

Annual general meeting of A.G. BARR p.l.c. (the “**Company**”) to be held at the offices of Ernst and Young LLP, G1 Building, 5 George Square, G2 1DY, Glasgow on Wednesday 30 May 2018 at 11.00 a.m. (the “**Annual General Meeting**”).

I/we the undersigned, being a member/members of the Company, hereby appoint the Chairman of the meeting or (see Note 1)

Name	Number of shares (see Notes 3 and 4)
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as my/our proxy to attend, vote and speak for me/us on my/our behalf at the Annual General Meeting, and at any adjournment thereof.

Please indicate here with an “X” if this Proxy Form is one of multiple instructions being given (see Note 3). ☐

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as follows (see Note 2):

Resolution	For	Against	Withheld*
1. To receive and approve the audited accounts of the group and the Company for the year ended 27 January 2018 together with the directors’ and auditor’s reports thereon.	☐	☐	☐
2. To receive and approve the annual statement by the chairman of the remuneration committee and the directors’ remuneration report (other than the part containing the directors’ remuneration policy) for the year ended 27 January 2018.	☐	☐	☐
3. To declare a final dividend of 11.84 pence per ordinary share of 4 1/6 pence for the year ended 27 January 2018.	☐	☐	☐
4. To re-elect Mr John Ross Nicolson as a director of the Company.	☐	☐	☐
5. To re-elect Mr Roger Alexander White as a director of the Company.	☐	☐	☐
6. To re-elect Mr Stuart Lorimer as a director of the Company.	☐	☐	☐
7. To re-elect Mr Jonathan David Kemp as a director of the Company.	☐	☐	☐
8. To re-elect Mr Andrew Lewis Memmott as a director of the Company.	☐	☐	☐
9. To re-elect Mr William Robin Graham Barr as a director of the Company.	☐	☐	☐
10. To re-elect Mr Martin Andrew Griffiths as a director of the Company.	☐	☐	☐
11. To re-elect Ms Pamela Powell as a director of the Company.	☐	☐	☐
12. To re-elect Mr David James Ritchie as a director of the Company.	☐	☐	☐
13. To elect Ms Susan Verity Barratt as a director of the Company.	☐	☐	☐
14. To re-appoint Deloitte LLP as auditor of the Company and to authorise the audit committee to fix their remuneration.	☐	☐	☐
15. To authorise the directors to allot shares in the Company subject to the restrictions set out in the resolution.	☐	☐	☐
16. To authorise the disapplication of pre-emption rights subject to the limits set out in the resolution.	☐	☐	☐
17. To authorise the Company to purchase its own shares up to the specified amount.	☐	☐	☐

Notes

1. If you wish to appoint a proxy other than the Chairman, please add his or her name in the blank space provided, delete the words "the Chairman of the meeting or" and initial the alteration. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
2. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy, you should photocopy the Proxy Form. On each Proxy Form, please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. The total number of shares entered on all the Proxy Forms you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instruction is one of multiple instructions being given. To be valid, all Proxy Forms and additional Proxy Forms must be signed and returned to FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU in the enclosed envelope so as to be received no later than 11.00 a.m. on Monday, 28 May 2018. A stamp is not required if posted in the UK. Where multiple Proxy Forms are completed, they should be returned together in the same envelope.
4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
5. The vote "Withheld" option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes "For" or "Against" a resolution. If no voting indication is given, your proxy may vote or abstain from voting at his/her discretion.
6. A Proxy Form for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal. If this Proxy Form is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof) must be provided with the signed Proxy Form.
7. Only one of the joint holders need sign the Proxy Form. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
8. Completion of this Proxy Form will not preclude you from attending and voting in person at the meeting should you so wish (whereupon your proxy appointment will be automatically terminated).

Signature

Date

Print Name

Address

To be valid, the Proxy Form and any additional Proxy Forms must be lodged with FREEPOST RTHJ-CLLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU by 11.00 a.m. on Monday, 28 May 2018.