

Company Number: 32762
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
OF
YOUNG & CO.'S BREWERY, P.L.C.
(the "Company")
Passed on 5 July 2022

THURSDAY



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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at the Civic Suite in Wandsworth Town Hall, Wandsworth High Street, London SW18 2PU on Tuesday 5 July 2022, the following resolutions were duly passed:

ORDINARY RESOLUTION - Directors' authority to allot shares

[...] that the directors be, and are hereby, generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to a nominal amount of £2,436,526 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such sum); and*
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £4,873,053 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:*
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and*
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,**and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,*

such authority to apply until the end of next year's annual general meeting (or, if earlier, until 11.59pm on 30 September 2023) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTION - Disapplication of pre-emption rights

[...] that the directors be, and are hereby, given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer*

of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of the above ordinary resolution, by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and*
- (ii) to holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,*

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of the above ordinary resolution and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £365,479,*

such power to apply until the end of next year's annual general meeting (or, if earlier, until 11.59pm on 30 September 2023) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

SPECIAL RESOLUTION - Authority to purchase own shares

[...] that the Company be, and is hereby, authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its shares of 12.5p each, provided that:

- (a) the maximum number of shares hereby authorised to be purchased (which may be all A shares, all Non-Voting shares or a mix) is 5,847,664;*
- (b) the minimum price, exclusive of expenses, which may be paid for a share is 12.5p; and*
- (c) the maximum price, exclusive of expenses, which may be paid for a share is the highest of:*
 - (i) an amount equal to 5% above the average of the middle market quotations for a share of that class as derived from the AIM appendix to the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that share is contracted to be purchased; and*
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time,*

such authority to apply until the end of next year's annual general meeting (or, if earlier, until 11.59pm on 30 September 2023) but during this period the Company may enter into a contract to purchase shares which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase shares pursuant to any such contract as if the authority had not ended.



Chris Taylor
Company Secretary