



**Map**

The map shows the location of Linklaters LLP, One Silk Street, London EC2Y 8HQ where the Annual General Meeting of Britvic plc will be held.

**Transport**

**By Tube** – Linklaters’ offices are located in central London, within easy walking distance of the underground stations Moorgate (4 minutes), Barbican (5 minutes) and St. Paul’s (8 minutes).

**By Rail** – Moorgate railway station is the nearest mainline train station, just a three minute walk away, and Liverpool Street and Old Street railway stations (8 minutes) are easily accessible.

**By Car** – There is a public car park in the immediate vicinity, located at The Barbican Centre (2 minutes).

**Disabled Access** – Linklaters’ offices are accessible to wheelchair users, with the entire building being wheelchair-friendly. Blue badge parking directly outside of the building is not available, but Linklaters have five bookable parking spaces underneath the building with assistance on arrival for wheelchair users – please contact Linklaters on 020 7456 2000 for further information and booking. For the hard of hearing, there are induction loops with signage at the main reception.

Tear along dotted line

Please detach and post this section

# FORM OF PROXY

2018 ANNUAL GENERAL MEETING OF BRITVIC PLC  
TO BE HELD AT 11.00AM ON WEDNESDAY, 31 JANUARY 2018



Voting ID

Task ID

Shareholder Reference Number

**I/We HEREBY APPOINT the Chairman of the Meeting or**

to be my/our proxy to attend, speak\* and vote\* in respect of my/our voting entitlement on my/our behalf at the 2018 Annual General Meeting of Britvic plc to be held at 11.00am on Wednesday, 31 January 2018 and at any adjournment thereof. I request my/our proxy to vote in the manner indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made.

\* For the appointment of more than one proxy, please refer to explanatory Note 2.

RESOLUTIONS:	FOR	AGAINST	WITHHELD	RESOLUTIONS:	FOR	AGAINST	WITHHELD
1 Receive the Annual Report for 52 weeks ended 1 October 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Re-election of Ian McHoul as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Declare a final dividend of 19.3p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Re-election of Euan Sutherland as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Consider and approve the directors' remuneration policy for 52 weeks ended 1 October 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Re-appointment of Ernst & Young LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Consider and approve the directors' remuneration report for 52 weeks ended 1 October 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Authority to Audit Committee to fix the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Suniti Chauhan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Authority to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Election of William Eccleshare as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Authority to directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-election of Sue Clark as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Authority to directors to issue shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Re-election of John Daly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Authority to issue shares for cash in relation to an acquisition or other capital investment.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Re-election of Mathew Dunn as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Authority to company to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Re-election of Simon Litherland as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Authority to hold general meetings (other than AGMs) on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we would like my/our proxy to vote on the resolution proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.





In the case of a corporation, this form must be executed under its common seal, or signed by a duly authorised official, whose capacity should be stated in accordance with Section 44 of the Companies Act 2006.

Please detach and retain this section. Do not post with the Form of Proxy

## ADMISSION CARD

2018 Annual General Meeting of Britvic plc to be held at 11.00am on

Wednesday, 31 January 2018 at Linklaters LLP, One Silk Street, London EC2Y 8HQ

### Attendance at Annual General Meeting

If you attend the Meeting, bring this card with you to show as evidence of your right to be admitted.

### Notes:

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend, speak and vote on his/her behalf. If you wish to restrict the rights of your proxies, please cross out either the words "speak" or "vote" as you feel appropriate where indicated by an asterisk. 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 (see reverse) 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. To appoint more than one proxy, (an) additional Form(s) of Proxy may be obtained by contacting the Registrars helpline on 0371 384 2550\* (UK caller) or +44 (0)121 415 7019 (non-UK caller) 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. Any alterations to a Form of Proxy should be initialled by you.
3. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete 'the Chairman of the Meeting or'.
4. Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the Meeting.
5. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
6. If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
7. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. A corporation must seal the Form of Proxy or have it signed by an officer or attorney or other person authorised to sign whose capacity should be stated in accordance with Section 44 of the Companies Act 2006.
8. In the case of joint holders, only one need sign this Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
9. To be valid the Form of Proxy must reach the Company's Registrar, Equiniti, by no later than 11.00am on Monday, 29 January 2018. Lodgement of a Form of Proxy does not prevent a member from attending the Meeting in person.
- 10. If you prefer to return the Form of Proxy in an envelope, then please do so using the following address:  
FREEPOST RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LU. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.**
11. Alternatively, Electronic Proxy Appointment (EPA) is available for this Meeting. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown opposite will be required to complete the procedure. EPA will not be valid if received after 11.00am on Monday, 29 January 2018 and will not be accepted if found to contain a computer virus.
12. The CREST electronic proxy appointment service is available for this Meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual (available at [www.euroclear.com](http://www.euroclear.com)), so as to reach the Company's Registrar, Equiniti, CREST participant ID RA19 by no later than 11.00am on Monday, 29 January 2018.  
  
\* For those with hearing difficulties, a text phone is available on 0371 384 2255 for UK callers with compatible equipment. Lines are open Monday to Friday 8.30am to 5.30pm (excluding public holidays in England and Wales)

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

