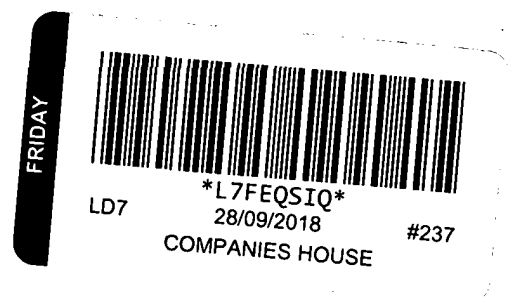

CAMDEN BREWING GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017



CAMDEN BREWING GROUP LIMITED

COMPANY INFORMATION

Directors	J Cuppaidge N Bartholomeeusen C Richardson A E Tolley (resigned 18 August 2017) I R L Hall (resigned 15 March 2018)
Company secretary	T Francis (appointed 1 October 2017) N L Walker (resigned 1 October 2017)
Registered number	09422924
Registered office	Porter Tun House 500 Capability Green Luton Bedfordshire LU1 3LS
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Senior Statutory Auditor 30 Finsbury Square London EC2A 1AG
Bankers	JP Morgan 25 Bank Street London E14 5JP

CAMDEN BREWING GROUP LIMITED

CONTENTS

	Page
Strategic Report	1 - 2
Directors' Report	3 - 4
Independent Auditor's Report	5 - 7
Statement of Comprehensive Income	8
Statement of Financial Position	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11 - 15

CAMDEN BREWING GROUP LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

Introduction

Camden Brewing Group (CBG) is the holding company for Camden Town Brewery, which was founded by Jasper Cuppidge with the vision to create one of the best lager breweries in the world. With the first beer being sold in 2010, Camden has gone on to win numerous brewing awards, including a gold at the 2018 World Beer Cup, and now supplies hundreds of top pubs and restaurants across the UK.

CBG also holds two pub businesses, Camden Daughter Ltd and Camden (Horseshoe) Ltd through its sub-holding company Camden Public Houses Ltd (CPH). In addition, there are also two taprooms operated by CTB at its Kentish Town brewery and Enfield brewery sites, both in London.

Business review

2017 marked another extremely successful year for Camden with rapid customer expansion and significantly increased brand investment. It also represented a year where Camden became a much more national brand with the launch of its first television commercial and the expansion of the Company's sales team into key cities outside of London.

In other major developments, Camden commissioned its new state of the art brewery in Enfield in May 2017. With an annual production capacity of 300,000 HL per year, the new brewery makes Camden self-sufficient for its beer production needs. This sets Camden up strongly for future growth and expansion, both in the UK as well as overseas.

Principal risks and uncertainties

With the commissioning for the Enfield brewery, CTB has now addressed a key business risk in terms of production supply.

Other potential risks posed by Brexit, including FX exposure and labour supply, have been assessed by CTB and are not expected to have a significant impact on the business.

Financial key performance indicators

CTB, being the main operating company held by CBG, continued to deliver strong top line results with Turnover growing +47% and Gross Profit +32% vs 2016.

Higher Cost of Sales experienced in 2017 (+47%) due to Camden's existing Belgian toll manufacturing supplier will be mitigated in coming years as a result of the new Enfield Brewery.

As part of Camden's growth strategy, Sales & Marketing investment over trebled during the year and there was significant investment in the Camden Beer Team to commission the new brewery and build the base for National Commercial growth. The Operating Loss incurred during the year is reflective of this increased investment.

Future developments

CGB's main operating company, Camden Town Brewery, remains focused on pursuing an ambitious growth strategy within the UK and overseas, driven by an unrelenting passion to refresh the premium lager market with our favourite beer, Camden Hells Lager.

In respect of its pub operations, there is an intention to dispose of one of CBG's existing operations, Camden Daughter Ltd. This pub business has already been put on the market and talks are progressing for its ultimate sale.

CAMDEN BREWING GROUP LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017**

This report was approved by the board on 28/9/18 and signed on its behalf.



J Cuppaidge
Director

CAMDEN BREWING GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Principal activity

The principal activity of the Company is that of a holding company.

Results and dividends

The loss for the year, after taxation, amounted to £104,321 (2016: loss £16).

There were no dividends paid in the year.

Directors

The directors who served during the year were:

J Cuppaidge
N Bartholomeeusen
C Richardson
A E Tolley (resigned 18 August 2017)
I R L Hall (resigned 15 March 2018)

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 101 'Reduced Disclosure Framework'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

CAMDEN BREWING GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017**

Disclosure of information to auditor

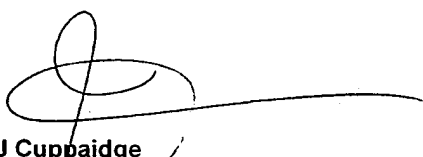
The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 28/9/18 and signed on its behalf.


J Cuppidge
Director



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAMDEN BREWING GROUP LIMITED

Opinion

We have audited the financial statements of Camden Brewing Group Limited (the 'company') for the year ended 31 December 2017, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Who we are reporting to

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAMDEN BREWING GROUP LIMITED
(CONTINUED)**

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAMDEN BREWING GROUP LIMITED
(CONTINUED)

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

Grant Thornton UK LLP

Gary Jones
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Senior Statutory Auditor, Chartered Accountants
London
Date: 28/9/18

CAMDEN BREWING GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017

	Note	2017 £	2016 £
Administrative expenses		(104,321)	(16)
Operating loss	4	(104,321)	(16)
Loss for the financial year		(104,321)	(16)

There was no other comprehensive income for 2017 (2016: £Nil).

The notes on pages 11 to 15 form part of these financial statements.

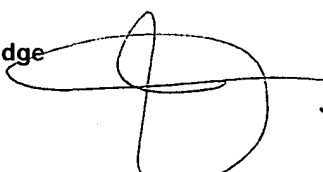
CAMDEN BREWING GROUP LIMITED
REGISTERED NUMBER: 09422924

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2017

	Note	2017 £	2016 £
Fixed assets			
Investments	5	9,400	9,400
		<u>9,400</u>	<u>9,400</u>
Current assets			
Debtors: amounts falling due within one year	6	1,726,495	1,887,023
Cash at bank and in hand	7	40,525	51,896
		<u>1,767,020</u>	<u>1,938,919</u>
Creditors: amounts falling due within one year	8	(17,594)	(85,172)
Net current assets		<u>1,749,426</u>	<u>1,853,747</u>
Total assets less current liabilities		<u>1,758,826</u>	<u>1,863,147</u>
Net assets		<u><u>1,758,826</u></u>	<u><u>1,863,147</u></u>
Capital and reserves			
Called up share capital	10	7,925	7,925
Share premium account	11	2,750,435	2,750,435
Profit and loss account	11	(999,534)	(895,213)
Shareholders' funds		<u><u>1,758,826</u></u>	<u><u>1,863,147</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

J Cuppaidge
 Director
 Date:

 28/9/18.

The notes on pages 11 to 15 form part of these financial statements.

CAMDEN BREWING GROUP LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2017	7,925	2,750,435	(895,213)	1,863,147
Comprehensive income for the year				
Loss for the year	-	-	(104,321)	(104,321)
At 31 December 2017	<u>7,925</u>	<u>2,750,435</u>	<u>(999,534)</u>	<u>1,758,826</u>

The notes on pages 11 to 15 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2016**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2016	7,925	2,750,435	(895,197)	1,863,163
Comprehensive income for the year				
Loss for the year	-	-	(16)	(16)
At 31 December 2016	<u>7,925</u>	<u>2,750,435</u>	<u>(895,213)</u>	<u>1,863,147</u>

The notes on pages 11 to 15 form part of these financial statements.

CAMDEN BREWING GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. General information

Camden Brewing Group Limited is a private company, limited by shares and incorporated in England and Wales. The registered office is Porter Tun House, 500 Capability Green, Luton, Bedfordshire, LU1 3LS.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company's financial statements are presented in sterling and all values are rounded to the nearest pound (£) except when otherwise indicated.

The Company's financial statements are included in the Anheuser-Busch InBev SA/NV consolidated financial statements for the year ended 31 December 2017, which are publicly available. The company is exempt, under Section 400 of the Companies Act 2006, from the preparation of consolidated financial statements because it is included in the Annual Report and Financial Statements of the Group. These financial statements are separate financial statements.

There have been no changes to the standards or interpretations applied in the current year.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IAS 7 Statement of Cash Flows
- the requirements of IAS 24 Related Party Disclosures

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

At the Statement of Financial Position date, the Company's assets exceeded its liabilities by £1,758,826 (2016: £1,863,147). The day-to-day operation of the Company is dependent upon support from Anheuser-Busch InBev SA/NV. On the basis that this support continues, the director considers that it is appropriate to prepare the financial statements on a going concern basis.

2.3 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

CAMDEN BREWING GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.7 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive income in the year in which they are incurred.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The directors make estimates and assumptions concerning the future. The resulting accounting estimates will by definition, seldom equal the related actual results. The estimates and assumptions that have significant risk of causing a material adjustment to the carrying value of assets and liabilities are outlined below:

The directors exercise judgement when considering whether to recognise impairment on debtors, taking into consideration the likelihood of amounts recoverable on debtors.

4. Operating loss

During the year, no director received emoluments (2016: £Nil).

The audit fees are borne by a subsidiary undertaking, Camden Town Brewery Limited.

An impairment of £104,307 was recognised during the year on amounts due from Camden Daughter Limited, a fellow subsidiary, based on client's assessment on amounts recoverable.

CAMDEN BREWING GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

5. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2017	9,400
At 31 December 2017	<u>9,400</u>
Net book value	
At 31 December 2017	<u><u>9,400</u></u>

CAMDEN BREWING GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

5. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding
Camden Town Brewery Limited	Ordinary	100 %
Camden Daughter Limited	Ordinary	100 %
Camden (Horseshoe) Limited	Ordinary	100 %
Camden Public House Limited	Ordinary	100 %
Stand & Deliver Distribution Ltd	Ordinary	100 %
Well Brewed Wholesale Limited	Ordinary	100 %
Camden Brewery Limited	Ordinary	100 %

6. Debtors

	2017 £	2016 £
Amounts owed by group undertakings	1,629,688	1,792,088
Other debtors	96,807	94,935
	<u>1,726,495</u>	<u>1,887,023</u>

7. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	<u>40,525</u>	<u>51,896</u>

8. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	(12,357)	71,825
Amounts owed to group undertakings	2,800	2,800
Other creditors	27,151	10,547
	<u>17,594</u>	<u>85,172</u>

CAMDEN BREWING GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

9. Financial instruments

	2017 £	2016 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	<u>1,726,494</u>	<u>1,938,919</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(17,594)</u>	<u>(85,172)</u>

10. Share capital

	2017 £	2016 £
Allotted, called up and fully paid		
76,444,800 Ordinary shares of £0.0001 each	7,644	7,644
2,808,027 (2016: 2,808,000) Ordinary shares of £0.0001 each	281	281
	<u>7,925</u>	<u>7,925</u>

11. Reserves

Share premium account - includes only premiums received on issue of share capital. Any transaction costs associated with issuing of shares are deducted from share premium.

Profit and loss account - includes all current and prior period retained profit and losses.

12. Related party transactions

As a wholly owned subsidiary of Anheuser-Busch InBev SA/NV, paragraph 8(k) of FRS 101 exempts a qualifying entity for the requirements in IAS 24 to disclose related party transactions entered into between two or more members of a group.

13. Controlling party

Pioneer Brewing Company Limited, a company registered in England and Wales, is the company regarded by the directors as the immediate parent company.

The ultimate parent company is Anheuser-Busch InBev SA/NV, incorporated in Belgium. The consolidated financial statements are available to the public and may be obtained from Anheuser-Busch InBev SA/NV, Grote Markt 1, 1000 Brussels, Belgium.