

## Attendance card

### Associated British Foods plc annual general meeting, Friday 5 December 2014

If you attend the annual general meeting at 11.00 am on Friday 5 December 2014 at Congress Centre, 28 Great Russell Street, London WC1B 3LS please bring this card with you to hand in on arrival at the shareholder registration desk. This will facilitate entry to the meeting.

If you are an ordinary shareholder and are unable to attend, you are entitled to appoint a proxy to attend and vote on your behalf. In this case, please detach the Form of Proxy below, complete it as indicated in the notes, and return it to the Company's registrar, Equiniti, in the reply-paid envelope provided.

## Form of Proxy

### Associated British Foods plc annual general meeting

Friday 5 December 2014

Please see notes overleaf for completion of this Form of Proxy.

Voting ID	Task ID	Shareholder reference number
<input type="text"/>	<input type="text"/>	<input type="text"/>

I/We, being a member/members of Associated British Foods plc (the 'Company') entitled to attend and vote at general meetings of the Company, hereby appoint the Chairman of the meeting (see note 1 overleaf)

<input type="text"/>	<input type="text"/>
----------------------	----------------------

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the annual general meeting of the Company to be held on Friday 5 December 2014 and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

Signed	Date	2014
--------	------	------

Resolutions	For	Against	Vote withheld
1. Annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Directors' Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Declaration of final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Emma Adamo as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Re-election of John Bason as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Election of Ruth Cairnie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Re-election of Timothy Clarke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Re-election of Lord Jay of Ewelme as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Re-election of Javier Ferrán as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-election of Charles Sinclair as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Re-election of Peter Smith as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Re-election of George Weston as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Reappointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. Notice of general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### **Notes for completion of Form of Proxy**

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please delete the words 'the Chairman of the meeting' and insert the name of your chosen proxy holder in the space provided. Please initial the amendment (unless you are completing an email or online version). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. A shareholder can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars' helpline on 0871 384 2282 (UK only – calls cost 8p per minute plus network extras) or +44 (0) 121 415 7047 (from outside the UK); lines open 8.30 am to 5.30 pm, Monday to Friday or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The proxy must attend the meeting in person to represent you. The completion of a form of proxy does not preclude the shareholder from attending or voting in person.
4. Please indicate with an X in the appropriate space on the Form of Proxy how you wish your votes to be cast in respect of the resolution to be proposed. If the Form of Proxy is returned duly signed but without specific direction as to how the proxy is to vote or abstain from voting on any particular matter, the proxy will vote or abstain at his/her discretion. Your proxy will also have discretion to vote as he/she sees fit on any business which may properly come before the meeting.
5. To be valid, the Form of Proxy should be lodged with Equiniti at the address on the enclosed envelope, or at the registered office of the Company, not less than 48 hours (excluding non-working days) before the time fixed for the meeting or any adjournment thereof (as the case may be) together (unless you are completing an electronic appointment) with any authority (or a notarially certified copy of such authority) under which it is signed.
6. Unless you are completing an electronic appointment, in the case of an appointment by a corporation, the Form of Proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer and, in the case of an appointment by an individual, the Form of Proxy must be signed by the appointor or his duly authorised agent.
7. In the case of joint holders, only one of the named holders on the share register need sign but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
8. Please note that 'Vote withheld' has no legal effect and will count neither in the votes 'For' or 'Against' a resolution.
9. You can register the appointment of your proxy electronically via the internet at [www.sharevote.co.uk](http://www.sharevote.co.uk). The voting ID, task ID and shareholder reference number printed on the Form of Proxy will be required. Alternatively, if you have registered with Equiniti's online portfolio service, Shareview, you can appoint your proxy at [www.shareview.co.uk](http://www.shareview.co.uk). Full details and instructions are given on the relevant website. The deadline for submission of a proxy appointment in this way is the same as in note 5 above. An electronic proxy appointment will be invalid unless it is lodged at either of the electronic addresses specified in this note 9. Please note that any electronic communication received by or on behalf of the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted. You may not use any electronic address provided in the Notice of annual general meeting or in these Notes for completion of Form of Proxy to communicate with the Company for any purposes other than those expressly stated.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should first read shareholder note 2 on page 10 of the Notice of annual general meeting.