

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from a stockbroker, bank manager, solicitor, accountant, or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in A.G.BARR p.l.c., please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares.

A.G.BARR p.l.c.

(incorporated and registered in Scotland under number SC005653)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the one hundred and fifth Annual General Meeting of the Company to be held at The Dalmore Room (room 11, level 3), Hilton Glasgow Hotel, 1 William Street, Glasgow G3 8HT on Tuesday 26 May 2009 at 11 a.m. is set out in Part V of this circular.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, please complete and submit the proxy form in accordance with the instructions printed on it. The proxy form must be received by the Company's registrars, Equiniti Limited, by 11 a.m. on Sunday 24 May 2009.

PART I

A.G.BARR p.l.c.

(incorporated and registered in Scotland under number SC005653)

Registered Office:

Westfield House
4 Mollins Road
Cumbernauld
G68 9HD

23 April 2009

To the holders of ordinary shares

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our one hundred and fifth annual general meeting (the "**Annual General Meeting**" or "**AGM**") which we are holding at The Dalmore Room (room 11, level 3), Hilton Glasgow Hotel, 1 William Street, Glasgow G3 8HT on Tuesday 26 May 2009 at 11 a.m. The formal notice of Annual General Meeting is set out in Part V (pages 17 to 23) of this circular.

If you would like to vote on the resolutions to be considered at the AGM but cannot attend the meeting then you can appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting by completing the proxy form sent to you with this circular and returning it to our registrars, by post, to the relevant address stated on the form. They must receive it by 11 a.m. on Sunday 24 May 2009. Shareholders holding uncertificated shares may appoint a proxy through the CREST system in accordance with the instructions in Notes 10 and 11 of the Notice of AGM at Part V of this circular.

A copy of the A.G.BARR p.l.c. Annual Report and Accounts for the year ended 31 January 2009 accompanies this circular. Our Annual Report and Accounts has also been published on the Company's website at www.agbarr.co.uk, in the "Investors" section. To access this document you will need to have Adobe Acrobat Reader installed.

The following notes provide an explanation of the proposed resolutions to be considered at the AGM.

Resolutions 1 to 9 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the particular resolution. Resolutions 10 to 15 will be proposed as special resolutions. This means that for

each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the particular resolution.

Receive and approve reports and accounts (Resolutions 1 and 2)

Shareholders are being asked to receive and adopt the accounts of the group as audited by Baker Tilly UK Audit LLP ("**Baker Tilly**") together with the reports of the directors and auditors by passing Resolution 1.

Shareholders are being asked to receive and approve the directors' Remuneration Report by passing Resolution 2.

Final dividend (Resolution 3)

Shareholders are being asked to approve a final dividend of 30.4p per ordinary share for the year ended 31 January 2009. If shareholders approve the recommended final dividend, this will be paid on 5 June 2009 to all shareholders who were on the register of members on 8 May 2009.

Re-election of directors (Resolutions 4 to 7)

The current articles of association of the Company require that a certain number of directors retire by rotation at each annual general meeting. Mr Roger Alexander White is required to retire by rotation at the AGM and he is proposed for re-election.

Mr James Stuart Espey has been a non-executive director of the Company for ten years. He will be retiring and offering himself for re-election in accordance with the Combined Code on Corporate Governance.

Mr Alexander Brian Cooper Short was appointed by the Board on 28 May 2008. In accordance with the Company's articles of association, Mr Short is obliged to resign at the AGM and is offering himself for re-election.

Mr Jonathan Warburton was appointed as a non-executive director by the Board on 16 March 2009. Mr Warburton (51) is Chairman of Warburtons Ltd, the privately owned branded bakery business, and brings to our Company a wealth of brand and operational experience in the consumer goods sector. In accordance with the Company's articles of association, Mr Warburton is obliged to resign at the AGM and is offering himself for re-election.

Biographical details of the directors who served during the financial year and who are standing for re-election are set out on pages 34 and 35 of the Annual Report and Accounts.

Auditor appointment (Resolution 8)

The Board has recently undertaken a review of audit service provision and has decided that it will not be seeking to reappoint Baker Tilly as auditors. Resolution 8 proposes that KPMG Audit plc be appointed as auditors for the financial year ending January 2010.

Authority to allot shares (Resolution 9)

Under section 80 of the Companies Act 1985 (the "**1985 Act**") the directors are, with certain exceptions, unable to allot relevant securities in the Company without the authority of shareholders in a general meeting. Relevant securities (as defined in the 1985 Act) include the Company's ordinary shares or securities or securities convertible into the Company's ordinary shares.

Resolution 9 will authorise the directors to allot up to 6,487,152 ordinary shares, having an aggregate nominal amount equal to £1,621,788 and representing approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at 22 April 2009, being the latest practicable date prior to the publication of this circular.

Resolution 9 will be proposed as an ordinary resolution and will be in substitution for the authority currently in place. The authorities sought under this resolution will expire on the earlier of 31 August 2010 (the latest date by which the Company must hold an annual general meeting in 2010) or the conclusion of the annual general meeting of the Company held in 2010.

The directors have no present intention to exercise the authority sought under this resolution.

Disapplication of statutory pre-emption rights (Resolution 10)

Section 89 of the 1985 Act imposes restrictions on the issue of equity securities (as defined in the 1985 Act, which includes the Company's ordinary shares) which are, or are to be, paid up wholly in cash and not first offered to existing shareholders. Resolution 10 proposes, as a special resolution, to disapply on a restricted basis these statutory pre-emption rights of shareholders on allotment of equity securities for cash up to a limit of 973,072 ordinary shares, having an aggregate nominal value of £243,268, being approximately 5% of the current issued ordinary share capital of the Company. The directors confirm that they do not intend to allot new shares on a non pre-emptive basis with a value of more than 7.5% of the current issued share capital over a three-year period.

This resolution also disapplies these statutory pre-emption rights to the extent necessary to facilitate any rights issue.

This resolution is conditional upon Resolution 9 having been passed. It also applies to the sale and re-issue of ordinary shares held in treasury by the Company. The authority under this resolution is in substitution for any previous authority provided and will expire at the conclusion of the annual general meeting in 2010 or on 31 August 2010, whichever is the earlier. The directors intend to seek renewal of this power at subsequent annual general meetings.

Purchase of own shares (Resolution 11)

The directors recommend that shareholders renew the authority of the Company to purchase its own ordinary shares as permitted under Article 6.3 of its current articles of association. Accordingly, Resolution 11 will be proposed as a special resolution seeking authority to make such purchases in the market. The directors will only use this power after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall position of the Company. The directors will only

purchase such shares after taking into account the effects on earnings per share and the benefits for shareholders. The Board has the power to hold shares in treasury. Accordingly, any ordinary shares purchased under this authority will either be cancelled (and the number of ordinary shares in issue reduced) or held in treasury.

Resolution 11 specifies the maximum number of ordinary shares which may be purchased (representing approximately 10% of the Company's existing issued ordinary share capital) and the minimum and maximum prices at which they may be bought, reflecting the requirements of the Listing Rules of the Financial Services Authority. The directors intend to seek renewal of this power at subsequent annual general meetings.

The Company operates a number of share option schemes. In terms of the rules of those schemes, awards under each scheme may be satisfied by the allotment or transfer of ordinary shares to a scheme participant. However, in practice the Company has always satisfied awards to participants by the transfer of ordinary shares from the trustee of each of the schemes. As at 1 April 2009, being the latest practicable date prior to the publication of this circular, options had been granted over 442,381 ordinary shares (the "**Option Shares**") representing 2.27% of the Company's issued share capital. If the Company exercised its full authority to purchase its own shares after the passing of Resolution 11, the Option Shares would represent 2.53% of the Company's issued share capital.

Adoption of new articles of association from the date of the AGM (Resolution 12)

Company law and best practice has undergone a number of changes since the current articles of association of the Company were last subject to significant review in May 2001, particularly since January 2007 when the staged implementation of the Companies Act 2006 (the "**2006 Act**") commenced. The directors consider that it is prudent to replace the Company's existing articles of association with new articles of association that take account of those developments (the "**New Articles**"). Resolution 12 will be proposed as a special resolution.

A summary of the material changes contained in the New Articles is set out in Part II (pages 7 to 11) of this circular. Changes which are of a minor, technical or clarifying nature have not been noted in Part II.

Amendments to New Articles with effect from 1 October 2009 (Resolution 13)

Resolution 13 will also be proposed as a special resolution and seeks authority to amend the New Articles with effect from 1 October 2009 to take account of certain additional provisions of the 2006 Act which will come into force on that date. If Resolution 13 is adopted at the AGM, the New Articles will automatically be amended on 1 October 2009 in accordance with that Resolution 13 (the "**Updated New Articles**"). The Updated New Articles will be the same as the New Articles subject only to the proposed amendments that are summarised in Part III (pages 12 and 13) of this circular.

Amendments to share incentive plans (Resolutions 14 and 15)

The Remuneration Committee has recommended that amendments be made to the rules of the A.G.BARR p.l.c. Long Term Incentive Plan 2003 (the "**LTIP**"), as approved by the Company in

general meeting on 19 May 2003. The trustees of the LTIP have consented to the proposed amendments but the changes require the prior approval of the Company in general meeting.

The Remuneration Committee has also recommended that amendments be made to the rules of the A.G.BARR p.l.c. Executive Share Option Scheme (the "**ESOS**"), as approved by the Company in general meeting on 19 May 2003. Confirmation has been received from HMRC that the proposed changes will be acceptable to it and will not affect the ESOS' approved status. The changes require the prior approval of the Company in general meeting.

Resolution 14 and Resolution 15, which respectively approve the proposed changes to the LTIP and the ESOS, are proposed as special resolutions. The changes to the LTIP and the ESOS are summarised in Part IV (pages 14 to 16) of this circular.

Recommendations

The Board considers that all the resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely,

Robin Barr
Chairman

PART II

SUMMARY OF THE MATERIAL CHANGES TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The material changes arising from the proposed adoption of the New Articles are summarised below. This Part II of the circular does not summarise non-material changes and in particular it does not summarise changes of a minor, technical or clarifying nature. Note 18 to the Notice of Annual General Meeting contained in Part V of this circular details where a copy of the New Articles may be inspected.

References to Article numbers are references to a particular Article in the New Articles.

Articles that duplicate statutory provisions

Certain provisions in the current articles of association of the Company which replicate provisions contained in companies legislation are being amended to bring them into line with the 2006 Act. Some of those provisions, including provisions as to convening general meetings and proxies, are detailed below.

Electronic communications

The New Articles contain amendments designed to maximise the Company's ability to use electronic systems for communication with shareholders.

Companies have been able to communicate with shareholders by electronic means (i.e. email) in respect of certain types of information for some years. However, the 2006 Act extends this communication method to all shareholder information (including company notices, documents and other information) and enables the Company to invite shareholders to agree that information may be supplied by means of a website. The amendments within the New Articles allow the Company to take advantage of the changes within the 2006 Act which may lead to administrative cost savings in the future.

The key change in the 2006 Act is that it enables the Company to communicate with shareholders by placing documents on the Company's website unless shareholders expressly elect to receive hard copy documents. It is important to note that before doing so the Company is required to write to all shareholders and give them the opportunity to decide whether they would prefer to receive documentation in hard copy form. They are given a period to respond and, if they do not, website communication becomes the default method. The website can be used to distribute various items including notices of meetings, annual reports, accounts and summary financial statements. This will reduce overheads by cutting down substantially on printing costs and paper usage and will also benefit the environment.

In addition, the New Articles further simplify procedures for transacting the business of the Board by permitting the service of notice of resignation, appointment of alternates and execution of directors' resolutions by electronic means.

Uncertificated shares

The New Articles set out detailed provisions relating to the holding of shares in uncertificated form in accordance with the CREST uncertificated securities system. This replaces the current provisions that refer to the previous Taurus System.

In addition, the New Articles provide that Euroclear UK & Ireland Limited is the holder of the register of uncertificated shares in the Company and that the Company will not be liable for a failure of the Company's obligations to maintain a register of uncertificated shares. The New Articles also specifically provide, at Article 78(B), for the Board to make provision for holders of uncertificated shares to appoint a proxy by electronic means.

Treasury shares

Since 1 December 2003, listed companies that buy back shares out of distributable profits have been able to hold up to 10% of the nominal value of their issued share capital in "treasury", rather than having to cancel them. The New Articles are prepared in a manner consistent with the treasury shares regime, including provisions which clarify that the Company cannot attend meetings, vote, receive any distributions or exercise any other rights attaching to any shares held in treasury.

Form of resolution

The existing articles of association of the Company contain provisions referring to "extraordinary" resolutions and "extraordinary" general meetings. These concepts have been abolished under the 2006 Act. Meetings of shareholders (other than annual general meetings) are referred to simply as "general meetings". Any resolution requiring a 75% majority will be a "special" resolution. Where for any purpose an ordinary resolution is required a special resolution shall also be effective.

Suspension of register of members

The current articles of association of the Company permit the directors to suspend the registration of transfers for up to 30 days in each year. Under the 2006 Act, share transfers must be registered as soon as practicable and the Company is not entitled to close its register. The current articles of association of the Company are therefore inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

Stock

The existing articles of association provide that the Company may by ordinary resolution convert any fully paid shares into stock and re-convert any stock into paid up shares. The 2006 Act abolishes the power to convert shares into stock although it still allows a company that currently has stock to re-convert this stock back into paid up shares of any nominal value by means of an ordinary resolution. Under the 2006 Act it is not necessary for a company's articles to specifically permit re-conversion, but a company wishing to re-convert its stock will still have to pass an ordinary resolution authorising it to do so. The New Articles reflect the provisions of the 2006 Act by deleting the provisions relating to stock.

Convening of general meetings and annual general meetings

The provisions of the existing articles of association dealing with the convening of general meetings and annual general meetings and the length of notice required to convene such meetings are amended in the New Articles to conform to the provisions of the EU Shareholders' Rights Directive. In particular, all general meetings must now be convened on 21 clear days' notice whereas previously only 14 clear days' notice was required for certain meetings.

Quorum at general meetings

The quorum at a general meeting has been reduced to 2 persons (rather than the current 3) in accordance with general market practice.

Votes of members

Under the 2006 Act all proxies are entitled to vote on a show of hands whereas under the existing articles of association proxies appointed by individuals (rather than corporations) are only entitled to vote on a poll. The time limits for the appointment of proxies have also been altered by the 2006 Act so that weekends and bank holidays do not need to be counted in determining the time limits for lodging of proxies. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share or class of shares held by the appointing shareholder.

Chairman's casting vote

Any provision in a company's articles of association giving the chairman a casting vote at a shareholders' meeting became ineffective from 1 October 2007, but companies with a casting vote provision in their articles of association on that date (such as the Company) were, broadly, allowed to keep it. However, the EU Shareholders' Rights Directive requires that all shareholders be treated equally and therefore the implementing Regulations will remove this saving provision for UK traded companies, such that the casting vote provision in the Company's articles will become redundant in August 2009. The New Articles do not, therefore, include provision for the Chairman to have a casting vote at a general meeting.

Shareholding qualification of directors

The requirement for a director to hold 3,000 ordinary shares in the capital of the Company has been deleted. The legal requirement for a director to hold shares has been repealed and the requirement is an unnecessary impediment to the recruitment of directors.

Periodic retirement of directors

The Combined Code on Corporate Governance recommends that all directors must submit themselves for election no later than at every third annual general meeting following the meeting at which they were elected or last re-elected. The New Articles reflect this position and abolish the rotation provisions.

Removal of directors

The New Articles closely mirror the current provisions regarding the removal of a director and, in addition, permit the Company to remove a director by special resolution.

Managing director

The existing Articles contain provisions specifically regulating the appointment of a Managing Director. These have not been carried over into the New Articles because under Article 101 such an appointment can still be made subject to the same rights and restrictions as any other director.

President

The New Articles retain the ability of the Board to appoint a President. The terms of such appointment must be agreed between the appointee and the Board.

Borrowing powers

The existing articles of association of the Company place limits on the extent to which the Board can exercise the powers of the Company to borrow money. They prevent the Board from borrowing in excess of two and one half times the adjusted capital and reserves of the Company without shareholders' approval. The New Articles restrict borrowings to two times the adjusted capital and reserves at Article 99. Article 99 has also been updated in respect of the provisions used to calculate "adjusted capital and reserves". These updates are mainly of a technical nature. Please note, however, the following commercial changes: (i) the directors are given general authority to make adjustments in the calculation of the "adjusted capital and reserves" which the directors consider "appropriate", providing more flexibility than the more prescriptive adjustment provisions of the previous articles of association; (ii) the auditor's authority to make adjustments to the calculation is more restrictive; (iii) the effect of any surplus or deficit on the pension scheme is specifically excluded from the calculation; (iv) it is no longer prescribed that goodwill or other intangible assets included in the balance sheet must be excluded from the calculation; and (v) there are new provisions setting out amounts that must be credited against the amount borrowed (see Article 99(G)).

Indemnity

The 2006 Act allows companies to indemnify their directors and other officers and to provide to their directors funds to cover the costs of defending legal proceedings brought against them on an "as incurred" basis. In addition, a company may indemnify the directors of an associated company and the directors of a company acting as trustee to an occupational pension scheme. Since directors are increasingly being added as defendants in actions against companies and litigation is often very lengthy and expensive, the Board believes the risk of directors being placed under significant financial strain is increasing. This may impact on the ability of the Company to recruit and retain members of the Board of an appropriate calibre. Accordingly, the New Articles take advantage of the new law. The Board believes that the power of the Company to indemnify its directors in the manner described above is fair and reasonable and

introduces a more appropriate balance of risk and reward. The indemnity does not extend to the auditors of the Company.

PART III

SUMMARY OF CHANGES TO THE UPDATED NEW ARTICLES

The New Articles will be amended on 1 October 2009 by the adoption of the Updated New Articles if Resolution 13 is approved at the AGM. The Updated New Articles are the same as the New Articles with the exception of the matters set out in this Part III of the circular. Note 18 to the Notice of AGM set out in Part V of this circular provides details of where the Updated New Articles may be inspected.

Repeal of the 1985 Act

On 1 October 2009 the final provisions of the 2006 Act which affect the articles of association of the Company will become fully implemented with the effect that the 1985 Act will no longer be relevant to the articles. The Updated New Articles will therefore not contain references to the 1985 Act and any consequential drafting changes have been made.

Provisions of the Company's memorandum of association

The provisions regulating the operations of the Company are currently set out in the Company's memorandum of association (the "**Memorandum**") and articles of association. The Memorandum contains, among other things, the objects clause which sets out the scope of the activities that the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum. It provides that a memorandum of association will record only the names of subscribers and the number of shares that each subscriber has agreed to take in a company. Under the 2006 Act, the objects clause and all other provisions which are currently contained in a company's memorandum will, for existing companies at 1 October 2009, be deemed to be contained in that company's articles. Therefore the Company's articles of association will, unless action is taken, be deemed to incorporate those provisions from 1 October 2009.

The 2006 Act states that, unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have an objects clause. For this reason, the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the 2006 Act, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Part (a) of Resolution 13 is proposed as a special resolution to remove the objects clause. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum regarding limited liability, the Updated New Articles will also contain an express statement regarding the limited liability of shareholders to allow it to have the widest possible scope for its activities.

Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital. The Company is proposing changes to its Memorandum and articles of association to reflect this.

The directors will still be limited as to the number of shares they can at any time allot because allotment authority will continue to be required under the 2006 Act, save in respect of employee share schemes.

Redeemable shares

Under the 1985 Act if a company wishes to issue redeemable shares, its articles of association must include a statement of the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead, provided they are authorised to do so by the articles. The Updated New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but, if those plans change, the directors would need shareholders' authority to issue new shares in the usual way.

Provisions no longer required

Under the 1985 Act a company wishing to transact certain business, such as making alterations to its share capital, was required to have an authority in its articles of association in order to do so. The 2006 Act does not require an authority in the articles of association and so the provision dealing with the increase, consolidation, sub-division and cancellation of shares has been deleted.

PART IV

AMENDMENTS TO SHARE SCHEMES

The material changes proposed to be made to the LTIP and the ESOS following the passing of Resolutions 14 and 15 (respectively) are summarised below. This Part IV of the circular does not summarise non-material changes. Note 18 to the Notice of Annual General Meeting contained in Part V of this circular details where a copy of the proposed amendments to the LTIP and the ESOP may be inspected.

Long Term Incentive Plan 2003 (the "LTIP")

Clarification changes

The rules have been updated for clarification by the inclusion of a new definition of "Basic Salary". The term was previously used within the rules but not defined. The new definition will prevent any ambiguity or dispute arising as to the meaning of the term.

There are various provisions which refer to determining awards on a pro-rated basis. For clarification, the rules have been amended to make clear that in the event that a participant is a leaver (by reason of, *inter alia*, injury, disability, redundancy, retirement or sale of the employing company or business) or, in the event of a takeover or reconstruction, an award may partially vest by being pro-rated on a time basis based on the length of the retention period provided that the applicable performance conditions have been met.

Commercial changes

The employees who may participate in the scheme are executive directors only. Senior managers are no longer included in the definition of "Eligible Employees".

The maximum value of any award of shares that may be made under the scheme to each individual in any financial year has been increased from 75% to 100% of annual gross basic salary.

The amended rules set out details of the vesting criteria pursuant to which it will be determined whether an individual is entitled to an award under the scheme. The method of calculation remains the same but the amended provisions state that: (i) no part of an award vests if EPS growth is less than 10% above RPI growth over the 3 year period; (ii) 20% - 99.9999% of an award vests on a sliding scale where such EPS growth exceeds such RPI growth by 10% or more but by less than 32.5%; and (iii) 100% vests where such EPS growth exceeds such RPI growth by 32.5% or more. The new criteria are stated to apply equally to those awards that have been made prior to the amendment but which have not vested or lapsed by the date of the amendment (i.e. awards maturing in 2010 and 2011), in substitution for the previous agreed vesting provisions.

The amended rules make clear that EPS excludes the effect of taxation.

Legislative changes

The rules currently exclude employees within 18 months of retirement age from participating in the scheme. This is likely to amount to age discrimination under the Employment Equality (Age) Regulations 2006. The definition of "Eligible Employee" has therefore been amended to remove any exclusion of employees within 18 months of retirement from participating in the scheme.

The definition of "Eligible Employee" has also been amended to permit part time executive directors to be granted awards (in compliance with applicable employment law).

References to the 1985 Act have been replaced with references to the 2006 Act.

Executive Share Option Scheme (the "ESOS")

Clarification changes

The rules have been amended to clarify the meaning of "Basic Salary". The clarification has not altered the individual scheme limit of shares having a market value of no more than 1.5 times an employee's "Basic Salary" in any financial year.

The amended rules make clear that where a percentage of an option becomes exercisable by a leaver, or in the event of a takeover or reconstruction, this is pro-rated on a time basis based on the length of the performance period.

In addition, they also make clear that options lapse if not exercised following a takeover offer and also in the event that the performance conditions are not met.

Commercial changes

The employees who may participate in this scheme have been restricted to senior managers only. Executive directors have been removed from the definition of "Eligible Employee". However, if a senior manager becomes an executive director, their existing option is not affected.

The rules have been amended to permit the Remuneration Committee to attach objective performance conditions (relating to the overall performance of the Company or of one or more group members) to options. Such performance conditions will be measured over a period of at least 3 years. The existing performance conditions have been deleted and will be replaced by any such conditions imposed by the Remuneration Committee.

Legislative changes

The rules currently exclude employees within 18 months of retirement age from participating in the scheme. This is likely to amount to age discrimination under the Employment Equality (Age) Regulations 2006. The definition of "Eligible Employee" has therefore been amended to remove any exclusion of employees within 18 months of retirement from participating in the scheme.

The amended rules alter the definition of "Eligible Employee" to permit part time senior managers to be granted options (in compliance with applicable employment law).

References to the 1985 Act have been replaced with references to the 2006 Act, and references to taxation legislation have been updated.

PART V**A.G.BARR p.l.c.****NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the one hundred and fifth Annual General Meeting of A.G.BARR p.l.c. (the "**Company**") will be held at The Dalmore Room (room 11, level 3), Hilton Glasgow Hotel, 11 William Street, Glasgow G3 8HT on Tuesday 26 May 2009 at 11 a.m. to consider and, if thought fit, to pass the resolutions below. Resolutions 10 to 15 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. To receive and adopt the audited accounts of the group for the year ended 31 January 2009 together with the reports of the directors and auditors thereon.
2. To receive and approve the directors' Remuneration Report for the year ended 31 January 2009.
3. To declare a final dividend on the ordinary shares for the year ended 31 January 2009.
4. To re-elect Mr Roger Alexander White as a Director of the Company.
5. To re-elect Mr James Stuart Espey as a Director of the Company.
6. To re-elect Mr Alexander Brian Cooper Short as a Director of the Company.
7. To re-elect Mr Jonathan Warburton as a Director of the Company.
8. To appoint KPMG Audit plc as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Audit Committee of the board of directors of the Company to fix their remuneration.
9. That the board of directors of the Company (the "**Board**") be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985 (the "**Act**")) up to an aggregate nominal amount of £1,621,788, being approximately one third of the Company's issued share capital at the date of the passing of this resolution, provided that this authority shall expire on the earlier of 31 August 2010 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority is in substitution for all previous authorities conferred upon the directors pursuant to section 80 of the Act, but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

Special resolutions

10. That subject to the passing of resolution 9 as set out in the notice of annual general meeting of the Company to be held on 26 May 2009 ("**Resolution 9**"), the board of directors of the Company (the "**Board**") be and it is hereby empowered pursuant to section 95 of the Companies Act 1985 (the "**Act**") to allot equity securities (within the meaning of section 94 of the Act) wholly for cash (i) by selling equity securities held by the Company as treasury shares or (ii) by allotting new equity securities pursuant to the authority of Resolution 9, as if section 89(1) of the Act did not apply to any such allotment, PROVIDED THAT this power shall be limited to:
- (a) the allotment of equity securities for cash in connection with or pursuant to a rights issue or any other offer in favour of the holders of equity securities and other persons entitled to participate therein on the register of members on such record dates as the Board may determine in proportion (as nearly as may be practicable) to the respective numbers of equity securities held by them (or, as appropriate, the number of such securities which such other persons are for those purposes deemed to hold) on any such record dates, but subject to such exclusions or other arrangements as the Board may consider necessary, expedient or appropriate to deal with treasury shares, any fractional entitlements or legal or practical problems which may arise under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities for cash up to 973,072 ordinary shares, having an aggregate nominal value of £243,268, being approximately 5% of the Company's issued share capital at the date of the passing of this resolution;

and shall expire on the earlier of 31 August 2010 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired. This authority is in substitution for any subsisting authority under section 95 of the Act which is, to the extent unused, hereby revoked.

11. That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 25p each in the capital of the Company ("**Ordinary Shares**") on such terms as the directors of the Company think fit PROVIDED THAT:
- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,946,146, being 10% of the Company's issued share capital as at the date of the passing of this resolution;

- (b) the maximum price which may be paid for any Ordinary Share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange's Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, and the minimum price which may be paid for any Ordinary Share is 25p (in each case exclusive of associated expenses);
 - (c) the authority hereby conferred shall (unless previously renewed or revoked) expire at the conclusion of the next annual general meeting of the Company or 18 months from the date of passing of this resolution, whichever is the earlier; but a contract of purchase may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract; and
 - (d) any Ordinary Shares so purchased shall be cancelled or, if the directors so determine and subject to the provisions of any applicable laws or regulations of the United Kingdom Listing Authority, held as treasury shares.
- 12. That the draft articles of association of the Company produced at the meeting, marked 'A' and initialled by the Chairman of the meeting for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the articles of association of the Company existing at the date of the Annual General Meeting of the Company convened on 26 May 2009.
- 13. That with effect from 12.01 a.m. on 1 October 2009:
 - (a) the articles of association of the Company be amended by deleting all of the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as part of the Company's articles of association;
 - (b) the articles of association of the Company be amended by deleting all provisions referred to in paragraph 42 of schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (Statutory Instrument 2008 No. 2860); and
 - (c) the draft articles of association of the Company produced at the meeting, marked 'B' and initialled by the Chairman of the meeting for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the articles of association of the Company existing at that date.
- 14. That the proposed changes to the rules of the A.G.BARR p.l.c. Long Term Incentive Plan 2003 which was approved by the Company in general meeting on 19 May 2003, referred to in Part I (Chairman's letter) of the circular to shareholders of the Company

dated 23 April 2009, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the directors be authorised to make the proposed changes.

15. That the proposed changes to the rules of the A.G.BARR p.l.c. Executive Share Option Scheme which was approved by the Company in general meeting on 19 May 2003, referred to in Part I (Chairman's letter) of the circular to shareholders of the Company dated 23 April 2009, and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the directors be authorised to make the proposed changes.

By order of the Board

Julie A. Barr
Company Secretary
23 April 2009

Registered Office:

A.G.BARR p.l.c.
Westfield House
4 Mollins Road
Cumbernauld
G68 9HD

Registered in Scotland No. SC005653

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms or would like to appoint more than one proxy, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the most senior). A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he is the holder.
2. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received no later than 48 hours before the time of the meeting by Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR.
3. The return of a completed proxy form or any CREST Proxy Instruction (as described in Note 11 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. The "vote withheld" option on the proxy form is provided to enable a member to abstain on any particular resolution. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a particular resolution.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that Note can only be exercised by shareholders of the Company.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6 p.m. on 24 May 2009 (or, in the event of any adjournment, at 6 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.
8. As at 22 April 2009 (being the latest practicable date prior to the publication of this circular), the Company's issued share capital consisted of 19,461,463 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 22 April 2009 were 19,461,463 votes.
9. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the meeting as his proxy will need to ensure that both he and his proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA19) by the latest time for receipt of proxy appointments specified in Note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
14. In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder present at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
15. Shareholders who have general queries about the Annual General Meeting should contact the Company Secretary in writing. Shareholders are advised that any telephone number, website or email address which may be set out in this notice of Annual General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
16. Biographical details of the directors who served during the financial year and who are standing for re-election are set out on pages 34 and 35 of the Annual Report and Accounts. Brief biographical details of Mr Warburton are set out at page 3 of this Circular.
17. The auditors of the Company's accounts for the year ended 31 January 2009 are Baker Tilly UK Audit LLP ("**Baker Tilly**"). The Company is proposing that their appointment will not be renewed and that KPMG Audit plc will be

appointed as auditors with effect from the Annual General Meeting. In accordance with section 391A(3) of the Companies Act 1985, Baker Tilly are entitled to make written representations in respect of this matter and request that they be circulated to the shareholders of the Company. The Company had not received any representations by 1 April 2009 (being the latest practicable date for inclusion of a copy with this circular) but will, if such representations are received prior to the Annual General Meeting, arrange for them to be read out at that meeting.

18. The following documents will be available for inspection at the registered office of the Company and at the offices of Dickson Minto W.S., Royal London House, 22-25 Finsbury Square, London EC2A 1DX during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this circular until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at The Dalmore Room (room 11, level 3), Hilton Glasgow Hotel, 1 William Street, Glasgow G3 8HT from 10.45 a.m. until the conclusion of the meeting:
 1. Copies of the executive directors' service contracts;
 2. Copies of the letters of appointment of the non-executive directors;
 3. A copy of the draft articles of association proposed to be adopted pursuant to Resolution 12;
 4. A copy of the draft articles of association proposed to be adopted pursuant to Resolution 13;
 5. A copy of the rules of the A.G.BARR p.l.c. Long Term Incentive Plan 2003, as approved by the Company in general meeting on 19 May 2003, incorporating the proposed changes to be considered at the Annual General Meeting; and
 6. A copy of the rules of the A.G.BARR p.l.c. Executive Share Option Scheme, as approved by the Company in general meeting on 19 May 2003, incorporating the proposed changes to be considered at the Annual General Meeting.