

Company No SC311560

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of
BREWDOG PLC
("Company")

THURSDAY



PASSED AT THE ANNUAL GENERAL MEETING ON 15 JUNE 2021

At the annual general meeting of the Company duly convened and held on 15 June 2021 at Brewdog, Balmacassie Commercial Park, Ellon, Aberdeenshire, Scotland, AB41 8BX the following resolutions were duly passed as indicated below:

1. Ordinary resolution - Authority to allot new B Ordinary Shares

THAT in accordance with section 551 of the Companies Act 2006 ("Act") and in addition to any existing authorities, the directors be generally and unconditionally authorised to allot and issue up to 2,000,000 new B Ordinary Shares, having the rights set out in the New Articles, at an issue price per share to be determined by the directors (subject to being no less than the price of the Company's last public offer of B Ordinary Shares), by one allotment and issue or by multiple allotments and issues at any time or times as the directors may determine, provided that this authority will expire on 15 June 2022 unless revoked, varied or extended by the Company in a general meeting and that (pursuant to Section 551(7) of the Act) the Company may before such expiry make offers or agreements which would or might require such shares to be allotted or rights to be granted after such expiry and notwithstanding such expiry the directors may allot shares or grant rights in pursuance of such offers or agreements.

2. Special resolution - Disapplication of pre-emption rights in respect of the allotment of new B Ordinary Shares

THAT subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors be generally empowered to allot 2,000,000 new B Ordinary Shares pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act and any pre-emption provisions in the New Articles did not apply to any such allotment. The power granted by this resolution will expire on 15 June 2022 (and shall be in addition rather than replacement of any existing powers) unless previously revoked, varied or extended by the Company in a general meeting and that (pursuant to Section 551(7) of the 2006 Act) the Company may before such expiry make offers or agreements which would or might require such shares to be allotted or rights to be granted after such expiry and notwithstanding such expiry the directors may allot shares or grant rights in pursuance of such offers or agreements.

3. Ordinary resolution – General authority to allot securities

THAT for the purposes of the authority conferred by article 7.2 of the New Articles, the prescribed period shall be from the date of the passing of this resolution until 15 June 2022 or, if earlier, the expiry of the next annual general meeting of the Company and the Section 551 Amount (as defined in the New Articles) for the purposes of article 7.2 of the New Articles shall be £2,500 in nominal value constituting 2,500,000 A Ordinary Shares or B Ordinary Shares. The general authority shall be additional to all existing authorities including that granted pursuant to resolution 1.

4. Special resolution – General disapplication of pre-emption rights

THAT for the purposes of the power conferred by article 7.3.2 of the New Articles, the prescribed period shall be from the date of the passing of this resolution until 15 June 2022 or, if earlier, the expiry of the next annual general meeting of the Company and the Section 561 Amount (as defined in the New Articles) for the purposes of article 7.3.2 of the New Articles shall be £2,500 in nominal value constituting 2,500,000 A Ordinary Shares or B Ordinary Shares. This power shall be additional to all existing power including that granted pursuant to resolution 2.

5. Ordinary resolution – Annual accounts

To receive the Company's annual accounts and auditors' reports for the year ended 31 December 2020.

6. Ordinary resolution – Re-appointment of director

To reappoint James Bruce Watt as a director of the Company.

7. Ordinary resolution – Re-appointment of director

To reappoint Alan Martin Dickie as a director of the Company.

8. Ordinary resolution – Re-appointment of director

To reappoint Charles Keith Greggor as a director of the Company.

9. Ordinary resolution – Re-appointment of director

To reappoint Frances Blythe Jack as a director of the Company.

10. Ordinary resolution – Re-appointment of director

To reappoint David McDowall as a director of the Company.

11. Ordinary resolution – Re-appointment of director

To reappoint James Lewis O'Hara as a director of the Company.

12. Ordinary resolution – Re-appointment of director

To reappoint Neil Allan Simpson as a director of the Company.

13. Ordinary resolution – Re-appointment of director

To reappoint Niall John McCallum as a director of the Company.


Neil Simpson, Director