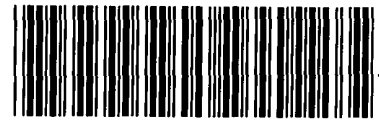




SH01

Return of allotment of shares

FRIDAY



A8AHUAVS

A14

26/07/2019

#380

COMPANIES HOUSE

WE HEREBY CERTIFY
OF THE ORIGINALDATE 25/07/2019
SIGNED DLA PIPER UK LLP
DLA PIPER UK LLPGo 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.

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

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

From Date

d	1	d	3	m	0	m	5	y	2	y	0	y	1	y	9
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

To Date

d		d		m		m		y		y		y		y	
---	--	---	--	---	--	---	--	---	--	---	--	---	--	---	--

1 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.)

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

Currency 2	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
	A ORDINARY	62,852	0.001	1.10	0
	A ORDINARY	18,212	0.001	1.00	0

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)

SH01

Return of allotment of shares

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	43,790,943	43,790.943	
GBP	B ORDINARY	12,901,173	12,901.173	
GBP	PREFERRED C	16,160,849	16,160.849	
Totals		72,852,965	72,852.965	0

Currency table B				
Totals				

Currency table C				
Totals				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
72,852,965	72,852.965	0

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

SH01

Return of allotment of shares

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.

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.

Class of share

A ORDINARY

Prescribed particulars

①

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

①

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

①

SEE CONTINUATION PAGE

6

Signature

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	PREFERRED C	
Prescribed particulars	<p>THE PREFERRED 'C' SHARES ARE ENTITLED TO RECEIVE DIVIDENDS (AND SHALL RANK EQUALLY WITH THE RA' 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 '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 LCI ORDINARY SHARES HAS ONE VOTE (ON A SHOW OF HANDS) AND ONE VOTE FOR EACH SHARE HELD BY HIM (ON A POLL).</p>	

SH01

Return of allotment of shares

**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, 2 Princes Square									
Post town	Leeds									
County/Region	West Yorkshire									
Postcode		L	S	1	4	B	Y			
Country	UK									
DX										
Telephone	+441133692049									

**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