



## ASX ANNOUNCEMENT

30 September 2016

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ASX: GRB

### RESULTS OF ANNUAL GENERAL MEETING

#### Gage Roads Brewing Co Limited (ASX Code: GRB)

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, please find below the results of resolutions from the Annual General Meeting of Shareholders of Gage Roads Brewing Co Limited held at 11.30am on 30 September 2016 at Esplanade Hotel Fremantle, 46-54 Marine Terrace Fremantle, Western Australia.

### PROXY SUMMARY

#### RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2016.”*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 281,686,944. Instructions in respect of the proxies were:

For	Against	Discretionary
254,171,845	26,219,324	1,295,775

#### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – IAN OLSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Ian Olson, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

Gage Roads Brewing Co Limited has been one of Australia’s leading craft breweries for over 12 years.

The Gage Roads craft range includes Atomic Pale Ale, Sleeping Giant IPA, Narrow Neck Session Ale, Breakwater Australian Pale Ale, Single Fin Summer Ale, Pils 3.5% and Small Batch Lager which have grown to become one of Australia’s most popular suite of brands.

Through its contract brewing services division, Australian Quality Beverages, the Company also provides specialist contract brewing and packaging services to brand owners throughout Australia.

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 295,755,870. Instructions in respect of the proxies were:

For	Against	Discretionary
271,419,896	22,452,199	1,883,775

**RESOLUTION 3 – ISSUE OF SHARES TO MR JOHN HOEDEMAKER UNDER THE EXECUTIVE AND EMPLOYEE SHARE PLAN AND GRANT OF AN INTEREST FREE LOAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue and allot 30,649,310 Shares to Mr John Hoedemaker or his nominee under the Executive and Employee Share Plan and to grant an interest free loan in relation to the subscription price of the Shares on the terms and conditions set out in the Explanatory Statement”.*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 237,355,063. Instructions in respect of the proxies were:

For	Against	Discretionary
204,483,354	31,752,934	1,118,775

**RESOLUTION 4 – ISSUE OF SHARES TO MR IAN OLSON UNDER THE EXECUTIVE AND EMPLOYEE SHARE PLAN AND GRANT OF AN INTEREST FREE LOAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue and allot 12,259,725 Shares to Mr Ian Olson or his nominee under the Executive and Employee Share Plan and to grant an interest free loan in relation to the subscription price of the Shares on the terms and conditions set out in the Explanatory Statement”.*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 237,355,052. Instructions in respect of the proxies were:

For	Against	Abstain
173,423,486	62,812,791	1,118,775

**RESOLUTION 5 – ISSUE OF SHARES TO MR ROBERT GOULD UNDER THE EXECUTIVE AND EMPLOYEE SHARE PLAN AND GRANT OF AN INTEREST FREE LOAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to issue and allot 12,259,725 Shares to Mr Robert Gould or his nominee under the Executive and Employee Share Plan and to grant an interest free loan in relation to the subscription price of the Shares on the terms and conditions set out in the Explanatory Statement”.*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 237,355,048. Instructions in respect of the proxies were:

For	Against	Abstain
174,783,328	61,452,945	1,118,775

**RESOLUTION 6 – SELECTIVE BUY-BACK FROM A SUBSTANTIAL HOLDER**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That, for the purpose of ASX Listing Rule 10.1 and Section 257D of the Corporations Act, and for all other purposes, approval is given for the Company to make a selective buy-back of 100,016,305 Shares from Woolworths Limited on the terms and conditions set out in the Explanatory Statement.”*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 196,009,183. Instructions in respect of the proxies were:

For	Against	Abstain
184,718,899	10,051,509	1,238,775

**RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 63,900,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 295,728,738. Instructions in respect of the proxies were:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
272,694,916	21,750,047	1,283,775

#### **RESOLUTION 8 – ISSUE OF OPTIONS TO UNDERWRITER**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

This resolution was passed on a show of hands.

Proxy votes exercisable by proxies validly appointed in relation to this resolution amounted to 295,885,178. Instructions in respect of the proxies were:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
265,875,612	27,425,791	2,583,775

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For further information please contact:

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