



(Incorporated and registered in England and Wales under number 5604923)

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 any action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your shares in Britvic plc, please send this document, together with the accompanying Form of Proxy and Attendance Card, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

15 February 2013

To the holders of ordinary shares

Dear Shareholder

Annual General Meeting 2013

Notice of Annual General Meeting of Britvic plc ("the company")

As a result of the Office of Fair Trading's decision to refer the merger of A.G. Barr and Britvic to the Competition Commission, the Boards of Britvic and A.G. Barr announced on 13 February 2013 that the Scheme would not proceed. However, as further announced on 14 February 2013, Britvic and A.G. Barr remain committed to a merger and will pursue clearance from the Competition Commission. If clearance is received from the Competition Commission on terms satisfactory to both Britvic and A.G. Barr, the Boards of both companies will each consider, at that time, the appropriate terms of a merger between A.G. Barr and Britvic. In the meantime, Britvic will continue to operate as a standalone business and therefore the company must now convene its AGM.

Britvic also announced on 13 February 2013 that Simon Litherland had been appointed Chief Executive with immediate effect. Simon accordingly offers himself for election by shareholders at the AGM.

I'd like to thank Paul Moody, our retiring Chief Executive, for all he has done for Britvic over the last 16 years. It has been a long innings full of much success and we wish him well. Simon has an excellent track record at Diageo and has done well with our GB business in the last year. He sees the business through a fresh pair of eyes and is ideally equipped to take it to the next stage.

The 2013 Annual General Meeting ("AGM") of the company is to be held on Tuesday, 19 March 2013 at 10.00am at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ. As you will see from the notice of AGM which follows this letter, there are a number of items of business to be considered and I am writing to you to explain their purpose.

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the notice of AGM.

Resolutions 1 to 14 are ordinary resolutions and will be passed if, on a show of hands, more than 50% of votes cast by those entitled to vote are in favour or if, on a poll, members representing more than 50% of the total voting rights of entitled members vote in favour.

Resolution 1 – To receive the Annual Report and Accounts

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' report, the independent auditors' report and the audited accounts of the company in respect of each financial year. In accordance with the UK Corporate Governance Code, the company proposes a resolution on its accounts and reports for the 52 weeks ended 30 September 2012. Shareholders will have the opportunity to put any questions to the directors before the resolution is proposed to the meeting.

Resolution 2 – Directors' remuneration report

In accordance with Section 439 of the Companies Act 2006, the board submits the directors' remuneration report for the 52 weeks ended 30 September 2012 to a vote of the shareholders. Shareholders should note that this vote is advisory only and does not affect the actual remuneration paid to any individual director. The directors' remuneration report is set out in full in the Annual Report.

Resolutions 3 to 9 – Election and re-election of directors

The UK Corporate Governance Code recommends that all directors of FTSE 350 listed companies should be subject to annual election by shareholders. Simon Litherland will be subject to election by shareholders, this being his first AGM since his appointment on 13 February 2013, and as permitted by the company's articles of association, each of the other directors shall retire at the AGM and shall, with the agreement of the remainder of the board, be eligible to stand for re-election. Resolutions 3 to 9 deal with the election and re-election of each of the directors and their biographical details can be found on pages 24 and 25 of the Annual Report (with the exception of Simon Litherland who was appointed subsequent to the publication of the Annual Report) and in Appendix 1 to this document.

In proposing the re-election of the directors, the Chairman has confirmed that, following formal performance evaluation, each individual continues to make an effective and valuable contribution to the board and demonstrates commitment to the role. Details of the board evaluation process in relation to the directors can be found on page 31 of the Annual Report.

Resolutions 10 and 11 – Appointment of auditors and auditors' remuneration

Resolution 10 relates to the re-appointment of Ernst & Young LLP as the company's auditors to hold office until the next AGM of the company. Resolution 11 authorises the directors to fix the auditors' remuneration. The directors have delegated the responsibility for fixing the auditors' remuneration to the Audit Committee of the board.

The Board and Audit Committee consider that the level of consultancy-related non-audit fees to audit fees undertaken by the company's auditors, Ernst & Young LLP, are appropriate for the advisory work required to be undertaken for the 52 weeks ended 30 September 2012 and that these do not create a conflict of interest on the part of the independent auditor. Such advisory fees related to a potential acquisition that was ultimately not progressed and to the potential merger of the company with A.G. Barr p.l.c.

Resolution 12 – Political donations

It remains the policy of the company not to make political donations or incur political expenditure as those expressions are normally understood. However, the directors consider that it is in the best interests of shareholders for the company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Companies Act 2006, which defines political donations and expenditure widely, the directors are seeking shareholders' authority for the company and its subsidiaries to make political donations and to incur political expenditure during the period from the date of the AGM to the conclusion of next year's AGM or 18 March 2014, whichever is earlier, up to a maximum aggregate amount of £50,000.

Resolution 13 – Extension of Share Incentive Plan

The company has operated the Britvic Share Incentive Plan (the 'SIP') for the benefit its employees for a number of years and intends to continue to do so. However, the plan rules state that it cannot be operated more than 10 years after its original adoption (i.e. after April 2013). It is therefore proposed to extend the SIP for a further 10 years. No other material changes are proposed to the terms of the SIP.

The key terms of the SIP are set out in Appendix 2 to this document.

Resolutions 14 – Allotment of share capital

At the last AGM of the company held on 25 January 2012, the directors were given authority to allot ordinary shares in the capital of the company up to a maximum nominal amount of £32,000,000 representing approximately 66% of the company's then issued ordinary share capital. This authority expires on 24 March 2013.

In December 2008, the Association of British Insurers ("ABI") revised its guidelines on directors' authority to allot shares (in line with the recommendations of the report issued in November 2008 by the Rights Issue Review Group). The guidelines state that ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of the company's issued share capital. In addition they will treat as routine a request for authority to allot shares representing an additional one-third of the company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of these guidelines, the board considers it appropriate that directors be granted authority to allot shares in the capital of the company up to a maximum nominal amount of £32,040,044 representing the ABI guideline limit of approximately 66% of the company's issued ordinary share capital as at 15 February 2013. Of this amount, £16,020,022 (representing approximately 33% of the company's issued ordinary share capital as at 15 February 2013) can only be allotted pursuant to a rights issue. The power will last until the conclusion of the next AGM in 2014 or, if earlier, on 18 March 2014.

The directors have no present intention of undertaking a rights issue or to allot new shares other than in connection with executive or employee share schemes. However, the directors consider it appropriate to maintain the flexibility that this authority provides to be in a position to respond to market developments and to enable allotments to take place to finance business opportunities should they arise.

As at the date of this letter the company does not hold any ordinary shares in the capital of the company in treasury.

Resolutions 15, 16 and 17 are special resolutions and will be passed if, on a show of hands, at least 75% of the votes cast by those entitled to vote are in favour or if, on a poll, members representing not less than 75% of the total voting rights of entitled members vote in favour.

Resolution 15 – Disapplication of statutory pre-emption rights

Resolution 15 will give the directors authority to allot shares in the capital of the company pursuant to the authority granted under Resolution 14 above for cash without complying with the pre-emption rights set out in the Companies Act 2006 in certain circumstances. In the light of the ABI guidelines described in relation to Resolution 14 above, this authority will permit the directors to allot:

- (a) shares up to a nominal amount of £32,040,044 (representing 66% of the company's issued share capital as at 15 February 2013) on an offer to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the directors may only allot shares up to a nominal amount of £16,020,022 representing 33% of the company's issued ordinary share capital as at 15 February 2013) (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- (b) shares up to a maximum nominal value of £2,427,276 (representing approximately 5% of the issued ordinary share capital of the company as at 15 February 2013) otherwise than in connection with an offer to existing shareholders.

The directors have no present intention of exercising this authority but consider the authority to be appropriate to allow the company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

The directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

The authority contained in Resolution 15 will expire upon the expiry of the general authority contained in Resolution 14 at the end of the next AGM of the company or, if earlier, on 18 March 2014.

Resolution 16 – Authority to purchase own shares

Resolution 15 gives the company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 24,272,761 (representing approximately 10% of the company's issued ordinary share capital as at 15 February 2013) and sets minimum and maximum prices. This authority will expire at the conclusion of the next AGM of the company to be held in 2014 or on 18 March 2014, whichever is the earlier.

The directors have no present intention of exercising the authority to purchase the company's ordinary shares but will keep the matter under review, taking into account the financial resources of the company, the company's share price and future funding opportunities. The authority will be exercised only if the directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

If Resolution 16 is passed at the AGM, it is the company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 15 February 2013 there were outstanding awards under the company's long-term incentive schemes in respect of 7,916,734 ordinary shares in the capital of the company representing 3.3% of the company's issued ordinary share capital. If the authority to purchase the company's ordinary shares were exercised in full, these awards would represent 3.6% of the company's issued ordinary share capital.

Resolution 17 – Notice period for general meetings

Resolution 17 is a resolution to allow the company to hold general meetings (other than AGMs) on 14 days' notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 ("the Regulations") on 3 August 2009, the minimum notice period permitted by the Companies Act 2006 for general meetings (other than public company AGMs) was 14 days. One of the amendments made to the Companies Act 2006 by the Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days but with an ability for companies to reduce this period back to 14 days (other than for AGMs) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. Please refer to note 2 of the Notice of AGM for details of the company's arrangements for electronic proxy appointment. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

Your board is therefore proposing Resolution 17 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the company other than AGMs. The approval will be effective until the end of the company's next AGM or 18 March 2014, whichever is the earlier, when it is intended that the approval be renewed. The board will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

Dividend

Shareholders are reminded that in November, 2012, the Board proposed a second interim dividend in lieu of the final dividend of 12.4 pence for the 52 weeks ended 30 September 2012, which was paid on 18 January 2013 to all shareholders on the register on 7 December 2012. For this reason, a resolution to declare a 'final' dividend is not included in the items of business to be considered at the AGM.

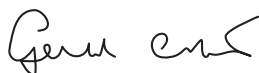
Action required

Following this letter is the formal notice of AGM including resolutions relating to the matters discussed above, together with a Form of Proxy and an Attendance Card. Whether or not you intend to be present at the AGM, you are requested to complete, sign and return the Form of Proxy or, alternatively, submit an electronic proxy appointment instruction as soon as possible and, in any event, so as to be received by the company's Registrar at the relevant address set out in the notes to the notice of AGM by no later than 10.00am on 17 March 2013. Completion and return of the Form of Proxy or submission of an electronic instruction will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Recommendation

Your directors consider the above proposals will promote the success of the company and be in the best interests of the company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of the resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings.

Yours faithfully



Gerald Corbett
Chairman

Notice of Annual General Meeting

BRITVIC PLC ("THE COMPANY")

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of the company will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Tuesday, 19 March 2013 at 10.00am to consider the following:

ORDINARY RESOLUTIONS

1. THAT the company's accounts and the reports of the directors and auditors for the 52 weeks ended 30 September 2012 be received.
2. THAT the directors' remuneration report for the 52 weeks ended 30 September 2012 be approved.
3. THAT Joanne Averiss be re-elected as a director.
4. THAT Gerald Corbett be re-elected as a director.
5. THAT John Gibney be re-elected as a director.
6. THAT Ben Gordon be re-elected as a director.
7. THAT Bob Ivell be re-elected as a director.
8. THAT Simon Litherland be elected as a director.
9. THAT Michael Shallow be re-elected as a director.
10. THAT Ernst & Young LLP be re-appointed as auditors of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company.
11. THAT the directors be authorised to fix the remuneration of the company's auditors.
12. THAT the company and those companies which are subsidiaries of the company at any time during the period for which this resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006, during the period from the date of the passing of this resolution and expiring at the conclusion of the company's AGM in 2014 or 18 March 2014, whichever is earlier (both dates inclusive):
 - (a) to make political donations to political parties, and/or independent election candidates;
 - (b) to make political donations to political organisations other than political parties; and
 - (c) to incur political expenditure,up to an aggregate total amount of £50,000, and the amount authorised under each of paragraphs (a) to (c) shall be limited to £25,000;

all existing authorisations and approvals relating to political donations or expenditure under Part 14 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval;

and words and expressions defined for the purpose of the Companies Act 2006 shall have the same meaning in this resolution.
13. THAT the directors be permitted to continue to operate the Britvic Share Incentive Plan until 9 April 2023 and an amendment to the rules to that effect be approved.
14. THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company ("Rights"):
 - (a) up to an aggregate nominal amount of £16,020,022; and
 - (b) up to a further aggregate nominal amount of £16,020,022; provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this authority shall expire on the date of the next Annual General Meeting of the company or, if earlier, on 18 March 2014, save that the company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all authorities vested in the directors on the date of this notice of meeting to allot shares and grant Rights that remain unexercised at the commencement of the meeting be and are hereby revoked.

SPECIAL RESOLUTIONS

15. THAT the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 14 above or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 14 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record date as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution) to any person or persons of equity securities up to an aggregate nominal amount of £2,427,276, and shall expire upon the expiry of the general authority conferred by Resolution 14 above, save that the company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.
16. THAT the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 20 pence each of the company on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares hereby authorised to be purchased is 24,272,761;
 - (b) the minimum price (exclusive of expenses) which may be paid for any such share is 20 pence;
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 5% above the average closing price of such ordinary shares for the five business days on the London Stock Exchange prior to the date of purchase; and (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Electronic Trading Service (SETS); and
 - (d) the authority hereby conferred shall take effect on the date of the passing of this Resolution and shall expire at the end of the next Annual General Meeting of the company or, if earlier, on 18 March 2014 unless previously renewed, varied or revoked by the company in general meeting; and
 - (e) the company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.
17. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the next Annual General Meeting of the company or 18 March 2014, whichever is the earlier.

By order of the board



Clare Thomas
Company Secretary
Britvic plc

15 February 2013

Registered Office:
Breakspear Park,
Breakspear Way,
Hemel Hempstead,
Hertfordshire HP2 4TZ

Registered in England
and in Wales
Company no. 5604923

Notes to the Notice of Annual General Meeting

1. Copies of Annual Report and Directors' Remuneration Report

The statutory reports and accounts for Britvic plc for 2012 are called the 2012 Annual Report. The 2012 directors' remuneration report is contained in the 2012 Annual Report which was mailed separately to shareholders on 31 December 2012. The first and second items of business at the AGM relate to the receipt of the 2012 Annual Report and the approval of the 2012 directors' remuneration report. Shareholders who have not elected to receive the 2012 Annual Report may obtain copies by writing to the Company Secretary, Britvic plc, Breakspear Park, Breakspear Way, Hemel Hempstead HP2 4TZ (e-mail: company.secretariat@britvic.co.uk). Shareholders who wish to receive the printed statutory reports and accounts (free of charge) in future years should write to the company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, quoting reference 2956.

2. Entitlement to attend and vote and to appoint proxies

To be entitled to attend and vote in respect of the number of shares registered in their name, shareholders must be entered on the Register of Members of the company as at 6.00pm on 17 March 2013, or, if the AGM is adjourned, on the Register of Members at 6.00pm two days prior to the date of any adjourned AGM. Changes to entries on the Register of Members after 6.00pm on 17 March 2013, or, if this AGM is adjourned, changes to entries on the Register of Members after 6.00pm two days prior to the date of any adjourned AGM, will be disregarded in determining the rights of any person to attend or vote at the AGM.

A registered shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies (who need not be a member of the company) to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with Section 146 of the Companies Act 2006 ("Nominated Persons"). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you are such a Nominated Person, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The company cannot guarantee to deal with matters that are directed to them in error. The only exception to this is where the company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

A proxy may be appointed by any of the following methods:

- Completing the enclosed Form of Proxy and returning it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
- Submitting an electronic proxy appointment by logging onto Equiniti's website www.sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Registrars' on-line portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk and clicking on the link to vote under your Britvic plc details. Instructions are given on the website;

or

- If you are a member of CREST, by using the CREST electronic appointment service explained below.

IMPORTANT: In any case, to be valid your instructions or Form of Proxy must be received by the company's Registrars, Equiniti, no later than 10.00am on 17 March 2013.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at www.euroclear.com/CREST). 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.

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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer's agent (RA19) by 10.00am on 17 March 2013. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.

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 messages. 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, to procure that his CREST sponsor or voting service provider takes) 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 service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

3. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment.

4. Issued Share Capital

As at 15 February 2013, the company's issued share capital consisted of 242,727,609 ordinary shares, carrying one vote each. Therefore, the total number of exercisable voting rights in the company as at 15 February 2013 is 242,727,609.

5. Audit statements

Shareholders should also note that it is possible that, pursuant to requests made under section 527 of the Companies Act 2006, the company may be required to publish on a website a statement setting out any matter relating to the audit of the company's Report and Accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM. The company may not require the shareholders requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the company is required to place a statement under section 527 of the Companies Act 2006, it must forward the statement to the company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required under section 527 of the Companies Act 2006 to publish on a website.

6. Right to ask questions

Any member attending the meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

7. Rules of the Share Incentive Plan

A copy of the rules of the Share Incentive Plan will be available for inspection at the registered office of the company and at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ during usual business hours and at the place of the annual general meeting from 9.45am until the close of the meeting.

8. Information available on website

A copy of this Notice of AGM and other information required by section 311A of the Companies Act 2006, can be found at www.britvic.com. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the company for any purpose other than those expressly stated.

Appendix 1

Biographies of Directors standing for election and re-election

Joanne Averiss

Non-Executive Director

Joanne Averiss was appointed a Non-Executive Director on 18 November 2005 and is the Pepsi Group nominee director. Joanne has been a member of the Pepsi Group legal department since 1990, holding a series of positions in the UK and the US and is currently Senior Vice President, General Counsel Europe with legal responsibility for all of the Pepsi Group's business within its European sector. She is also a trustee and Chair of the Mesen Educational Trust.

Gerald Corbett

Non-Executive Chairman

Gerald Corbett has been Non-Executive Chairman of the company since 24 November 2005. He chairs the Nomination Committee and is a member of the Remuneration Committee. Gerald is also Chairman of Betfair Group plc, Moneysupermarket.com Group plc, Towry Holdings Limited and of the Royal National Institute of the Deaf. He is also a non-executive director of Numis Securities. He was a non-executive director of Greencore Group plc from 2004 until February 2010, the Chairman of SSL International plc from 2005 until October 2010 and of the Woolworths Group plc from 2001 to 2007, Chief Executive of Railtrack plc from 1997 to 2000, Group Finance Director of Grand Metropolitan plc from 1994 to 1997 and was Group Finance Director of Redland plc between 1987 and 1994. He was a Non-Executive Director of the property group MEPC plc from 1995 to 1998 and Burmah Castrol plc from 1998 to 2000.

John Gibney

Group Finance Director

John Gibney was appointed Finance Director in 1999 and is responsible for finance, legal, estates, risk management and business transformation. Prior to joining Britvic, he was Senior Corporate Finance & Planning Manager for Bass PLC, and prior to that role, Finance Director and subsequently Deputy Managing Director of Gala Clubs.

Ben Gordon

Independent Non-Executive Director

Ben Gordon was appointed a Non-Executive Director on 15 April 2008 and is a member of the Britvic Audit, Nomination and Remuneration Committees. He was formerly the Chief Executive of Mothercare plc and Senior Vice President and Managing Director, Disney Stores, Europe and Asia Pacific. Ben has also held senior management positions with WHSmith group in the UK and the USA, and L'Oreal S.A. in France and in the UK. Ben has an MBA from INSEAD.

Bob Ivell

Senior Independent (Non-Executive) Director

Bob Ivell was appointed a Non-Executive Director on 24 November 2005 and is the company's Senior Independent Director. He chairs the Remuneration Committee and is a member of the Audit and Nomination Committees. Bob is currently the Chairman of David Lloyd Leisure and the Executive Chairman of Mitchells and Butler plc. During the 1980s Bob was the Managing Director of Beefeater. He was also on the board of Scottish & Newcastle plc as Chairman of the Retail Division between 1999 and 2004 and was Executive Chairman of Regent Inns PLC between 2004 and 2008.

Simon Litherland

Chief Executive

Simon Litherland was appointed Chief Executive on 13 February 2013 and is responsible for the day to day running of the business. Prior to that he performed the newly-created role of Managing Director, Britvic GB, from September 2011, bringing with him valuable experience he obtained from Diageo, where he was the Managing Director of the GB business. During his time at Diageo, Simon was responsible for an extensive portfolio of brands including Guinness, Smirnoff, Johnnie Walker and Baileys. Previously, Simon was the Managing Director of Diageo in South Africa which led to his appointment as Managing Director of Brandhouse, a joint venture involving Diageo, Heineken and Namibia Breweries.

Michael Shallow

Independent Non-Executive Director

Michael Shallow was appointed a Non-Executive Director on 24 November 2005 and chairs the Audit Committee. He is also a member of the Nomination and Remuneration Committees. In addition, he is a Non-Executive Director of Domino's Pizza Group plc and served as Non-Executive Director of Spice plc from 2006 until its acquisition by Cinven in December 2010. Michael was Finance Director of Greene King plc from 1991 to 2005 and prior to that was an associate partner with Accenture.

Appendix 2

Description of Share Incentive Plan

The key features of the Britvic Share Incentive Plan are as follows:

Outline

The SIP has been operated by the company for a number of years but is due to expire shortly. It is proposed to extend the SIP until 9 April 2023.

The SIP offers three ways to provide shares to employees - free, partnership and matching shares. The SIP contains all three elements and the directors decide which, if any, of them should be offered. The SIP operates in conjunction with a trust, which will hold shares on behalf of employees.

The SIP attracts favourable tax treatment in the UK.

Eligibility

If the SIP is operated, it has to be offered, on broadly similar terms, to all executive directors and all employees of the company and any participating subsidiaries who have worked for any qualifying period determined by the directors, which may not exceed 18 months.

Free Shares

Shares can be allocated to participants for free which are worth up to a maximum set by the legislation (currently £3,000) for each employee each year. The shares must generally be offered to all eligible employees on similar terms but their allocation may be subject to performance targets. "Similar terms" means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for between three and five years and will be free of income tax if held in trust for five years. If a participant leaves employment, his shares cease to be subject to the SIP. The shares may be forfeited if the participant leaves employment within three years of the award other than as a good leaver - i.e. because of death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the group.

Partnership Shares

Employees can be offered the opportunity to purchase shares (called 'partnership shares') out of monthly deductions from pre-tax salary, up to the maximum set by the legislation (currently £1,500 in each tax year, or 10% of salary if less). Employees can stop saving at any stage. The employees' contributions may be used to buy partnership shares immediately or accumulated for up to 12 months before they are used to buy shares. Where they are accumulated the price at which they are acquired is the lesser of the price at the beginning of the accumulation period and the end.

Partnership shares are held in the trust and can be withdrawn from the SIP at any time, subject to UK tax if the shares are withdrawn before five years.

Matching Shares

Where employees buy partnership shares, they can be offered additional free (or 'matching') shares, up to a maximum of two matching shares for each partnership share bought. Matching shares must be held in the trust for a minimum of three years and will be free of income tax if held in trust for five years.

Matching shares can be offered on the basis that they will be forfeited if the participant withdraws the corresponding partnership shares after less than three years or if he leaves within three years (other than as a good leaver as described above).

Dividends

Dividends paid on free, partnership or matching shares can be re-invested in additional Britvic shares, which must be held in the SIP for a period of three years. If they are not, participants receive the dividends in cash.

Voting Rights

Participants may direct the trustees on how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

Limits

Up to 10% of the Company's issued share capital in any ten year period can be issued under the SIP and all other all-employee share schemes operated by the company.

Amendment

The directors can change the rules of the SIP but any change which is to the advantage of participants requires the prior approval of shareholders. This does not apply to minor amendments to benefit the administration of the SIP, to take account of a change in legislation, or to obtain or maintain favourable tax treatment for participants or the company or other participating companies.

The directors may also, without shareholder approval, establish further plans based on the SIP, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the SIP.

Benefits under the SIP are not pensionable.

