



2686985

*Born of six generations
brewing in Masham*

THE BLACK SHEEP BREWERY PLC

**MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING, HELD AT
MASHAM TOWN HALL ON THURSDAY 2ND OCTOBER 2008 AT 2.30PM.**

The Chairman welcomed the Shareholders to the meeting and introduced the top table
The Chairman asked Neil Harding to say a few words about share transactions
The Chairman then asked PFT to give his customary AGM speech
The Chairman then invited questions

The following motions were then proposed from the top table, seconded from the floor and approved unanimously by the shareholders

- 1 To receive the report of the Directors and the audited accounts for the year ended 31st March 2008
- 2 To re-elect Paul Ambler who retires by rotation in accordance with the Articles of Association and who is eligible for re-appointment
- 3 To re-appoint RSM Bentley Jennison as auditors and to authorise the Directors to determine their remuneration
- 4 To approve and declare the payment of a dividend of 10 5 pence per ordinary share, to the members whose names were entered in the register of members, as at close of business on 31st July 2008 This dividend will be paid within six weeks of the passing of this resolution
- 5 To approve the following Special Resolution That,
The authorised share capital of the Company be increased from 2,250,000 Ordinary Shares of £1 each, to 2,750,000 Ordinary Shares of £1 each, by the creation of 500,000 Ordinary Shares of £1 each, such new Shares having the rights and being subject to the obligations as set out in the Articles of Association of the Company, For the purposes of Section 80 of the Companies Act 1985 the Directors be and hereby generally and unconditionally empowered to allot up to 500,000 Ordinary Shares of £1 00 each in the capital of the Company,
To the extent the Directors are empowered to allot shares in the Company by paragraph (ii) of this Resolution they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot or agree to allot shares comprised in the authorised share capital of the Company and the provisions of Sections 89 and 90 of the Companies Act 1985 shall not apply to any such allotment or agreement to allot, and The powers conferred on Directors by paragraph (ii) and (iii) of this Resolution shall expire five years after the date of the passing of this Resolution

It should be noted that, apart from any Shares that may be allotted from time to time under the Black Sheep Brewery Inland Revenue Approved Savings Related Share Option Scheme, the Directors have no present intention to allot Shares of the Company pursuant to this authority

The meeting then closed

S.J. Constable
S.J. CONSTABLE
FINANCE DIRECTOR 2

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Registered in England No 2686985 Directors A J Robinson (Chairman), P F Theakston (Managing), P M Ambler (Head Brewer),
S J Constable (Finance), J D Lindop, J A Theakston

COMPANY SECRETARY