

A.G. BARR p.l.c. 2020 Annual General Meeting

FORM OF DIRECTION

Notification of Availability
A.G. Barr p.l.c.

21 May 2020

Dear Participant
This is a notification to inform you that A.G. Barr's Notice of Annual General Meeting 2020 is available to view or download on the Company's corporate website at www.agbarr.co.uk.

The 2020 Annual General Meeting of A.G. BARR p.l.c. (the "**Company**") will be held at the offices of A.G. BARR p.l.c., Westfield House, 4 Mollins Road, Cumbernauld, G68 9HD at 09.30 a.m. on Thursday 25 June 2020 (the "**Annual General Meeting**").

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A.G. BARR p.l.c. 2020 Annual General Meeting

FORM OF DIRECTION

Voting ID _____ Participant Reference Number _____

PLEASE READ THE NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM
if you wish, you can submit your Form of Direction electronically at www.sharevote.co.uk using the numbers above.

You may, if you prefer, return this card in a sealed envelope to FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU. Please allow one week before the deadline to ensure your form arrives in time.

To be valid, your instructions or signed and dated Form of Direction must be received no later than 09.30 a.m. on Monday 22 June 2020 at the offices of the Plan Administrator at the address stated on this card.

To: Equiniti Share Plan Trustees Limited (the "**Trustee**") as trustee of the A.G. BARR p.l.c. All-Employee Share Ownership Plan (the "**Plan**").

In respect of the Company's shares held by you on my behalf under the Plan, I request you to vote on my behalf at the Annual General Meeting, and any adjournment thereof, in the manner indicated below (see Note 2):

	For	Against	Withheld*
1. To receive and approve the audited accounts of the group and the Company for the year ended 25 January 2020 together with the directors' and auditor's reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and approve the annual statement by the chairman of the remuneration committee and the directors' remuneration report for the year ended 25 January 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr John Ross Nicolson as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Roger Alexander White as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Stuart Lorimer as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr Jonathan David Kemp as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr William Robin Graham Barr as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Ms Susan Verity Barratt as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ms Pamela Powell as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr David James Ritchie as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mr Nicholas Barry Edward Wharton as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-appoint Deloitte LLP as auditor of the Company and to authorise the audit and risk committee to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to allot shares in the Company subject to the restrictions set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the disapplication of pre-emption rights subject to the limits set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the Company to purchase its own shares up to the specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* See Note 3

Signature	Date
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Notes

1. Please note that the A.G. BARR p.l.c. All-Employee Share Ownership Plan is administered by Equiniti Limited. Should you have any queries, please contact the A.G. Barr Employee Schemes Helpline on 0371 384 2446 (or +44 121 415 0106 if calling from outside the United Kingdom). Lines are open 8:30 a.m. to 5:30 p.m. (UK Time) Monday to Friday, excluding public holidays in England & Wales.
2. Please indicate how you wish your vote to be cast by marking the appropriate box with an "X". The Trustee will abstain from voting on any particular resolution if no instruction is given in respect of that resolution and will exercise their discretion as to how they vote in relation to any other business which may come before the meeting.
3. The vote "Withheld" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes "For" or "Against" a resolution.
4. The Form of Direction must be signed and returned to the Plan Administrator at FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU so as to be received no later than 09.30 a.m. on Monday 22 June 2020.
5. This Form of Direction is not to be regarded as an invitation to attend in person, or vote at, the Annual General Meeting.

Cut along dotted line to detach



Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU