

MCBC DESCRIPTION OF CAPITAL STOCK

Authorized and Outstanding Capital Stock

Our authorized capital stock consists of 1,025,000,002 shares, comprising five classes: (i) 500,000,000 shares of Class A Common Stock, par value \$0.01 per share; (ii) 500,000,000 shares of Class B Common Stock, par value \$0.01 per share; (iii) one share of Special Class A Voting Stock, par value \$0.01 per share; (iv) one share of Special Class B Voting Stock, par value \$0.01 per share, and (v) 25,000,000 shares of Preferred Stock, par value \$0.01 per share.

Our Common Stock

Dividends. Subject to the rights of the holders of any series of Preferred Stock, Class A Common Shareholders are entitled to receive, from legally available funds, dividends when and as declared by our Board of Directors, except that so long as any shares of Class B Common Stock are outstanding, no dividend will be declared or paid on the Class A Common Stock unless at the same time a dividend in an amount per share (or number per share, in the case of a dividend paid in the form of shares) equal to the dividend declared or paid on the Class A Common Stock is declared or paid on the Class B Common Stock.

Voting rights

Class A Holders. Except in limited circumstances, the right to vote for all purposes is vested exclusively in the holders of Class A Common Stock and Special Class A Voting Stock through which holders of MCCI Class A Exchangeable Shares vote (see “Special Voting Stock” below), voting together as a single class. The holders of Class A Common Stock are entitled to one vote for each share held, without the right to cumulate votes for the election of directors.

An affirmative vote is required of a majority of the votes entitled to be cast by the holders of the Class A Common Stock and Special Class A Voting Stock, voting together as a single class, prior to the taking of certain actions, including:

- the issuance of (i) any shares of Class A Common Stock (other than upon the conversion of Class B Common Stock under circumstances provided in the Certificate or the exchange or redemption of Class A Exchangeable Shares in accordance with the terms of those Exchangeable Shares), or (ii) securities convertible into or exercisable for Class A Common Stock (other than Class B Common Stock);
- the issuance of (i) shares of Class B Common Stock (other than upon the conversion of Class A Common Stock under circumstances provided in the Certificate or the exchange or redemption of Class B Exchangeable Shares in accordance with the terms of those Exchangeable Shares), or (ii) securities convertible into or exercisable for Class B Common Stock (other than Class A Common Stock) whether in a single transaction or in a series of related transactions, if the number of shares to be issued (including upon conversion or exchange) is, or will be upon issuance, equal to or greater than 20% of the number of shares of Class B Common Stock outstanding before the issuance of such Class B Common Stock (or securities convertible into or exercisable for shares of Class B Common Stock);
- the issuance of any Preferred Stock having voting rights other than those expressly required by Delaware law;
- the sale, transfer or other disposition of any capital stock (or securities convertible into or exchangeable for capital stock) of subsidiaries of the Company;
- the sale, transfer or other disposition of all or substantially all of the assets of subsidiaries of the Company; and
- any decrease in the number of members of the Company’s Board of Directors to a number below 15.

Pentland and the Coors Trust, which together control more than two-thirds of the Company’s Class A Common Stock and Class A Exchangeable Shares, have voting trust agreements through which they have combined their voting power over the shares of our Class A Common Stock and the Class A Exchangeable Shares that they own. However, in the event that these two shareholders do not agree to vote in favor of a matter submitted to a shareholder vote (other than the election of directors), the voting trustees will be required to vote all of the Class A

Common Stock and Class A Exchangeable Shares deposited in the voting trusts against the matter. There is no other mechanism in the voting trust agreements to resolve a potential deadlock between these shareholders.

Class B Holders. The holders of Class B Common Stock and Special Class B Voting Stock (through which holders of Class B Exchangeable Shares vote) (collectively, the “Class B Holders”), voting together as a single class, have the right to elect three directors to our Board of Directors. In addition, the affirmative vote of a majority of the Class A Holders entitled to vote thereon and the Class B Holders entitled to vote thereon, each voting as a separate class and not jointly, is required to approve specified transactional actions. The holders of Class B Common Stock are entitled to one vote for each share held with respect to each matter on which holders of the Class B Common Stock are entitled to vote, without the right to cumulate votes for the election of directors.

Liquidation rights. If the Company liquidates, dissolves or winds up its affairs, the holders of Class A Common Stock, together with the holders of the Class B Common Stock, would be entitled to receive, after the Company’s creditors have been paid and the holders of any then outstanding series of preferred stock have received their liquidation preferences, all of the remaining assets of the Company in proportion to their share holdings. Holders of Class A and Class B Common Stock would not have pre-emptive rights to acquire any securities of the Company. The outstanding shares of Class A and Class B Common Stock would be fully paid and non-assessable.

Conversion Rights

Conversion from Class A to Class B. Our Certificate provides for the right of holders of Class A Common Stock to convert their stock into Class B Common Stock on a one-for-one basis at any time.

“Coattail” Conversion Rights. Our Certificate also includes a “coattail” provision to provide protection to holders of our Class B Common Stock and the Class B Exchangeable Shares of MCCI in the case of a proposed tender offer or takeover bid for our Class A Common Stock. A holder of our Class B Common Stock is entitled to receive a notice from us that the conversion right of holders of shares of our Class B Common Stock has come into effect. This notice must include a description of the conversion procedures including the election procedures described below, a copy of the exclusionary offer and any other materials received by us in respect of the offer.

Subject to conditions described below, if an “exclusionary offer” is made for shares of our Class A Common Stock, each outstanding share of our Class B Common Stock will be convertible into one share of our Class A Common Stock at the option of the holder during the period of time commencing on the eighth day after the date on which an exclusionary offer is made and ending on the last date upon which holders of shares of our Class A Common Stock may accept the exclusionary offer.

An “exclusionary offer” is an offer to purchase shares of our Class A Common Stock that both: (A) either (1) must, by reason of applicable securities laws or the requirements of a stock exchange on which shares of our Class A Common Stock are listed, be open to all or substantially all holders of our Class A Common Stock, or (2) would, if the offer were made in Canada or a province of Canada, be required to be made to all or substantially all holders of shares of our Class A Common Stock resident in Canada or a province of Canada by reason of applicable securities laws of Canada or a province of Canada, the requirements of a stock exchange on which shares of our Class A Common Stock are listed, or the requirements of the Canada Business Corporations Act; and (B) is not made concurrently with an offer to purchase shares of our Class B Common Stock that is identical to the offer to purchase shares of our Class A Common Stock in terms of price per share and percentage of outstanding shares to be purchased (exclusive of shares owned immediately prior to the offer by the offeror) and in all other respects (except with respect to the conditions that may be attached to the offer to purchase shares of our Class A Common Stock), and having no conditions other than the right not to purchase and pay for shares of our Class B Common Stock tendered if no shares of our Class A Common Stock are purchased in the offer for shares of our Class A Common Stock.

The Class B conversion right will not come into effect if one or more holders owning, in the aggregate, as of the offer date, over 50% of the outstanding shares of our Class A Common Stock and Class A Exchangeable Shares of MCCI, in each case excluding shares owned by the offeror, provide us with adequate assurances that they are not making or acting with another to make the exclusionary offer and will not participate in the exclusionary offer.

Any of our Class B Common Shareholders can exercise this right by providing a signed written notice to the transfer agent and complying with certain other specified conditions. The Class B Common Shareholders must pay any governmental or other tax imposed on or in respect of the conversion into shares of our Class A Common Stock.

MCCI Exchangeable Shares

The Class A Exchangeable Shares and Class B Exchangeable Shares were issued by MCCI, a wholly-owned subsidiary. The Exchangeable Shares are substantially the economic equivalent of the corresponding shares of Class A and Class B Common Stock that a Molson shareholder in the Merger would have received if the holder had elected to receive shares of Company Common Stock.

Dividends. Holders of Exchangeable Shares are entitled to receive, subject to applicable law, dividends as follows:

- in the case of a cash dividend declared on a corresponding share of Company Common Stock, an amount in cash for each exchangeable share corresponding to the cash dividend declared on each corresponding share of Company Common Stock in U.S. dollars or in an equivalent amount in Canadian dollars;
- in the case of a stock dividend declared on a corresponding share of Company Common Stock to be paid in shares of Company Common Stock, in the number of Exchangeable Shares of the relevant class for each Exchangeable Share that is equal to the number of shares of corresponding Company Common Stock to be paid on each corresponding share of Company Common Stock; or
- in the case of a dividend declared on a corresponding share of Company Common Stock in any other type of property, in the type and amount of property as is economically equivalent as determined by MCCI's board of directors to the type and amount of property to be paid on each corresponding share of Company Common Stock.

The declaration dates, record dates and payment dates for dividends on the Exchangeable Shares are the same as the relevant dates for the dividends on the shares of corresponding Company Common Stock.

Voting rights. Holders of Exchangeable Shares receive, through a voting trust, the benefit of Company voting rights, entitling the holder to one vote on the same basis and in the same circumstances as one corresponding share of Company Common Stock.

Other. The Exchangeable Shares are exchangeable at any time, at the option of the holder on a one-for-one basis for corresponding shares of Company Common Stock.

Our Special Voting Stock

Dividends and liquidation rights. The trustee holder of the Special Class A Voting Stock and the Special Class B Voting Stock is not entitled to receive any dividends or other distributions or to receive or participate in any distribution of assets upon our voluntary or involuntary liquidation, dissolution or winding up.

Voting rights. The trustee holder of the Special Class A Voting Stock and the Special Class B Voting Stock has the right to cast a number of votes equal to the number of then outstanding Class A Exchangeable Shares and Class B Exchangeable Shares, respectively, but has agreed to only cast a number of votes equal to the number of Class A Exchangeable Shares and Class B Exchangeable Shares, respectively, as to which it has received voting instructions from the owners of record of those Class A Exchangeable Shares and Class B Exchangeable Shares, respectively (other than the Company and its affiliates), on the relevant record date. The trustee holder of the Special Class A Voting Stock and Special Class B Voting Stock will vote with holders of the Company Class A Common Stock and the Class B Common Stock, respectively, in each case as a single class.

Other. The trustee holder of the Special Class A Voting Stock and Special Class B Voting Stock has no preemptive rights to acquire any securities of the Company. The outstanding shares of Special Class A Voting Stock and Special Class B Voting Stock will be fully paid and non-assessable and will not be listed on any stock exchange.

Our Preferred Stock

Our Certificate authorizes our Board of Directors to issue up to 25,000,000 shares of preferred stock from time to time in one or more series, generally without any vote or action by the holders of our Common Stock, except that the issuance of any shares of preferred stock having any voting rights other than those expressly required by Delaware law will be subject to approval by a majority of the voting power of the holders of our Class A Common Stock and Special Class A Voting Stock, voting together as a single class. Subject to this right, our Board of Directors will be authorized to determine the number of shares and designation of any series of preferred stock and the dividend rate, dividend rights, liquidation preferences, conversion rights and terms, voting rights, redemption

rights and terms and sinking fund terms of any series of preferred stock. Depending on the terms of any issued preferred stock, any or all series of issued preferred stock could have a preference over our Common Stock with respect to dividends and other distributions and upon liquidation or dissolution of the Company. Issuance of any preferred shares with voting powers, or issuance of additional shares of our Common Stock, would dilute the voting power of our outstanding Common Stock.