

THE BOSTON BEER COMPANY, INC.

NOMINATING / GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating/Governance Committee has been created by the Board of Directors for the purposes of (i) assisting the Board by identifying individuals qualified to become Board members; (ii) recommending nominees for election as Class A directors to the full Board of Directors; (iii) recommending to the Board nominees for each Board committee; (iv) developing and recommending to the Board a set of corporate governance principles applicable to the Company; and (v) overseeing an annual evaluation of the Board.

Membership

The Nominating/Governance Committee is appointed annually by the Board of Directors and shall consist of no fewer than three members. The members of the Nominating/Governance Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) as they exist from time to time.

Members of the Nominating/Governance Committee shall serve at the pleasure of the Board of Directors.

Committee Authority and Responsibilities

1. The Nominating/Governance Committee shall actively seek to identify individuals qualified to become Board members. The Nominating/Governance Committee of the Board of Directors shall review with the full Board of Directors, not less frequently than annually, the skills and characteristics that should be reflected in the composition of the Board as a whole, and particularly those of the Class A directors. The review should include an examination of the extent to which the requisite skills and characteristics are reflected in the then current Board members, and should identify any particular qualifications that should be sought in new Class A directors for the purpose of augmenting the skills and experience represented on the Board. The assessment should include issues of judgment, diversity, age, and experience in aspects of business or technology relevant to the Company’s business, all in the context of the perceived needs of the Board at that time.

2. The Nominating/Governance Committee shall consider recommendations for nominees for directorships submitted by stockholders, directors and members of management and such other sources as it shall deem appropriate. In this regard, the Nominating/Governance Committee shall adopt such policies and procedures as it deems necessary in order to provide stockholders with the opportunity to nominate candidates for director.

3. The Nominating/Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify Class A director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.

4. The Nominating/Governance Committee shall make regular reports to the Board.

5. The Nominating/Governance Committee may form and delegate authority to subcommittees in its discretion.

6. The Nominating/Governance Committee shall annually review the adequacy of the Company's corporate governance guidelines and recommend any necessary changes to the full Board for approval.

7. The Nominating/Governance Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisers.

8. The Nominating/Governance Committee shall receive comments from all directors and report annually to the full Board with an assessment of the Board's performance. Such assessment shall be discussed with the full Board following the end of each fiscal year.

9. The Nominating/Governance 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 this Charter and recommend any proposed changes to the Board for approval.

**Adopted by the Board of Directors on December 17, 2002,
As modified on February 19, 2004 and July 25, 2006**