

Registered in England No. 5604923

The Companies Act 2006

Public Limited Company

BRITVIC plc

("the company")

SPECIAL BUSINESS:

The following Ordinary and Special Resolutions were passed as special business on a show of hands at the Annual General Meeting of the company held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 19 March 2013:

ORDINARY RESOLUTIONS

Resolution 12 – Political Donations

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 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.

Resolution 13 – Authority to Directors to Continue to operate the Britvic Share Incentive Plan

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.

Resolution 14 - Authority to Directors to Allot Shares

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 or 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

Resolution 15 – Authority to Issue Shares for Cash

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.

Resolution 16 – Authority to Company to Purchase Own Shares

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.

Resolution 17 – Notice Period for General Meetings

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 AGM of the company or 18 March 2014, whichever is the earlier.



Clare Thomas
Company Secretary
Britvic plc

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Breakspear Park
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19 March 2013