E24616/40

In accordance with Section 853A of the Companies Act 2006.

CS01
Confirmation statement

Companies House

WEDNESDAY

SA0GX3LU
SCT 17/03/2021 #49
COMPANIES HOUSE

Go online to file this information
www.gov.uk/companieshouse

A fee may be payable with
Please see 'How to pay' on th

www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to confirm that the company has filed up to date. You must file a confirmation statement at least once every year.

✗ **What this form is NOT for**
You cannot use this form to te of changes to the company officers, people with significant control (PSC), registered office address, or single alternative inspection address (SAIL) information.

Before you start

You can check your company details for free on our online service:

https://beta.companieshouse.gov.uk

Change to your company information
If you need to make any changes to:
- **Part 1** Principal business activities or standard industrial classification (SIC)
- **Part 2** Statement of capital
- **Part 3** Trading status of shares and exemption from keeping a register of people with significant control (PSC)
- **Part 4** Shareholder information

Use the additional parts of this form to do this.

Other changes
If you need to make any changes to:
- registered office address
- single alternative inspection address (SAIL) and company records
- officer appointments
- information about people with significant control

You must do this separately before or at the same time as this confirmation statement.

1 Company details

Company number	S C 3 1 1 5 6 0
Company name in full	BREWDOG PLC

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Confirmation date

Please give the confirmation statement date. You must deliver this form within 14 days of this date. Please check your company records for the date of your confirmation period.

Confirmation date ● d 2 d 5 m 1 m 1 y 2 0 2 0

● **Check when your confirmation statement is due**
To check your confirmation statement date:
https//beta.companieshouse.gov.uk

You can make a statement at any time during the confirmation period. This will change your next confirmation date.

3 Confirmation statement

I confirm that all information required to be delivered by the company pursuant to section 853A(1)(a) of the Companies Act 2006 in relation to the confirmation period ending on the confirmation date above either has been delivered or is being delivered with this statement.

Signature

Signature
X X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Charity commission receiver and manager, CIC manager, Judicial factor.

● **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

● **Person authorised**
Under either section 270 or 274 of the Companies Act 2006.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name REBECCA PEARSON

Company name DLA PIPER UK LLP

Address PRINCES EXCHANGE

Post town LEEDS

County/Region WEST YORKSHIRE

Postcode L S 1 4 B Y

Country UK

DX

Telephone 0113 369 2049

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have checked the company information that we hold.
- ☐ You have shown any relevant changes made to your information on the additional parts to this form or filed the appropriate form before or at the same time as this confirmation statement.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee if appropriate.

How to pay

You must include a £40 fee with the first Confirmation Statement you file each year. Further Confirmation Statements made in the same year don't require a fee.

Make cheques or postal orders payable to 'Companies House.'

Important information

All information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

In accordance with Section 853D of the Companies Act 2006.

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Part 2 Statement of capital change

Complete this part in full if there has been any change to your share capital or prescribed particulars since the last statement of capital was delivered.

✓ **This part must be sent at the same time as your confirmation statement.**

You must complete both sections B1 and B2.

✗ Not required for companies without share capital.

For further information, please refer to our guidance at www.gov.uk/companieshouse

B1 Share capital

Complete the table(s) below to show the issued share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages
Use a statement of capital continuation page if necessary.

Currency Complete a separate table for each currency	**Class of shares** E.g. Ordinary/Preference etc.	**Number of shares**	**Aggregate nominal value** (£, €, $, etc) Number of shares issued multiplied by nominal value	**Total aggregate amount unpaid, if any** (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
GBP	A ORDINARY	43,790,943	43,790.943	
GBP	B ORDINARY	13,678,130	13,678.130	
GBP	PREFERRED C	16,160,849	16,160.849	
	Totals	73,629,922	73,629.922	0
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)	73,629,922	73,629.922	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

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Confirmation statement

B2 Prescribed particulars

Please give the prescribed particulars of rights attached to each class of share shown in the 'share capital' tables in Section B1.

Class of share	A ORDINARY
Prescribed particulars	The 'A' ORDINARY SHARES ARE ENTITLED TO RECEIVE DIVIDENDS (AND SHALL RANK EQUALLY WITH THE 'B' ORDINARY SHARES). WITH REGARD TO THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF THE ASSETS OF THE COMPANY (INCLUDING ON WINDING UP) THE 'A' ORDINARY SHARES SHALL RANK EQUALLY WITH THE 'B' ORDINARY SHARES. AT A GENERAL MEETING, THE HOLDER OF 'A' ORDINARY SHARES HAS ONE VOTE FOR EACH SHARE HELD BY HIM.
Class of share	B ORDINARY
Prescribed particulars	THE 'B' ORDINARY SHARES ARE ENTITLED TO RECEIVE DIVIDENDS (AND SHALL RANK EQUALLY WITH THE 'A' ORDINARY SHARES). WITH REGARD TO THE RIGHT TO PARTICIPATE IN A DISTRIBUTION OF THE ASSETS OF THE COMPANY (INCLUDING ON WINDING UP) THE 'B' ORDINARY SHARES SHALL RANK EQUALLY WITH THE 'A' ORDINARY SHARES. AT A GENERAL MEETING, THE HOLDER OF 'B' ORDINARY SHARES HAS ONE VOTE FOR EACH SHARE HELD BY HIM.
Class of share	PREFERRED C
Prescribed particulars	SEE CONTINUATION PAGE...

Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Please use a prescribed particulars continuation page if necessary.

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B2 Prescribed particulars

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Section B1.

Class of share	PREFERRED C
Prescribed particulars ❶	THE PREFERRED 'C SHARES ARE ENTITLED TO RECEIVE DIVIDENDS (AND SHALL RANK EQUALLY WITH THE 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES). ON A RETURN OF THE ENTIRE CAPITAL OF THE COMPANY OR A WINDING UP (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES), THE SURPLUS ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE MEMBERS (THE "DISTRIBUTION AMOUNT") SHALL BE APPLIED AS FOLLOWS: 1. AN AMOUNT SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE PREFERRED 'C' ORDINARY SHARES WHICH SHALL BE THE GREATER OF: A) THE DEEMED ACQUIRED PRICE OF ALL PREFERRED 'C' ORDINARY SHARES TOGETHER WITH, IN RESPECT OF EACH PREFERRED 'C ORDINARY SHARES AN AMOUNT EQUAL TO 18 PER CENT OF THE DEEMED ACQUIRED PRICE PER YEAR (BASED ON A 365 DAY YEAR) ACCRUING DAILY AND COMPOUNDING ANNUALLY FROM THE DATE OF ISSUE UP TO AND INCLUDING THE DATE OF THE RETURN OF CAPITAL; AND B) SUCH AMOUNT OF THE DISTRIBUTION AMOUNT AS WOULD BE APPLIED TO THE HOLDERS OF THE PREFERRED 'C ORDINARY SHARES IF THEY RANKED PARI PASSU WITH 'A' ORDINARY SHARES AND 'B' ORDINARY SHARES; AND 2. ANY BALANCE OF THE DISTRIBUTION AMOUNT FOLLOWING THE APPLICATION OF THE AMOUNT REFERRED TO IN (1) ABOVE SHALL BE APPLIED TO THE HOLDERS OF THE 'A' ORDINARY SHARES AND THE 'B1 ORDINARY SHARES (IN ACCORDANCE WITH THE TERMS OF THE ARTICLES OF ASSOCIATION), PROVIDED THAT IN THE INSTANCE THAT ARTICLE 6.2.1(A) APPLIES, THE WARRANT SHARES SHALL HAVE NIL VALUE FOR THE PURPOSES OF ARTICLE 6.2.2 ANY RETURN ON PREFERRED 'C SHARES SHALL BE MADE AMONGST THEIR HOLDERS PRO RATA AS NEARLY AS POSSIBLE TO THEIR RESPECTIVE HOLDINGS OF SHARES OF THAT CLASS. AT A GENERAL MEETING, THE HOLDER OF LCI ORDINARY SHARES HAS ONE VOTE (ON A SHOW OF HANDS) AND ONE VOTE FOR EACH SHARE HELD BY HIM (ON A POLL).

❶ **Prescribed particulars of rights attached to shares**

The particulars are:
a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

In accordance with Section 853F, 853G of the Companies Act 2006.

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Part 4 Shareholder information change

Only use this Part to tell us of a change to shareholder information since the company last delivered this information.

✓ **If completed this Part must be sent at the same time as your confirmation statement.**

✗ **Not required for companies without share capital or DTR5 companies.**

For further information, please refer to our guidance at www.gov.uk/companieshouse

D1 Shareholder information for a non-traded company ●

How is the list of shareholders enclosed. Please tick the appropriate box below:

☐ The list of shareholders is enclosed on paper.

☐ The list of shareholders is enclosed in another format.

Show any information that has changed for each person.

Please list the company shareholders in alphabetical order. Joint shareholders should be listed consecutively.

● Further shareholders Please use a Shareholder information (for a non-traded company) continuation page if necessary.

		Shares held at confirmation date	Shares transferred (if appropriate)	
Shareholder's Name (Address not required)	Class of share	Number of shares	Number of shares	Date of registration of transfer
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

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D2 Shareholder information for certain traded companies (not DTR5)

Give details of any change to the information (since you last gave it) about people who held at least 5% of the issued shares of any class at the end of the confirmation period.

Please list the shareholders in alphabetical order. Joint shareholders should be listed consecutively.

Further shareholders
Please use a 'Shareholder information – certain traded companies (not a DTR5 company)' continuation page if necessary.

		Shares held at confirmation date	
Shareholder's name	Shareholder's address	Class of share	Number of shares

BREWDOG PLC
SHAREHOLDING SUMMARY - 25 NOVEMBER 2020

Ordinary A Shares	**# of Shares**
James Watt	18,004,237
Marvin Dickie	15,744,233
Griffin Group LLC	3,322,039
Digby Holdings LLC	2,664,940
Philip Bowman	750,000
Neil Simpson	597,736
Kelso Ventures LLC	500,000
Andrew Paul	500,000
Simon Dickie	500,000
David McDowall	45,450
Allison Green	45,450
Martin Dempster	40,000
James Brown	5,000
Nikola Marjanovic	15,200
TSG7 A AIV (Cayman) L.P.	796,674
TSG7 A Lassies and Laddies (Cayman), L.P.	94,709
Restarang Sorbonne Bromma AB	68,211
Beers & Snouts AB	16,000
Westerby Trustees and Stuart Lucas (as trustees of WPP-SJ Lucas)	14.285
Westerby Trustees and Barry Nix (as trustees of WPP-BN Nix)	14,285
Westerby Trustees and Martin Bates (as trustees of WPP-MB Bates)	7,142
Westerby Trustees and Mark Nicholas (as trustees of WPP-MN Atmore)	7,142
Jon Moynihan	7,142
David Bruce	3,571
Westerby Trustees and Kieron Traynor (as trustees of WPP-K Traynor)	5,714
Stuart Lucas	11,427
Matthew Wilson	1,429
Kim Lucas	7,142
Asset Match Limited	1,785
Total Ordinary A Shares	43,790,943

Ordinary B Shares	
Details on enclosed CD	13,678,130

Preferred C Shares

TSG7A AIV II (Cayman) L.P.	14,443,759
TSG7 A Lassies and Laddies (Cayman) L.P.	1,717,090
	16,160,849
	73,629,922

FORM ML8 (03/07)
CDROM

A

BULK LIST OF SHAREHOLDERS OR MEMBERS FOR

COMPANY NUMBER : SC311560
COMPANY NAME : BREWDOG PLC

A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON THIS CONFIRMATION STATEMEMT. THE LIST WILL BE AVAILABLE TO REQUEST ON CD ROM APPROXIMATELY 10 DAYS FROM 17/03/2021. TO ORDER A COPY OF THE BULK LIST ON CD ROM CALL THE NUMBER BELOW:

PLEASE PHONE 0303 1234 500