In accordance with Section 555 of the Companies Act 2006.

SH01

Return of allotment of shares

Companies House

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

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation.

✗ **What this form is NOT for**
You cannot use this form to give notice of shares taken by subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

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A14 27/07/2018 #275
COMPANIES HOUSE

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.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

From Date	d 0 d 5	m 0 m 1	y 2 y 0 y 1 y 8
To Date	d d	m m	y y y y

❶ **Allotment date**
If all shares were allotted on the same day enter that date in the 'from date' box. If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling.

Currency ❷	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	B ORDINARY	36134	0.001	23.75	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if necessary.

Details of non-cash consideration.

If a PLC, please attach valuation report (if appropriate)

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4 Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

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

Please 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	43625668	43,625.668	
GBP	B ORDINARY	12111876	12,111.876	
GBP	PREFERRED C	16160849	16,160.849	
	Totals	71898393	71,898.393	0.00
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)	71898393	£71,898.393	0.00

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

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

Class of share	A ORDINARY
Prescribed particulars ❶	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 the "A" Ordinary Shares has one vote for each share held by him.
Class of share	B ORDINARY
Prescribed particulars ❶	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 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 as follows: ...cont

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.

Continuation page
Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature
X
X

This form may be signed by:
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

❷ 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.

❸ 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: Ref: EFPV-4
Company name: DLA Piper UK LLP

Address: Princes Exchange
Princes Sqaure

Post town: Leeds
County/Region: West Yorkshire
Postcode: L S 1 4 B Y
Country:
DX: 12012 LEEDS
Telephone: 08700 111 111

Checklist

We may return the 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 shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

Important information

Please note that 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

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SH01 - continuation page
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5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	PREFERRED C SHARES
Prescribed particulars	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 "B" 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 "C" Ordinary Shares has one vote (on a show of hands) and one vote for each share held by him (on a poll)).