

THE BOSTON BEER COMPANY, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee has been created by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's officers and directors. The Compensation Committee shall exercise overall responsibility for evaluating and approving compensation programs and policies of the Company relating to officers and directors.

The Compensation Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

Membership

The Compensation Committee shall be appointed annually by the Board of Directors and shall consist of no fewer than three members. The members of the Compensation Committee shall meet the independence requirements prescribed by applicable statutes and regulations, including the requirements of the New York Stock Exchange (NYSE), Section 16 of the Securities Exchange Act, and Section 162(m) of the Internal Revenue Code of 1986 as amended.

In appointing the Compensation Committee, the Board shall take into consideration the recommendation of the Nominating/Governance Committee. Members of the Compensation Committee may be removed and replaced by the Board.

Committee Authority and Responsibilities

1. The Compensation Committee shall have the sole authority to retain at the Company's expense, oversee and terminate any compensation consultant, outside legal counsel or other adviser used to assist in the evaluation of director, Chairman, CEO, and other senior executive compensation and shall have sole authority to approve such compensation advisers' fees and other retention terms.

2. The Compensation Committee shall have authority to obtain (i) from Company management such information, as the Compensation Committee deems necessary to carry out its responsibilities, and (ii) in its discretion, advice and assistance from internal or external legal, accounting, or other advisers.

3. The Compensation Committee shall review and approve corporate goals and objectives relevant to the compensation of the Chairman, if a member of management, and of the CEO, evaluate the performance of the Chairman and of the CEO in light of those goals and objectives, and set the compensation level of the Chairman and of the CEO based on this evaluation.

4. The Compensation Committee shall review and approve the compensation parameters of senior executives of the Company, other than the Chairman and CEO.

5. The Compensation Committee shall review any performance-based compensatory arrangements, whether for the senior executives of the Company or others, that could result in payouts by the Company in excess of \$1 million.

6. In discharging its responsibilities, the Compensation Committee shall endeavor to develop compensation structures for individual officers that reflect the responsibilities of their position and past achievements with the Company, compensation awarded to them in the past, compensation awarded to executives at companies considered comparable by the Compensation Committee, as well as the Company's performance and return to shareholders. The Compensation Committee shall certify by resolution or other

appropriate action in writing the extent to which the performance goals and conditions of any award intended to satisfy the performance-based compensation exception under said Section 162(m) has been satisfied with respect to the relevant performance period.

7. The Compensation Committee shall review and make recommendations to the full Board with respect to incentive compensation plans and equity-based plans that may be adopted or maintained by the Company.

8. The Compensation Committee shall review and approve policies or guidelines with respect to employment agreements, severance arrangements, change-in-control agreements, or arrangements involving senior executive officers and directors of the Company.

9. The Compensation Committee shall review and discuss with management the Company's annual Compensation Discussion and Analysis and, based on the review and discussions, determine whether to recommend to the Board of Directors that the Compensation Committee Discussion and Analysis be included in the Company's annual report on Form 10-K and, as applicable, the Company's proxy or information statement.

10. Prior to selecting or obtaining the advice of any compensation adviser, the Compensation Committee shall consider the following factors, as well as any other factors required by current NYSE listing standards or any other statute or regulation then applicable to this Compensation Committee:

- a. the provision of other services to the Company by the organization that employs the compensation adviser;
- b. the amount of fees received from the Company by the organization that employs the compensation adviser, as a percentage of the total revenue of the organization that employs the compensation adviser;
- c. the policies and procedures of the organization that employs the compensation adviser that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation adviser with a member of the Compensation Committee;
- e. any stock of the Company owned by the compensation adviser; and
- f. any business or personal relationship of the compensation adviser or the organization employing the compensation adviser with an executive officer of the Company.

11. The Compensation Committee shall monitor compliance with the Company's stock ownership and retention requirements and shall periodically review and make recommendations to the Board with respect to such requirements as they relate to the Chairman or the CEO. The Compensation Committee may, from time to time in connection with awards under the Company's equity-based plans, establish retention requirements applicable to executive officers other than the Chairman and CEO.

12. The Compensation Committee may form and delegate authority to such subcommittees as it considers appropriate.

13. The Compensation Committee shall make reports to the Board of Directors on a regular basis.

14. The Compensation Committee shall at least bi-annually, or more frequently if necessary to comply with the regulations of the NYSE or any other statute or regulation applicable to this Committee, review its own performance, and review and reassess the adequacy of its Charter and recommend any proposed changes to the Board of Directors for its approval.

Adopted by the Board of Directors on December 17, 2002; as amended November 9, 2006, May 29, 2013, February 12, 2014, October 8, 2014 and February 10, 2016.