiveness for outstanding cash flow hedges. Accordingly, the entire change in the fair value of outstanding cash flow hedges are deferred in stockholders' equity as a component of AOCI prospectively from the date of adoption.

Changes in fair values for derivative instruments not designated in a hedge accounting relationship are recognized directly in our results of operations each period and on the same financial statement line item as the hedged item. For purposes of measuring segment operating performance, the net gain (loss) from the changes in fair value of our undesignated commodity derivative contracts, prior to settlement, is reported outside of segment operating results until such time that the underlying exposure is recognized in the segment operating results. Upon settlement, the net gain (loss) from the changes in fair value of the undesignated commodity derivative contracts is reported in the appropriate operating segment, allowing our operating segment results to reflect the economic effects of the commodity derivative contracts without the resulting unrealized mark to fair value volatility.

[Table of Contents](#)

Cash flows from the settlement of derivatives, including both economic hedges and those designated in hedge accounting relationships, appear on our statements of cash flows in the same categories as the cash flows of the hedged items.

*Inventories:*

Inventories are stated at the lower of cost (primarily computed in accordance with the first-in, first-out method) or net realizable value. Elements of cost include materials, labor and overhead.

Bulk wine inventories are included as in-process inventories within current assets, in accordance with the general practices of the wine industry, although a portion of such inventories may be aged for periods greater than one year. A substantial portion of barreled whiskey and brandy will not be sold within one year because of the duration of the aging process. All barreled whiskey and brandy are classified as in-process inventories and are included in current assets, in accordance with industry practice. Warehousing, insurance, ad valorem taxes and other carrying charges applicable to barreled whiskey and brandy held for aging are included in inventory costs.

We assess the valuation of our inventories and reduce the carrying value of those inventories that are obsolete or in excess of our forecasted usage to their estimated net realizable value based on analyses and assumptions including, but not limited to, historical usage, future demand and market requirements.

*Property, plant and equipment:*

Property, plant and equipment is stated at cost. Major additions and improvements are recorded as an increase to the property accounts, while maintenance and repairs are expensed as incurred. The cost of properties sold or otherwise disposed of and the related accumulated depreciation are eliminated from the balance sheet accounts at the time of disposal and resulting gains and losses are included as a component of operating income.

*Depreciation:*

Depreciation is computed primarily using the straight-line method over the following estimated useful lives:

	Years
Land improvements	15 to 32
Vineyards	16 to 26
Buildings and improvements	10 to 50
Machinery and equipment	3 to 35
Motor vehicles	3 to 7

*Goodwill and other intangible assets:*

Goodwill is allocated to the reporting unit in which the business that created the goodwill resides. A reporting unit is an operating segment, or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by segment management. We review our goodwill and indefinite lived intangible assets annually for impairment, or sooner, if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We use January 1 as our annual impairment test measurement date. Indefinite lived intangible assets consist principally of trademarks. Intangible assets determined to have a finite life, primarily customer relationships, are amortized over their estimated useful lives and are subject to review for impairment in accordance with authoritative guidance for long-lived assets. Note 9 provides a summary of intangible assets segregated between amortizable and nonamortizable amounts.

*Indemnification liabilities:*

We have indemnified respective parties against certain liabilities that may arise in connection with certain acquisitions and divestitures. Indemnification liabilities are recognized when probable and estimable and included in other liabilities (see Note 14).

*Income taxes:*

We use the asset and liability method of accounting for income taxes. This method accounts for deferred income taxes by applying statutory rates in effect at the balance sheet date to the difference between the financial

reporting and tax bases of assets and liabilities. We provide for taxes that may be payable if undistributed earnings of foreign subsidiaries were to be remitted to the U.S., except for those earnings that we consider to be indefinitely reinvested (see Note 13). Interest and penalties are recognized as a component of provision for income taxes.

*Net income per common share attributable to CBI:*

We have two classes of common stock with a material number of shares outstanding: Class A Common Stock and Class B Convertible Common Stock (see Note 15). In addition, we have another class of common stock with an immaterial number of shares outstanding: Class 1 Common Stock (see Note 15). If we pay a cash dividend on Class B Convertible Common Stock, each share of Class A Common Stock will receive an amount at least ten percent greater than the amount of the cash dividend per share paid on Class B Convertible Common Stock. Class B Convertible Common Stock shares are convertible into shares of Class A Common Stock on a one-to-one basis at any time at the option of the holder.

We use the two-class method for the computation and presentation of net income per common share attributable to CBI (hereafter referred to as “net income per common share”) (see Note 17). The two-class method is an earnings allocation formula that calculates basic and diluted net income per common share for each class of common stock separately based on dividends declared and participation rights in undistributed earnings as if all such earnings had been distributed during the period. Under the two-class method, Class A Common Stock is assumed to receive a ten percent greater participation in undistributed earnings than Class B Convertible Common Stock, in accordance with the respective minimum dividend rights of each class of stock.

Net income per common share – basic excludes the effect of common stock equivalents and is computed using the two-class method. Net income per common share – diluted for Class A Common Stock reflects the potential dilution that could result if securities or other contracts to issue common stock were exercised or converted into common stock. Net income per common share – diluted for Class A Common Stock is computed using the more dilutive of the if-converted or two-class method. Net income per common share – diluted for Class A Common Stock is computed using the if-converted method and assumes the exercise of stock options using the treasury stock method and the conversion of Class B Convertible Common Stock as this method is more dilutive than the two-class method. Net income per common share – diluted for Class B Convertible Common Stock is computed using the two-class method and does not assume conversion of Class B Convertible Common Stock into shares of Class A Common Stock.

*Stock-based employee compensation:*

We have two stock-based employee compensation plans (see Note 16). We apply a grant date fair-value-based measurement method in accounting for our stock-based payment arrangements and record all costs resulting from stock-based payment transactions ratably over the requisite service period. Stock-based awards are subject to specific vesting conditions, generally time vesting, or upon retirement, disability or death of the employee (as defined by the plan), if earlier. For awards granted to retirement-eligible employees, we recognize compensation expense ratably over the period from the date of grant to the date of retirement-eligibility.

*Recently adopted accounting guidance –*

*Stock-based employee compensation:*

Effective March 1, 2017, we adopted the FASB amended guidance for, among other items, the accounting for income taxes related to share-based compensation and the related classification in the statement of cash flows. This guidance requires the recognition of excess tax benefits and deficiencies (resulting from an increase or decrease in the fair value of an award from grant date to the vesting or settlement date) in the provision for income taxes as a discrete item in the quarterly period in which they occur. Through February 28, 2017, these amounts were recognized in additional paid-in capital at the time of vesting or settlement. Additionally, effective March 1, 2017, excess tax benefits are classified as an operating activity in the statement of cash flows instead of as a financing activity where they were previously presented. We adopted this guidance on a prospective basis and, accordingly, prior periods have not been adjusted. Adoption of this guidance resulted in the recognition of excess tax benefits in our provision for income taxes rather than additional paid-in capital of \$68.6 million for the year ended February 28, 2018.

The adoption of this amended guidance also impacted our calculation of diluted earnings per share under the treasury stock method, as excess tax benefits and deficiencies resulting from share-based compensation are no longer included in the assumed proceeds calculation. This change in the assumed proceeds calculation resulted in a decrease in diluted earnings per share of \$0.07 for the year ended February 28, 2018.

We have elected to continue to estimate forfeitures expected to occur to determine the amount of compensation cost to be recognized in each period. The remaining provisions of this amended guidance did not have a material impact on our consolidated financial statements.

*Accounting guidance not yet adopted –  
Revenue recognition:*

In May 2014, the FASB issued guidance regarding the recognition of revenue from contracts with customers. Under this guidance, an entity will recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, this guidance requires improved disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

We adopted this guidance on March 1, 2018, using the retrospective application method to allow for consistent reporting in all comparable periods throughout Fiscal 2019. We have completed changes to our accounting policies, systems and controls to support the new revenue recognition and disclosure requirements. Based on our analysis, the broad definition of variable consideration under this guidance requires us to estimate and record certain variable payments resulting from various sales incentives earlier than we have historically recorded them. This change in the timing of when we recognize sales incentive expenses will shift net sales recognition between our fiscal quarters; however, the adoption of this guidance will not have a material impact on our full year net sales recognition.

Under the retrospective application method, we will recognize the cumulative impact of adopting this guidance in the first quarter of fiscal 2019 with a reduction to our March 1, 2016, opening retained earnings of approximately \$50 million, net of income tax effect, with an offsetting increase to current accrued promotion expense and the recognition of a deferred tax asset to align the timing of when we recognize sales incentive expense and when we recognize revenue.

*Leases:*

In February 2016, the FASB issued guidance for the accounting for leases. Under this guidance, a lessee will recognize assets and liabilities for most leases, but will recognize expense similar to current lease accounting guidance. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election not to recognize lease assets and lease liabilities. We are required to adopt this guidance for our annual and interim periods beginning March 1, 2019, using a modified retrospective approach. We are currently assessing the financial impact of this guidance on our consolidated financial statements.

*Income taxes:*

In October 2016, the FASB issued guidance that simplifies the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Under this guidance, an entity is required to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Current guidance prohibits the recognition in earnings of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party or recovered through use.

We adopted this guidance on March 1, 2018, using the modified retrospective basis, which requires a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Based on our assessment of intra-entity asset transfers that are in scope and the related deferred income taxes, in the first quarter of fiscal 2019, we will recognize a net increase in our March 1, 2018, opening retained earnings and deferred tax assets of approximately \$2.2 billion, primarily in connection with the intra-entity transfer of certain intellectual property related to our imported beer business for the year ended February 28, 2018.

## 2. ACQUISITIONS AND DIVESTITURE:

### *Acquisitions –*

#### *Obregon Brewery:*

In December 2016, we acquired a brewery operation business in Obregon, Sonora, Mexico from Grupo Modelo, S. de R.L. de C.V., formerly known as Grupo Modelo, S.A.B. de C.V., (“Modelo”), a subsidiary of Anheuser-Busch InBev SA/NV for cash paid of \$569.7 million, net of cash acquired (the “Obregon Brewery”). The transaction primarily included the acquisition of operations; goodwill; property, plant and equipment; and inventories. This acquisition provided us with immediate functioning brewery capacity to support our fast-growing, high-end Mexican beer portfolio and flexibility for future innovation initiatives. It also enabled us to become fully independent from an interim supply agreement with Modelo, which was terminated at the time of this acquisition. The results of operations of the Obregon Brewery are reported in the Beer segment and have been included in our consolidated results of operations from the date of acquisition.

#### *Charles Smith:*

In October 2016, we acquired the Charles Smith Wines, LLC business, a collection of five super and ultra-premium wine brands, for \$120.8 million (“Charles Smith”). This transaction primarily included the acquisition of goodwill, trademarks, inventories and certain grape supply contracts, plus an earn-out over three years based on the performance of the brands. The results of operations of Charles Smith are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

#### *High West:*

In October 2016, we acquired all of the issued and outstanding common and preferred membership interests of High West Holdings, LLC for \$136.6 million, net of cash acquired (“High West”). This transaction primarily included the acquisition of operations, goodwill, trademarks, inventories and property, plant and equipment. This acquisition included a portfolio of craft whiskeys and other select spirits. The results of operations of High West are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

#### *Prisoner:*

In April 2016, we acquired The Prisoner Wine Company business, including a portfolio of five super-luxury wine brands, for \$284.9 million (“Prisoner”). This transaction primarily included the acquisition of goodwill, inventories, trademarks and certain grape supply contracts. The results of operations of Prisoner are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

#### *Ballast Point:*

In December 2015, we acquired all of the issued and outstanding common and preferred stock of Home Brew Mart, Inc. d/b/a/ Ballast Point Brewing & Spirits (“Ballast Point”). The following table summarizes the allocation of the estimated fair value for the significant assets acquired:

*(in millions)*

Goodwill	\$	763.2
Trademarks (see Note 7)		222.8
Other		14.0
Total estimated fair value		1,000.0
Less – cash acquired		(1.5)
Purchase price	\$	998.5

Goodwill associated with the acquisition is primarily attributable to the future growth opportunities associated with the acquisition of a premium platform that enables us to compete in the growing craft beer category and further strengthened our position in the high-end segment of the U.S. beer market. None of the goodwill recognized is expected to be deductible for income tax purposes. The results of operations of Ballast Point are

reported in the Beer segment and have been included in our consolidated results of operations from the date of acquisition.

*Meiomi:*

In August 2015, we acquired the Meiomi wine business, including the acquisition of a higher-margin, luxury growth pinot noir brand, for \$316.2 million (“Meiomi”). This transaction primarily included the acquisition of goodwill, inventories, the trademark and certain grape supply contracts. The results of operations of Meiomi are reported in the Wine and Spirits segment and have been included in our consolidated results of operations from the date of acquisition.

*Other Acquisitions:*

During the year ended February 28, 2018, we completed the acquisitions of other businesses, including the Funky Buddha Brewery LLC business, which included a portfolio of high-quality, Florida-based craft beers (“Funky Buddha”), and the Schrader Cellars, LLC business, which included a collection of highly-rated, limited-production fine wines (“Schrader Cellars”). The total combined purchase price for these acquisitions was \$149.1 million. The purchase price for each acquisition was primarily allocated to goodwill and trademarks. In addition, the purchase price for Funky Buddha includes an earn-out over five years based on the performance of the brands. The results of operations of these acquired brands are reported in the appropriate segment and have been included in our consolidated results of operations from their respective date of acquisition.

*Divestiture –*

*Canadian Divestiture:*

In December 2016, we sold the Wine and Spirits Canadian wine business, which included Canadian wine brands such as Jackson-Triggs and Inniskillin, wineries, vineyards, offices, facilities and Wine Rack retail stores, at a transaction value of C\$1.03 billion, or \$775.1 million (the “Canadian Divestiture”). We received cash proceeds of \$570.3 million, net of outstanding debt and direct costs to sell of \$194.9 million and \$9.9 million, respectively. The following table summarizes the net gain recognized in connection with this divestiture:

*(in millions)*

Cash received from buyer	\$	580.2
Net assets sold		(175.3)
AOCI reclassification adjustments, primarily foreign currency translation		(122.5)
Direct costs to sell		(9.9)
Other		(10.1)
Gain on sale of business	\$	<u>262.4</u>

Additionally, our Wine and Spirits U.S. business recognized an impairment of \$8.4 million for the fourth quarter of fiscal 2017 for trademarks associated with certain U.S. brands sold exclusively through the Canadian wine business for which we expected future sales of these brands to be minimal subsequent to the Canadian Divestiture. We have also recognized \$15.2 million of other costs associated with the Canadian Divestiture, with \$12.0 million recognized for the year ended February 28, 2017, primarily in connection with the evaluation of the merits of executing an initial public offering for a portion of our then-owned Canadian wine business, and \$3.2 million recognized for the first quarter of fiscal 2018 in connection with the sale of the Canadian wine business. These amounts are included in selling, general and administrative expenses. In total, we have recognized \$238.8 million of net gains associated with the Canadian Divestiture, with \$242.0 million of net gains recognized for the year ended February 28, 2017, and \$3.2 million of net losses recognized for the year ended February 28, 2018, as follows:

*(in millions)*

Gain on sale of business	\$	262.4
Impairment of trademarks		(8.4)
Other net costs		(15.2)
Net gain associated with the Canadian Divestiture and related activities	\$	<u>238.8</u>

[Table of Contents](#)

## 3. INVENTORIES:

The components of inventories are as follows:

	February 28, 2018	February 28, 2017
<i>(in millions)</i>		
Raw materials and supplies	\$ 160.8	\$ 149.7
In-process inventories	1,382.8	1,260.1
Finished case goods	540.4	545.3
	<u>\$ 2,084.0</u>	<u>\$ 1,955.1</u>

## 4. PREPAID EXPENSES AND OTHER:

The major components of prepaid expenses and other are as follows:

	February 28, 2018	February 28, 2017
<i>(in millions)</i>		
Value added taxes receivable	\$ 209.9	\$ 78.3
Income taxes receivable	121.0	100.4
Prepaid excise and sales taxes	59.2	57.8
Other	133.4	124.0
	<u>\$ 523.5</u>	<u>\$ 360.5</u>

## 5. PROPERTY, PLANT AND EQUIPMENT:

The major components of property, plant and equipment are as follows:

	February 28, 2018	February 28, 2017
<i>(in millions)</i>		
Land and land improvements	\$ 438.0	\$ 400.4
Vineyards	238.3	232.6
Buildings and improvements	883.0	736.1
Machinery and equipment	3,548.3	3,079.6
Motor vehicles	93.6	124.2
Construction in progress	1,072.5	636.9
	<u>6,273.7</u>	<u>5,209.8</u>
Less – Accumulated depreciation	(1,484.0)	(1,277.0)
	<u>\$ 4,789.7</u>	<u>\$ 3,932.8</u>

## 6. DERIVATIVE INSTRUMENTS:

*Overview –*

We are exposed to market risk from changes in foreign currency exchange rates, commodity prices and interest rates that could affect our results of operations and financial condition. The impact on our results and financial position and the amounts reported in our financial statements will vary based upon the currency, commodity and interest rate market movements during the period, the effectiveness and level of derivative instruments outstanding and whether they are designated and qualify for hedge accounting.

The estimated fair values of our derivative instruments change with fluctuations in currency rates, commodity prices and/or interest rates and are expected to offset changes in the values of the underlying exposures. Our derivative instruments are held solely to manage our exposures to the aforementioned market risks as part of

[Table of Contents](#)

our normal business operations. We follow strict policies to manage these risks and do not enter into derivative instruments for trading or speculative purposes. The aggregate notional value of outstanding derivative instruments is as follows:

	February 28, 2018	February 28, 2017
<i>(in millions)</i>		
<u>Derivative instruments designated as hedging instruments</u>		
Foreign currency contracts	\$ 1,465.4	\$ 981.7
Interest rate swap contracts	\$ —	\$ 250.0
<u>Derivative instruments not designated as hedging instruments</u>		
Foreign currency contracts	\$ 440.6	\$ 389.9
Commodity derivative contracts	\$ 177.5	\$ 153.2

*Cash flow hedges –*

Our derivative instruments designated in hedge accounting relationships are designated as cash flow hedges. We are exposed to foreign denominated cash flow fluctuations primarily in connection with third party and intercompany sales and purchases. We primarily use foreign currency forward contracts to hedge certain of these risks. In addition, we utilize interest rate swap contracts periodically to manage our exposure to changes in interest rates. Derivatives managing our cash flow exposures generally mature within three years or less, with a maximum maturity of five years.

To qualify for hedge accounting treatment, the details of the hedging relationship must be formally documented at inception of the arrangement, including the risk management objective, hedging strategy, hedged item, specific risk that is being hedged, the derivative instrument, how effectiveness is being assessed and how ineffectiveness will be measured. The derivative must be highly effective in offsetting changes in the cash flows of the risk being hedged. Throughout the term of the designated cash flow hedge relationship on at least a quarterly basis, a retrospective evaluation and prospective assessment of hedge effectiveness is performed based on quantitative and qualitative measures. All components of our derivative instruments' gains or losses are included in the assessment of hedge effectiveness. Resulting ineffectiveness, if any, is recognized immediately in our results of operations.

When we determine that a derivative instrument which qualified for hedge accounting treatment has ceased to be highly effective as a hedge, we discontinue hedge accounting prospectively. In the event the relationship is no longer effective, we recognize the change in the fair value of the hedging derivative instrument from the date the hedging derivative instrument became no longer effective immediately in our results of operations. We also discontinue hedge accounting prospectively when (i) a derivative expires or is sold, terminated, or exercised; (ii) it is no longer probable that the forecasted transaction will occur; or (iii) we determine that designating the derivative as a hedging instrument is no longer appropriate. When we discontinue hedge accounting prospectively, but the original forecasted transaction continues to be probable of occurring, the existing gain or loss of the derivative instrument remains in AOCI and is reclassified into earnings when the forecasted transaction occurs. When it becomes probable that the forecasted transaction will not occur, any remaining gain or loss in AOCI is recognized immediately in our results of operations.

We expect \$10.0 million of net gains, net of income tax effect, to be reclassified from AOCI to our results of operations within the next 12 months.

*Undesignated hedges –*

Certain of our derivative instruments do not qualify for hedge accounting treatment; for others, we choose not to maintain the required documentation to apply hedge accounting treatment. These undesignated instruments are primarily used to economically hedge our exposure to fluctuations in the value of foreign currency denominated receivables and payables; foreign currency investments, primarily consisting of loans to subsidiaries, and cash flows related primarily to the repatriation of those loans or investments; and commodity prices, primarily consisting of aluminum, natural gas and diesel fuel prices. We primarily use foreign currency forward and option contracts,

[Table of Contents](#)

generally less than 12 months in duration, and commodity swap contracts, generally less than 36 months in duration, with a maximum maturity of five years, to hedge some of these risks. Our derivative policy permits the use of undesignated derivatives as approved by senior management.

*Credit risk –*

We are exposed to credit-related losses if the counterparties to our derivative contracts default. This credit risk is limited to the fair value of the derivative contracts. To manage this risk, we contract only with major financial institutions that have earned investment-grade credit ratings and with whom we have standard International Swaps and Derivatives Association agreements which allow for net settlement of the derivative contracts. We have also established counterparty credit guidelines that are regularly monitored. Because of these safeguards, we believe the risk of loss from counterparty default to be immaterial.

In addition, our derivative instruments are not subject to credit rating contingencies or collateral requirements. As of February 28, 2018, the estimated fair value of derivative instruments in a net liability position due to counterparties was \$3.7 million. If we were required to settle the net liability position under these derivative instruments on February 28, 2018, we would have had sufficient available liquidity on hand to satisfy this obligation.

*Results of period derivative activity –*

The estimated fair value and location of our derivative instruments on our balance sheets are as follows (see Note 7):

	Assets		Liabilities	
	February 28, 2018	February 28, 2017	February 28, 2018	February 28, 2017
<i>(in millions)</i>				
<u>Derivative instruments designated as hedging instruments</u>				
Foreign currency contracts:				
Prepaid expenses and other	\$ 21.2	\$ 5.2	Other accrued expenses and liabilities	\$ 7.8 \$ 30.4
Other assets	\$ 17.0	\$ 6.0	Other liabilities	\$ 9.9 \$ 37.4
Interest rate swap contracts:				
Prepaid expenses and other	\$ —	\$ 0.3	Other accrued expenses and liabilities	\$ — \$ 0.3
Other assets	\$ —	\$ 4.4		
<u>Derivative instruments not designated as hedging instruments</u>				
Foreign currency contracts:				
Prepaid expenses and other	\$ 2.1	\$ 2.0	Other accrued expenses and liabilities	\$ 2.2 \$ 2.6
Commodity derivative contracts:				
Prepaid expenses and other	\$ 6.3	\$ 4.3	Other accrued expenses and liabilities	\$ 3.0 \$ 6.9
Other assets	\$ 2.8	\$ 1.5	Other liabilities	\$ 2.6 \$ 4.7

[Table of Contents](#)

The principal effect of our derivative instruments designated in cash flow hedging relationships on our results of operations, as well as Other Comprehensive Income (“OCI”), net of income tax effect, is as follows:

Derivative Instruments in Designated Cash Flow Hedging Relationships	Net Gain (Loss) Recognized in OCI (Effective portion)	Location of Net Gain (Loss) Reclassified from AOCI to Income (Effective portion)	Net Gain (Loss) Reclassified from AOCI to Income (Effective portion)
<i>(in millions)</i>			
<b><u>For the Year Ended February 28, 2018</u></b>			
Foreign currency contracts	\$ 58.4	Sales	\$ (1.4)
		Cost of product sold	1.3
Interest rate swap contracts	(1.5)	Interest expense	2.2
	<u>\$ 56.9</u>		<u>\$ 2.1</u>
<b><u>For the Year Ended February 28, 2017</u></b>			
Foreign currency contracts	\$ (25.8)	Sales	\$ 1.1
		Cost of product sold	(28.3)
Interest rate swap contracts	2.8	Interest expense	(4.0)
	<u>\$ (23.0)</u>		<u>\$ (31.2)</u>
<b><u>For the Year Ended February 29, 2016</u></b>			
Foreign currency contracts	\$ (41.7)	Sales	\$ 2.1
		Cost of product sold	(20.0)
Interest rate swap contracts	(1.6)	Interest expense	(8.1)
	<u>\$ (43.3)</u>		<u>\$ (26.0)</u>

The effect of our undesignated derivative instruments on our results of operations is as follows:

Derivative Instruments not Designated as Hedging Instruments	Location of Net Gain (Loss) Recognized in Income	Net Gain (Loss) Recognized in Income
<i>(in millions)</i>		
<b><u>For the Year Ended February 28, 2018</u></b>		
Commodity derivative contracts	Cost of product sold	\$ 7.5
Foreign currency contracts	Selling, general and administrative expenses	6.0
		<u>\$ 13.5</u>
<b><u>For the Year Ended February 28, 2017</u></b>		
Commodity derivative contracts	Cost of product sold	\$ 16.3
Foreign currency contracts	Selling, general and administrative expenses	(26.1)
		<u>\$ (9.8)</u>
<b><u>For the Year Ended February 29, 2016</u></b>		
Commodity derivative contracts	Cost of product sold	\$ (48.1)
Foreign currency contracts	Selling, general and administrative expenses	(21.1)
Interest rate swap contracts	Interest expense	(0.1)
		<u>\$ (69.3)</u>

## 7. FAIR VALUE OF FINANCIAL INSTRUMENTS:

Authoritative guidance establishes a framework for measuring fair value, including a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. The hierarchy includes three levels:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities;
- Level 2 inputs include data points that are observable such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) such as interest rates and yield curves that are observable for the asset and liability, either directly or indirectly; and
- Level 3 inputs are unobservable data points for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

### *Fair value methodology and assumptions –*

The following methods and assumptions are used to estimate the fair value for each class of our financial instruments:

*Foreign currency and commodity derivative contracts:* The fair value is estimated using market-based inputs, obtained from independent pricing services, into valuation models. These valuation models require various inputs, including contractual terms, market foreign exchange prices, market commodity prices, interest-rate yield curves and currency volatilities, as applicable (Level 2 fair value measurement).

*Interest rate swap contracts:* The fair value is estimated based on quoted market prices from respective counterparties. Quotes are corroborated by using discounted cash flow calculations based upon forward interest-rate yield curves, which are obtained from independent pricing services (Level 2 fair value measurement).

*Equity securities, Trading (with the intent of holding more than one year):* In November 2017, we acquired (i) a 9.9% investment in Ontario, Canada-based Canopy Growth Corporation, a public company and leading provider of medicinal cannabis products (the “Canopy Investment”), and (ii) warrants which give us the option to purchase an additional ownership interest in Canopy Growth Corporation (the “Canopy Warrants”) for C\$245.0 million, or \$191.3 million. The Canopy Warrants expire in May 2020. For the year ended February 28, 2018, we recognized an unrealized gain of \$464.3 million from the changes in fair value of the Canopy Investment and the Canopy Warrants, which is included in income from unconsolidated investments. The fair value of the Canopy Investment is calculated by using the closing market price of the underlying equity security (Level 1 fair value measurement). The fair value of the Canopy Warrants is estimated using the Black-Scholes option-pricing model (Level 2 fair value measurement). The assumptions used to estimate the fair value of the Canopy Warrants as of February 28, 2018, are as follows:

Expected life <sup>(1)</sup>	2.2 years
Expected volatility <sup>(2)</sup>	70.9%
Risk-free interest rate <sup>(3)</sup>	1.8%
Expected dividend yield <sup>(4)</sup>	0.0%

(1) Based on the expiration date of the warrants.

(2) Based on historical volatility levels of the underlying equity security.

(3) Based on the implied yield currently available on Canadian Treasury zero coupon issues with a remaining term equal to the expected life.

(4) Based on historical dividend levels.

*Debt securities, Available-for-sale (“AFS”):* The fair value is estimated by discounting cash flows using market-based inputs (Level 3 fair value measurement) (see “Subsequent event” below).

*Short-term borrowings:* The revolving credit facility under our senior credit facility is a variable interest rate bearing note which includes a fixed margin which is adjustable based upon our debt ratio (as defined in our senior credit facility). Its fair value is estimated by discounting cash flows using LIBOR plus a margin reflecting current market conditions obtained from participating member financial institutions (Level 2 fair value

[Table of Contents](#)

measurement). The remaining instruments, including our commercial paper and accounts receivable securitization facilities, are variable interest rate bearing notes for which the carrying value approximates the fair value.

*Long-term debt:* The term loan under our senior credit facility is a variable interest rate bearing note which includes a fixed margin which is adjustable based upon our debt ratio. The fair value of the term loan is estimated by discounting cash flows using LIBOR plus a margin reflecting current market conditions obtained from participating member financial institutions (Level 2 fair value measurement). The fair value of the remaining long-term debt, which is primarily fixed interest rate, is estimated by discounting cash flows using interest rates currently available for debt with similar terms and maturities (Level 2 fair value measurement).

The carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings, approximate fair value as of February 28, 2018, and February 28, 2017, due to the relatively short maturity of these instruments. As of February 28, 2018, the carrying amount of long-term debt, including the current portion, was \$9,439.9 million, compared with an estimated fair value of \$9,398.4 million. As of February 28, 2017, the carrying amount of long-term debt, including the current portion, was \$8,631.6 million, compared with an estimated fair value of \$8,845.5 million.

*Recurring basis measurements –*

The following table presents our financial assets and liabilities measured at estimated fair value on a recurring basis:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<i>(in millions)</i>				
<b>February 28, 2018</b>				
Assets:				
Foreign currency contracts	\$ —	\$ 40.3	\$ —	\$ 40.3
Commodity derivative contracts	\$ —	\$ 9.1	\$ —	\$ 9.1
Equity securities, Trading	\$ 402.4	\$ 253.2	\$ —	\$ 655.6
Debt securities, AFS	\$ —	\$ —	\$ 16.6	\$ 16.6
Liabilities:				
Foreign currency contracts	\$ —	\$ 19.9	\$ —	\$ 19.9
Commodity derivative contracts	\$ —	\$ 5.6	\$ —	\$ 5.6
<b>February 28, 2017</b>				
Assets:				
Foreign currency contracts	\$ —	\$ 13.2	\$ —	\$ 13.2
Commodity derivative contracts	\$ —	\$ 5.8	\$ —	\$ 5.8
Interest rate swap contracts	\$ —	\$ 4.7	\$ —	\$ 4.7
Debt securities, AFS	\$ —	\$ —	\$ 9.5	\$ 9.5
Liabilities:				
Foreign currency contracts	\$ —	\$ 70.4	\$ —	\$ 70.4
Commodity derivative contracts	\$ —	\$ 11.6	\$ —	\$ 11.6
Interest rate swap contracts	\$ —	\$ 0.3	\$ —	\$ 0.3

[Table of Contents](#)

*Nonrecurring basis measurements –*

The following table presents our assets and liabilities measured at estimated fair value on a nonrecurring basis for which an impairment assessment was performed for the period presented:

	Fair Value Measurements Using			Total Losses
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<i>(in millions)</i>				
<u>For the Year Ended February 28, 2018</u>				
Trademarks	\$ —	\$ —	\$ 136.0	\$ 86.8
<u>For the Year Ended February 28, 2017</u>				
Trademarks	\$ —	\$ —	\$ —	\$ 46.0

*Trademarks:*

For the first quarter of fiscal 2018, we identified certain negative trends within our Beer segment's Ballast Point craft beer portfolio which, when combined with the recent negative craft beer industry trends, including slower growth rates and increased competition, indicated that it was more likely than not that the fair value of our indefinite lived intangible asset associated with the craft beer trademarks might be below its carrying value. These negative trends were the result of (i) a disruption in our distribution network transition plan, (ii) an unexpected decrease in sales from product innovations and (iii) a significant shift in market conditions for our craft beer portfolio, all of which resulted in a decline in net sales and depletion trends, which represent distributor shipments of our branded products to retail customers, for the first quarter of fiscal 2018 as compared to the first quarter of fiscal 2017, following consecutive quarters of significant net sales and depletion volume growth for our craft beer portfolio. Additionally, net sales for the first quarter of fiscal 2018 were below our forecasted net sales for the first quarter of fiscal 2018. Accordingly, we performed a quantitative assessment for impairment of the craft beer trademark asset. As a result of this assessment, the craft beer trademark asset with a carrying value of \$222.8 million was written down to its estimated fair value of \$136.0 million, resulting in an impairment of \$86.8 million. This impairment is included in selling, general and administrative expenses.

For the fourth quarter of fiscal 2017, in connection with our continued focus on the premiumization of our branded wine and spirits portfolio, a decision was made to discontinue certain small-scale, low-margin U.S. brands within our Wine and Spirits' portfolio. As a result, trademarks with a carrying value of \$37.6 million were written down to their estimated fair value, resulting in an impairment of \$37.6 million.

In addition, in connection with the Canadian Divestiture in the fourth quarter of fiscal 2017, trademarks with a carrying value of \$8.4 million were written down to their estimated fair value, resulting in an impairment of \$8.4 million. These trademarks were associated with certain U.S. brands within our Wine and Spirits' portfolio sold exclusively through the Canadian wine business, for which we expected future sales of these brands to be minimal subsequent to the Canadian Divestiture.

When performing a quantitative assessment for impairment of a trademark asset, we measure the amount of impairment by calculating the amount by which the carrying value of the trademark asset exceeds its estimated fair value. The estimated fair value is determined based on an income approach using the relief from royalty method, which assumes that, in lieu of ownership, a third party would be willing to pay a royalty in order to exploit the related benefits of the trademark asset. The cash flow projections we use to estimate the fair value of our trademarks involve several assumptions, including (i) projected revenue growth rates, (ii) estimated royalty rates, (iii) after-tax royalty savings expected from ownership of the trademarks and (iv) discount rates used to derive the estimated fair value of the trademarks.

8. GOODWILL:

The changes in the carrying amount of goodwill are as follows:

	Beer	Wine and Spirits	Consolidated
<i>(in millions)</i>			
Balance, February 29, 2016	\$ 4,530.1	\$ 2,608.5	\$ 7,138.6
Purchase accounting allocations <sup>(1)</sup>	510.8	373.7	884.5
Canadian Divestiture <sup>(2)</sup>	—	(126.1)	(126.1)
Foreign currency translation adjustments	12.1	11.4	23.5
Balance, February 28, 2017	5,053.0	2,867.5	7,920.5
Purchase accounting allocations <sup>(3)</sup>	63.9	56.2	120.1
Foreign currency translation adjustments	40.7	1.8	42.5
Balance, February 28, 2018	\$ 5,157.6	\$ 2,925.5	\$ 8,083.1

- (1) Purchase accounting allocations primarily associated with the acquisitions of the Obregon Brewery (Beer), Prisoner, High West and Charles Smith (Wine and Spirits) (see Note 2).
- (2) Includes accumulated impairment losses of C\$289.1 million, or \$216.8 million (see Note 2).
- (3) Purchase accounting allocations associated primarily with the acquisition of the Obregon Brewery (\$13.8 million) and preliminary purchase accounting allocations associated with the acquisitions of Funky Buddha (Beer) and Schrader Cellars (Wine and Spirits) (see Note 2).

9. INTANGIBLE ASSETS:

The major components of intangible assets are as follows:

	February 28, 2018		February 28, 2017	
	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount
<i>(in millions)</i>				
<u>Amortizable intangible assets</u>				
Customer relationships	\$ 89.8	\$ 44.2	\$ 89.1	\$ 48.6
Other	20.3	1.4	19.9	1.7
Total	\$ 110.1	45.6	\$ 109.0	50.3
<u>Nonamortizable intangible assets</u>				
Trademarks		3,259.2		3,327.4
Total intangible assets		\$ 3,304.8		\$ 3,377.7

[Table of Contents](#)

We did not incur costs to renew or extend the term of acquired intangible assets for the years ended February 28, 2018, and February 28, 2017. Net carrying amount represents the gross carrying value net of accumulated amortization. Amortization expense for intangible assets was \$5.9 million, \$10.4 million and \$40.7 million for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, respectively. Estimated amortization expense for each of the five succeeding fiscal years and thereafter is as follows:

*(in millions)*

2019	\$	5.9
2020	\$	5.7
2021	\$	5.4
2022	\$	5.1
2023	\$	3.2
Thereafter	\$	20.3

#### 10. OTHER ASSETS:

The major components of other assets are as follows:

<i>(in millions)</i>	February 28, 2018	February 28, 2017
Investments in equity securities, Trading	\$ 655.6	\$ —
Investments in equity method investees	121.5	98.7
Other	110.0	42.7
	<u>\$ 887.1</u>	<u>\$ 141.4</u>

*Subsequent event –*

Subsequent to February 28, 2018, we entered into an agreement to sell our remaining interest in our previously-owned Australian and European business for approximately A\$130 million, or \$100 million, subject to closing adjustments. This interest consists of an investment accounted for under the cost method and AFS debt securities, and is included in other long-term assets. We expect to recognize a gain of approximately \$85 million in connection with this transaction for the first quarter of fiscal 2019.

#### 11. OTHER ACCRUED EXPENSES AND LIABILITIES:

The major components of other accrued expenses and liabilities are as follows:

<i>(in millions)</i>	February 28, 2018	February 28, 2017
Salaries, commissions, and payroll benefits and withholdings	\$ 149.0	\$ 148.5
Promotions and advertising	114.1	116.9
Accrued interest	86.7	87.5
Income taxes payable	48.5	60.2
Accrued excise taxes	28.7	44.6
Other	156.4	162.7
	<u>\$ 583.4</u>	<u>\$ 620.4</u>

12. BORROWINGS:

Borrowings consist of the following:

	February 28, 2018			February 28, 2017
	Current	Long-term	Total	Total
<i>(in millions)</i>				
<b>Short-term borrowings</b>				
Senior credit facility, Revolving credit loans	\$ 79.0			\$ 231.0
Commercial paper	266.9			—
Other	400.9			375.5
	<u>\$ 746.8</u>			<u>\$ 606.5</u>
<b>Long-term debt</b>				
Senior credit facility, Term loans	\$ 5.0	\$ 492.7	\$ 497.7	\$ 3,787.5
Senior notes	—	8,674.2	8,674.2	4,617.0
Other	17.3	250.7	268.0	227.1
	<u>\$ 22.3</u>	<u>\$ 9,417.6</u>	<u>\$ 9,439.9</u>	<u>\$ 8,631.6</u>

*Senior credit facility –*

In March 2016, the Company, CIH International S.à r.l., a wholly-owned indirect subsidiary of ours (“CIH”), CIH Holdings S.à r.l., a wholly-owned indirect subsidiary of ours (“CIHH”), Bank of America, N.A., as administrative agent (the “Administrative Agent”), and certain other lenders entered into a Restatement Agreement (the “March 2016 Restatement Agreement”) that amended and restated our then existing senior credit facility (as amended and restated by the March 2016 Restatement Agreement, the “March 2016 Credit Agreement”). The principal changes effected by the March 2016 Restatement Agreement were:

- The creation of a new \$700.0 million European Term A-1 loan facility maturing on March 10, 2021;
- An increase of the European revolving commitment under the revolving credit facility by \$425.0 million to \$1.0 billion;
- The addition of CIHH as a new borrower under the new European Term A-1 loan facility and the European revolving commitment; and
- The entry into a cross-guarantee agreement by CIH and CIHH whereby each guarantees the other’s obligations under the March 2016 Credit Agreement.

In October 2016, the Company, CIH, CIHH, CB International Finance S.à r.l., a wholly-owned indirect subsidiary of ours (“CB International” and together with CIH and CIHH, the “2016 European Borrowers”), the Administrative Agent, and certain other lenders entered into a Restatement Agreement (the “2016 Restatement Agreement”) that amended and restated the March 2016 Credit Agreement (as amended and restated by the 2016 Restatement Agreement, the “2016 Credit Agreement”). The principal changes effected by the 2016 Restatement Agreement were:

- The creation of a new \$400.0 million European Term A-2 loan facility with CIH as the borrower, maturing on March 10, 2021;
- An adjustment of the Incremental Facilities (as defined below) from a fixed amount to a flexible amount;
- The addition of CB International as a new borrower under the European revolving commitment; and
- The entry into an amended and restated cross-guarantee agreement by the 2016 European Borrowers whereby each guarantees the others’ obligations under the 2016 Credit Agreement.

In May 2017, we repaid the outstanding obligations under the U.S. Term A loan facility under the 2016 Credit Agreement primarily with a portion of the proceeds from the May 2017 senior notes and revolver borrowings under the 2016 Credit Agreement.

In July 2017, the Company, CIH, CB International (together with CIH, the “European Borrowers”), CIHH, the Administrative Agent, and certain other lenders entered into a Restatement Agreement (the “2017 Restatement

[Table of Contents](#)

Agreement”) that amended and restated the 2016 Credit Agreement (as amended and restated by the 2017 Restatement Agreement, the “2017 Credit Agreement”). The principal changes effected by the 2017 Restatement Agreement were:

- The refinance and increase of the existing U.S. Term A-1 loan facility with a new \$500.0 million U.S. Term A-1 loan facility and extension of its maturity to July 14, 2024;
- The creation of a new \$2.0 billion European Term A loan facility into which the then existing European Term A loan facility, European Term A-1 loan facility and European Term A-2 loan facility were combined;
- The increase of the revolving credit facility by \$350.0 million to \$1.5 billion and extension of its maturity to July 14, 2022; and
- The removal of CIHH as a borrower under the 2017 Restatement Agreement.

In addition, the Company and certain of our U.S. subsidiaries executed an amended and restated guarantee agreement which, among other things, released certain of our U.S. subsidiaries as guarantors of borrowings under the 2017 Credit Agreement. Furthermore, the European Borrowers executed an amended and restated cross-guarantee agreement which, among other things, removed CIHH as a party to the amended and restated cross-guarantee agreement. The U.S. obligations under the 2017 Credit Agreement are guaranteed by certain of our U.S. subsidiaries. The European obligations under the 2017 Credit Agreement are guaranteed by us and certain of our U.S. subsidiaries. The European obligations are cross-guaranteed by the European Borrowers whereby each guarantees the other’s obligations.

In November 2017, we repaid the outstanding obligations under the European Term A loan facility under the 2017 Credit Agreement primarily with proceeds from the November 2017 senior notes. Accordingly, as of February 28, 2018, the 2017 Credit Agreement provides for aggregate credit facilities of \$2,000.0 million, consisting of the following:

	Amount	Maturity
<i>(in millions)</i>		
Revolving Credit Facility <sup>(1)(2)</sup>	\$ 1,500.0	July 14, 2022
U.S. Term A-1 Facility <sup>(1)(3)</sup>	500.0	July 14, 2024
	<u>\$ 2,000.0</u>	

- (1) Contractual interest rate varies based on our debt rating (as defined in the 2017 Credit Agreement) and is a function of LIBOR plus a margin, or the base rate plus a margin.
- (2) Consists of a \$190.0 million U.S. Revolving Credit Facility and a \$1,310.0 million European Revolving Credit Facility. We are the borrower under the \$1,500.0 million Revolving Credit Facility (inclusive of the U.S. Revolving Credit Facility and the European Revolving Credit Facility). CIH and/or CB International are additional borrowers under the European Revolving Credit Facility. Includes two sub-facilities for letters of credit of up to \$200.0 million in the aggregate.
- (3) We are the borrower under the U.S. Term A-1 loan facility.

The 2017 Credit Agreement also permits us to elect, subject to the willingness of existing or new lenders to fund such increase or term loans and other customary conditions, to increase the revolving credit commitments or add one or more tranches of additional term loans (the “Incremental Facilities”). The Incremental Facilities may be an unlimited amount so long as our leverage ratio, as defined and computed pursuant to the 2017 Credit Agreement, is no greater than 4.00 to 1.00 subject to certain limitations for the period defined pursuant to the 2017 Credit Agreement.

We and our subsidiaries are subject to covenants that are contained in the 2017 Credit Agreement, including those restricting the incurrence of additional indebtedness (including guarantees of indebtedness) by subsidiaries that are not guarantors, additional liens, mergers and consolidations, transactions with affiliates, and sale and leaseback transactions, in each case subject to numerous conditions, exceptions and thresholds. The financial covenants are limited to a minimum interest coverage ratio and a maximum net leverage ratio.

[Table of Contents](#)

As of February 28, 2018, information with respect to borrowings under the 2017 Credit Agreement is as follows:

	Revolving Credit Facility	U.S. Term A-1 Facility <sup>(1)</sup>
<i>(in millions)</i>		
Outstanding borrowings	\$ 79.0	\$ 497.7
Interest rate	2.9%	3.1%
LIBOR margin	1.25%	1.55%
Outstanding letters of credit	\$ 13.7	
Remaining borrowing capacity <sup>(2)</sup>	\$ 1,140.3	

(1) Outstanding term loan facility borrowings are net of unamortized debt issuance costs.

(2) Net of outstanding revolving credit facility borrowings and outstanding letters of credit under the 2017 Credit Agreement and outstanding borrowings under our commercial paper program of \$267.0 million (excluding unamortized discount) (see “Commercial paper program”).

*Commercial paper program –*

In October 2017, we implemented a commercial paper program which provides for the issuance of up to an aggregate principal amount of \$1.0 billion of commercial paper. Our commercial paper program is backed by unused commitments under our revolving credit facility under our 2017 Credit Agreement. Accordingly, outstanding borrowings under our commercial paper program reduce the amount available under our revolving credit facility under our 2017 Credit Agreement. As of February 28, 2018, we had \$266.9 million of outstanding borrowings, net of unamortized discount, under our commercial paper program with a weighted average annual interest rate of 2.1% and a weighted average remaining term of 10 days.

*Senior notes –*

Our outstanding senior notes are as follows:

	Principal	Issuance	Date of		Outstanding Balance <sup>(1)</sup>	
			Maturity	Interest Payments	February 28, 2018	February 28, 2017
<i>(in millions)</i>						
7.25% Senior Notes <sup>(2)</sup>	\$ 700.0	Jan 2008	May 2017	May/Nov	\$ —	\$ 699.9
6.00% Senior Notes <sup>(2)(3)</sup>	\$ 600.0	Apr 2012	May 2022	May/Nov	—	594.9
3.75% Senior Notes <sup>(2)(4)</sup>	\$ 500.0	May 2013	May 2021	May/Nov	498.0	497.4
4.25% Senior Notes <sup>(2)(4)</sup>	\$ 1,050.0	May 2013	May 2023	May/Nov	1,044.4	1,043.4
3.875% Senior Notes <sup>(2)(4)</sup>	\$ 400.0	Nov 2014	Nov 2019	May/Nov	397.9	396.8
4.75% Senior Notes <sup>(2)(4)</sup>	\$ 400.0	Nov 2014	Nov 2024	May/Nov	395.9	395.4
4.75% Senior Notes <sup>(2)(4)</sup>	\$ 400.0	Dec 2015	Dec 2025	Jun/Dec	395.3	394.8
3.70% Senior Notes <sup>(2)(5)</sup>	\$ 600.0	Dec 2016	Dec 2026	Jun/Dec	594.9	594.4
2.70% Senior Notes <sup>(2)(5)</sup>	\$ 500.0	May 2017	May 2022	May/Nov	495.9	—
3.50% Senior Notes <sup>(2)(5)</sup>	\$ 500.0	May 2017	May 2027	May/Nov	495.1	—
4.50% Senior Notes <sup>(2)(5)</sup>	\$ 500.0	May 2017	May 2047	May/Nov	492.7	—
2.00% Senior Notes <sup>(2)(6)</sup>	\$ 600.0	Nov 2017	Nov 2019	May/Nov	596.8	—
2.25% Senior Notes <sup>(2)(6)</sup>	\$ 700.0	Nov 2017	Nov 2020	May/Nov	695.0	—
2.65% Senior Notes <sup>(2)(5)</sup>	\$ 700.0	Nov 2017	Nov 2022	May/Nov	692.3	—
3.20% Senior Notes <sup>(2)(5)</sup>	\$ 600.0	Feb 2018	Feb 2023	Feb/Aug	595.0	—
3.60% Senior Notes <sup>(2)(5)</sup>	\$ 700.0	Feb 2018	Feb 2028	Feb/Aug	693.2	—
4.10% Senior Notes <sup>(2)(5)</sup>	\$ 600.0	Feb 2018	Feb 2048	Feb/Aug	591.8	—
					<u>\$ 8,674.2</u>	<u>\$ 4,617.0</u>

(1) Amounts are net of unamortized debt issuance costs and unamortized discounts, where applicable.

## [Table of Contents](#)

- (2) Senior unsecured obligations which rank equally in right of payment to all of our existing and future senior unsecured indebtedness. Guaranteed by certain of our U.S. subsidiaries on a senior unsecured basis.
- (3) Redeemed prior to maturity in February 2018 at a redemption price equal to 100% of the outstanding principal amount, plus accrued and unpaid interest and a make-whole payment of \$73.6 million. The make-whole payment is included in loss on extinguishment of debt.
- (4) Redeemable, in whole or in part, at our option at any time at a redemption price equal to 100% of the outstanding principal amount, plus accrued and unpaid interest and a make-whole payment based on the present value of the future payments at the adjusted Treasury Rate plus 50 basis points.
- (5) Redeemable, in whole or in part, at our option at any time prior to the stated redemption date as defined in the indenture, at a redemption price equal to 100% of the outstanding principal amount, plus accrued and unpaid interest and a make-whole payment based on the present value of the future payments at the adjusted Treasury Rate plus the stated basis points as defined in the indenture. On or after the stated redemption date, redeemable, in whole or in part, at our option at any time at a redemption price equal to 100% of the outstanding principal amount, plus accrued and unpaid interest.

	Redemption	
	Stated Redemption Date	Stated Basis Points
3.70% Senior Notes due December 2026	Sept 2026	25
2.70% Senior Notes due May 2022	Apr 2022	15
3.50% Senior Notes due May 2027	Feb 2027	20
4.50% Senior Notes due May 2047	Nov 2046	25
2.65% Senior Notes due November 2022	Oct 2022	15
3.20% Senior Notes due February 2023	Jan 2023	13
3.60% Senior Notes due February 2028	Nov 2027	15
4.10% Senior Notes due February 2048	Aug 2047	20

- (6) Redeemable, in whole or in part, at our option at any time prior to maturity, at a redemption price equal to 100% of the outstanding principal amount, plus accrued and unpaid interest and a make-whole payment based on the present value of the future payments at the adjusted Treasury Rate plus 10 basis points.

### *Indentures –*

Our indentures relating to our outstanding senior notes contain certain covenants, including, but not limited to: (i) a limitation on liens on certain assets, (ii) a limitation on certain sale and leaseback transactions, and (iii) restrictions on mergers, consolidations and the transfer of all or substantially all of our assets to another person.

### *Subsidiary credit facilities –*

#### *General:*

We have additional credit arrangements totaling \$503.5 million and \$442.8 million as of February 28, 2018, and February 28, 2017, respectively. As of February 28, 2018, and February 28, 2017, amounts outstanding under these arrangements were \$277.0 million and \$269.5 million, respectively, the majority of which is classified as long-term as of the respective date. These arrangements primarily support the financing needs of our domestic and foreign subsidiary operations, as well as our glass production plant joint venture (see “Other long-term debt”). Interest rates and other terms of these borrowings vary from country to country, depending on local market conditions.

#### *Other long-term debt:*

During the year ended February 28, 2017, we recorded an immaterial adjustment related to the prior period for the noncash conversion of \$132.0 million from noncontrolling equity interests to long-term debt associated with a contractual agreement with our glass production plant joint venture partner, Owens-Illinois. As of February 28, 2018, and February 28, 2017, outstanding borrowings under this contractual agreement were \$230.5 million and \$183.5 million, respectively. Amounts outstanding under the contractual agreement are included in our consolidated balance sheet in accordance with our consolidation of this VIE. These borrowings have a maturity date of December 2064 with both a fixed and variable interest rate component. The variable interest rate is based upon

[Table of Contents](#)

certain performance measures as defined in the contractual agreement. As of February 28, 2018, the weighted average interest rate for amounts outstanding under the contractual agreement was 4.3%.

*Debt payments –*

As of February 28, 2018, the required principal repayments under long-term debt obligations (excluding unamortized debt issuance costs and unamortized discounts of \$63.6 million and \$13.3 million, respectively) for each of the five succeeding fiscal years and thereafter are as follows:

*(in millions)*

2019	\$	22.3
2020		1,016.1
2021		711.6
2022		507.5
2023		1,805.0
Thereafter		5,454.3
	\$	<u>9,516.8</u>

*Accounts receivable securitization facilities –*

We have a 364-day revolving trade accounts receivable securitization facility (the “CBI Facility”), and Crown Imports, a wholly-owned indirect subsidiary of ours, has a 364-day revolving trade accounts receivable securitization facility (the “Crown Facility”), both of which are amended annually, generally under substantially identical provisions in all material respects to the prior facilities.

Under the CBI Facility, trade accounts receivable generated by us and certain of our subsidiaries are sold by us to our wholly-owned bankruptcy remote single purpose subsidiary (the “CBI SPV”), which is consolidated by us for financial reporting purposes. Under the Crown Facility, trade accounts receivable generated by Crown Imports are sold by Crown Imports to its wholly-owned bankruptcy remote single purpose subsidiary (the “Crown SPV”), which is consolidated by us for financial reporting purposes. These receivables have been pledged by the CBI SPV and the Crown SPV to secure borrowings under the CBI Facility and the Crown Facility, respectively, with such receivables serviced by us and Crown, respectively. The receivable balances related to the CBI Facility and the Crown Facility are reported as accounts receivable on our balance sheets, but the receivables are at all times owned by the CBI SPV and the Crown SPV, respectively, and are included on our financial statements as required by generally accepted accounting principles.

Under both facilities, there are two lenders, one holding 60% of the aggregate facility and the other holding 40% of the aggregate facility. Borrowings under the CBI Facility and the Crown Facility are recorded as secured borrowings and bear interest as follows: (i) 60% of the borrowings are charged at that lender’s cost of funds plus a margin of 75 basis points and (ii) 40% of the borrowings are charged at one-month LIBOR plus a margin of 75 basis points. The CBI Facility provides borrowing capacity of \$230.0 million up to \$330.0 million structured to account for the seasonality of our business, subject to further limitations based upon various pre-agreed formulas. The Crown Facility provides borrowing capacity of \$130.0 million up to \$250.0 million structured to account for the seasonality of Crown Imports’ business.

As of February 28, 2018, our accounts receivable securitization facilities are as follows:

<i>(in millions)</i>	Outstanding Borrowings	Weighted Average Interest Rate	Remaining Borrowing Capacity
CBI Facility	\$ 246.9	2.4%	\$ 13.1
Crown Facility	\$ 145.0	2.4%	—

13. INCOME TAXES:

Income before income taxes was generated as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
Domestic	\$ 596.2	\$ 788.0	\$ 599.3
Foreign	1,746.5	1,305.4	901.9
	<u>\$ 2,342.7</u>	<u>\$ 2,093.4</u>	<u>\$ 1,501.2</u>

The income tax provision (benefit) consisted of the following:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
<b>Current</b>			
Federal	\$ 261.2	\$ 270.8	\$ 126.2
State	20.4	28.5	19.9
Foreign	158.4	126.2	43.5
Total current	<u>440.0</u>	<u>425.5</u>	<u>189.6</u>
<b>Deferred</b>			
Federal	(486.8)	113.4	232.4
State	0.4	7.5	15.6
Foreign	58.3	7.8	3.0
Total deferred	<u>(428.1)</u>	<u>128.7</u>	<u>251.0</u>
Income tax provision	<u>\$ 11.9</u>	<u>\$ 554.2</u>	<u>\$ 440.6</u>

On December 22, 2017, the Tax Cuts and Jobs Act (the “TCJ Act”) was signed into law. The TCJ Act significantly changes U.S. corporate income taxes by, among other items, lowering the federal statutory rate from 35% to 21%, eliminating certain deductions, changing how foreign earnings are subject to U.S. tax and imposing a mandatory one-time transition tax on accumulated earnings of foreign subsidiaries. In December 2017, the SEC issued guidance related to the income tax accounting implications of the TCJ Act. This guidance provides a measurement period, which extends no longer than one year from the enactment date of the TCJ Act, during which a company may complete its accounting for the income tax implications of the TCJ Act. In accordance with this guidance, we recorded a provisional net income tax benefit of \$363.0 million for the year ended February 28, 2018. This amount is comprised primarily of (i) a benefit of \$323.0 million from the remeasurement of our deferred tax assets and liabilities to the new, lower federal statutory rate and (ii) a benefit of \$220.0 million from the reversal of deferred tax liabilities previously provided for unremitted earnings of foreign subsidiaries which were not considered to be indefinitely reinvested; partially offset by the recording of the mandatory one-time transition tax of \$180.0 million on unremitted earnings of our foreign subsidiaries. Additionally, we will reflect any adjustments to the recorded provisional amounts in the reporting period in which the adjustments are determined.

The TCJ Act also creates a new requirement that certain income earned by foreign subsidiaries (“GILTI”), must be included in U.S. gross income. The FASB allows an accounting policy election of either recognizing deferred taxes for temporary differences expected to reverse as GILTI in future years or recognizing such taxes as a current period expense when incurred. Our provisional net income tax benefit does not include deferred taxes relating to GILTI as we expect to recognize such differences as a current period tax when incurred.

Due to the timing of the enactment and the complexity involved in applying the provisions of the TCJ Act, we have made reasonable estimates of the effects and, as previously noted, recorded provisional amounts in our financial statements as of and for the year ended February 28, 2018, based on currently available information.

Specific to the provisional net income tax benefit recorded for the remeasurement of our deferred tax assets and liabilities, although the tax rate reduction is known, we have not collected certain information necessary to fully complete our analysis of the effect of the TCJ Act on the underlying deferred taxes. Specific to the provisional income tax expense for the mandatory one-time transition tax on unremitted earnings of our foreign subsidiaries, further analysis is required for certain foreign taxable earnings and profits and foreign tax credits, as well as an interpretive determination on the classification of certain cash equivalents.

As we complete our analysis of the income tax effects of the TCJ Act and incorporate additional guidance that may be issued by the U.S. Treasury Department, the Internal Revenue Service (“IRS”) or other standard-setting bodies, we may identify additional income tax effects not reflected as of February 28, 2018, which may result in adjustment to the recorded provisional amounts in subsequent reporting periods as discrete adjustments to our income tax provision. Those adjustments may materially impact our provision for income taxes and effective tax rate in the period in which the adjustments are made. The accounting for the income tax effects of the TCJ Act will be completed no later than one year from the enactment date of the TCJ Act.

Prior to the third quarter of fiscal 2017, we had historically provided deferred income taxes for the repatriation to the U.S. of earnings from our foreign subsidiaries. During the third quarter of fiscal 2017, in connection with the agreement to divest the Canadian wine business and the ongoing Beer capacity expansion activities in Mexico, including the agreement to acquire the Obregon Brewery, we changed our assertion regarding our ability and intent to indefinitely reinvest unremitted earnings of certain foreign subsidiaries. Approximately \$420 million of our earnings for the year ended February 28, 2017, and all future earnings for these foreign subsidiaries were expected to be indefinitely reinvested. Therefore, no deferred income taxes had been provided on these applicable unremitted earnings. Although we expect to continue to reinvest these foreign earnings, as the TCJ Act reduces the tax impact of repatriation, beginning in the fourth quarter of fiscal 2018, we have provided deferred income taxes, consisting primarily of foreign withholding and state taxes, on all applicable unremitted earnings of our foreign subsidiaries.

A reconciliation of the total tax provision (benefit) to the amount computed by applying the statutory U.S. Federal income tax rate to income before provision for (benefit from) income taxes is as follows:

	For the Years Ended					
	February 28, 2018		February 28, 2017		February 29, 2016	
	Amount	% of Pretax Income	Amount	% of Pretax Income	Amount	% of Pretax Income
<i>(in millions, except % of pretax income data)</i>						
Income tax provision at statutory rate	\$ 766.9	32.7%	\$ 732.7	35.0%	\$ 525.4	35.0%
State and local income taxes, net of federal income tax benefit <sup>(1)</sup>	17.5	0.7%	23.4	1.1%	23.1	1.5%
Provisional net income tax benefit from TCJ Act	(363.0)	(15.5%)	—	—%	—	—%
Earnings of subsidiaries taxed at other than U.S. statutory rate <sup>(2)</sup>	(319.1)	(13.6%)	(160.4)	(7.6%)	(101.2)	(6.7%)
Excess tax benefits from stock-based compensation awards <sup>(3)</sup>	(68.6)	(2.9%)	—	—%	—	—%
Canadian Divestiture	—	—%	(25.5)	(1.2%)	—	—%
Miscellaneous items, net	(21.8)	(0.9%)	(16.0)	(0.8%)	(6.7)	(0.5%)
Income tax provision at effective rate	<u>\$ 11.9</u>	<u>0.5%</u>	<u>\$ 554.2</u>	<u>26.5%</u>	<u>\$ 440.6</u>	<u>29.3%</u>

(1) Consists of differences resulting from adjustments to the current and deferred state effective tax rates.

(2) Consists of the difference between the U.S. statutory rate and local jurisdiction tax rates, as well as the provision for incremental U.S. taxes on unremitted earnings of certain foreign subsidiaries offset by foreign tax credits and other foreign adjustments.

[Table of Contents](#)

- (3) Consists of the recognition of the income tax effect of stock-based compensation awards in the income statement when the awards vest or are settled as a result of our March 1, 2017, adoption of FASB amended share-based compensation guidance.

Deferred tax assets and liabilities reflect the future income tax effects of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that apply to taxable income.

Significant components of deferred tax assets (liabilities) consist of the following:

	February 28, 2018	February 28, 2017
<i>(in millions)</i>		
<u>Deferred tax assets</u>		
Loss carryforwards	\$ 106.0	\$ 144.0
Stock-based compensation	29.1	43.2
Inventory	18.3	12.5
Other accruals	57.2	32.0
Gross deferred tax assets	210.6	231.7
Valuation allowances	(112.1)	(134.1)
Deferred tax assets, net	98.5	97.6
<u>Deferred tax liabilities</u>		
Intangible assets	(499.8)	(720.6)
Property, plant and equipment	(197.8)	(255.0)
Investments in unconsolidated investees	(78.2)	(24.2)
Provision for unremitted earnings	(21.2)	(229.3)
Derivative instruments	(19.8)	(0.9)
Total deferred tax liabilities	(816.8)	(1,230.0)
Deferred tax liabilities, net	\$ (718.3)	\$ (1,132.4)

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some or all of the deferred tax assets will not be realized. In making this assessment, we consider the projected reversal of deferred tax liabilities and projected future taxable income. Based upon this assessment, we believe it is more likely than not that we will realize the benefits of these deductible differences, net of any valuation allowances.

As of February 28, 2018, operating loss carryforwards, which are primarily state and foreign, totaling \$307.2 million are being carried forward in a number of jurisdictions where we are permitted to use tax operating losses from prior periods to reduce future taxable income. Of these operating loss carryforwards, \$216.7 million will expire in fiscal 2019 through fiscal 2038 and \$90.5 million of operating losses in certain jurisdictions may be carried forward indefinitely. Additionally, as of February 28, 2018, federal capital losses totaling \$269.5 million are being carried forward and will expire in fiscal 2022.

We have recognized valuation allowances for operating loss carryforwards, capital loss carryforwards and other deferred tax assets when we believe it is more likely than not that these items will not be realized. The decrease in our valuation allowances as of February 28, 2018, primarily relates to the reduction in the federal statutory rate from 35% to 21% under the TCJ Act.

[Table of Contents](#)

The liability for income taxes associated with uncertain tax positions, excluding interest and penalties, and a reconciliation of the beginning and ending unrecognized tax benefit liabilities is as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
Balance as of March 1	\$ 39.5	\$ 30.4	\$ 85.5
Increases as a result of tax positions taken during a prior period	7.5	—	0.1
Decreases as a result of tax positions taken during a prior period	(0.1)	(11.5)	(1.2)
Increases as a result of tax positions taken during the current period	43.8	21.3	3.7
Decreases related to settlements with tax authorities	(0.4)	—	(54.7)
Decreases related to lapse of applicable statute of limitations	(1.0)	(0.7)	(3.0)
Balance as of last day of February	\$ 89.3	\$ 39.5	\$ 30.4

As of February 28, 2018, and February 28, 2017, we had \$93.7 million and \$42.7 million, respectively, of non-current unrecognized tax benefit liabilities, including interest and penalties, recorded on our balance sheets. These liabilities are recorded as non-current as payment of cash is not anticipated within one year of the balance sheet date.

As of February 28, 2018, and February 28, 2017, we had \$89.3 million and \$39.5 million, respectively, of unrecognized tax benefit liabilities that, if recognized, would decrease the effective tax rate.

We file U.S. Federal income tax returns and various state, local and foreign income tax returns. Major tax jurisdictions where we are subject to examination by tax authorities include Canada, Luxembourg, Mexico, New Zealand and the U.S. Various U.S. Federal, state and foreign income tax examinations are currently in progress. It is reasonably possible that the liability associated with our unrecognized tax benefit liabilities will increase or decrease within the next twelve months as a result of these examinations or the expiration of statutes of limitation. As of February 28, 2018, we estimate that unrecognized tax benefit liabilities could change by a range of \$1 million to \$79 million. With few exceptions, we are no longer subject to U.S. Federal, state, local or foreign income tax examinations for fiscal years prior to February 28, 2011.

We provide for additional tax expense based on probable outcomes of ongoing tax examinations and assessments in various jurisdictions. While it is often difficult to predict the outcome or the timing of resolution of any tax matter, we believe the reserves reflect the probable outcome of known tax contingencies. Unfavorable settlement of any particular issue would require the use of cash. Favorable resolution would be recognized as a reduction to the effective tax rate in the year of resolution.

During the fourth quarter of fiscal 2018, we successfully concluded the IRS Appeals process related to certain issues under examination for our fiscal years ended February 28, 2010, and February 28, 2011, with no incremental liability. For other items that were effectively settled for the second quarter of fiscal 2016, we reduced our liability for uncertain tax positions and recorded a tax benefit of \$31.9 million. In addition, during the year ended February 29, 2016, various U.S. state and international examinations were finalized. In total, tax benefits of \$51.0 million were recorded for the year ended February 29, 2016, related to the resolution of certain tax positions in connection with those examinations and the expiration of statutes of limitation.

#### 14. COMMITMENTS AND CONTINGENCIES:

##### *Operating leases –*

The minimum lease payments for our operating leases are recognized on a straight-line basis over the minimum lease term. Step rent provisions, escalation clauses, capital improvement funding and other lease concessions, when present in our leases, are taken into account in computing the minimum lease payments.

[Table of Contents](#)

Future payments under noncancelable operating leases having initial or remaining terms of one year or more are as follows for each of the five succeeding fiscal years and thereafter:

(in millions)

2019	\$	53.6
2020		53.7
2021		50.3
2022		44.0
2023		41.3
Thereafter		316.3
	\$	<u>559.2</u>

Rental expense was \$59.1 million, \$59.2 million and \$56.1 million for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, respectively.

*Purchase commitments and contingencies –*

We have entered into various long-term contracts in the normal course of business for the purchase of (i) certain inventory components, (ii) property, plant and equipment and related contractor and manufacturing services, (iii) processing and warehousing services and (iv) certain energy requirements. As of February 28, 2018, the estimated aggregate minimum purchase obligations under these contracts are as follows:

(in millions)	Type	Length of Commitment	Amount
Raw materials and supplies <sup>(1)</sup>	Packaging, grapes and other raw materials	through December 2031	\$ 6,622.1
In-process inventories	Bulk wine and spirits	through February 2022	148.6
Capital expenditures <sup>(2)</sup>	Property, plant and equipment, and contractor and manufacturing services	through February 2022	590.3
Other	Processing and warehousing services, energy contracts	through May 2029	340.7
			<u>\$ 7,701.7</u>

(1) Certain grape purchasing arrangements include the purchase of grape production yielded from specified blocks of a vineyard. The actual tonnage and price of grapes that we purchase will vary each year depending on certain factors, including weather, time of harvest, overall market conditions and the agricultural practices and location of the vineyard. Amounts included herein for the estimated aggregate minimum grape purchase obligations consist of estimates for the purchase of the grapes and the implicit leases of the land.

(2) Consists of purchase commitments entered into primarily in connection with the construction of a brewery located in Mexicali, Baja California, Mexico, and the expansion projects for the Nava Brewery and the adjacent glass production plant.

Additionally, we have entered into various contractual arrangements with affiliates of Owens-Illinois primarily for the purchase of glass bottles used largely in our imported and craft beer portfolios. Amounts purchased under these arrangements for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, were \$316.6 million, \$292.3 million and \$162.5 million, respectively.

*Indemnification liabilities –*

In connection with a prior divestiture as well as with the Canadian Divestiture, we have indemnified respective parties against certain liabilities that may arise, including those related to certain income tax matters, certain contracts with certain investees of one of the divested businesses and a certain facility in the U.K. As of February 28, 2018, and February 28, 2017, the carrying amount of these indemnification liabilities was \$12.8 million and \$9.6 million, respectively, and is included in other liabilities. If the indemnified party were to incur a liability, pursuant to the terms of the indemnification, we would be required to reimburse the indemnified party. As of February 28, 2018, we estimate that these indemnifications could require us to make potential future payments of up to \$56.2 million under these indemnifications with \$25.6 million of this amount able to be recovered by us from third parties under recourse provisions. We do not expect to be required to make material payments under the

indemnifications and we believe that the likelihood is remote that the indemnifications could have a material adverse effect on our financial position, results of operations, cash flows or liquidity.

*Legal matters –*

In the course of our business, we are subject to litigation from time to time. Although the amount of any liability with respect to such litigation cannot be determined, in the opinion of management, such liability will not have a material adverse effect on our financial condition, results of operations or cash flows.

*Other –*

In the fourth quarter of fiscal 2018, we recorded a loss of \$19.1 million in connection with the write-down of certain bulk wine inventory as a result of smoke damage sustained during the Fall 2017 California wildfires. While we will pursue reimbursement from our insurance carriers, there can be no assurance there will be any potential recoveries.

15. STOCKHOLDERS' EQUITY:

*Common stock –*

We have two classes of common stock with a material number of shares outstanding: Class A Common Stock and Class B Convertible Common Stock. Class B Convertible Common Stock shares are convertible into shares of Class A Common Stock on a one-to-one basis at any time at the option of the holder. Holders of Class B Convertible Common Stock are entitled to ten votes per share. Holders of Class A Common Stock are entitled to one vote per share and a cash dividend premium. If we pay a cash dividend on Class B Convertible Common Stock, each share of Class A Common Stock will receive an amount at least ten percent greater than the amount of the cash dividend per share paid on Class B Convertible Common Stock. In addition, the Board of Directors may declare and pay a dividend on Class A Common Stock without paying any dividend on Class B Convertible Common Stock. However, our senior credit facility limits the cash dividends that we can pay on our common stock to a fixed amount per quarter but the fixed amount may be exceeded subject to various conditions set forth in the senior credit facility.

In addition, we have a class of common stock with an immaterial number of shares outstanding: Class 1 Common Stock. Shares of Class 1 Common Stock generally have no voting rights. Class 1 Common Stock shares are convertible into shares of Class A Common Stock on a one-to-one basis at any time at the option of the holder, provided that the holder immediately sells the Class A Common Stock acquired upon conversion. Because shares of Class 1 Common Stock are convertible into shares of Class A Common Stock, for each share of Class 1 Common Stock issued, we must reserve one share of Class A Common Stock for issuance upon the conversion of the share of Class 1 Common Stock. Holders of Class 1 Common Stock do not have any preference as to dividends, but may participate in any dividend if and when declared by the Board of Directors. If we pay a cash dividend on Class 1 Common Stock, each share of Class A Common Stock will receive an amount at least ten percent greater than the amount of cash dividend per share paid on Class 1 Common Stock. In addition, the Board of Directors may declare and pay a dividend on Class A Common Stock without paying a dividend on Class 1 Common Stock. The cash dividends declared and paid on Class B Convertible Common Stock and Class 1 Common Stock must always be the same.

The number of shares of common stock issued and treasury stock, and associated share activity, are as follows:

	Common Stock			Treasury Stock	
	Class A	Class B	Class 1	Class A	Class B
Balance at February 28, 2015	250,839,359	28,389,608	—	79,681,859	5,005,800
Share repurchases	—	—	—	246,143	—
Conversion of shares	31,079	(31,079)	—	—	—
Exercise of stock options	4,687,588	—	2,000	—	—
Employee stock purchases	—	—	—	(89,155)	—
Grant of restricted stock awards	—	—	—	(4,984)	—
Vesting of restricted stock units <sup>(1)</sup>	—	—	—	(157,052)	—
Vesting of performance share units <sup>(2)</sup>	—	—	—	(223,044)	—
Cancellation of restricted shares	—	—	—	244	—
Balance at February 29, 2016	255,558,026	28,358,529	2,000	79,454,011	5,005,800
Share repurchases	—	—	—	7,407,051	—
Conversion of shares	2	(2)	—	—	—
Exercise of stock options	1,948,156	—	80	—	—
Employee stock purchases	—	—	—	(77,671)	—
Grant of restricted stock awards	—	—	—	(4,088)	—
Vesting of restricted stock units <sup>(1)</sup>	—	—	—	(325,773)	—
Vesting of performance share units <sup>(2)</sup>	—	—	—	(190,559)	—
Balance at February 28, 2017	257,506,184	28,358,527	2,080	86,262,971	5,005,800
Share repurchases	—	—	—	4,810,061	—
Conversion of shares	29,640	(23,140)	(6,500)	—	—
Exercise of stock options	1,182,532	—	6,390	—	—
Employee stock purchases	—	—	—	(75,023)	—
Grant of restricted stock awards	—	—	—	(3,848)	—
Vesting of restricted stock units <sup>(1)</sup>	—	—	—	(181,994)	—
Vesting of performance share units <sup>(2)</sup>	—	—	—	(68,928)	—
Balance at February 28, 2018	258,718,356	28,335,387	1,970	90,743,239	5,005,800

(1) Net of 117,188 shares, 241,870 shares and 112,851 shares withheld for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, respectively, to satisfy tax withholding requirements.

(2) Net of 55,584 shares, 168,811 shares and 216,396 shares withheld for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, respectively, to satisfy tax withholding requirements.

#### *Stock repurchases –*

In April 2012, our Board of Directors authorized the repurchase of up to \$1.0 billion of our Class A Common Stock and Class B Convertible Common Stock (the “2013 Authorization”), which was fully utilized during the year ended February 28, 2017. Shares repurchased under the 2013 Authorization have become treasury shares.

In November 2016, our Board of Directors authorized the repurchase of up to \$1.0 billion of our Class A Common Stock and Class B Convertible Common Stock (the “2017 Authorization”), which was fully utilized during the year ended February 28, 2018. Shares repurchased under the 2017 Authorization have become treasury shares.

In January 2018, our Board of Directors authorized the repurchase of up to \$3.0 billion of our Class A Common Stock and Class B Convertible Common Stock (the “2018 Authorization”). The Board of Directors did not specify a date upon which this authorization would expire. Shares repurchased under the 2018 Authorization have become treasury shares.

For the year ended February 28, 2018, we repurchased 2,530,194 shares of Class A Common Stock pursuant to the 2017 Authorization at an aggregate cost of \$546.9 million and 2,279,867 shares of Class A Common Stock pursuant to the 2018 Authorization at an aggregate cost of \$491.6 million through a combination of open market transactions and an accelerated share repurchase agreement with a third-party financial institution. Subsequent to February 28, 2018, we repurchased 93,287 shares of Class A Common Stock pursuant to the 2018 Authorization at an aggregate cost of \$21.2 million through open market transactions.

As of April 23, 2018, total shares repurchased under these authorizations are as follows:

	Repurchase Authorization	Class A Common Shares	
		Dollar Value of Shares Repurchased	Number of Shares Repurchased
<i>(in millions, except share data)</i>			
2013 Authorization	\$ 1,000.0	\$ 1,000.0	18,670,632
2017 Authorization	\$ 1,000.0	\$ 1,000.0	5,536,741
2018 Authorization	\$ 3,000.0	\$ 512.8	2,373,154

*Common stock dividends –*

In March 2018, our Board of Directors declared a quarterly cash dividend of \$0.74 per share of Class A Common Stock, \$0.67 per share of Class B Convertible Common Stock and \$0.67 per share of Class 1 Common Stock payable in the first quarter of fiscal 2019.

16. STOCK-BASED EMPLOYEE COMPENSATION:

We have two stock-based employee compensation plans (as further discussed below). Total compensation cost recognized for our stock-based awards and income tax benefits related thereto are as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
Total compensation cost recognized in our results of operations	\$ 60.9	\$ 56.1	\$ 54.0
Income tax benefit related thereto recognized in our results of operations	\$ 13.5	\$ 18.5	\$ 17.8

*Long-term stock incentive plan –*

Under our Long-Term Stock Incentive Plan, nonqualified stock options, restricted stock, restricted stock units, performance share units and other stock-based awards may be granted to our employees, officers and directors. The aggregate number of shares of our Class A Common Stock and Class 1 Common Stock available for awards under our Long-Term Stock Incentive Plan is 108,000,000 shares.

The exercise price, vesting period and term of nonqualified stock options granted are established by the committee administering the plan (the “Committee”). The exercise price of any nonqualified stock option may not be less than the fair market value of our Class A Common Stock on the date of grant. Nonqualified stock options generally vest and become exercisable over a four-year period from the date of grant and expire as established by the Committee, but not later than ten years after the grant date.

Grants of restricted stock, restricted stock units, performance share units and other stock-based awards may contain such vesting periods, terms, conditions and other requirements as the Committee may establish. Restricted stock and restricted stock unit awards are based on service and generally vest over one to four years from the date of grant. Performance share unit awards are based on service and the satisfaction of certain performance conditions, and vest over a required employee service period, generally from one to three years from the date of grant, which closely matches the performance period. The performance conditions include the achievement of specified financial or operational performance metrics, or market conditions which require the achievement of specified levels of shareholder return relative to other companies as defined in the applicable performance share unit agreement. The

[Table of Contents](#)

actual number of shares to be awarded upon vesting of a performance share unit award will range between 0% and 200% of the target award, based upon the measure of performance as certified by the Committee.

A summary of stock option activity under our Long-Term Stock Incentive Plan is as follows:

	February 28, 2018		February 28, 2017		February 29, 2016	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding as of March 1	8,070,255	\$ 44.31	9,541,393	\$ 34.03	13,613,615	\$ 25.46
Granted	624,121	\$ 172.70	648,147	\$ 157.01	838,996	\$ 117.17
Exercised	(1,188,922)	\$ 31.86	(1,948,236)	\$ 25.79	(4,689,588)	\$ 22.25
Forfeited	(59,725)	\$ 136.08	(170,711)	\$ 109.23	(220,433)	\$ 71.75
Expired	(1,028)	\$ 36.13	(338)	\$ 31.92	(1,197)	\$ 21.02
Outstanding as of last day of February	7,444,701	\$ 56.33	8,070,255	\$ 44.31	9,541,393	\$ 34.03
Exercisable	5,983,286	\$ 34.12	6,456,382	\$ 26.66	7,348,309	\$ 21.37

As of February 28, 2018, the aggregate intrinsic value of our options outstanding and exercisable was \$1,184.8 million and \$1,085.1 million, respectively. In addition, the weighted average remaining contractual life for our options outstanding and exercisable was 4.3 years and 3.3 years, respectively.

The fair value of stock options vested, and the intrinsic value of and tax benefit realized from the exercise of stock options, are as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
Fair value of stock options vested	\$ 20.3	\$ 20.3	\$ 20.1
Intrinsic value of stock options exercised	\$ 189.9	\$ 260.4	\$ 514.9
Tax benefit realized from stock options exercised	\$ 59.8	\$ 106.0	\$ 193.5

The weighted average grant-date fair value of stock options granted and the weighted average assumptions used to estimate the fair value on the date of grant using the Black-Scholes option-pricing model are as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
Grant-date fair value	\$ 42.88	\$ 40.09	\$ 31.14
Expected life <sup>(1)</sup>	5.9 years	5.9 years	5.9 years
Expected volatility <sup>(2)</sup>	26.0%	27.1%	28.5%
Risk-free interest rate <sup>(3)</sup>	2.0%	1.6%	1.6%
Expected dividend yield <sup>(4)</sup>	1.2%	1.0%	1.1%

(1) Based on historical experience of employees' exercise behavior for similar type awards.

(2) Based primarily on historical volatility levels of our Class A Common Stock.

(3) Based on the implied yield currently available on U.S. Treasury zero coupon issues with a remaining term equal to the expected life.

(4) Based on the calculated yield on our Class A Common Stock at date of grant using the current fiscal year projected annualized dividend distribution rate.

A summary of restricted Class A Common Stock activity under our Long-Term Stock Incentive Plan is as follows:

	For the Years Ended					
	February 28, 2018		February 28, 2017		February 29, 2016	
	Number	Weighted Average Grant-Date Fair Value	Number	Weighted Average Grant-Date Fair Value	Number	Weighted Average Grant-Date Fair Value
<b>Restricted Stock Awards</b>						
Outstanding balance as of March 1, Nonvested	4,088	\$ 166.34	4,984	\$ 119.37	117,054	\$ 25.15
Granted	3,848	\$ 197.18	4,088	\$ 166.34	4,984	\$ 119.37
Vested	(4,088)	\$ 166.34	(4,984)	\$ 119.37	(116,810)	\$ 25.16
Forfeited	—	\$ —	—	\$ —	(244)	\$ 20.60
Outstanding balance as of last day of February, Nonvested	<u>3,848</u>	\$ 197.18	<u>4,088</u>	\$ 166.34	<u>4,984</u>	\$ 119.37
<b>Restricted Stock Units</b>						
Outstanding balance as of March 1, Nonvested	455,699	\$ 117.44	917,009	\$ 70.23	1,063,726	\$ 51.16
Granted	157,200	\$ 178.11	174,187	\$ 156.74	230,742	\$ 122.60
Vested	(299,182)	\$ 109.09	(567,643)	\$ 54.29	(269,903)	\$ 44.48
Forfeited	(27,059)	\$ 140.00	(67,854)	\$ 108.56	(107,556)	\$ 58.65
Outstanding balance as of last day of February, Nonvested	<u>286,658</u>	\$ 157.29	<u>455,699</u>	\$ 117.44	<u>917,009</u>	\$ 70.23
<b>Performance Share Units</b>						
Outstanding balance as of March 1, Nonvested	250,333	\$ 141.91	501,261	\$ 92.41	617,684	\$ 58.21
Granted	55,464	\$ 236.79	75,765	\$ 190.33	155,671	\$ 146.25
Performance achievement <sup>(1)</sup>	55,081	\$ 99.85	105,330	\$ 66.50	219,720	\$ 38.47
Vested	(124,512)	\$ 100.73	(359,370)	\$ 60.50	(439,440)	\$ 38.47
Forfeited	(8,646)	\$ 144.57	(72,653)	\$ 144.26	(52,374)	\$ 75.42
Outstanding balance as of last day of February, Nonvested	<u>227,720</u>	\$ 177.90	<u>250,333</u>	\$ 141.91	<u>501,261</u>	\$ 92.41

<sup>(1)</sup> Reflects the number of awards achieved above target levels, net of the number of awards achieved below target levels, based on actual performance measured at the end of the performance period.

The fair value of shares vested for our restricted Class A Common Stock awards is as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
Restricted stock awards	\$ 0.8	\$ 0.8	\$ 13.7
Restricted stock units	\$ 56.5	\$ 89.4	\$ 31.7
Performance share units	\$ 21.4	\$ 57.2	\$ 51.5

[Table of Contents](#)

The weighted average grant-date fair value of performance share units granted with a market condition and the weighted average assumptions used to estimate the fair value on the date of grant using the Monte Carlo Simulation model are as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
Grant-date fair value	\$ 250.30	\$ 204.53	\$ 153.64
Grant-date price	\$ 172.09	\$ 157.33	\$ 117.08
Performance period	2.9 years	2.8 years	3.0 years
Expected volatility <sup>(1)</sup>	21.5%	20.6%	33.5%
Risk-free interest rate <sup>(2)</sup>	1.4%	1.0%	0.9%
Expected dividend yield <sup>(3)</sup>	0.0%	0.0%	0.0%

(1) Based primarily on historical volatility levels of our Class A Common Stock.

(2) Based on the implied yield currently available on U.S. Treasury zero coupon issues with a remaining term equal to the performance period.

(3) No expected dividend yield as units granted earn dividend equivalents.

*Employee stock purchase plan –*

We have a stock purchase plan (the “Employee Stock Purchase Plan”) under which 9,000,000 shares of Class A Common Stock may be issued. Under the terms of the plan, eligible employees may purchase shares of our Class A Common Stock through payroll deductions. The purchase price is the lower of 85% of the fair market value of the stock on the first or last day of the purchase period. For the years ended February 28, 2018, February 28, 2017, and February 29, 2016, employees purchased 75,023 shares, 77,671 shares and 89,155 shares, respectively, under this plan.

*Other –*

As of February 28, 2018, there was \$72.5 million of total unrecognized compensation cost related to nonvested stock-based compensation arrangements granted under our stock-based employee compensation plans. This cost is expected to be recognized in our results of operations over a weighted-average period of 2.1 years. With respect to the issuance of shares under any of our stock-based compensation plans, we have the option to issue authorized but unissued shares or treasury shares.

17. NET INCOME PER COMMON SHARE ATTRIBUTABLE TO CBI:

The computation of basic and diluted net income per common share is as follows:

	For the Years Ended					
	February 28, 2018		February 28, 2017		February 29, 2016	
	Common Stock		Common Stock		Common Stock	
	Class A	Class B	Class A	Class B	Class A	Class B
<i>(in millions, except per share data)</i>						
Net income attributable to CBI allocated – basic	\$ 2,063.7	\$ 255.2	\$ 1,370.1	\$ 165.0	\$ 940.0	\$ 114.9
Conversion of Class B common shares into Class A common shares	255.2	—	165.0	—	114.9	—
Effect of stock-based awards on allocated net income	—	(6.3)	—	(3.1)	—	(3.1)
Net income attributable to CBI allocated – diluted	\$ 2,318.9	\$ 248.9	\$ 1,535.1	\$ 161.9	\$ 1,054.9	\$ 111.8
Weighted average common shares outstanding – basic	171.457	23.336	175.934	23.353	173.383	23.363
Conversion of Class B common shares into Class A common shares	23.336	—	23.353	—	23.363	—
Stock-based awards, primarily stock options	5.952	—	4.812	—	7.075	—
Weighted average common shares outstanding – diluted	200.745	23.336	204.099	23.353	203.821	23.363
Net income per common share attributable to CBI – basic	\$ 12.04	\$ 10.93	\$ 7.79	\$ 7.07	\$ 5.42	\$ 4.92
Net income per common share attributable to CBI – diluted	\$ 11.55	\$ 10.66	\$ 7.52	\$ 6.93	\$ 5.18	\$ 4.79

18. ACCUMULATED OTHER COMPREHENSIVE LOSS:

Other comprehensive income (loss) attributable to CBI includes the following components:

<i>(in millions)</i>	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
<u>For the Year Ended February 29, 2016</u>			
Other comprehensive income (loss) attributable to CBI:			
Foreign currency translation adjustments:			
Net losses	\$ (310.7)	\$ 6.3	\$ (304.4)
Reclassification adjustments	—	—	—
Net loss recognized in other comprehensive loss	(310.7)	6.3	(304.4)
Unrealized loss on cash flow hedges:			
Net derivative losses	(59.8)	16.5	(43.3)
Reclassification adjustments	37.3	(11.0)	26.3
Net loss recognized in other comprehensive loss	(22.5)	5.5	(17.0)
Unrealized loss on AFS debt securities:			
Net AFS debt securities losses	(0.4)	—	(0.4)
Reclassification adjustments	0.1	—	0.1
Net loss recognized in other comprehensive loss	(0.3)	—	(0.3)
Pension/postretirement adjustments:			
Net actuarial losses	(0.1)	—	(0.1)
Reclassification adjustments	0.5	(0.3)	0.2
Net gain recognized in other comprehensive loss	0.4	(0.3)	0.1
Other comprehensive loss attributable to CBI	<u>\$ (333.1)</u>	<u>\$ 11.5</u>	<u>\$ (321.6)</u>
<u>For the Year Ended February 28, 2017</u>			
Other comprehensive income attributable to CBI:			
Foreign currency translation adjustments:			
Net losses	\$ (78.3)	\$ (0.7)	\$ (79.0)
Reclassification adjustments	111.5	—	111.5
Net gain recognized in other comprehensive income	33.2	(0.7)	32.5
Unrealized loss on cash flow hedges:			
Net derivative losses	(34.7)	11.7	(23.0)
Reclassification adjustments	45.2	(14.1)	31.1
Net gain recognized in other comprehensive income	10.5	(2.4)	8.1
Unrealized gain on AFS debt securities:			
Net AFS debt securities gains	0.4	0.1	0.5
Reclassification adjustments	—	—	—
Net gain recognized in other comprehensive income	0.4	0.1	0.5
Pension/postretirement adjustments:			
Net actuarial gains	0.3	(0.1)	0.2
Reclassification adjustments	11.5	(0.1)	11.4
Net gain recognized in other comprehensive income	11.8	(0.2)	11.6
Other comprehensive income attributable to CBI	<u>\$ 55.9</u>	<u>\$ (3.2)</u>	<u>\$ 52.7</u>

[Table of Contents](#)

	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
<i>(in millions)</i>			
<b>For the Year Ended February 28, 2018</b>			
Other comprehensive income (loss) attributable to CBI:			
Foreign currency translation adjustments:			
Net gains	\$ 147.3	\$ (1.6)	\$ 145.7
Reclassification adjustments	—	—	—
Net gain recognized in other comprehensive income	147.3	(1.6)	145.7
Unrealized gain on cash flow hedges:			
Net derivative gains	78.9	(22.0)	56.9
Reclassification adjustments	(5.1)	0.7	(4.4)
Net gain recognized in other comprehensive income	73.8	(21.3)	52.5
Unrealized loss on AFS debt securities:			
Net AFS debt securities losses	—	(0.2)	(0.2)
Reclassification adjustments	—	—	—
Net loss recognized in other comprehensive income	—	(0.2)	(0.2)
Pension/postretirement adjustments:			
Net actuarial losses	(1.7)	0.6	(1.1)
Reclassification adjustments	—	—	—
Net loss recognized in other comprehensive income	(1.7)	0.6	(1.1)
Other comprehensive income attributable to CBI	<u>\$ 219.4</u>	<u>\$ (22.5)</u>	<u>\$ 196.9</u>

Accumulated other comprehensive loss, net of income tax effect, includes the following components:

	Foreign Currency Translation Adjustments	Net Unrealized Gains (Losses) on Derivative Instruments	Net Unrealized Losses on AFS Debt Securities	Pension/ Postretirement Adjustments	Accumulated Other Comprehensive Loss
<i>(in millions)</i>					
Balance, February 28, 2017	\$ (358.0)	\$ (38.0)	\$ (2.3)	\$ (1.5)	\$ (399.8)
Other comprehensive income (loss):					
Other comprehensive income (loss) before reclassification adjustments	145.7	56.9	(0.2)	(1.1)	201.3
Amounts reclassified from accumulated other comprehensive loss	—	(4.4)	—	—	(4.4)
Other comprehensive income (loss)	145.7	52.5	(0.2)	(1.1)	196.9
Balance, February 28, 2018	<u>\$ (212.3)</u>	<u>\$ 14.5</u>	<u>\$ (2.5)</u>	<u>\$ (2.6)</u>	<u>\$ (202.9)</u>

## 19. SIGNIFICANT CUSTOMERS AND CONCENTRATION OF CREDIT RISK:

Net sales to our five largest customers represented 32.5%, 32.6% and 31.7% of our net sales for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, respectively. Net sales to our five largest customers are expected to continue to represent a significant portion of our revenues. Net sales to an individual customer which amount to 10% or more of our net sales, and the associated amounts receivable from this customer as a percentage of our accounts receivable, are as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<b>Southern Glazer's Wine and Spirits</b>			
Net sales	13.0%	14.1%	13.4%
Accounts receivable	28.1%	32.1%	32.0%

Net sales for the above customer are primarily reported within the Wine and Spirits segment. Our arrangements with certain of our customers may, generally, be terminated by either party with prior notice. The majority of our accounts receivable balance is generated from sales to independent distributors with whom we have a predetermined collection date arranged through electronic funds transfer. We perform ongoing credit evaluations of our customers' financial position, and management is of the opinion that any risk of significant loss is reduced due to the diversity of our customers and geographic sales area.

## 20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION:

The following information sets forth the condensed consolidating balance sheets as of February 28, 2018, and February 28, 2017, the condensed consolidating statements of comprehensive income for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, and the condensed consolidating statements of cash flows for the years ended February 28, 2018, February 28, 2017, and February 29, 2016, for the parent company, our combined subsidiaries which guarantee our senior notes ("Subsidiary Guarantors"), our combined subsidiaries which are not Subsidiary Guarantors (primarily foreign subsidiaries) ("Subsidiary Nonguarantors") and the Company. The Subsidiary Guarantors are 100% owned, directly or indirectly, by the parent company and the guarantees are joint and several obligations of each of the Subsidiary Guarantors. The guarantees are full and unconditional, as those terms are used in Rule 3-10 of Regulation S-X, except that a Subsidiary Guarantor can be automatically released and relieved of its obligations under certain customary circumstances contained in the indentures governing our senior notes. These customary circumstances include, so long as other applicable provisions of the indentures are adhered to, the termination or release of a Subsidiary Guarantor's guarantee of other indebtedness or upon the legal defeasance or covenant defeasance or satisfaction and discharge of our senior notes. Separate financial statements for our Subsidiary Guarantors are not presented because we have determined that such financial statements would not be material to investors. The accounting policies of the parent company, the Subsidiary Guarantors and the Subsidiary Nonguarantors are the same as those described for the Company in the Summary of Significant Accounting Policies in Note 1. There are no restrictions on the ability of the Subsidiary Guarantors to transfer funds to us in the form of cash dividends, loans or advances.

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Balance Sheet at February 28, 2018</b>					
<b>Current assets:</b>					
Cash and cash equivalents	\$ 4.6	\$ 4.4	\$ 81.3	\$ —	\$ 90.3
Accounts receivable	2.0	12.6	761.6	—	776.2
Inventories	184.3	1,537.5	546.6	(184.4)	2,084.0
Intercompany receivable	27,680.0	37,937.5	18,940.8	(84,558.3)	—
Prepaid expenses and other	138.4	77.7	311.0	(3.6)	523.5
<b>Total current assets</b>	<b>28,009.3</b>	<b>39,569.7</b>	<b>20,641.3</b>	<b>(84,746.3)</b>	<b>3,474.0</b>
Property, plant and equipment	76.2	775.7	3,937.8	—	4,789.7
Investments in subsidiaries	20,956.5	442.0	5,884.7	(27,283.2)	—
Goodwill	—	6,185.5	1,897.6	—	8,083.1
Intangible assets	—	718.2	2,586.6	—	3,304.8
Intercompany notes receivable	6,236.4	2,435.4	—	(8,671.8)	—
Other assets	15.7	4.7	866.7	—	887.1
<b>Total assets</b>	<b>\$ 55,294.1</b>	<b>\$ 50,131.2</b>	<b>\$ 35,814.7</b>	<b>\$ (120,701.3)</b>	<b>\$ 20,538.7</b>
<b>Current liabilities:</b>					
Short-term borrowings	\$ 266.9	\$ —	\$ 479.9	\$ —	\$ 746.8
Current maturities of long-term debt	7.1	15.0	0.2	—	22.3
Accounts payable	63.4	128.3	400.5	—	592.2
Intercompany payable	37,408.2	30,029.7	17,120.4	(84,558.3)	—
Other accrued expenses and liabilities	271.7	188.9	150.5	(27.7)	583.4
<b>Total current liabilities</b>	<b>38,017.3</b>	<b>30,361.9</b>	<b>18,151.5</b>	<b>(84,586.0)</b>	<b>1,944.7</b>
Long-term debt, less current maturities	9,166.9	9.1	241.6	—	9,417.6
Deferred income taxes	3.9	473.0	241.4	—	718.3
Intercompany notes payable	—	5,029.2	3,642.6	(8,671.8)	—
Other liabilities	59.9	23.1	312.4	—	395.4
<b>Total liabilities</b>	<b>47,248.0</b>	<b>35,896.3</b>	<b>22,589.5</b>	<b>(93,257.8)</b>	<b>12,476.0</b>
<b>Total CBI stockholders' equity</b>	<b>8,046.1</b>	<b>14,234.9</b>	<b>13,208.6</b>	<b>(27,443.5)</b>	<b>8,046.1</b>
Noncontrolling interests	—	—	16.6	—	16.6
<b>Total stockholders' equity</b>	<b>8,046.1</b>	<b>14,234.9</b>	<b>13,225.2</b>	<b>(27,443.5)</b>	<b>8,062.7</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 55,294.1</b>	<b>\$ 50,131.2</b>	<b>\$ 35,814.7</b>	<b>\$ (120,701.3)</b>	<b>\$ 20,538.7</b>

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Balance Sheet at February 28, 2017</b>					
Current assets:					
Cash and cash equivalents	\$ 9.6	\$ 5.3	\$ 162.5	\$ —	\$ 177.4
Accounts receivable	2.4	18.1	716.5	—	737.0
Inventories	162.3	1,456.6	502.8	(166.6)	1,955.1
Intercompany receivable	21,894.2	30,298.2	14,985.4	(67,177.8)	—
Prepaid expenses and other	40.4	69.1	235.2	15.8	360.5
Total current assets	22,108.9	31,847.3	16,602.4	(67,328.6)	3,230.0
Property, plant and equipment	69.5	680.1	3,183.2	—	3,932.8
Investments in subsidiaries	16,965.2	267.2	5,370.3	(22,602.7)	—
Goodwill	—	6,185.5	1,735.0	—	7,920.5
Intangible assets	—	810.2	2,567.5	—	3,377.7
Intercompany notes receivable	5,074.5	2,155.5	—	(7,230.0)	—
Other assets	17.9	4.5	119.0	—	141.4
Total assets	<u>\$ 44,236.0</u>	<u>\$ 41,950.3</u>	<u>\$ 29,577.4</u>	<u>\$ (97,161.3)</u>	<u>\$ 18,602.4</u>
Current liabilities:					
Short-term borrowings	\$ 231.0	\$ —	\$ 375.5	\$ —	\$ 606.5
Current maturities of long-term debt	767.9	16.2	126.8	—	910.9
Accounts payable	47.6	57.5	454.7	—	559.8
Intercompany payable	30,722.8	23,203.3	13,251.7	(67,177.8)	—
Other accrued expenses and liabilities	270.2	203.5	175.6	(28.9)	620.4
Total current liabilities	32,039.5	23,480.5	14,384.3	(67,206.7)	2,697.6
Long-term debt, less current maturities	5,260.2	11.8	2,448.7	—	7,720.7
Deferred income taxes	13.3	698.0	422.3	—	1,133.6
Intercompany notes payable	—	4,639.4	2,590.6	(7,230.0)	—
Other liabilities	31.8	8.9	125.0	—	165.7
Total liabilities	37,344.8	28,838.6	19,970.9	(74,436.7)	11,717.6
Total CBI stockholders' equity	6,891.2	13,111.7	9,612.9	(22,724.6)	6,891.2
Noncontrolling interests	—	—	(6.4)	—	(6.4)
Total stockholders' equity	6,891.2	13,111.7	9,606.5	(22,724.6)	6,884.8
Total liabilities and stockholders' equity	<u>\$ 44,236.0</u>	<u>\$ 41,950.3</u>	<u>\$ 29,577.4</u>	<u>\$ (97,161.3)</u>	<u>\$ 18,602.4</u>

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Statement of Comprehensive Income for the Year Ended February 28, 2018</b>					
Sales	\$ 2,960.1	\$ 6,820.9	\$ 3,499.6	\$ (4,953.8)	\$ 8,326.8
Excise taxes	(353.5)	(375.6)	(12.7)	—	(741.8)
Net sales	2,606.6	6,445.3	3,486.9	(4,953.8)	7,585.0
Cost of product sold	(2,080.3)	(4,809.5)	(1,795.7)	4,917.7	(3,767.8)
Gross profit	526.3	1,635.8	1,691.2	(36.1)	3,817.2
Selling, general and administrative expenses	(468.8)	(820.0)	(259.9)	16.0	(1,532.7)
Operating income	57.5	815.8	1,431.3	(20.1)	2,284.5
Equity in earnings (losses) of equity method investees and subsidiaries	2,515.3	(13.9)	548.0	(3,014.8)	34.6
Unrealized gain on equity securities and related activities	—	—	452.6	—	452.6
Interest income	0.4	—	1.9	—	2.3
Intercompany interest income	240.9	491.1	4.2	(736.2)	—
Interest expense	(279.1)	(1.1)	(54.1)	—	(334.3)
Intercompany interest expense	(395.3)	(195.6)	(145.3)	736.2	—
Loss on extinguishment of debt	(81.8)	—	(15.2)	—	(97.0)
Income before income taxes	2,057.9	1,096.3	2,223.4	(3,034.9)	2,342.7
(Provision for) benefit from income taxes	261.0	(72.1)	(180.9)	(19.9)	(11.9)
Net income	2,318.9	1,024.2	2,042.5	(3,054.8)	2,330.8
Net income attributable to noncontrolling interests	—	—	(11.9)	—	(11.9)
Net income attributable to CBI	\$ 2,318.9	\$ 1,024.2	\$ 2,030.6	\$ (3,054.8)	\$ 2,318.9
Comprehensive income attributable to CBI	\$ 2,515.8	\$ 1,024.6	\$ 2,232.6	\$ (3,257.2)	\$ 2,515.8

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Statement of Comprehensive Income for the Year Ended February 28, 2017</b>					
Sales	\$ 2,832.6	\$ 6,254.4	\$ 3,535.1	\$ (4,560.5)	\$ 8,061.6
Excise taxes	(351.9)	(320.8)	(57.4)	—	(730.1)
Net sales	2,480.7	5,933.6	3,477.7	(4,560.5)	7,331.5
Cost of product sold	(1,974.5)	(4,373.8)	(1,949.9)	4,496.1	(3,802.1)
Gross profit	506.2	1,559.8	1,527.8	(64.4)	3,529.4
Selling, general and administrative expenses	(417.2)	(707.5)	(290.5)	22.8	(1,392.4)
Gain on sale of business	(23.4)	(4.3)	290.1	—	262.4
Operating income	65.6	848.0	1,527.4	(41.6)	2,399.4
Equity in earnings (losses) of equity method investees and subsidiaries	1,657.4	(31.1)	411.7	(2,010.7)	27.3
Interest income	0.4	—	1.4	—	1.8
Intercompany interest income	227.1	402.7	3.6	(633.4)	—
Interest expense	(280.0)	(1.5)	(53.6)	—	(335.1)
Intercompany interest expense	(311.1)	(197.4)	(124.9)	633.4	—
Income before income taxes	1,359.4	1,020.7	1,765.6	(2,052.3)	2,093.4
(Provision for) benefit from income taxes	175.7	(385.8)	(347.6)	3.5	(554.2)
Net income	1,535.1	634.9	1,418.0	(2,048.8)	1,539.2
Net income attributable to noncontrolling interests	—	—	(4.1)	—	(4.1)
Net income attributable to CBI	\$ 1,535.1	\$ 634.9	\$ 1,413.9	\$ (2,048.8)	\$ 1,535.1
Comprehensive income attributable to CBI	\$ 1,587.8	\$ 634.8	\$ 1,436.3	\$ (2,071.1)	\$ 1,587.8

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Statement of Comprehensive Income for the Year Ended February 29, 2016</b>					
Sales	\$ 2,522.8	\$ 5,491.3	\$ 3,138.7	\$ (3,929.0)	\$ 7,223.8
Excise taxes	(332.6)	(280.9)	(61.9)	—	(675.4)
Net sales	2,190.2	5,210.4	3,076.8	(3,929.0)	6,548.4
Cost of product sold	(1,759.6)	(3,835.4)	(1,894.6)	3,883.5	(3,606.1)
Gross profit	430.6	1,375.0	1,182.2	(45.5)	2,942.3
Selling, general and administrative expenses	(378.4)	(595.1)	(224.5)	20.8	(1,177.2)
Operating income	52.2	779.9	957.7	(24.7)	1,765.1
Equity in earnings (losses) of equity method investees and subsidiaries	1,224.2	(30.5)	373.0	(1,540.1)	26.6
Dividend income	—	—	24.5	—	24.5
Interest income	0.2	—	0.6	—	0.8
Intercompany interest income	191.4	354.3	3.4	(549.1)	—
Interest expense	(290.1)	(1.2)	(23.4)	—	(314.7)
Intercompany interest expense	(267.4)	(173.7)	(108.0)	549.1	—
Loss on extinguishment of debt	(0.4)	—	(0.7)	—	(1.1)
Income before income taxes	910.1	928.8	1,227.1	(1,564.8)	1,501.2
(Provision for) benefit from income taxes	144.8	(351.4)	(242.3)	8.3	(440.6)
Net income	1,054.9	577.4	984.8	(1,556.5)	1,060.6
Net income attributable to noncontrolling interests	—	—	(5.7)	—	(5.7)
Net income attributable to CBI	\$ 1,054.9	\$ 577.4	\$ 979.1	\$ (1,556.5)	\$ 1,054.9
Comprehensive income attributable to CBI	\$ 733.3	\$ 575.7	\$ 651.8	\$ (1,227.5)	\$ 733.3

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Statement of Cash Flows for the Year Ended February 28, 2018</b>					
Net cash provided by (used in) operating activities	\$ (374.5)	\$ 1,288.2	\$ 1,017.7	\$ —	\$ 1,931.4
Cash flows from investing activities:					
Purchases of property, plant and equipment	(21.3)	(128.3)	(908.0)	—	(1,057.6)
Investment in equity securities	—	—	(191.3)	—	(191.3)
Purchases of businesses, net of cash acquired	—	(70.9)	(79.2)	—	(150.1)
Payments related to sale of business	—	—	(5.0)	—	(5.0)
Net proceeds from intercompany notes	265.8	—	3.8	(269.6)	—
Net investment in equity affiliates	(1,355.0)	—	—	1,355.0	—
Other investing activities	(6.1)	(0.1)	(12.9)	—	(19.1)
Net cash used in investing activities	(1,116.6)	(199.3)	(1,192.6)	1,085.4	(1,423.1)
Cash flows from financing activities:					
Dividends paid to parent company	—	—	(70.0)	70.0	—
Net contributions from equity affiliates	—	0.9	1,424.1	(1,425.0)	—
Net proceeds from (repayments of) intercompany notes	(211.0)	(1,041.1)	982.5	269.6	—
Principal payments of long-term debt	(2,717.8)	(19.1)	(4,391.8)	—	(7,128.7)
Purchases of treasury stock	(1,038.5)	—	—	—	(1,038.5)
Dividends paid	(400.1)	—	—	—	(400.1)
Payments of debt extinguishment, debt issuance and other financing costs	(115.6)	—	(6.6)	—	(122.2)
Payments of minimum tax withholdings on stock-based payment awards	—	(30.5)	(1.2)	—	(31.7)
Proceeds from issuance of long-term debt	5,886.4	—	2,047.0	—	7,933.4
Net proceeds from short-term borrowings	33.3	—	103.9	—	137.2
Proceeds from shares issued under equity compensation plans	49.4	—	—	—	49.4
Net cash provided by (used in) financing activities	1,486.1	(1,089.8)	87.9	(1,085.4)	(601.2)
Effect of exchange rate changes on cash and cash equivalents	—	—	5.8	—	5.8
Net decrease in cash and cash equivalents	(5.0)	(0.9)	(81.2)	—	(87.1)
Cash and cash equivalents, beginning of year	9.6	5.3	162.5	—	177.4
Cash and cash equivalents, end of year	\$ 4.6	\$ 4.4	\$ 81.3	\$ —	\$ 90.3

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Statement of Cash Flows for the Year Ended February 28, 2017</b>					
Net cash provided by operating activities	\$ 341.4	\$ 1,051.5	\$ 958.5	\$ (655.4)	\$ 1,696.0
Cash flows from investing activities:					
Purchases of property, plant and equipment	(12.8)	(89.8)	(804.8)	—	(907.4)
Purchases of businesses, net of cash acquired	—	—	(1,111.0)	—	(1,111.0)
Proceeds from sale of business	(9.9)	—	585.2	—	575.3
Net proceeds from intercompany notes	422.0	—	—	(422.0)	—
Net returns of capital from equity affiliates	470.7	—	—	(470.7)	—
Other investing activities	0.7	(0.1)	(19.3)	—	(18.7)
Net cash provided by (used in) investing activities	870.7	(89.9)	(1,349.9)	(892.7)	(1,461.8)
Cash flows from financing activities:					
Dividends paid to parent company	—	—	(868.7)	868.7	—
Net returns of capital to equity affiliates	—	(22.0)	(235.4)	257.4	—
Net proceeds from (repayments of) intercompany notes	(20.2)	(855.4)	453.6	422.0	—
Principal payments of long-term debt	(767.6)	(20.6)	(183.6)	—	(971.8)
Purchases of treasury stock	(1,122.7)	—	—	—	(1,122.7)
Dividends paid	(315.1)	—	—	—	(315.1)
Payments of debt extinguishment, debt issuance and other financing costs	(5.0)	—	(9.1)	—	(14.1)
Payments of minimum tax withholdings on stock-based payment awards	—	(61.9)	(3.0)	—	(64.9)
Proceeds from issuance of long-term debt	600.0	—	1,365.6	—	1,965.6
Net proceeds from (repayments of) short-term borrowings	231.0	—	(33.9)	—	197.1
Proceeds from shares issued under equity compensation plans	59.7	—	—	—	59.7
Excess tax benefits from stock-based payment awards	131.4	—	—	—	131.4
Net cash provided by (used in) financing activities	(1,208.5)	(959.9)	485.5	1,548.1	(134.8)
Effect of exchange rate changes on cash and cash equivalents					
	—	—	(5.1)	—	(5.1)
Net increase in cash and cash equivalents	3.6	1.7	89.0	—	94.3
Cash and cash equivalents, beginning of year	6.0	3.6	73.5	—	83.1
Cash and cash equivalents, end of year	\$ 9.6	\$ 5.3	\$ 162.5	\$ —	\$ 177.4

[Table of Contents](#)

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<i>(in millions)</i>					
<b>Condensed Consolidating Statement of Cash Flows for the Year Ended February 29, 2016</b>					
Net cash provided by (used in) operating activities	\$ (448.7)	\$ 1,299.5	\$ 617.7	\$ (54.8)	\$ 1,413.7
Cash flows from investing activities:					
Purchases of property, plant and equipment	(14.1)	(52.3)	(824.9)	—	(891.3)
Purchases of businesses, net of cash acquired	(998.5)	(316.2)	(1.7)	—	(1,316.4)
Net proceeds from intercompany notes	842.4	—	—	(842.4)	—
Net investments in equity affiliates	(216.7)	—	—	216.7	—
Other investing activities	3.5	0.2	(3.4)	—	0.3
Net cash used in investing activities	(383.4)	(368.3)	(830.0)	(625.7)	(2,207.4)
Cash flows from financing activities:					
Dividends paid to parent company	—	—	(88.8)	88.8	—
Net contributions from (returns of capital to) equity affiliates	—	(33.0)	283.7	(250.7)	—
Net proceeds from (repayments of) intercompany notes	250.4	(819.8)	(273.0)	842.4	—
Principal payments of long-term debt	(64.5)	(39.4)	(104.8)	—	(208.7)
Purchases of treasury stock	(33.8)	—	—	—	(33.8)
Dividends paid	(241.6)	—	—	—	(241.6)
Payments of debt extinguishment, debt issuance and other financing costs	(13.3)	—	—	—	(13.3)
Payments of minimum tax withholdings on stock-based payment awards	—	(35.9)	(2.7)	—	(38.6)
Proceeds from issuance of long-term debt	600.0	—	10.0	—	610.0
Net proceeds from short-term borrowings	—	—	360.6	—	360.6
Proceeds from shares issued under equity compensation plans	113.0	—	—	—	113.0
Excess tax benefits from stock-based payment awards	203.4	—	—	—	203.4
Proceeds from noncontrolling interests	—	—	25.0	—	25.0
Net cash provided by (used in) financing activities	813.6	(928.1)	210.0	680.5	776.0
Effect of exchange rate changes on cash and cash equivalents					
	—	—	(9.3)	—	(9.3)
Net increase (decrease) in cash and cash equivalents	(18.5)	3.1	(11.6)	—	(27.0)
Cash and cash equivalents, beginning of year	24.5	0.5	85.1	—	110.1
Cash and cash equivalents, end of year	\$ 6.0	\$ 3.6	\$ 73.5	\$ —	\$ 83.1

21. BUSINESS SEGMENT INFORMATION:

Our internal management financial reporting consists of two business divisions: (i) Beer and (ii) Wine and Spirits, and we report our operating results in three segments: (i) Beer, (ii) Wine and Spirits, and (iii) Corporate Operations and Other. In the Beer segment, our portfolio consists of high-end imported and craft beer brands. We have an exclusive perpetual brand license to import, market and sell in the U.S. our Mexican beer portfolio. In the Wine and Spirits segment, we sell a large number of wine brands across all categories – table wine, sparkling wine and dessert wine – and across all price points – popular, premium and luxury categories, primarily within the \$5 to \$25 price range at U.S. retail – complemented by certain premium spirits brands. Amounts included in the Corporate Operations and Other segment consist of costs of executive management, corporate development, corporate finance, human resources, internal audit, investor relations, legal, public relations and information technology. The amounts included in the Corporate Operations and Other segment are general costs that are applicable to the consolidated group and are therefore not allocated to the other reportable segments. All costs reported within the Corporate Operations and Other segment are not included in our chief operating decision maker’s evaluation of the operating income performance of the other reportable segments. The business segments reflect how our operations are managed, how resources are allocated, how operating performance is evaluated by senior management and the structure of our internal financial reporting.

In addition, management excludes items that affect comparability (“Comparable Adjustments”) from its evaluation of the results of each operating segment as these Comparable Adjustments are not reflective of core operations of the segments. Segment operating performance and segment management compensation are evaluated based upon core segment operating income (loss). As such, the performance measures for incentive compensation purposes for segment management do not include the impact of these Comparable Adjustments.

We evaluate segment operating performance based on operating income (loss) of the respective business units. Comparable Adjustments that impacted comparability in our segment operating income (loss) for each period are as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
<b>Cost of product sold</b>			
Loss on inventory write-down	\$ (19.1)	\$ —	\$ —
Flow through of inventory step-up	(18.7)	(20.1)	(18.4)
Net gain (loss) on undesignated commodity derivative contracts	7.4	16.3	(48.1)
Settlements of undesignated commodity derivative contracts	2.3	23.4	29.5
Amortization of favorable interim supply agreement	—	(2.2)	(31.7)
<b>Total cost of product sold</b>	<b>(28.1)</b>	<b>17.4</b>	<b>(68.7)</b>
<b>Selling, general and administrative expenses</b>			
Impairment of intangible assets	(86.8)	(37.6)	—
Loss on contract termination <sup>(1)</sup>	(59.0)	—	—
Restructuring and other strategic business development costs	(14.0)	(0.9)	(16.4)
Transaction, integration and other acquisition-related costs	(8.1)	(14.2)	(15.4)
Costs associated with the Canadian Divestiture and related activities	(3.2)	(20.4)	—
Other gains (losses) <sup>(2)</sup>	10.5	(2.6)	—
<b>Total selling, general and administrative expenses</b>	<b>(160.6)</b>	<b>(75.7)</b>	<b>(31.8)</b>
Gain on sale of business	—	262.4	—
<b>Comparable Adjustments, Operating income (loss)</b>	<b>\$ (188.7)</b>	<b>\$ 204.1</b>	<b>\$ (100.5)</b>

<sup>(1)</sup> Represents a loss incurred in connection with the early termination of a beer glass supply contract with an affiliate of Owens-Illinois.

<sup>(2)</sup> Includes a gain of \$8.1 million for the year ended February 28, 2018, in connection with the reduction in estimated fair value of a contingent liability associated with a prior period acquisition.

[Table of Contents](#)

The accounting policies of the segments are the same as those described for the Company in the Summary of Significant Accounting Policies in Note 1. Segment information is as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
<b><u>Beer</u></b>			
Net sales	\$ 4,658.5	\$ 4,229.3	\$ 3,622.6
Segment operating income	\$ 1,838.3	\$ 1,534.4	\$ 1,264.1
Long-lived tangible assets	\$ 3,611.6	\$ 2,810.0	\$ 2,187.8
Total assets	\$ 12,325.2	\$ 11,325.3	\$ 9,900.7
Capital expenditures	\$ 882.6	\$ 759.2	\$ 800.3
Depreciation and amortization	\$ 168.8	\$ 114.9	\$ 61.5
<b><u>Wine and Spirits</u></b>			
Net sales:			
Wine	\$ 2,559.5	\$ 2,739.3	\$ 2,591.4
Spirits	367.0	362.9	334.4
Net sales	\$ 2,926.5	\$ 3,102.2	\$ 2,925.8
Segment operating income	\$ 800.7	\$ 800.8	\$ 727.0
Income from unconsolidated investments	\$ 34.4	\$ 29.2	\$ 26.6
Long-lived tangible assets	\$ 1,080.7	\$ 992.9	\$ 1,039.8
Investments in equity method investees	\$ 80.7	\$ 77.6	\$ 76.2
Total assets	\$ 7,217.4	\$ 6,976.6	\$ 6,770.4
Capital expenditures	\$ 151.1	\$ 100.0	\$ 81.7
Depreciation and amortization	\$ 94.0	\$ 99.4	\$ 100.2
<b><u>Corporate Operations and Other</u></b>			
Segment operating loss	\$ (165.8)	\$ (139.9)	\$ (125.5)
Income (loss) from unconsolidated investments	\$ 0.2	\$ (0.2)	\$ —
Long-lived tangible assets	\$ 97.4	\$ 129.9	\$ 105.8
Investments in equity method investees	\$ 40.8	\$ 21.1	\$ 6.0
Total assets	\$ 996.1	\$ 300.5	\$ 293.9
Capital expenditures	\$ 23.9	\$ 48.2	\$ 9.3
Depreciation and amortization	\$ 36.9	\$ 31.4	\$ 27.6
<b><u>Comparable Adjustments</u></b>			
Operating income (loss)	\$ (188.7)	\$ 204.1	\$ (100.5)
Income (loss) from unconsolidated investments	\$ 452.6	\$ (1.7)	\$ 24.5
Depreciation and amortization	\$ —	\$ 2.2	\$ 31.7

[Table of Contents](#)

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
<b>Consolidated</b>			
Net sales	\$ 7,585.0	\$ 7,331.5	\$ 6,548.4
Operating income	\$ 2,284.5	\$ 2,399.4	\$ 1,765.1
Income from unconsolidated investments <sup>(1)</sup>	\$ 487.2	\$ 27.3	\$ 51.1
Long-lived tangible assets	\$ 4,789.7	\$ 3,932.8	\$ 3,333.4
Investments in equity method investees	\$ 121.5	\$ 98.7	\$ 82.2
Total assets	\$ 20,538.7	\$ 18,602.4	\$ 16,965.0
Capital expenditures	\$ 1,057.6	\$ 907.4	\$ 891.3
Depreciation and amortization	\$ 299.7	\$ 247.9	\$ 221.0

(1) Income from unconsolidated investments consists of:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
Equity in earnings from equity method investees	\$ 34.6	\$ 27.3	\$ 26.6
Unrealized gain on equity securities and related activities	452.6	—	—
Dividend income from a retained interest in a previously divested business	—	—	24.5
	<u>\$ 487.2</u>	<u>\$ 27.3</u>	<u>\$ 51.1</u>

Our principal area of operation is in the U.S. Current operations outside the U.S. are in Mexico for the Beer segment and primarily in New Zealand, Italy and Canada for the Wine and Spirits segment. Revenues are attributed to countries based on the location of the customer.

Geographic data is as follows:

	For the Years Ended		
	February 28, 2018	February 28, 2017	February 29, 2016
<i>(in millions)</i>			
<b>Net sales</b>			
U.S.	\$ 7,330.1	\$ 6,807.7	\$ 5,960.9
Non-U.S. (primarily Canada)	254.9	523.8	587.5
	<u>\$ 7,585.0</u>	<u>\$ 7,331.5</u>	<u>\$ 6,548.4</u>
<i>(in millions)</i>			
<b>Long-lived tangible assets</b>			
U.S.		\$ 1,124.5	\$ 1,037.6
Non-U.S. (primarily Mexico)		3,665.2	2,895.2
		<u>\$ 4,789.7</u>	<u>\$ 3,932.8</u>

22. SELECTED QUARTERLY FINANCIAL INFORMATION (UNAUDITED):

A summary of selected quarterly financial information is as follows:

	QUARTER ENDED				
	May 31, 2017	August 31, 2017	November 30, 2017	February 28, 2018	Full Year
<i>(in millions, except per share data)</i>					
<b>Fiscal 2018</b>					
Net sales	\$ 1,935.5	\$ 2,084.5	\$ 1,799.1	\$ 1,765.9	\$ 7,585.0
Gross profit	\$ 995.3	\$ 1,065.3	\$ 907.5	\$ 849.1	\$ 3,817.2
Net income attributable to CBI <sup>(1)</sup>	\$ 402.8	\$ 499.5	\$ 491.1	\$ 925.5	\$ 2,318.9
Net income per common share attributable to CBI <sup>(1)(2)</sup> :					
Basic – Class A Common Stock	\$ 2.09	\$ 2.58	\$ 2.54	\$ 4.84	\$ 12.04
Basic – Class B Convertible Common Stock	\$ 1.90	\$ 2.35	\$ 2.31	\$ 4.40	\$ 10.93
Diluted – Class A Common Stock	\$ 2.00	\$ 2.48	\$ 2.44	\$ 4.64	\$ 11.55
Diluted – Class B Convertible Common Stock	\$ 1.85	\$ 2.29	\$ 2.26	\$ 4.28	\$ 10.66

	QUARTER ENDED				
	May 31, 2016	August 31, 2016	November 30, 2016	February 28, 2017	Full Year
<i>(in millions, except per share data)</i>					
<b>Fiscal 2017</b>					
Net sales	\$ 1,871.8	\$ 2,021.2	\$ 1,810.5	\$ 1,628.0	\$ 7,331.5
Gross profit	\$ 881.3	\$ 969.0	\$ 891.4	\$ 787.7	\$ 3,529.4
Net income attributable to CBI <sup>(3)</sup>	\$ 318.3	\$ 358.9	\$ 405.9	\$ 452.0	\$ 1,535.1
Net income per common share attributable to CBI <sup>(2)(3)</sup> :					
Basic – Class A Common Stock	\$ 1.61	\$ 1.81	\$ 2.04	\$ 2.34	\$ 7.79
Basic – Class B Convertible Common Stock	\$ 1.46	\$ 1.64	\$ 1.85	\$ 2.12	\$ 7.07
Diluted – Class A Common Stock	\$ 1.55	\$ 1.75	\$ 1.98	\$ 2.26	\$ 7.52
Diluted – Class B Convertible Common Stock	\$ 1.43	\$ 1.61	\$ 1.82	\$ 2.09	\$ 6.93

<sup>(1)</sup> Includes (i) an unrealized gain on equity securities and related activities, net of income tax effect, of \$138.8 million and \$255.4 million for the third and fourth quarters of fiscal 2018, respectively, from the changes in fair value of the Canopy Investment and the Canopy Warrants, net of losses from hedging activities to reduce the associated foreign currency risk, and (ii) a net income tax benefit of \$363.0 million for the fourth quarter of fiscal 2018 associated with the December 2017 enactment of the TCJ Act.

<sup>(2)</sup> The sum of the quarterly net income per common share for Fiscal 2018 and Fiscal 2017 may not equal the total computed for the respective years as the net income per common share is computed independently for each of the quarters presented and for the full year.

<sup>(3)</sup> Includes gain on sale of business, net of income tax effect, of \$196.1 million for the fourth quarter of fiscal 2017 in connection with the Canadian Divestiture.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

Not Applicable.

## **Item 9A. Controls and Procedures.**

### Disclosure Controls and Procedures

Our Chief Executive Officer and our Chief Financial Officer have concluded, based on their evaluation as of the end of the period covered by this report, that the Company's "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) are effective to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### Internal Control over Financial Reporting

- (a) See page 52 of this Annual Report on Form 10-K for Management's Annual Report on Internal Control over Financial Reporting, which is incorporated herein by reference.
- (b) See page 53 of this Annual Report on Form 10-K for the attestation report of KPMG LLP, our independent registered public accounting firm, which is incorporated herein by reference.
- (c) In connection with management's quarterly evaluation of "internal control over financial reporting" (as defined in the Securities Exchange Act of 1934 Rules 13a-15(f) and 15d-15(f)), no changes were identified in our internal control over financial reporting during our fiscal quarter ended February 28, 2018 (our fourth fiscal quarter) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Item 9B. Other Information.**

Not Applicable.

## **PART III**

## **Item 10. Directors, Executive Officers and Corporate Governance.**

The information required by this Item (except for the information regarding executive officers required by Item 401 of Regulation S-K which is included in Part I hereof in accordance with General Instruction G(3)) is incorporated herein by reference to the Proxy Statement to be issued in connection with the Annual Meeting of Stockholders of our Company which is expected to be held on July 17, 2018, under those sections of the Proxy Statement to be titled "Director Nominees," "The Board of Directors and Committees of the Board" and "Section 16(a) Beneficial Ownership Reporting Compliance." That Proxy Statement will be filed within 120 days after the end of our fiscal year.

We have adopted the Chief Executive Officer and Senior Financial Executive Code of Ethics which is a code of ethics that applies to our chief executive officer and our senior financial officers. The Chief Executive Officer and Senior Financial Executive Code of Ethics is located on our Internet website at <https://www.cbrands.com/investors>. Amendments to, and waivers granted under, our Chief Executive Officer and Senior Financial Executive Code of Ethics, if any, will be posted to our website as well. We will provide to anyone, without charge, upon request, a copy of such Code of Ethics. Such requests should be directed in writing to Investor Relations Department, Constellation Brands, Inc., 207 High Point Drive, Building 100, Victor, New York 14564 or by telephoning our Investor Center at 1-888-922-2150.

**Item 11. Executive Compensation.**

The information required by this Item is incorporated herein by reference to the Proxy Statement to be issued in connection with the Annual Meeting of Stockholders of our Company which is expected to be held on July 17, 2018, under those sections of the Proxy Statement to be titled “Executive Compensation,” “Compensation Committee Interlocks and Insider Participation” and “Director Compensation.” That Proxy Statement will be filed within 120 days after the end of our fiscal year. Notwithstanding the foregoing, the Compensation Committee Report included within the section of the Proxy Statement to be titled “Executive Compensation” is only being “furnished” hereunder and shall not be deemed “filed” with the Securities and Exchange Commission or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by this Item is incorporated herein by reference to the Proxy Statement to be issued in connection with the Annual Meeting of Stockholders of our Company which is expected to be held on July 17, 2018, under that section of the Proxy Statement to be titled “Beneficial Ownership.” That Proxy Statement will be filed within 120 days after the end of our fiscal year. Additional information required by this item is as follows:

**Securities Authorized for Issuance under Equity Compensation Plans**

The following table sets forth information with respect to our compensation plans under which our equity securities may be issued, as of February 28, 2018. The equity compensation plans approved by security holders include our Long-Term Stock Incentive Plan and our 1989 Employee Stock Purchase Plan.

**Equity Compensation Plan Information**

Plan Category	(a)	(b)	(c)
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	8,135,336 <sup>(1)</sup>	\$ 56.33 <sup>(2)</sup>	14,048,185 <sup>(3)</sup>
Equity compensation plans not approved by security holders	—	\$ —	—
<b>Total</b>	<b>8,135,336</b>	<b>\$ 56.33</b>	<b>14,048,185</b>

- (1) Includes 403,977 shares of unvested performance share units and 286,658 shares of unvested restricted stock units under our Long-Term Stock Incentive Plan. The unvested performance share units represent the maximum number of shares to be awarded, which ranges from 100% to 200% of the target shares granted. We currently estimate that 88,493 of the target shares granted will be awarded at 200% of target; 85,762 of the target shares granted will be awarded between 100% and 150% of target and 59,205 of the target shares granted will not be awarded based upon our expectations as of February 28, 2018, regarding the achievement of specified performance targets.
- (2) Excludes unvested performance share units and unvested restricted stock units under our Long-Term Stock Incentive Plan that can be exercised for no consideration.
- (3) Includes 1,499,857 shares of Class A Common Stock under our Employee Stock Purchase Plan remaining available for purchase, of which approximately 35,400 shares are subject to purchase during the current offering period.

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

The information required by this Item is incorporated herein by reference to the Proxy Statement to be issued in connection with the Annual Meeting of Stockholders of our Company which is expected to be held on July 17, 2018, under those sections of the Proxy Statement to be titled “Director Nominees,” “The Board of Directors and Committees of the Board” and “Certain Relationships and Related Transactions.” That Proxy Statement will be filed within 120 days after the end of our fiscal year.

**Item 14. Principal Accounting Fees and Services.**

The information required by this Item is incorporated herein by reference to the Proxy Statement to be issued in connection with the Annual Meeting of Stockholders of our Company which is expected to be held on July 17, 2018, under that section of the Proxy Statement to be titled “Proposal 2 – Ratification of the Selection of KPMG LLP as Independent Registered Public Accounting Firm.” That Proxy Statement will be filed within 120 days after the end of our fiscal year.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules.

#### 1. Financial Statements

The following consolidated financial statements of the Company are submitted herewith:

Management's Annual Report on Internal Control Over Financial Reporting

Report of Independent Registered Public Accounting Firm – KPMG LLP

Report of Independent Registered Public Accounting Firm – KPMG LLP

Consolidated Balance Sheets – February 28, 2018, and February 28, 2017

Consolidated Statements of Comprehensive Income for the years ended February 28, 2018, February 28, 2017, and February 29, 2016

Consolidated Statements of Changes in Stockholders' Equity for the years ended February 28, 2018, February 28, 2017, and February 29, 2016

Consolidated Statements of Cash Flows for the years ended February 28, 2018, February 28, 2017, and February 29, 2016

Notes to Consolidated Financial Statements

#### 2. Financial Statement Schedules

Schedules are not submitted because they are not applicable or not required under Regulation S-X or because the required information is included in the financial statements or notes thereto.

#### 3. Exhibits required to be filed by Item 601 of Regulations S-K

The information called for by this Item is incorporated by reference from the Index to Exhibits included in this Annual Report on Form 10-K.

### Item 16. Form 10-K Summary.

None.

**INDEX TO EXHIBITS**

**Exhibit No.**

- 3.1 [Restated Certificate of Incorporation of the Company \(filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2009 and incorporated herein by reference\).](#) #
- 3.2 [Certificate of Amendment to the Certificate of Incorporation of the Company \(filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2009 and incorporated herein by reference\).](#) #
- 3.3 [Amended and Restated By-Laws of the Company, amended as of February 12, 2018 \(filed herewith\).](#)
- 4.1 [Indenture, dated as of April 17, 2012, by and among the Company, as Issuer, certain subsidiaries, as Guarantors and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated April 17, 2012, filed April 23, 2012 and incorporated herein by reference\).](#) #
- 4.2 [Supplemental Indenture No. 1, with respect to 6.0% Senior Notes due May 2022, dated as of April 17, 2012, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(no longer outstanding \) \(filed as Exhibit 4.1.1 to the Company's Current Report on Form 8-K dated April 17, 2012, filed April 23, 2012 and incorporated herein by reference\).](#) #
- 4.3 [Supplemental Indenture No. 3, with respect to 3.75% Senior Notes due May 2021, dated as of May 14, 2013, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 14, 2013, filed May 16, 2013 and incorporated herein by reference\).](#) #
- 4.4 [Supplemental Indenture No. 4, with respect to 4.25% Senior Notes due May 2023, dated as of May 14, 2013, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated May 14, 2013, filed May 16, 2013 and incorporated herein by reference\).](#) #
- 4.5 [Supplemental Indenture No. 5, dated as of June 7, 2013, among the Company, Constellation Brands Beach Holdings, Inc., Crown Imports LLC, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.4 to the Company's Current Report on Form 8-K dated June 7, 2013, filed June 11, 2013 and incorporated herein by reference\).](#) #
- 4.6 [Supplemental Indenture No. 6 dated as of May 28, 2014, among the Company, Constellation Marketing Services, Inc., and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.21 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2014 and incorporated herein by reference\).](#)
- 4.7 [Supplemental Indenture No. 7, with respect to 3.875% Senior Notes due 2019, dated as of November 3, 2014, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 3, 2014, filed November 7, 2014 and incorporated herein by reference\).](#)
- 4.8 [Supplemental Indenture No. 8, with respect to 4.750% Senior Notes due 2024, dated as of November 3, 2014, among the Company as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.2 to the Company's Current Report on form 8-K dated November 3, 2014, filed November 7, 2014 and incorporated herein by reference\).](#)
- 4.9 [Supplemental Indenture No. 9, with respect to 4.750% Senior Notes due 2025, dated December 4, 2015, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current report on Form 8-K, dated December 4, 2015, filed December 8, 2015 and incorporated herein by reference\).](#)
- 4.10 [Supplemental Indenture No. 10, dated as of January 15, 2016, among the Company, Home Brew Mart, Inc., and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.26 to the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2016 and incorporated by reference\).](#)
- 4.11 [Supplemental Indenture No. 11 with respect to 3.700% Senior Notes due 2026, dated as of December 6, 2016, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee, \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated December 6, 2016, filed December 6, 2016 and incorporated herein by reference\).](#)
- 4.12 [Supplemental Indenture No. 12 with respect to 2.700% Senior Notes due 2022, dated as of May 9, 2017, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 9, 2017, filed May 9, 2017 and incorporated herein by reference\).](#)

## Table of Contents

- 4.13 [Supplemental Indenture No. 13 with respect to 3.500% Senior Notes due 2027, dated as of May 9, 2017, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated May 9, 2017, filed May 9, 2017 and incorporated herein by reference\).](#)
- 4.14 [Supplemental Indenture No. 14 with respect to 4.500% Senior Notes due 2047, dated as of May 9, 2017, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated May 9, 2017, filed May 9, 2017 and incorporated herein by reference\).](#)
- 4.15 [Supplemental Indenture No. 15 with respect to 2.000% Senior Notes due 2019, dated as of November 7, 2017, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated November 7, 2017, filed November 7, 2017 and incorporated herein by reference\).](#)
- 4.16 [Supplemental Indenture No. 16 with respect to 2.250% Senior Notes due 2020 dated as of November 7, 2017, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated November 7, 2017, filed November 7, 2017 and incorporated herein by reference\).](#)
- 4.17 [Supplemental Indenture No. 17 with respect to 2.650% Senior Notes due 2022, dated as of November 7, 2017, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated November 7, 2017, filed November 7, 2017 and incorporated herein by reference\).](#)
- 4.18 [Supplemental Indenture No. 18 with respect to 3.200% Senior Notes due 2023, dated as of February 7, 2018, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated February 7, 2018, filed February 7, 2018 and incorporated herein by reference\).](#)
- 4.19 [Supplemental Indenture No. 19 with respect to 3.600% Senior Notes due 2028, dated as of February 7, 2018, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated February 7, 2018, filed February 7, 2018 and incorporated herein by reference\).](#)
- 4.20 [Supplemental Indenture No. 20 with respect to 4.100% Senior Notes due 2048, dated as of February 7, 2018, among the Company, as Issuer, certain subsidiaries, as Guarantors, and Manufacturers and Traders Trust Company, as Trustee \(filed as Exhibit 4.3 to the Company's Current Report on Form 8-K dated February 7, 2018, filed February 7, 2018 and incorporated herein by reference\).](#)
- 4.21 [Restatement Agreement dated as of July 14, 2017, by and among the Company, CIH International S.à r.l., CIH Holdings S.à r.l., CB International Finance S.à r.l., Bank of America, N.A., as Administrative Agent, and the Lenders thereto, including the Sixth Amended and Restated Credit Agreement dated as of July 14, 2017, by and among the Company, CIH International S.à r.l., CB International Finance S.à r.l., Bank of America, N.A., as Administrative Agent, and the Lenders party thereto \(filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated July 14, 2017, filed July 19, 2017 and incorporated herein by reference\).](#)
- 10.1 [Constellation Brands, Inc. Long-Term Stock Incentive Plan, amended and restated as of July 18, 2017 \(filed as Exhibit 10.4 to the Company's Current Report on Form 8-K dated July 18, 2017, filed July 20, 2017 and incorporated herein by reference\).](#) \*
- 10.2 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 26, 2007 and before April 1, 2008\) \(filed as Exhibit 99.4 to the Company's Current Report on Form 8-K dated December 6, 2007, filed December 12, 2007 and incorporated herein by reference\).](#) \*#
- 10.3 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 1, 2008 and before April 6, 2009\) \(filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2008 and incorporated herein by reference\).](#) \*#
- 10.4 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 6, 2009 and before April 5, 2010\) \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 6, 2009, filed April 9, 2009 and incorporated herein by reference\).](#) \*#
- 10.5 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 5, 2010 and before April 3, 2012\) \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K, dated April 5, 2010, filed April 9, 2010 and incorporated herein by reference\).](#) \*#

## Table of Contents

- 10.6 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 3, 2012 and before April 28, 2014\) \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 3, 2012, filed April 5, 2012 and incorporated herein by reference\).](#) \*#
- 10.7 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 28, 2014 and before April 25, 2016\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 28, 2014, filed May 1, 2014 and incorporated herein by reference\).](#) \*
- 10.8 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 25, 2016 and before April 21, 2017\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 25, 2016, filed April 28, 2016 and incorporated herein by reference\).](#) \*
- 10.9 [Form of Terms and Conditions Memorandum for Employees with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after April 21, 2017\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 21, 2017, filed April 25, 2017 and incorporated herein by reference\).](#) \*
- 10.10 [Form of Restricted Stock Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(grants on or after April 26, 2013 and before April 28, 2014\) \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 26, 2013, filed May 1, 2013 and incorporated herein by reference\).](#) \*#
- 10.11 [Form of Restricted Stock Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(grants on or after April 28, 2014 and before April 28, 2015\) \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 28, 2014, filed May 1, 2014 and incorporated herein by reference\).](#) \*
- 10.12 [Form of Restricted Stock Unit Agreement with respect to Company's Long-Term Stock Incentive Plan \(awards on or after April 28, 2015 and before April 25, 2016\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 28, 2015, filed May 1, 2015 and incorporated herein by reference\).](#) \*
- 10.13 [Form of Restricted Stock Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 25, 2016 and before April 21, 2017\) \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 25, 2016, filed April 28, 2016 and incorporated herein by reference\).](#) \*
- 10.14 [Form of Restricted Stock Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 21, 2017\) \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 21, 2017, filed April 25, 2017 and incorporated herein by reference\).](#) \*
- 10.15 [Form of Restricted Stock Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(relating to cliff vested awards\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 24, 2013, filed July 26, 2013 and incorporated herein by reference\).](#) \*#
- 10.16 [Form of Restricted Stock Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(providing for ratable vesting over three years\) \(filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2015 and incorporated herein by reference\).](#) \*
- 10.17 [Form of Performance Share Unit Agreement for Executives with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 28, 2014 and before April 28, 2015\) \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated April 28, 2014, filed May 1, 2014 and incorporated herein by reference\).](#) \*
- 10.18 [Form of Performance Share Unit Agreement for Executives with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 28, 2015 and before April 25, 2016\) \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 28, 2015, filed May 1, 2015 and incorporated herein by reference\).](#) \*
- 10.19 [Form of Performance Share Unit Agreement for Non-Executive Employees with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 28, 2014 and before April 28, 2015\) \(filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2015 and incorporated herein by reference\).](#) \*
- 10.20 [Form of Performance Share Unit Agreement for Non-Executive Employees with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 28, 2015 and before April 25, 2016\) \(filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2015 and incorporated herein by reference\).](#) \*
- 10.21 [Form of Performance Share Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 25, 2016 and before April 21, 2017\) \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated April 25, 2016, filed April 28, 2016 and incorporated herein by reference\).](#) \*

## Table of Contents

- 10.22 [Form of Performance Share Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(awards on or after April 21, 2017\) \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated April 21, 2017, filed April 25, 2017 and incorporated herein by reference\).](#) \*
- 10.23 [Form of Performance Share Unit Agreement with respect to the Company's Long-Term Stock Incentive Plan \(relating to specified performance criteria\) \(filed as Exhibit 10.28 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2015 and incorporated herein by reference\).](#) \*
- 10.24 [Form of Terms and Conditions Memorandum for Directors with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants before July 17, 2008\) \(filed as Exhibit 99.5 to the Company's Current Report on Form 8-K dated December 6, 2007, filed December 12, 2007 and incorporated herein by reference\).](#) \*\*
- 10.25 [Form of Terms and Conditions Memorandum for Directors with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 17, 2008 and before July 22, 2010\) \(filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2008 and incorporated herein by reference\).](#) \*\*
- 10.26 [Form of Terms and Conditions Memorandum for Directors with respect to a pro rata grant of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 20, 2010, filed April 22, 2010 and incorporated herein by reference\).](#) \*\*
- 10.27 [Form of Terms and Conditions Memorandum for Directors with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 22, 2010 and before July 27, 2012\) \(filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2010 and incorporated herein by reference\).](#) \*\*
- 10.28 [Form of Terms and Conditions Memorandum for Directors with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 27, 2012 and before July 23, 2014\) \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated July 27, 2012, filed July 31, 2012 and incorporated herein by reference\).](#) \*\*
- 10.29 [Form of Terms and Conditions Memorandum for Directors with respect to grants of options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 23, 2014 and before July 20, 2016\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 23, 2014, filed July 25, 2014 and incorporated herein by reference\).](#) \*
- 10.30 [Form of Terms and Conditions Memorandum for Directors with respect to options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 20, 2016 and before July 18, 2017\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 20, 2016, filed July 22, 2016 and incorporated herein by reference\).](#) \*
- 10.31 [Form of Terms and Conditions Memorandum for Directors with respect to options to purchase Class 1 Stock pursuant to the Company's Long-Term Stock Incentive Plan \(grants on or after July 18, 2017\) \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 18, 2017, filed July 20, 2017 and incorporated herein by reference\).](#) \*
- 10.32 [Form of Restricted Stock Award Agreement for Directors with respect to awards of restricted stock pursuant to the Company's Long-Term Stock Incentive Plan \(awards on or after July 18, 2017\) \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 18, 2017, filed July 20, 2017 and incorporated herein by reference\).](#) \*
- 10.33 [Form of Restricted Stock Unit Agreement for Directors with respect to awards of restricted stock units pursuant to the Company's Long-Term Stock Incentive Plan \(awards on or after July 18, 2017\) \(filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated July 18, 2017, filed July 20, 2017 and incorporated herein by reference\).](#) \*
- 10.34 [Rules for Cash Incentive Awards under the Company's Long-Term Stock Incentive Plan \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 27, 2018, filed March 29, 2018 and incorporated herein by reference\).](#) \*
- 10.35 [Constellation Brands, Inc. Annual Management Incentive Plan, amended and restated as of July 27, 2012 \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 27, 2012, filed July 31, 2012 and incorporated herein by reference\).](#) \*\*
- 10.36 [Supplemental Executive Retirement Plan of the Company \(filed as Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 1999 and incorporated herein by reference\).](#) \*\*
- 10.37 [First Amendment to the Company's Supplemental Executive Retirement Plan \(filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 1999 and incorporated herein by reference\).](#) \*\*

## Table of Contents

- 10.38 [Second Amendment to the Company's Supplemental Executive Retirement Plan \(filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2001 and incorporated herein by reference\).](#) \*#
- 10.39 [Third Amendment to the Company's Supplemental Executive Retirement Plan \(filed as Exhibit 99.2 to the Company's Current Report on Form 8-K dated April 7, 2005, filed April 13, 2005 and incorporated herein by reference\).](#) \*#
- 10.40 [2005 Supplemental Executive Retirement Plan of the Company \(filed as Exhibit 99.3 to the Company's Current Report on Form 8-K dated April 7, 2005, filed April 13, 2005 and incorporated herein by reference\).](#) \*#
- 10.41 [First Amendment to the Company's 2005 Supplemental Executive Retirement Plan \(filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2007 and incorporated herein by reference\).](#) \*#
- 10.42 [Second Amendment to the Company's 2005 Supplemental Executive Retirement Plan \(filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2013 and incorporated herein by reference\).](#) \*#
- 10.43 [Amended and Restated Guarantee Agreement, dated as of July 14, 2017, made by the subsidiaries of Constellation Brands, Inc. from time to time party thereto and Constellation Brands, Inc., in favor of Bank of America, N.A., as Administrative Agent, for the ratable benefit of the Lenders party to the Credit Agreement \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated July 14, 2017, filed July 19, 2017 and incorporated herein by reference\).](#)
- 10.44 [Amended and Restated Cross-Guarantee Agreement, dated as of October 13, 2016, by and among CIH International S.à r.l., CIH Holdings S.à r.l., CB International Finance S.à r.l., and Bank of America, N.A., as Administrative Agent \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 13, 2016, filed October 18, 2016 and incorporated herein by reference\).](#)
- 10.45 [Amended and Restated Cross-Guarantee Agreement, dated as of July 14, 2017, made by CIH International S.à r.l. and CB International Finance S.à r.l., in favor of Bank of America, N.A., as Administrative Agent \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 14, 2017, filed July 19, 2017 and incorporated herein by reference\).](#)
- 10.46 [Form of Executive Employment Agreement between Constellation Brands, Inc. and its Chairman of the Board and its Chief Executive Officer \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated May 21, 2008, filed May 21, 2008, and incorporated herein by reference\).](#) \*#
- 10.47 [Form of Executive Employment Agreement between Constellation Brands, Inc. and certain Other Executive Officers \(including F. Paul Hetterich and Thomas Mullin\) \(filed as Exhibit 99.2 to the Company's Current Report on Form 8-K dated May 21, 2008, filed May 21, 2008 and incorporated herein by reference\).](#) \*#
- 10.48 [Executive Employment Agreement effective as of August 1, 2016, between Constellation Brands Canada, Inc. and John A. Wright \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 14, 2016, filed June 15, 2016 and incorporated herein by reference\).](#) \*
- 10.49 [Retention Bonus Agreement dated November 24, 2016 between Constellation Brands Canada, Inc. and John A. \(Jay\) Wright \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 24, 2016, filed November 28, 2016 and incorporated herein by reference\).](#) \*
- 10.50 [Executive Employment Agreement dated February 27, 2017 and effective March 1, 2017, among Crown Imports LLC, Constellation Brands, Inc., and William F. Hackett \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated February 25, 2017, filed February 28, 2017 and incorporated herein by reference\).](#) \*
- 10.51 [Executive Employment Agreement made as of June 17, 2013, between Constellation Brands, Inc. and Thomas M. Kane \(filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2013 and incorporated herein by reference\).](#) \*#
- 10.52 [Executive Employment Agreement made as of January 26, 2015, between Constellation Brands, Inc. and William A. Newlands \(filed as Exhibit 10.57 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2015 and incorporated herein by reference\).](#) \*
- 10.53 [Executive Employment Agreement made as of June 29, 2015, between Constellation Brands, Inc. and David Klein \(filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated June 29, 2015, filed July 2, 2015 and incorporated herein by reference\).](#) \*
- 10.54 [Form of Executive Employment Agreement between Constellation Brands, Inc. and certain of its Other Executive Officers \(including Christopher Stenzel and James O. Bourdeau\) \(filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2017 and incorporated herein by reference\).](#) \*

## Table of Contents

- 10.55 [Amended and Restated Sub-license Agreement, dated as of June 7, 2013, between Marcas Modelo, S. de R.L. de C.V. and Constellation Beers Ltd. \(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated June 7, 2013, filed June 11, 2013 and incorporated herein by reference\).](#) +#
- 12.1 [Statements re computation of ratios \(filed herewith\).](#)
- 21.1 [Subsidiaries of the Company \(filed herewith\).](#)
- 23.1 [Consent of KPMG LLP \(filed herewith\).](#)
- 31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) or Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as amended \(filed herewith\).](#)
- 31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) or Rule 15d-14\(a\) of the Securities Exchange Act of 1934, as amended \(filed herewith\).](#)
- 32.1 [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 \(filed herewith\).](#)
- 32.2 [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 \(filed herewith\).](#)
- 99.1 [Constellation Brands, Inc. 1989 Employee Stock Purchase Plan \(amended and restated as of July 24, 2013\) \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated July 24, 2013, filed July 26, 2013 and incorporated herein by reference\).](#) \*#
- 99.2 [First Amendment, dated and effective April 25, 2016, to the Company's 1989 Employee Stock Purchase Plan \(filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 25, 2016, filed April 28, 2016 and incorporated herein by reference\).](#) \*
- 99.3 [Final Judgment filed with the United States District Court for the District of Columbia on October 24, 2013, together with Exhibits B and C \(filed as Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2013 and incorporated herein by reference\).](#)
- 101.1 The following materials from the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of February 28, 2018 and February 28, 2017; (ii) Consolidated Statements of Comprehensive Income for the years ended February 28, 2018, February 28, 2017 and February 29, 2016; (iii) Consolidated Statements of Changes in Stockholders' Equity for the years ended February 28, 2018, February 28, 2017 and February 29, 2016; (iv) Consolidated Statements of Cash Flows for the years ended February 28, 2018, February 28, 2017 and February 29, 2016; and (v) Notes to Consolidated Financial Statements.

\* Designates management contract or compensatory plan or arrangement.

# Company's Commission File No. 001-08495. For filings prior to October 4, 1999, use Commission File No. 000-07570.

+ Portions of this exhibit were redacted pursuant to a confidential treatment request filed with and approved by the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

We agree, upon request of the Securities and Exchange Commission, to furnish copies of each instrument that defines the rights of holders of long-term debt of the Company or its subsidiaries that is not filed herewith pursuant to Item 601(b)(4)(iii)(A) because the total amount of long-term debt authorized under such instrument does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 23, 2018

**CONSTELLATION BRANDS, INC.**

By: /s/ Robert Sands  
Robert Sands  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Robert Sands  
Robert Sands, Director and  
Chief Executive Officer (principal  
executive officer)

April 23, 2018

/s/ Richard Sands  
Richard Sands, Director and  
Chairman of the Board  
April 23, 2018

/s/ Barry Fromberg  
Barry Fromberg, Director  
April 23, 2018

/s/ Ernesto M. Hernández  
Ernesto M. Hernández, Director  
April 23, 2018

/s/ James A. Locke III  
James A. Locke III, Director  
April 23, 2018

/s/ Judy A. Schmeling  
Judy A. Schmeling, Director  
April 23, 2018

/s/ David Klein  
David Klein, Executive Vice  
President and Chief Financial Officer  
(principal financial officer and  
principal accounting officer)  
April 23, 2018

/s/ Jerry Fowden  
Jerry Fowden, Director  
April 23, 2018

/s/ Robert L. Hanson  
Robert L. Hanson, Director  
April 23, 2018

/s/ Susan Somersille Johnson  
Susan Somersille Johnson, Director  
April 23, 2018

/s/ Daniel J. McCarthy  
Daniel J. McCarthy, Director  
April 23, 2018

/s/ Keith E. Wandell  
Keith E. Wandell, Director  
April 23, 2018

AMENDED AND RESTATED  
BY-LAWS  
OF  
CONSTELLATION BRANDS, INC.  
(Amended as of February 12, 2018)

ARTICLE I  
STOCKHOLDERS

SECTION 1.1 Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time and place, either within or without the State of Delaware, as may be designated by resolution of the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

SECTION 1.2 Special Meetings. Special meetings of stockholders for any purpose or purposes may be called at any time by the Board of Directors, or by a committee of the Board of Directors which has been duly designated by the Board of Directors, and whose powers and authority, as expressly provided in a resolution of the Board of Directors, include the power to call such meetings, but such special meetings may not be called by any other person or persons.

SECTION 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation.

SECTION 1.4 Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

---

SECTION 1.5 Quorum. The Corporation's authorized capital stock consists of Class A Common Stock (the "Class A Common"), Class B Common Stock (the "Class B Common"), Class 1 Common Stock (the "Class 1 Common") and Preferred Stock (the "Preferred Stock"). At each meeting of stockholders, except as otherwise provided by law, the Corporation's Restated Certificate of Incorporation or these By-Laws, the holders of shares representing a majority of the votes entitled to be cast at the meeting by the holders of all outstanding shares entitled to vote, present in person or represented by proxy, shall constitute a quorum. In the absence of a quorum, the stockholders so present may adjourn the meeting from time to time in the manner provided in Section 1.4 of these By-Laws until a quorum shall attend. Such an adjournment may be approved by the affirmative vote of a majority of the votes entitled to be cast by the stockholders present or represented by proxy at such meeting notwithstanding that a quorum is not present. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of any corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

SECTION 1.6 Voting. At each meeting of stockholders (a) each holder of Class A Common present in person or represented by proxy at the meeting and entitled to vote on a matter shall be entitled to cast one (1) vote for each share of Class A Common held by such holder, (b) each holder of Class B Common present in person or represented by proxy at the meeting and entitled to vote on a matter shall be entitled to cast ten (10) votes for each share of Class B Common held by such holder, (c) each holder of Class 1 Common present in person or represented by proxy at the meeting and entitled to vote on a matter shall be entitled to cast one (1) vote for each share of Class 1 Common held by such holder, and (d) each holder of Preferred Stock present in person or represented by proxy at the meeting shall be entitled to such voting rights as shall be provided for in the Certificate of Designations relating to the Preferred Stock held by such holder. Except as otherwise provided by law, Section 2.2 of these By-Laws pertaining to the election of directors, or the Corporation's Restated Certificate of Incorporation, all classes of stock entitled to vote with respect to a matter shall vote together as a single class and the affirmative vote of a majority of the votes entitled to be cast by stockholders present in person or represented by proxy at the meeting and entitled to vote on the matter shall be the act of the stockholders. Except as otherwise required by law or by the Restated Certificate of Incorporation, the Board of Directors may require a larger vote upon any election or question.

SECTION 1.7 Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board, if any, or in his absence by the Chief Executive Officer, or in his absence by the President or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 1.8 Proxies. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for him by proxy in any manner permitted by the General Corporation Law of the State of Delaware, but no such proxy shall be voted or acted upon

---

after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation.

SECTION 1.9 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and (2) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 1.10 List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the offices of the transfer agent. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

SECTION 1.11 Action by Consent of Stockholders. Unless otherwise restricted by the Restated Certificate of Incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

---

SECTION 1.12 Business at Meetings of Stockholders. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (c) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 120 days before the date of the Corporation's proxy statement that was released to stockholders in connection with its previous annual meeting of stockholders. If the date of the annual meeting has been changed by more than 30 days from the date of the previous year's annual meeting or if no annual meeting was held during the previous year, then the notice must be received a reasonable time before the Corporation begins to print and mail its proxy materials. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting: (w) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (x) the name, address and telephone number of the stockholder proposing such business, (y) the class and number of shares of the Corporation which are beneficially owned by the stockholder, and (z) any material interest of the stockholder in such business. A stockholder who makes a proposal shall provide the Corporation with such additional information regarding the proposal as shall be reasonably requested by the Corporation, including, without limitation, any information necessary for the Corporation to comply with federal securities laws. The Chairman of the annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 1.12, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

## ARTICLE II

### BOARD OF DIRECTORS

SECTION 2.1 Number; Qualifications. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. Directors shall be elected at the annual meeting of stockholders and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

SECTION 2.2 Election; Resignation; Removal; Vacancies. At every meeting of stockholders called for the election of directors, the holders of Class A Common, voting as a class, shall be entitled to elect one-fourth (1/4) of the number of directors to be elected at such meeting (rounded, if the total number of directors to be elected at such meeting is not evenly divisible by four (4), to the next higher whole number), and the holders of Class B Common, voting as a class, shall be entitled to elect the remaining number of directors to be elected at such meeting. Irrespective of the foregoing, if the number of outstanding Class B Common shares is less than 12 1/2% of the total number of outstanding shares of Class A Common and Class B Common, then

---

the holders of the Class A Common shall be entitled to elect one-fourth (1/4) of the number of directors to be elected at such meeting (rounded, if the total number of directors to be elected at such meeting is not evenly divisible by four (4), to the next higher whole number) and shall be entitled to participate with the holders of the Class B Common voting as a single class in the election of the remaining number of directors to be elected at such meeting, provided that the holders of Class A Common shall have one (1) vote per share and the holders of Class B Common shall have ten (10) votes per share. In each case, the directors shall be elected by a plurality of the votes entitled to be cast by the stockholders who are present in person or represented by proxy at the meeting and entitled to vote on the election of directors. If, during the interval between annual meetings for the election of directors, the number of directors who have been elected by either the holders of the Class A Common or the Class B Common shall, by reason of resignation, death, retirement, disqualification or removal, be reduced, the vacancy or vacancies in directors so created may be filled by a majority vote of the remaining directors then in office, even if less than a quorum, or by a sole remaining director. Any director so elected by the remaining directors to fill any such vacancy may be removed from office by the vote of the holders of a majority of the shares of the Class A Common and the Class B Common voting as a single class, provided that the holders of Class A Common shall have one (1) vote per share and the holders of Class B Common shall have ten (10) votes per share.

SECTION 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined notices thereof need not be given.

SECTION 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman, Chief Executive Officer, the President, any Vice-President, the Secretary, or by any two members of the Board of Directors. At least one days' notice thereof shall be given by the person or persons calling the meeting, either personally, by mail or by telegram.

SECTION 2.5 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this By-Law shall constitute presence in person at such meeting.

SECTION 2.6 Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the whole Board shall constitute a quorum for the transaction of business. Except in cases in which the Restated Certificate of Incorporation or these By-Laws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board, if any, or in his absence by the Chief Executive Officer, or in his absence by the President, or in the absence of the foregoing persons by a chairman chosen at the meeting. The Secretary shall act as secretary

---

of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 2.8 Action by Unanimous Consent of Directors. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

### ARTICLE III

#### COMMITTEES

SECTION 3.1 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the Restated Certificate of Incorporation of the Corporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, or amending these By-Laws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

SECTION 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these By-Laws.

### ARTICLE IV

#### OFFICERS

SECTION 4.1 Executive Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board of Directors shall choose a President and Secretary, and it may, if it so determines, choose a Chairman of the Board and a Vice Chairman of the Board from among its members. The Board of Directors may also choose a Chief Executive Officer, one or more Vice-Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers,

---

and may choose such other officers as it may deem necessary, each of whom shall have such titles and duties as shall be determined by the Board of Directors. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding this election, and until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the Corporation by reason of death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

SECTION 4.2 Chairman of the Board. The Chairman of the Board, if there be one, shall preside at all meetings of the Board of Directors and of the stockholders, and shall perform such other duties as the Board may direct.

SECTION 4.3 Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. He shall preside at meetings of the stockholders and of the Board of Directors under the circumstances described in Section 1.7 or 2.7, respectively, and shall see that orders and resolutions of the Board of Directors are carried into effect. He shall have general powers of supervision and shall be the final arbiter of all differences among officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation subject only to the Board of Directors.

SECTION 4.4 President. The President shall have responsibility for the active management of the business of the Corporation, and, in the instance that the offices of President and Chief Executive Officer are not held by the same person, shall be under the general supervision of the Chief Executive Officer. In general, he shall perform all duties incident to the office of President, and such other duties as the Chief Executive Officer or the Board of Directors may from time to time prescribe. The President shall preside at meetings of the stockholders and of the Board of Directors under the circumstances described in Section 1.7 or 2.7, respectively.

SECTION 4.5 Vice-Presidents. In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 4.6 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the stockholders and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall

---

perform such other duties as may be prescribed by the Board of Directors or Chief Executive Officer, under whose supervision he shall be. He shall have custody of the corporate seal of the Corporation and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

SECTION 4.7 Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 4.8 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the Corporation.

SECTION 4.9 Assistant Treasurer. The Assistant Treasurer, or if there be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## ARTICLE V

### STOCK

SECTION 5.1 Certificates. The shares of stock of the Corporation shall be represented by certificates except to the extent that the Board of Directors has adopted one or more resolutions providing that some or all of any or all classes or series of the Corporation's stock shall be uncertificated shares. Any such resolution adopted by the Board of Directors that relates to outstanding shares represented by a certificate shall not apply to such outstanding shares until such certificate is surrendered to the Corporation. Every holder of stock represented by certificates shall

---

be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice-President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the class and number of shares of the Corporation registered in certificate form that are owned by him. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue. Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice setting forth the class and number of shares of the Corporation registered in his name. Any stock certificates issued and any notices given shall include such other information and legends as shall be required by law or necessary to give effect to any applicable transfer, voting or similar restrictions.

SECTION 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate. If shares represented by a stock certificate alleged to have been lost, stolen or destroyed have become uncertificated shares, the Corporation may, in lieu of issuing a new certificate, cause such shares to be reflected on its books as uncertificated shares and may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate.

SECTION 5.3 Transfers of Stock. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate or evidence of the issuance of uncertificated shares to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon the receipt by the Corporation or the transfer agent of the Corporation of proper evidence of succession, assignment or authority to transfer with respect to uncertificated shares, it shall be the duty of the Corporation to record the transaction upon its books.

SECTION 5.4 Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

SECTION 5.5 Transfer Agents; Registrars; Regulations. The Board of Directors may appoint a transfer agent and one or more co-transfer agents and registrar and one or more co-

---

registrars and may make, or authorize any such agent to make, all such rules and regulations deemed expedient concerning the issue, transfer and registration of shares of stock of the Corporation.

## ARTICLE VI

### MISCELLANEOUS

SECTION 6.1 Fiscal Year. The fiscal year of the Corporation shall be March 1 to the last day of February, unless otherwise determined by resolution of the Board of Directors.

SECTION 6.2 Seal. The corporate seal shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

SECTION 6.3 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or member of a committee of directors need be specified in any written waiver of notice.

SECTION 6.4 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders. All directors, including interested directors, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

SECTION 6.5 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, micro photographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

---

SECTION 6.6 Amendment of By-Laws. These By-Laws may be altered or repealed, and new By-Laws made, by the Board of Directors, but the stockholders may make additional By-Laws and may alter and repeal any By-Laws whether adopted by them or otherwise.

**CONSTELLATION BRANDS, INC. AND SUBSIDIARIES**  
**STATEMENT OF COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES<sup>(a)</sup>**  
(in millions of dollars)

	For the Fiscal Years Ended				
	February 28, 2018	February 28, 2017	February 29, 2016	February 28, 2015	February 28, 2014
<b>Earnings:</b>					
Income before income taxes	\$ 2,342.7	\$ 2,093.4	\$ 1,501.2	\$ 1,179.6	\$ 2,202.3
Plus fixed charges	356.8	356.7	332.3	352.3	337.5
Less interest capitalized	(17.5)	(16.6)	(12.7)	(8.2)	(0.9)
Earnings, as adjusted	<u>\$ 2,682.0</u>	<u>\$ 2,433.5</u>	<u>\$ 1,820.8</u>	<u>\$ 1,523.7</u>	<u>\$ 2,538.9</u>
<b>Fixed Charges:</b>					
Interest on debt and capitalized leases, amortization of debt issuance costs, and amortization of discount on debt <sup>(b)</sup>	\$ 352.1	\$ 352.0	\$ 327.8	\$ 347.6	\$ 332.2
Interest element of rentals	4.7	4.7	4.5	4.7	5.3
Total fixed charges	<u>\$ 356.8</u>	<u>\$ 356.7</u>	<u>\$ 332.3</u>	<u>\$ 352.3</u>	<u>\$ 337.5</u>
Ratio of Earnings to Fixed Charges	<u>7.5x</u>	<u>6.8x</u>	<u>5.5x</u>	<u>4.3x</u>	<u>7.5x</u>

<sup>(a)</sup> For the purpose of calculating the ratio of earnings to fixed charges, "earnings" represent income before income taxes (adjusted, as appropriate, for equity in earnings of equity method investees) plus fixed charges less interest capitalized. "Fixed charges" consist of interest expensed and capitalized, amortization of debt issuance costs, amortization of discount on debt, and the portion of rental expense which management believes is representative of the interest component of lease expense.

<sup>(b)</sup> The Company's policy is to classify interest expense recognized on uncertain tax positions as income tax expense. The Company has excluded interest expense recognized on uncertain tax positions from the Ratio of Earnings to Fixed Charges.

**SUBSIDIARIES OF CONSTELLATION BRANDS, INC.**

As of March 1, 2018

<b><u>SUBSIDIARY</u></b>	<b><u>PLACE OF INCORPORATION/FORMATION</u></b>
Accolade Wines Holdings Australia Pty Limited <sup>1</sup>	Australian Capital Territory
Accolade Wines Holdings Europe Limited <sup>1</sup>	England and Wales
ALCOFI Inc.	New York
Allberry, Inc.	California
BC Tenedora Inmobiliaria, S. de R.L. de C.V.	Mexico
Ballast Point Brewing & Spirits, Inc.	Delaware
Bebidas Espirituosas Constellation Mexico, S. de R.L. de C.V.	Mexico
Canandaigua B.V.	Netherlands
Canandaigua Limited	England and Wales
Canopy Growth Corporation <sup>1</sup>	Canada
Carolina Global LLC <sup>1</sup>	Delaware
Catoctin Creek Distilling Company LLC <sup>1</sup>	Virginia
CB Brand Strategies, LLC	Delaware
CB Brand Strategies II, LLC	Delaware
CB Cerveza Holdings S.à r.l.	Luxembourg
CB Cerveza Operations, S. de R.L. de C.V.	Mexico
CB Distilled Spirits LLC	Delaware
CB International Finance S.à r.l.	Luxembourg
CB Procurement LLC	Delaware
CB Spirits S.à r.l.	Luxembourg
CB Spirits Holdings S.à r.l.	Luxembourg
CBands Mexico SA de CV	Mexico
CBMXL Servicios de Baja, S. de R.L. de C.V.	Mexico
CBUS Crew Holdings, Inc.	Delaware
CBV Ventures LLC	Delaware
CBW LLC	Delaware
CBZ LLC	Delaware
CG Holdings S.à r.l.	Luxembourg
CIC Holdings S.à r.l.	Luxembourg
CI Cerveza GmbH	Switzerland
CIH Holdings Mexico, S. de R.L. de C.V.	Mexico
CIH Holdings S.à r.l.	Luxembourg
CIH International S.à r.l.	Luxembourg
Clarion Spirits, LLC <sup>1</sup>	Kentucky
Cloud Peak Corporation	California

Compañía Cervecera BC, S. de R.L. de C.V.	Mexico
Compañía Cervecera de Coahuila, S. de R.L. de C.V.	Mexico
Tradenames:	
Cerveceria de Coahuila	
Cerveceria Modelo	
Compañía Cervecera de Obregón, S. de R.L. de C.V.	Mexico
Tradenames:	
Cerveceria de Coahuila	
Cerveceria Modelo	
Constellation Beers Ltd.	Maryland
Tradenames:	
Constellation Services	
Constellation Brands Beach Holdings, Inc.	Delaware
Constellation Brands Canada Holdings ULC	Nova Scotia
Constellation Brands Chile SpA	Chile
Constellation Brands España, S.L.U.	Spain
Constellation Brands Europe Trading S.à r.l.	Luxembourg
Constellation Brands Hong Kong Limited	Hong Kong
Constellation Brands International IBC, Inc.	Barbados
Constellation Brands New Zealand Limited	New Zealand
Tradenames:	
Constellation Brands	
Nobilo Wines	
Selaks Wines	
Kim Crawford Wines	
Constellation Brands Sales Finance LLC	Delaware
Constellation Brands Schenley ULC	Alberta
Tradenames:	
Danfield Canadian Whisky	
Schenley Distilleries	
The Black Velvet Distilling Company	
Williams & Churchill Inc.	
Constellation Brands (Shanghai) Business Consulting Co., Ltd.	Shanghai, China
Constellation Brands Singapore Pte. Ltd.	Singapore
Constellation Brands SMO, LLC	Delaware
Tradenames:	
Spirits Marque One	
Constellation Brands U.S. Operations, Inc.	New York
Tradenames:	
3 Blind Moose Cellars	
7 Moons Wine Co.	
Alice White	

Alice White Vineyards  
Alice White Winery  
Almaden Brandies  
Almaden Imports  
Almaden Vineyards  
Arbor Mist Winery  
Ariesse Champagne Cellars  
Auros Wines  
Axia Wine Company  
Baron Philippe de Rothschild Imports  
Bear Cliff Cellars  
Bear Cliff Vineyards  
Belaire Creek Cellars  
Black Box  
Black Box Distillers  
Black Box Wines  
Blackstone Cellars  
Blackstone Winery  
Blossom Hill Collection  
Blossom Hill Vineyards  
Blossom Hill Winery  
Bota Box Vineyards  
Braidenwood Estates  
Brook Hollow  
California Coast Winery  
Callie Collection  
Canandaigua Concentrate  
Canandaigua West, Inc.  
Caves Du Domaine  
CB Vineyards  
Cellars Crest Vineyards  
Centerra Wine Company  
Charlemont Vineyards  
Chase-Limogere  
Chateau LaSalle  
Cheval Sauvage  
Clos du Bois  
Clos du Bois Estate Bottled Wines  
Clos du Bois Estate Wines  
Clos du Bois Vineyards  
Clos du Bois Vineyards & Winery  
Clos du Bois Vintners

Clos du Bois Wine Merchants  
Clos du Bois Winery  
Clos du Bois Winery & Vineyards  
Clos du Bois Wines  
Club Cellars  
Club Import  
Coastal Vintners  
Constellation Brands  
Constellation Imports  
Constellation Wines U.S.  
Cooks' Cellars  
Cook's Champagne Cellars  
Cooper & Thief Cellarmasters  
Cribari & Sons  
Cribari Cellars  
Cribari Champagne Cellars  
Cribari Winery  
CWUS Imports  
DC Flynt MW Selections  
Deer Valley Vineyards  
Delicato Cellars  
Dunnewood Vineyards  
Dunnewood Vineyards and Winery  
Dunnewood Vineyards & Winery  
Echo Falls Vineyards  
Echo Falls Winery  
Echo Grove Cellars  
EC Vineyards  
Estancia  
Estancia Estate  
Estancia Estates  
Estancia Vineyards  
Estancia Vineyards & Estates  
Estancia Winery  
Estate Cellars  
Excelsior Wine & Spirits  
FV Reserve  
Farallon Vineyards  
Forsythe Vineyards  
Foxridge Cellars  
Franciscan  
Franciscan Estate

Franciscan Estate Wine Merchants  
Franciscan Oakville Estate  
Franciscan Vineyards  
Franciscan Winery  
Galleria Champagne Cellars  
Hartley Cellars  
Hayman & Hill  
Hayman & Hill Vineyards  
Hayman & Hill Wines  
Heritage Village Cellars  
Heritage Vineyards  
Heublein  
Heublein Cellars  
Heublein Wines  
Hidden Crush Vineyards  
Hidden Crush Wines  
Hoffman Grove  
HRM Rex-Goliath Vineyards  
HRM Rex-Goliath Winery  
HRM Rex-Goliath! Wines  
Inglenook Champagne Cellars  
Inglenook Estate Cellars  
Inglenook Vineyard Co.  
Inglenook Vineyards Co.  
Inglenook-Napa Valley  
Inside Out Wines  
International Cellars  
J. Roget Champagne Cellars  
Jakes Fault Winery  
James Arthur Field Winery  
K. Cider Co.  
King's Pass  
La Terre  
La Terre Cellars  
La Terre Vineyards  
La Terre Winery  
Lodi Distribution Center  
Longhorn Vineyards  
Mt. Veeder Winegrowers  
Mt. Veeder Winery  
Madera Wineries & Distilleries  
Manischewitz Vineyards

Marcus James  
Marcus James Vineyards  
Marcus James Winery  
Mario Vincelli Cellars  
Mark West Winery  
Medallion Imports  
Medallion Wine Imports  
Meiomi Wines  
Mendocino Vineyards  
Milestone Winery  
Mission Bell Winery  
Mission Bell Wines  
Monkey Bay  
Motif Champagne Cellars  
Nathanson Creek Cellars  
Nathanson Creek Wine Cellar  
Nathanson Creek Winery  
Night Harvest Cellars  
Nobilo Wines  
North Lake Wines  
Notable Wine Co.  
No Wimpy Importers  
Oakville Cellars  
Oakville Vineyards  
Ooh La La Wines  
Paso Creek  
Paul Garrett  
Paul Masson Vineyards  
Paul Masson Winery  
Pinnacles Estate  
Pinnacles Vineyard  
Pinnacles Winery  
Popcrush Wines  
Primal Roots  
Prospect Peak Cellars  
PWP  
R.H. Phillips  
R.M.E., Inc.  
Ravage Wines  
Ravenswood  
Ravenswood Winery  
Red Guitar Winery

Rev Winery  
Rex-Goliath Vineyards  
Rex-Goliath Winery  
Rex-Goliath Wines  
Rio Vaca Vineyard  
Rio Vaca Vineyards  
River Oaks  
River Oaks Agricorp  
River Oaks Estate Bottled Wines  
River Oaks Estates Vineyards  
River Oaks Estates Wines  
River Oaks Vineyards  
River Oaks Vineyards & Winery  
River Oaks Vintners  
River Oaks Wine Merchants  
River Oaks Winery  
River Oaks Winery & Vineyards  
River Oaks Wines  
Robert James Ltd.  
Robert Mondavi  
Robert Mondavi/Baron Philippe de Rothchild  
Robert Mondavi Coastal  
Robert Mondavi Coastal Winery  
Robert Mondavi Imports  
Robert Mondavi Winery  
Robert Mondavi Winery – Woodbridge  
Robert Mondavi Woodbridge  
Rusty Cage Wines  
Rutherford Estate Cellars  
Saint Regis Vineyards  
Santa Lucia  
Santa Lucia Cellars  
Santa Lucia Co.  
Santa Lucia Company  
Santa Lucia Orchard  
Santa Lucia Vineyard  
Santa Lucia Vineyards  
Santa Lucia Wine  
Santa Lucia Wine Cellars  
Santa Lucia Winery  
Santa Lucia Wines  
Sante Vineyards

Saved Wines  
Schrader Cellars  
Shewan Jones  
Simi Winery  
Simply Naked Winery  
Sky Rocket Wines  
Sonoma Vendange  
Sonoma Vendange Winery  
Soul Catcher Cellars  
Spoken Barrell  
St. Regis  
St. Regis Cellars  
St. Regis Vineyards  
Ste. Pierre Smirnoff FLS  
Stone Creek Cellars  
Stonewall Canyon  
Stonewall Canyon Cellars  
Stonewall Canyon Creek  
Stonewall Canyon Vineyards  
Stonewall Canyon Winery  
T.J. Swann Wines  
Taco Diamonte  
Talus  
Talus Cellars  
Talus Collection  
Talus Vineyards  
Talus Winery  
Taylor California Cellars  
The Dreaming Tree  
The Jibe  
The Jibe Wine Company  
The Prisoner Wine Company  
The R.H. Phillips Cellars  
The R.H. Phillips Vineyard  
Thomy Rose  
Thomy Rose Wines  
Toasted Head  
Toasted Head Winery  
Tom Gore Vineyards  
Turner Road Cellars  
Turner Road Vineyards  
Turner Road Vintners

Turner Road Wines	
Twin Fin	
Twin Fin Wines	
V.no Wines	
Vaca Rio Olivos Vineyards	
Vendange Wine Cellars	
Via Firenze Vineyards	
Vincor USA	
Vintage Ink	
W.W. Imports	
Widmer California Vineyards	
Wild Horse	
Wild Horse Cellars	
Wild Horse Co.	
Wild Horse Company	
Wild Horse Vineyard	
Wild Horse Vineyards	
Wild Horse Wine	
Wild Horse Wine Cellar	
Wild Horse Wine Cellars	
Wild Horse Wine Co.	
Wild Horse Wine Company	
Wild Horse Winery	
Wild Horse Winery & Vineyards	
Wild Horse Winery and Vineyards	
Wild Horse Wines	
Woodbridge Vineyards	
Woodbridge Winery	
XYZin Winery	
Zen of Zin Winery	
Constellation Capital LLC	Delaware
Constellation Europe (Holdings) Limited	England and Wales
Constellation International CWI Holdings S.C.S.	Luxembourg
Constellation International Holdings Limited	New York
Constellation Leasing, LLC	New York
Constellation Marketing Services, Inc.	Delaware
Constellation Services LLC	Delaware
Constellation Trading Company, Inc.	New York
Copper & Kings American Brandy Company <sup>1</sup>	Kentucky
CO Vidriera S.à r.l. <sup>2</sup>	Luxembourg
Crew Wine Company LLC <sup>1</sup>	California
Crown Imports LLC	Delaware

Tradenames:

Constellation Brands  
Crown Imports  
Monarch Import Company  
Tocayo Brewing Company

Crown Sales Finance LLC

CWI Holdings LLC

Franciscan Vineyards, Inc.

Delaware

New York

Delaware

Tradenames:

Bernstein Vineyards  
Blackstone Cellars  
Blackstone Winery  
Burr Vineyards  
California Coast Winery  
Carroll Vineyards  
Cason Tyler Wines  
Caymus Cellars  
Chantree  
Clos du Bois  
Constellation Brands  
Constellation Imports  
Cuttings Wharf Vineyards  
CWUS Imports  
DC Flynt MW Selections  
Dickerson Vineyard Cellars  
Domaine Madeline  
Dreamboat Cellars  
Dreamboat Vineyards  
Dreamboat Winery  
Drylands Wines  
Duetto  
Estancia  
Estancia Estates  
Estancia Vineyards  
Estancia Vineyards & Estates  
Estancia Winery  
Franciscan  
Franciscan Estate  
Franciscan Estate Selections  
Franciscan Estate Selections, Ltd.  
Franciscan Estate Wine Merchants  
Franciscan Oakville Estate

Franciscan Vineyards  
Franciscan Vineyards, Inc.  
Franciscan Winery  
Friars' Table  
FV Reserve  
Goldfields  
Greenbrier Vineyards  
Groth Vineyards  
Hayman & Hill Wines  
HRM Rex-Goliath Vineyards  
HRM Rex-Goliath Winery  
HRM Rex-Goliath! Wines  
Icon Estates  
J. Emerson  
Kim Crawford Wines  
Mathis Wine  
Meiomi Wines  
Michael's  
Moltepulciano  
Monte Verde  
Mt. Veeder Winegrowers  
Mt. Veeder Winery  
Nap Val Winery  
Nobilo Wines  
No Wimpy Importers  
Oakmont Vineyards  
Oakville Estate  
Paso Creek  
Peter Mathis Wines  
Pickle Canyon Vineyards  
Pina Wine Cellars  
Pinnacles Estate  
Pinnacles Vineyard  
Pinnacles Winery  
Press-Oak Cellars  
Press-Oak Vineyards  
Press-Oak Winery  
Ravenswood  
Ravenswood Winery  
Redwood Coast Winery  
Redwood Creek Vineyards  
Rio Vaca Vineyard

Rio Vaca Vineyards  
 River Glen Vineyards  
 Robert Mondavi  
 Round Hill Vineyards  
 Ruffino Import Company  
 Ruffino Imports  
 Silver Oak Cellars  
 Simi Winery  
 Simi Winescapes  
 Smothers Brothers Wines  
 Spring Creek Vineyards  
 Stonewall Canyon  
 Stonewall Canyon Cellars  
 Stonewall Canyon Creek  
 Stonewall Canyon Vineyards  
 Stonewall Canyon Winery  
 Tantalus  
 The Prisoner Wine Company  
 Toasted Head Winery  
 Tree Press Cellar  
 Turtle Cellars  
 Vaca Rio Olivos Vineyards  
 Villa Caporicci  
 Vina Caliterra  
 Vineone  
 Vino Bambino  
 Vintage Ink  
 Wild Cat Cellars  
 William Scheffler Estates  
 Willow Creek Cellars  
 Winescapes

Funky Buddha Brewery LLC

Florida

Tradename:

Funky Buddah Brewery

Greenstar Canada Investment Corporation  
 Greenstar Canada Investment Limited Partnership  
 High West Distillery, LLC  
 High West Holdings, LLC  
 High West Properties, LLC  
 High West Saloon, LLC  
 Home Brew Mart, Inc.

British Columbia  
 British Columbia  
 Utah  
 Delaware  
 Utah  
 Utah  
 California

Tradenames:

Ballast Point	
Funky Buddha Brewery	
Industria Vidriera de Coahuila, S. de R.L. de C.V. <sup>3</sup>	Mexico
Kikowhero Partnership <sup>1</sup>	New Zealand
Kim Crawford Wines Limited	New Zealand
Manor Park Cellars Limited	England and Wales
MXL H2O, S. de R.L. de C.V.	Mexico
National Liquor Distributors Limited	New Zealand
Nelson's Green Brier Distillery, LLC <sup>1</sup>	Delaware
Tradenames:	
Belle Meade Distillery	
Green Brier Distillery Co	
Marathon Distilling Company	
Marathon Whiskey Company	
Music City Whiskey	
Nelson's Distillery Co.	
Nelson's Green Brier	
Robertson County Distilling Company	
Robertson County Whiskey Company	
Tennessee Whiskey Company	
Whiskey 615	
Nobilo Holdings	New Zealand
Nobilo Vintners Limited	New Zealand
Nobilo Wines Limited	New Zealand
Opus One Winery LLC <sup>1</sup>	Delaware
Real McCoy Spirits, Corp. <sup>1</sup>	Delaware
RMD Acquisition Corp.	Delaware
Robert Mondavi Europe GmbH	Germany
Robert Mondavi Investments	California
Ruffino S.r.l.	Italy
Tradenames:	
I.L. Ruffino 1877 Srl	
Chianti Ruffino Srl	
Toscovini Srl	
Schenley Holdings S.à r.l.	Luxembourg
Schrader Cellars, LLC	California
Tradename:	
Schrader Cellars	
Selaks Wines Limited	New Zealand
Servicios Modelo de Coahuila, S. de R.L. de C.V.	Mexico
Springfield Partnership <sup>1</sup>	New Zealand
Stanton South LLC <sup>1</sup>	Illinois

Tradenname:	
Crafthouse Cocktails	
STZ Lucky Stars LLC	Delaware
Tenute Ruffino S.r.l. Società Agricola	Italy
Tradenames:	
Ruffino Estates Srl	
Tenimenti Ruffino Srl	
Tenute Ruffino S.r.l.	
Tenute Agricole Ruffino S.r.l.	
The Bardstown Bourbon Company, LLC <sup>1</sup>	Kentucky
The Hogue Cellars, Ltd.	Washington
Tradenames:	
3 Blind Moose Cellars	
Big O Wine Company	
Buffalo Ridge Wine Cellars	
Charles Smith Wines	
Constellation Brands	
Genesis	
Hayman & Hill Wines	
Hogue	
Hogue Cellars	
Hogue Cellars, Ltd.	
Horse Heaven Hills Wine	
Latitudes Wine Company	
Millennium	
Olympic Cellars	
Pacific Rim Winemakers	
Paul Thomas	
Peninsula	
Pepper Bridge	
Pepper Bridge Vineyard	
Pontin Del Roza	
Redwood Grove	
Roza Estates Winery	
Rusty Cage Wines	
Salmon Harbor	
Salmon Harbor Wine Cellars	
Sawtooth Winery	
Silver Falls	
Spoken Barrell	
Sunridge Winery	
The Magnificent Wine Company	

Thomy Rose	
Thomy Rose Wines	
Thurston Wolfe Cellars	
Washington Vineyards	
Watchdog Rock Cellars	
The Robert Mondavi Company II LLC	Delaware
The Robert Mondavi Corporation	California
Valleyfield Vineyard Partnership <sup>1</sup>	New Zealand
Vidriera Holdings S.à r.l. <sup>3</sup>	Luxembourg
Vincor Finance, LLC	Delaware
Wicer, LLC <sup>1</sup>	Delaware

In addition to the tradenames listed above, which are used by subsidiaries of the registrant, the registrant uses the following tradenames:

- Alice White
- Arbor Mist
- Arbor Mist Winery
- Aurora Valley Vineyards
- Batavia Wine Cellars
- Bisceglia Brothers Wine Co.
- Black Box Distillers
- Black Box Wines
- Black Velvet Import Co.
- Bramble & Vine Cellars
- Bristol Hills Wine Company
- Canandaigua Champagne Cellars
- Canandaigua Industries Co.
- Canandaigua Wine Company
- Carolina Wine Co.
- Casa Noble Imports
- Casata Vineyards
- Caves du Domaine
- CBI, Inc.
- CDB Travel
- Charles Jacquin Vineyards Co.
- Chateau Donay Wine Cellars
- Chateau Luzerne Vintners Co.
- Chateau Martin Company
- Chelsea Wine Company
- Cisco Wine Company
- Cisco Wine Co.
- Classic Marketing Co.
- Constellation Imports

Constellation Spirits  
Constellation Spirits and Specialty Wines  
Constellation Wines U.S.  
Cook's Champagne Cellars  
Cook's Sparkling Wine Cellars  
Cribari & Sons  
Cribari Cellars  
Cribari Champagne Cellars  
Cribari Winery  
Crystal Wine Cellars  
Dixie Wine Company  
DNA ENTERPRISES  
Dunnewood Vineyards & Winery  
Eastern Wine Company  
F. Heinrich Wine Cellars  
Finger Lakes Wine Company  
Gay Page Wine Cellars  
Global Wine Co.  
Gold Seal Vineyards  
Gold Vine Winery  
Golden Age Wine Cellars  
Great Western Winery  
Guild Wineries & Distilleries  
Hammondsport Wine Company  
HRM Rex-Goliath Vineyards  
HRM Rex-Goliath Winery  
Italian Swiss Colony  
J. Roget Champagne Cellars  
John MacNaughton Co.  
K.C. Arey & Co.  
King Solomon Wine Co.  
Kings Wine Co.  
La Domaine  
La Petite Wine Cellars  
Lake Island Champagne Cellars  
Manischewitz Wine Company  
Marcus James Winery  
Margo Vintners  
Marvino Wine Company  
Masada Wine Company  
McMaster Import Co.  
Medallion Wine Imports

Melody Hill Vintners  
Monarch Wine Co.  
Monarch Wine Imports  
Monte Carlo Champagne Cellars  
Moselweinhaus Import Company  
Mother Vineyard Wine Co.  
Moulin Rouge Champagne Cellars  
M-R Champagne Co.  
New York State Wine Company  
Old Rabbinical Bottling Co.  
Paul Garrett  
Paul Masson  
Paul Masson Winery  
Pol D'Argent Import Company  
Premium Champagne Company  
Real McCoy Spirits  
Red Guitar Winery  
Reserve Du Domaine Vineyard  
Richards Champagne Cellars  
Richards Fils Et Cie Wineries  
Richards Wine Company  
Rosatello Wines  
Sangria Más Wines  
Satin Rose Wine Co.  
Schenley Distributors  
Sky Rocket Wines  
Skyrocket Wines  
Southland Wine Co.  
Spirits Marque One  
Sun Country Cellars  
Taylor California Cellars  
Taylor Country Cellars  
Taylor Wine Cellars  
Taylor Wine Company  
The California Cellars of Chase-Limogere  
The Great Western Winery  
The Taylor Wine Company  
The Taylor Wine Company, Inc.  
Tiger Wine Co.  
Trance Winery  
Upper Bay Wine Cellars  
Vendage Wine Cellars

Vine Valley Winery  
Vineyard to Wine Cellars  
Virginia Dare Wine Company  
Wheeler Wine Cellars  
Wild Irish Rose Wine Company  
Wilen Brothers Co.  
Wilen Wine Co.  
Winedale Vineyards  
Woodbridge Winery

Notes: The names of certain subsidiaries are omitted from the above schedule because such subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

The tradenames referenced in the above schedule may or may not be names registered with a governmental authority.

---

<sup>1</sup> Less than wholly-owned entity; financial results of this entity are not consolidated with those of the registrant.

<sup>2</sup> Less than wholly-owned entity; financial results of this entity are consolidated with those of the registrant.

<sup>3</sup> Entity is wholly-owned by an entity which is less than wholly-owned by the registrant but the financial results of this entity's parent or parents, as applicable, are consolidated with those of the registrant.

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Constellation Brands, Inc.:

We consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-217584) and Form S-8 (Nos. 33-26694, 33-56557, 333-88391, 333-132061, 333-146849, 333-149206, and 333-161155) of Constellation Brands, Inc. of our reports dated April 23, 2018, with respect to the consolidated balance sheets of Constellation Brands, Inc. and subsidiaries as of February 28, 2018 and 2017, and the related consolidated statements of comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended February 28, 2018, and the related notes (collectively, the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of February 28, 2018, which reports appear in the February 28, 2018 annual report on Form 10-K of Constellation Brands, Inc.

/s/ KPMG LLP

Rochester, New York  
April 23, 2018

**RULE 13a-14(a)/15d-14(a) CERTIFICATION  
OF CHIEF EXECUTIVE OFFICER**

**Constellation Brands, Inc.  
Form 10-K for Fiscal Year Ended February 28, 2018**

I, Robert Sands, certify that:

1. I have reviewed this report on Form 10-K of Constellation Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 23, 2018

/s/ Robert Sands

Robert Sands

Chief Executive Officer

**RULE 13a-14(a)/15d-14(a) CERTIFICATION  
OF CHIEF FINANCIAL OFFICER**

**Constellation Brands, Inc.  
Form 10-K for Fiscal Year Ended February 28, 2018**

I, David Klein, certify that:

1. I have reviewed this report on Form 10-K of Constellation Brands, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 23, 2018

/s/ David Klein

David Klein

Executive Vice President and

Chief Financial Officer

**SECTION 1350 CERTIFICATION  
OF CHIEF EXECUTIVE OFFICER**

**Constellation Brands, Inc.  
Form 10-K for Fiscal Year Ended February 28, 2018**

In connection with the Constellation Brands, Inc. Annual Report on Form 10-K for the Fiscal Year Ended February 28, 2018, I, Robert Sands, certify pursuant to 18 U.S.C. Section 1350 that, to the best of my knowledge:

1. The Annual report on Form 10-K for the Fiscal Year Ended February 28, 2018 of Constellation Brands, Inc. fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the periodic report on Form 10-K for the Fiscal Year Ended February 28, 2018 of Constellation Brands, Inc. fairly presents, in all material respects, the financial condition and results of operations of Constellation Brands, Inc.

Dated: April 23, 2018

/s/ Robert Sands

---

Robert Sands,  
Chief Executive Officer

**SECTION 1350 CERTIFICATION  
OF CHIEF FINANCIAL OFFICER**

**Constellation Brands, Inc.  
Form 10-K for Fiscal Year Ended February 28, 2018**

In connection with the Constellation Brands, Inc. Annual Report on Form 10-K for the Fiscal Year Ended February 28, 2018, I, David Klein, certify pursuant to 18 U.S.C. Section 1350 that, to the best of my knowledge:

1. The Annual report on Form 10-K for the Fiscal Year Ended February 28, 2018 of Constellation Brands, Inc. fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
2. The information contained in the periodic report on Form 10-K for the Fiscal Year Ended February 28, 2018 of Constellation Brands, Inc. fairly presents, in all material respects, the financial condition and results of operations of Constellation Brands, Inc.

Dated: April 23, 2018

/s/ David Klein

---

David Klein,  
Executive Vice President and  
Chief Financial Officer

