

Bulk.

022667/40

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

CS01

Confirmation statement



Companies House



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

A fee may be payable
Please see 'How to pay'



S7Y6JVGG
SPE 29/01/2019 #65
COMPANIES HOUSE
A/WYØ148
A13 11/01/2019 #110
COMPANIES HOUSE

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 confirm changes to the company details, people with significant control (PSC), registered office 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	<input checked="" type="checkbox"/>
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 c 2 d 5 m 1 m 1 y 2 y 0 y 1 y 8

ⓘ **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 

This form may be signed by:
Director , Secretary, Person authorised , 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.

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.

Not required for companies without share capital.

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

You must complete both sections B1 and B2.

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	43625668	43625.668	
	B ORDINARY	12901173 ✓	12901.173	
	PREFERRED C	16160849	16160.849	
Totals		72687690	72687.690	0

Currency table B				
Currency	Class of shares	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
Totals				

Currency table C				
Currency	Class of shares	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
Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❷
	72687690	72687.690	0

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

CS01- additional information page
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.

CS01- continuation page
Confirmation statement

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

THE PREFERRED 'C SHARES ARE ENTITLED TO RECEIVE DIVIDENDS (AND SHALL RANK EQUALLY WITH THE 'A' ORDINARY SHARES AND 'B1 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 1 C1 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).

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.

CS01- additional information page Confirmation statement

Part 3

Trading status of shares and exemption from keeping a register of people with significant control (PSC)

Use this Part to tell us of the trading status of shares and information about exemption from keeping a PSC register (if this is the first time you're giving this information or if any of this information has changed since you last gave it).

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

Do not send if none of this information has changed.

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

C1

Company's shares admitted to trading on a market

Were any shares admitted to trading on a market during the confirmation period? Please tick the appropriate box below:

- No go to Part 4 section D1 'Non traded shareholders' ✓
 Yes go to Section C2 'DTR5'

A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognised investment exchanges and regulated markets can be found at: www.fsa.gov.uk/register/exchanges.

C2

Exemption from providing shareholder information (DTR5)

Throughout the confirmation period, was the company a traded company and an issuer to which DTR5 applies? Please tick the appropriate box below:

- Yes go to Section C3
 No go to Section C3

Please review and complete this section if you have answered 'Yes' to section C1 'Company's shares admitted to trading on a market'.

DTR5

DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Conduct Authority.

C3

Exemption from keeping a people with significant control (PSC) register

Is the company exempt or has it ever been exempt from keeping a PSC register:

- Yes continue (Tick only one box).
→ No go to Part 4 section D2 'Shareholder information for certain traded companies'.

Please tick the appropriate statement:

- The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in the United Kingdom.
 The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a regulated market in an EEA State other than the United Kingdom.
 The company is exempt from the requirement to obtain information and keep a register of its PSC because the company has voting shares admitted to trading on a market listed in Schedule 1 of the Register of People with Significant Control Regulations 2016.
 The exemption from keeping a PSC register (Part 21A) no longer applies.

Exemption from keeping a PSC register
In accordance with Part 21A of the Companies Act 2006.

Exemption from keeping a PSC register no longer applies.
If you need to provide PSC Information complete and return the appropriate forms.

CS01- additional information page
Confirmation statement

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.

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

Show any information that has changed for each person.

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

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

CS01- additional information page
Confirmation statement

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.

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

BREWDOG PLC
SHAREHOLDING SUMMARY - 25 NOVEMBER 2018

Ordinary A Shares	# of Shares
James Watt	18,004,237
Martin 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
Nikola Marojanovic	15,200
James Brown	5,000
TSG7A AIV II (Cayman), L.P.	796,674
TSG7 A Lassies and Laddies (Cayman) LP	94,709
Total Ordinary A Shares	43,625,668 ✓
Ordinary B Shares	
Details on enclosed CD	12,733,416
BrewDog Plc Treasury	157,673
BrewDog Plc Non-treasury	10,084
	<u>12,901,173</u>
Preferred C Shares	
TSG7A AIV II (Cayman), L.P.	14,443,759
TSG7 A Lassies and Laddies (Cayman) LP	1,717,090
	<u>16,160,849</u>
	<u>72,687,690</u>

CS01

Confirmation statement

 **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

Company name **DLA PIPER UK LLP**

Address **PRINCES EXCHANGE**

Post town **LEEDS**

County/Region

Postcode **L S 1 4 B Y**

Country

DX


Telephone

 **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

**FORM ML8 (03/07)
CDROM**

A

**BULK LIST OF SHAREHOLDERS OR MEMBERS FOR
COMPANY NUMBER – SC311560**

**A BULK LIST OF SHAREHOLDERS OR MEMBERS FOR THIS
COMPANY HAS BEEN LODGED BUT DOES NOT APPEAR ON
THIS CONFIRMATION STATEMENT. THE LIST WILL BE
AVAILABLE TO REQUEST ON CDROM APPROXIMATELY 10
DAYS FROM 04/02/19. TO ORDER A COPY OF THE BULK
LIST ON CDROM CALL THE NUMBERS BELOW:**

**COMPANIES HOUSE DIRECT CUSTOMERS PLEASE PHONE
08457 573991**

WEB CUSTOMERS PLEASE PHONE 0303 1234 500