

A.G. BARR p.l.c.

(incorporated and registered in Scotland under number SC005653)

(the “Company”)

NOTICE OF THE PASSING OF CERTAIN RESOLUTIONS

At the one hundred and tenth annual general meeting of A.G. BARR p.l.c. (“**the Company**”) held at the offices of KPMG LLP, 191 West George Street, Glasgow G2 2LJ on 27 May 2014 the shareholders of the Company passed the following resolutions:

1. Resolution 14 - to adopt the Company’s draft new Share Savings Scheme subject to the conditions set out in the resolution (ordinary resolution)

“THAT the draft new Share Savings Scheme (the “2014 SAYE”) produced at the meeting (and, for the purposes of identification, initialled by the Chairman) be and hereby is approved and adopted subject to the condition that the Finance Bill 2014 is enacted substantially in the form currently before Parliament (insofar as it relates to Save As You Earn (“SAYE”) scheme matters) and provided that the directors be and are hereby authorised to make any minor amendments to the 2014 SAYE if necessary to ensure it complies with the Finance Act 2014 (insofar as it relates to SAYE scheme matters), and further that (once the condition regarding its adoption has been satisfied) the Company be and hereby is authorised to grant options under and otherwise operate the 2014 SAYE in accordance with its terms until the date which is ten years from the date it is adopted, and it is further resolved that no further options shall be granted under the A.G. BARR p.l.c. Share Savings Scheme 2005.”

2. Resolution 15 - to adopt the Company’s draft new Long Term Incentive Plan (ordinary resolution)

“THAT the draft new Long Term Incentive Plan (the “2014 LTIP”) produced at the meeting (and, for the purposes of identification, initialled by the Chairman) be and hereby is adopted, and further that the Company be and hereby is authorised to grant options and make conditional share awards under and otherwise operate the 2014 LTIP in accordance with its terms until the date which is ten years from the date it is adopted.”

3. Resolution 16 – to authorise the directors to allot shares in the Company subject to the restrictions set out in the resolution (ordinary resolution)

“THAT the board of directors of the Company (the “Board”) be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £1,621,788.50; and
- (b) up to a further aggregate nominal amount of £1,621,788.50 provided that (i) they are equity securities (within the meaning of section 560 of the 2006 Act); and (ii) they are offered by way of a rights issue in favour of the holders of shares (excluding the Company in its capacity as a holder of treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of shares held by them on that date subject to such exclusions or other arrangements as the Board deem necessary or expedient to deal with (a) equity securities representing fractional entitlements; (b) treasury shares; or (c) legal or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange or any other matter whatsoever,

provided that this authority shall expire on the earlier of 31 July 2015 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 enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired."

4. Resolution 17 – to authorise the disapplication of pre-emption rights subject to the limits set out in the resolution (special resolution)

"THAT, subject to the passing of resolution 16 set out in the notice of the annual general meeting of the Company convened for 27 May 2014 ("**Resolution 16**"), the board of directors of the Company (the "**Board**") be and is hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the "**2006 Act**"), to allot equity securities (within the meaning of section 560 of the 2006 Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 4 1/6 pence each in the capital of the Company ("**Ordinary Shares**")), wholly for cash either pursuant to the authority conferred on them by Resolution 16 or by way of a sale of treasury shares (within the meaning of section 560(3) of the 2006 Act) as if section 561(1) of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities, for cash, in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares (excluding the Company in its capacity as a holder of treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of Ordinary Shares held by them on that date subject to such exclusions or other arrangements in connection with the rights issue, open offer or other offer as the Board deem necessary or expedient to deal with (i) equity securities representing fractional entitlements; (ii) treasury shares; or (iii) legal or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange or any other matter whatsoever; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £243,268,

provided that this authority shall expire on the earlier of 31 July 2015 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 enter into an agreement which would or might require equity securities to be allotted after the expiry of this authority and the Board may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired."

5. Resolution 18 – to authorise the Company to purchase its own shares up to a specified amount (special resolution)

"THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**2006 Act**") to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 4 1/6 pence each in the capital of the Company ("**Ordinary Shares**"), on such terms and in such manner that the directors think fit, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 11,676,877;
- (b) the maximum price which may be paid for an 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 Daily Official List for the five dealing days immediately preceding the day on which the Ordinary Share is 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 an Ordinary Share is an amount equal to its nominal value (in each case exclusive of associated expenses);

- (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 31 July 2015 or at the conclusion of the next annual general meeting of the Company after the passing of this resolution, but a contract to purchase Ordinary Shares 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) an Ordinary Share so purchased shall be cancelled or, if the directors so determine and subject to the provisions of applicable laws or regulations of the United Kingdom Listing Authority, held as a treasury share."